AMENDED FILING COVER SHEET

Amended File Title	Amended Explanation
Schedule D - Part 2 - Section 1 Preferred Stock Owned D Schedule D - Part 2 - Section 2 Common Stock Owned D Jurat Management Reliance Statement for Acturial Opinion	

ANNUAL STATEMENT

OF THE

UAHC HEALTH PLAN of TENNESSEE

of MEMPHIS

in the state of TENNESSEE

TO THE

Insurance Department

OF THE

STATE OF TENNESSEE

FOR THE YEAR ENDED
December 31, 2006

HEALTH

2006

00000200620100105

ANNUAL STATEMENT

FOR THE YEAR ENDING DECEMBER 31, 2006

OF THE CONDITION AND AFFAIRS OF THE

UAHC Health Plan of Tennessee

NAIC Group Code 0000 (Current Period) 0000 (Prior Period) **NAIC Company Code** 00000 **Employer's ID Number** 62-1547197

Organized under the Laws of _____ **, State of Domicile or Port of Entry** TN

Country of Domicile _____

Licensed as business type:

Life, Accident & Health	[X]	Property/Casualty	[ ]	Hospital, Medical & Dental Service or Indemnity	[ ]
Dental Service Corporation	[ ]	Vision Service Corporation	[ ]	Health Maintenance Organization	[ ]
Other	[ ]	Is HMO Federally Qualified?		YES [ ] NO [ ]	

Incorporated/Organized: October 6, 1993 **Commenced Business:** January 3, 1994

Statutory Home Office: 1769 Paragon Suite 100 Memphis, TN 38132

Main Administrative Office: 1769 Paragon Suite 100 Memphis, TN 38132 901-348-2201

Mail Address: 1769 Paragon Suite 100 Memphis, TN 38132

Primary Location of Books and Records: 1769 Paragon Suite 100 Memphis, TN 38132 901-348-2201

Internet Website Address: N/A

Statutory Statement Contact: Stephen Harris 000-000-0000

sharris@uahc.com 901-348-2212

Policyowner Relations Contact: 1769 Paragon Suite 100 Memphis, TN 38132 000-000-0000

OFFICERS

	Name	Title
1.	Stephanie Dowell	Chief Exective Officer
2.	Stephen Harris	Chief Financial Officer
3.		

Vice-Presidents

Name	Title	Name	Title
Myla Johnson	Vice-President Medical Services	Edward Reed, M.D.	Senior Vice-President & Medical Director
Stacy Hill	Vice-President MIS		

DIRECTORS OR TRUSTEES

Stephanie Dowell	Stephen Harris	Tom Goss	Samuel King
Grover Barnes M.D.	Julius V. Combs, M.D.	Griselle Figueredo, M.D.	Lloyd Robinson
Logan Miller M.D.	Neal Beckford M.D.	Stan Sawyer	William Brooks
Alvin King	Ricky Wilkins		

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.

(Signature)	(Signature)	(Signature)
Stephanie Dowell	Stephen Harris	
(Printed Name) 1.	(Printed Name) 2.	(Printed Name) 3.
Chief Exective Officer	Chief Financial Officer	
(Title)	(Title)	(Title)

Subscribed and sworn to before me this

19th day of MARCH , 2007

a. Is this an original filing? YES [ ] NO [X]

b. If no: 1. State the amendment number 1

2. Date filed 03/01/2007

3. Number of pages attached .....

ASSETS

	Current Year 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	Prior Year 4 Net Admitted Assets
1. Bonds (Schedule D)	7,445,153		7,445,153	7,140,257
2. Stocks (Schedule D):				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens				
3.2 Other than first liens				
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less $ 0 encumbrances)				
4.2 Properties held for the production of income (less $ 0 encumbrances)				
4.3 Properties held for sale (less $ 0 encumbrances)				
5. Cash ($ 1,822,987 , Schedule E-Part 1), cash equivalents ($ 0 Schedule E-Part 2) and short-term investments ($ 0 , Schedule DA)	1,822,987		1,822,987	1,382,091
6. Contract loans (including $ 0 premium notes)				
7. Other invested assets (Schedule BA)	3,025,336		3,025,336	2,605,000
8. Receivables for securities				
9. Aggregate write-ins for invested assets	2,300,000	2,300,000		
10. Subtotals, cash and invested assets (Lines 1 to 9)	14,593,476	2,300,000	12,293,476	11,127,348
11. Title plants less $ 0 charged off (for Title insurers only)				
12. Investment income due and accrued	358,420		358,420	56,429
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	1,156,198		1,156,198	1,097,743
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ 0 earned but unbilled premiums)				
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers				
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset				
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software				
19. Furniture and equipment, including health care delivery assets ($ 0)				
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates				
22. Health care ($ 360,956) and other amounts receivable	681,205	681,205		
23. Aggregate write-ins for other than invested assets	81,520	81,520		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	16,870,819	3,062,725	13,808,094	12,281,520
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	16,870,819	3,062,725	13,808,094	12,281,520

DETAILS OF WRITE-INS				
0901. Escrow per state of TN	2,300,000	2,300,000		
0902.				
0903.				
0998. Summary of remaining write-ins for Line 09 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 09 above)	2,300,000	2,300,000		
2301. Prepaid Expenses	81,520	81,520		
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	81,520	81,520		

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ 0 reinsurance ceded)				
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses				
4. Aggregate health policy reserves				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserves				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	204,304		204,304	127,308
10.1Current federal and foreign income tax payable and interest thereon (including $ 0 on realized capital gains (losses))	369,651		369,651	226,400
10.2Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including $ 0 current) and interest thereon $ 0 (including $ 0 current)				
15. Amounts due to parent, subsidiaries and affiliates	58,476		58,476	58,476
16. Payable for securities				
17. Funds held under reinsurance treaties (with $ 0 authorized reinsurers and $ 0 unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured plans				
21. Aggregate write-ins for other liabilities (including $ 0 current)	1,476,447		1,476,447	1,097,743
22. Total liabilities (Lines 1 to 21)	2,108,878		2,108,878	1,509,927
23. Aggregate write-ins for special surplus funds	XXX	XXX		
24. Common capital stock	XXX	XXX	200,000	200,000
25. Preferred capital stock	XXX	XXX	12,550,000	12,550,000
26. Gross paid in and contributed surplus	XXX	XXX		
27. Surplus notes	XXX	XXX		
28. Aggregate write-ins for other than special surplus funds	XXX	XXX		
29. Unassigned funds (surplus)	XXX	XXX	(1,050,784)	(1,978,407)
30. Less treasury stock, at cost:				
30.1 0 shares common (value included in Line 24 $ 0)	XXX	XXX		
30.2 0 shares preferred (value included in Line 25 $ 0)	XXX	XXX		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	11,699,216	10,771,593
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	13,808,094	12,281,520

DETAILS OF WRITE-INS				
2101. PREMIUM TAX PAYABLE	1,156,198		1,156,198	1,097,743
2102. CLAIMS AUDIT	320,249		320,249	
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page				
2199. Totals (Lines 2101 through 2103 plus 2198) (Line 21 above)	1,476,447		1,476,447	1,097,743
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX		
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	XXX	XXX		
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX		
2899. Totals (Lines 2801 through 2803 plus 2898) (Line 28 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months	X X X	1,425,356	1,545,287
2. Net premium income (including $ 0 non-health premium income)	X X X		1,709
3. Change in unearned premium reserves and reserve for rate credits	X X X		
4. Fee-for-service (net of $ 0 medical expenses)	X X X		
5. Risk revenue	X X X		
6. Aggregate write-ins for other health care related revenues	X X X	360,956	2,612
7. Aggregate write-ins for other non-health revenues	X X X		
8. Total revenues (Lines 2 to 7)	X X X	360,956	4,321
Hospital and Medical:			
9. Hospital/medical benefits		(103,952)	(532,820)
10. Other professional services			
11. Outside referrals			
12. Emergency room and out-of-area			
13. Prescription drugs			
14. Aggregate write-ins for other hospital and medical			
15. Incentive pool, withhold adjustments, and bonus amounts			
16. Subtotal (Lines 9 to 15)		(103,952)	(532,820)
Less:			
17. Net reinsurance recoveries			
18. Total hospital and medical (Lines 16 minus 17)		(103,952)	(532,820)
19. Non-health claims (net)			
20. Claims adjustment expenses, including $ 0 cost containment expenses		5,951,239	5,235,022
21. General administrative expenses		(6,508,466)	(6,701,135)
22. Increase in reserves for life and accident and health contracts (including $ 0 increase in reserves for life only)			
23. Total underwriting deductions (Lines 18 through 22)		(661,179)	(1,998,933)
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	1,022,135	2,003,254
25. Net investment income earned (Exhibit of Net Investment Income, Line 17)		638,027	172,925
26. Net realized capital gains (losses) less capital gains tax of $ 0			
27. Net investment gains (losses) (Lines 25 plus 26)		638,027	172,925
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $ 0) (amount charged off $ 0)]			
29. Aggregate write-ins for other income or expenses			
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	1,660,162	2,176,179
31. Federal and foreign income taxes incurred	X X X	369,275	492,992
32. Net income (loss) (Lines 30 minus 31)	X X X	1,290,887	1,683,187

