

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

March 31, 2010

HEALTH

2010



HEALTH QUARTERLY STATEMENT

00000201020100110

AS OF MARCH 31, 2010
OF THE CONDITION AND AFFAIRS OF THE

UAHC Health Plan of Tennessee Inc

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

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

Country of Domicile _____

Licensed as business type:
 Life, Accident & Health 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: 300 River Place, Suite 4950 (Street and Number) Detroit, MI 48207 (City or Town, State and Zip Code)

Main Administrative Office: 300 River Place, Suite 4950 (Street and Number) Detroit, MI 48207 (City or Town, State and Zip Code)

Mail Address: 300 River Place, Suite 4950 (Street and Number or P.O. Box) Detroit, MI 48207 (City or Town, State and Zip Code)

Primary Location of Books and Records: 300 River Place, Suite 4950 (Street and Number) Detroit, MI 48207 (City or Town, State and Zip Code)

Internet Website Address: N/A

Statutory Statement Contact: William L Dennis (Name) 313-393-4571 (Area Code) (Telephone Number) (Extension)
bdennis@uahc.com (E-Mail Address) 313-393-3394 (Fax Number)

OFFICERS

Name	Title
1. <u>William C Brooks</u>	<u>President & CEO</u>
2. <u>William L Dennis</u>	<u>Chief Financial Officer</u>
3. _____	_____

VICE-PRESIDENTS

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

DIRECTORS OR TRUSTEES

<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 Figueroa, 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>	<u>Ricky Wilkins</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

State of _____
County of _____ ss

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

(Signature)	(Signature)	(Signature)
<u>William C Brooks</u>	<u>William L Dennis</u>	_____
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
<u>President & CEO</u>	<u>Chief Financial Officer</u>	_____
(Title)	(Title)	(Title)

Subscribed and sworn to before me this 3rd day of June, 2010

CAROLYN G. ONUMONU
Notary Public, State of Michigan
County of Wayne
My Commission Expires Jan. 26, 2013
Acting in the County of _____

a. Is this an original filing? Yes No

b. If no:

1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

ASSETS

	Current Statement Date			December 31 Prior Year Net Admitted Assets
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	2,350,883		2,350,883	2,320,657
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 (\$ 3,819,031), cash equivalents (\$ 0), and short-term investments (\$ 0)	3,819,031		3,819,031	7,995,700
6. Contract loans (including \$ 0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Aggregate write-ins for invested assets				
11. Subtotals, cash and invested assets (Lines 1 to 10)	6,169,914		6,169,914	10,316,357
12. Title plants less \$ 0 charged off (for Title insurers only)				
13. Investment income due and accrued	20,239		20,239	2,466
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection	13,321		13,321	13,321
14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)				
14.3 Accrued retrospective premiums				
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers				
15.2 Funds held by or deposited with reinsured companies				
15.3 Other amounts receivable under reinsurance contracts				
16. Amounts receivable relating to uninsured plans				
17.1 Current federal and foreign income tax recoverable and interest thereon				
17.2 Net deferred tax asset				
18. Guaranty funds receivable or on deposit				
19. Electronic data processing equipment and software				
20. Furniture and equipment, including health care delivery assets (\$ 0)				
21. Net adjustment in assets and liabilities due to foreign exchange rates				
22. Receivables from parent, subsidiaries and affiliates				
23. Health care (\$ 0) and other amounts receivable	59,412	59,412		30,000
24. Aggregate write-ins for other than invested assets				
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24)	6,262,886	59,412	6,203,474	10,362,144
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
27. Total (Lines 25 and 26)	6,262,886	59,412	6,203,474	10,362,144

DETAILS OF WRITE-IN LINES				
1001.				
1002.				
1003.				
1098. Summary of remaining write-ins for Line 10 from overflow page	NONE			
1099. Totals (Lines 1001 through 1003 plus 1098) (Line 10 above)				
2401.				
2402.				
2403.				
2498. Summary of remaining write-ins for Line 24 from overflow page	NONE			
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 above)				

