



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2008
OF THE CONDITION AND AFFAIRS OF THE

Tennessee Behavioral Health, Inc.

NAIC Group Code 0000 (Current Period) NAIC Company Code 95780 (Prior Period) Employer's ID Number 62-1621636

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

Country of Domicile United States

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

Incorporated/Organized 12/15/1995 Commenced Business 07/01/1996

Statutory Home Office 222 Second Ave. N. Suite 220 Nashville, TN 37201
(Street and Number) (City, State and Zip Code)

Main Administrative Office 222 Second Ave. N. Suite 220 Nashville, TN 37201 615-313-4463
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 222 Second Ave. N. Suite 220 Nashville, TN 37201
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 222 Second Ave. N. Suite 220 Nashville, TN 37201 410-953-1643
(Street and Number) (City, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address N/A

Statutory Statement Contact Michael Fotinos 410-953-1643
(Name) (Area Code) (Telephone Number) (Extension)
mdfotinos@magellanhealth.com 410-953-5205
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
Russell C. Petrella	President	Andrew Mark Cummings	Secretary

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Jonathan Rubin Mark Steven Demilio	Russell C. Petrella
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State of Connecticut
 County of Hartford ss Avon

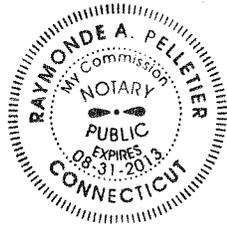
The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any 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.

Russell C. Petrella President
Andrew Mark Cummings Secretary
 ANITA ISKENDERIAN
 Notary Public, State of New York, No. 011S6172656

Subscribed and sworn to before me this 9th day of November 2008 at Avon, Connecticut. Is this an original filing? Yes [X] No []

Raymonde A. Pelletier
 Notary Public, State of New York, Commission Expires Aug. 13, 2011

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



Tennessee Behavioral Health, Inc. - Middle/West Regions
 BHO TennCare Operations Statement of Revenue and Expenses
 For the Quarter Ending September 30, 2008
 Report 2A

	Qtr 3 Total	Year to Date Total
Member Months	497,198	1,495,455
Revenues		
TennCare Capitation	10,890,775	34,200,963
Risk Share	(679,456)	(2,422,603)
Investment (Interest)	72,874	259,575
Other Revenues		0
Total Revenues	10,284,194	32,037,935
Expenses		
Mental Health & Substance Services		
Inpatient Psychiatric Facility services	4,294,750	9,337,702
Inpatient Substance Abuse Treatment and Detox	71,504	247,151
Outpatient Mental Health Services	(1,140,334)	3,314,485
Outpatient Substance Abuse Treatment and Detox	(92,342)	288,270
Housing/Residential Treatment	1,210,349	2,887,567
Specialized Crisis Services	542,159	1,299,455
Psychiatric Rehab and Support Services	180,858	433,484
Case Management	2,681,572	5,750,487
Forensics		
Other Judicial		
Pharmacy		
Lab Services	(74,538)	(33,107)
Transportation	167,348	542,354
Medical Incentive Pool and Withhold Adjustments		
Occupancy, Depreciation and Amortization		
Other Mental Health and Substance Abuse Services		0
PCP and Specialists Services		
Subtotal	7,841,326	24,047,848
Reinsurance Expense Net of Recoveries		
Less:		
Copayments		
Subrogation		
Coordination of Benefits		
Subtotal		
Total Medical and Substance Abuse	7,841,326	24,047,848
Claim Adjustment Expense	108,908	342,010
Administration ¹		
Rent	14,086	43,492
Salaries and Wages	506,667	1,564,387
Commissions	1,526	4,710
Contributions for benefit plans for employees		
Payments to employees under non-funded benefit plans		
Other employee welfare		
Legal fees and expenses	5,817	17,959
Medical examination fees		
Utilization management		
Certifications and accreditation	44	135
Auditing, actuarial and other consulting services	58,770	186,120
Traveling expenses	18,584	57,171
Marketing and advertising	12,139	37,481
Postage, express, telegraph and telephone	22,612	69,817
Printing and stationary	70,031	221,184
Occupancy, depreciation and amortization	232,657	714,804
Rental of equipment	359	1,107
Outsourced services includes EDP, claims, and other services	(407)	(1,257)
Books and periodicals		
Boards, bureaus and association fees	9,097	15,413
Insurance, except on real estate		
Collection and bank service charges	(1,370)	8,038
Group service and administration fees		
Reimbursements from fiscal intermediaries		
Real estate expenses		
Real estate taxes	269	830
Bad Debt Expense		
Taxes, licenses and fees:		
State and local insurance taxes		
State premium taxes	204,226	635,567
Insurance department licenses and fees		
Payroll taxes		
Other (excluding federal income and real estate taxes)	2,192	6,763
Investment expenses not included elsewhere		
Write-Ins		
Total Administrative Expenses	1,157,298	3,583,722
Total Expenses	9,107,532	27,973,579
Income/(loss) before allocated income taxes	1,176,662	4,064,356
Benefit (provision) for income taxes	(411,832)	(1,422,525)
Net Income (Loss)	764,830	2,641,831

