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C&I TENNCARE

May 15, 2008

John Mattingly
Department of Commerce and Insurance
TennCare Division, Suite 750
500 James Robertson Parkway
Nashville, TN 37243-1135.

RE: Unison Health Plan of Tennessee, Inc., NAIC #11139

Dear Mr. Mattingly:

Enclosed are the following documents for the period ending March 31, 2008:

- Statutory Statement (2 Copies)
- Exhibit 2 – Accident and Health Premiums Due and Unpaid (2 Copies)
- Exhibit 3 – Health Care Receivables (2 Copies)
- Exhibit 5 – Amounts Due from Parent, Subsidiaries and Affiliates (2 Copies)
- Report 2A TennCare Operating Statement (2 Copies)
- Medical Services Monitoring Report with reconciliation to the NAIC with Actuarial Certification (2 Copies)
- TennCare Filings Checklist

We have recorded the administrative fees paid to affiliates in Other Administrative Fees.

If you have any questions, or need additional information, please don't hesitate to contact me at (412) 349-6198.

Sincerely,

John S. Dugan
Manager of Accounting and Regulatory Reporting

Enclosures:

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QUARTERLY STATEMENT

AS OF March 31, 2008

C&I TECHCARE

OF THE CONDITION AND AFFAIRS OF THE

Unison Health Plan of Tennessee, Inc.

NAIC Group Code 2718, 2718; NAIC Company Code 11139; Employer's ID Number 62-1839257; Organized under the Laws of Tennessee; State of Domicile or Port of Entry Tennessee; Country of Domicile United States of America; Licensed as business type: Life, Accident & Health []; Property/Casualty []; Hospital, Medical & Dental Service or Indemnity []; Dental Service Corporation []; Vision Service Corporation []; Health Maintenance Organization[X]; Other []; Is HMO Federally Qualified? Yes [] No[X] N/A []; Incorporated/Organized 08/09/2000; Commenced Business 07/01/2001; Statutory Home Office 1000 Ridgeway Loop Road, Suite 203; Memphis, TN 38120; Main Administrative Office Unison Plaza, 1001 Brinton Rd.; Pittsburgh, PA 15221; (412)858-4000; Mail Address Unison Plaza, 1001 Brinton Rd.; Pittsburgh, PA 15221; Primary Location of Books and Records Unison Plaza, 1001 Brinton Rd.; Pittsburgh, PA 15221; (412)858-4000; Internet Website Address www.unisonhealthplan.com; Statutory Statement Contact Leslie Ann Gelpi; (412)858-4145; Leslie.Gelpi@unisonhealthplan.com; (412)457-1414

OFFICERS

Table with 2 columns: Name, Title. Officers include John Paul Blank M.D. (Chief Executive Officer), Karen Marie Heim (President), David William Thomas (Secretary), Leslie Ann Gelpi (Treasurer), Michael Aloysius Orlans (Vice President & Asst. Treasurer), William Howard Lawson Jr. (Vice President & Asst. Secretary), John Hull Dobbs Jr. (Vice President).

OTHERS

DIRECTORS OR TRUSTEES

John Paul Blank M.D., William Howard Lawson Jr., John Hull Dobbs Jr.

State of Pennsylvania, County of Allegheny ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the 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.

Signatures and titles of Karen Marie Heim (President), David W. Thomas (Secretary), and Leslie Ann Gelpi (Treasurer).

Subscribed and sworn to before me this 13th day of May, 2008. Sharon E. Berger (Notary Public Signature)

a. Is this an original filing? Yes[X] No []
b. If no, 1. State the amendment number, 2. Date filed, 3. Number of pages attached

COMMONWEALTH OF PENNSYLVANIA Notarial Seal Sharon E. Berger, Notary Public Braddock Hills Soro, Allegheny County My Commission Expires Nov. 9, 2008 Member, Pennsylvania Association of Notaries

ASSETS

	Current Statement Date			4 December 31, Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	5,478,295		5,478,295	4,581,890
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
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 (\$.....9,097,432), cash equivalents (\$.....0) and short-term investments (\$.....0)	9,097,432		9,097,432	6,051,645
6. Contract loans (including \$.....0 premium notes)				
7. Other invested assets				
8. Receivables for securities				
9. Aggregate write-ins for invested assets				
10. Subtotals, cash and invested assets (Lines 1 to 9)	14,575,727		14,575,727	10,633,535
11. Title plants less \$.....0 charged off (for Title insurers only)				
12. Investment income due and accrued	83,683		83,683	70,306
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	551,182		551,182	1,051,795
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	1,068		1,068	
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	192,380		192,380	285,121
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 adjustments in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates				
22. Health care (\$.....12,531) and other amounts receivable	28,669	16,138	12,531	5,784
23. Aggregate write-ins for other than invested assets				
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	15,432,709	16,138	15,416,571	12,046,541
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	15,432,709	16,138	15,416,571	12,046,541
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)				
2301.				
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)				

