SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

ALLOCATED BY STATES AND TERRITORIES

State, Etc.	1 Is Insurer Licensed (Yes or No)	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)	Yes		1,630,333					1,630,333	
2. Alaska (AK)	No								
3. Arizona (AZ)	No								
4. Arkansas (AR)	Yes		16,267,697					16,267,697	
5. California (CA)	No								
6. Colorado (CO)	No								
7. Connecticut (CT)	No								
8. Delaware (DE)	No								
9. District of Columbia (DC)	No								
10. Florida (FL)	No								
11. Georgia (GA)	No								
12. Hawaii (HI)	No								
13. Idaho (ID)	No								
14. Illinois (IL)	No								
15. Indiana (IN)	No								
16. Iowa (IA)	No								
17. Kansas (KS)	No								
18. Kentucky (KY)	No								
19. Louisiana (LA)	No								
20. Maine (ME)	No								
21. Maryland (MD)	No								
22. Massachusetts (MA)	No								
23. Michigan (MI)	No								
24. Minnesota (MN)	No								
25. Mississippi (MS)	Yes		18,561,589					18,561,589	
26. Missouri (MO)	No								
27. Montana (MT)	No								
28. Nebraska (NE)	No								
29. Nevada (NV)	No								
30. New Hampshire (NH)	No								
31. New Jersey (NJ)	No								
32. New Mexico (NM)	No								
33. New York (NY)	No								
34. North Carolina (NC)	No								
35. North Dakota (ND)	No								
36. Ohio (OH)	No								
37. Oklahoma (OK)	No								
38. Oregon (OR)	No								
39. Pennsylvania (PA)	No								
40. Rhode Island (RI)	No								
41. South Carolina (SC)	Yes								
42. South Dakota (SD)	No								
43. Tennessee (TN)	Yes		82,799,655					82,799,655	
44. Texas (TX)	No								
45. Utah (UT)	No								
46. Vermont (VT)	No								
47. Virginia (VA)	No								
48. Washington (WA)	No								
49. West Virginia (WV)	No								
50. Wisconsin (WI)	No								
51. Wyoming (WY)	No								
52. American Samoa (AS)	No								
53. Guam (GU)	No								
54. Puerto Rico (PR)	No								
55. U.S. Virgin Islands (VI)	No								
56. Northern Marianas Islands (MP)	No								
57. Canada (CN)	No								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX		119,259,274					119,259,274	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. TOTAL (Direct Business)	(a) 5		119,259,274					119,259,274	
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

Explanation of basis of allocation of premiums by states, etc.:

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN ALLOCATED BY STATES AND TERRITORIES

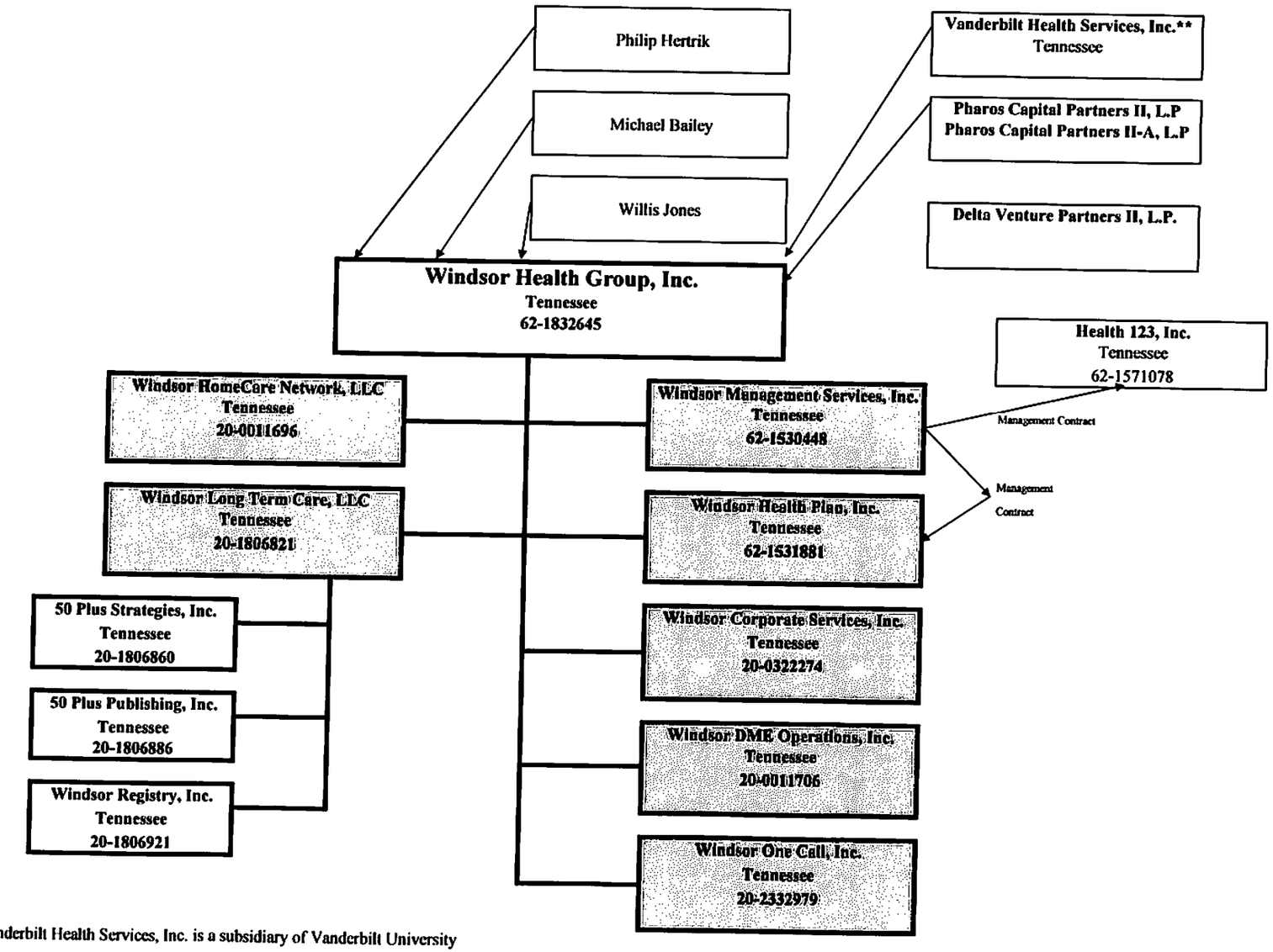
		Direct Business only					
	States, Etc.	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1.	Alabama (AL)						
2.	Alaska (AK)						
3.	Arizona (AZ)						
4.	Arkansas (AR)						
5.	California (CA)						
6.	Colorado (CO)						
7.	Connecticut (CT)						
8.	Delaware (DE)						
9.	District of Columbia (DC)						
10.	Florida (FL)						
11.	Georgia (GA)						
12.	Hawaii (HI)						
13.	Idaho (ID)						
14.	Illinois (IL)						
15.	Indiana (IN)						
16.	Iowa (IA)						
17.	Kansas (KS)						
18.	Kentucky (KY)						
19.	Louisiana (LA)						
20.	Maine (ME)						
21.	Maryland (MD)						
22.	Massachusetts (MA)						
23.	Michigan (MI)						
24.	Minnesota (MN)						
25.	Mississippi (MS)						
26.	Missouri (MO)						
27.	Montana (MT)						
28.	Nebraska (NE)						
29.	Nevada (NV)						
30.	New Hampshire (NH)						
31.	New Jersey (NJ)						
32.	New Mexico (NM)						
33.	New York (NY)						
34.	North Carolina (NC)						
35.	North Dakota (ND)						
36.	Ohio (OH)						
37.	Oklahoma (OK)						
38.	Oregon (OR)						
39.	Pennsylvania (PA)						
40.	Rhode Island (RI)						
41.	South Carolina (SC)						
42.	South Dakota (SD)						
43.	Tennessee (TN)						
44.	Texas (TX)						
45.	Utah (UT)						
46.	Vermont (VT)						
47.	Virginia (VA)						
48.	Washington (WA)						
49.	West Virginia (WV)						
50.	Wisconsin (WI)						
51.	Wyoming (WY)						
52.	American Samoa (AS)						
53.	Guam (GU)						
54.	Puerto Rico (PR)						
55.	U.S. Virgin Islands (VI)						
56.	Northern Mariana Islands (MP)						
57.	Canada (CN)						
58.	Aggregate other alien (OT)						
59.	TOTALS						