Tennessee Behavioral Health, Inc. - East Region
 BHO TennCare Operations Statement of Revenue and Expenses
 For the Quarter Ending September 30, 2008
 Report 2A

	Qtr 3 Total	Year to Date Total
Member Months	1,287,119	3,883,942
Revenues		
TennCare Capitation	41,318,803	116,299,679
Risk Share		0
Investment (Interest)	182,925	651,315
Other Revenues		0
Total Revenues	41,501,727	116,950,994
Expenses		
Mental Health & Substance Services		
Inpatient Psychiatric Facility services	11,066,908	29,457,376
Inpatient Substance Abuse Treatment and Detox	454,193	1,446,529
Outpatient Mental Health Services	3,227,403	19,710,115
Outpatient Substance Abuse Treatment and Detox	261,200	1,595,427
Housing/Residential Treatment	3,055,188	9,492,646
Specialized Crisis Services	1,292,229	3,707,479
Psychiatric Rehab and Support Services	431,073	1,236,774
Case Management	7,706,546	21,620,467
Forensics		
Other Judicial		
Pharmacy		
Lab Services	(75,119)	22,079
Transportation	875,149	2,746,649
Medical Incentive Pool and Withhold Adjustments		
Occupancy, Depreciation and Amortization		
Other Mental Health and Substance Abuse Services		0
PCP and Specialists Services		
Subtotal	28,294,770	91,035,540
Reinsurance Expense Net of Recoveries		
Less:		
Copayments		
Subrogation		
Coordination of Benefits		
Subtotal		
Total Medical and Substance Abuse	28,294,770	91,035,540
Claim Adjustment Expense	413,188	1,162,997
Administration ¹		
Rent	50,601	147,893
Salaries and Wages	1,820,118	5,319,667
Commissions	5,480	16,017
Contributions for benefit plans for employees		
Payments to employees under non-funded benefit plans		
Other employee welfare		
Legal fees and expenses	20,895	61,070
Medical examination fees		
Utilization management		
Certifications and accreditation	157	458
Auditing, actuarial and other consulting services	199,588	613,387
Traveling expenses	66,400	194,067
Marketing and advertising	43,607	127,452
Postage, express, telegraph and telephone	81,230	237,413
Printing and stationary	194,088	160,060
Occupancy, depreciation and amortization	829,675	2,424,896
Rental of equipment	1,288	3,765
Outsourced services includes EDP, claims, and other services	(1,463)	(4,276)
Books and periodicals		
Boards, bureaus and association fees	26,100	46,998
Insurance, except on real estate		
Collection and bank service charges	(986)	27,334
Group service and administration fees		
Reimbursements from fiscal intermediaries		
Real estate expenses		
Real estate taxes	966	2,824
Bad Debt Expense		
Taxes, licenses and fees:		
State and local insurance taxes		
State premium taxes	826,376	2,326,054
Insurance department licenses and fees		
Payroll taxes		
Other (excluding federal income and real estate taxes)	7,869	22,998
Investment expenses not included elsewhere		
Write-Ins		
Total Administrative Expenses	4,171,991	11,728,077
Total Expenses	32,879,949	103,926,614
Income/(loss) before allocated income taxes	8,621,778	13,024,380
Benefit (provision) for income taxes	(3,017,622)	(4,558,533)
Net Income (Loss)	5,604,156	8,465,847

¹ The ASO fee Administration expense breakout is assumed based upon current sub-contractor's expenses.

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Tennessee Behavioral Health, Inc.