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	3,277,205		3,277,205	2,841,820
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	947,134		947,134	723,464
4. Aggregate health policy reserves	266,206		266,206	162,070
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	534		534	
9. General expenses due or accrued	104,040		104,040	86,458
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				
10.2 Net 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	1,404,133		1,404,133	871,715
16. Payable for securities	896,400		896,400	
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	890,105		890,105	532,515
21. Aggregate write-ins for other liabilities (including \$.....0 current)				
22. Total liabilities (Lines 1 to 21)	7,785,757		7,785,757	5,218,042
23. Aggregate write-ins for special surplus funds	X X X	X X X		
24. Common capital stock	X X X	X X X	100	100
25. Preferred capital stock	X X X	X X X		
26. Gross paid in and contributed surplus	X X X	X X X	2,989,400	2,989,400
27. Surplus notes	X X X	X X X		
28. Aggregate write-ins for other than special surplus funds	X X X	X X X		
29. Unassigned funds (surplus)	X X X	X X X	4,641,314	3,838,999
30. Less treasury stock, at cost:				
30.10 shares common (value included in Line 24 \$.....0)	X X X	X X X		
30.20 shares preferred (value included in Line 25 \$.....0)	X X X	X X X		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	X X X	X X X	7,630,814	6,828,499
32. Total Liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	15,416,571	12,046,541
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page				
2199. TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above)				
2301.	X X X	X X X		
2302.	X X X	X X X		
2303.	X X X	X X X		
2398. Summary of remaining write-ins for Line 23 from overflow page	X X X	X X X		
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	X X X	X X X		
2801.	X X X	X X X		
2802.	X X X	X X X		
2803.	X X X	X X X		
2898. Summary of remaining write-ins for Line 28 from overflow page	X X X	X X X		
2899. TOTALS (Lines 2801 through 2803 plus 2898) (Line 28 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year	Prior Year
	1	2	To Date	Ended
	Uncovered	Total	3 Total	4 December 31 Total
1. Member Months	X X X	5,223	1,122	8,752
2. Net premium income (including \$.....0 non-health premium income)	X X X	4,403,041	712,123	7,113,723
3. Change in unearned premium reserves and reserves for rate credits	X X X	(104,136)		
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			
7. Aggregate write-ins for other non-health revenues	X X X			
8. Total revenues (Lines 2 to 7)	X X X	4,298,905	712,123	7,113,723
Hospital and Medical:				
9. Hospital/medical benefits		2,383,458	435,046	3,375,339
10. Other professional services		466,145	136,854	972,290
11. Outside referrals				
12. Emergency room and out-of-area		81,689	15,482	123,327
13. Prescription drugs		372,742	20,348	513,051
14. Aggregate write-ins for other hospital and medical		(806,137)	20	16,876
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)		2,497,897	607,750	5,000,883
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)		2,497,897	607,750	5,000,883
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....(43,111) cost containment expenses		40,138	(33,185)	(349,181)
21. General administrative expenses		551,136	119,581	763,851
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)		3,089,171	694,146	5,415,553
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	1,209,734	17,977	1,698,170
25. Net investment income earned		123,721	73,754	373,643
26. Net realized capital gains (losses) less capital gains tax of \$.....0				
27. Net investment gains or (losses) (Lines 25 plus 26)		123,721	73,754	373,643
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	1,333,455	91,731	2,071,813
31. Federal and foreign income taxes incurred	X X X	573,497	19,438	636,416
32. Net income (loss) (Lines 30 minus 31)	X X X	759,958	72,293	1,435,397
DETAILS OF WRITE-INS				
0601.	X X X			
0602.	X X X			
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			
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 7 above)	X X X			
1401. Miscellaneous Medical Expense		3,688	20	16,876
1402. Prior Period IBNR Adjustment		(809,825)		
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		(806,137)	20	16,876
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)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	6,828,499	5,451,597	5,451,597
34.	Net income or (loss) from Line 32	759,958	72,293	1,435,397
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			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			
39.	Change in nonadmitted assets	42,357		(58,495)
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)	802,315	72,293	1,376,902
49.	Capital and surplus end of reporting period (Line 33 plus 48)	7,630,814	5,523,890	6,828,499
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 To Date	2 Prior Year Ended December 31
Cash from Operations			
1.	Premiums collected net of reinsurance	4,903,120	6,223,998
2.	Net investment income	110,339	347,956
3.	Miscellaneous income		
4.	Total (Lines 1 to 3)	5,013,459	6,571,954
5.	Benefit and loss related payments	2,026,902	2,467,321
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	(59,230)	(478,101)
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)		
10.	Total (Lines 5 through 9)	1,967,672	1,989,220
11.	Net cash from operations (Line 4 minus Line 10)	3,045,787	4,582,734
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds		1,200,000
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	896,400	
12.8	Total investment proceeds (Lines 12.1 to 12.7)	896,400	1,200,000
13.	Cost of investments acquired (long-term only):		
13.1	Bonds	896,400	2,680,233
13.2	Stocks		
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications		
13.7	Total investments acquired (Lines 13.1 to 13.6)	896,400	2,680,233
14.	Net increase (or decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14)		(1,480,233)
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)		(94,784)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)		(94,784)
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)	3,045,787	3,007,717
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	6,051,645	3,043,928
19.2	End of period (Line 18 plus Line 19.1)	9,097,432	6,051,645

Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

Description		Amount 1	Amount 2
20.0001		

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	945							945		
2. First Quarter	2,029							2,029		
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	5,223							5,223		
Total Member Ambulatory Encounters for Period:										
7. Physician	4,967							4,967		
8. Non-Physician	534							534		
9. Total	5,501							5,501		
10. Hospital Patient Days Incurred	1,247							1,247		
11. Number of Inpatient Admissions	135							135		
12. Health Premiums Written (a)	4,416,012							4,416,012		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	4,311,876							4,311,876		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	2,062,512							2,062,514	(2)	
18. Amount Incurred for Provision of Health Care Services	2,497,897							2,497,897		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....4,416,012.

STATEMENT AS OF March 31, 2008 OF THE Unison Health Plan of Tennessee, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
Rx America	116,442					116,442
0199999 Individually Listed Claims Unpaid	116,442					116,442
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	462,394	1,018				463,412
0499999 Subtotals	578,836	1,018				579,854
0599999 Unreported claims and other claim reserves						2,697,351
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						3,277,205
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
	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)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	807,266	1,267,495	960,459	2,052,474	1,767,725	2,577,550
7. Title XIX - Medicaid	(2)		264,272		264,270	264,270
8. Other health						
9. Health subtotal (Lines 1 to 8)	807,264	1,267,495	1,224,731	2,052,474	2,031,995	2,841,820
10. Healthcare receivables (a)		12,247				
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals	807,264	1,255,248	1,224,731	2,052,474	2,031,995	2,841,820

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

Notes to Financial Statement

Unison Health Plan of Tennessee, Inc., (the Company) has noted no significant change since prior year-end for Notes 1 through 17 B., 18 through 20, and 22 through 30 for the quarter ended March 31, 2008. See Note 17 C. and 21 A. below.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishment of Liabilities:

C. The Company has no wash sales.

21. Events Subsequent:

A. On January 8, 2008, AmeriChoice, a UnitedHealth Group company, announced it has signed a definitive agreement to acquire Three Rivers Holdings, Inc. and its subsidiaries, including Unison Health Plan of Tennessee, Inc. The transaction is expected to close by mid-2008, subject to required regulatory approvals and customary closing conditions. Related Form A filings were made in late January.

GENERAL INTERROGATORIES

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

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[] No[X] N/A[]
 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.08/12/2005.....
 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.06/30/2005.....
 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).03/24/2006.....
 6.4 By what department or departments?
 Tennessee Department of Commerce and Insurance
- 6.5 Have any financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[] No[] N/A[X]
 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[] No[] N/A[X]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[] No[X]
 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency (i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)) and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
		Yes[] No[X]				

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[]
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain.
 9.2 Has the code of ethics for senior managers been amended? Yes[X] No[]
 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
 The code of ethics for senior managers was amended in the first quarter of 2008 to include language related to the Medicaid line of business and the District of Columbia Medicaid and Alliance programs. Additions include an enhanced description regarding operation of the Unison Compliance Program, clarification of the terms "vendors" and "subcontractors" as related to their obligations under the plan, and an expansion of the Conflicts of Interest section.
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[] No[X]
 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[] No[X]
 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$..... 0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[] No[X]
 11.2 If yes, give full and complete information relating thereto:
 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$..... 0

GENERAL INTERROGATORIES (Continued)

INVESTMENT

13. Amount of real estate and mortgages held in short-term investments:

\$ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]

14.2 If yes, please complete the following:

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

Yes [] No [] N/A [X]

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, 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 Name of Custodian(s)	2 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 Name(s)	2 Location(s)	3 Complete Explanation(s)
		There are no securities, excluding items in Schedule E, which require a custodial agreement at 03/31/2008

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

Yes [] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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 S - CEDED REINSURANCE
 Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
Accident and Health - Non-affiliates						
77828	57-0523959	01/01/2008	COMPANION LIFE INS CO	Columbia, SC	SSL/LI	Yes[X] No[]
93440	06-1041332	01/01/2008	HM LIFE INS CO	Pittsburgh, PA	SSL/LI	Yes[X] No[]
93440	06-1041332	01/01/2008	HM LIFE INS CO	Pittsburgh, PA	SSL/LI	Yes[X] No[]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							9
		2	3	4	5	6	7	8	
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	L		27,345					27,345	
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	L		33,511					33,511	
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	N								
37. Oklahoma (OK)	N								
38. Oregon (OR)	N								
39. Pennsylvania (PA)	N								
40. Rhode Island (RI)	N								
41. South Carolina (SC)	N								
42. South Dakota (SD)	N								
43. Tennessee (TN)	L		4,355,156					4,355,156	
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX		4,416,012					4,416,012	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 3		4,416,012					4,416,012	
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