NONE

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



**Vanderbilt Health Services, Inc. is a subsidiary of Vanderbilt University

SCHEDULE Y (Continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
	62-1530448	WINDSOR MANAGEMENT SERVICES, INC					19,595,960				19,595,960	
95792	62-1531881	WINDSOR HLTH PLAN INC					(19,595,960)				(19,595,960)	
9999999 Totals									XXX			

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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
MARCH FILING	
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
2. Will an actuarial opinion be filed by March 1?	Yes
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	Yes
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
APRIL FILING	
5. Will Management's Discussion and Analysis be filed by April 1?	Yes
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?	Yes
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?	Yes
JUNE FILING	
8. Will an audited financial report be filed by June 1?	Yes

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 it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING	
9. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
10. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	No
11. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	No
12. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	No
13. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	Yes
APRIL FILING	
14. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	No
15. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	No
16. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	No

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit
9579220073600000 2007 Document Code: 360

Health Property / Casualty Supplement
9579220072070000 2007 Document Code: 207

LTC Experience Reporting Form C
9579220073300000 2007 Document Code: 330

Health Property / Casualty Supplement
9579220072070000 2007 Document Code: 207

Health Life Supplement
9579220072050000 2007 Document Code: 205

Schedule SIS
9579220074200000 2007 Document Code: 420

Health Life Supplement - LHA Guaranty Association Reconciliation
9579220072110000 2007 Document Code: 211

E01 Schedule A - Part 1 Real Estate Owned ..... NONE

E02 Schedule A - Part 2 Real Estate Acquired ..... NONE

E03 Schedule A - Part 3 Real Estate Sold ..... NONE

E04 Schedule B - Part 1 Mortgage Loans Owned ..... NONE

E05 Schedule B - Part 2 Mortgage Loans Sold ..... NONE

E06 Schedule BA - Part 1 Invested Assets Owned ..... NONE

E07 Schedule BA - Part 2 Invested Assets Sold ..... NONE

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book Adjusted Carrying Value				Interest					Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identi-fication	Description	*	FOREIGN	Bond CHAR	NAIC Desig-nation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Rate of	Effective Rate of Interest	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
U.S. Governments - Issuer Obligations																					
3134A2DT2	Federal Home Loan Mortgage Corporation				1	1,495,179	100.3750	1,470,494	1,465,000	1,467,515		(15,090)			5.750	4.679	AO	17,858	84,238	03/30/2006	04/15/2008
31359MDU4	Federal National Mortgage Association				1	785,015	100.5000	773,850	770,000	772,503		(7,508)			6.000	4.964	MN	6,121	46,200	05/15/2006	05/15/2008
3134A3EM4	Federal Home Loan Mortgage Corporation				1	507,250	102.1880	510,940	500,000	503,295		(2,636)			5.750	5.168	MS	8,784	28,750	06/26/2006	03/15/2009
9128273X8	US Treasury Note				1	301,406	100.2580	300,774	300,000	300,074		(888)			5.500	5.500	FA	6,325	24,750	07/12/2006	02/15/2008
3128X5C48	Federal Home Loan Mortgage Corporation				1	304,888	100.1413	305,431	305,000	304,918		30			5.375	5.386	FA	7,104	8,197	04/11/2007	02/08/2010
3134A33L8	Federal Home Loan Mortgage Association				1	527,035	107.1880	535,940	500,000	521,386		(5,649)			7.000	4.900	MS	10,017	17,500	05/30/2007	03/15/2010
3133XLZU0	Federal Home Loan Bank				1	1,960,613	102.6560	1,991,526	1,940,000	1,959,548		(1,066)			5.375	5.122	FA	40,069		10/15/2007	08/20/2012
0199999 Subtotal - U.S. Governments - Issuer Obligations						5,881,386	XXX	5,888,955	5,780,000	5,829,237		(32,807)			XXX	XXX	XXX	96,278	209,635	XXX	XXX
0399999 Subtotal - U.S. Governments						5,881,386	XXX	5,888,955	5,780,000	5,829,237		(32,807)			XXX	XXX	XXX	96,278	209,635	XXX	XXX
5499999 Subtotals - Issuer Obligations						5,881,386	XXX	5,888,955	5,780,000	5,829,237		(32,807)			XXX	XXX	XXX	96,278	209,635	XXX	XXX
6099999 Grand Total - Bonds						5,881,386	XXX	5,888,955	5,780,000	5,829,237		(32,807)			XXX	XXX	XXX	96,278	209,635	XXX	XXX