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 0 reinsurance ceded)	328,000		328,000	1,450,000
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	32,000		32,000	141,000
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	194,397		194,397	295,523
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 0 on realized gains (losses))	7,825		7,825	7,825
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				
16. Derivatives				
17. Payable for securities				
18. Funds held under reinsurance treaties (with \$ 0 authorized reinsurers and \$ 0 unauthorized reinsurers)				
19. Reinsurance in unauthorized companies				
20. Net adjustments in assets and liabilities due to foreign exchange rates				
21. Liability for amounts held under uninsured plans				
22. Aggregate write-ins for other liabilities (including \$ 0 current)	239,759		239,759	356,379
23. Total liabilities (Lines 1 to 22)	801,981		801,981	2,250,727
24. Aggregate write-ins for special surplus funds	X X X	X X X		
25. Common capital stock	X X X	X X X	200,000	200,000
26. Preferred capital stock	X X X	X X X	12,550,000	12,550,000
27. Gross paid in and contributed surplus	X X X	X X X		
28. Surplus notes	X X X	X X X		
29. Aggregate write-ins for other than special surplus funds	X X X	X X X		
30. Unassigned funds (surplus)	X X X	X X X	(7,348,507)	(4,638,583)
31. Less treasury stock, at cost:				
31.1 0 shares common (value included in Line 25 \$ 0)	X X X	X X X		
31.2 0 shares preferred (value included in Line 26 \$ 0)	X X X	X X X		
32. Total capital and surplus (Lines 24 to 30 minus Line 31)	X X X	X X X	5,401,493	8,111,417
33. Total liabilities, capital and surplus (Lines 23 and 32)	X X X	X X X	6,203,474	10,362,144

DETAILS OF WRITE-IN LINES				
2201. MEDICARE LIS (OVER/UNDER)	138,610		138,610	5,146
2202. DUE TO/(FROM) STATE/MEDICAL	82,682		82,682	13,321
2203. PREMIUM TAX PAYABLE	13,321		13,321	24,988
2298. Summary of remaining write-ins for Line 22 from overflow page	5,146		5,146	312,924
2299. Totals (Lines 2201 through 2203 plus 2298) (Line 22 above)	239,759		239,759	356,379
2401.	X X X	X X X		
2402.	X X X	X X X		
2403.	X X X	X X X		
2498. Summary of remaining write-ins for Line 24 from overflow page	X X X	X X X		
2499. Totals (Lines 2401 through 2403 plus 2498) (Line 24 above)	X X X	X X X		
2901.	X X X	X X X		
2902.	X X X	X X X		
2903.	X X X	X X X		
2998. Summary of remaining write-ins for Line 29 from overflow page	X X X	X X X		
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	X X X	X X X		

NONE

NONE

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
	1. Member Months	XXX		2,183
2. Net premium income (including \$ 0 non-health premium income)	XXX	14,067	2,612,102	8,975,796
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of \$ 0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX			344,750
7. Aggregate write-ins for other non-health revenues	XXX			
8. Total revenues (Lines 2 to 7)	XXX	14,067	2,612,102	9,320,546
Hospital and Medical:				
9. Hospital/medical benefits		742,028	1,380,367	4,922,433
10. Other professional services		189,878	599,608	2,102,417
11. Outside referrals				
12. Emergency room and out-of-area		21,394	36,857	127,760
13. Prescription drugs		994	550,706	1,715,372
14. Aggregate write-ins for other hospital and medical		(1,231,000)	72,365	(469,000)
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)		(276,706)	2,639,903	8,398,982
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)		(276,706)	2,639,903	8,398,982
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ (33,836) cost containment expenses		24,664	188,632	548,965
21. General administrative expenses		3,382,166	3,628,176	6,207,425
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)		3,130,124	6,456,711	15,155,372
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(3,116,057)	(3,844,609)	(5,834,826)
25. Net investment income earned		18,702	92,486	186,546
26. Net realized capital gains (losses) less capital gains tax of \$ 0				
27. Net investment gains (losses) (Lines 25 plus 26)		18,702	92,486	186,546
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)	XXX	(3,097,355)	(3,752,123)	(5,648,280)
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Lines 30 minus 31)	XXX	(3,097,355)	(3,752,123)	(5,648,280)

DETAILS OF WRITE-IN LINES				
0601. TENNCARE SHARED RISK REVENUE	XXX			344,750
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 06 from overflow page	XXX			
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 06 above)	XXX			344,750
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 07 from overflow page	XXX			
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 07 above)	XXX			
1401. MEDICARE ACCRUAL		(1,231,000)	72,365	(469,000)
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)		(1,231,000)	72,365	(469,000)
2901. CLAIMS AUDIT / AMENDMENT 3				
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	8,111,417	13,099,677	13,099,677
34. Net income or (loss) from Line 32	(3,097,355)	(3,752,123)	(5,648,280)
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	29,405	(21,914)	(75,659)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	358,026	1,078,713	735,679
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)	(2,709,924)	(2,695,324)	(4,988,260)
49. Capital and surplus end of reporting period (Line 33 plus 48)	5,401,493	10,404,353	8,111,417