DETAILS OF WRITE-INS			
0601. PHARMACY REBATE	X X X		2,612
0602. TENNCARE RISK TARGET REVENUE	X X X	360,956	
0603.	X X X		
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	360,956	2,612
0701.	X X X		
0702.	X X X		
0703.	X X X		
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X		
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 07 above)	X X X		
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)			
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL & SURPLUS ACCOUNT	1 Current Year	2 Prior Year
33. Capital and surplus prior reporting year	10,771,593	11,671,958
34. Net income or (loss) from Line 32	1,290,887	1,683,187
35. Change in valuation basis of aggregate policy and claim reserves		
36. Change in net unrealized capital gains (losses) less capital gains tax of $ 0	43,049	72,860
37. Change in net unrealized foreign exchange capital gain or (loss)		
38. Change in net deferred income tax		
39. Change in nonadmitted assets	(406,313)	(2,656,412)
40. Change in unauthorized reinsurance		
41. Change in treasury stock		
42. Change in surplus notes		
43. Cumulative effect of changes in accounting principles		
44. Capital Changes:		
44.1 Paid in		
44.2 Transferred from surplus (Stock Dividend)		
44.3 Transferred to surplus		
45. Surplus adjustments:		
45.1 Paid in		
45.2 Transferred to capital (Stock Dividend)		
45.3 Transferred from capital		
46. Dividends to stockholders		
47. Aggregate write-ins for gains or (losses) in surplus		
48. Net change in capital and surplus (Lines 34 to 47)	927,623	(900,365)
49. Capital and surplus end of reporting year (Line 33 plus 48)	11,699,216	10,771,593

DETAILS OF WRITE-INS		
4701.		
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page		
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)		

CASH FLOW

	1 Current Year	2 Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance		157,033
2. Net investment income	336,036	277,979
3. Miscellaneous income	464,908	537,141
4. Total (Lines 1 through 3)	800,944	972,153
5. Benefit and loss related payments		
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	(557,227)	(972,338)
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) $ 0 net of tax on capital gains (losses)	369,275	492,992
10. Total (Lines 5 through 9)	(187,952)	(479,346)
11. Net cash from operations (Line 4 minus Line 10)	988,896	1,451,499
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	45,309	
12.2 Stocks		
12.3 Mortgage loans		
12.4 Real estate		
12.5 Other invested assets		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7 Miscellaneous proceeds		
12.8 Total investment proceeds (Lines 12.1 to 12.7)	45,309	
13. Cost of investments acquired (long-term only):		
13.1 Bonds	310,000	4,900,900
13.2 Stocks		
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications	40,206	30,706
13.7 Total investments acquired (Lines 13.1 to 13.6)	350,206	4,931,606
14. Net increase (decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(304,897)	(4,931,606)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	(243,103)	(291,278)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(243,103)	(291,278)
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)	440,896	(3,771,385)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	1,382,091	5,153,476
19.2 End of year (Line 18 plus Line 19.1)	1,822,987	1,382,091

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001.		
20.0002.		
20.0003.		

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Stop Loss	10 Disability Income	11 Long-Term Care	12 Other Health	13 Other Non-Health
1. Net premium income													
2. Change in unearned premium reserves and reserve for rate credit													
3. Fee-for-service (net of $ 0 medical expenses)													XXX
4. Risk revenue													XXX
5. Aggregate write-ins for other health care related revenues	360,956							360,956					XXX
6. Aggregate write-ins for other non-health care related revenues		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
7. Total revenues (Lines 1 to 6)	360,956							360,956					
8. Hospital/medical benefits	(103,952)							(103,952)					XXX
9. Other professional services													XXX
10. Outside referrals													XXX
11. Emergency room and out-of-area													XXX
12. Prescription drugs													XXX
13. Aggregate write-ins for other hospital and medical													XXX
14. Incentive pool, withhold adjustments and bonus amounts													XXX
15. Subtotal (Lines 8 to 14)	(103,952)							(103,952)					XXX
16. Net reinsurance recoveries													XXX
17. Total hospital and medical (Lines 15 minus 16)	(103,952)							(103,952)					XXX
18. Non-health claims (net)		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
19. Claims adjustment expenses including $ 0 cost containment expenses	5,951,239							5,951,239					
20. General administrative expenses	(6,508,466)							(6,508,466)					
21. Increase in reserves for accident and health contracts													XXX
22. Increase in reserves for life contracts		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	(661,179)							(661,179)					
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	1,022,135							1,022,135					

DETAILS OF WRITE-INS													
0501. TENNCARE RISK TARGET REVENUE	360,956							360,956					XXX
0502.													XXX
0503.													XXX
0598. Summary of remaining write-ins for Line 5 from overflow page													XXX
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	360,956							360,956					XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
1301.													XXX
1302.													XXX
1303.													XXX
1398. Summary of remaining write-ins for Line 13 from overflow page													XXX
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above)													XXX

NONE	Underwriting and Investment Exhibit - Part 1
NONE	Underwriting and Investment Exhibit - Part 2
NONE	Underwriting and Investment Exhibit - Part 2A
NONE	Underwriting and Investment Exhibit - Part 2B

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3	4	5
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1. Rent ($ 0 for occupancy of own building)		23,428	331,628		355,056
2. Salaries, wages and other benefits		715,743	4,802,906		5,518,649
3. Commissions (less $ 0 ceded plus $ 0 assumed)					
4. Legal fees and expenses		208	31,609		31,817
5. Certifications and accreditation fees					
6. Auditing, actuarial and other consulting services		188,619	572,005		760,624
7. Traveling expenses			156,473		156,473
8. Marketing and advertising			69,558		69,558
9. Postage, express and telephone			143,888		143,888
10. Printing and office supplies			229,771		229,771
11. Occupancy, depreciation and amortization		6,403	113,171		119,574
12. Equipment					
13. Cost or depreciation of EDP equipment and software					
14. Outsourced services incuding EDP, claims, and other services		4,735,039			4,735,039
15. Boards, bureaus and association fees			68,366		68,366
16. Insurance, except on real estate		4,425	152,998		157,423
17. Collection and bank service charges		2,543	4,728		7,271
18. Group service and administration fees					
19. Reimbursements by uninsured plans					
20. Reimbursements from fiscal intermediaries					
21. Real estate expenses					
22. Real estate taxes					
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes					
23.2 State premium taxes					
23.3 Regulatory authority licenses and fees					
23.4 Payroll taxes		21,009	324,567		345,576
23.5 Other (excluding federal income and real estate taxes)		1,303	20,133		21,436
24. Investment expenses not included elsewhere					
25. Aggregate write-ins for expenses		252,519	(13,483,617)		(13,231,098)
26. Total expenses incurred (Lines 1 to 25)		5,951,239	(6,461,816)		(a) (510,577)
27. Less expenses unpaid December 31, current year			46,650		46,650
28. Add expenses unpaid December 31, prior year					
29. Amounts receivable relating to uninsured plans, prior year					
30. Amounts receivable relating to uninsured plans, current year					
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)		5,951,239	(6,508,466)		(557,227)

DETAILS OF WRITE-INS					
2501. Administrative Expense		23,294	286,874		310,168
2502. Consumables		22,010	78,069		100,079
2503. Other Unassigned		207,215	(13,848,560)		(13,641,345)
2598. Summary of remaining write-ins for Line 25 from overflow page					
2599. Totals (Lines 2501 through 2503 + 2598) (Line 25 above)		252,519	(13,483,617)		(13,231,098)

(a) Includes management fees of $ 14,181,486 to affiliates and $ 0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) 279,607	
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a)	
1.3 Bonds of affiliates	(a)	
2.1 Preferred stocks (unaffiliated)	(b)	
2.11 Preferred stocks of affiliates	(b)	
2.2 Common stocks (unaffiliated)		
2.21 Common stocks of affiliates		
3. Mortgage loans	(c)	
4. Real estate	(d)	
5. Contract loans		
6. Cash, cash equivalents and short-term investments	(e) 291,178	
7. Derivative instruments	(f)	
8. Other invested assets		
9. Aggregate write-ins for investment income	67,242	
10. Total gross investment income	638,027	
11. Investment expenses		(g)
12. Investment taxes, licenses and fees, excluding federal income taxes		(g)
13. Interest expense		(h)
14. Depreciation on real estate and other invested assets		(i)
15. Aggregate write-ins for deductions from investment income		
16. Total deductions (Lines 11 through 15)		
17. Net investment income (Line 10 minus Line 16)		
DETAILS OF WRITE-INS		
0901. Certificate of Deposit	67,242	
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page		
0999. Totals (Lines 0901 through 0903) plus 0998 (Line 9, above)	67,242	
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		
1599. Totals (Lines 1501 through 1503) plus 1598 (Line 15, above)		

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

EXHIBIT OF CAPITAL GAINS (LOSSES)