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

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

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	4,581,890	3,096,106
2. Cost of bonds and stocks acquired	896,400	2,680,233
3. Accrual of discount	2,569	8,230
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration for bonds and stocks disposed of		1,200,000
7. Deduct amortization of premium	2,564	2,679
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)	5,478,295	4,581,890
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	5,478,295	4,581,890

SCHEDULE D - PART 1B
Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	4,581,890	896,400		5	5,478,295			4,581,890
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	4,581,890	896,400		5	5,478,295			4,581,890
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	4,581,890	896,400		5	5,478,295			4,581,890

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

SI03 Schedule DA Part 1 NONE

SI03 Schedule DA Verification NONE

SI04 Schedule DB Part F Section 1 NONE

SI05 Schedule DB Part F Section 2 NONE

SI06 Schedule E - Verification (Cash Equivalents) NONE

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - Special Revenue, Special Assessment									
586111JU1	Memphis-Shelby County Tennessee Airport		03/26/2008	FTN Financial Capital Markets	X X X	896,400	900,000.00		1FE
3199999	Subtotal - Bonds - Special Revenue, Special Assessment				X X X	896,400	900,000.00		X X X
6099997	Subtotal - Bonds - Part 3				X X X	896,400	900,000.00		X X X
6099998	Summary Item from Part 5 for Bonds (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
6099999	Subtotal - Bonds				X X X	896,400	900,000.00		X X X
6599998	Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
7299998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
7399999	Subtotal - Preferred and Common Stocks				X X X		X X X		X X X
7499999	Total - Bonds, Preferred and Common Stocks				X X X	896,400	X X X		X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E05 Schedule D Part 4 NONE

E06 Schedule DB Part A Section 1 NONE

E06 Schedule DB Part B Section 1 NONE

E07 Schedule DB Part C Section 1 NONE

E07 Schedule DB Part D Section 1 NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9	
					6	7	8		
					Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month		Second Month
Depository	Code	Rate of Interest						*	
open depositories									
PNC Bank - Operating Account	Pittsburgh, PA		3.307	67,576	25,347	6,324,663	9,586,117	8,203,253	XXX
PNC Bank - ASO Account	Pittsburgh, PA		3.194	25,212		118,400	97,839	842,126	XXX
0199998 Deposits in	1 depositories that do not exceed the								
	allowable limit in any one depository (See Instructions) - open depositories	XXX	XXX			1,878	52,053	52,053	XXX
0199999 Totals - Open Depositories		XXX	XXX	92,788	25,347	6,444,941	9,736,009	9,097,432	XXX
0299998 Deposits in	0 depositories that do not exceed the								
	allowable limit in any one depository (See Instructions) - suspended								
	depositories	XXX	XXX						XXX
0299999 Totals - Suspended Depositories		XXX	XXX						XXX
0399999 Total Cash On Deposit		XXX	XXX	92,788	25,347	6,444,941	9,736,009	9,097,432	XXX
0499999 Cash in Company's Office		XXX	XXX	XXX	XXX				XXX
0599999 Total Cash		XXX	XXX	92,788	25,347	6,444,941	9,736,009	9,097,432	XXX

E09 Schedule E Part 2 Cash Equivalents **NONE**

Supp1 Medicare Part D Coverage Supplement **NONE**

STATEMENT AS OF **March 31, 2008** FOR **Unison Health Plan of Tennessee, Inc.**

Exhibit 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

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 2008 MAY 19 PM 1:31
 C&I TENN

Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total Individuals						
0299998 Premium due and unpaid not individually listed						
0299999 Total group						
0399999 Premiums due and unpaid from Medicare entities	551,182					551,182
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 13)	551,182					551,182

STATEMENT AS OF **March 31, 2008** FOR **Unison Health Plan of Tennessee, Inc.**

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
Pharmaceutical Rebate Receivables						
Unison Administrative Services, LLC	12,247			16,138	16,138	12,247
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables						
0299998 Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables						
0399998 Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
0499998 Capitation Arrangements Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangements Receivables						
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
0699998 Other Receivables - Not Individually Listed	284					284
0699999 Subtotal - Other Receivables						
0799999 Gross health care receivables	12,531			16,138	16,138	12,531

STATEMENT AS OF **March 31, 2008** FOR **Unison Health Plan of Tennessee, Inc.**

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
0299999 Receivables not individually listed			None				
0399999 Total gross amounts receivable							

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C&I TENNCARE

Unison Health Plan of Tennessee, Inc.
Reconciliation
MSM Reports to Report 2A
March 31, 2008

Medical Expense for at Risk business (as reported on NAIC filings)	-
Add Reinsurance Premium for at Risk business	
Payments and remaining IBNR per MSM report for 1/2008-3/2008	<u>31,494,747</u>
total payments and remaining IBNR for 2008	<u>31,494,747</u>
Medical expenses per TN report 2A	31,494,747
variance	-
	-
	0.00%

Total payments and IBNR for dates of service in 2007 from December 2007 MSM report

Jan-08	12,095,920
Feb-08	9,977,177
Mar-08	9,421,650
Apr-08	
May-08	
Jun-08	
Jul-08	
Aug-08	
Sep-08	
Oct-08	
Nov-08	
Dec-08	
Total	<u>31,494,747</u>

Unison Health Plan of Tennessee, Inc.
Reconciliation
NAIC to TN Report 2A
March 31, 2008

Revenue

NAIC	-
add back @ risk reinsurance expense	-
ASO admin fees received	2,571,591
ASO Medical services payments per MSM report	13,877,679
ASO IBNR @ 3/31/08 for DOS in 2008	17,617,068
Premium tax	<u>664,493</u>
Revenue per TN report 2A	<u><u>34,730,831</u></u>

Medical Expenses

NAIC	-
add @ risk reinsurance expense	-
ASO claims payments	13,877,679
ASO IBNR @ 12/31/07	<u>17,617,068</u>
Medical Expenses per TN report 2A	<u><u>31,494,747</u></u>