ASSETS

	Current Statement Date			December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	2,400,571		2,400,571	2,401,583
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances).....			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances).....			0	0
5. Cash (\$55,907,718), cash equivalents (\$0) and short-term investments (\$0)	55,907,718		55,907,718	46,009,695
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	58,308,289	0	58,308,289	48,411,278
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	10,027		10,027	39,945
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	2,640,344		2,640,344	2,917,901
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums).....			0	0
13.3 Accrued retrospective premiums.....			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon			0	0
16.2 Net deferred tax asset.....			0	0
17. Guaranty funds receivable or on deposit.....			0	0
18. Electronic data processing equipment and software.....			0	0
19. Furniture and equipment, including health care delivery assets (\$)			0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates			0	0
22. Health care (\$) and other amounts receivable.....			0	0
23. Aggregate write-ins for other than invested assets	0	0	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	60,958,660	0	60,958,660	51,369,124
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
26. Total (Lines 24 and 25)	60,958,660	0	60,958,660	51,369,124
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Risk Share Receivable.....			0	0
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	16,324,688		16,324,688	22,168,649
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses			0	0
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	126,550		126,550	295,786
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	5,981,058		5,981,058	4,295,057
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	966,016		966,016	319,972
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	11,629,829	0	11,629,829	9,466,818
22. Total liabilities (Lines 1 to 21)	35,028,140	0	35,028,140	36,546,282
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	1,000	1,000
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	12,682,036	12,682,036
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	13,247,485	2,139,806
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24) \$)	XXX	XXX		0
30.2 shares preferred (value included in Line 25) \$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	25,930,521	14,822,842
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	60,958,660	51,369,124
DETAILS OF WRITE-INS				
2101. Premium Tax Payable	897,759		897,759	885,416
2102. Unclaimed Property	190,298		190,298	462,233
2103. Payable to State of Tennessee/Risk Share Payable	10,541,772		10,541,772	8,119,169
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	11,629,829	0	11,629,829	9,466,818
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	5,379,397	5,342,109	7,150,707
2. Net premium income (including \$ non-health premium income).....	XXX	150,500,642	146,723,707	196,803,938
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	.0	.0	.0
4. Fee-for-service (net of \$ medical expenses).....	XXX	.0	.0	.0
5. Risk revenue.....	XXX	.0	.0	.0
6. Aggregate write-ins for other health care related revenues.....	XXX	(2,422,603)	(3,478,821)	(4,216,102)
7. Aggregate write-ins for other non-health revenues.....	XXX	.0	.0	.0
8. Total revenues (Lines 2 to 7).....	XXX	148,078,040	143,244,886	192,587,836
Hospital and Medical:				
9. Hospital/medical benefits.....		51,436,805	59,930,524	77,851,181
10. Other professional services.....		63,646,583	61,893,004	82,331,665
11. Outside referrals.....		.0	.0	.0
12. Emergency room and out-of-area.....		.0	.0	.0
13. Prescription drugs.....		.0	.0	.0
14. Aggregate write-ins for other hospital and medical.....	.0	.0	.0	.0
15. Incentive pool, withhold adjustments and bonus amounts.....		.0	.0	.0
16. Subtotal (Lines 9 to 15).....	.0	115,083,388	121,823,528	160,182,846
Less:				
17. Net reinsurance recoveries.....		.0	.0	.0
18. Total hospital and medical (Lines 16 minus 17).....	.0	115,083,388	121,823,528	160,182,846
19. Non-health claims (net).....		.0	.0	.0
20. Claims adjustment expenses, including \$ 67,725 cost containment expenses.....		1,505,006	1,467,237	1,968,039
21. General administrative expenses.....		15,311,799	15,509,455	20,641,748
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....		.0	.0	.0
23. Total underwriting deductions (Lines 18 through 22).....	.0	131,900,194	138,800,220	182,792,633
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	16,177,846	4,444,666	9,795,203
25. Net investment income earned.....		910,890	1,905,358	2,476,387
26. Net realized capital gains (losses) less capital gains tax of \$.....		.0	.0	.0
27. Net investment gains (losses) (Lines 25 plus 26).....	.0	910,890	1,905,358	2,476,387
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$).....		.0	.0	.0
29. Aggregate write-ins for other income or expenses.....	.0	.0	.0	.0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	17,088,737	6,350,024	12,271,590
31. Federal and foreign income taxes incurred.....	XXX	5,981,058	2,230,621	4,295,056
32. Net income (loss) (Lines 30 minus 31).....	XXX	11,107,679	4,119,403	7,976,534
DETAILS OF WRITE-INS				
0601. Risk Share Revenue.....	XXX	(2,422,603)	(3,478,821)	(4,216,102)
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	.0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX	(2,422,603)	(3,478,821)	(4,216,102)
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	.0	.0	.0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX	.0	.0	.0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	.0	.0	.0	.0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	.0	.0	.0	.0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	.0	.0	.0	.0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above).....	.0	.0	.0	.0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	14,822,842	19,290,585	19,290,585
34. Net income or (loss) from Line 32.....	11,107,679	4,119,403	7,976,534
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....		0	0
39. Change in nonadmitted assets.....		55,723	55,723
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		0	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....		(12,500,000)	(12,500,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	11,107,679	(8,324,874)	(4,467,743)
49. Capital and surplus end of reporting period (Line 33 plus 48)	25,930,521	10,965,711	14,822,842
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	150,778,198	197,417,353
2. Net investment income	941,821	2,498,903
3. Miscellaneous income	0	0
4. Total (Lines 1 to 3)	151,720,019	199,916,256
5. Benefits and loss related payments	122,704,291	156,003,369
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	14,822,647	20,643,975
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	4,295,057	6,461,692
10. Total (Lines 5 through 9)	141,821,995	183,109,036
11. Net cash from operations (Line 4 minus Line 10)	9,898,024	16,807,220
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	0	2,600,000
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	2,600,000
13. Cost of investments acquired (long-term only):		
13.1 Bonds	0	2,402,711
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	2,402,711
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	0	197,289
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	12,500,000
16.6 Other cash provided (applied)	0	0
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	0	(12,500,000)
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)	9,898,024	4,504,509
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	46,009,694	41,505,185
19.2 End of period (Line 18 plus Line 19.1)	55,907,718	46,009,694