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

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D)			
2. Stocks (Schedule D):			
2.1 Preferred stocks			
2.2 Common stocks			
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens			
3.2 Other than first liens			
4. Real estate (Schedule A):			
4.1 Properties occupied by the company			
4.2 Properties held for the production of income			
4.3 Properties held for sale			
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)			
6. Contract loans			
7. Other invested assets (Schedule BA)			
8. Receivables for securities			
9. Aggregate write-ins for invested assets	2,300,000	2,300,000	
10. Subtotals, cash and invested assets (Lines 1 to 9)	2,300,000	2,300,000	
11. Title plants (for Title insurers only)			
12. Investment income due and accrued			
13. Premiums and considerations:			
13.1 Uncollected premiums and agents' balances in the course of collection			
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due			
13.3 Accrued retrospective premiums			
14. Reinsurance:			
14.1 Amounts recoverable from reinsurers			
14.2 Funds held by or deposited with reinsured companies			
14.3 Other amounts receivable under reinsurance contracts			
15. Amounts receivable relating to uninsured plans			
16.1 Current federal and foreign income tax recoverable and interest thereon			
16.2 Net deferred tax asset			
17. Guaranty funds receivable or on deposit			
18. Electronic data processing equipment and software			
19. Furniture and equipment, including health care delivery assets			
20. Net adjustment in assets and liabilities due to foreign exchange rates			
21. Receivables from parent, subsidiaries and affiliates			
22. Health care and other amounts receivable	681,205		(681,205)
23. Aggregate write-ins for other than invested assets	81,520	356,412	274,892
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	3,062,725	2,656,412	(406,313)
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
26. Total (Lines 24 and 25)	3,062,725	2,656,412	(406,313)

DETAILS OF WRITE-INS			
0901. Escrow per State of TN	2,300,000	2,300,000	
0902.			
0903.			
0998. Summary of remaining write-ins for Line 09 from overflow page			
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 09 above)	2,300,000	2,300,000	
2301. Accrued TPL Revenue		274,892	274,892
2302. Prepaid Expenses	81,520	81,520	
2303.			
2398. Summary of remaining write-ins for Line 23 from overflow page			
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	81,520	356,412	274,892

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	Current Year Member Months
1. Health Maintenance Organizations	122,260	117,524	115,851	112,981	110,534	1,418,559
2. Provider Service Organizations						
3. Preferred Provider Organizations						
4. Point of Service						
5. Indemnity Only						
6. Aggregate write-ins for other lines of business						
7. Total	122,260	117,524	115,851	112,981	110,534	1,418,559

DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page						
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)						

NONE

Exhibit 2 - Accident and Health Premiums Due and Unpaid

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
STATE OF TENNESSEE				360,956	360,956	
0599998 Risk Sharing Receivables Not Individually Listed						
0599999 Risk Sharing Receivables				360,956	360,956	
DUE FROM PROVIDERS				320,249	320,249	
0699998 Other Receivables Not Individually Listed						
0699999 Other Receivables				320,249	320,249	
0799999 Gross health care receivables				681,205	681,205	

NONE Exhibit 4 - Claims Unpaid (Reported and Unreported)

NONE Exhibit 5 - Amounts Due from Parent, Subsidiaries and Affiliates

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
United American of Tennessee, Inc.		58,476	58,476	
0199999 Individually listed payable		58,476	58,476	
0399999 Total gross payables		58,476	58,476	

NONE Exhibit 7 - Parts 1 and 2 Summary of Transactions

NONE Exhibit 8 - Furniture, Equipment, and Supplies Owned

NOTES TO FINANCIAL STATEMENTS

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings 1 Amount	Gross Investment Holdings 2 Percentage	Admitted Assets as Reported in the Annual Statement 3 Amount	Admitted Assets as Reported in the Annual Statement 4 Percentage
1. Bonds:				
1.1 U.S. treasury securities	45,000	0.366	45,000	0.366
1.2 U.S. government agency obligations (excluding mortgage-backed securities):				
1.21 Issued by U.S. government agencies				
1.22 Issued by U.S. government sponsored agencies				
1.3 Foreign government (including Canada, excluding mortgage-backed securities)				
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41 States, territories and possessions general obligations				
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations				
1.43 Revenue and assessment obligations				
1.44 Industrial development and similar obligations				
1.5 Mortgage-backed securities (includes residential and commercial MBS):				
1.51 Pass-through securities:				
1.511 Issued or guaranteed by GNMA				
1.512 Issued or guaranteed by FNMA and FHLMC	7,400,153	60.196	7,400,153	60.196
1.513 All other				
1.52 CMOs and REMICs:				
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA				
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521				
1.523 All other				
2. Other debt and other fixed income securities (excluding short term):				
2.1 Unaffiliated domestic securities (includes credit tenant loans rated by the SVO)				
2.2 Unaffiliated foreign securities				
2.3 Affiliated securities				
3. Equity interests:				
3.1 Investments in mutual funds				
3.2 Preferred stocks:				
3.21 Affiliated				
3.22 Unaffiliated				
3.3 Publicly traded equity securities (excluding preferred stocks):				
3.31 Affiliated				
3.32 Unaffiliated				
3.4 Other equity securities:				
3.41 Affiliated				
3.42 Unaffiliated				
3.5 Other equity interests including tangible personal property under lease:				
3.51 Affiliated				
3.52 Unaffiliated				
4. Mortgage loans:				
4.1 Construction and land development				
4.2 Agricultural				
4.3 Single family residential properties				
4.4 Multifamily residential properties				
4.5 Commercial loans				
4.6 Mezzanine real estate loans				
5. Real estate investments:				
5.1 Property occupied by company				
5.2 Property held for production of income (including $ 0 of property acquired in satisfaction of debt)				
5.3 Property held for sale (including $ 0 property acquired in satisfaction of debt)				
6. Contract loans				
7. Receivables for securities				
8. Cash, cash equivalents and short-term investments	1,822,987	14.829	1,822,987	14.829
9. Other invested assets	3,025,336	24.609	3,025,336	24.609
10. Total invested assets	12,293,476	100.000	12,293,476	100.000

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]

1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [X] No [ ] N/A [ ]

1.3 State Regulating? TENNESSEE

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:

3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 04/30/2005

3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2004

3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/31/2006

3.4 By what department or departments?

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11 sales of new business? Yes [ ] No [X]
4.12 renewals? Yes [ ] No [X]

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21 sales of new business? Yes [ ] No [X]
4.22 renewals? Yes [ ] No [X]

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

6.2 If yes, give full information

7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [ ] No [X]

7.2 If yes,

7.21 State the percentage of foreign control 0%

7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

1 Nationality	2 Type of Entity

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.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
UHY LLP Certified Public Accountants
26200 American Drive, Suite 400, Southfield MI, 48034-6173

10. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification? REDEN & ANDERS, LTD 222 South Ninth Street, Suite 1500, Minneapolis, MN 55402

11.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [ ] No [X]

11.11 Name of real estate holding company
11.12 Number of parcels involved 0
11.13 Total book/adjusted carrying value $ 0

11.2 If yes, provide explanation

12. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

12.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

12.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [ ] No [X]

12.3 Have there been any changes made to any of the trust indentures during the year? Yes [ ] No [X]

12.4 If answer to (12.3) is yes, has the domiciliary or entry state approved the changes? Yes [ ] No [X] N/A [ ]

BOARD OF DIRECTORS

13. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes [X] No [ ]

14. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [X] No [ ]

15. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No [ ]

FINANCIAL

16.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):

16.11 To directors or other officers $N/A
16.12 To stockholders not officers $N/A
16.13 Trustees, supreme or grand (Fraternal only) $N/A

16.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):

16.21 To directors or other officers $N/A
16.22 To stockholders not officers $N/A
16.23 Trustees, supreme or grand (Fraternal only) $N/A

17.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [ ] No [X]

17.2 If yes, state the amount thereof at December 31 of the current year:

17.21 Rented from others $N/A
17.22 Borrowed from others $N/A
17.23 Leased from others $N/A
17.24 Other $N/A

18.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [ ] No [X]

18.2 If answer is yes:

18.21 Amount paid as losses or risk adjustment $N/A
18.22 Amount paid as expenses $N/A
18.23 Other amounts paid $N/A

19.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ ] No [X]

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

19.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $N/A

INVESTMENT

20.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date, except as shown by Schedule E - Part 3 - Special Deposits? Yes [X] No [ ]

20.2 If no, give full and complete information, relating thereto

21.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, except as shown on Schedule E - Part 3 - Special Deposits, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 17.1). Yes [X] No [ ]

21.2 If yes, state the amount thereof at December 31 of the current year:

21.21	Loaned to others	$N/A
21.22	Subject to repurchase agreements	$N/A
21.23	Subject to reverse repurchase agreements	$N/A
21.24	Subject to dollar repurchase agreements	$N/A
21.25	Subject to reverse dollar repurchase agreements	$N/A
21.26	Pledged as collateral	$N/A
21.27	Placed under option agreements	$N/A
21.28	Letter stock or securities restricted as to sale	$N/A
21.29	Other	$ 2,300,000

21.3 For category (21.28) provide the following:

1 Nature of Restriction	2 Description	3 Amount

22.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [ ] No [X]

22.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [X] N/A [ ]

If no, attach a description with this statement.