E09 Schedule D - Part 2 Sn 1 Prfrd Stocks Owned ..... NONE

E10 Schedule D - Part 2 Sn 2 Common Stocks Owned ..... NONE

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1 CUSIP Identification	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
Bonds - U.S. Governments								
3128X5C48	Federal Home Loan Mortgage Corporation		04/11/2007	Bank of America	XXX	304,888	305,000.00	2,823
3134A33L8	Federal Home Loan Mortgage Association		05/30/2007	Regions Morgan Keegan	XXX	527,035	500,000.00	7,292
3133XLZU0	Federal Home Loan Bank		10/15/2007	Regions Morgan Keegan	XXX	1,960,613	1,940,000.00	15,931
0399999 Subtotal - Bonds - U.S. Governments						2,792,536	2,745,000.00	26,046
6099997 Subtotal - Bonds - Part 3						2,792,536	2,745,000.00	26,046
6099998 Summary item from Part 5 for Bonds						2,792,536	2,745,000.00	26,046
6099999 Subtotal - Bonds								
6599998 Summary Item from Part 5 for Preferred Stocks						2,792,536	2,745,000.00	26,046
7299998 Summary Item from Part 5 for Common Stocks							XXX	
7399999 Subtotal - Preferred and Common Stocks							XXX	
7499999 Totals						2,792,536	XXX	26,046

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED, or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21
										11	12	13	14	15						
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (Cols. 11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date
Bonds - U.S. Governments																				
31359MGH0	Federal National Mortgage Association		10/15/2007	AmSouth Capital Markets	XXX	210,000	210,000.00	228,375	215,011		(5,011)		(5,011)		210,000				13,913	10/15/2007
31359MGH0	Federal National Mortgage Association		10/15/2007	AmSouth Capital Markets	XXX	100,000	100,000.00	106,550	102,033		(2,033)		(2,033)		100,000				6,625	10/15/2007
31359MGH0	Federal National Mortgage Association		10/15/2007	AmSouth Capital Markets	XXX	330,000	330,000.00	348,150	336,534		(6,534)		(6,534)		330,000				21,863	10/15/2007
31359MGH0	Federal National Mortgage Association		10/15/2007	AmSouth Capital Markets	XXX	1,300,000	1,300,000.00	1,362,400	1,323,400		(23,400)		(23,400)		1,300,000				86,125	10/15/2007
0399999 Subtotal - Bonds - U.S. Governments						1,940,000	1,940,000.00	2,045,475	1,976,978		(36,978)		(36,978)		1,940,000				128,526	XXX
6099997 Subtotal - Bonds - Part 4						1,940,000	1,940,000.00	2,045,475	1,976,978		(36,978)		(36,978)		1,940,000				128,526	XXX
6099998 Summary Item from Part 5 for Bonds																				
6099999 Subtotal - Bonds						1,940,000	1,940,000.00	2,045,475	1,976,978		(36,978)		(36,978)		1,940,000				128,526	XXX
6599998 Summary Item from Part 5 for Preferred Stocks							XXX													XXX
7299998 Summary Item from Part 5 for Common Stocks							XXX													XXX
7399999 Subtotal - Preferred and Common Stocks							XXX													XXX
7499999 Totals						1,940,000	XXX	2,045,475	1,976,978		(36,978)		(36,978)		1,940,000				128,526	XXX

E13 Schedule D - Part 5 LT Bonds/Stocks Acquired/Disp ..... NONE

E14 Schedule D - Part 6 Sn 1 ..... NONE

E14 Schedule D - Part 6 Sn 2 ..... NONE

E15 Schedule DA - Part 1 ST Investments Owned ..... NONE

E16 Schedule DB - Part A Sn 1 Opt/Cap/Floor Owned ..... NONE

E16 Schedule DB - Part A Sn 2 Opt/Cap/Floor Acquired ..... NONE

E17 Schedule DB - Part A Sn 3 Opt/Cap/Floor Term ..... NONE

E17 Schedule DB - Part B Sn 1 Opt/Cap/Floor In-force ..... NONE

E18 Schedule DB - Part B Sn 2 Opt/Cap/Floor Written ..... NONE

E18 Schedule DB - Part B Sn 3 Opt/Cap/Floor Term ..... NONE

E19 Schedule DB - Part C Sn 1 Col/Swap/Frwrd Open ..... NONE

E19 Schedule DB - Part C Sn 2 Col/Swap/Frwrd Opened ..... NONE

E20 Schedule DB - Part C Sn 3 Col/Swap/Frwrd Term ..... NONE

E20 Schedule DB - Part D Sn 1 Futures Contracts Open ..... NONE

E21 Schedule DB - Part D Sn 2 Futures Contracts Opened ..... NONE

E21 Schedule DB - Part D Sn 3 Futures Contracts Term ..... NONE

E22 Schedule DB - Part E Sn 1 Counterparty Exposure ..... NONE

SCHEDULE E - PART 1 - CASH

1 Depository			2 Code	3 Rate of Interest	4 Amount of Interest Received During Year	5 Amount of Interest Accrued December 31 of Current Year	6 Balance	7 *
open depositories								
Bank of America, N.A.	Atlanta, Georgia			3.930	340,543		7,433,319	XXX
Fifth Third Bank	Nashville, Tennessee				253,203		5,316,128	XXX
Regions Bank	Nashville, Tennessee			1.230	1,927		140,923	XXX
0199998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories				XXX				XXX
0199999 Totals - Open Depositories				XXX	595,673		12,890,370	XXX
0299998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories				XXX				XXX
0299999 Totals - Suspended Depositories				XXX				XXX
0399999 Total Cash On Deposit				XXX	595,673		12,890,370	XXX
0499999 Cash in Company's Office				XXX	XXX	XXX		XXX
0599999 Total Cash				XXX	595,673		12,890,370	XXX

TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR

1. January	6,517,146	4. April	12,943,813	7. July	16,330,534	10. October	20,008,708
2. February	12,771,717	5. May	13,410,613	8. August	30,575,717	11. November	26,508,913
3. March	26,126,341	6. June	28,656,548	9. September	20,483,436	12. December	12,890,371

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned December 31 of Current Year

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Gross Investment Income
Columbia Cash Reserves Capital		04/01/2002	4.669		35,690		1,788
Columbia Cash Reserves Capital		02/17/2006	4.669		568,678		28,495
Butler Cnty Surgical Pptys LLC		09/21/2006	4.910	03/01/2023	1,900,000		102,714
Consolidated Equities Rlty		09/21/2006	4.910	09/01/2025	2,040,000		108,304
Lighting Direct LLC		09/21/2006	4.910	02/01/2035	1,740,000		93,702
AFS Assoc L P Taxbl NT Adj		09/21/2006	4.910	09/01/2040	280,000		16,478
Fifth Third Instl MMkt Core		10/03/2006	4.670		458,785		11,943
0199999 Total Cash Equivalents					7,023,153		363,424

