

QUARTERLY STATEMENT

OF THE

UAHC HEALTH PLAN OF TENNESSEE

of MEMPHIS

in the state of TENNESSEE

TO THE

Insurance Department

OF THE

STATE OF

TENNESSEE

FOR THE QUARTER ENDED

June 30, 2009

HEALTH

2009



0000200920100120

HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2009
OF THE CONDITION AND AFFAIRS OF THE
UAHC Health Plan of Tennessee Inc

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

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

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

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

Statutory Home Office: 6555 Quince, Suite 300A, Memphis, TN 38119
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office: 6555 Quince, Suite 300A
(Street and Number)
Memphis, TN 38119 901-348-2201
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address: 6555 Quince, Suite 300A, Memphis, TN 38119
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records: 6555 Quince, Suite 300A, Memphis, TN 38119, 901-348-2201
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address: N/A

Statutory Statement Contact: Anita Davis, 901-348-4422
(Name) (Area Code) (Telephone Number) (Extension)
adavis@uahc.com, 901-348-2212
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title
1. <u>Stephanie Dowell</u>	<u>Chief Executive Officer</u>
2. <u>Anita Davis #</u>	<u>Chief Financial Officer</u>
3. _____	_____

VICE-PRESIDENTS

Name	Title	Name	Title
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

DIRECTORS OR TRUSTEES

<u>Stephanie Dowell</u>	<u>Stephen Harris</u>	<u>Tom Goss</u>	<u>Samuel King</u>
<u>Grover Barnes, M.D.</u>	<u>Kingsley Oraedu, M.D.</u>	<u>Griselle Figueredo, M.D.</u>	<u>Lloyd Robinson</u>
<u>Logan Miller, M.D.</u>	<u>Neal Beckford, M.D.</u>	<u>Stan Sawyer</u>	<u>William Brooks</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

State of Tennessee
County of Shelby ss

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

(Signature)	(Signature)	(Signature)
<u>Stephanie Dowell</u>	<u>Anita Davis</u>	_____
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
<u>Chief Executive Officer</u>	<u>Chief Financial Officer</u>	_____
(Title)	(Title)	(Title)

Subscribed and sworn to before me this
17th day of September, 2009

a. Is this an original filing? Yes No

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

MY COMMISSION EXPIRES:
December 7 2011

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	3,164,738		3,164,738	10,553,424
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 (\$ 4,769,944), cash equivalents (\$ 0), and short-term investments (\$ 4,090,816)	8,860,760		8,860,760	6,676,341
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)	12,025,498		12,025,498	17,229,765
11. Title plants less \$ 0 charged off (for Title insurers only)				
12. Investment income due and accrued	38,532		38,532	177,784
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	39,429		39,429	816,797
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)				
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers				
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset				
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software				
19. Furniture and equipment, including health care delivery assets (\$ 0)				
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates				
22. Health care (\$ 118,121) and other amounts receivable	952,366	79,121	873,245	35,000
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)	13,055,825	79,121	12,976,704	18,259,346
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	13,055,825	79,121	12,976,704	18,259,346

DETAILS OF WRITE-IN LINES				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 09 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 09 above)				
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)	2,019,000		2,019,000	1,878,000
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	140,000		140,000	182,000
4. Aggregate health policy reserves				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	257,768		257,768	209,621
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 0 on realized gains (losses))	1,194,833		1,194,833	1,194,833
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				116,818
16. Payable for securities				
17. Funds held under reinsurance treaties (with \$ 0 authorized reinsurers and \$ 0 unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured plans				
21. Aggregate write-ins for other liabilities (including \$ 0 current)	953,719		953,719	1,578,397
22. Total liabilities (Lines 1 to 21)	4,565,320		4,565,320	5,159,669
23. Aggregate write-ins for special surplus funds	X X X	X X X		
24. Common capital stock	X X X	X X X	200,000	200,000
25. Preferred capital stock	X X X	X X X	12,550,000	12,550,000
26. Gross paid in and contributed surplus	X X X	X X X		
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	(4,338,616)	349,677
30. Less treasury stock, at cost:				
30.1 0 shares common (value included in Line 24 \$ 0)	X X X	X X X		
30.2 0 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	8,411,384	13,099,677
32. Total liabilities, capital and surplus (Lines 22 and 31)	X X X	X X X	12,976,704	18,259,346

DETAILS OF WRITE-IN LINES				
2101. PREMIUM TAX PAYABLE	39,429		39,429	816,796
2102. A/P - OTHER	5,146		5,146	29,181
2103. MEDICARE LIS (OVER/UNDER)	671,943		671,943	607,319
2198. Summary of remaining write-ins for Line 21 from overflow page	237,201		237,201	125,101
2199. Totals (Lines 2101 through 2103 plus 2198) (Line 21 above)	953,719		953,719	1,578,397
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		Prior Year	Prior Year Ended
	To Date		To Date	December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	X X X	4,121	613,739	1,002,447
2. Net premium income (including \$ 0 non-health premium income)	X X X	5,859,618	5,806,585	11,063,240
3. Change in unearned premium reserves and reserve for rate credits	X X X			
4. Fee-for-service (net of \$ 0 medical expenses)	X X X			
5. Risk revenue	X X X			
6. Aggregate write-ins for other health care related revenues	X X X		1,438,205	2,381,946
7. Aggregate write-ins for other non-health revenues	X X X			
8. Total revenues (Lines 2 to 7)	X X X	5,859,618	7,244,790	13,445,186
Hospital and Medical:				
9. Hospital/medical benefits		2,988,081	2,428,898	5,177,723
10. Other professional services		1,190,864	1,265,929	2,514,932
11. Outside referrals				
12. Emergency room and out-of-area		69,549	80,672	153,713
13. Prescription drugs		1,031,201	1,093,932	2,302,426
14. Aggregate write-ins for other hospital and medical		99,000	354,439	(148,188)
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)		5,378,695	5,223,870	10,000,606
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)		5,378,695	5,223,870	10,000,606
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 261,436 cost containment expenses		401,770	391,870	795,213
21. General administrative expenses		5,958,933	1,535,331	3,307,458
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)		11,739,398	7,151,071	14,103,277
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(5,879,780)	93,719	(658,091)
25. Net investment income earned		144,252	376,514	659,168
26. Net realized capital gains (losses) less capital gains tax of \$ 0				
27. Net investment gains (losses) (Lines 25 plus 26)		144,252	376,514	659,168
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	(5,735,528)	470,233	1,077
31. Federal and foreign income taxes incurred	X X X		418,386	418,386
32. Net income (loss) (Lines 30 minus 31)	X X X	(5,735,528)	51,847	(417,309)