23.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [ ] No [X]

23.2 If yes, state the amount thereof at December 31 of the current year. $ 0

24. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1-General, Section IV.H-Custodial or Safekeeping agreements of the NAIC Financial Condition Examiners Handbook? Yes [ ] No [X]

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

1 Name of Custodian(s)	2 Custodian's Address

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

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

24.03 Have there been any changes, including name changes, in the custodian(s) identified in 24.01 during the current year? Yes [ ] No [X]

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

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

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

1 Central Registration Depository Number(s)	2 Name	3 Address

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

25.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])? Yes [ ] No [X]

25.2 If yes, complete the following schedule:

1 CUSIP#	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
25.2999 Total		

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

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

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

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
26.1 Bonds			
26.2 Preferred stocks			
26.3 Totals			

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

27.1 Have all the filing requirements of the Purposes and Procedures manual of the NAIC Securitites Valuation Office been followed? Yes [X] No [ ]

27.2 If no, list exceptions:

OTHER

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

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

1 Name	2 Amount Paid
VESTICA	$ 14,181,486
	$
	$

29.1 Amount of payments for legal expenses, if any? $ 0

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

1 Name	2 Amount Paid
	$
	$
	$

30.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? $ 0

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

1 Name	2 Amount Paid
	$
	$
	$
	$

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? YES [ ] NO [X]

1.2 If yes, indicate premium earned on U.S. business only. $

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? $

1.31 Reason for excluding

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above $

1.5 Indicate total incurred claims on all Medicare Supplement insurance. $

1.6 Individual policies:

Most current three years:
1.61 Total premium earned $
1.62 Total incurred claims $
1.63 Number of covered lives
All years prior to most current three years:
1.64 Total premium earned $
1.65 Total incurred claims $
1.66 Number of covered lives

1.7 Group policies:

Most current three years:
1.71 Total premium earned $
1.72 Total incurred claims $
1.73 Number of covered lives
All years prior to most current three years:
1.74 Total premium earned $
1.75 Total incurred claims $
1.76 Number of covered lives

2. Health Test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator	$	$
2.2 Premium Denominator	$	$
2.3 Premium Ratio (2.1/2.2)		
2.4 Reserve Numerator	$	$
2.5 Reserve Denominator	$	$
2.6 Reserve Ratio (2.4/2.5)		

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? YES [ ] NO [X]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? YES [X] NO [ ]

4.2 If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? YES [ ] NO [X]

5.1 Does the reporting entity have stop-loss reinsurance? YES [ ] NO [X]

5.2 If no, explain:

5.3 Maximum retained risk (see instructions)

5.31 Comprehensive Medical $
5.32 Medical Only $
5.33 Medicare Supplement $
5.34 Dental $
5.35 Other Limited Benefit Plan $
5.36 Other $

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? YES [X] NO [ ]

7.2 If no, give details

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year
8.2 Number of providers at end of reporting year

9.1 Does the reporting entity have business subject to premium rate guarantees? YES [ ] NO [X]

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months
9.22 Business with rate guarantees over 36 months

GENERAL INTERROGATORIES

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? YES [ ] NO [X]

10.2 If yes:

10.21	Maximum amount payable bonuses	$
10.22	Amount actually paid for year bonuses	$
10.23	Maximum amount payable withholds	$
10.24	Amount actually paid for year withholds	$

11.1 Is the reporting entity organized as:

11.12	A Medical Group/Staff Model,	YES [ ] NO [X]
11.13	An Individual Practice Association (IPA), or,	YES [ ] NO [X]
11.14	A Mixed Model (combination of above)?	YES [X] NO [ ]

11.2 Is the reporting entity subject to Minimum Net Worth Requirements? YES [X] NO [ ]

11.3 If yes, show the name of the state requiring such net worth. TENNESSEE

11.4 If yes, show the amount required. $ 7,229,625

11.5 Is this amount included as part of contingency reserve in stockholder's equity? YES [ ] NO [X]

11.6 If the amount is calculated, show the calculation

12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area		

FIVE-YEAR HISTORICAL DATA

	1 2006	2 2005	3 2004	4 2003	5 2002
BALANCE SHEET (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 26)	13,808,172	12,637,932	12,850,424	11,117,114	10,344,947
2. Total liabilities (Page 3, Line 22)	2,110,606	1,400,013	1,178,466	1,991,825	1,974,125
3. Statutory surplus					
4. Total capital and surplus (Page 3, Line 31)	11,699,216	11,237,919	11,671,958	9,108,039	7,084,131
INCOME STATEMENT (Page 4)					
5. Total revenues (Line 8)	360,956	538,850	585,216	1,586,096	110,833,538
6. Total medical and hospital expenses (Line 18)	(103,952)	(367,488)	(79,710)	191,499	93,674,236
7. Claims adjustment expenses (Line 20)	5,951,239	6,444,202	4,398,932		
8. Total administrative expenses (Line 21)	(6,508,466)	(7,541,118)	(6,183,150)	(6,150,859)	12,359,491
9. Net underwriting gain (loss) (Line 24)	1,022,135	2,003,254	2,449,144	1,975,126	(1,021,943)
10. Net investment gain (loss) (Line 27)	638,027	172,925	197,364	157,682	444,291
11. Total other income (Lines 28 plus 29)					
12. Net income or (loss) (Line 32)	1,290,887	1,683,187	2,598,968	2,253,268	(1,887,052)
RISK-BASED CAPITAL ANALYSIS					
13. Total adjusted capital	11,697,566	11,237,919	11,671,958	9,180,039	7,084,131
14. Authorized control level risk-based capital	316,774	838,579	838,549	838,584	4,841,400
ENROLLMENT (Exhibit 1)					
15. Total members at end of period (Column 5, Line 7)	110,534	122,260	130,298	129,146	114,544
16. Total members months (Column 6, Line 7)	1,418,559	1,545,179	1,552,662	1,456,615	1,377,079
OPERATING PERCENTAGE (Page 4) (Item divided by Page 4, sum of Lines 2, 3, and 5) x 100.0					
17. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
18. Total hospital and medical plus other non-health (Line 18 plus Line 19)	100.0	215.0	73.8	36.5	92.5
19. Cost containment expenses				X X X	X X X
20. Other claims adjustment expenses					
21. Total underwriting deductions (Line 23)	(661179.0)	(1998933.0)		(74.2)	100.1
22. Total underwriting gain (loss) (Line 24)	1022135.0	2003254.0		376.6	(1.0)
UNPAID CLAIMS ANALYSIS (U&I Exhibit, Part 2B)					
23. Total claims incurred for prior years (Line 13, Col. 5)		(367,488)		1,268,190	18,077,140
24. Estimated liability of unpaid claims - [prior year (Line 13, Col. 6)]				1,076,691	18,077,140
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
25. Affiliated bonds (Sch. D Summary, Line 25, Col. 1)					
26. Affiliated preferred stocks (Sch. D Summary, Line 39, Col. 1)					
27. Affiliated common stocks (Sch. D Summary, Line 53, Col. 2)					
28. Affiliated short-term investments (subtotal included in Sch. DA, Part 2, Col. 5, Line 11)					
29. Affiliated mortgage loans on real estate					
30. All other affiliated					
31. Total of above Lines 25 to 30					

00000200643059105

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION 2. (LOCATION)

NAIC Group Code: 0000

BUSINESS IN THE STATE OF TOTAL DURING THE YEAR 2006

NAIC Company Code 00000

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year	122,260								122,260				
2. First Quarter	117,524								117,524				
3. Second Quarter	115,851								115,851				
4. Third Quarter	112,981								112,981				
5. Current Year	110,534								110,534				
6. Current Year Member Months	1,418,559								1,418,559				
Total Member Ambulatory Encounters for Year:													
7. Physician	859,043								859,043				
8. Non-Physician	130,585								130,585				
9. Total	989,628								989,628				
10. Hospital Patient Days Incurred	67,106								67,106				
11. Number of Inpatient Admissions	14,467								14,467				
12. Health Premiums Written													
13. Life Premiums Direct													
14. Property/Casualty Premiums Written													
15. Health Premiums Earned													
16. Property/Casualty Premiums Earned													
17. Amount Paid for Provision of Health Care Services													
18. Amount Incurred for Provision of Health Care Services													

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

SCHEDULE A - VERIFICATION BETWEEN YEARS
Real Estate

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

SCHEDULE B - VERIFICATION BETWEEN YEARS
Mortgage Loans

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

SCHEDULE BA - VERIFICATION BETWEEN YEARS
Long-Term Invested Assets

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		2,605,000
2.	Cost of acquisitions during year:		
	2.1 Actual cost at time of acquisitions	411,633	
	2.2 Additional investment made after acquisitions		411,633
3.	Accrual of discount		
4.	Increase (decrease) by adjustment		8,703
5.	Total profit (loss) on sale		
6.	Amounts paid on account or in full during the year		
7.	Amortization of premium		
8.	Increase (decrease) by foreign exchange adjustment		
9.	Book/adjusted carrying value of long-term invested assets at end of current period		3,025,336
10.	Total valuation allowance		
11.	Subtotal (Lines 9 plus 10)		3,025,336
12.	Total nonadmitted amounts		
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)		3,025,336