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

	1	2	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
States, Etc.	Type of Deposit	Purpose of Deposit	3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama (AL)	B	Pledged for Statutory Requirements			521,386	535,940
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)	B	Pledged for Statutory Requirements			300,074	300,774
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)	B	Pledged for Statutory Requirements			304,918	305,431
42. South Dakota (SD)						
43. Tennessee (TN)	B	Pledged for Statutory Requirements	503,295	510,940	4,199,564	4,235,870
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CN)						
58. Aggregate other alien (OT)	XXX	XXX				
59. Total	XXX	XXX	503,295	510,940	5,325,942	5,378,015
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX				
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	XXX				

INDEX TO HEALTH ANNUAL STATEMENT

Analysis of Nonadmitted Assets 16
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 4 - Claims Unpaid and Incentive Pool, Withhold and Bonus 20
Exhibit 5 - Amounts Due From Parent, Subsidiaries and Affiliates 21
Exhibit 6 - Amounts Due To Parent, Subsidiaries and Affiliates 22
Exhibit 7 - Part 1 - Summary of Transactions With Providers 23
Exhibit 7 - Part 2 - Summary of Transactions With Intermediaries 23
Exhibit 8 - Furniture, Equipment and Supplies Owned 24
Exhibit of Capital Gains (Losses) 15
Exhibit of Net Investment Income 15
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 25
Overflow Page For Write-ins 55
Schedule A - Part 1 ..... E01
Schedule A - Part 2 ..... E02
Schedule A - Part 3 ..... E03
Schedule A - Verification Between Years 31
Schedule B - Part 1 ..... E04
Schedule B - Part 2 ..... E05
Schedule B - Verification Between Years 31
Schedule BA - Part 1 ..... E06
Schedule BA - Part 2 ..... E07
Schedule BA - Verification Between Years 31
Schedule D - Part 1 ..... E08
Schedule D - Part 1A - Section 1 33
Schedule D - Part 1A - Section 2 36
Schedule D - Part 2 - Section 1 ..... E09
Schedule D - Part 2 - Section 2 ..... E10
Schedule D - Part 3 ..... E11
Schedule D - Part 4 ..... E12
Schedule D - Part 5 ..... E13
Schedule D - Part 6 - Section 1 ..... E14
Schedule D - Part 6 - Section 2 ..... E14
Schedule D - Summary By Country 32
Schedule D - Verification Between Years 32
Schedule DA - Part 1 ..... E15
Schedule DA - Part 2 - Verification Between Years 39
Schedule DB - Part A - Section 1 ..... E16
Schedule DB - Part A - Section 2 ..... E16
Schedule DB - Part A - Section 3 ..... E17
Schedule DB - Part A - Verification Between Years 40
Schedule DB - Part B - Section 1 ..... E17
Schedule DB - Part B - Section 2 ..... E18
Schedule DB - Part B - Section 3 ..... E18
Schedule DB - Part B - Verification Between Years 40
Schedule DB - Part C - Section 1 ..... E19
Schedule DB - Part C - Section 2 ..... E19
Schedule DB - Part C - Section 3 ..... E20
Schedule DB - Part C - Verification Between Years 41
Schedule DB - Part D - Section 1 ..... E20

INDEX TO HEALTH ANNUAL STATEMENT

Schedule DB - Part D - Section 2 ..... E21
Schedule DB - Part D - Section 3 ..... E21
Schedule DB - Part D - Verification Between Years 41
Schedule DB - Part E - Section 1 ..... E22
Schedule DB - Part E - Verification 41
Schedule DB - Part F - Section 1 42
Schedule DB - Part F - Section 2 43
Schedule E - Part 1 - Cash E23
Schedule E - Part 2 - Cash Equivalents E24
Schedule E - Part 3 - Special Deposits E25
Schedule S - Part 1 - Section 2 44
Schedule S - Part 2 45
Schedule S - Part 3 - Section 2 46
Schedule S - Part 4 47
Schedule S - Part 5 48
Schedule S - Part 6 49
Schedule T - Part 2 - Interstate Compact 51
Schedule T - Premiums and Other Considerations 50
Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group 52
Schedule Y - Part 2 - Summary of Insurer's Transactions With Any Affiliates 53
Statement of Revenue and Expenses 4
Summary Investment Schedule 26
Supplemental Exhibits and Schedules Interrogatories 54
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

COMPANY INFORMATION PAGE (JURAT)

Health Risk-Based Capital

For the Year Ending December 31, 2007

Company Name	Windsor Health Plan, Inc.				
NAIC Group Code	1268	NAIC Company Code	95792	Employer's ID Number	62-1531881
Organized under the Laws of the State of	Tennessee				
Contact Person for Health Risk-Based Capital:					
First Name	Jennifer	Middle		Last Name	Giannotti
Mail Address of Contact Person	7100 Commerce Way, Ste 285				
			(Street and Number of P.O. Box)		
City	Brentwood	State	TN	Zip	37027
Phone Number of RBC Contact Person	(615)782-7914				
E-mail address of RBC Contact Person	jgiannotti@windsorhealthgroup.com				
Date Prepared	03/05/2008				
Preparer (if different than Contact) First Name		Middle		Last Name	
Is this filing an Original, Amended or Refiling?	Original				
If Amended, Amendment Number:					
Were any items that come directly from the annual statement entered manually to prepare this filing?	No				
Was the entity in business for the entire reporting year?	Yes				
Officer's Name:	Michael Bailey		Willis Jones		
	First		Second		Third
Officer's Title:	President		Secretary		
	First		Second		Third

Each says that they are the above described officers of the said insurer, and that this risk-based capital report is a true and fair representation of the company's affairs and has been completed in accordance with the NAIC instructions, according to the best of their information, knowledge and belief, respectively.

(Signature)	(Signature)	(Signature)

XR001

AFFILIATED COMPANIES RISK - DETAILS

(1) Name of Affiliate	(2) Affil Type Code	(3) NAIC Company Code or Alien ID Number	(4) Affiliate's RBC After Covariance	(5) Book/Adj Carrying Value of Affiliate's Common Stock	(6) Valuation Basis of Col. (5) F - Fair A - All Other	(7) Total Value of Affiliate's Outstanding Common Stock	(8) Total Statutory Surplus of Affiliate Subject to RBC	(9) Book/Adj Carrying Value of Affiliate's Preferred Stock	(10) Total Value of Affiliate's Outstanding Preferred Stock	(11) Percent Owned (Cols 5+9) / (Cols 7+10)	(12) H0 Component RBC Required	(13) H1 Component RBC Required
9999999 TOTAL	XXX	XXX			XXX					XXX		

Logic: If Col (6) = F and Col (4) > 0 Do Calculation.
Calculation: Col (12) = Min [(Col (8) x Col (11), Col (4) x Col (11)] If [Col (4) x Col (11)] > [Col (5) + Col (9)] then Col (13) = [Col (5) + Col (9) - Col (12)] If [Col (4) x Col (11)] <= [Col (5) + Col (9)] then Col (13) = Max{[Col (5) + Col (9) - Col (8) x Col (11)] x .225, [(Col (4) x Col (11)) - Col (12)]}
Col (13) cannot be less than 0