DETAILS OF WRITE-IN LINES				
0601. TENNCARE SHARED RISK REVENUE	X X X		1,438,205	2,381,946
0602.	X X X			
0603.	X X X			
0698. Summary of remaining write-ins for Line 06 from overflow page	X X X			
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 06 above)	X X X		1,438,205	2,381,946
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798. Summary of remaining write-ins for Line 07 from overflow page	X X X			
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 07 above)	X X X			
1401. MEDICARE ACCRUAL		99,000	354,439	(148,188)
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)		99,000	354,439	(148,188)
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	13,099,677	14,616,274	14,616,274
34. Net income or (loss) from Line 32	(5,735,528)	51,847	(417,309)
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	(26,762)	(129,627)	(35,137)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax		281,564	(797,536)
39. Change in nonadmitted assets	1,073,996	30,568	(266,615)
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)	(4,688,294)	234,352	(1,516,597)
49. Capital and surplus end of reporting period (Line 33 plus 48)	8,411,383	14,850,626	13,099,677

DETAILS OF WRITE-IN LINES			
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	2
Cash from Operations	Current Year To Date	Prior Year Ended December 31
1. Premiums collected net of reinsurance	6,636,986	11,310,972
2. Net investment income	283,504	822,689
3. Miscellaneous income		2,381,946
4. Total (Lines 1 to 3)	6,920,490	14,515,607
5. Benefit and loss related payments	5,237,695	10,237,326
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions	6,354,556	3,930,160
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)		547,549
10. Total (Lines 5 through 9)	11,592,251	14,715,035
11. Net cash from operations (Line 4 minus Line 10)	(4,671,761)	(199,428)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	14,658,291	11,405,265
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	28,122	
12.8 Total investment proceeds (Lines 12.1 to 12.7)	14,686,413	11,405,265
13. Cost of investments acquired (long-term only):		
13.1 Bonds	7,265,000	12,363,747
13.2 Stocks		
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications	32,726	108,658
13.7 Total investments acquired (Lines 13.1 to 13.6)	7,297,726	12,472,405
14. Net increase (or decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	7,388,687	(1,067,140)
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)	(532,507)	(790,485)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(532,507)	(790,485)
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)	2,184,419	(2,057,053)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	6,676,341	8,733,394
19.2 End of period (Line 18 plus Line 19.1)	8,860,760	6,676,341

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

20.0001		
20.0002		
20.0003		

Report #2A TENNCARE OPERATIONS STATEMENT OF REVENUE AND EXPENSES

Statement as of June 30, 2009 of UAHC Health Plan of TN, Inc.

		Current Period	Current Year to Date	Prior Calendar Year
	MEMBER MONTHS	-	-	992,434
	REVENUES:			
1.	TennCare Capitation	1,853,236	6,812,235	199,841,236
2.	Investment	51,766	144,252	659,168
3.	Other Revenue (Provide detail)	1,267,069	2,135,511	23,775,744
4.	TOTAL REVENUES (Lines 1 to 3)	3,172,071	9,091,998	224,276,148
	EXPENSES:			
	Medical and Hospital Services			
5.	Capitated Physician Services	-	-	4,853,135
6.	Fee-for-Service Physician Services	(145,477)	89,160	19,145,656
7.	Inpatient Hospital Services	992,539	2,248,994	42,722,689
8.	Outpatient Services	887,326	2,634,153	69,327,207
9.	Emergency Room Services	54,632	262,761	25,104,839
10.	Mental Health Services	-	-	-
11.	Dental Services	-	-	-
12.	Vision Services	677	9,732	1,660,010
13.	Pharmacy Services	-	-	-
14.	Home Health Services	17,954	49,654	1,287,015
15.	Chiropractic Services	-	-	-
16.	Radiology Services	15,486	64,816	3,721,992
17.	Laboratory Services	2,516	21,495	1,723,396
18.	Durable Medical Equipment Services	58,271	194,886	2,251,078
19.	Transportation Services	6,923	36,525	7,400,564
20.	Outside Referrals	-	-	-
21.	Medical Incentive Pool and Withhold Adjustments	-	-	-
22.	Occupancy, Depreciation, and Amortization	-	-	-
23.	Other Medical and Hospital Services (Provide detail)	1,247,881	1,675,794	25,815,720
24.	Subtotal (Lines 5 to 23)	3,138,727	7,287,970	205,013,300
25.	Reinsurance Expenses Net of Recoveries	-	-	-
	LESS:			
26.	Copayments	-	-	-
27.	Subrogation	-	-	-
28.	Coordination of Benefits	(147,094)	(282,290)	(1,467,011)
29.	Subtotal (Lines 26 to 28)	(147,094)	(282,290)	(1,467,011)
30.	TOTAL MEDICAL AND HOSPITAL (Lines 24 and 25 less 29)	2,991,633	7,005,680	203,546,289
	Administration:			
31.	Compensation	87,859	707,985	4,281,547
32.	Marketing	-	-	-
33.	Interest Expense	-	-	-
34.	Premium Tax Expense	39,429	155,996	4,324,126
35.	Occupancy, Depreciation and Amortization	62,842	123,190	234,252
36.	Other Administration (Provide detail)	2,957,917	5,658,939	8,924,518
37.	TOTAL ADMINISTRATION (Lines 31 thru 36)	3,148,046	6,646,111	17,764,443
38.	TOTAL EXPENSES (Lines 30 and 37)	6,139,679	13,651,790	221,310,732
39.	NET INCOME (LOSS) (Line 4 less 38)	(2,967,607)	(4,559,792)	2,965,416

Report #2A (con't) TENNCARE OPERATIONS STATEMENT OF REVENUE AND EXPENSES

Statement as of June 30, 2009 of UAHC Health Plan of TN, Inc.