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES
March 31, 2008

Prepared in accordance with instructions from TDCI

		Current Quarter	Current Year	Previous Year
		Total	Total	Total
MEMBER MONTHS		218,543	218,543	801,183
REVENUES:				
1. TennCare Capitation	Current Qtr YTD	34,730,831	34,730,831	120,663,780
Capitation	-	-	-	-
ASO Administrative fees received	2,571,591	2,571,591	2,571,591	2,571,591
ASO Medical expense	31,494,747	31,494,747	31,494,747	31,494,747
Premium Tax Expense	664,493	664,493	664,493	664,493
2. Adverse Selection		-	-	-
3. Total (Lines 1 and 2)		34,730,831	34,730,831	120,663,780
4. Investment		46,221	46,221	211,714
5. Other Revenue (Provide detail)		-	-	-
6. TOTAL (Lines 3 to 5)		34,777,052	34,777,052	120,875,494
EXPENSES:				
Medical and Hospital Services				
7. Capitated Physician Services		202,292	202,292	732,734
8. Fee for Service Physician Services		12,768,746	12,768,746	39,875,537
9. Inpatient Hospital Services		7,430,371	7,430,371	35,086,767
10. Outpatient Services		3,938,148	3,938,148	13,562,022
11. Emergency Room Services		3,006,104	3,006,104	5,817,219
12. Mental Health Services		-	-	-
13. Dental Services		-	-	-
14. Vision Services		125,096	125,096	496,437
15. Pharmacy Services		-	-	(325)
16. Home Health Services		818,102	818,102	2,647,864
17. Chiropractic Services		-	-	1,616
18. Radiology Services		1,160,324	1,160,324	3,634,200
19. Laboratory Services		681,682	681,682	1,858,091
20. Durable Medical Equipment Services		577,249	577,249	2,136,353
21. Transportation Services		727,760	727,760	3,183,857
22. Outside Referrals		-	-	-
23. Medical Incentive Pool and Withhold Adjustments		-	-	-
24. Occupancy, Depreciation and Amortization		-	-	-
25. Other Medical and Hospital Services (Provide Detail)		94,662	94,662	324,895
27. Subtotal (Lines 7 to 26)		31,530,536	31,530,536	109,357,267
LESS:				
28. Net Reinsurance Recoveries		-	-	-
29. Copayments		4,940	4,940	23,997
30. Subrogation and Coordination of Benefits		30,849	30,849	220,515
Subtotal (Lines 27 to 29)		35,789	35,789	244,511
31. TOTAL MEDICAL AND HOSPITAL (Line 26 less 30)		31,494,747	31,494,747	109,112,756
Administration:				
32. Compensation		-	-	-
33. Marketing		-	-	-
34. Interest Expense		-	-	-
35. Premium Tax Expense		664,493	664,493	2,222,230
36. Occupancy, Depreciation and Amortization		-	-	-
37. Other Administration (Provide detail) **		2,492,350	2,492,350	8,646,370
38. TOTAL ADMINISTRATION (Lines 32 to 37)		3,156,843	3,156,843	10,868,600
39. TOTAL EXPENSES (Lines 31 and 38)		34,651,590	34,651,590	119,981,356
40. Extraordinary Item		-	-	-
41. Provision for Income Tax		53,959	53,959	274,660
42. NET INCOME/(LOSS) (Line 6 less Lines 39, 40 and 41)		71,503	71,503	619,478

** Other Administration Detail				
Administration Fees *	2,348,349	2,348,349	8,510,181	
Unpaid Claims Adjustment Expense - Change in Reserve	152,714	152,714	185,688	
ASO Admin Fees	-	-	-	
Legal Fees	-	-	-	
Accounting Fees	3,232	3,232	19,605	
Consulting	2,935	2,935	20,559	
Liability Insurance	-	-	-	
Printing	-	-	-	
Dues, Fees & Subscriptions	8	8	367	
Bank Fees	1,998	1,998	11,880	
State Tax	-	-	-	
Fines and Penalties	-	-	-	
Case Mgmt Fees	-	-	-	
TPL Administrative Fees	(16,886)	(16,886)	(101,910)	
Misc Expenses	-	-	-	
Total Other Administration	2,492,350	2,492,350	8,646,370	

* Includes Administrative Fees paid to Affiliates

Other Medical and Hospital				
Misc Medical Expense	-	-	-	
Case Management fees	94662	94,662	324,895	

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES AND EXPENSES
March 31, 2008

Prepared in accordance with instructions from TDCI

	Current Quarter	Current Year	Previous Year
	Total	Total	Total
MEMBER MONTHS	218,543	218,543	801,183
REVENUES:			
1. TennCare Capitation	34,730,831	34,730,831	120,663,780
Capitation	-	-	-
ASO Administrative fees received	2,571,591	2,571,591	-
ASO Medical expense	31,494,747	31,494,747	-
Premium Tax Expense	664,493	664,493	-
2. Adverse Selection	-	-	-
3. Total (Lines 1 and 2)	34,730,831	34,730,831	120,663,780
4. Investment	46,221	46,221	211,714
5. Other Revenue (Provide detail)	-	-	-
6. TOTAL (Lines 3 to 5)	34,777,052	34,777,052	120,875,494
EXPENSES:			
Medical and Hospital Services			
7. Capitated Physician Services	202,292	202,292	732,734
8. Fee for Service Physician Services	12,768,746	12,768,746	39,875,537
9. Inpatient Hospital Services	7,430,371	7,430,371	35,086,767
10. Outpatient Services	3,938,148	3,938,148	13,562,022
11. Emergency Room Services	3,006,104	3,006,104	5,817,219
12. Mental Health Services	-	-	-
13. Dental Services	-	-	-
14. Vision Services	125,096	125,096	496,437
15. Pharmacy Services	-	-	(325)
16. Home Health Services	818,102	818,102	2,647,864
17. Chiropractic Services	-	-	1,616
18. Radiology Services	1,160,324	1,160,324	3,634,200
19. Laboratory Services	681,682	681,682	1,858,091
20. Durable Medical Equipment Services	577,249	577,249	2,136,353
21. Transportation Services	727,760	727,760	3,183,857
22. Outside Referrals	-	-	-
23. Medical Incentive Pool and Withhold Adjustments	-	-	-
24. Occupancy, Depreciation and Amortization	-	-	-
25. Other Medical and Hospital Services (Provide Detail)	94,662	94,662	324,895
27. Subtotal (Lines 7 to 26)	31,530,536	31,530,536	109,357,267
LESS:			
28. Net Reinsurance Recoveries	-	-	-
29. Copayments	4,940	4,940	23,997
30. Subrogation and Coordination of Benefits	30,849	30,849	220,515
Subtotal (Lines 27 to 29)	35,789	35,789	244,511
31. TOTAL MEDICAL AND HOSPITAL (Line 26 less 30)	31,494,747	31,494,747	109,112,756
Administration:			
32. Compensation	-	-	-
33. Marketing	-	-	-
34. Interest Expense	-	-	-
35. Premium Tax Expense	664,493	664,493	2,222,230
36. Occupancy, Depreciation and Amortization	-	-	-
37. Other Administration (Provide detail) **	2,492,350	2,492,350	8,646,370
38. TOTAL ADMINISTRATION (Lines 32 to 37)	3,156,843	3,156,843	10,868,600
39. TOTAL EXPENSES (Lines 31 and 38)	34,651,590	34,651,590	119,981,356
40. Extraordinary Item	-	-	-
41. Provision for Income Tax	53,959	53,959	274,660
42. NET INCOME/(LOSS) (Line 6 less Lines 39, 40 and 41)	71,503	71,503	619,478

** Other Administration Detail			
Administration Fees *	2,348,349	2,348,349	8,510,181
Unpaid Claims Adjustment Expense - Change in Reserve	152,714	152,714	185,688
ASO Admin Fees	-	-	-
Legal Fees	-	-	-
Accounting Fees	3,232	3,232	19,605
Consulting	2,935	2,935	20,559
Liability Insurance	-	-	-
Printing	-	-	-
Dues, Fees & Subscriptions	8	8	367
Bank Fees	1,998	1,998	11,880
State Tax	-	-	-
Fines and Penalties	-	-	-
Case Mgmt Fees	-	-	-
TPL Administrative Fees	(16,886)	(16,886)	(101,910)
Misc Expenses	-	-	-
Total Other Administration	2,492,350	2,492,350	8,646,370

* Includes Administrative Fees paid to Affiliates

Other Medical and Hospital			
Misc Medical Expense	-	-	-
Case Management fees	94,662	94,662	324,895

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Medical Services Monitoring Report

Grand Region 131

MCO

Unison Health Plan of Tennessee, Inc.