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Tennessee Behavioral Health, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	595,655	.0	.0	.0	.0	.0	.0	.0	595,655	.0
2 First Quarter	601,688	.0	.0	.0	.0	.0	.0	.0	601,688	.0
3 Second Quarter	595,391	.0	.0	.0	.0	.0	.0	.0	595,391	.0
4. Third Quarter	588,694								588,694	
5. Current Year0									
6 Current Year Member Months	5,379,397								5,379,397	
Total Member Ambulatory Encounters for Period:										
7. Physician	203,677								203,677	
8. Non-Physician	579,019								579,019	
9. Total	782,696	.0	.0	.0	.0	.0	.0	.0	782,696	.0
10. Hospital Patient Days Incurred	118,117								118,117	
11. Number of Inpatient Admissions	9,500								9,500	
12. Health Premiums Written	150,500,642								150,500,642	
13. Life Premiums Direct0									
14. Property/Casualty Premiums Written0									
15. Health Premiums Earned	150,500,642								150,500,642	
16. Property/Casualty Premiums Earned0									
17. Amount Paid for Provision of Health Care Services	120,927,349								120,927,349	
18. Amount Incurred for Provision of Health Care Services	115,083,388								115,083,388	

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

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Tennessee Behavioral Health, Inc.

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	17,101,026	103,826,323	818,777	15,505,911	17,919,803	22,168,649
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8)	17,101,026	103,826,323	818,777	15,505,911	17,919,803	22,168,649
10. Healthcare receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals	17,101,026	103,826,323	818,777	15,505,911	17,919,803	22,168,649

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

- A. Accounting Practices – The accompanying financial statements of Tennessee Behavioral Health, Inc. (“TBH” or the “Company”) have been prepared in conformity with the National Association of Insurance Commissioners (NAIC) Annual Statement Instructions, the NAIC Accounting Practices and Procedures Manual and the accounting practices prescribed or permitted by the State of Tennessee Department of Commerce and Insurance, which represents a comprehensive basis of accounting other than generally accepted accounting principles (GAAP).
- B. Use of Estimates in the Preparation of the Financial Statements – No significant change.
- C. Accounting Policy – No significant change.

Note 2 - Accounting Changes and Corrections of Errors

- A. Material changes in accounting principles and/or correction of errors - No significant change.

Note 3 - Business Combinations and Goodwill

- A. Statutory Purchase Method - No significant change.
- B. Statutory Merger - No significant change.
- C. Assumption Reinsurance - No significant change.
- D. Impairment Loss - No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

- A. Mortgage Loan, including Mezzanine Real Estate Loans - No significant change.
- B. Debt Restructuring – No significant change.
- C. Reverse Mortgages – No significant change.
- D. Loan Backed Securities – No significant change.
- E. Repurchase Agreements – No significant change.
- F. Real Estate – No significant change.
- G. Investments in low-income tax credits – No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

- A. Investments in Joint Ventures, Partnerships, and Limited Liability Companies that exceed 10% of the admitted assets of the insurer - No significant change.
- B. Impaired Investments in Joint Ventures, Partnerships, and Limited Liability Companies – No significant change.