<u>Line 3 - Other Revenue</u>	Current Period	Current Year to Date	Prior Calendar Year
Administrative Fee Revenue from State	1,502	3,315	11,731,680
Revenue from State for Premium Tax	116,567	983,196	4,571,859
Miscellaneous Revenue	-	-	-
Shared Risk Revenue	-	-	1,438,205
Pharmacy Rebates	-	-	-
IBNR	1,149,000	1,149,000	6,034,000
Total	1,267,069	2,135,511	23,775,744

Line 23 - Other Medical and Hospital Services

Other Referral/Specialist Services	98,881	526,794	19,781,720
Other	-	-	-
Physical Therapy	-	-	-
IBNR	1,149,000	1,149,000	6,034,000
Total	1,247,881	1,675,794	25,815,720

Line 36 - Other Administration

Accounting Services	45,800	68,300	101,200.00
Legal Services	1,056	1,056	63,208.00
Professional Services	159,098	438,252	4,333,829.00
Board of Directors' Meetings	-	550	40,579.00
Outreach/Member Services	-	33	209,641
Bank Charges	9,353	18,802	41,622.00
Administrative Expenses	2,697,475	5,021,321	3,914,781.00
Consumables	5,642	7,752	214,796.00
Travel & Entertainment	644	4,779	101,494.00
Other Administrative Expenses	25	25,870	60,526
Provision for Income Taxes	-	-	418,386.00
Deferred Income Tax	-	-	(797,536)
Other Professional Services	38,823	72,224	221,993
Total	2,957,917	5,658,939	8,924,518

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	804							804		
2. First Quarter	700							700		
3. Second Quarter	624							624		
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	4,121							4,121		
Total Member Ambulatory Encounters for Period:										
7. Physician	1,837							1,837		
8. Non-Physician	379							379		
9. Totals	2,216							2,216		
10. Hospital Patient Days Incurred	1,015							1,015		
11. Number of Inpatient Admissions	23							23		
12. Health Premiums Written (a)	5,859,618							5,859,618		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	5,859,618							5,859,618		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	5,279,695							5,279,695		
18. Amount Incurred for Provision of Health Care Services	5,378,695							5,378,695		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 5,859,618

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 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	1,826,016	2,404,824	93,984	1,925,016	1,920,000	1,878,000
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	1,826,016	2,404,824	93,984	1,925,016	1,920,000	1,878,000
10. Health care receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals	1,826,016	2,404,824	93,984	1,925,016	1,920,000	1,878,000

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of UAHC Health Plan, Inc. are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance.

The Tennessee Department of Commerce and Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Tennessee for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Tennessee Insurance Law. The National Association of Insurance Commissions' (NAIC) Accounting Practices and Procedures manual, (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Tennessee.

There are no reconciling items between the Company's net income and capital and surplus between NAIC SAP practices prescribed and permitted by the state of Tennessee.

2. Accounting Changes and Corrections of Errors

None

3. Business Combinations and Goodwill

None

4. Discontinued Operations

None

5. Investments

None

6. Joint Ventures, Partnerships and Limited Liability Companies

None

7. Investment Income

None

8. Derivative Instruments

None

9. Income Taxes

None

10. Information Concerning Parent, Subsidiaries and Affiliates

None.

11. Debt

NOTES TO FINANCIAL STATEMENTS

None

12. Retirement Plans, Deferred Compensation, Post employment Benefits and Compensated Absences and Other Postretirement Benefit Plans

None

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

None

14. Contingencies

None

15. Leases

None

16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

None

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

None

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

None

20. Other Items

On April 22, 2008, the Company learned that UAHC-TN will cease providing managed care services as a TennCare contractor when its present TennCare contract expires. UAHC-TN's TennCare members transferred to other managed care organizations on November 1, 2008, after which UAHC-TN continued perform its remaining contractual obligations through its TennCare contract expiration date of June 30, 2009. However, revenue under this contract was only earned through October 31, 2008. The discontinuance of the TennCare contract has had and will continue to have a material adverse impact on the Company's operations and financial statements.

The Company's contract with the Centers for Medicare & Medicaid Services ("CMS") to act as a Medicare Advantage qualified organization expires on December 31, 2009. The Company will not seek renewal of this contract.

21. Events Subsequent

NOTES TO FINANCIAL STATEMENTS

On August 28, 2009, the Company's Chief Financial Officer resigned and was replaced by Anita Davis.

22. Reinsurance

No change

23. Retrospectively Rated Contracts & Contracts Subject to Redetermination

None

24. Change in Incurred Claims and Claim Adjustment Expenses

None

25. Intercompany Pooling Arrangements

None

26. Structured Settlements

None

27. Health Care Receivables

None

28. Participating Policies

None

29. Premium Deficiency Reserves

None

30. Anticipated Salvage and Subrogation

None

GENERAL INTERROGATORIES

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

PART 1 – COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

2.2 If yes, date of change: _____

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y – Part 1 – organizational chart.

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

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] N/A [X]
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. _____

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. _____

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). _____

6.4 By what department or departments?
.....
.....
.....

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 [] 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]

GENERAL INTERROGATORIES

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
.....
.....

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?

- (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.

Yes [X] No []

9.11 If the response to 9.1 is No, please explain:

.....

9.2 Has the code of ethics for senior managers been amended?

Yes [] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

.....

9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$ _____

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]

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

.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$ _____

GENERAL INTERROGATORIES

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]

14.2 If yes, please complete the following:

	1	2
	Prior Year-End 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)	\$ _____	\$ _____
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$ _____	\$ _____

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]

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

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

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
.....
.....