AFFILIATED COMPANIES RISK

	Type of Affiliate	Type Code	Basis	(1) RBC	(2) Count
1.	Directly Owned Insurer Subject to RBC	1	Affiliate's RBC*		
2.	Indirectly Owned Insurer Subject to RBC	2	Affiliate's RBC*		
3.	Directly Owned MCO Subject to RBC	3	Affiliate's RBC*		
4.	Indirectly Owned MCO Subject to RBC	4	Affiliate's RBC*		
5.	Investment Subsidiary	5	Affiliate's RBC*		
6.	Holding Company Excess of Subsidiaries	6	0.300		
7.	Directly Owned Alien Insurer	7	1.000		
8.	Indirectly Owned Alien Insurers	8	1.000		
9.	Investment in Parent	9	0.300		
10.	Other Affiliates	10	0.300		
11.	Fair Value Excess Affiliate Common Stock	11	Total of Type codes 1 through 5 of XR002, Col 13		

*Capped at carrying value on parent's statement

CROSSCHECKING FOR AFFILIATED INVESTMENTS

Schedule D, Part 6, Section 1

Preferred Stock

		Annual Statement Line Number	(1) Annual Statement Total Preferred Stock	(2) Total From RBC Report	(3) Difference
1.	Parent	0199999			
2.	U.S. P&C Insurers	0299999		XXX	XXX
3.	U.S. Life Insurers	0399999		XXX	XXX
4.	U.S. Health Entity	0499999		XXX	XXX
5.	Total P&C, Life and Health Insurers				
6.	Alien Insurer	0599999			
7.	Non-Insurer Which Controls Insurers	0699999			
8.	Investment Subsidiary	0799999			
9.	Other Affiliates	0899999			
10.	Subtotal	0999999			

Common Stock

		Annual Statement Line Number	(1) Annual Statement Total Common Stock	(2) Total From RBC Report	(3) Difference
11.	Parent	1099999			
12.	U.S. P&C Insurers	1199999		XXX	XXX
13.	U.S. Life Insurers	1299999		XXX	XXX
14.	U.S. Health Entity	1399999		XXX	XXX
15.	Total P&C, Life and Health Insurers				
16.	Alien Insurer	1499999			
17.	Non-Insurer Which Controls Insurers	1599999			
18.	Investment Subsidiary	1699999			
19.	Other Affiliates	1799999			
20.	Subtotal	1899999			

AFFILIATES RISK

OFF- BALANCE SHEET RISK (See instructions for explanation)	Annual Statement Source	(1) Book/Adjusted Carrying Value	Factor	(2) RBC Requirement
OFF-BALANCE SHEET RISK (See instructions for explanation)				
1. Loaned to Others	General Interrogatories Part 1 Line 23.21		0.010	
2. Subject to Repurchase Agreements	General Interrogatories Part 1 Line 23.22		0.010	
3. Subject to Reverse Repurchase Agreements	General Interrogatories Part 1 Line 23.23		0.010	
4. Subject to Dollar Repurchase Agreements	General Interrogatories Part 1 Line 23.24		0.010	
5. Subject to Reverse Dollar Repurchase Agreements	General Interrogatories Part 1 Line 23.25		0.010	
6. Pledged as Collateral	General Interrogatories Part 1 Line 23.26		0.010	
7. Assets Placed Under Option Agreements	General Interrogatories Part 1 Line 23.27		0.010	
8. Letter Stock or Other Securities Restricted	General Interrogatories Part 1 Line 23.28		0.010	
9. On Deposit with State or Other Regulatory Body	General Interrogatories Part 1 Line 23.29		0.010	
10. Other	General Interrogatories Part 1 Line 23.291		0.010	
11. Total Non-controlled Assets	Sum of Lines (1) through (10)			
12. Guarantees for Affiliates	Notes to Financial Statements 10E		0.010	
13. Contingent Liabilities	Notes to Financial Statements 14A01		0.010	
14. Total Miscellaneous Off Balance Sheet Items	Lines (11) + (12) + (13)			

FIXED INCOME ASSETS

	BONDS	Annual Statement Source	(1) Book/Adjusted Carrying Value	Factor	(2) RBC Requirement
1.	Class 01 - U.S. Government - Direct and Guaranteed	Sch D, Pt 1A, Sn 1, Col. 6, Line 1.1	5,829,237		
2.	Total Class 01 Bonds	Sch D, Pt 1A, Sn 1, Col. 6, Line 10.1	5,829,237		
3.	Other Class 01 Bonds	Line (2) - Line (1)		0.003	
4.	Total Class 02 Bonds	Sch D, Pt 1A, Sn 1, Col. 6, Line 10.2		0.010	
5.	Total Class 03 Bonds	Sch D, Pt 1A, Sn 1, Col. 6, Line 10.3		0.020	
6.	Total Class 04 Bonds	Sch D, Pt 1A, Sn 1, Col. 6, Line 10.4		0.045	
7.	Total Class 05 Bonds	Sch D, Pt 1A, Sn 1, Col. 6, Line 10.5		0.100	
8.	Total Class 06 Bonds	Sch D, Pt 1A, Sn 1, Col. 6, Line 10.6		0.300	
9.	Total Bonds		5,829,237		

	MISCELLANEOUS FIXED INCOME ASSETS				
10.	Cash	Page 2, Line 5, inside amount 1	12,890,370	0.003	38,671
11.	Cash Equivalents	Page 2, Line 5, inside amount 2	7,023,153		
12.	Less: Cash Equivalent, Bonds included in Schedule D, Part 1A	Sch E Pt 2, Col. 7, Line 0199999 in part			
13.	Net Cash Equivalents	Lines (11) - (12)	7,023,153	0.003	21,069
14.	Short-Term Investments	Page 2, Line 5, inside amount 3			
15.	Short-Term Bonds *	Sch DA, Pt 1, Col. 7, Line 6099999			
16.	Exempt Money Market Mutual Funds *	Sch DA, Pt 1, Col. 7, Line 7999999			
17.	Class One Money Market Mutual Funds *	Sch DA, Pt 1, Col. 7, Line 8099999			
18.	Total Other Short-Term Investments	Lines (14) - (15) - (16) - (17)		0.003	
19.	Mortgage Loans - First Liens	Page 2, Col. 3, Line 3.1		0.050	
20.	Mortgage Loans - Other Than First Liens	Page 2, Col. 3, Line 3.2		0.050	
21.	Receivable for Securities	Page 2, Col. 3, Line 8		0.050	
22.	Aggregate write-ins for invested assets	Page 2, Col. 3, Line 9		0.050	
23.	Collateral Loans	Included in Page 2, Col. 3, Line 7		0.050	
24.	Other Long-Term Invested Assets	Included in Page 2, Col. 3, Line 7		0.200	
25.	Total Other Long-Term Invested Assets (Page 2, Col. 3, Line 7)	Lines (23) + (24)			
26.	Total Fixed Income Assets RBC	Lines (9) + (10) + (13) + (18) + (19) + (20) + (21) + (22) + (23) + (24)			59,740

* These bonds appear in Schedule D Part 1A Section 1 and are already recognized in the Bond portion of the formula.