SCHEDULE D - SUMMARY BY COUNTRY

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

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1. United States	7,445,153	7,445,153	7,515,375	7,580,000
	2. Canada				
	3. Other Countries				
	4. Totals	7,445,153	7,445,153	7,515,375	7,580,000
States, Territories and Possessions (Direct and guaranteed)	5. United States				
	6. Canada				
	7. Other Countries				
	8. Totals				
Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	9. United States				
	10. Canada				
	11. Other Countries				
	12. Totals				
Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	13. United States				
	14. Canada				
	15. Other Countries				
	16. Totals				
Public Utilities (unaffiliated)	17. United States				
	18. Canada				
	19. Other Countries				
	20. Totals				
Industrial and Miscellaneous and Credit Tenant Loans (unaffiliated)	21. United States				
	22. Canada				
	23. Other Countries				
	24. Totals				
Parent, Subsidiaries and Affiliates	25. Totals				
	26. Total Bonds	7,445,153	7,445,153	7,515,375	7,580,000
PREFERRED STOCKS Public Utilities (unaffiliated)	27. United States				
	28. Canada				
	29. Other Countries				
	30. Totals				
Banks, Trust and Insurance Companies (unaffiliated)	31. United States				
	32. Canada				
	33. Other Countries				
	34. Totals				
Industrial and Miscellaneous (unaffiliated)	35. United States				
	36. Canada				
	37. Other Countries				
	38. Totals				
Parent, Subsidiaries and Affiliates	39. Totals				
	40. Total Preferred Stocks				
COMMON STOCKS Public Utilities (unaffiliated)	41. United States				
	42. Canada				
	43. Other Countries				
	44. Totals				
Banks, Trust and Insurance Companies (unaffiliated)	45. United States				
	46. Canada				
	47. Other Countries				
	48. Totals				
Industrial and Miscellaneous (unaffiliated)	49. United States				
	50. Canada				
	51. Other Countries				
	52. Totals				
Parent, Subsidiaries and Affiliates	53. Totals				
	54. Total Common Stocks				
	55. Total Stocks				
	56. Total Bonds and Stocks	7,445,153	7,445,153	7,515,375	

SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1. Book/adjusted carrying value of bonds and stocks, prior year		7,140,257
2. Cost of bonds and stocks acquired, Column 7, Part 3		310,000
3. Accrual of discount		
4. Increase (decrease) by adjustment:		
4.1 Columns 12 - 14, Part 1	(5,104)	
4.2 Column 15 - 17, Part 2, Section 1		
4.3 Column 15, Part 2, Section 2		
4.4 Column 11 - 13, Part 4		(5,104)
5. Total gain (loss), Column 19, Part 4		
6. Deduct consideration for bonds and stocks disposed of Column 7, Part 4		
7. Amortization of premium		
8. Foreign Exchange Adjustment:		
8.1 Column 15, Part 1		
8.2 Column 19, Part 2 Section 1		
8.3 Column 16, Part 2, Section 2		
8.4 Column 15, Part 4		
9. Book/adjusted carrying value at end of current period		7,445,153
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)		7,445,153
12. Total nonadmitted amounts		
13. Statement value of bonds and stocks, current period		7,445,153

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Class 1		7,445,153				7,445,153	100.000	7,140,257	100.000		
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 Totals		7,445,153				7,445,153	100.000	7,140,257	100.000		
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 Totals											
3. States, Territories and Possessions, etc., Guaranteed, Schedules D & DA (Group 3)											
3.1 Class 1											
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 Totals											
4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Class 1											
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 Totals											
5. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Class 1											
5.2 Class 2											
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 Totals											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Class 1											
6.2 Class 2											
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 Totals											
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Class 1											
7.2 Class 2											
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 Totals											
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 Totals											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Class 1											
9.2 Class 2											
9.3 Class 3											
9.4 Class 4											
9.5 Class 5											
9.6 Class 6											
9.7 Totals											

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1		7,445,153				7,445,153	100.000	XXX	XXX		
10.2 Class 2								XXX	XXX		
10.3 Class 3								XXX	XXX		
10.4 Class 4								XXX	XXX		
10.5 Class 5						(c)		XXX	XXX		
10.6 Class 6						(c)		XXX	XXX		
10.7 Totals		7,445,153				(b) 7,445,153	100.000	XXX	XXX		
10.8 Line 10.7 as a % of Col. 6		100.000				100.000	XXX	XXX	XXX		
11. Total Bonds Prior Year											
11.1 Class 1		7,140,257				XXX	XXX	7,140,257	100.000	7,140,257	
11.2 Class 2						XXX	XXX				
11.3 Class 3						XXX	XXX				
11.4 Class 4						XXX	XXX				
11.5 Class 5						XXX	XXX	(c)			
11.6 Class 6						XXX	XXX	(c)			
11.7 Totals		7,140,257				XXX	XXX	(b) 7,140,257	100.000	7,140,257	
11.8 Line 11.7 as a % of Col. 8		100.000				XXX	XXX	100.000	XXX	100.000	
12. Total Publicly Traded Bonds											
12.1 Class 1								7,140,257	100.000		XXX
12.2 Class 2											XXX
12.3 Class 3											XXX
12.4 Class 4											XXX
12.5 Class 5											XXX
12.6 Class 6											XXX
12.7 Totals								7,140,257	100.000		XXX
12.8 Line 12.7 as a % of Col. 6							XXX	XXX	XXX		XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10							XXX	XXX	XXX		XXX
13. Total Privately Placed Bonds											
13.1 Class 1										XXX	
13.2 Class 2										XXX	
13.3 Class 3										XXX	
13.4 Class 4										XXX	
13.5 Class 5										XXX	
13.6 Class 6										XXX	
13.7 Totals										XXX	
13.8 Line 13.7 as a % of Col. 6							XXX	XXX	XXX	XXX	
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10							XXX	XXX	XXX	XXX	

(a) Includes $ 0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes $ 0 current year, $ 0 prior year of bonds with Z designations and $ 0 current year, $ 0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.

(c) Includes $ 0 current year, $ 0 prior year of bonds with 5* designations and $ 0 current year, $ 0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Issuer Obligations		7,445,153				7,445,153	100.000	7,140,257	100.000		
1.2 Single Class Mortgage-Backed/Asset-Backed Securities											
1.7 Totals		7,445,153				7,445,153	100.000	7,140,257	100.000		
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Issuer Obligations											
2.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
2.3 Defined											
2.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
2.5 Defined											
2.6 Other											
2.7 Totals											
3. States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1 Issuer Obligations											
3.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
3.3 Defined											
3.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
3.5 Defined											
3.6 Other											
3.7 Totals											
4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Issuer Obligations											
4.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
4.3 Defined											
4.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
4.5 Defined											
4.6 Other											
4.7 Totals											
5. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Issuer Obligations											
5.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
5.3 Defined											
5.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
5.5 Defined											
5.6 Other											
5.7 Totals											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations											
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
6.5 Defined											
6.6 Other											
6.7 Totals											
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations											
7.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
7.3 Defined											
7.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
7.5 Defined											
7.6 Other											
7.7 Totals											
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations											
8.7 Totals											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
9.5 Defined											
9.6 Other											
9.7 Totals											

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations		7,445,153				7,445,153	100.000	XXX	XXX		
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								XXX	XXX		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
10.3 Defined								XXX	XXX		
10.4 Other								XXX	XXX		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
10.5 Defined								XXX	XXX		
10.6 Other								XXX	XXX		
10.7 Totals		7,445,153				7,445,153	100.000	XXX	XXX		
10.8 Line 10.7 as a % of Col. 6		100.000				100.000	XXX	XXX	XXX		
11. Total Bonds Prior Year											
11.1 Issuer Obligations		7,140,257				XXX	XXX	7,140,257	100.000	7,140,257	
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						XXX	XXX				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
11.3 Defined						XXX	XXX				
11.4 Other						XXX	XXX				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
11.5 Defined						XXX	XXX				
11.6 Other						XXX	XXX				
11.7 Totals		7,140,257				XXX	XXX	7,140,257	100.000	7,140,257	
11.8 Line 11.7 as a % of Col. 8		100.000				XXX	XXX	100.000	XXX	100.000	
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations								7,140,257	100.000		XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities											XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
12.3 Defined											XXX
12.4 Other											XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
12.5 Defined											XXX
12.6 Other											XXX
12.7 Totals								7,140,257	100.000		XXX
12.8 Line 12.7 as a % of Col. 6							XXX	XXX	XXX		XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10							XXX	XXX	XXX		XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										XXX	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										XXX	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES											
13.3 Defined										XXX	
13.4 Other										XXX	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES											
13.5 Defined										XXX	
13.6 Other										XXX	
13.7 Totals										XXX	
13.8 Line 13.7 as a % of Col. 6							XXX	XXX	XXX	XXX	
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10							XXX	XXX	XXX	XXX	

NONE	Schedule DA - Part 2
NONE	Schedule DB - Part A and B Verification
NONE	Schedule DB - Part C, D and E Verification
NONE	Schedule DB - Part F - Section 1
NONE	Schedule DB - Part F - Section 2
NONE	Schedule S - Part 1 - Section 2
NONE	Schedule S - Part 2
NONE	Schedule S - Part 3 - Section 2
NONE	Schedule S - Part 4
NONE	Schedule S - Part 5
NONE	Schedule S - Part 6

