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ANNUAL STATEMENT

FOR THE YEAR ENDING DECEMBER 31, 2013

OF THE CONDITION AND AFFAIRS OF THE

Select Care Of Maine, Inc.

NAIC Group Code 0953 (Current Period), 0953 (Prior Period) NAIC Company Code 13627 Employer's ID Number 20-4156007

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

Country of Domicile United States

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

Incorporated/Organized 11/30/2005 Commenced Business 04/02/2009

Statutory Home Office 4888 Loop Central Drive, Suite 700 (Street and Number), Houston, TX, US 77081 (City or Town, State, Country and Zip Code)

Main Administrative Office 4888 Loop Central Drive, Suite 700 (Street and Number)
Houston, TX, US 77081 (City or Town, State, Country and Zip Code) 713-965-9444 (Area Code) (Telephone Number)

Mail Address 4888 Loop Central Drive, Suite 700 (Street and Number or P.O. Box), Houston, TX, US 77081 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 4888 Loop Central Drive, Suite 700 (Street and Number)
Houston, TX, US 77081 (City or Town, State, Country and Zip Code), 713-770-1111 (Area Code) (Telephone Number) (Extension)

Internet Web Site Address www.universalamerican.com

Statutory Statement Contact Travis R. Christie (Name), 713-770-1111 (Area Code) (Telephone Number) (Extension)
tchristie@universalamerican.com (E-Mail Address) 713-770-1241 (Fax Number)

OFFICERS

Name	Title	Name	Title
Theodore Marvin Carpenter Jr.	Executive Vice-President	Erin Grace Page	President, CEO
Robert Arthur Waegelein	Exec. Vice-President	Scott Gerald Ellsworth	Vice-President

OTHER OFFICERS

Carl Lloyd Cochrane	Vice President, Tax	Chung-Shing Sya	Vice President, Appointed Actuary
James Patrick McAleer	Vice-President. Finance	David Robert Monroe	Sr. Vice-President, Finance
Robert Michael Hayes	Sr. Vice-President, Compliance	Steve Lamar Carlton	Asst Secretary
Paul David Jernigan	Asst Secretary	Travis Robert Christie	Senior Vice-President, CFO, Secretary, Treasurer

DIRECTORS OR TRUSTEES

Scott Gerald Ellsworth	Theodore Marvin Carpenter Jr.	Travis Robert Christie	Robert Arthur Waegelein
Erin Grace Page			

State of .....Texas.....
County of .....Harris..... 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.

Erin Grace Page President, CEO	Travis Robert Christie Sr Vice President/CFO/Secretary/Treasurer	

Subscribed and sworn to before me this
_____ day of _____, _____

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

ASSETS

	Current Year 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	Prior Year 4 Net Admitted Assets
1. Bonds (Schedule D)	998,926		998,926	1,000,000
2. Stocks (Schedule D):				
2.1 Preferred stocks	0		0	0
2.2 Common stocks	0		0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less $ ..... encumbrances)			0	0
4.2 Properties held for the production of income (less $ ..... encumbrances)			0	0
4.3 Properties held for sale (less $ ..... encumbrances)			0	0
5. Cash ($ 0 , Schedule E-Part 1), cash equivalents ($ 0 , Schedule E-Part 2) and short-term investments ($ 527,294 , Schedule DA)	527,294		527,294	524,803
6. Contract loans (including $ ..... premium notes)			0	0
7. Derivatives (Schedule DB)			0	0
8. Other invested assets (Schedule BA)	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets (Schedule DL)			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	1,526,220	0	1,526,220	1,524,803
13. Title plants less $ ..... charged off (for Title insurers only)			0	0
14. Investment income due and accrued	428		428	428
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	36		36	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets ($ .....)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care ($ .....) and other amounts receivable			0	0
25. Aggregate write-ins for other than invested assets	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,526,684	0	1,526,684	1,525,231
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	1,526,684	0	1,526,684	1,525,231
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501.			0	0
2502.			0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Year 1 Covered	2 Uncovered	3 Total	Prior Year 4 Total
1. Claims unpaid (less $ ..... reinsurance ceded)			0	0
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses			0	0
4. Aggregate health policy reserves, including the liability of $ ..... for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserves			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued			0	0
10.1 Current federal and foreign income tax payable and interest thereon (including $ ..... on realized capital gains (losses))			0	1,052
10.2 Net deferred tax liability		35	35	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including $ ..... current) and interest thereon $ ..... (including $ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates		4,673	4,673	2,222
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with $ ..... authorized reinsurers, $ ..... unauthorized reinsurers and $ ..... certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified ($ .....) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including $ ..... current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	0	4,708	4,708	3,274
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	1,000	1,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	1,519,000	1,519,000
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	1,976	1,957
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 $ .....)	XXX	XXX		0
32.2 ..... shares preferred (value included in Line 27 $ .....)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	1,521,976	1,521,957
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,526,684	1,525,231
DETAILS OF WRITE-INS				
2301.			0	0
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year 1 Uncovered	Current Year 2 Total	Prior Year 3 Total
1. Member Months	XXX	0	0
2. Net premium income (including $ 0 non-health premium income)	XXX	0	0
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of $ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	0	0
Hospital and Medical:			
9. Hospital/medical benefits			0
10. Other professional services			0
11. Outside referrals			0
12. Emergency room and out-of-area			0
13. Prescription drugs			0
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts			0
16. Subtotal (Lines 9 to 15)	0	0	0
Less:			
17. Net reinsurance recoveries			0
18. Total hospital and medical (Lines 16 minus 17)	0	0	0
19. Non-health claims (net)			0
20. Claims adjustment expenses, including $ 0 cost containment expenses		0	0
21. General administrative expenses	247	247	247
22. Increase in reserves for life and accident and health contracts (including $ increase in reserves for life only)		0	0
23. Total underwriting deductions (Lines 18 through 22)	247	247	247
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(247)	(247)
25. Net investment income earned (Exhibit of Net Investment Income, Line 17)	277	277	1,577
26. Net realized capital gains (losses) less capital gains tax of $			0
27. Net investment gains (losses) (Lines 25 plus 26)	277	277	1,577
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $) (amount charged off $)]		0	0
29. Aggregate write-ins for other income or expenses	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	30	1,330
31. Federal and foreign income taxes incurred	XXX	(23)	467
32. Net income (loss) (Lines 30 minus 31)	XXX	53	863
DETAILS OF WRITE-INS			
0601.	XXX		0
0602.	XXX		0
0603.	XXX		0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0
0701.	XXX		0
0702.	XXX		0
0703.	XXX		0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.			0
1402.			0
1403.			0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0
2901.			0
2902.			0
2903.			0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year	2 Prior Year
	CAPITAL & SURPLUS ACCOUNT		
33.	Capital and surplus prior reporting year	1,521,957	1,521,094
34.	Net income or (loss) from Line 32	53	863
35.	Change in valuation basis of aggregate policy and claim reserves		0
36.	Change in net unrealized capital gains (losses) less capital gains tax of $		0
37.	Change in net unrealized foreign exchange capital gain or (loss)		0
38.	Change in net deferred income tax	(35)	0
39.	Change in nonadmitted assets	0	0
40.	Change in unauthorized and certified reinsurance	0	0
41.	Change in treasury stock	0	0
42.	Change in surplus notes	0	0
43.	Cumulative effect of changes in accounting principles		0
44.	Capital Changes:		
	44.1 Paid in	0	0
	44.2 Transferred from surplus (Stock Dividend)		0
	44.3 Transferred to surplus		0
45.	Surplus adjustments:		
	45.1 Paid in	0	0
	45.2 Transferred to capital (Stock Dividend)	0	0
	45.3 Transferred from capital		0
46.	Dividends to stockholders		0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0
48.	Net change in capital and surplus (Lines 34 to 47)	18	863
49.	Capital and surplus end of reporting year (Line 33 plus 48)	1,521,975	1,521,957
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0