REPLICATION (SYNTHETIC ASSET) TRANSACTIONS AND MANDATORILY CONVERTIBLE SECURITIES

(1) RSAT Number	(2) Type	(3) CUSIP	(4) Description of Asset(s)	(5) NAIC Designation or Other Description of Asset	(6) Value of Asset	(7) RBC Requirement
XXX	XXX	XXX	9999999 Total	XXX		

EQUITY ASSETS

PREFERRED STOCK - UNAFFILIATED	Annual Statement Source	(1) Book/Adjusted Carrying Value	Factor	(2) RBC Requirement
1. Class 01 Unaffiliated Preferred Stock (excluding Hybrids)	Included in Sch D, Part 2, Sn 1		0.003	
2. Class 02 Unaffiliated Preferred Stock (excluding Hybrids)	Included in Sch D, Part 2, Sn 1		0.010	
3. Class 03 Unaffiliated Preferred Stock (excluding Hybrids)	Included in Sch D, Part 2, Sn 1		0.020	
4. Class 04 Unaffiliated Preferred Stock (excluding Hybrids)	Included in Sch D, Part 2, Sn 1		0.045	
5. Class 05 Unaffiliated Preferred Stock (excluding Hybrids)	Included in Sch D, Part 2, Sn 1		0.100	
6. Class 06 Unaffiliated Preferred Stock (excluding Hybrids)	Included in Sch D, Part 2, Sn 1		0.300	
7. Class 01 Hybrids Reported as Preferred Stock	Included in Sch D, Part 2, Sn 1		0.003	
8. Class 02 Hybrids Reported as Preferred Stock	Included in Sch D, Part 2, Sn 1		0.010	
9. Class 03 Hybrids Reported as Preferred Stock	Included in Sch D, Part 2, Sn 1		0.020	
10. Class 04 Hybrids Reported as Preferred Stock	Included in Sch D, Part 2, Sn 1		0.045	
11. Class 05 Hybrids Reported as Preferred Stock	Included in Sch D, Part 2, Sn 1		0.100	
12. Class 06 Hybrids Reported as Preferred Stock	Included in Sch D, Part 2, Sn 1		0.300	
13. Total Unaffiliated Preferred Stock, Including Hybrids Page 2, Col 3, Line 2.1 - Sch D Sum, Col 1, Line 39	Sum of Lines (1) through (12)			

COMMON STOCK - UNAFFILIATED				
14. Federal Home Loan Bank Stock	Company Records		0.023	
15. Non-Government Money Market Funds	Sch D Pt 2 Sn 2, Col. 6, Line 7199999		0.003	
16. Total Common Stock	Sch D, Summary, Col. 1, Line 54			
17. Affiliated Common Stock	Sch D, Summary, Col. 1, Line 53			
18. Other Unaffiliated Common Stock	Lines (16) - (14) - (15) - (17)		0.150	
19. Total Unaffiliated Common Stock	Lines (14) + (15) + (18)			

PROPERTY & EQUIPMENT ASSETS

		Annual Statement Source	(1) Book/Adjusted Carrying Value	Factor	(2) RBC Requirement
1.	Properties occupied by the company	Page 2, Col 3, Line 4.1		0.100	
2.	Encumbrances (Property occupied by the company)	Page 2, Line 4.1, inside amount		0.100	
3.	Properties held for the production of income	Page 2, Col 3, Line 4.2		0.100	
4.	Encumbrances (Property held for production of income)	Page 2, Line 4.2, inside amount		0.100	
5.	Properties held for sale	Page 2, Col 3, Line 4.3		0.100	
6.	Encumbrances (Property held for sale)	Page 2, Line 4.3, inside amount		0.100	
7.	Furniture and equipment	Line (7.1) + Line (7.2) (should equal Page 2, Col 3, Line 19)			
7.1	Health Care Delivery subject to statutory acct depreciation limits	Company Records		0.100	
7.2	All other furniture and equipment	Company Records		0.100	
8.	Electronic Data Processing equipment and software	Page 2, Col 3, Line 18		0.100	
9.	TOTAL Property and Equipment	Lines 1 + 2 + 3 + 4 + 5 + 6 + 7.1 + 7.2 + 8			

ASSET CONCENTRATION

Issuer Name: _____

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

ASSET CONCENTRATION

Issuer Name: _____

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

ASSET CONCENTRATION

Issuer Name: _____

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

ASSET CONCENTRATION

Issuer Name: _____

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

ASSET CONCENTRATION

Issuer Name: _____

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

ASSET CONCENTRATION

Issuer Name: _____

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

ASSET CONCENTRATION

Issuer Name: _____

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

ASSET CONCENTRATION

Issuer Name: _____

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

ASSET CONCENTRATION

Issuer Name: _____

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

ASSET CONCENTRATION

Issuer Name: _____

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

ASSET CONCENTRATION

Issuer Name: Grand Total

		(2) Book/Adjusted Carrying Value	Factor	(3) Additional RBC
1.	Class 2 Unaffiliated Bonds		0.010	
2.	Class 3 Unaffiliated Bonds		0.020	
3.	Class 4 Unaffiliated Bonds		0.045	
4.	Class 5 Unaffiliated Bonds		0.100	
5.	Collateral Loans		0.050	
6.	Mortgages		0.050	
7.	Class 2 Preferred Stock (excluding Hybrids)		0.010	
8.	Class 3 Preferred Stock (excluding Hybrids)		0.020	
9.	Class 4 Preferred Stock (excluding Hybrids)		0.045	
10.	Class 5 preferred Stock (excluding Hybrids)		0.100	
11.	Class 2 Hybrids Reported as Preferred Stock		0.010	
12.	Class 3 Hybrids Reported as Preferred Stock		0.020	
13.	Class 4 Hybrids Reported as Preferred Stock		0.045	
14.	Class 5 Hybrids Reported as Preferred Stock		0.100	
15.	Other Long-Term Invested Assets		0.100	
16.	Unaffiliated Common Stock		0.150	
17.	Total of Issuer = Lines (1) through (16)			