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, Etc.		1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed (Yes or No)	Direct Business Only 3 Accident & Health Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums	7 Life & Annuity Premiums & Deposit-Type Contract Funds	8 Property/ Casualty Premiums
1. Alabama	AL	NO	NO						
2. Alaska	AK	NO	NO						
3. Arizona	AZ	NO	NO						
4. Arkansas	AR	NO	NO						
5. California	CA	NO	NO						
6. Colorado	CO	NO	NO						
7. Connecticut	CT	NO	NO						
8. Delaware	DE	NO	NO						
9. Dist. Columbia	DC	NO	NO						
10. Florida	FL	NO	NO						
11. Georgia	GA	NO	NO						
12. Hawaii	HI	NO	NO						
13. Idaho	ID	NO	NO						
14. Illinois	IL	NO	NO						
15. Indiana	IN	NO	NO						
16. Iowa	IA	NO	NO						
17. Kansas	KS	NO	NO						
18. Kentucky	KY	NO	NO						
19. Louisiana	LA	NO	NO						
20. Maine	ME	NO	NO						
21. Maryland	MD	NO	NO						
22. Massachusetts	MA	NO	NO						
23. Michigan	MI	NO	NO						
24. Minnesota	MN	NO	NO						
25. Mississippi	MS	NO	NO						
26. Missouri	MO	NO	NO						
27. Montana	MT	NO	NO						
28. Nebraska	NE	NO	NO						
29. Nevada	NV	NO	NO						
30. New Hampshire	NH	NO	NO						
31. New Jersey	NJ	NO	NO						
32. New Mexico	NM	NO	NO						
33. New York	NY	NO	NO						
34. North Carolina	NC	NO	NO						
35. North Dakota	ND	NO	NO						
36. Ohio	OH	NO	NO						
37. Oklahoma	OK	NO	NO						
38. Oregon	OR	NO	NO						
39. Pennsylvania	PA	NO	NO						
40. Rhode Island	RI	NO	NO						
41. South Carolina	SC	NO	NO						
42. South Dakota	SD	NO	NO						
43. Tennessee	TN	NO	YES			(103,951)			
44. Texas	TX	NO	NO						
45. Utah	UT	NO	NO						
46. Vermont	VT	NO	NO						
47. Virginia	VA	NO	NO						
48. Washington	WA	NO	NO						
49. West Virginia	WV	NO	NO						
50. Wisconsin	WI	NO	NO						
51. Wyoming	WY	NO	NO						
52. American Samoa	AS	NO	NO						
53. Guam	GU	NO	NO						
54. Puerto Rico	PR	NO	NO						
55. U.S. Virgin Islands	VI	NO	NO						
56. Northern Mariana Islands	MP	NO	NO						
57. Canada	CN	NO	NO						
58. Aggregate other alien	OT	X X X	X X X						
59. Subtotal		X X X	X X X			(103,951)			
60. Reporting entity contributions for Employee Benefit Plans		X X X	X X X						
61. Total (Direct Business)		X X X	(a) 1			(103,951)			
DETAILS OF WRITE-INS									
5801.		X X X	X X X						
5802.		X X X	X X X						
5803.		X X X	X X X						
5898. Summary of remaining write-ins for Line 58 from overflow page		X X X	X X X						
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)		X X X	X X X						

Explanation of basis of allocation by states, premiums by state, etc.

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

NONE

Schedule T - Part 2

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

NONE

Schedule Y - Part 2

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

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

MARCH FILING	
9. Will the Medicare Supplement Insurance Experience Exhibit be filed with the the state of domicile and the NAIC by March 1?	No
10. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	No
11. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	No
12. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	No
13. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	No
APRIL FILING	
14. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile by April 1?	No
15. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	No
16. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	No

Explanation:

Bar code:

00000200622000000

00000200636000000

00000200620500000

00000200620700000

00000200642000000

00000200636500000

00000200633000000

00000200621100000

00000200621300000

OVERFLOW PAGE FOR WRITE-INS

NONE	Schedule A - Part 1
NONE	Schedule A - Part 2
NONE	Schedule A - Part 3
NONE	Schedule B - Part 1
NONE	Schedule B - Part 2

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets OWNED December 31 of Current Year

1	2	3	Location		6	7	8	9	10	11	12	13	14	15	16	17	18	19
			4	5														
CUSIP Ident-ification	Name or Description	Code	City	State	Name of Vendor or General Partner	NAIC Desig-nation	Date Originally Acquired	Type And Strategy	Actual Cost	Additional Investment During Year Actual Cost	Fair Value	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Investment Income	Commitment for Additional Investment	Percentage of Ownership
6900050474	CERTIFICATE OF DEPOSITS		MEMPHIS	TN`	SUNTRUST BANK		07/22/2004		500,000		500,000		500,000					
6900050482	CERTIFICATE OF DEPOSITS		MEMPHIS	TN	SUNTRUST BANK		07/22/2004		500,000		500,000		500,000					
6900050490	CERTIFICATE OF DEPOSITS		MEMPHIS	TN	SUNTRUST BANK		07/22/2004		600,000		600,000		600,000					
554014	CERTIFICATE OF DEPOSITS		MEMPHIS	TN	SUNTRUST BANK		07/12/2004		505,000		505,000		505,000					
554019	CERTIFICATE OF DEPOSITS		MEMPHIS	TN	SUNTRUST BANK		07/12/2004		500,000		500,000		500,000					
17517200441	CERTIFICATE OF DEPOSITS		MEMPHIS	TN	SUNTRUST BANK		11/07/2006		420,336		420,336		420,336					
3699999	Subtotal - Any Other Class of Assets - Affiliated								3,025,336		3,025,336		3,025,336					X X X
3899999	Subtotal Affiliated								3,025,336		3,025,336		3,025,336					X X X
3999999	Totals								3,025,336		3,025,336		3,025,336					X X X

NONE

Schedule BA - Part 2

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identi-fication	Description	*	Foreign	Bond CHAR	NAIC Desig-nation	Actual Cost	Rate Used To Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort-ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of	How Paid	Admitted Amount Due & Accrued	Gross Amt. Rec. During Year	Acquired	Maturity
3133X92G4	FEDERAL HOME LOAN BANK					398,125	98.51	394,040	400,000	394,040					3.390	3.170	JD		13,560	11/02/2004	11/02/2007
3133X6Q74	FEDERAL HOME LOAN BANK					98,750	97.99	97,990	100,000	97,990					4.125	3.580	JD		4,125	04/28/2004	04/28/2009
3128X2L29	FEDERAL HOME LOAN MORTGAGE					201,875	96.18	194,540	200,000	194,540					4.100	4.100	JD		8,200	03/19/2004	03/15/2010
3133MUWA9	FEDERAL HOME LOAN BANK					1,406,756	98.42	1,382,801	1,405,000	1,382,801					3.650	3.020	JD		51,283	01/29/2003	01/24/2008
912828FPO	US TREASURY NOTE					45,000	100.34	45,153	45,000	45,153					4.875	4.190	FA		534	08/03/2006	08/03/2009
3133X5YC6	FEDERAL HOME LOAN BANK					198,500	97.37	194,740	200,000	194,740					3.500	3.120	JD		7,000	04/15/2004	10/15/2008
3133XAP50	FEDERAL HOME LOAN BANK					50,000	98.06	49,030	50,000	49,030					4.100	3.670	JD		2,050	03/02/2005	03/02/2009
31331QJH1	FEDERAL HOME LOAN BANK					992,188	97.96	979,600	1,000,000	979,600					4.300	3.700	JD		43,000	05/18/2005	11/18/2009
31339XM35	FEDERAL HOME LOAN BANK					973,438	97.29	972,900	1,000,000	972,900					3.200	3.680	JD		16,000	06/30/2005	06/30/2008
3136F6SL4	FEDERAL HOME LOAN BANK					906,994	98.57	901,915	915,000	901,915					3.690	3.690	JD		33,764	06/21/2005	12/21/2007
3136F6TV1	FEDERAL HOME LOAN BANK					993,125	98.65	986,500	1,000,000	986,500					3.650	3.020	JD		38,000	07/18/2005	01/18/2008
3128X04M8	FEDERAL HOME LOAN MORTGAGE					985,625	98.15	981,500	1,000,000	981,500					3.625	3.650	JJ		36,250	04/17/2005	04/17/2008
3133XFC53	FEDERAL HOME LOAN BANK					265,000	99.97	264,444	265,000	264,444					5.250	4.690	JD		13,913	04/25/2006	04/25/2008
0199999	Subtotal - Issuer Obligations					7,515,376	X X X	7,445,153	7,580,000	7,445,153					X X X	X X X	X X X		267,679	X X X	X X X
0399999	Subtotals - U.S. Governments					7,515,376	X X X	7,445,153	7,580,000	7,445,153					X X X	X X X	X X X		267,679	X X X	X X X
5499999	Total Bonds - Issuer Obligations					7,515,376	X X X	7,445,153	7,580,000	7,445,153					X X X	X X X	X X X		267,679	X X X	X X X
6099999	Total Bonds					7,515,376	X X X	7,445,153	7,580,000	7,445,153					X X X	X X X	X X X		267,679	X X X	X X X