GENERAL INTERROGATORIES

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

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

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 ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

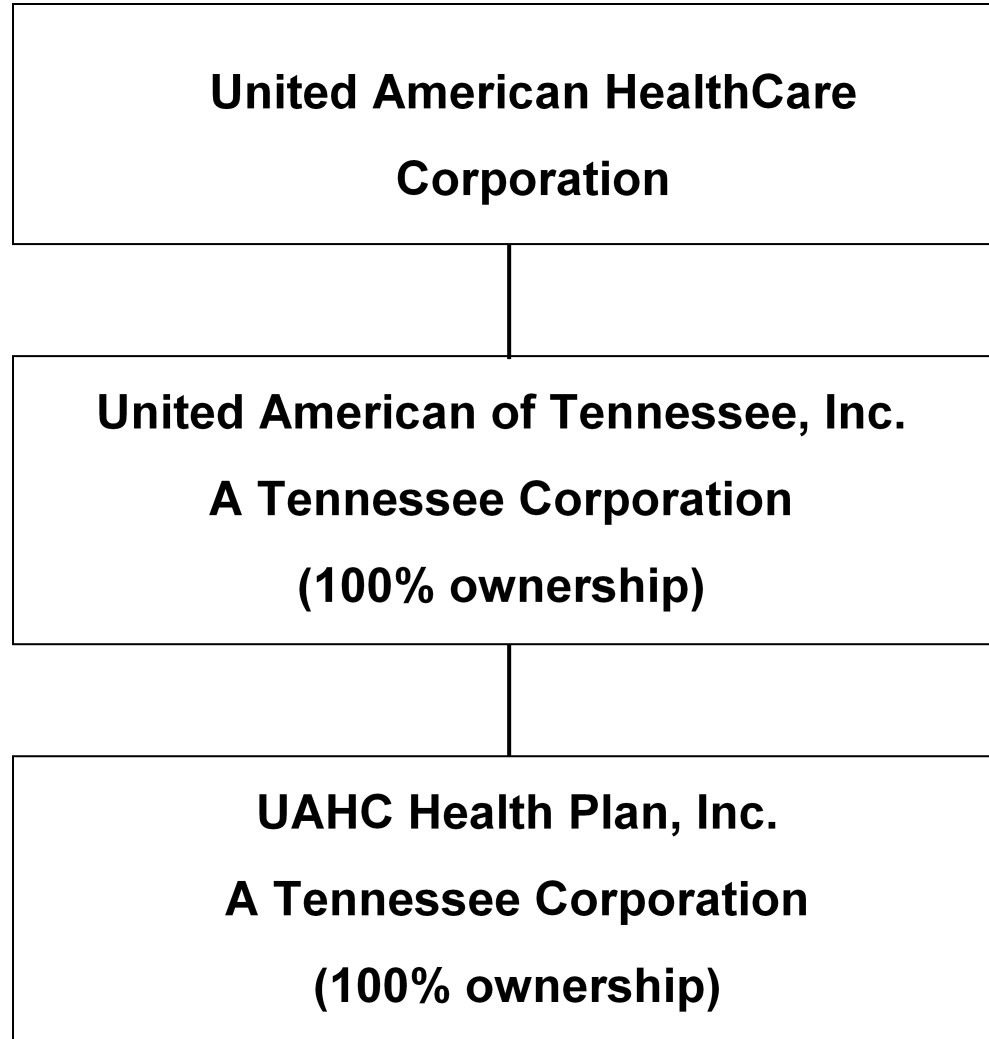
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property / Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	N							
2. Alaska	AK	N							
3. Arizona	AZ	N							
4. Arkansas	AR	N							
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	N							
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	5,859,618					5,859,618	
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	5,859,618					5,859,618	
60. Reporting entity contributions for Employee Benefit Plans		XXX							
61. Totals (Direct Business)	(a) 1		5,859,618					5,859,618	

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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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.....



200900102

OVERFLOW PAGE FOR WRITE-INS

**Page 3 - Continuation
LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
REMAINING WRITE-INS AGGREGATED AT LINE 21 FOR OTHER LIABILITIES				
2104. DUE TO/(FROM) STATE/MEDICAL	213,914		213,914	125,101
2105. DUE TO/(FROM) STATE/FEES ASSESSED	23,287		23,287	
2106.				
2107.				
2108.				
2109.				
2110.				
2111.				
2112.				
2113.				
2114.				
2115.				
2116.				
2117.				
2118.				
2119.				
2120.				
2121.				
2122.				
2121.				
2124.				
2125.				
2197. Totals (Lines 2104 through 2125) (Page 3, Line 2198)	237,201		237,201	125,101

SCHEDULE A - VERIFICATION

Real Estate

	1 Year To Date	2 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 acquisition		
2.2 Additional investment made after acquisition		
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 value		
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)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year To Date	2 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 acquisition		
2.2 Additional investment made after acquisition		
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 points and commitment fees		
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. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 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 acquisition		
2.2 Additional investment made after acquisition		
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)		

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	10,553,424	9,607,095
2. Cost of bonds and stocks acquired	7,265,000	12,363,747
3. Accrual of discount		
4. Unrealized valuation increase (decrease)	(28,121)	(12,153)
5. Total gain (loss) on disposals	32,726	
6. Deduct consideration for bonds and stocks disposed of	14,658,291	11,405,265
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)	3,164,738	10,553,424
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	3,164,738	10,553,424

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)	10,090,174	2,125,000	9,045,313	(5,123)	10,090,174	3,164,738		10,553,424
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	10,090,174	2,125,000	9,045,313	(5,123)	10,090,174	3,164,738		10,553,424
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	10,090,174	2,125,000	9,045,313	(5,123)	10,090,174	3,164,738		10,553,424

S102

(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

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	4,090,816	X X X	4,062,252	35,111	25,433

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	4,744,734	1,825,709
2. Cost of short-term investments acquired	4,090,816	5,677,221
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	4,744,734	2,758,196
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)	4,090,816	4,744,734
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	4,090,816	4,744,734

- NONE Schedule DB - Part F - Section 1**
- NONE Schedule DB - Part F - Section 2**
- NONE Schedule E Verification**
- NONE Schedule A - Part 2 and 3**
- NONE Schedule B - Part 2 and 3**
- NONE Schedule BA - Part 2 and 3**

SCHEDULE D - PART 3

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

1 CUSIP Ident- ification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
31331G-SQ-3	Regions Bank bond		04/13/2009	Federal Farm Credit Bank		580,000	580,000.00	262	0
31331G-UN-7	Regions Bank bond		05/06/2009	Federal Farm Credit Bank		1,545,000	1,545,000.00	755	
0399999	Total Bonds U. S. Government				X X X	2,125,000	2,125,000.00	1,017	X X X
8399997	Total Bonds Part 3				X X X	2,125,000	2,125,000.00	1,017	X X X
8399998	Summary Item from Part 5 for Bonds				X X X	X X X	X X X	X X X	X X X
8399999	Total Bonds				X X X	2,125,000	2,125,000.00	1,017	X X X
9999999	Totals				X X X	2,125,000	X X X	1,017	X X X