CASH FLOW

	1 Current Year	2 Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	0	0
2. Net investment income	179	1,575
3. Miscellaneous income	0	0
4. Total (Lines 1 through 3)	179	1,575
5. Benefit and loss related payments	0	0
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0
7. Commissions, expenses paid and aggregate write-ins for deductions	247	247
8. Dividends paid to policyholders		0
9. Federal and foreign income taxes paid (recovered) net of $ tax on capital gains (losses)	1,065	0
10. Total (Lines 5 through 9)	1,312	247
11. Net cash from operations (Line 4 minus Line 10)	(1,133)	1,328
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	1,000,000	0
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,000,000	0
13. Cost of investments acquired (long-term only):		
13.1 Bonds	998,828	0
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	998,828	0
14. Net increase (decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	1,172	0
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied)	2,451	1,076
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	2,451	1,076
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)	2,490	2,404
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	524,804	522,400
19.2 End of year (Line 18 plus Line 19.1)	527,294	524,804

Analysis of Operations

NONE

Part 1 - Premiums

NONE

Part 2 - Claims Incurred During the Year

NONE

Part 2A - Claims Liability

NONE

Part 2B - Analysis of Claims

NONE

Pt 2C - Sn A - Paid Claims - Comp

NONE

Pt 2C - Sn A - Paid Claims - MS

NONE

Pt 2C - Sn A - Paid Claims - DO

NONE

Pt 2C - Sn A - Paid Claims - VO

NONE

Pt 2C - Sn A - Paid Claims - FE

NONE

Pt 2C - Sn A - Paid Claims - XV

NONE

Pt 2C - Sn A - Paid Claims - XI

NONE

Pt 2C - Sn A - Paid Claims - OT

NONE

Pt 2C - Sn A - Paid Claims - GT

NONE

Pt 2C - Sn B - Incurred Claims - Comp

NONE

Pt 2C - Sn B - Incurred Claims - MS

NONE

Pt 2C - Sn B - Incurred Claims - DO

NONE

Pt 2C - Sn B - Incurred Claims - VO

NONE

Pt 2C - Sn B - Incurred Claims - FE

NONE

Pt 2C - Sn B - Incurred Claims - XV

NONE

Pt 2C - Sn B - Incurred Claims - XI

NONE

Pt 2C - Sn B - Incurred Claims - OT

NONE

Pt 2C - Sn B - Incurred Claims - GT

NONE

Part 2C - Sn C - Claims Expense Ratio Co

NONE

Part 2C - Sn C - Claims Expense Ratio MS

NONE

Part 2C - Sn C - Claims Expense Ratio DO

NONE

Part 2C - Sn C - Claims Expense Ratio VO

NONE

Part 2C - Sn C - Claims Expense Ratio FE

NONE

Part 2C - Sn C - Claims Expense Ratio XV

NONE

Part 2C - Sn C - Claims Expense Ratio XI

NONE

Part 2C - Sn C - Claims Expense Ratio OT

NONE

Part 2C - Sn C - Claims Expense Ratio GT

NONE

Aggregate Reserve for A&H Contracts

NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses 1 Cost Containment Expenses	Claim Adjustment Expenses 2 Other Claim Adjustment Expenses	3 General Administrative Expenses	4 Investment Expenses	5 Total
1. Rent ($ ..... for occupancy of own building)					0
2. Salaries, wages and other benefits					0
3. Commissions (less $ ..... ceded plus $ ..... assumed)					0
4. Legal fees and expenses					0
5. Certifications and accreditation fees					0
6. Auditing, actuarial and other consulting services					0
7. Traveling expenses					0
8. Marketing and advertising					0
9. Postage, express and telephone					0
10. Printing and office supplies					0
11. Occupancy, depreciation and amortization					0
12. Equipment					0
13. Cost or depreciation of EDP equipment and software					0
14. Outsourced services including EDP, claims, and other services					0
15. Boards, bureaus and association fees					0
16. Insurance, except on real estate					0
17. Collection and bank service charges					0
18. Group service and administration fees					0
19. Reimbursements by uninsured plans					0
20. Reimbursements from fiscal intermediaries					0
21. Real estate expenses					0
22. Real estate taxes					0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes					0
23.2 State premium taxes					0
23.3 Regulatory authority licenses and fees			247		247
23.4 Payroll taxes					0
23.5 Other (excluding federal income and real estate taxes)					0
24. Investment expenses not included elsewhere				2,368	2,368
25. Aggregate write-ins for expenses	0	0	0	0	0
26. Total expenses incurred (Lines 1 to 25)	0	0	247	2,368	(a) 2,615
27. Less expenses unpaid December 31, current year					0
28. Add expenses unpaid December 31, prior year	0	0	0	0	0
29. Amounts receivable relating to uninsured plans, prior year	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	0	0	247	2,368	2,615
DETAILS OF WRITE-INS					
2501.					0
2502.					0
2503.					0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0	0
2599. Totals (Line 2501 through 2503 plus 2598) (Line 25 above)	0	0	0	0	0

(a) Includes management fees of $ ..... to affiliates and $ ..... to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1 Collected During Year	2 Earned During Year
1.	U.S. Government bonds	(a) 2,591	2,591
1.1	Bonds exempt from U.S. tax	(a)	
1.2	Other bonds (unaffiliated)	(a)	
1.3	Bonds of affiliates	(a) 0	
2.1	Preferred stocks (unaffiliated)	(b) 0	
2.11	Preferred stocks of affiliates	(b) 0	
2.2	Common stocks (unaffiliated)	0	
2.21	Common stocks of affiliates	0	
3.	Mortgage loans	(c)	
4.	Real estate	(d)	
5.	Contract loans		
6.	Cash, cash equivalents and short-term investments	(e) 54	54
7.	Derivative instruments	(f)	
8.	Other invested assets		
9.	Aggregate write-ins for investment income	0	0
10.	Total gross investment income	2,645	2,645
11.	Investment expenses		(g) 2,368
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g)
13.	Interest expense		(h)
14.	Depreciation on real estate and other invested assets		(i)
15.	Aggregate write-ins for deductions from investment income		0
16.	Total deductions (Lines 11 through 15)		2,368
17.	Net investment income (Line 10 minus Line 16)		277
	DETAILS OF WRITE-INS		
0901.	Misc. Income		
0902.			
0903.			
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0
0999.	Totals (Lines 0901 through 0903 plus 0998) (Line 9 above)	0	0
1501.			
1502.			
1503.			
1598.	Summary of remaining write-ins for Line 15 from overflow page		0
1599.	Totals (Lines 1501 through 1503 plus 1598) (Line 15 above)		0

(a) Includes $ 98 accrual of discount less $ amortization of premium and less $ 7 paid for accrued interest on purchases.
(b) Includes $ accrual of discount less $ amortization of premium and less $ 0 paid for accrued dividends on purchases.
(c) Includes $ 0 accrual of discount less $ 0 amortization of premium and less $ paid for accrued interest on purchases.
(d) Includes $ for company's occupancy of its own buildings; and excludes $ interest on encumbrances.
(e) Includes $ accrual of discount less $ amortization of premium and less $ paid for accrued interest on purchases.
(f) Includes $ accrual of discount less $ amortization of premium.
(g) Includes $ investment expenses and $ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
(h) Includes $ interest on surplus notes and $ interest on capital notes.
(i) Includes $ depreciation on real estate and $ depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

NONE

		1 Realized Gain (Loss) On Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds			0		
1.1	Bonds exempt from U.S. tax			0		
1.2	Other bonds (unaffiliated)			0		
1.3	Bonds of affiliates	0	0	0	0	0
2.1	Preferred stocks (unaffiliated)	0	0	0	0	0
2.11	Preferred stocks of affiliates	0	0	0	0	0
2.2	Common stocks (unaffiliated)	0	0	0	0	0
2.21	Common stocks of affiliates	0	0	0	0	0
3.	Mortgage loans	0	0	0	0	0
4.	Real estate	0	0	0		0
5.	Contract loans			0		
6.	Cash, cash equivalents and short-term investments			0	0	0
7.	Derivative instruments			0		
8.	Other invested assets	0	0	0	0	0
9.	Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10.	Total capital gains (losses)	0	0	0	0	0
	DETAILS OF WRITE-INS					
0901.				0		
0902.				0		
0903.				0		
0998.	Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999.	Totals (Lines 0901 through 0903 plus 0998) (Line 9 above)	0	0	0	0	0

Exhibit of Nonadmitted Assets

NONE

Exhibit 1 - Enrollment by Product Type

NONE

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

Accounting Practices

This statement has been completed in accordance with NAIC Accounting Practices and Procedures Manual except to the extent that state law differs. The Company has no current practices that differ between state law and NAIC practices and procedures.

Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

Accounting Policy

Revenue Recognition - Premiums are recorded as revenue in the month for which members are entitled to service. Premiums collected in advance are deferred.

In addition, the Company uses the following accounting policies:

(1) Short-term investments are stated at amortized cost.
(2) Bonds not backed by other loans are stated at amortized cost.
(3) The Company has no investment in common stock.
(4) The Company has no investment in preferred stock.
(5) The Company has no mortgage loans.
(6) Loan-backed securities are recorded as stated in Note 5D.
(7) The Company has no investment in subsidiaries, controlled or affiliated companies.
(8) The Company has no investment in joint ventures, partnerships and limited liability companies.
(9) The Company has no investment in derivatives.
(10) The Company does not use investment income as a factor in calculating premium deficiency reserve.
(11) Unpaid losses and loss adjustment expenses include an amount determined from individual case estimates and loss reports and an amount, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess or less than the amount provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed and any adjustments are reflected in the period determined.
(12) The Company has not modified its capitalization policy from the prior period.
(13) Pharmaceutical rebate receivables are calculated by using the bid projection for the first portion of the year until more information has been provided by the pharmacy benefits manager, at which time the historical rate is used to calculate the receivable.

Note 2 - Accounting Changes and Corrections of Errors

Not applicable.

Note 3 - Business Combinations and Goodwill

Not applicable.

Note 4 - Discontinued Operations

Not applicable.

Note 5 - Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans.

Not applicable.

B. Debt Restructuring

Not applicable.

NOTES TO FINANCIAL STATEMENTS

C. Reverse Mortgages

Not applicable.

D. Loan-Backed Securities

1. Description of sources used to determine prepayment assumptions.
Prepayment assumptions come from Broker-dealer survey

2. All securities within the scope of this statement with a recognized other-than-temporary impairment, disclosed in the aggregate, classified on the basis for the other-than-temporary impairment:

	(1) Amortized Cost Basis Before OTTI	(2) Other-than-Temporary Impairment Recognized in Loss		(3) Fair Value 1- (2a+2b)
		(2a) Interest	(2b) Non-Interest	
OTTI recognized 1st Quarter:				
a. Intent to Sell	$ -	$ -		-
b. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -		-
c. Total 1st Quarter	**$ -**	**$ -**		**-**
OTTI recognized 2nd Quarter:				
d. Intent to Sell	$ -	$ -		-
e. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -		-
f. Total 2nd Quarter	**$ -**	**$ -**		**-**
OTTI recognized 3rd Quarter:				
g. Intent to Sell	$ -	$ -		-
h. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -		-
i. Total 3rd Quarter	$ -	$ -		-
OTTI recognized 4th Quarter:				
j. Intent to Sell	$ -	$ -		-
k. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis	$ -	$ -	$ -	-
l. Total 4th Quarter	**$ -**	**$ -**	**$ -**	**-**
m. Annual Aggregate Total		$ -	$ -	

3. For each security, by CUSIP, with a recognized other-than-temporary impairment, currently held by the Company, as the present value of cash flows expected to be collected is less than the amortized cost basis of the securities.

4.

All impaired securities (fair value is less than cost or amortized cost) for which an other-than-tempory impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains):

a. The aggregate amount of unrealized losses:

1. Less than 12 Months $ -

2. 12 Months or Longer $ -

NOTES TO FINANCIAL STATEMENTS

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 Months	$ -
2. 12 Months or Longer	$ -

5. There are a number of factors that are considered in determining if there is not an other-than-temporary impairment on an investment, including but not limited to, debt burden, credit ratings, sector, liquidity, financial flexibility, company management, expected earnings and cash flow stream, and economic prospects associated with the investment.

E. Repurchase Agreements

Not applicable.

F. Real Estate

Not applicable.

G. Investments in low-income housing tax credits ("LIHTC")

Not applicable.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

Note 7 - Investment Income

Not applicable.

Note 8 - Derivative Instruments

Not applicable.

Note 9 - Income Taxes

A. The components of the net deferred tax asset/(liability) at December 31, 2013 are as follows:

1		In Thousands							
		12/31/2013			12/31/2012			Change	
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
		Ordinary	Capital	(Col 1+2) Total	Ordinary	Capital	(Col 4+5) Total	(Col 1–4) Ordinary	(Col 2–5) Capital
(a)	Gross Deferred Tax Assets	0	0	0	0	0	0	0	0
(b)	Statutory Valuation Allowance Adjustment	0	0	0	0	(1)	(1)	0	1
(c)	Adjusted Gross Deferred Tax Assets (1a – 1b)	0	0	0	0	1	1	0	(1)
(d).	Deferred Tax Assets Nonadmitted	0	0	0	0	0	0	0	0
(e)	Subtotal Net Deferred Tax Assets (1c - 1d)	0	0	0	0	1	1	0	(1)
(f)	Deferred Tax Liabilities	0	35	35		1	1	0	34
(g)	Net Admitted Deferred Tax Assets (Liabilities) (1e - 1f)	0	(35)	(35)	0	0	0	0	(35)

NOTES TO FINANCIAL STATEMENTS

2

	In Thousands							
	12/31/2013			12/31/2012			Change	
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
	Ordinary	Capital	(Col 1+2)	Ordinary	Capital	(Col 4+5)	(Col 1–4)	(Col 2–5)
			Total			Total	Ordinary	Capital
Admission Calculation Components								
SSAP No. 101								
(a) Federal Income Taxes Paid In Prior Years Recoverable Through Loss Carrybacks.	0	0	0	0	0	0	0	0
(b) Adjusted Gross Deferred Tax Assets Expected To Be Realized (Excluding the Amount of Deferred Tax Assets From 2(a) above) After Application of the Threshold Limitation. (The Lesser of 2(b)1 and 2(b)2 Below)	0	0	0	0	0	0	0	0
1 Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date.	0	0	0	0	0	0	0	0
2 Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold.	xxx	xxx	228,302	xxx	xxx	228,294	xxx	xxx
(c) Adjusted Gross Deferred Tax Assets (Excluding The Amount Of Deferred Tax Assets From 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities.	0	0	0	0	0	0	0	0
(d) Deferred Tax Assets Admitted as the result of application of SSAP No. 101. (Total (2(a)+2(b)+2(c))	0	0	0	0	0	0	0	0

3

	2013 Percentage	2012 Percentage
(a) Ratio Percentage Used to Determine Recovery Period And Threshold Limitation Amount.	275720%	275717%
(b) Amount of Adjusted Capital and Surplus Used to Determine Recovery Period And Threshold Limitation In 2(b)2 Above.	1,522,011	1,521,957

4

	12/31/2013			12/31/2012			Change	
	(1) Ordinary Percent	(2) Capital Percent	(3) (Col 1+2) Total Percent	(4) Ordinary Percent	(5) Capital Percent	(6) (Col 4+5) Total Percent	(7) Ordinary Percent	(8) Capital Percent
A. Impact of Tax Planning Strategies								
(a) Adjusted Gross DTAs (% of Total Adjusted Gross DTAs)	0	0	0	0	0	0	0	0
(b) Net Admitted Adjusted Gross DTAs (% of Total Net Admitted	0	0	0	0	0	0	0	0

NOTES TO FINANCIAL STATEMENTS

Adjusted Gross DTAs)								

(c) The Company's tax planning strategies do not include the use of reinsurance-related tax-planning strategies.