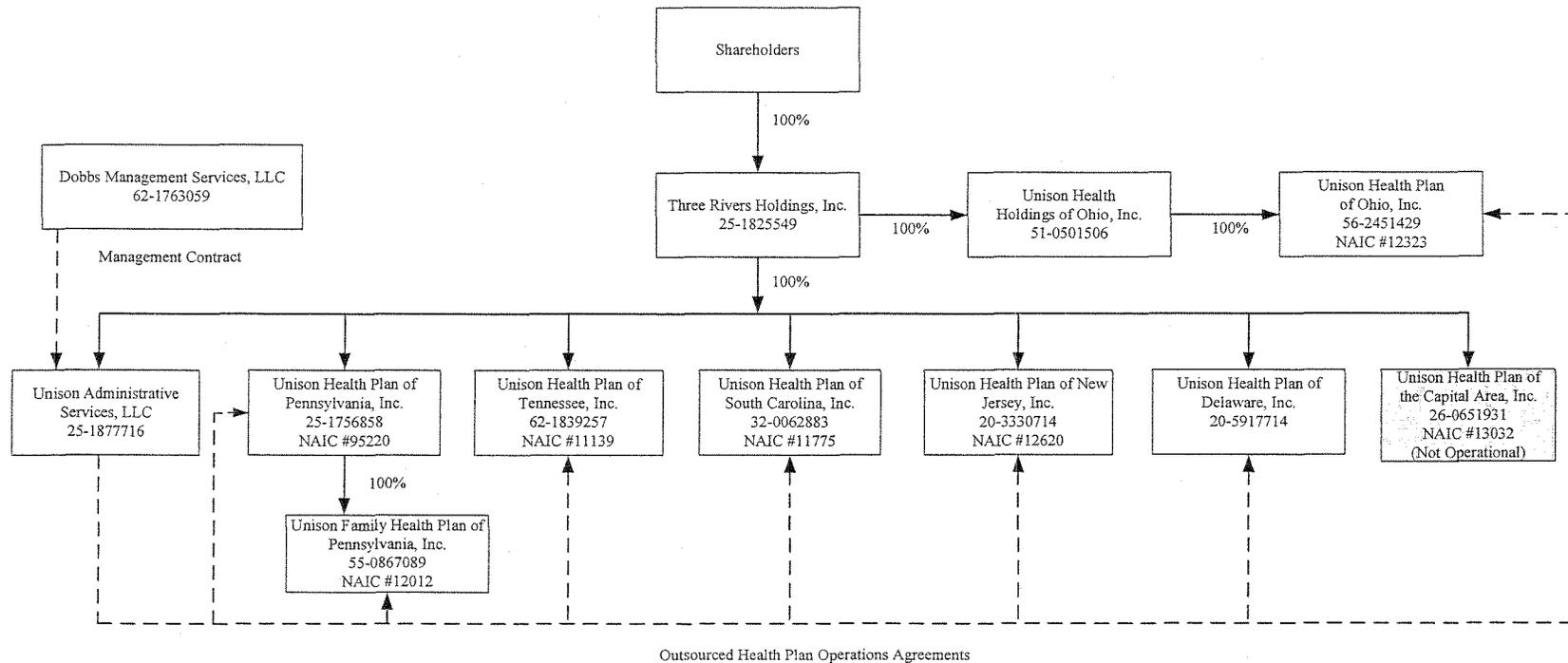
C&I TennCare Reporting Month

Mar-08

	2007						2008			For the Year Ended 6/30/2008	Cumulative Grand Total
	Incurred Month						Incurred Month				
	July	August	September	October	November	December	January	February	March		
Enrollment	68,082	69,399	70,675	71,588	72,124	72,534	72,588	72,882	72,582	642,454	3,745,183
TennCare Medical Fund Target	6,975,509	7,100,012	7,217,106	7,312,467	7,330,938	7,352,674	7,350,711	7,346,110	7,277,155	65,262,682	397,171,383
Payments for Medical Services for the Month											
UB 92 Payments by the Claims Processing System	4,899,256	4,873,114	4,687,364	5,162,274	4,900,681	3,837,833	4,581,893	2,546,291	110,452	35,599,159	222,501,400
HCFA1500 Payments by the Claims Processing System	3,573,078	4,098,831	3,423,882	3,900,045	3,575,183	3,063,767	3,341,796	2,456,673	232,567	27,665,822	175,017,314
Dental Payments by the Claims Processing System	0	0	0	0	0	0	0	0	0	0	0
Capitation Payments	152,747	154,968	158,367	160,949	159,983	160,378	161,957	163,719	167,423	1,440,492	7,988,413
Pharmacy Payments	0	0	0	0	0	0	0	0	0	0	14,574,527
Subcontractor Payments for Medical Services											0
Reinsurance Payment	0	0	0	0	0	0	0	0	0	0	1,426,053
Case Management Fees *	16,872	41,667	19,245	26,901	48,515	18,369	20,712	27,925	46,024	266,231	1,248,545
Other Payments/Adjustments to Medical Costs	6,326	6,662	27,508	8,470	7,354	7,847	6,739	6,739	6,767	84,412	499,009
Less:											
BHO Capitation Revenue										0	0
Pharmacy Rebates	0	0	0	0	0	0	0	0	0	0	531,274
Recoveries not Reflected in Claims Payments	0	0	0	0	0	0	0	0	0	0	1,281,601
Total Payments for the month	8,648,279	9,175,242	8,316,367	9,258,639	8,691,716	7,088,194	8,113,097	5,201,347	563,234	65,056,115	421,442,387
Remaining IBNR for the month	1,591,929	339,786	418,744	560,782	796,107	1,089,179	3,982,823	4,775,829	8,858,416	22,413,595	24,081,171
Payments and Remaining IBNR for the month	10,240,208	9,515,029	8,735,111	9,819,421	9,487,823	8,177,372	12,095,920	9,977,177	9,421,650	87,469,710	445,523,558
Per Member Expense	150.41	137.11	123.60	137.17	131.55	112.74	166.64	136.89	129.81	136.15	118.96
Per Member Month Exp. For Quarter			136.87			127.10			144.44		
Per Member Month Exp. For Quarter in 2008			0.00			0.00			144.44		
Per Member Month Exp. For Quarter in 2007			136.87			127.10			140.67		
Per Member Month Exp. For Quarter in 2006			135.68			121.68			125.71		
Per Member Month Exp. For Quarter in 2005			110.02			99.61			112.50		
Per Member Month Exp. For Quarter in 2004			106.58			104.00			99.71		
Per Member Month Exp. For Quarter in 2003			105.64			90.15			119.36		
Percent Change From 2007 to 2008			0.00%			0.00%			2.68%		
Percent Change From 2006 to 2007			0.88%			4.45%			11.90%		
Percent Change From 2005 to 2006			23.32%			22.16%			11.74%		
Percent Change From 2004 to 2005			3.24%			-4.22%			12.82%		
Percent Change From 2003 to 2004			0.89%			15.37%			-16.46%		
Medical Services Budget for Quarter			127.29			127.29			127.29		
(Over)/Under Budget			(9.58)			0.19			(17.15)		

* Case Management Fees are calculated quarterly. These amounts v

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



Q14

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



11139200836500001

2008

Document Code: 365

Medical Services Monitoring Report
Grand Region

MCO

Unison Health Plan of Tennessee, Inc.