NONE Schedule D - Part 2 - Section 1

NONE Schedule D - Part 2 - Section 2

SCHEDULE D - PART 3

Showing all Long-Term Bonds and Stocks ACQUIRED During Current Year

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
3133XFC53	FEDERAL HOME LOAN BANK		04/25/2006	AMSOUTH CAPITAL MARKETS		265,000	265,000.00	
912828FPO	U.S. TREASURY NOTE		08/03/2006	AMSOUTH CAPITAL MARKETS		45,000	45,000.00	
0399999	Subtotal - Bonds - U.S. Governments				X X X	310,000	310,000.00	
6099997	Subtotal - Bonds - Part 3				X X X	310,000	310,000.00	
6099999	Total - Bonds				X X X	310,000	310,000.00	
7499999	Totals					310,000	X X X	

NONE	Schedule D - Part 4
NONE	Schedule D - Part 5
NONE	Schedule D - Part 6 - Section 1 and 2
NONE	Schedule DA - Part 1
NONE	Schedule DB - Part A - Section 1 and 2
NONE	Schedule DB - Part A - Section 3 and Part B - Section 1
NONE	Schedule DB - Part B - Section 2 and 3
NONE	Schedule DB - Part C - Section 1 and 2
NONE	Schedule DB - Part C - Section 3 and Part D - Section 1
NONE	Schedule DB - Part D - Section 2 and 3
NONE	Schedule DB - Part E - Section 1

SCHEDULE E - PART 1 - CASH

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Year	5 Amount of Interest Accrued December 31 of Current Year	6 Balance	7 *
OPEN DEPOSITORIES						
AMSOUTH BANK - HMO CHECKING MEMPHIS, TN					1,689,182	
AMSOUTH BANK - ASO OPERATING MEMPHIS, TN					133,805	
0199998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories.	X X X	X X X				X X X
0199999 Totals-Open Depositories	X X X	X X X			1,822,987	X X X
SUSPENDED DEPOSITORIES						
0299998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories.	X X X	X X X				X X X
0299999 Totals - Suspended Depositories	X X X	X X X				X X X
0399999 Total Cash on Deposit	X X X	X X X			1,822,987	X X X
0499999 Cash in Company's Office	X X X	X X X	X X X	X X X		X X X
0599999 Total Cash	X X X	X X X			1,822,987	X X X

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January		4. April		7. July		10. October	
2. February		5. May		8. August		11. November	
3. March		6. June		9. September		12. December	

NONE

Schedule E - Part 2

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

States, Etc.		1 Type of Deposit	2 Purpose of Deposit	Deposits with the State of Domicile For the Benefit of All Policyholders 3 Book/Adjusted Carrying Value	4 Fair Value	All Other Special Deposits 5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama	AL						
2. Alaska	AK						
3. Arizona	AZ						
4. Arkansas	AR						
5. California	CA						
6. Colorado	CO						
7. Connecticut	CT						
8. Delaware	DE						
9. District of Columbia	DC						
10. Florida	FL						
11. Georgia	GA						
12. Hawaii	HI						
13. Idaho	ID						
14. Illinois	IL						
15. Indiana	IN						
16. Iowa	IA						
17. Kansas	KS						
18. Kentucky	KY						
19. Louisiana	LA						
20. Maine	ME						
21. Maryland	MD						
22. Massachusetts	MA						
23. Michigan	MI						
24. Minnesota	MN						
25. Mississippi	MS						
26. Missouri	MO						
27. Montana	MT						
28. Nebraska	NE						
29. Nevada	NV						
30. New Hampshire	NH						
31. New Jersey	NJ						
32. New Mexico	NM						
33. New York	NY						
34. North Carolina	NC						
35. North Dakota	ND						
36. Ohio	OH						
37. Oklahoma	OK						
38. Oregon	OR						
39. Pennsylvania	PA						
40. Rhode Island	RI						
41. South Carolina	SC						
42. South Dakota	SD						
43. Tennessee	TN	B	STATUTORY RESERVE	7,514,906	7,445,153	7,514,906	7,445,153
44. Texas	TX						
45. Utah	UT						
46. Vermont	VT						
47. Virginia	VA						
48. Washington	WA						
49. West Virginia	WV						
50. Wisconsin	WI						
51. Wyoming	WY						
52. American Samoa	AS						
53. Guam	GU						
54. Puerto Rico	PR						
55. US Virgin Islands	VI						
56. Northern Mariana Islands	MP						
57. Canada	CN						
58. Aggregate Alien and Other	OT	XXX	XXX				
59. Total		XXX	XXX	7,514,906	7,445,153	7,514,906	7,445,153

DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX				
5899. Totals (Lines 5801 through 5803 + 5898) (Line 58 above)	XXX	XXX				

00000200628500105

SUPPLEMENTAL INVESTMENT RISKS INTERROGATORIES

For the year ended December 31, 2006
(To be Filed by April 1)

Of The UAHC Health Plan of Tennesseelnc Insurance Company

Address (City, State, Zip Code) 0

NAIC Group Code 0000 NAIC Company Code 00000 Employer's ID Number 62-1547197

The Investment Risks Interrogatories are to be filed by April 1. They are also to be included with the Audited Statutory Financial Statements.

Answer the following interrogatories by reporting the applicable U. S. dollar amounts and percentages of the reporting entity's total admitted assets held in that category of investments.

1. Reporting entity's total admitted assets as reported on Page 2 of this annual statement. $

2. Ten largest exposures to a single issuer/borrower/investment.

	1 Issuer	2 Description of Exposure	3 Amount	4 Percentage of Total Admitted Assets
2.01			$	%
2.02			$	%
2.03			$	%
2.04			$	%
2.05			$	%
2.06			$	%
2.07			$	%
2.08			$	%
2.09			$	%
2.10			$	%

3. Amounts and percentages of the reporting entity's total admitted assets held in bonds and preferred stocks by NAIC rating.

	Bonds	1	2		Preferred Stocks	3	4
3.01	NAIC-1	$	%	3.07	P/RP-1	$	%
3.02	NAIC-2	$	%	3.08	P/RP-2	$	%
3.03	NAIC-3	$	%	3.09	P/RP-3	$	%
3.04	NAIC-4	$	%	3.10	P/RP-4	$	%
3.05	NAIC-5	$	%	3.11	P/RP-5	$	%
3.06	NAIC-6	$	%	3.12	P/RP-6	$	%

4. Assets held in foreign investments:

4.01 Are assets held in foreign investments less than 2.5% of the reporting entity's total admitted assets? Yes [ ] No [X]

If response to 4.01 above is yes, responses are not required for interrogatories 5 - 10.

4.02	Total admitted assets held in foreign investments.	$	%
4.03	Foreign-currency-denominated investments.	$	%
4.04	Insurance liabilities denominated in that same foreign currency.	$	%

5. Aggregate foreign investment exposure categorized by NAIC sovereign rating:

		1	2
5.01	Countries rated NAIC-1	$	%
5.02	Countries rated NAIC-2	$	%
5.03	Countries rated NAIC-3 or below	$	%

6. Two largest foreign investment exposures in a single country, categorized by the country's NAIC sovereign rating:

		1	2
	Countries rated NAIC-1:		
6.01	Country:	$	%
6.02	Country:	$	%
	Countries rated NAIC-2:		
6.03	Country:	$	%
6.04	Country:	$	%
	Countries rated NAIC-3 or below:		
6.05	Country:	$	%
6.06	Country:	$	%

		1	2
7.	Aggregate unhedged foreign currency exposure	$	%

8. Aggregate unhedged foreign currency exposure categorized by NAIC sovereign rating:

		1	2
8.01	Countries rated NAIC-1	$	%
8.02	Countries rated NAIC-2	$	%
8.03	Countries rated NAIC-3 or below	$	%

9. Two largest unhedged foreign currency exposures to a single country, categorized by the country's NAIC sovereign rating:

		1	2
	Countries rated NAIC-1:		
9.01	Country:	$	%
9.02	Country:	$	%
	Countries rated NAIC-2:		
9.03	Country:	$	%
9.04	Country:	$	%
	Countries rated NAIC-3 or below:		
9.05	Country:	$	%
9.06	Country:	$	%

10. Ten largest non-sovereign (i.e. non-governmental) foreign issues:

	1 Issuer	2 NAIC Rating	3	4
10.01			$	%
10.02			$	%
10.03			$	%
10.04			$	%
10.05			$	%
10.06			$	%
10.07			$	%
10.08			$	%
10.09			$	%
10.10			$	%

11. Amounts and percentages of the reporting entity's total admitted assets held in Canadian investments and unhedged Canadian currency exposure:

11.01 Are assets held in Canadian investments less than 2.5% of the reporting entity's total admitted assets? Yes [ ] No [X]

If response to 11.01 is yes, detail is not required for the remainder of Interrogatory 11.

		1	2
11.02	Total admitted assets held in Canadian Investments	$	%
11.03	Canadian-currency-denominated investments	$	%
11.04	Canadian-denominated insurance liabilities	$	%
11.05	Unhedged Canadian currency exposure	$	%

12. Report aggregate amounts and percentages of the reporting entity's total admitted assets held in investments with contractual sales restrictions.