Note 7 - Investment Income

- A. Bases, by category of investment income, for excluding (nonadmitting) any investment income due and accrued - No significant change.
- B. The total amount excluded was \$0.

Note 8 - Derivative Instruments

- A. Market risk, credit risk and cash requirements of the derivative - No significant change.
- B. Objectives for using derivatives – No significant change.
- C. Accounting policies for recognizing and measuring derivatives used – No significant change.
- D. Net gain or loss recognized in unrealized gains and losses during the reporting period representing the component of the derivative instruments gain or loss – No significant change.
- E. Net gain or loss recognized in unrealized gains and losses during the reporting period resulting from derivatives that no longer qualify for hedge accounting – No significant change.
- F. Derivatives accounted for as cash flow hedges of a forecasted transaction – No significant change.

Note 9 - Income Taxes

- A. Components of the net deferred tax asset or deferred tax liability – No significant change.
- B. Deferred tax liabilities that are not recognized - No significant change
- C. Components of current income taxes incurred – No significant change.
- D. Significant book to tax adjustments - No significant change
- E.
 - 1. Amounts, origination dates and expiration dates of operating loss and tax credit carry forward amounts available for tax purposes – No significant change.

NOTES TO FINANCIAL STATEMENTS

2. Amount of federal income taxes incurred in current year that are available for recoupment in the even of future net loss – No significant change.
- F. Consolidated federal income tax
1. For federal income tax reporting purposes, the Company's operations are included in Magellan Health Services, Inc.'s (Magellan's) consolidated federal tax returns. The Company files a separate state income tax return.
 2. The Company maintains federal tax sharing arrangements with Magellan. Through these arrangements, Magellan has allocated \$5,981,058 of provision for income tax for the nine months ended September 30, 2008. The current arrangement calls for an allocation based on Magellan's effective tax rate before reflecting the allocation and after effecting for permanent differences. This amount is included in the accompanying statement of revenue and expenses. Income taxes receivable and payable are included in due to affiliates in the accompanying statement of liabilities, capital and surplus.

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

- A. Nature of relationship - The Company is a wholly owned subsidiary of Magellan Behavioral Health, Inc., which is directly owned by Magellan. The company holds no investments in any affiliated companies and makes no guarantees nor does it partake in any undertaking for the benefit of any affiliate.
- B. Description of transactions – No significant change.
- a. Accounts payable paid by the parent (Magellan Health Service) - \$234,679
 - b. Management fees paid to Magellan and AdvoCare of Tennessee ("AdvoCare") – see below.
- C. Dollar amount of transactions – The Company paid \$13,545,058 in management fees to the parent for the nine months ended September 30, 2008.
- D. Amounts due to/from related parties – Balances as of September 30, 2008
- a. Due to Magellan - \$(285,986)
 - b. Due to Advocate - (\$89,775)
 - c. Due to Premier - \$(590,255)
- E. Guarantees or undertakings for benefit of affiliate – No significant change
- F. Material management or service contracts and cost sharing arrangements with related parties – No significant change.
- G. Common ownership or control – No significant change.
- H. No significant change
- I. Investment in SCA that exceeds 10% - No significant change.
- J. Investments in impaired SCA entities – No significant change.
- K. Investment in a foreign insurance subsidiary – No significant change.

Note 11 - Debt

No significant change.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

- A. Defined Benefit Plan - No significant change.
- B. Defined Contribution Plans – No significant change.
- C. Multiemployer Plan – No significant change.
- D. Consolidated/Holding Company plans – No significant change
- E. Post-employment Benefits and Compensated Absences – No significant change.

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

- (1) – (9) No significant change.
- (10) Surplus Notes – No significant change.

Note 14 - Contingencies

- A. Contingent Commitments - No significant change.
- B. Assessments – No significant change.
- C. Gain contingencies – No significant change.
- D. All Other contingencies – No significant change.

Note 15 - Leases

- A. Lessee Operating Lease - No significant change.
- B. Lessor Leases and Leveraged Leases – No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

- A. Transfers of Receivables reported as Sales - No significant change.
- B. Transfer and Servicing of Financial Assets - No significant change
- C. Wash Sales - The Company has not engaged in any Wash Sales during the current calendar quarter or year.

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

- A. ASO Plans - No significant change.
- B. ASC Plans - No significant change.
- C. Medicare of Similarly Structured Cost Based Reimbursement contract - No significant change.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

No significant change.