B. Regarding deferred tax liabilities that are not recognized:

Not Applicable

C. Current income taxes incurred consist of the following major components:

(Amounts in thousands)

		(1)	(2)	(3)
		12/31/2013	12/31/2012	(Col 1-2)
				Change
1	Current Income Tax			
(a)	Federal	(23)	467	(490)
(b)	Foreign	0	0	0
(c)	Subtotal	(23)	467	(490)
(d)	Federal income tax on net capital gains	0	0	0
(e)	Utilization of capital loss carry-forwards/carry back claim	0	0	0
(f)	Other - Partial reversal of tax benefit allocated to parent	0	0	0
(g)	Federal and foreign income taxes incurred	(23)	467	(490)

2	Deferred Tax Assets:			
(a)	Ordinary			
(1)	Discounting of unpaid losses	0	0	0
(2)	Unearned premium reserve	0	0	0
(3)	Policyholder reserves	0	0	0
(4)	Investments	0	0	0
(5)	Deferred acquisition costs	0	0	0
(6)	Policyholder dividends accrual	0	0	0
(7)	Fixed assets	0	0	0
(8)	Compensation and benefits accrual	0	0	0
(9)	Pension accrual	0	0	0
(10)	Receivables – nonadmitted	0	0	0
(11)	Net operating loss carry-forward	0	0	0
(12)	Tax credit carry-forward	0	0	0
(13)	Other (including items <5% of total ordinary tax assets)	0	0	0
(14)	Other assets - nonadmitted	0	0	0
(99)	Subtotal	0	0	0
(b)	Statutory valuation allowance adjustment	0	0	0
(c)	Nonadmitted	0	0	0
(d)	Admitted ordinary deferred tax assets (2a99 – 2b – 2c)	-	-	-
(e)	Capital:			
(1)	Investments	0	0	0
(2)	Net capital loss carry-forward	0	0	0
(3)	Real estate	0	0	0
(4)	Other(including items <5% of total capital tax assets)	0	0	0
(99)	Subtotal	0	0	0
(f)	Statutory valuation allowance adjustment	0	(1)	1
(g)	Nonadmitted	0	0	0
(h)	Admitted capital deferred tax assets (2e99 – 2f – 2g)	-	1	

NOTES TO FINANCIAL STATEMENTS

				(1)
(i)	Admitted deferred tax assets (2d + 2h)	-	1	(1)
3	Deferred Tax Liabilities:			
(a)	Ordinary			
(1)	Investments	0	0	0
(2)	Agent's Balance	0	0	0
(3)	Deferred and uncollected premium	0	0	0
(4)	Policyholder reserves	0	0	0
(5)	Other(including items <5% of total ordinary tax liabilities)	0	0	0
(99)	Subtotal	0	0	0
(b)	Capital:			
(1)	Investments	35	1	34
(2)	Real estate	0	0	0
(3)	Other(including items <5% of total capital tax liabilities)	0	0	0
(99)	Subtotal	35	1	34
(c)	Deferred tax liabilities(3a99 + 3b99)	35	1	34
4	Net deferred tax assets/liabilities(2i – 3c)	(35)	-	(35)

D.

Reconciliation of Federal Income Tax Rate to Actual Effective Rate	2012	
Among the more significant book to tax adjustments were the following:	Amounts In Thousands	Effective Tax Rate (%)
Provision computed at statutory rate	12	35.00%
Other	0	0.00%
		0.00%
Total incurred income tax expense	12	35.00%
Federal and foreign income taxes incurred	(23)	-70.00%
Realized capital gains (losses) tax	0	0.00%
Change in net deferred income taxes	35	107.55%
Total statutory income taxes	12	37.55%
	(0)	0

E. Operating Loss Tax Credit Carryforwards and Protective Tax Deposits

1 At December 31, 2013 the Company did not have any unused net operating loss carryforwards available to offset against future taxable income.

2 The following amounts of federal income taxes are available for recoupment in the event of future net losses.

Year	Amount
2013	
2012	467

3 The Company did not have any protective tax deposits under Section 6603 of the Internal Revenue Code.

F. Consolidated Federal Income Tax Return

1 The company's federal income tax return was consolidated with the following entities:

Accountable Care Coalition of Texas, Inc
Accountable Care Coalition of DeKalb, LLC
Senior Life Resource Center, Inc.
TexanPlus Health Centers, LLC

NOTES TO FINANCIAL STATEMENTS

Ameri-Plus Preferred Care, Inc
APS Parent, Inc.
APS Healthcare, Inc.
APS Healthcare Holdings, Inc.
APS Healthcare Bethesda, Inc
Collaborative Health Solutions, LLC
CNR Partners, Inc.
Golden Triangle Physician Alliance
Harmony Health, Inc.
Heritage Health Systems of Texas, Inc.
Heritage Health Systems, Inc.
Heritage Physician Networks
HHS Texas Management, Inc.
Innovative Resource Group, LLC
Penn Marketing America, LLC
Premier Marketing Group, LLC
Pyramid Marketing Services, Inc.
Quincy Coverage Corporation
SelectCare Health Plans, Inc.
SelectCare of Maine, Inc.
SelectCare of Oklahoma, Inc.
SelectCare of Texas, Inc.
The Pyramid Life Insurance Company
Today's Options Health Plans of Wisconsin, Inc.
Today's Options of Arkansas, Inc.
Today's Options of Georgia, Inc.
Today's Options of Kansas, Inc.
Today's Options of Missouri, Inc.
Today's Options of Nebraska, Inc.
Today's Options of New York, Inc.
Today's Options of Oklahoma, Inc. (fka Global Health, Inc.)
Today's Options of Pennsylvania, Inc.
Today's Options of South Carolina, Inc.
Today's Options of Texas, Inc.
Today's Options of Virginia, Inc.
UAM Agent Services Corp.
UAM/APS Holding Corp.
Universal American Corp. (fka Universal American Spin Corp.)
Universal American Financial Services, Inc.
Universal American Holdings, LLC
Worlco Management Services, Inc., a New York Corporation
Worlco Management Services, Inc., a Pennsylvania Corporation
Worldnet Services Corporation

2 The Company is included in the consolidated federal income tax return of Universal American Corp., with certain other subsidiaries as noted above.
The method of allocation between the companies is subject to written agreement, approved by the Board of Directors.
The allocation is based upon separate return calculations with current credit for the net losses which the company is able to use on a separate
company basis. Intercompany tax balances are settled quarterly.

G.
The company has no federal or foreign income tax loss contingencies as determined in accordance with SSAP No. 5R.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A, B, C. In 2013, the Company did not have any material transfers of assets to affiliates.

D. The company had $0 due from affiliates and $4,673 payable to affiliates as of December 31, 2013. Payment terms require the settlement of these funds within 30 days.

E. The Company does not have guarantees or undertakings for the benefit of an affiliate or related party that would result in a material contingent exposure of the reporting entity's or any related party's assets or liabilities.

F. Not applicable.

G. All outstanding shares of the Company are owned by its direct parent, Heritage Health Systems, Inc., a subsidiary of Universal American Corp. The Company is a member of a holding company system.

H. The Company does not own any shares of stock, either directly or indirectly, of its direct or ultimate parent companies.

I, J. The Company does not have any investment in subsidiaries, controlled or affiliated entities, nor did it recognize any impairment write-downs thereof.

K. Not applicable.

L. Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 11 - Debt

Not applicable.

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

Not applicable.

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

1. The Company's capital is common stock, 1,000 shares authorized, issued and outstanding, $1.00 per share par value.
2. The Company has no Preferred Stock.
3. Without prior approval of its domiciliary commissioner, dividends to shareholders are not allowed by the laws of the Company's state of domicile based on restrictions relating to statutory surplus .
4. No dividend has been paid in 2013 or 2012.
5. Other than noted in 3 above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
6. There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
7. Not applicable.
8. The Company is not holding any of its own stock or stock of affiliated companies for special purposes.
9. The Company has recorded no Special Surplus Funds in 2012 and 2013, for the additional admitted assets resulting from the adoption of SSAP 10R, as indicated in Note 2.B.
10. The portion of unassigned funds (surplus) that is represented by non-admitted assets was $0 at both December 31, 2013 and December 31, 2012.
11. The Company has no surplus notes outstanding.
12. Not applicable.
13. Not applicable.

Note 14 - Contingencies

Not applicable.

Note 15 - Leases

Not applicable.

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

Not applicable.

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

The Company has no wash sales

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

Not applicable.

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

Not applicable.