E04

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

SCHEDULE D - PART 4

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

1 CUSIP Ident- ification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date	22 NAIC Desig- nation or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amort- ization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.									
31331G-KB-4	Regions Bank Bond		04/13/2009	Federal Farm Credit Ba		380,000	380,000.00	380,000							199,438						07/13/2012		
31331G-HW-2	Regions Bank Bond		04/13/2009	Federal Farm Credit Ba		200,000	200,000.00	200,000	198,250	1,750			1,750		380,000						12/30/2011		
31331G-LX-5	Regions Bank Bond		05/06/2009	Federal Farm Credit Ba		550,000	550,000.00	550,000							550,347						02/06/2017		
31331G-MJ-5	Regions Bank Bond		05/12/2009	Federal Farm Credit Ba		1,000,000	1,000,000.00	1,000,000							1,001,250						02/12/2018		
31331Y-V3-1	Regions Bank Bond		06/05/2009	Federal Farm Credit Ba		1,000,000	1,000,000.00	1,005,313	1,003,130	(3,130)			(3,130)		1,000,630		(5,313)	(5,313)			05/06/2011		
31331G-GU-7	Regions Bank Bond		06/23/2009	Federal Farm Credit Ba		200,000	200,000.00	200,000							200,376						12/23/2013		
31331G-LA-5	Regions Bank Bond		05/29/2009	Federal Farm Credit Ba		1,000,000	1,000,000.00	1,000,000							1,000,000						01/23/2012		
31331G-LR-8	Regions Bank Bond		05/21/2009	Federal Farm Credit Ba		945,000	945,000.00	945,000							945,000						02/06/2012		
31331G-NM-7	Regions Bank Bond		05/27/2009	Federal Farm Credit Ba		1,265,000	1,265,000.00	1,265,000							1,265,000						02/27/2017		
004922-52-	CDs at The Community Bank	0	04/09/2009	The Community Bank		2,528,564	2,500,000.00	2,500,000	2,500	28,564			28,564		2,528,564		28,564	28,564			04/09/2009		
0399999	Total - Bonds - U.S. Governments				X X X	9,068,564	9,040,000.00	9,045,313	1,203,880	27,184			27,184		9,070,605		23,251	23,251			X X X	X X X	
8399997	Total - Bonds - Part 4				X X X	9,068,564	9,040,000.00	9,045,313	1,203,880	27,184			27,184		9,070,605		23,251	23,251			X X X	X X X	
8399998	Summary Item from Part 5 for Bonds				X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X
8399999	Total Bonds				X X X	9,068,564	9,040,000.00	9,045,313	1,203,880	27,184			27,184		9,070,605		23,251	23,251			X X X	X X X	
9999999	Totals					9,068,564	X X X	9,045,313	1,203,880	27,184			27,184		9,070,605		23,251	23,251			X X X	X X X	

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

NONE Schedule DB - Part A and B - Section 1

NONE Schedule DB - Part C and D - Section 1

NONE Schedule E - Part 2



0000200936500102

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code 0000

NAIC Company Code

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected		XXX		XXX	
2. Earned Premiums		XXX		XXX	XXX
3. Claims Paid		XXX		XXX	
4. Claims Incurred		XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	XXX	NONE		XXX	
6. Aggregate Policy Reserves - Change		XXX		XXX	XXX
7. Expenses Paid		XXX		XXX	
8. Expenses Incurred		XXX		XXX	XXX
9. Underwriting Gain or Loss		XXX		XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ due from CMS or \$ due to CMS

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
PARTNERS RX CENTERS FOR MEDICARE & MEDICAID SERVICES	39,000			79,121 834,245	79,121 834,245	39,000
0499999 Receivables not individually listed						
0599999 Health care receivables	39,000			913,366	913,366	39,000

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
NONE							
0199999 Individually listed receivables	-	-	-	-	-	-	-
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	-	-	-	-	-	-	-

Medical Services Monitoring Report

MCO																				
UAHC Health Plan of TN																				
Reporting Month																				
June, 2009		2007									2008									
		Incurred Month									Incurred Month									
		June	July	August	September	October	November	December	Total	January	February	March	April	May	June	July	August	September	October	Total
Enrollment		108,492	108,059	107,766	107,624	107,419	106,814	106,397	1,306,773	105,709	105,171	104,725	103,720	102,428	101,386	100,130	99,021	99,161	98,376	1,019,827
Payments for Medical Services for the Month																				
UB 92 Payments by the Claims Processing System		10,906,363	11,955,413	11,697,975	11,103,435	11,609,555	11,357,692	11,242,430	137,140,637	12,764,769	11,181,693	11,589,903	11,478,075	11,520,943	11,393,170	11,404,033	11,198,772	10,740,092	10,192,255	113,463,706
HCFA1500 Payments by the Claims Processing System		5,451,802	5,441,786	6,284,024	5,449,268	6,042,508	5,424,833	5,222,940	67,408,847	6,156,367	5,659,158	5,551,579	5,761,149	5,318,508	5,184,842	5,794,160	5,913,145	5,856,881	5,964,539	57,160,327
Dental Payments by the Claims Processing System																				
Capitation Payments		473,122	470,432	461,298	466,928	482,146	472,381	468,880	5,684,419	479,228	471,314	470,282	463,981	453,465	459,655	446,698	452,940	453,733	443,170	4,594,466
Pharmacy Payments																				
Subcontractor Payments for Medical Services		16,618	16,839	16,471	28,504	16,921	16,345	16,512	214,172	16,724	16,110	16,007	15,828	15,664	15,829	15,275	15,636	15,802	15,412	158,288
Reinsurance Payment																				
Other Payments/Adjustments to Medical Costs		0	584	1,867	753	1,280	341	2,155	14,132	928	890	1,568	406	100	561	1,897	654	1,662	6,975	15,639
Less:																				
BHO Capitation Revenue																				
Pharmacy Rebates																				
Recoveries not Claims Payments																				
Total Payments for the month		16,847,905	17,885,054	18,461,635	17,048,888	18,152,410	17,271,592	16,952,916	210,462,207	19,418,016	17,329,166	17,629,338	17,719,438	17,308,680	17,054,057	17,662,062	17,581,147	17,068,170	16,622,352	175,392,427
Remaining IBNR for the month		0	0	1,000	4,000	7,000	12,000	16,000	40,000	24,000	31,000	46,000	63,000	82,000	102,000	130,000	161,000	210,000	260,000	1,109,000
Payments and Remaining IBNR for the month		16,847,905	17,885,054	18,462,635	17,052,888	18,159,410	17,283,592	16,968,916	210,502,207	19,442,016	17,360,166	17,675,338	17,782,438	17,390,680	17,156,057	17,792,062	17,742,147	17,278,170	16,882,352	176,501,427
Per Member Expense		155.29	165.51	171.32	158.45	169.05	161.81	159.49	161.09	183.92	165.07	168.78	171.45	169.78	169.22	177.69	179.18	174.24	171.61	173.07
Per Member Month Exp. For Quarter		157.22			165.10			163.47				172.61			170.16			177.04		
Per Member Month Exp. For Quarter in 2004		140.72			149.82			145.29				158.72			157.22			165.10		
Per Member Month Exp. For Quarter in 2003		147.15			141.51			135.75				144.34			140.72			149.82		
Percent Change from 2003 to 2004		(0.04)			0.06			0.07				0.10			0.12			0.10		
Medical Services Budget for 2005 Quarter		134.58			158.62			155.49				174.52			175.64			181.94		
(Over)/Under Budget		(22.64)			(6.48)			(7.97)				1.91			5.49			4.90		