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)			

NONE

CASH FLOW

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	14,067	3,362,163	9,779,272
2. Net investment income	929	162,723	361,864
3. Miscellaneous income			344,750
4. Total (Lines 1 to 3)	14,996	3,524,886	10,485,886
5. Benefit and loss related payments	845,294	2,516,538	8,826,982
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	3,616,956	3,826,418	6,711,488
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)			1,187,008
10. Total (Lines 5 through 9)	4,462,250	6,342,956	16,725,478
11. Net cash from operations (Line 4 minus Line 10)	(4,447,254)	(2,818,070)	(6,239,592)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	50,000	5,589,727	25,095,322
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		22,998	41,984
12.8 Total investment proceeds (Lines 12.1 to 12.7)	50,000	5,612,725	25,137,306
13. Cost of investments acquired (long-term only):			
13.1 Bonds	50,219	5,140,000	16,904,539
13.2 Stocks			
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications	30,007	9,475	
13.7 Total investments acquired (Lines 13.1 to 13.6)	80,226	5,149,475	16,904,539
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)	(30,226)	463,250	8,232,767
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)	300,811	298,335	(673,816)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	300,811	298,335	(673,816)
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)	(4,176,669)	(2,056,485)	1,319,359
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	7,995,700	6,676,341	6,676,341
19.2 End of period (Line 18 plus Line 19.1)	3,819,031	4,619,856	7,995,700

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 March 31, 2010 of UAHC Health Plan of TN, Inc.

	Current Period	Current Year to Date	Prior Calendar Year
MEMBER MONTHS	-	-	-
REVENUES:			
1. TennCare Capitation	-	-	7,735,463
2. Investment	-	-	186,546
3. Other Revenue (Provide detail)	-	-	2,751,505
4. TOTAL REVENUES (Lines 1 to 3)	-	-	10,673,515
EXPENSES:			
Medical and Hospital Services			
5. Capitated Physician Services	-	-	-
6. Fee-for-Service Physician Services	-	-	(21,544)
7. Inpatient Hospital Services	-	-	2,549,722
8. Outpatient Services	-	-	2,767,907
9. Emergency Room Services	-	-	267,715
10. Mental Health Services	-	-	-
11. Dental Services	-	-	-
12. Vision Services	-	-	9,881
13. Pharmacy Services	-	-	-
14. Home Health Services	-	-	183,885
15. Chiropractic Services	-	-	-
16. Radiology Services	-	-	73,801
17. Laboratory Services	-	-	22,508
18. Durable Medical Equipment Services	-	-	198,165
19. Transportation Services	-	-	36,525
20. Outside Referrals	-	-	-
21. Medical Incentive Pool and Withhold Adjustments	-	-	-
22. Occupancy, Depreciation, and Amortization	-	-	-
23. Other Medical and Hospital Services (Provide detail)	-	-	1,886,371
24. Subtotal (Lines 5 to 23)	-	-	7,974,935
25. Reinsurance Expenses Net of Recoveries	-	-	-
LESS:			
26. Copayments	-	-	-
27. Subrogation	-	-	-
28. Coordination of Benefits	-	-	(326,717)
29. Subtotal (Lines 26 to 28)	-	-	(326,717)
30. TOTAL MEDICAL AND HOSPITAL (Lines 24 and 25 less 29)	-	-	7,648,217
Administration:			
31. Compensation	-	-	695,767
32. Marketing	-	-	-
33. Interest Expense	-	-	-
34. Premium Tax Expense	-	-	201,133
35. Occupancy, Depreciation and Amortization	-	-	201,269
36. Other Administration (Provide detail)	-	-	8,649,820
37. TOTAL ADMINISTRATION (Lines 31 thru 36)	-	-	9,747,989
38. TOTAL EXPENSES (Lines 30 and 37)	-	-	17,396,206
39. NET INCOME (LOSS) (Line 4 less 38)	-	-	(6,722,691)