Note 20 - Other Items

- A. Extraordinary items - No significant change.
- B. Troubled Debt Restructuring: Debtor - No significant change.
- C. Other Disclosures - No significant change
 - a. In January 2008 TennCare issued an RFP for the management by managed care organizations of the integrated delivery of behavioral and physical health to TennCare enrollees in the East and West Grand Regions. The RFP set forth intended start dates of November 1, 2008 for the West Grand Region and January 1, 2009 for the East Grand Region. On April 22, 2008, the State announced the winning bidders to the RFP process. The Company was not a winning bidder. Accordingly, the Company will not be providing services in the East Grand and West Grand regions after the implementation dates for the new contracts. The Company will continue to manage TennCare Select Children in the East, Middle, and West Grand regions through at least June 30, 2009. There can be no assurance that TennCare will continue to contract with the Company for management of benefits for such recipients subsequent to June 30, 2009.
 - b. In early July, a contract amendment was executed extending the Company's contract with TennCare through June 30, 2009.
- D. Uncollectible balance for assets covered under SSAP No. 6, SSAP No. 47, and SSAP No. 66 - No significant change
- E. Business Interruption Insurance Recoveries - No significant change.
- F. Additional disclosures for Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Plans - No significant change.

Note 21 - Events Subsequent

In early October, the company paid a \$11,300,000 dividend to its parent company. The transaction was approved by the Department of Commerce and Insurance.

Note 22 - Reinsurance

- A. Ceded Reinsurance Report - No significant change.
- B. Uncollectible Reinsurance - No significant change
- C. Commutation of Ceded Reinsurance - No significant change.

Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

- A. Method used by the reporting entity to estimate accrued retrospective premium adjustments - No significant change.
- B. Amount of net premiums that are subject to retrospective rating features - No significant change.

Note 24 - Change in Incurred Losses and Loss Adjustment Expenses

Changes in reserves for incurred claims and claim adjustment expenses attributable to insured events of prior years are as follows:

Claims unpaid as of January 1, 2008	\$ 22,168,649
Current year claims paid related to prior years	(17,101,026)
Current year change in claims incurred related to prior years	<u>(4,248,846)</u>
Claims unpaid as of September 31, 2008 related to prior years	<u>\$818,777</u>

Note 25 - Intercompany Pooling Arrangements

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 26 - Structured Settlements

No significant change.

Note 27 - Health Care Receivables

- A. Pharmaceutical Rebate Receivables - No significant change.
- B. Risk Sharing Receivables – No significant change.

Note 28 - Participating Policies

- A. Relative percentage of participating insurance - No significant change.
- B. Method of accounting for policyholder dividends – No significant change
- C. Amount of dividends – No significant change.
- D. Amount of any additional income allocated to participating policyholders – No significant change.

Note 29 - Premium Deficiency Reserves

No significant change.

Note 30 - Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

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

PART 1 - COMMON INTERROGATORIES GENERAL

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes No NA
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 06/30/2006
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 06/30/2006
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 04/20/2007
- 6.4 By what department or departments?
Tennessee Department of Commerce and Insurance.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes No NA
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes No NA
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes No
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes No
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes No
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

GENERAL INTERROGATORIES

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

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:
.....
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$ 0	\$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

Yes [] No [X]

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

1	2
Name of Custodian(s)	Custodian Address

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

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

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

Yes [] No [X]

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

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

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

1	2	3
Central Registration Depository	Name(s)	Address

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

Yes [X] No []