Reporting Month	2006						2007						For the Year Ended 6/30/2007
	Incurred Month						Incurred Month						
	July	August	September	October	November	December	January	February	March	April	May	June	
Mar-08													
Enrollment	60,461	60,943	62,038	62,612	63,028	62,783	63,313	63,840	64,277	65,282	65,920	66,804	761,301
TennCare Medical Fund Target	6,235,312	6,298,056	6,398,815	6,449,674	6,489,828	6,443,149	6,509,713	6,555,078	6,604,446	6,705,356	6,768,976	6,855,689	78,314,092
Payments for Medical Services for the Month													
UB 92 Payments by the Claims Processing System	5,046,255	4,765,952	4,479,151	3,810,077	4,907,834	3,876,656	6,528,665	4,995,280	4,421,210	4,603,415	5,044,080	5,041,087	57,519,663
HCFA1500 Payments by the Claims Processing System	2,833,362	3,487,896	3,202,212	3,240,176	3,140,125	3,052,193	3,473,165	3,201,383	3,445,034	3,373,430	3,630,224	3,402,793	39,481,993
Dental Payments by the Claims Processing System	0	0	0	0	0	0	0	0	0	0	0	0	0
Capitation Payments	129,561	134,504	135,653	137,479	138,864	137,685	139,829	141,430	141,525	144,458	145,946	148,046	1,674,981
Pharmacy Payments	0	0	0	0	0	0	0	0	0	0	0	0	0
Subcontractor Payments for Medical Services													
Reinsurance Payment	0	0	0	0	0	0	0	0	0	0	0	0	0
Case Management Fees *	13,602	36,348	19,730	16,684	36,192	17,739	18,513	18,958	49,014	17,588	29,708	19,545	293,621
Other Payments/Adjustments to Medical Costs	7,244	7,348	8,620	9,471	6,150	6,830	6,230	6,171	10,898	6,355	6,971	6,559	88,848
Less:													
BHO Capitation Revenue													0
Pharmacy Rebates	0	0	0	0	0	0	0	0	0	0	0	0	0
Recoveries not Reflected in Claims Payments	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Payments for the month	8,030,024	8,432,048	7,845,366	7,213,887	8,229,165	7,091,104	10,166,402	8,363,223	8,067,682	8,145,246	8,856,930	8,618,030	99,059,106
Remaining IBNR for the month	504,526	20,937	56,613	35,242	324,859	33,826	201,007	74,267	56,192	102,506	112,298	120,031	1,642,304
Payments and Remaining IBNR for the month	8,534,549	8,452,986	7,901,979	7,249,129	8,554,024	7,124,930	10,367,409	8,437,489	8,123,874	8,247,752	8,969,228	8,738,061	100,701,410
Per Member Expense	141.16	138.70	127.37	115.78	135.72	113.49	163.75	132.17	126.39	126.34	136.06	130.80	132.28
Per Member Month Exp. For Quarter			135.68			121.68			140.67			131.08	
Per Member Month Exp. For Quarter in 2008			0.00			0.00			0.00			0.00	
Per Member Month Exp. For Quarter in 2007			0.00			0.00			140.67			131.08	
Per Member Month Exp. For Quarter in 2006			135.68			121.68			125.71			116.64	
Per Member Month Exp. For Quarter in 2005			110.02			99.61			112.50			116.11	
Per Member Month Exp. For Quarter in 2004			106.58			104.00			99.71			98.32	
Per Member Month Exp. For Quarter in 2003			105.64			90.15			119.36			121.49	
Percent Change From 2007 to 2008			0.00%			0.00%			0.00%			0.00%	
Percent Change From 2006 to 2007			0.00%			0.00%			11.90%			12.38%	
Percent Change From 2005 to 2006			23.32%			22.16%			11.74%			0.46%	
Percent Change From 2004 to 2005			3.24%			-4.22%			12.82%			18.09%	
Percent Change From 2003 to 2004			0.89%						-16.46%			-19.07%	
Medical Services Budget for Quarter			127.29			127.29			127.29			127.29	
(Over)/Under Budget			(8.39)			5.61			(13.38)			(3.79)	

* Case Management Fees are calculated quarterly. These amounts v

Medical Services Monitoring Report
Grand Region

MCO													For the Year Ended 6/30/2006
Unison Health Plan of Tennessee, Inc.													
Reporting Month Mar-08													
	2005						2006						
	Incurred Month						Incurred Month						
	July	August	September	October	November	December	January	February	March	April	May	June	
Enrollment	52,416	52,185	52,190	55,390	54,571	54,621	55,520	55,427	56,158	57,003	57,492	58,235	661,208
TennCare Medical Fund Target	5,708,701	5,536,883	5,343,754	5,620,904	5,513,124	5,523,479	5,603,896	5,651,851	5,749,426	5,837,750	5,919,398	6,011,763	68,020,928
Payments for Medical Services for the Month													
UB 92 Payments by the Claims Processing System	3,181,136	3,296,232	3,113,497	3,177,195	2,720,713	3,076,081	5,326,267	3,460,147	4,145,284	3,689,307	4,424,042	3,202,778	42,812,680
HCFA 1500 Payments by the Claims Processing System	2,444,162	2,634,155	2,219,762	2,352,025	2,322,012	2,325,088	2,545,474	2,376,459	2,748,898	2,537,202	3,011,978	2,820,529	30,337,744
Dental Payments by the Claims Processing System	0	0	0	0	0	0	0	0	0	0	0	0	0
Capitation Payments	97,301	100,217	104,577	114,418	118,564	118,152	116,338	116,619	119,362	121,951	123,939	124,112	1,375,550
Pharmacy Payments	0	0	0	0	0	0	0	0	0	0	0	0	0
Subcontractor Payments for Medical Services	0	0	0	0	0	0	0	0	0	0	0	0	0
Reinsurance Payment	0	0	0	0	0	0	0	0	0	0	0	0	0
Case Management Fees *	10,425	13,868	16,986	13,623	20,296	13,956	6,333	8,338	17,342	12,036	20,612	13,579	167,395
Other Payments/Adjustments to Medical Costs	6,383	6,000	6,023	9,003	7,017	6,024	6,050	6,666	6,638	6,902	7,154	6,591	80,451
Less:													
BHO Capitation Revenue													0
Pharmacy Rebates	0	0	0	0	0	0	0	0	0	0	0	0	0
Recoveries not Reflected in Claims Payments	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Payments for the month	5,739,406	6,050,473	5,460,845	5,666,265	5,188,603	5,539,301	8,000,461	5,968,229	7,037,525	6,367,398	7,587,724	6,167,590	74,773,819
Remaining IBNR for the month	0	(1)	(0)	(1)	0	(0)	(0)	(0)	(0)	3,693	4,428	17,153	25,273
Payments and Remaining IBNR for the month	5,739,406	6,050,472	5,460,845	5,666,264	5,188,603	5,539,301	8,000,461	5,968,228	7,037,525	6,371,090	7,592,153	6,184,743	74,799,092
Per Member Expense	109.50	115.94	104.63	102.30	95.08	101.41	144.10	107.68	125.32	111.77	132.06	106.20	113.12
Per Member Month Exp. For Quarter			110.02			99.61			125.71			116.64	
Per Member Month Exp. For Quarter in 2008			0.00			0.00			0.00			0.00	
Per Member Month Exp. For Quarter in 2007			0.00			0.00			0.00			0.00	
Per Member Month Exp. For Quarter in 2006			0.00			0.00			125.71			116.64	
Per Member Month Exp. For Quarter in 2005			110.02			99.61			112.50			116.11	
Per Member Month Exp. For Quarter in 2004			106.58			104.00			99.71			98.32	
Per Member Month Exp. For Quarter in 2003			105.64			90.15			119.36			121.49	
Percent Change From 2007 to 2008			0.00%			0.00%			0.00%			0.00%	
Percent Change From 2006 to 2007			0.00%			0.00%			0.00%			0.00%	
Percent Change From 2005 to 2006			0.00%			0.00%			11.74%			0.46%	
Percent Change From 2004 to 2005			3.24%			-4.22%			12.82%			18.09%	
Percent Change From 2003 to 2004			0.89%			15.37%			-16.46%			-19.07%	
Medical Services Budget for Quarter			105.15			121.92			128.08			141.07	
(Over)/Under Budget			(4.87)			22.31			2.37			24.43	