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

Statement as of March 31, 2010 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	-	-	3,315
Revenue from State for Premium Tax	-	-	1,054,441
Miscellaneous Revenue	-	-	-
Shared Risk Revenue	-	-	344,750
Pharmacy Rebates	-	-	-
IBNR	-	-	1,349,000
Total	-	-	2,751,505

Line 23 - Other Medical and Hospital Services

Other Referral/Specialist Services	-	-	537,371
Other	-	-	-
Physical Therapy	-	-	-
IBNR	-	-	1,349,000
Total	-	-	1,886,371

Line 36 - Other Administration

Accounting Services	-	-	113,300.00
Legal Services	-	-	1,056.00
Professional Services	-	-	463,116.00
Board of Directors' Meetings	-	-	550.00
Outreach/Member Services	-	-	33
Bank Charges	-	-	28,308.00
Administrative Expenses	-	-	7,944,550.00
Consumables	-	-	3,189.00
Travel & Entertainment	-	-	4,779.00
Other Administrative Expenses	-	-	30,271
Provision for Income Taxes	-	-	0.00
Deferred Income Tax	-	-	-
Other Professional Services	-	-	60,668
Total	-	-	8,649,820

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	421							421		
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
Total Member Ambulatory Encounters for Period:										
7. Physician										
8. Non-Physician										
9. Totals										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Health Premiums Written (a)	14,067							14,067		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	14,067							14,067		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services										
18. Amount Incurred for Provision of Health Care Services										

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 0

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	189,442		138,558		328,000	1,450,000
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	189,442		138,558		328,000	1,450,000
10. Health care receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals	189,442		138,558		328,000	1,450,000

(a) Excludes \$ 0 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 did not seek renewal of this contract.

On January 16, 2010, the Company's Chief Financial Officer resigned and was replaced by William L. Dennis.

NOTES TO FINANCIAL STATEMENTS

21. Events Subsequent

None

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

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, 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 No

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

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

NONE Schedule S

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

States, Etc.	Active Status	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property / Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
1. Alabama	AL	N								
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		14,067					14,067	
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	X X X								
59. Subtotal		X X X		14,067					14,067	
60. Reporting entity contributions for Employee Benefit Plans		X X X								
61. Totals (Direct Business)	(a) 1			14,067					14,067	

DETAILS OF WRITE-INS	Active Status	2	3	4	5	6	7	8	9
5801.	X X X								
5802.	X X X								
5803.	X X X								
5898. Summary of remaining write-ins for Line 58	X X X								
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