UAHC Health of Tennessee, Inc
MFT to NAIC Reconciliation
June 2009

Medical Expenses Per NAIC:

Statement of Revenue and Expenses- Page 2A, Line 24	1,989,727
Add: Reinsurance Ceded from U & I Exhibit, Page 8, Line 15	-
Total	<u>1,989,727</u>

Total Medical Expenses Paid per 06/30/09 MFT

April-June, 2009 for Facility	1,802,865
April-June, 2009 for Physician	265,882
Primary Care - Caps	-
CHA - Transportation	-
Appeals - Other	201
Total	<u>2,068,948</u>

Unreconciled difference	<u><u>79,221</u></u>	3.8291%
-------------------------	----------------------	---------

**MEDICAL FUND MONITORING REPORT
GRAND REGION - WEST**

MCO																											
UAHC Health Plan of TN																											
Reporting Month																											
6/30/2009																											
	2007						For the Year	2007						2008						For the Year	2008						For the Year
	Incurred Month						Ending	Incurred Month						Incurred Month						Ending	Incurred Month						Ending
	January	February	March	April	May	June	6/30/2007	July	August	September	October	November	December	January	February	March	April	May	June	6/30/2008	July	August	September	October	6/30/2009		
Enrollment	112,604	111,774	110,612	110,074	109,138	108,492	1,370,193	108,059	107,766	107,624	107,419	106,814	106,397	105,709	105,171	104,725	103,720	102,428	101,386	1,267,218	100,130	99,021	99,161	98,376	396,688		
TennCare Medical Fund Target	10,603,731	10,520,064	10,408,886	10,353,609	10,267,979	10,211,170	129,251,520	10,166,720	10,143,096	10,132,637	10,120,626	10,072,305	10,044,819	9,990,073	9,945,139	9,901,442	9,784,533	9,637,430	9,516,812	119,455,632	9,362,831	9,226,426	9,204,095	9,110,180	36,903,531		
Payments for Medical Services for the Month																											
UB 92 Payments by the Claims Processing System	12,403,962	11,217,845	11,213,297	11,285,035	11,147,634	10,906,363	135,555,118	11,955,413	11,697,975	11,103,435	11,609,555	11,357,692	11,242,430	12,764,769	11,181,693	11,589,903	11,478,075	11,520,943	11,393,170	138,895,053	11,404,033	11,198,772	10,740,092	10,192,255	43,535,152		
HCFA1500 Payments by the Claims Processing System	5,765,006	5,320,794	5,772,408	5,531,557	5,701,922	5,451,802	67,364,260	5,441,786	6,284,024	5,449,268	6,042,508	5,424,833	5,222,940	6,156,367	5,659,158	5,551,579	5,761,149	5,318,508	5,184,842	67,496,962	5,794,160	5,913,145	5,856,881	5,964,539	23,528,724		
Dental Payments by the Claims Processing System							0													0					0		
Capitation Payments	494,267	478,875	465,612	485,384	465,095	473,122	5,931,210	470,432	461,298	466,927.78	482,146	472,381	468,880	479,228	471,314	470,282	463,981	453,465	459,655	5,619,990	446,698	452,940	453,733	443,170	1,796,540		
Pharmacy Payments							0													0					0		
Subcontractor Payments for Medical Services	17,578	0	16,990	34,654	16,741	16,618	210,052	16,839	16,471	28,503.76	16,921	16,345	16,512	16,724	16,110	16,007	15,828	15,664	15,829	207,754	15,275	15,636	15,802	15,412	62,126		
Reinsurance Payment							0													0					0		
Other Payments/Adjustments to Medical Costs	1,006	685	598	4,493	371	0	23,407	584	1,866.73	753.00	1,280	341	2,155	928	890	1,568	406	100	561	11,432	1,897	653.64	1,662	7,076	11,288		
Less:																											
BHO Capitation Revenue							0													0					0		
Pharmacy Rebates							0													0					0		
Recoveries not Reflected in Payments by the Claims System							0													0					0		
Total Payments for the month	18,681,819	17,018,199	17,468,904	17,341,123	17,331,763	16,847,905	209,084,046	17,885,054	18,461,635	17,048,888	18,152,410	17,271,592	16,952,916	19,418,016	17,329,166	17,629,338	17,719,438	17,308,680	17,054,057	212,231,191	17,662,062	17,581,147	17,068,170	16,622,453	68,933,832		
Remaining IBNR for the month	0	0	0	0	0	0	0	0	1,000	4,000	7,000	12,000	16,000	24,000	31,000	46,000	63,000	82,000	102,000	388,000	130,000	161,000	210,000	260,000	761,000		
Payments and Remaining IBNR for the month	18,681,819	17,018,199	17,468,904	17,341,123	17,331,763	16,847,905	209,084,046	17,885,054	18,462,635	17,052,888	18,159,410	17,283,592	16,968,916	19,442,016	17,360,166	17,675,338	17,782,438	17,390,680	17,156,057	212,619,191	17,792,062	17,742,147	17,278,170	16,882,453	69,694,832		
Medical Fund / Total Payments	176.2%	161.8%	167.8%	167.5%	168.8%	165.0%	161.8%	175.9%	182.0%	168.3%	179.4%	171.6%	168.9%	194.6%	174.6%	178.5%	181.7%	180.4%	180.3%	178.0%	190.0%	192.3%	187.7%	185.3%	188.9%		