17.2 If no, list exceptions:

.....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefit Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	
1. Alabama.....AL									.0
2. Alaska.....AK									.0
3. Arizona.....AZ									.0
4. Arkansas.....AR									.0
5. California.....CA									.0
6. Colorado.....CO									.0
7. Connecticut.....CT									.0
8. Delaware.....DE									.0
9. District of Columbia.....DC									.0
10. Florida.....FL									.0
11. Georgia.....GA									.0
12. Hawaii.....HI									.0
13. Idaho.....ID									.0
14. Illinois.....IL									.0
15. Indiana.....IN									.0
16. Iowa.....IA									.0
17. Kansas.....KS									.0
18. Kentucky.....KY									.0
19. Louisiana.....LA									.0
20. Maine.....ME									.0
21. Maryland.....MD									.0
22. Massachusetts.....MA									.0
23. Michigan.....MI									.0
24. Minnesota.....MN									.0
25. Mississippi.....MS									.0
26. Missouri.....MO									.0
27. Montana.....MT									.0
28. Nebraska.....NE									.0
29. Nevada.....NV									.0
30. New Hampshire.....NH									.0
31. New Jersey.....NJ									.0
32. New Mexico.....NM									.0
33. New York.....NY									.0
34. North Carolina.....NC									.0
35. North Dakota.....ND									.0
36. Ohio.....OH									.0
37. Oklahoma.....OK									.0
38. Oregon.....OR									.0
39. Pennsylvania.....PA									.0
40. Rhode Island.....RI									.0
41. South Carolina.....SC									.0
42. South Dakota.....SD									.0
43. Tennessee.....TN	L			150,500,642				150,500,642	.0
44. Texas.....TX									.0
45. Utah.....UT									.0
46. Vermont.....VT									.0
47. Virginia.....VA									.0
48. Washington.....WA									.0
49. West Virginia.....WV									.0
50. Wisconsin.....WI									.0
51. Wyoming.....WY									.0
52. American Samoa.....AS									.0
53. Guam.....GU									.0
54. Puerto Rico.....PR									.0
55. U.S. Virgin Islands.....VI									.0
56. Northern Mariana Islands.....MP									.0
57. Canada.....CN									.0
58. Aggregate Other Alien.....OT	XXX	.0	.0	.0	.0	.0	.0	.0	.0
59. Subtotal	XXX	.0	.0	150,500,642	.0	.0	.0	150,500,642	.0
60. Reporting entity contributions for Employee Benefit Plans	XXX							.0	.0
61. Total (Direct Business)	(a) 1	0	0	150,500,642	0	0	0	150,500,642	0
DETAILS OF WRITE-INS									
5801.....	XXX								
5802.....	XXX								
5803.....	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	.0	.0	.0	.0	.0	.0	.0	.0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

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

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Tennessee Behavioral Health, Inc.

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

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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

NO

Explanation:

1.

Bar Code:



SCHEDULE A - VERIFICATION

Real Estate		
	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....		0
2.2 Additional investment made after acquisitions.....		0
3. Current year change in encumbrances.....		0
4. Total gain (loss) on disposals.....		0
5. Deduct amounts received on disposals.....		0
6. Total foreign exchange change in book/adjusted carrying value.....		0
7. Deduct current year's other than temporary impairment recognized.....		0
8. Deduct current year's depreciation.....		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amount.....		0
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans		
	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....		0
2.2 Additional investment made after acquisitions.....		0
3. Capitalized deferred interest and other.....		0
4. Accrual of discount.....		0
5. Unrealized valuation increase (decrease).....		0
6. Total gain (loss) on disposals.....		0
7. Deduct amounts received on disposals.....		0
8. Deduct amortization of premium and mortgage interest points and commitment fees.....		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....		0
10. Deduct current year's other than temporary impairment recognized.....		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted accounts.....		0
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE BA – VERIFICATION

Other Long Term Invested Assets		
	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions.....		0
2.2 Additional investment made after acquisitions.....		0
3. Capitalized deferred interest and other.....		0
4. Accrual of discount.....		0
5. Unrealized valuation increase (decrease).....		0
6. Total gain (loss) on disposals.....		0
7. Deduct amounts received on disposals.....		0
8. Deduct amortization of premium and depreciation.....		0
9. Total foreign exchange change in book/adjusted carrying value.....		0
10. Deduct current year's other than temporary impairment recognized.....		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted amounts.....		0
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks		
	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	2,401,583	2,600,002
2. Cost of bonds and stocks acquired.....		2,402,711
3. Accrual of discount.....		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration for bonds and stocks disposed of.....		2,600,000
7. Deduct amortization of premium.....	1,012	1,130
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	2,400,571	2,401,583
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11).....	2,400,571	2,401,583

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Tennessee Behavioral Health, Inc.

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	2,400,912			(341)	2,401,249	2,400,912	2,400,571	2,401,583
2. Class 2 (a).....	0				0	0	0	0
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	2,400,912	0	0	(341)	2,401,249	2,400,912	2,400,571	2,401,583
PREFERRED STOCK								
8. Class 1.....	0				0	0	0	0
9. Class 2.....	0				0	0	0	0
10. Class 3.....	0				0	0	0	0
11. Class 4.....	0				0	0	0	0
12. Class 5.....	0				0	0	0	0
13. Class 6.....	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	2,400,912	0	0	(341)	2,401,249	2,400,912	2,400,571	2,401,583

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

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals		XXX			

SCHEDULE DA - VERIFICATION

Short-Term Investments		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....		0
2. Cost of short-term investments acquired		0
3. Accrual of discount.....		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals.....		0
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	0	0
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Tennessee Behavioral Health, Inc.