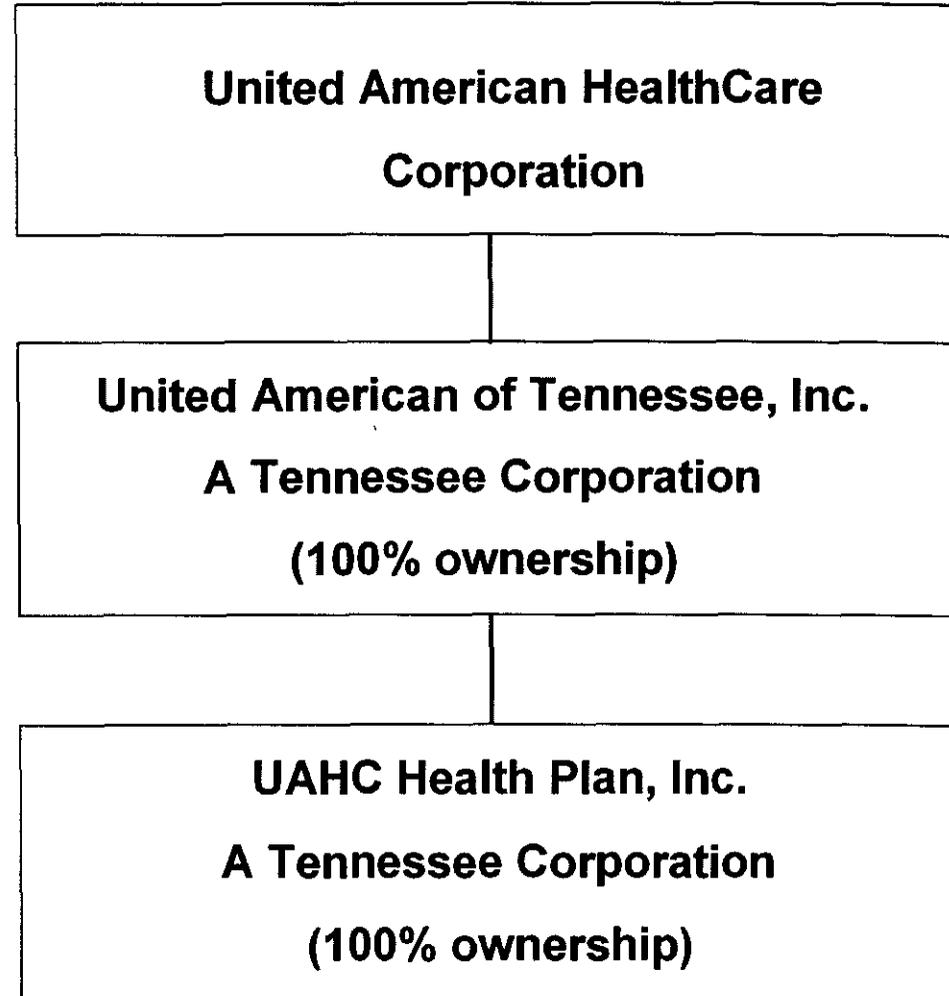
NONE

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

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

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



200900101

OVERFLOW PAGE FOR WRITE-INS

Page 3 - Continuation

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
WRITE-INS AGGREGATED AT LINE 22 FOR OTHER LIABILITIES				
2204. A/P - OTHER	5,146		5,146	160,247
2205. DUE TO/(FROM) STATE/FEES ASSESSED				152,677
2297. Totals (Lines 2204 through 2296) (Page 3, Line 22)	5,146		5,146	312,924

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	2,320,657	10,553,424
2. Cost of bonds and stocks acquired	50,219	16,904,539
3. Accrual of discount		
4. Unrealized valuation increase (decrease)	29,546	(41,984)
5. Total gain (loss) on disposals	461	
6. Deduct consideration for bonds and stocks disposed of	50,000	25,095,322
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)	2,350,883	2,320,657
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	2,350,883	2,320,657

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)	2,320,657	50,219	49,539	29,546	2,350,883			2,320,657
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	2,320,657	50,219	49,539	29,546	2,350,883			2,320,657
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	2,320,657	50,219	49,539	29,546	2,350,883			2,320,657

SI02

(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 \$ 0; NAIC 2 \$ 0; NAIC 3 \$ 0; NAIC 4 \$ 0; NAIC 5 \$ 0; NAIC 6 \$ 0

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		NONE			

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

- NONE Schedule DB - Part A and B Verification**
- NONE Schedule DB - Part C - Section 1**
- NONE Schedule DB - Part C - Section 2**
- NONE Schedule DB - Verification**
- 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)
31398A-G9-7	Regions Bank Bond		03/09/2010	FEDERAL NATIONAL MORTGAGE		50,219	50,000.00		
0399999	Total Bonds U. S. Government				XXX	50,219	50,000.00		XXX
8399997	Total Bonds Part 3				XXX	50,219	50,000.00		XXX
8399998	Summary Item from Part 5 for Bonds				XXX	XXX	XXX	XXX	XXX
8399999	Total Bonds				XXX	50,219	50,000.00		XXX
9999999	Totals				XXX	50,219	XXX		XXX

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 Curent 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-WH-8	Regions Bank Bond-FEDERAL FARM C		02/11/2010	Regions Bank Trust Mo		50,000	50,000.00	49,539	50,016						50,016		461	461	438	05/18/2016		
0399999	Total - Bonds - U.S. Governments				XXX	50,000	50,000.00	49,539	50,016						50,016		461	461	438	XXX	XXX	
8399997	Total - Bonds - Part 4				XXX	50,000	50,000.00	49,539	50,016						50,016		461	461	438	XXX	XXX	
8399998	Summary Item from Part 5 for Bonds				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total Bonds				XXX	50,000	50,000.00	49,539	50,016						50,016		461	461	438	XXX	XXX	
9999999	Totals					50,000	XXX	49,539	50,016						50,016		461	461	438	XXX	XXX	

505

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

NONE Schedule DB - Part A - Section 1

NONE Schedule DB - Part B - Section 1

NONE Schedule DB - Part D

NONE **Schedule E - Part 2**



00000201036500101

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: \$ 0 due from CMS or \$ 0 due to CMS

Statement as of March 31, 2010 of UAHC 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
PARTNERS RX				59,412	59,412	
				59,412	59,412	

E 1 1