UAHC Health of Tennessee, Inc
MLR to NAIC Reconciliation
June 2009

Medical Expenses Per NAIC:

Statement of Revenue and Expenses- Page 4, Line 16	-
Add: Reinsurance Ceded from U & I Exhibit, Page 8, Line 15	-
Total	<u>-</u>

Total Medical Expenses Paid per 06/30/09 MLR
April-June, 2009

Lag Timing Adjustment	
Less: IBNR as of 06/30/09	-
	-
	<u>-</u>
	-

Unreconciled difference	<u><u>-</u></u>
-------------------------	-----------------

MEDICAL LOSS RATIO REPORT
ALL REGIONS

MCO

UABC Health Plan, Inc.																											
Reporting Month																											
June 2009 (pymts for DOS 06/30/02 & prior)																											
	2000						2001						For the Year Ended 6/30 6/30/2001	2001						2002						For the Year Ended 6/30 6/30/2002	
	Incurred Month						Incurred Month							Incurred Month						Incurred Month							
	July	August	September	October	November	December	January	February	March	April	May	June		July	August	September	October	November	December	January	February	March	April	May	June		
Enrollment	46,440	48,006	48,686	49,776	50,163	51,092	50,984	51,061	48,028	53,117	53,117	55,504		75,104	76,324	77,410	77,914	78,807	79,739	75,032	105,886	121,541	122,018	120,330	120,054	1,130,159	
TennCare Capitation Payment	6,894,792	7,269,628	7,294,441	7,519,336	7,573,081	7,809,249	7,557,194	7,569,170	7,665,545	7,943,588	8,184,011	8,342,914	91,622,951	11,078,169	10,937,453	11,014,685	10,914,056	11,216,705	11,400,419	10,661,507	14,468,546	17,026,493	17,226,598	16,843,838	16,872,878	159,661,348	
Payments for Medical Services for the Month																											
UB 92 Payments by the Claims Processing System	3,062,990	2,816,337	2,721,351	2,856,959	3,121,884	2,604,113	3,768,701	2,877,694	2,404,305	2,503,010	3,165,761	4,463,875	36,366,979	4,791,258	5,629,220	4,768,100	6,011,407	5,757,499	5,688,716	5,895,840	5,971,937	8,268,569	8,346,370	8,632,633	9,651,578	79,413,127	
HCFA1500 Payments by the Claims Processing System	1,384,825	1,535,180	1,459,501	1,495,246	1,024,238	1,264,644	1,605,246	2,316,429	2,658,058	2,729,720	1,689,443	1,728,286	20,890,816	2,002,413	2,599,226	2,483,289	2,848,270	2,721,294	2,621,617	2,925,634	3,187,710	3,973,700	4,355,299	4,458,564	4,233,697	38,410,713	
Dental Payments by the Claims Processing System	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Capitation Payments	459,900	464,935	465,990	472,377	481,853	494,108	370,166	364,811	391,475	392,608	357,423	375,316	5,090,961	405,783	286,006	628,645	606,629	585,309	561,056	560,542	615,894	898,333	862,915	859,101	676,269	7,546,482	
Pharmacy Payments	852,411	788,015	1,001,384	793,825	978,307	891,440	1,284,218	924,000	943,092	937,321	1,170,720	903,155	11,467,888	1,408,399	1,264,044	1,318,471	1,818,243	1,510,762	1,624,203	1,967,811	2,077,281	2,552,856	2,493,448	2,969,831	2,383,515	23,388,863	
Subcontractor Payments for Medical Services	134,538	158,690	145,956	79,591	224,665	128,988	97,028	103,209	145,942	126,985	102,567	134,332	1,582,491	103,687	392,122	201,140	197,917	197,661	199,406	187,580	264,715	303,853	387,143	382,923	680,502	3,498,649	
Reinsurance Payment	17,647	23,523	23,856	24,390	26,381	62,298	27,022	27,062	25,455	28,152	28,152	29,417	343,356	63,599	48,084	48,862	49,086	49,648	38,064	38,514	34,417	67,869	64,442	59,165	57,304	619,054	
Other Payments/Adjustments to Medical Costs	2,183	253,932	252,825	251,573	252,301	102,783	2,306	6,565	1,828	39,344	27,707	8,792	1,202,140	41,905	64,516	59,020	10,081	42,583	96,395	7,361	20,512	61,505	49,500	70,334	452,555	976,268	
Less:													0														0
BHO Capitation Revenue												1,452	1,452	55,668	55,668	55,668	63,538	63,538	63,538	82,707	82,707	82,707	102,559	102,559	102,559	913,414	
Pharmacy Rebates													0														0
Recoveries not Reflected in Payments by the Claims System													0														0
Total Payments for the month	5,914,495	6,040,611	6,070,864	5,973,960	6,109,629	5,548,374	7,154,687	6,619,770	6,570,156	6,757,139	6,541,772	7,641,721	76,943,178	8,761,377	10,227,551	9,451,859	11,478,096	10,801,219	10,765,920	11,500,574	12,089,759	16,043,976	16,456,558	17,329,992	18,032,861	152,939,743	
Remaining IBNR for the month	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Payments and Remaining IBNR for the month	5,914,495	6,040,611	6,070,864	5,973,960	6,109,629	5,548,374	7,154,687	6,619,770	6,570,156	6,757,139	6,541,772	7,641,721	76,943,178	8,761,377	10,227,551	9,451,859	11,478,096	10,801,219	10,765,920	11,500,574	12,089,759	16,043,976	16,456,558	17,329,992	18,032,861	152,939,743	

Medical Loss Ratio	85.8%	83.1%	83.2%	79.4%	80.7%	71.0%	94.7%	87.5%	85.7%	85.1%	79.9%	91.6%	84.0%	79.1%	93.5%	85.8%	105.2%	96.3%	94.4%	107.9%	83.6%	94.2%	95.5%	102.9%	106.9%	95.8%



UAHC Health Plan of Tennessee, Inc.