Note 20 - Fair Value Measurements

20.A.1

(1)	(2)	(3)	(4)	(5)
Description	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Perpetual Preferred stock				
Industrial and Misc	0.00	0.00	0.00	0.00
Parent, Subsidiaries and Affiliates	0.00	0.00	0.00	0.00

NOTES TO FINANCIAL STATEMENTS

Total Pepetual Preferred Stocks	0.00	0.00	0.00	0.00
Bonds				
U.S. Government	0.00	998,560.03	0.00	998,560.03
Industrial & Misc	0.00	0.00	0.00	0.00
Hybrid Securities	0.00	0.00	0.00	0.00
Parent, Subsidiaries and Affiliates	0.00	0.00	0.00	0.00
Total Bonds	0.00	998,560.03	0.00	998,560.03
Common Stock				
Industrial and Misc	0.00	0.00	0.00	0.00
Parent, Subsidiaries and Affiliates	0.00	0.00	0.00	0.00
Total Common Stocks	0.00	0.00	0.00	0.00
Derivative assets				
Interest rate contracts	0.00	0.00	0.00	0.00
Foreign exchange contracts	0.00	0.00	0.00	0.00
Credit contracts	0.00	0.00	0.00	0.00
Commodity futures contracts	0.00	0.00	0.00	0.00
Commodity forward contracts	0.00	0.00	0.00	0.00
Total Derivatives	0.00	0.00	0.00	0.00
Separate account assets	0.00	0.00	0.00	0.00
Total assets at fair value	**0.00**	**998,560.03**	**0.00**	**998,560.03**

20.A.2

	(1) Balance at 01/01/2012	(2) Transfer in Level 3	(3) Transfer out of Level 3	(4) Total gains and (losses) included in the Net Income	(5) Total gains and (losses) included in Surplus	(6) Purchases	(6) Issuances	(Sa
RMBS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.
CMBS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.
Derivatives Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.
Derivatives Liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.
Other	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.
Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.

20.A.3

Not Applicable

20.A.4

For level 2 securities, the company uses a 3rd party pricing service.

20.B

None

20.C

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)

NOTES TO FINANCIAL STATEMENTS

Bonds	998,560.03	998,925.70	0.00	998,925.70	0.00	$ -
Common Stock	0.00	0.00	0.00	0.00	0.00	-
Perpetual Preferred Stock	0.00	0.00	0.00	0.00	0.00	-
Other Invested Assets	0.00	0.00	0.00	0.00	0.00	

20.D - Securities for which FV couldn't be determined

None

Note 21 - Other Items

A. Extraordinary Items - Not applicable.

B. Troubled Debt Restructuring – Not applicable.

C. Other Disclosure: State Deposits ---------> Carry Value

1. In the amount of $109,882 and $110,064 at December 31, 2013 and December 31, 2012, respectively, were on deposit with government authorities or trustees as required by law.

2. The Company elected to use rounding in the reporting of amount in this statement

D. Uncollectible Premiums Receivables – Not applicable.

E. Business Interruption Insurance Recoveries – Not applicable.

F. State Transferable Tax Credit - Not applicable.

G. Subprime Mortgage Related Risk Exposure

SUBPRIME DISCLOSURE

Footnote 21G - 3

NAIC NOTES				
	Actual Cost	**Book/Adjusted Carrying value**	**Fair Value**	**OTTI Losses**
a. Residential mortgage-backed securities	0	0	0	0
b. Commercial mortgage-backed securities				
c. Collateralized debt obligations				
d. Structured securities				
e. Equity investment in SCAs				
f. Other assets				
g. Total	0	0	0	0

Note 22 - Events Subsequent

Not applicable.

Note 23 - Reinsurance

Not applicable.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

The Company has no change in incurred losses and loss adjustment expenses.

Note 26 - Intercompany Pooling Arrangements

Not applicable.

Note 27 - Structured Settlements

Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 28 - Health Care Receivables

Not applicable.

Note 29 - Participating Policies

Not applicable.

Note 30 - Premium Deficiency Reserves

Not applicable.

Note 31 - Anticipated Salvage and Subrogation

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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

If yes, complete Schedule Y, Parts 1, 1A and 2.

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

1.3 State Regulating? Maine

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

2.2 If yes, date of change:

3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/1999

3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/1999

3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 12/31/1999

3.4 By what department or departments? Maine Bureau of Insurance

3.5 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]

3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [ ] No [ ] N/A [X]

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

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

4.12 renewals? Yes [ ] No [X]

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

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

4.22 renewals? Yes [ ] No [X]

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

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

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

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

6.2 If yes, give full information

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

7.2 If yes,

7.21 State the percentage of foreign control

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

1 Nationality	2 Type of Entity

GENERAL INTERROGATORIES

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

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

8.4 If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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 FDIC	6 SEC

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
ERNST & YOUNG, LLP, 5 HOUSTON CENTER, 1401 MCKINNEY, SUITE 1200, HOUSTON, TEXAS 77010.....

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [ ] No [X]

10.2 If the response to 10.1 is yes, provide information related to this exemption:

10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [ ] No [X]

10.4 If the response to 10.3 is yes, provide information related to this exemption:

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [ ] N/A [ ]

10.6 If the response to 10.5 is no or n/a, please explain

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?

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

12.11 Name of real estate holding company .....

12.12 Number of parcels involved .....

12.13 Total book/adjusted carrying value $.....

12.2 If yes, provide explanation

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

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

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

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

13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [ ] No [ ] N/A [ ]

14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No [ ]

a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

c. Compliance with applicable governmental laws, rules and regulations;

d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

e. Accountability for adherence to the code.

14.11 If the response to 14.1 is no, please explain:

14.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

14.21 If the response to 14.2 is yes, provide information related to amendment(s)

14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [ ] No [X]

14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

GENERAL INTERROGATORIES

15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [ ] No [X]

15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount

BOARD OF DIRECTORS

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

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

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

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [ ] No [X]

20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.11 To directors or other officers $.....
- 20.12 To stockholders not officers $.....
- 20.13 Trustees, supreme or grand (Fraternal only) $.....

20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.21 To directors or other officers $.....
- 20.22 To stockholders not officers $.....
- 20.23 Trustees, supreme or grand (Fraternal only) $.....

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

21.2 If yes, state the amount thereof at December 31 of the current year:
- 21.21 Rented from others $.....
- 21.22 Borrowed from others $.....
- 21.23 Leased from others $.....
- 21.24 Other $.....

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

22.2 If answer is yes:
- 22.21 Amount paid as losses or risk adjustment $.....
- 22.22 Amount paid as expenses $.....
- 22.23 Other amounts paid $.....

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

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

INVESTMENT

24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03) Yes [X] No [ ]

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

24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)

24.04 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [ ] No [ ] NA [X]

24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. $.....

24.06 If answer to 24.04 is no, report amount of collateral for other programs. $.....

24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [ ] No [ ] NA [X]

24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [ ] No [ ] NA [X]

24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [ ] No [ ] NA [X]

24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
- 24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $.....
- 24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $.....
- 24.103 Total payable for securities lending reported on the liability page $.....

GENERAL INTERROGATORIES

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes [X] No [ ]

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

25.21	Subject to repurchase agreements	$
25.22	Subject to reverse repurchase agreements	$
25.23	Subject to dollar repurchase agreements	$
25.24	Subject to reverse dollar repurchase agreements	$
25.25	Pledged as collateral	$
25.26	Placed under option agreements	$
25.27	Letter stock or securities restricted as to sale	$
25.28	On deposit with state or other regulatory body	$ 109,882
25.29	Other	$

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

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

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

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

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

28. 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 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian's Address
U.S. Bank NA	50 S. 16th St, Suite 2000, Philadelphia, PA 19102

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

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

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes [ ] No [X]

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

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

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

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

GENERAL INTERROGATORIES

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

29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999 TOTAL		0

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

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

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

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds	1,526,220	1,525,854	(366)
30.2 Preferred Stocks	0		0
30.3 Totals	1,526,220	1,525,854	(366)

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

Carrying value for securities have been determined in accordance with the guidelines of the NAIC. Fair value is determined using a pricing hierarchy starting iwth a widely accepted pricing vendor, followed by external broker/dealers, Bloomberg analytic modeling and a benchmark to index model.