12.01 Are assets held in investments with contractual sales restrictions less than 2.5% of the reporting entity's total admitted assets? Yes [ ] No [X]

If response to 12.01 is yes, responses are not required for the remainder of Interrogatory 12.

	1	2	3
12.02	Aggregate statement value of investments with contractual sales restrictions	$	%
	Largest 3 investments with contractual sales restrictions:		
12.03		$	%
12.04		$	%
12.05		$	%

13. Amounts and percentages of admitted assets held in the largest ten equity interests:

13.01 Are assets held in equity interest less than 2.5% of the reporting entity's total admitted assets? Yes [ ] No [X]

If response to 13.01 above is yes, responses are not required for the remainder of Interrogatory 13.

	1 Name of Issuer	2	3
13.02		$	%
13.03		$	%
13.04		$	%
13.05		$	%
13.06		$	%
13.07		$	%
13.08		$	%
13.09		$	%
13.10		$	%
13.11		$	%

14. Amounts and percentages of the reporting entity's total admitted assets held in nonaffiliated, privately placed equities:

14.01 Are assets held in nonaffiliated, privately placed equities less than 2.5% of the reporting entity's total admitted assets? Yes [ ] No [X]

If response to 14.01 above is yes, responses are not required for the remainder of Interrogatory 14.

	1	2	3
14.02	Aggregate statement value of investments held in nonaffiliated, privately placed equities	$	%
	Largest 3 investments held in nonaffiliated, privately placed equities:		
14.03		$	%
14.04		$	%
14.05		$	%

15. Amounts and percentages of the reporting entity's total admitted assets held in general partnership interests:

15.01 Are assets held in general partnership interests less than 2.5% of the reporting entity's total admitted assets? Yes [ ] No [X]

If response to 15.01 is yes, responses are not required for the remainder of Interrogatory 15.

	1	2	3
15.02	Aggregate statement value of investments held in general partnership interests.	$	%
	Largest 3 investments in general partnership interests:		
15.03		$	%
15.04		$	%
15.05		$	%

16. Amounts and percentages of the reporting entity's total admitted assets held in mortgage loans:

16.01 Are mortgage loans reported in Schedule B less than 2.5% of the reporting entity's total admitted assets? Yes [ ] No [X]

If response to 16.01 above is yes, responses are not required for the remainder of Interrogatory 16 and Interrogatory 17.

	1 Type (Residential, Commercial, Agricultural)	2	3
16.02		$	%
16.03		$	%
16.04		$	%
16.05		$	%
16.06		$	%
16.07		$	%
16.08		$	%
16.09		$	%
16.10		$	%
16.11		$	%

Amount and percentage of the reporting entity's total admitted assets held in the following categories of mortgage loans:

		Loans	
16.12	Construction loans	$	%
16.13	Mortgage loans over 90 days past due	$	%
16.14	Mortgage loans in the process of foreclosure	$	%
16.15	Mortgage loans foreclosed	$	%
16.16	Restructured mortgage loans	$	%

17. Aggregate mortgage loans having the following loan-to-value ratios as determined from the most current appraisal as of the annual statement date:

	Loan-to-Value	Residential		Commercial		Agricultural	
		1	2	3	4	5	6
17.01	above 95%	$	%	$	%	$	%
17.02	91% to 95%	$	%	$	%	$	%
17.03	81% to 90%	$	%	$	%	$	%
17.04	71% to 80%	$	%	$	%	$	%
17.05	below 70%	$	%	$	%	$	%

18. Amounts and percentages of the reporting entity's total admitted assets held in each of the five largest investments in real estate:

18.01 Are assets held in real estate reported less than 2.5% of the reporting entity's total admitted assets? Yes [ ] No [X]

If response to 18.01 above is yes, responses are not required for the remainder of Interrogatory 18.

Largest five investments in any one parcel or group of contiguous parcels of real estate.

	Description		
	1	2	3
18.02		$	%
18.03		$	%
18.04		$	%
18.05		$	%
18.06		$	%

19. Report aggregate amounts and percentages of the reporting entity's total admitted assets held in investments held in mezzanine real estate loans:

19.01 Are assets held in investments held in mezzanine real estate loans less than 2.5% of the reporting entity's total admitted assets? Yes [ ] No [X]

If response to 19.01 is yes, responses are not required for the remainder of Interrogatory 19.

	1	2	3
19.02	Aggregate statement value of investments held in investments held in mezzanine real estate loans:	$	%
	Largest 3 investments held in mezzanine real estate loans:		
19.03		$	%
19.04		$	%
19.05		$	%

20. Amounts and percentages of the reporting entity's total admitted assets subject to the following types of agreements:

		At Year-end		At End of Each Quarter		
				1st Qtr	2nd Qtr	3rd Qtr
		1	2	3	4	5
20.01	Securities lending agreements (do not include assets held as collateral for such transactions)	$	%	$	$	$
20.02	Repurchase agreements	$	%	$	$	$
20.03	Reverse repurchase agreements	$	%	$	$	$
20.04	Dollar repurchase agreements	$	%	$	$	$
20.05	Dollar reverse repurchase agreements	$	%	$	$	$

21. Amounts and percentages of the reporting entity's total admitted assets for warrants not attached to other financial instruments, options, caps, and floors:

		Owned		Written	
		1	2	3	4
21.01	Hedging	$	%	$	%
21.02	Income generation	$	%	$	%
21.03	Other	$	%	$	%

22. Amounts and percentages of the reporting entity's total admitted assets of potential exposure for collars, swaps, and forwards:

		At Year-end		At End of Each Quarter		
				1st Qtr	2nd Qtr	3rd Qtr
		1	2	3	4	5
22.01	Hedging	$	%	$	$	$
22.02	Income generation	$	%	$	$	$
22.03	Replications	$	%	$	$	$
22.04	Other	$	%	$	$	$

23. Amounts and percentages of the reporting entity's total admitted assets of potential exposure for futures contracts:

		At Year-end		At End of Each Quarter		
				1st Qtr	2nd Qtr	3rd Qtr
		1	2	3	4	5
23.01	Hedging	$	%	$	$	$
23.02	Income generation	$	%	$	$	$
23.03	Replications	$	%	$	$	$
23.04	Other	$	%	$	$	$

Supplement for the year 2006 of the UAHC Health Plan of Tennessee Inc

00000200646000100

SUPPLEMENTAL COMPENSATION EXHIBIT

For the Year Ended December 31, 2006
(To be filed by March 1)

PART 1 - INTERROGATORIES

1. The reporting insurer is a member of a group of insurers or other holding company system: __X__ yes _____ no. If yes, do the amounts below represent 1) total gross compensation paid to each individual by or on behalf of all companies that are part of the group: Yes [X]; or 2) allocation to each insurer: Yes [ ].
2. Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement any commission on the business transactions of the reporting entity? Yes [ ] No [X]
3. Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts with its agents for the payment of commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or emolument that will extend beyond a period of 12 months from the date of the agreement? Yes [ ] No [X]

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

1	2	Annual Compensation			
		3	4	5	6
Name and Principal Position	Year	Salary	Bonus	All Other Compensation	Totals
Stephanie Dowell	2006	248,021			248,021
President & Chief Executive Officer	2005	191,190			191,190
	2004	105,837			105,837
1. Stephen Harris	2006				
Chief Financial Officer	2005	202,000			202,000
	2004				
2. Edward W. Reed M.D.	2006	102,543			102,543
Senior Vice President-Medical Services	2005	99,591			99,591
	2004	107,513			107,513
3. Stacey Hill	2006	122,448			122,448
Vice President-MIS	2005	109,913			109,913
	2004	90,800			90,800
4. Myla Johnson	2006	115,591			115,591
Vice President-Medical Services	2005	103,794			103,794
	2004	85,698			85,698
5.	2006				
	2005				
	2004				
6.	2006				
	2005				
	2004				
7.	2006				
	2005				
	2004				
8.	2006				
	2005				
	2004				
9.	2006				
	2005				
	2004				
10.	2006				
	2005				
	2004				

PART 3 - DIRECTOR COMPENSATION

1 Name and Principal Position or Occupation	2 Compensation Paid or Deferred for Services as Director	3 All Other Compensation Paid or Deferred	4 Totals
1. Alvin King - Board of Directors	2,750		2,750
2. Grover Barnes M. D. - Board of Directors	6,250		6,250
3. Logan Miller M. D. - Board of Directors	7,500		7,500
4. Julius V. Combs, M.D. - Board of Directors	4,628		4,628
5. Lloyd Robinson M.D. - Board of Directors	6,250		6,250
6. Neal Beckford, M.D. - Board of Directors	1,900		1,900
7. Ricky Wilkins - Board of Directors	500		500
8. Thomas Goss - Board of Directors	7,017		7,017
9. Griselle Figueredo-Cardenas, M.D. - Board of Directors	4,250		4,250
10. Samuel King - Board of Directors	7,250		7,250
11. Stanley Sawyer - Board of Directors	3,750		3,750
12. Charles Carpenter - Board of Directors	500		500
13.			
14.			
15.			
16.			
17.			
18.			
19.			
20.			
21.			
22.			
23.			
24.			
25.			