1769 Paragon Drive, Suite 100
Memphis, TN 38132
• 901-346-0064 •

**Representation Concerning Matters Pertaining to
Examination of Actuarial Items as of
June 30, 2009**

To: Michael L Rasmussen, FSA, MAAA
Reden & Anders, Inc.

FROM: UAHC Health Plan of Tennessee

In connection with your examination of the unpaid claim liability to be included in the annual statement of UAHC Health Plan of Tennessee (Company) as of June 30, 2009, I represent that to the best of my knowledge and belief:

1. All information which would affect the actuarial items examined has been given to you;
2. Basic records, listings, summaries and other information furnished to you, and underlying the calculation of the actuarial items identified below, are accurate and complete; and
3. No methods or procedures employed by the Company, now or in the past, would preclude the accurate determination of the actuarial items examined.
4. At-risk providers are in a financial position to meet all liabilities under any incentive contracts with payers.

I understand that you have relied on these items to perform your analysis and have not audited the accuracy or completeness of these items.

Signed

Anita R. Davis

Name

Anita R. Davis

Title

Chief Financial Officer

Date

August 28, 2009

Address

300 River Place, Suite 4950, Detroit, MI 48207

Phone Number (901) 260-4422 or (313) 393-4571

Managed by United American of Tennessee, Inc.



**STATEMENT OF ACTUARIAL OPINION
STATUTORY QUARTERLY STATEMENT OF
UAHC HEALTH PLAN OF TENNESSEE, INC.
FOR THE QUARTER ENDED JUNE 30, 2009**

Page 1 of 3

I, James E. Drennan, Consulting Actuary, am a member of the American Academy of Actuaries, and am associated with the firm of Ingenix Consulting. My firm has been retained and I have been assigned to review calculations of certain actuarial items made by UAHC Health Plan of Tennessee, Inc. I meet the Academy qualification standards for rendering this statement of actuarial opinion and am familiar with the valuation requirements applicable to HMOs.

I have examined the actuarial assumptions and actuarial methods used in determining the loss reserves, actuarial liabilities and related actuarial items listed below, as shown in the quarter-end statement of the organization, as prepared for filing with state regulatory officials, as of June 30, 2009.

(a) Claims unpaid (less reinsurance ceded) (Page 3, Line 1).....	\$ 2,019,000
(b) Accrued medical incentive pool (Page 3, Line 2)	\$ 0
(c) Unpaid claims adjustment expenses (Page 3, Line 3)	\$ 140,000
(d) Aggregate health policy reserves (Page 3, Line 4)	\$ 0
(e) Aggregate health claim reserves (Page 3, Line 7)	\$ 0
(f) Experience rated refunds	\$ 0
(g) Any actuarial liabilities included in Page 3, Line 21	\$ 953,719

Item (a) includes \$1,000 for estimated Part D payable to CMS for risk corridor. The amount on Page 3, line 21 of \$953,719 is not considered an actuarial liability and as a consequence is not covered under this opinion.

I have relied upon the management of UAHC Health Plan of Tennessee, Inc., as attested to by Anita Davis, Chief Financial Officer, as to the accuracy and completeness of listings and summaries of policies and contracts in force, asset records and other information underlying the loss reserves and related actuarial items examined. In other respects, my examination included such review of the actuarial assumptions and actuarial methods and such tests of actuarial calculations, as I considered necessary in the circumstances.

We did not perform any cash flow testing in developing our opinion because of the short-term nature of the liabilities. We did note that the "Cash, cash equivalents and short-term investments" asset as reported on Page 2, Line 5 was \$8,860,760, an amount substantially in excess of the Claims unpaid liability reported above.

**STATEMENT OF ACTUARIAL OPINION
STATUTORY QUARTERLY STATEMENT OF
UAHC HEALTH PLAN OF TENNESSEE, INC.
FOR THE QUARTER ENDED JUNE 30, 2009**

Page 2 of 3

Based on our analysis, it is our opinion that there is not a need for UAHC Health Plan to establish a premium deficiency reserve as of June 30, 2009.

In my opinion the amounts carried in the balance sheet on account of the actuarial items identified above:

- a. Are computed in accordance with presently accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles;
- b. Are based on actuarial assumptions which are in accordance with or stronger than those called for in related contract provisions and are appropriate to the purpose for which the statement was prepared;
- c. Meet the requirements of the laws of the State of Tennessee;
- d. Make good and sufficient provision in the aggregate for all unpaid claims and other actuarial liabilities of the organization guaranteed under the terms of its contracts and agreements;
- e. Are computed on the basis of actuarial assumptions and methods consistent in all material respects with those used in computing the corresponding items in the annual statement of the preceding year-end; and
- f. Include provision, in the aggregate, for all actuarial reserves and related statement items that ought to be established.

The actuarial methods, considerations and analyses used in forming my opinion conform to the appropriate Standards of Practice as promulgated by the Actuarial Standards Board, which standards form the basis of this statement of opinion.

To the best of my knowledge, there have been no material changes from the applicable date of the quarterly statement to the date of the rendering of this opinion which should be considered in reviewing this opinion.

STATEMENT OF ACTUARIAL OPINION
STATUTORY QUARTERLY STATEMENT OF
UAHC HEALTH PLAN OF TENNESSEE, INC.
FOR THE QUARTER ENDED JUNE 30, 2009

Page 3 of 3

This statement of opinion was prepared for, and is only to be relied upon by UAHC Health Plan of Tennessee and the Tennessee Insurance Department, where the opinion is filed.



James E. Drennan
Fellow, Society of Actuaries
Member, American Academy of Actuaries

September 21, 2009

Ingenix Consulting
2170 Satellite Blvd, Suite 150
Duluth, GA 30097
Phone: (678) 417- 4904
Fax: (678) 417- 4950