UNDERWRITING RISK

Experience Fluctuation Risk

	Line of Business	(1) Comprehensive Medical	(2) Medicare Supplement	(3) Dental	(4) Medicare Part D Coverage	(5) Other	(6) Total
1.	Premium						
2.	Title XVIII - Medicare	113,103,042	XXX	XXX	6,156,232	XXX	119,259,274
3.	Title XIX - Medicaid		XXX	XXX		XXX	
4.	Other Health Risk Revenue		XXX				
5.	Underwriting Risk Revenue = Lines 1 + 2 + 3 + 4	113,103,042			6,156,232		119,259,274
6.	Net Incurred Claims	87,115,820			6,130,096		93,245,916
7.	Fee-for-service Offset		XXX				
8.	Underwriting Risk Incurred Claims = Line 6 - Line 7	87,115,820			6,130,096		93,245,916
9.	Underwriting Risk Claims Ratio = Line 8 / Line 5	0.770			0.996		0.782
10.	Underwriting Risk Factor*	0.103	0.105	0.120	0.141	0.130	XXX
11.	Base Underwriting Risk RBC = Lines 5 x 9 x 10	8,970,202			864,557		9,834,759
12.	Managed Care Discount Factor	1.000	1.000	1.000	1.000	1.000	XXX
13.	RBC after Managed Care Discount = Lines 11 x 12	8,970,202			864,557		9,834,759
14.	Maximum per-individual Risk after Reinsurance						XXX
15.	Alternate Risk Charge**	1,500,000			150,000		XXX
16.	Alternate Risk Adjustment				150,000		XXX
17.	Net Alternate Risk Charge***	1,500,000					1,500,000
18.	Net Underwriting Risk RBC (MAX {(Line 13, Line 17)})	8,970,202			864,557		9,834,759

TIERED RBC FACTORS*					
	Comprehensive Medical	Medicare Supplement	Dental	Medicare Part D Coverage	Other
$0-$3 Million	0.150	0.105	0.120	0.141	0.130
$3-$25 Million	0.150	0.067	0.076	0.141	0.130
Over $25 Million	0.090	0.067	0.076	0.109	0.130
ALTERNATE RISK CHARGE**					
- LESSER OF: - -	$1,500,000 or 2 x Maximum Individual Risk	$50,000 or 2 x Maximum Individual Risk	$50,000 or 2 x Maximum Individual Risk	150,000 or 6 x Maximum Individual Risk	$50,000 or 2 x Maximum Individual Risk

***Limited to the largest of the applicable alternate risk adjustments, prorated if necessary.

ANNUAL STATEMENT SOURCES

Line of Business	(1) Comprehensive Medical	(2) Medicare Supplement	(3) Dental	(4) Medicare Part D Coverage	(5) Other	(6) Total
1. Premium	Page 7, Col. 2, Lines 1 + 2	Page 7, Col. 3, Lines 1 + 2	Page 7, Col. 4, Lines 1 + 2			
2. Title XVIII - Medicare	Page 7, Col. 7, Lines 1 + 2	XXX	XXX		XXX	Page 7. Col. 7, Lines 1 + 2
3. Title XIX - Medicaid	Page 7, Col. 8, Lines 1 + 2	XXX	XXX		XXX	Page 7, Col. 8, Lines 1 + 2
4. Other Health Risk Revenue	Page 7, Col. 2, Line 4	XXX	Page 7. Col. 4, Line 4			
6. Net Incurred Claims	Page 7, Line 17, Cols 2 + 7 + 8	Page 7, Col. 3, Line 17	Page 7, Col. 4, Line 17			
7. Fee-for-service Offset	Page 7, Col. 2, Line 3	XXX	Page 7, Col. 4, Line 3			
14. Maximum per-individual Risk after Reinsurance	Gen. Int. Pt 2, Line 5.31 + 5.32	Gen. Int. Pt 2, Line 5.33	Gen. Int. Pt 2, Line 5.34			XXX

		Annual Statement Source	(1) Amount	Factor	(2) RBC Requirement
Other Underwriting Risk					
19.	Business with Rate Guarantees Between 15-36 Months - Direct Premium Earned	General Interrogatories Pt 2, Line 9.21		0.024	
20.	Business with Rate Guarantees Over 36 Months - Direct Premium Earned	General Interrogatories Pt 2, Line 9.22		0.064	
21.	FEHBP and TRICARE Claims Incurred	UI, Pt 2, Col 6, Line 12.4		0.020	
22.	Stop Loss and Minimum Premium	Company Records		0.250	
22.1	Supplemental Benefits within Medicare Part D Coverage	Company Records		0.120	
22.2	Total Other Underwriting Risk	Sum of Lines (19) through (22.1)			
Disability Income Premium					
23.	Noncancellable Disability Income - Individual Morbidity	Company Records			
23.1	First $50 Million Earned Premium of Line (23)			0.350	
23.2	Over $50 Million Earned Premium of Line (23)			0.150	
23.3	Total Noncancellable Disability Income - Individual Morbidity	Lines (23.1) + (23.2)			
24.	Other Disability Income - Individual Morbidity	Company Records			
24.1	Earned Premium in Line (24) [up to $50 million less the premium in Line (23.1)]			0.250	
24.2	Earned Premium in Line (24) not included in Line (24.1)			0.070	
24.3	Total Other Disability Income - Individual Morbidity	Lines (24.1) + (24.2)			
25.	Disability Income - Credit Monthly Balance Plans	Company Records			
25.1	First $50 Million Earned Premium of Line (25)			0.200	
25.2	Over $50 Million Earned Premium of Line (25)			0.030	
25.3	Total Disability Income - Credit Morbidity	Lines (25.1) + (25.2)			
26.	Disability Income - Group Long-Term	Company Records			
26.1	Earned Premium in Line (26) [up to $50 million less Premium in Line (25.1)]			0.150	
26.2	Earned Premium in Line (26) not included in Line (26.1)			0.030	
26.3	Total Disability Income - Group Long-Term	Lines (26.1) + (26.2)			
27.	Disability Income - Credit Single Premium with Additional Reserves	Company Records			
27.1	Additional Reserves for Credit Disability Plans	Company Records			
27.2	Additional Reserves for Credit Disability Plans, prior year	Company Records			
27.3	Subtotal Disability Income - Credit Single Premium with Additional Reserves	Lines (27) - (27.1) + (27.2)			
27.4	Earned Premium in Line (27.3) [up to $50 million less Premium in Lines (25.1) + (26.1)]			0.100	
27.5	Earned Premium in Line (27.3) not included in Line (27.4)			0.030	
27.6	Total Disability Income - Credit Single Premium with Additional Reserves	Lines (27.4) + (27.5)			
28.	Disability Income - Credit Single Premium without Additional Reserves	Company Records			
28.1	Earned Prem in Line (28) [up to $50 million less Prem in Lines (25.1) + (26.1) + (27.4)]			0.150	
28.2	Earned Premium in Line (28) not included in Line (28.1)			0.030	
28.3	Total Disability Income - Credit Single Premium without Additional Reserves	Lines (28.1) + (28.2)			
29.	Disability Income - Group Short-term	Company Records			
29.1	Earned Prem in Line (29) [up to $50 million less Prem in Lines (25.1) + (26.1) + (27.4) + (28.1)]			0.050	
29.2	Earned Premium in Line (29) not included in Line (29.1)			0.030	
29.3	Total Disability Income - Group Short-term	Lines (29.1) + (29.2)			