* Case Management Fees are calculated quarterly. These amounts v

**Medical Services Monitoring Report
Grand Region**

MCO

Unison Health Plan of Tennessee, Inc.	2004												For the Year Ended 6/30/2005
	Incurred Month						Incurred Month						
	July	August	September	October	November	December	January	February	March	April	May	June	
Enrollment	46,867	47,479	48,104	49,054	49,016	49,233	49,600	49,920	50,105	50,659	51,215	51,684	592,936
TennCare Medical Fund Target	5,169,291	5,255,787	5,325,065	5,426,207	5,455,596	5,489,620	5,552,253	5,583,363	5,576,291	5,642,243	5,691,243	5,741,383	65,908,341
Payments for Medical Services for the Month													
UB 92 Payments by the Claims Processing System	2,294,136	2,812,756	2,811,485	3,034,135	2,554,806	2,758,886	3,273,912	3,089,153	2,997,163	3,612,086	3,019,007	3,517,422	35,774,947
HCFA1500 Payments by the Claims Processing System	2,164,147	2,345,876	2,349,424	2,304,212	2,256,576	2,234,999	2,371,744	2,303,435	2,439,184	2,409,603	2,475,963	2,453,985	28,109,148
Dental Payments by the Claims Processing System	0	0	0	0	0	0	0	0	0	0	0	0	0
Capitation Payments	78,746	80,109	81,041	83,460	86,595	86,676	87,434	89,027	90,734	92,481	94,667	96,166	1,047,137
Pharmacy Payments	0	0	0	0	0	0	0	0	0	0	0	0	0
Subcontractor Payments for Medical Services													0
Reinsurance Payment	44,497	44,887	46,061	47,784	48,553	48,084	48,802	48,792	48,962	49,380	50,539	51,883	578,224
Case Management Fees *	9,706	21,373	10,367	14,001	23,431	8,357	10,423	18,106	21,222	11,033	24,802	15,107	187,929
Other Payments/Adjustments to Medical Costs	8,718	6,050	6,094	6,298	6,238	6,631	6,789	6,395	6,296	6,394	6,956	9,649	82,508
Less:													
BHO Capitation Revenue													0
Pharmacy Rebates	0	0	0	0	0	0	0	0	0	0	0	0	0
Recoveries not Reflected in Claims Payments	0	0	33,732	92,633	97,127	100,364	42,884	38,734	42,884	41,501	71,898	53,650	615,407
Total Payments for the month	4,599,950	5,311,050	5,270,741	5,397,256	4,879,071	5,043,270	5,756,221	5,516,174	5,560,677	6,139,475	5,600,036	6,090,563	65,164,486
Remaining IBNR for the month	(0)	1	(1)	(0)	1	(0)	(0)	0	0	(0)	(1)	0	(0)
Payments and Remaining IBNR for the month	4,599,950	5,311,051	5,270,740	5,397,256	4,879,072	5,043,270	5,756,221	5,516,174	5,560,677	6,139,475	5,600,036	6,090,563	65,164,486
Per Member Expense	98.15	111.86	109.57	110.03	99.54	102.44	116.05	110.50	110.98	121.19	109.34	117.84	109.90
Per Member Month Exp. For Quarter			106.58			104.00			112.50			116.11	
Per Member Month Exp. For Quarter in 2008			0.00			0.00			0.00			0.00	
Per Member Month Exp. For Quarter in 2007			0.00			0.00			0.00			0.00	
Per Member Month Exp. For Quarter in 2006			0.00			0.00			0.00			0.00	
Per Member Month Exp. For Quarter in 2005			0.00			0.00			112.50			116.11	
Per Member Month Exp. For Quarter in 2004			106.58			104.00			99.71			98.32	
Per Member Month Exp. For Quarter in 2003			105.64			90.15			119.36			121.49	
Percent Change From 2007 to 2008			0.00%			0.00%			0.00%			0.00%	
Percent Change From 2006 to 2007			0.00%			0.00%			0.00%			0.00%	
Percent Change From 2005 to 2006			0.00%			0.00%			0.00%			0.00%	
Percent Change From 2004 to 2005			0.00%			0.00%			12.82%			18.09%	
Percent Change From 2003 to 2004			0.89%			15.37%			-16.46%			-19.07%	
Medical Services Budget for Quarter			0.00			0.00			0.00			0.00	
(Over)/Under Budget			0.00			0.00			0.00			0.00	

* Case Management Fees are calculated quarterly. These amounts v

Medical Services Monitoring Report
Grand Region

MCO

Unison Health Plan of Tennessee, Inc.