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [X] No [ ]

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [X] No [ ]

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

32.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

32.2 If no, list exceptions:

GENERAL INTERROGATORIES

OTHER

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

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

1 Name	2 Amount Paid
	$
	$
	$

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

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

1 Name	2 Amount Paid
	$
	$
	$

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

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

1 Name	2 Amount Paid
	$
	$
	$

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

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

1.2 If yes, indicate premium earned on U. S. business only. $ 0

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

1.31 Reason for excluding

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

1.5 Indicate total incurred claims on all Medicare Supplement insurance. $ 0

1.6 Individual policies:

Most current three years:

1.61 Total premium earned $ 0

1.62 Total incurred claims $ 0

1.63 Number of covered lives 0

All years prior to most current three years:

1.64 Total premium earned $ 0

1.65 Total incurred claims $ 0

1.66 Number of covered lives 0

1.7 Group policies:

Most current three years:

1.71 Total premium earned $ 0

1.72 Total incurred claims $ 0

1.73 Number of covered lives 0

All years prior to most current three years:

1.74 Total premium earned $ 0

1.75 Total incurred claims $ 0

1.76 Number of covered lives 0

2. Health Test:

		1 Current Year	2 Prior Year
2.1	Premium Numerator	$ 0	$ 0
2.2	Premium Denominator	$ 0	$ 0
2.3	Premium Ratio (2.1/2.2)	0.000	0.000
2.4	Reserve Numerator	$ 0	$ 0
2.5	Reserve Denominator	$ 0	$ 0
2.6	Reserve Ratio (2.4/2.5)	0.000	0.000

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

3.2 If yes, give particulars:

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

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

5.1 Does the reporting entity have stop-loss reinsurance? Yes [ ] No [X]

5.2 If no, explain:

No members in 2011

5.3 Maximum retained risk (see instructions)

5.31 Comprehensive Medical $

5.32 Medical Only $

5.33 Medicare Supplement $

5.34 Dental and Vision $

5.35 Other Limited Benefit Plan $

5.36 Other $

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

No members in 2011

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

7.2 If no, give details

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year

8.2 Number of providers at end of reporting year

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

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months

9.22 Business with rate guarantees over 36 months

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

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

10.2 If yes:

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

11.1 Is the reporting entity organized as:

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

11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes [X] No [ ]

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

11.4 If yes, show the amount required. $.....1,500,000

11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes [ ] No [X]

11.6 If the amount is calculated, show the calculation.

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

1 Name of Service Area
.....
.....
.....
.....
.....

13.1 Do you act as a custodian for health savings accounts? Yes [ ] No [X]

13.2 If yes, please provide the amount of custodial funds held as of the reporting date. $.....

13.3 Do you act as an administrator for health savings accounts? Yes [ ] No [X]

13.4 If yes, please provide the balance of the funds administered as of the reporting date. $.....

FIVE - YEAR HISTORICAL DATA

	1 2013	2 2012	3 2011	4 2010	5 2009
Balance Sheet (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	1,526,684	1,525,231	1,522,825	1,524,931	1,522,604
2. Total liabilities (Page 3, Line 24)	4,708	3,274	1,731	2,893	1,300
3. Statutory surplus	1,500,000	1,500,000	1,500,000	1,500,000	1,500,000
4. Total capital and surplus (Page 3, Line 33)	1,521,976	1,521,957	1,521,094	1,522,037	1,521,303
Income Statement (Page 4)					
5. Total revenues (Line 8)	0	0	0	0	0
6. Total medical and hospital expenses (Line 18)	0	0	0	0	0
7. Claims adjustment expenses (Line 20)	0	0	0	0	0
8. Total administrative expenses (Line 21)	247	247	2,739	697	789
9. Net underwriting gain (loss) (Line 24)	(247)	(247)	(2,739)	(697)	(789)
10. Net investment gain (loss) (Line 27)	277	1,577	1,283	2,018	2,603
11. Total other income (Lines 28 plus 29)	0	0	0	0	0
12. Net income or (loss) (Line 32)	53	863	(944)	858	1,303
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	(1,133)	1,328	(1,737)	935	2,191
Risk-Based Capital Analysis					
14. Total adjusted capital	1,521,976	1,521,957	1,521,094	1,522,037	1,521,180
15. Authorized control level risk-based capital	552	552	1,334	2,672	2,119
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	0	0	0	0	0
17. Total members months (Column 6, Line 7)	0	0	0	0	0
Operating Percentage (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3, and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	0.0	0.0	0.0	0.0	0.0
20. Cost containment expenses	0.0	0.0	0.0	0.0	0.0
21. Other claims adjustment expenses	0.0	0.0	0.0	0.0	0.0
22. Total underwriting deductions (Line 23)	0.0	0.0	0.0	0.0	0.0
23. Total underwriting gain (loss) (Line 24)	0.0	0.0	0.0	0.0	0.0
Unpaid Claims Analysis					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	0	0	0	0	0
25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)]	0	0	0	0	0
Investments In Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate		0	0	0	0
31. All other affiliated		0	0	0	0
32. Total of above Lines 26 to 31	0	0	0	0	0
33. Total investment in parent included in Lines 26 to 31 above		0	0	0	0

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes [ ] No [ ]

If no, please explain

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

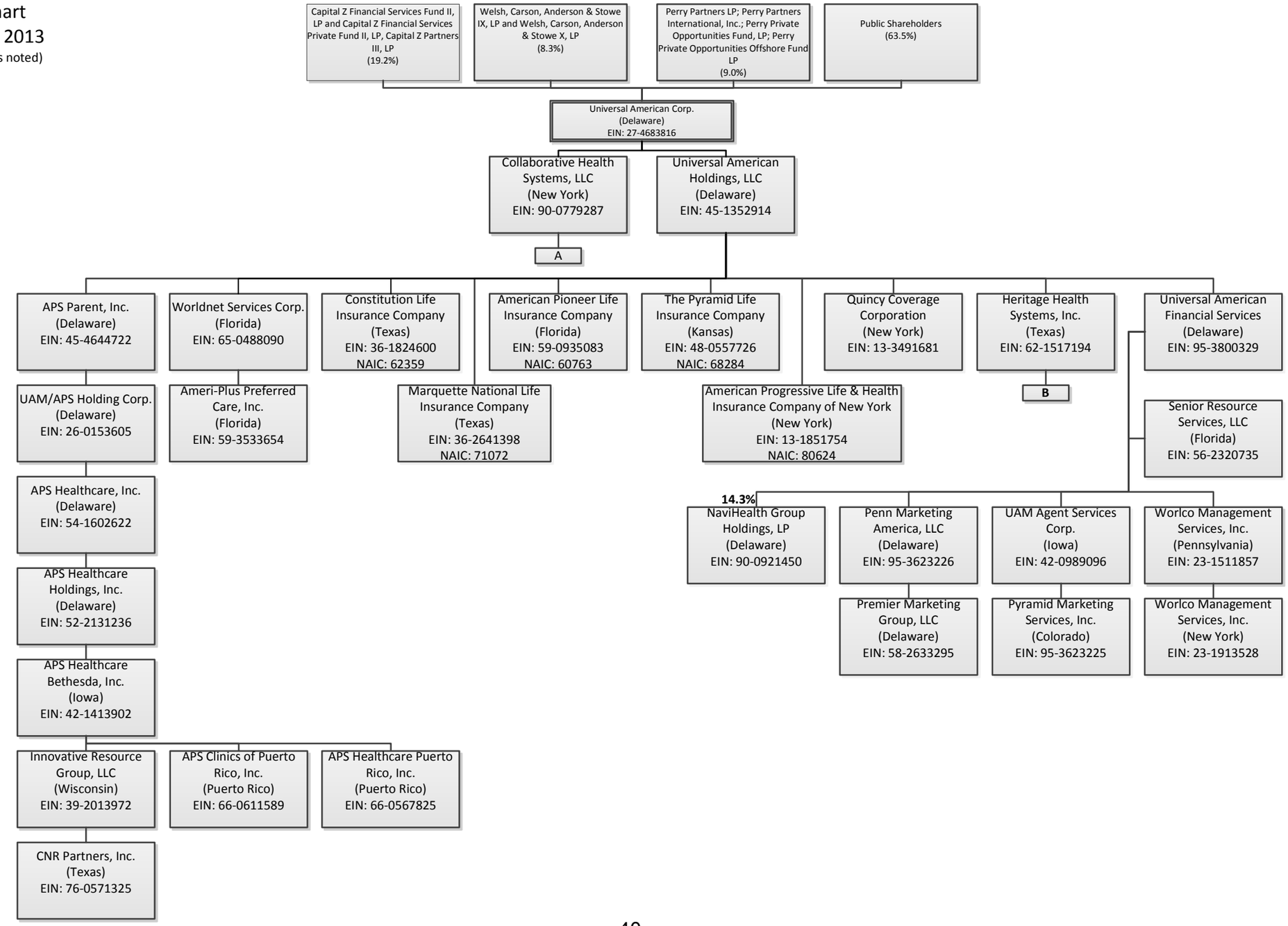
	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Plan Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama AL	N							0	0
2. Alaska AK	N							0	0
3. Arizona AZ	N							0	0
4. Arkansas AR	N							0	0
5. California CA	N							0	0
6. Colorado CO	N							0	0
7. Connecticut CT	N							0	0
8. Delaware DE	N							0	0
9. District of Columbia DC	N							0	0
10. Florida FL	N							0	0
11. Georgia GA	N							0	0
12. Hawaii HI	N							0	0
13. Idaho ID	N							0	0
14. Illinois IL	N							0	0
15. Indiana IN	N							0	0
16. Iowa IA	N							0	0
17. Kansas KS	N							0	0
18. Kentucky KY	N							0	0
19. Louisiana LA	N							0	0
20. Maine ME	L		0					0	0
21. Maryland MD	N							0	0
22. Massachusetts MA	N							0	0
23. Michigan MI	N							0	0
24. Minnesota MN	N							0	0
25. Mississippi MS	N							0	0
26. Missouri MO	N							0	0
27. Montana MT	N							0	0
28. Nebraska NE	N							0	0
29. Nevada NV	N							0	0
30. New Hampshire NH	N							0	0
31. New Jersey NJ	N							0	0
32. New Mexico NM	N							0	0
33. New York NY	N							0	0
34. North Carolina NC	N							0	0
35. North Dakota ND	N							0	0
36. Ohio OH	N							0	0
37. Oklahoma OK	N							0	0
38. Oregon OR	N							0	0
39. Pennsylvania PA	N							0	0
40. Rhode Island RI	N							0	0
41. South Carolina SC	N							0	0
42. South Dakota SD	N							0	0
43. Tennessee TN	N							0	0
44. Texas TX	N							0	0
45. Utah UT	N							0	0
46. Vermont VT	N							0	0
47. Virginia VA	N							0	0
48. Washington WA	N							0	0
49. West Virginia WV	N							0	0
50. Wisconsin WI	N							0	0
51. Wyoming WY	N							0	0
52. American Samoa AS	N							0	0
53. Guam GU	N							0	0
54. Puerto Rico PR	N							0	0
55. U.S. Virgin Islands VI	N							0	0
56. Northern Mariana Islands MP	N							0	0
57. Canada CAN	N							0	0
58. Aggregate other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	0	0	0	0	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
58001.	XXX								
58002.	XXX								
58003.	XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(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.