SCHEDULE DB - PART F - SECTION 2

Reconciliation of Replicated (Synthetic) Assets Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year-to-Date	
	1 Number of Positions	2 Total Replicated (Synthetic) Assets Statement Value	3 Number of Positions	4 Total Replicated (Synthetic) Assets Statement Value	5 Number of Positions	6 Total Replicated (Synthetic) Assets Statement Value	7 Number of Positions	8 Total Replicated (Synthetic) Assets Statement Value	9 Number of Positions	10 Total Replicated (Synthetic) Assets Statement Value
1. Beginning Inventory	0	0	0	0	0	0	0	0	0	0
2. Add: Opened or Acquired Transactions									0	0
3. Add: Increases in Replicated Asset Statement Value	XXX		XXX		XXX		XXX		XXX	0
4. Less: Closed or Disposed of Transactions									0	0
5. Less: Positions Disposed of for Failing Effectiveness Criteria									0	0
6. Less: Decreases in Replicated (Synthetic) Asset Statement Value	XXX		XXX		XXX		XXX		XXX	0
7. Ending Inventory	0	0	0	0	0	0	0	0	0	0

SCHEDULE E-VERIFICATION

(Cash Equivalents)

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

STATEMENT AS OF SEPTEMBER 30, 2008 OF THE Tennessee Behavioral Health, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22																				
										11	12	13	14	15																											
CUSIP Identification	Description	FDRI	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)																				
8099999	Total - Bonds					0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX																			
8599999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX																			
7299999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX																			
7399999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX																			
7499999 Totals																					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX

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

E05

Statement as of September 30, 2008 of the Tennessee Behavioral Health, Inc

Accident and Health Premiums Due and Unpaid

Individually list all debtors with account balances the greater of 10% of gross Premiums Receivable or \$5,000

Name of Debtor		1	2	3	4	5	6
	Not Currently Due	1-30 Days	31-60 Days	61-90 Days	Over 90 Days	Nonadmitted	Admitted
INDIVIDUALLY LIST ASSETS							
State of Tennessee-Capitation Fee W/H	-	1,896,801	365,458	66,694	311,391	-	2,640,344
Subtotal-Individually Listed Receivables 0199999	-	1,896,801	365,458	66,694	311,391	-	2,640,344
Subtotal-Receivables not Listed Individually 0299999							
Subtotal-Gross Premium Receivable 0399999	-	1,896,801	365,458	66,694	311,391	-	2,640,344
Less-Allowance for Doubtful Accounts 0499999							
Total Premiums Receivable (Page 2, Line 12 0599999	-	1,896,801	365,458	66,694	311,391		2,640,344

Statement as of September 30, 2008 of the Tennessee Behavioral Health, Inc

HEALTH CARE RECEIVABLES

Individually list all debtors with account balances greater of 10% of gross Health Care Receivables of \$5,000.

Name of Debtor	1 1-30 Days	2 31-60 Days	3 61-90 Days	4 Over 90 Days	5 Nonadmitted	6 Admitted
NONE	-	-	-	-	-	-
0199999 Individually Listed Receivables	-	-	-	-	-	-
0299999 Receivables Not Individually Listed						
0399999 Gross Health Care Receivable	-	-	-	-	-	-
0499999 Less Allowance for Doubtful Accounts						
0599999 Health Care Receivables (Page 2, Line 21)				-	-	-

Statement as of September 30, 2008 of the Tennessee Behavioral Health, Inc

Amounts due from Parent, Subsidiaries and Affiliates

Name of Debtor	1 1-30 Days	2 31-60 Days	3 61-90 Days	4 Over 90 Days	5 Nonadmitted	6 Admitted Current	7 Non-Current
NONE	-	-	-	-	-	-	-
0199999 Gross Amounts Due from Affiliates	-	-	-	-	-	-	-
0399999 Amounts Due from Affiliates	-	-	-	-	-	-	-

Statement as of September 30, 2008 of the Tennessee Behavioral Health, Inc

Amounts due to Parent, Subsidiaries and Affiliates

Name of Creditor	1 Description	2 Amount	3 Current	4 Non-Current
AdvoCare of Tennessee Magellan Health Services Premier Behavioral Systems		89,775 285,986 590,255	89,775 285,986 590,255	- - -
		966,016	966,016	-
0199999 Gross Amounts Due to Affiliates	#REF!	966,016	966,016	-
0399999 Amounts Due to Affiliates		966,016	966,016	-