Reporting Month	2003						2004						For the Year Ended 6/30/2004
	Incurred Month						Incurred Month						
	July	August	September	October	November	December	January	February	March	April	May	June	
Mar-08													
Enrollment	44,526	44,900	45,269	45,583	45,869	45,892	46,029	46,187	46,478	46,586	46,648	46,759	550,726
TennCare Medical Fund Target	4,833,010	4,875,463	4,894,248	4,939,736	4,981,542	4,968,980	5,010,947	5,048,189	5,110,362	5,107,905	5,134,825	5,162,133	60,067,342
Payments for Medical Services for the Month													
UB 92 Payments by the Claims Processing System	2,230,017	2,324,696	2,838,658	2,006,269	1,911,909	1,968,906	2,591,437	2,429,149	1,983,487	2,203,053	2,134,748	2,534,453	27,156,780
HCFA1500 Payments by the Claims Processing System	2,100,950	2,170,746	2,251,251	2,255,408	1,965,024	2,223,954	2,131,012	2,108,633	2,323,583	2,137,055	2,118,320	2,255,843	26,041,778
Dental Payments by the Claims Processing System	0	0	0	0	0	0	0	0	0	0	0	0	0
Capitation Payments	73,548	73,803	75,284	76,202	77,538	77,056	77,646	77,787	78,402	78,317	77,917	78,681	922,180
Pharmacy Payments	0	0	0	0	0	0	0	0	0	0	0	0	0
Subcontractor Payments for Medical Services													0
Reinsurance Payment	32,953	33,753	34,295	34,187	35,024	34,633	34,670	35,009	35,140	35,088	35,397	35,181	415,329
Case Management Fees *	9,496	20,061	9,696	12,449	17,425	10,452	9,220	9,342	21,003	12,430	21,465	10,987	164,026
Other Payments/Adjustments to Medical Costs	6,633	8,262	8,206	7,170	6,059	6,706	6,473	6,283	6,005	6,240	6,824	6,550	81,411
Less:													
BHO Capitation Revenue													0
Pharmacy Rebates	0	0	0	0	0	0	0	0	0	0	0	0	0
Recoveries not Reflected in Claims Payments	0	5,575	68,020	70,287	130,135	144,880	62,348	29,930	42,313	23,747	0	0	577,234
Total Payments for the month	4,453,596	4,625,745	5,149,370	4,321,397	3,882,844	4,176,827	4,788,111	4,636,273	4,405,307	4,448,436	4,394,670	4,921,694	54,204,270
Remaining IBNR for the month	(0)	0	(0)	0	0	(0)	0	0	0	(0)	0	0	(0)
Payments and Remaining IBNR for the month	4,453,596	4,625,745	5,149,370	4,321,397	3,882,844	4,176,827	4,788,111	4,636,273	4,405,307	4,448,436	4,394,671	4,921,694	54,204,270
Per Member Expense	100.02	103.02	113.75	94.80	84.65	91.01	104.02	100.38	94.78	95.49	94.21	105.26	98.42
Per Member Month Exp. For Quarter			105.64			90.15			99.71			98.32	
Per Member Month Exp. For Quarter in 2008			0.00			0.00			0.00			0.00	
Per Member Month Exp. For Quarter in 2007			0.00			0.00			0.00			0.00	
Per Member Month Exp. For Quarter in 2006			0.00			0.00			0.00			0.00	
Per Member Month Exp. For Quarter in 2005			0.00			0.00			0.00			0.00	
Per Member Month Exp. For Quarter in 2004			0.00			0.00			99.71			98.32	
Per Member Month Exp. For Quarter in 2003			105.64			90.15			119.36			121.49	
Percent Change From 2007 to 2008			0.00%			0.00%			0.00%			0.00%	
Percent Change From 2006 to 2007			0.00%			0.00%			0.00%			0.00%	
Percent Change From 2005 to 2006			0.00%			0.00%			0.00%			0.00%	
Percent Change From 2004 to 2005			0.00%			0.00%			0.00%			0.00%	
Percent Change From 2003 to 2004			0.00%			0.00%			-16.46%			-19.07%	
Medical Services Budget for Quarter			0.00			0.00			0.00			0.00	
(Over)/Under Budget			0.00			0.00			0.00			0.00	

* Case Management Fees are calculated quarterly. These amounts v

Medical Services Monitoring Report
Grand Region

MCO

Union Health Plan of Tennessee, Inc.

Reporting Month	2002							2003						For the Year Ended 6/30/2003
	Incurred Month							Incurred Month						
	Pr. To 7/02	July	August	September	October	November	December	January	February	March	April	May	June	
Enrollment		45,330	46,146	44,777	46,196	45,065	43,867	44,178	44,479	44,370	43,848	44,138	44,164	536,558
Managed Care Medical Fund Target		5,257,183	5,331,621	5,118,410	5,144,746	4,992,170	4,824,908	4,839,536	4,870,689	4,853,177	4,774,421	4,798,214	4,792,924	59,597,999
Payments for Medical Services for the Month														
392 Payments by the Claims Processing System	42,090	2,051,605	1,686,242	2,157,020	2,002,271	1,911,439	1,636,562	2,053,296	1,811,510	2,090,064	1,949,913	1,880,622	2,365,537	23,638,171
FA1500 Payments by the Claims Processing System	10,263	1,869,778	1,966,575	1,919,700	2,065,559	1,816,659	1,844,035	1,986,942	1,836,171	2,099,946	2,007,458	1,964,484	1,993,259	23,380,828
Initial Payments by the Claims Processing System	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Capitation Payments	9	285,512	290,969	290,625	76,028	74,396	72,314	73,500	72,508	73,107	71,561	70,660	76,883	1,528,073
Pharmacy Payments	3,668	1,152,506	1,140,962	1,144,356	1,258,303	1,169,655	1,247,494	1,299,604	1,213,844	1,303,109	1,238,676	1,211,905	1,190,444	14,574,527
Subcontractor Payments for Medical Services														0
Insurance Payment	0	36,512	37,039	36,976	36,725	36,295	35,390	34,254	36,046	36,214	34,968	35,750	36,332	432,500
Case Management Fees *	0	11,383	18,714	11,763	11,697	23,296	8,592	9,587	9,535	20,523	9,279	22,199	12,774	169,344
Other Payments/Adjustments to Medical Costs	1,193	6,000	6,064	6,122	6,812	6,443	6,132	7,716	6,429	5,924	6,199	7,675	8,672	81,380
Less:														
Capitation Revenue														0
Pharmacy Rebates	0	42,396	43,157	43,157	46,309	45,174	43,974	43,692	43,990	43,882	44,974	45,271	45,298	531,274
Recoveries not Reflected in Claims Payments	0	0	0	0	0	0	14,065	28,131	28,131	14,065	4,568	0	0	88,960
Total Payments for the month	57,223	5,370,900	5,103,409	5,523,406	5,411,085	4,993,008	4,792,480	5,393,077	4,913,922	5,570,940	5,268,512	5,148,024	5,638,604	63,184,590
Remaining IBNR for the month	0	0	0	0	0	0	0	0	0	0	0	0	(0)	0
Payments and Remaining IBNR for the month	57,223	5,370,900	5,103,409	5,523,406	5,411,085	4,993,008	4,792,480	5,393,077	4,913,922	5,570,940	5,268,512	5,148,024	5,638,604	63,184,590
Per Member Expense	0.00	118.48	110.59	123.35	117.13	110.80	109.25	122.08	110.48	125.56	120.15	116.63	127.67	117.76
Per Member Month Exp. For Quarter				117.41			112.46			119.36				121.49
Per Member Month Exp. For Quarter in 2008				0.00			0.00			0.00				0.00
Per Member Month Exp. For Quarter in 2007				0.00			0.00			0.00				0.00
Per Member Month Exp. For Quarter in 2006				0.00			0.00			0.00				0.00
Per Member Month Exp. For Quarter in 2005				0.00			0.00			0.00				0.00
Per Member Month Exp. For Quarter in 2004				0.00			0.00			0.00				0.00
Per Member Month Exp. For Quarter in 2003				0.00			0.00			119.36				121.49
Percent Change From 2007 to 2008				0.00%			0.00%			0.00%				0.00%
Percent Change From 2006 to 2007				0.00%			0.00%			0.00%				0.00%
Percent Change From 2005 to 2006				0.00%			0.00%			0.00%				0.00%
Percent Change From 2004 to 2005				0.00%			0.00%			0.00%				0.00%
Percent Change From 2003 to 2004				0.00%			0.00%			0.00%				0.00%
Medical Services Budget for Quarter				0.00			0.00			0.00				0.00
Over/Under Budget				0.00			0.00			0.00				0.00

Case Management Fees are calculated quarterly. These amounts will be updated quarterly.