Explanation of basis of allocation by states, premiums by state, etc. By which Plan a Member is Enrolled

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

Organizational Chart
As of December 31, 2013
(Ownership is 100% Except as noted)



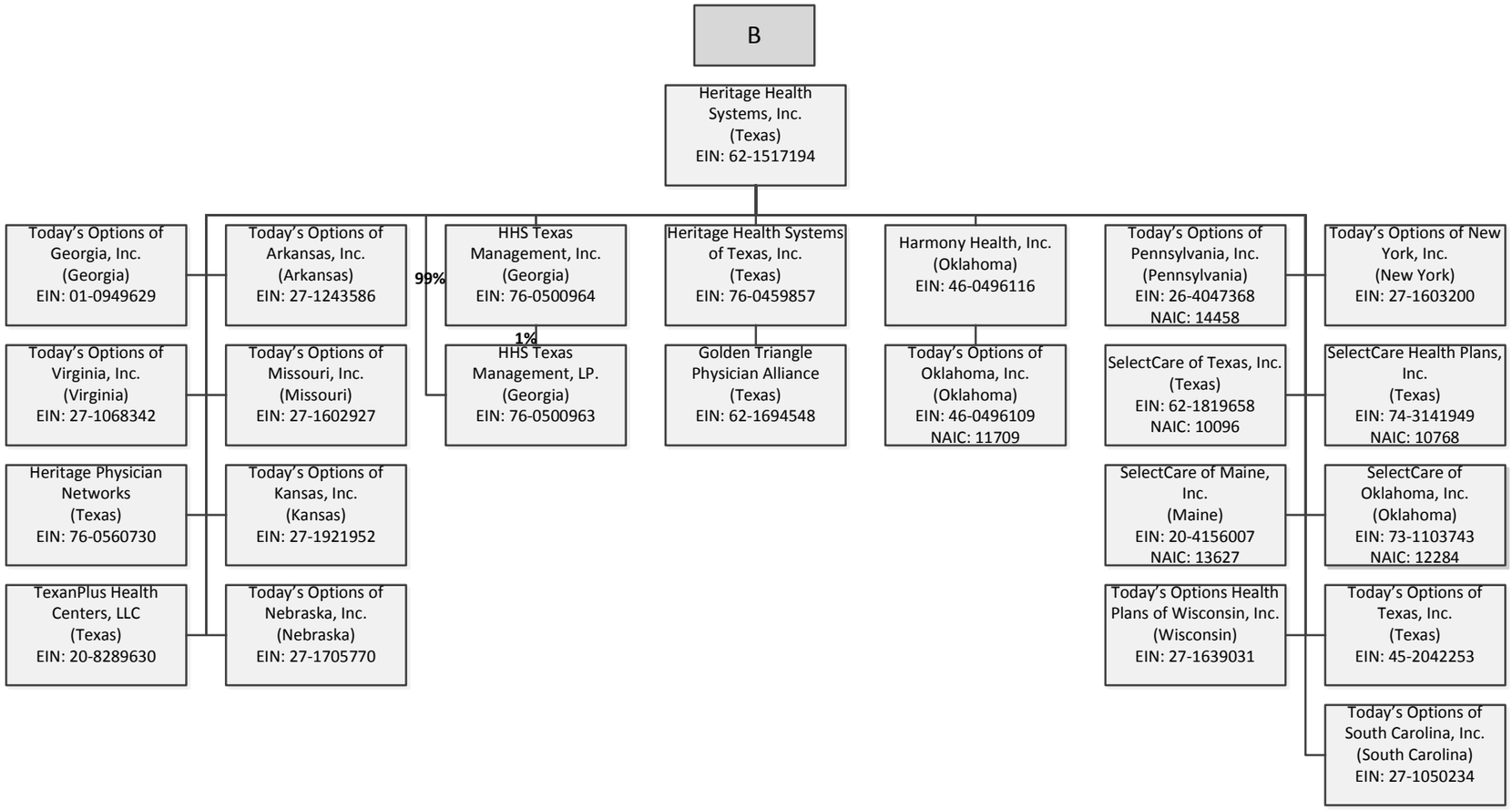
(Ownership is 100% Except as noted)

A

Collaborative Health Systems, LLC (New York) EIN: 90-0779287

- TACHC ACO Holdings, LLC (Texas) EIN: 45-4680305
  - Accountable Care Coalition of California, LLC (California) EIN: 45-5596942
- Capital Health ACO, LLC (Texas) EIN: 46-2887197
  - Accountable Care Coalition of Cedar Rapids, LLC (Iowa) EIN: 45-4546462
- Transitional Analytical Care, LLC (Texas) EIN: 46-2881407
  - Accountable Care Coalition of East & South Central Texas, LLC (Texas) EIN: 45-5481408
- Aspirus Accountable Care Coalition, LLC (Wisconsin) EIN: 46-2854609
  - Accountable Care Coalition of West Florida Panhandle, LLC (Florida) EIN: 80-0830376
- Accountable Care Coalition of Valdosta, Georgia, LLC (Georgia) EIN: TBD
  - Accountable Care Coalition of Oklahoma, LLC (Oklahoma) EIN: 45-5522584
- Accountable Care Coalition of Texas, Inc. (Texas) EIN: 45-2742298
  - Accountable Care Coalition of Cumberland County, LLC (Pennsylvania) EIN: 46-1267172
- Accountable Care Coalition of Connecticut, LLC (Connecticut) EIN: 45-5478930
- Accountable Care Coalition of East Florida Panhandle, LLC (Florida) EIN: 45-5426174
  - Accountable Care Coalition of Southern Georgia, LLC (Georgia) EIN: 45-5580645
  - Accountable Care Coalition of Sheboygan, LLC (Wisconsin) EIN: 45-4546377
  - Accountable Care Coalition of Alabama, LLC (Pennsylvania) EIN: 45-4630526
  - Accountable Care Coalition of Kentucky, LLC (Kentucky) EIN: 45-5474294
  - Accountable Care Coalition of NE TN & SW VA, LLC (Tennessee) EIN: 45-4136851
  - Accountable Care Coalition of Queens County, LLC (New York) EIN: 45-4106405
- Accountable Care Coalition of EscaRosa, LLC (Florida) EIN: 46-2885614
  - Accountable Care Coalition of Charlotte, LLC (North Carolina) EIN: 46-2884994
  - Accountable Care Coalition of Hawaii, LLC (Hawaii) EIN: 46-1270974
  - Accountable Care Coalition of West Michigan, LLC (Michigan) EIN: 46-2861926
  - Accountable Care Coalition of Central and Western Massachusetts, LLC (Massachusetts) EIN: 46-2884811
  - Accountable Care Coalition of the JPS Physician Group, LLC (Texas) EIN: 46-2884561
  - Jefferson Physician Organization Accountable Care Organization, LLC (Texas) EIN: 45-5591777
- Accountable Care Coalition of North Texas, LLC (Texas) EIN: 45-4552802
  - Accountable Care Coalition of Georgia, LLC (Georgia) EIN: 45-5481108
  - Accountable Care Coalition of Eastern North Carolina, LLC (North Carolina) EIN: 45-4120885
  - Accountable Care Coalition of Greater Athens Georgia II, LLC (Georgia) EIN: 45-5461336
  - Accountable Care Coalition of Southeast Wisconsin (Wisconsin) EIN: 45-4113610
  - Accountable Care Coalition of Mount Kisco, LLC (New York) EIN: 45-4105836
  - Accountable Care Coalition of Syracuse, LLC (New York) EIN: 45-4546234
  - Accountable Care Coalition of Maryland Primary Care, LLC (Maryland) EIN: 45-5449147
- 51%
- Accountable Care Coalition of Central Georgia, LLC (Georgia) EIN: 45-5510251
  - Northern Maryland Collaborative Care, LLC (Maryland) EIN: 45-5626871
  - Accountable Care Coalition of Greater Athens Georgia, LLC (Georgia) EIN: 45-4113685
  - Accountable Care Coalition of the Green Mountains, LLC (Vermont) EIN: 45-4136033
  - Accountable Care Coalition of the North Country, LLC (New York) EIN: 45-4106154
  - Accountable Care Coalition of Maryland, LLC (Maryland) EIN: 45-4119739
  - Accountable Care Coalition of Greater Houston, LLC (Texas) EIN: 45-4553113
  - Accountable Care Coalition of Greater New York, LLC (New York) EIN: 45-5592037
- 51%
- Accountable Care Coalition of Greater Augusta & Statesboro, LLC (Georgia) EIN: 45-5571360
  - Accountable Care Coalition of New Mexico, LLC (New Mexico) EIN: 45-5493961
  - Accountable Care Coalition of South Georgia, LLC (Georgia) EIN: 45-5416424
  - Accountable Care Coalition of North Central Florida, LLC (Florida) EIN: 45-5431801
  - Accountable Care Coalition of Coastal Georgia, LLC (Georgia) EIN: 45-4113655
  - Accountable Care Coalition of Western Georgia, LLC (Georgia) EIN: 45-4537584
  - Virginia Collaborative Care, LLC (Virginia) EIN: 45-5439406
  - Accountable Care Coalition of Mississippi, LLC (Mississippi) EIN: 46-2881180
- Essential Care Partners II, LLC (Texas) EIN: 45-5549289
  - Essential Care Partners, LLC (Texas) EIN: 45-4561546
  - Accountable Care Coalition of Northwest Florida, LLC (Florida) EIN: 45-4106526
  - Southern Maryland Collaborative Care, LLC (Maryland) EIN: 45-5627098
  - Maryland Collaborative Care, LLC (Maryland) EIN: 90-0855950
  - Accountable Care Coalition of the Mississippi Gulf Coast, LLC (Mississippi) EIN: 45-4106566
  - Accountable Care Coalition of the Tri-Counties, LLC (South Carolina) EIN: 45-4113780
  - Accountable Care Coalition of Caldwell County, LLC (North Carolina) EIN: 45-4112652
- 80%
- Accountable Care Coalition of DeKalb, LLC (Georgia) EIN: 45-4537668
- 97%
- Maine Primary Care Holdings, LLC (Maine) EIN: 45-4679969
  - 51%
  - Maine Community Accountable Care Organization, LLC (Maine) EIN: 45-4552092

(Ownership is 100% Except as noted)



ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business	7
Assets	2
Cash Flow	6
Exhibit 1 – Enrollment By Product Type for Health Business Only	17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18
Exhibit 3 – Health Care Receivables	19
Exhibit 3A – Analysis of Health Care Receivables Collected and Accrued	20
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	21
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	22
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	23
Exhibit 7 – Part 1 – Summary of Transactions With Providers	24
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	24
Exhibit 8 – Furniture, Equipment and Supplies Owned	25
Exhibit of Capital Gains (Losses)	15
Exhibit of Net Investment Income	15
Exhibit of Nonadmitted Assets	16
Exhibit of Premiums, Enrollment and Utilization (State Page)	30
Five-Year Historical Data	29
General Interrogatories	27
Jurat Page	1
Liabilities, Capital and Surplus	3
Notes To Financial Statements	26
Overflow Page For Write-ins	44
Schedule A – Part 1	E01
Schedule A – Part 2	E02
Schedule A – Part 3	E03
Schedule A – Verification Between Years	SI02
Schedule B – Part 1	E04
Schedule B – Part 2	E05
Schedule B – Part 3	E06
Schedule B – Verification Between Years	SI02
Schedule BA – Part 1	E07
Schedule BA – Part 2	E08
Schedule BA – Part 3	E09
Schedule BA – Verification Between Years	SI03
Schedule D – Part 1	E10

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

Schedule D – Part 1A – Section 1	SI05
Schedule D – Part 1A – Section 2	SI08
Schedule D – Part 2 – Section 1	E11
Schedule D – Part 2 – Section 2	E12
Schedule D – Part 3	E13
Schedule D – Part 4	E14
Schedule D – Part 5	E15
Schedule D – Part 6 – Section 1	E16
Schedule D – Part 6 – Section 2	E16
Schedule D – Summary By Country	SI04
Schedule D – Verification Between Years	SI03
Schedule DA – Part 1	E17
Schedule DA –Verification Between Years	SI10
Schedule DB – Part A – Section 1	E18
Schedule DB – Part A – Section 2	E19
Schedule DB – Part A – Verification Between Years	SI11
Schedule DB – Part B – Section 1	E20
Schedule DB – Part B – Section 2	E21
Schedule DB – Part B – Verification Between Years	SI11
Schedule DB – Part C – Section 1	SI12
Schedule DB – Part C – Section 2	SI13
Schedule DB – Part D – Section 1	E22
Schedule DB – Part D – Section 2	E23
Schedule DB – Verification	SI14
Schedule DL – Part 1	E24
Schedule DL – Part 2	E25
Schedule E – Part 1 – Cash	E26
Schedule E – Part 2 – Cash Equivalents	E27
Schedule E – Part 3 – Special Deposits	E28
Schedule E – Verification Between Years	SI15
Schedule S – Part 1 – Section 2	31
Schedule S – Part 2	32
Schedule S – Part 3 – Section 2	33
Schedule S – Part 4	34
Schedule S – Part 5	35
Schedule S – Part 6	36
Schedule S – Part 7	37
Schedule T – Part 2 – Interstate Compact	39
Schedule T – Premiums and Other Considerations	38
Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule Y– Part 1A – Detail of Insurance Holding Company System	41
Schedule Y – Part 2 – Summary of Insurer's Transactions With Any Affiliates	42
Statement of Revenue and Expenses	4
Summary Investment Schedule	SI01

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

Supplemental Exhibits and Schedules Interrogatories 43
Underwriting and Investment Exhibit – Part 1 8
Underwriting and Investment Exhibit – Part 2 9
Underwriting and Investment Exhibit – Part 2A 10
Underwriting and Investment Exhibit – Part 2B 11
Underwriting and Investment Exhibit – Part 2C 12
Underwriting and Investment Exhibit – Part 2D 13
Underwriting and Investment Exhibit – Part 3 14