LONG-TERM CARE

Premiums

	Long-Term Care (LTC) Insurance Premium	Annual Statement Source	1 Amount	Factor (a)	2 RBC Requirement
30.	Noncancellable LTC Premium - Rate Risk	Company Records		0.100	
31.	All LTC Premium - Morbidity Risk (to $50 million)	Line (34.1) Column (1) up to $50 million		0.100	
32.	LTC Premium (over $50 million) - Morbidity Risk	Remainder of Line (34.1) column (1) over $50 million		0.030	
33.	Premium-based RBC	Col. (2), Lines (30) + (31) + (32)			

Claims

	Historical Loss Ratio Experience	Annual Statement Source	1 Premiums	2 Incurred Claims	3 Col. 2/1 Loss Ratio (d)	4 RBC Requirement
34.1	Current Year	Company Records				
34.2	Immediate Prior Year	Company Records				
34.3	Average Loss Ratio	If loss ratios are used, [Col. 3, Line 34.1 + 34.2 / 2, otherwise zero]				
35.	Adjusted LTC Claims for RBC	If Col. 3, Ln 34.3 <> 0, then [Col. 1, Ln 31 + Line 32] X Col. 3, Ln 34.3, else Col. 2, Ln 34.1				
35.1	Claims (to $35 million) - Morbidity Risk	Lower of Col. 2, Line 35 to $35 million			0.370 (b)	
35.2	Claims (over $35 million) - Morbidity Risk	Excess of Col. 2, Line 35 over $35 million			0.120 (c)	
36.	LTC Claims Reserves	Company Records			0.050	
37.	Claims-based RBC	Col. 4, Lines 35.1 + 35.2				
38.	LTC RBC	Col. 2, Line 33 + Col. 4, Lines 36 + 37				

(a) The factor applies to all Non-cancelable premium.
(b) If Column (1), Line (34.1) is positive, then a factor of 0.250 is used. Otherwise, a higher factor of 0.370 is used.
(c) If Column (1), Line (34.1) is positive, then a factor of 0.080 is used. Otherwise, a higher factor of 0.120 is used.
(d) If Column (1), Line (34.1) or (34.2) are less than or equal to zero, or if Column (2), Line (34.1) or (34.2) are less than zero, the loss ratios are not used and Column (3), Line (34.3) is set to zero.

Limited Benefit Plans (Individual and Group Combined)

		Annual Statement Source	(1) Amount	Factor	(2) RBC Requirement
39.	Hospital Indemnity and Specified Disease	Included in Page 7, Col. 9, Line 1 and 2		0.035	
39.1	50,000 if Line 39 is greater than zero				
39.2	Total Hospital Indemnity and Specified Disease	Lines (39) + (39.1)			
40.	Accidental Death & Dismemberment	Included in Page 7, Col. 9, Line 1 and 2			
40.1	First 10 Million Earned Premium of Line 40			0.055	
40.2	Over 10 Million Earned Premium of Line 40			0.015	
40.3	Maximum Retained Risk for any single claim	Company Records			
40.4	Three times Line 40.3				
40.5	Lesser of Line 40.4 or $300,000				
40.6	Total AD&D	Lines (40.1) + (40.2) + (40.5)			
41.	Other Accident	Included in Page 7, Col. 9, Line 1 and 2		0.050	
42.	Premium Stabilization Reserves	Included in U & I, Part 2D, Col. 1, Line 4		(0.500) *	
43.	Total, Other Underwriting Risk	Lines (22.2)+(23.3)+(24.3)+(25.3)+(26.3)+(27.6)+(28.3)+(29.3)+(38)+(39.2)+(40.6)+(41)+(42)			

* This is limited to the total Net Underwriting RBC on XR011, Col (6), Line (18) less Col (4), and XR013, Col (2), Lines (22.2), (23.3), (24.3), (25.3), (26.3), (27.6), (28.3), (29.3), and XR014 Col (2), Line (33), and XR015 Col (2), Lines (39.2), (40.6) and (41).

UNDERWRITING RISK - Managed Care Credit Calculation

	Managed Care Claims Payments	Annual Statement Source	(1) Factor*	(2) Paid Claims	(3) Weighted Claims (a)	(4) Part D Weighted Claims (b)
1.	Category 0 - Arrangements not Included in Other Categories	Exhibit 7, Pt 1, Col 1, Line 5, in part (c)	0.000			
2.	Category 1 - Payments Made According to Contractual Arrangements	Exhibit 7, Pt 1, Col 1, Line 6, in part (c)	0.150			
3.	Category 2a - Subject to Withholds or Bonuses - Otherwise Category 0	Exhibit 7, Pt 1, Col 1, Line 7, in part (c)				
4.	Category 2b - Subject to Withholds or Bonuses - Otherwise Category 1	Exhibit 7, Pt 1, Col 1, Line 8, in part (c)	0.150			
5.	Category 3a - Capitated Payments Directly to Providers		0.600			
5.1	Capitation Payments - Medical Group - Category 3a	Exhibit 7, Pt 1, Col 1, Line 1, in part (c)				
5.2	Capitation Payments - All Other Providers - Category 3a	Exhibit 7, Pt 1, Col 1, Line 3, in part (c)				
6.	Category 3b - Capitated Payments to Regulated Intermediaries	Included in Exhibit 7, Pt 1, Col 1, Line 2 (c)	0.600			
7.	Category 3c - Capitated Payments to Non-Regulated Intermediaries	Included in Exhibit 7, Pt 1, Col 1, Line 2 (c)	0.600			
8.	Category 4 - Medical & Hospital Expense Paid as Salary to Providers		0.750			
8.1	Non-contingent Salaries - Category 4	Exhibit 7, Pt 1, Col 1, Line 9, in part (c)				
8.2	Aggregate Cost Arrangements - Category 4	Exhibit 7, Pt 1, Col 1, Line 10, in part (c)				
8.3	Less Fee For Service revenue from ASC or ASO	Company Records				
9.	Subtotal Paid Claims	Exhibit 7, Pt 1, Col 1, Line 13 - Line 11 - Line 8.3 - Line (12) - Line (13)				
	Medicare Part D Coverage Claims Payments					
10.	Category 0 - No Federal Reinsurance or Risk Corridor Protection	Company Records	XXX	XXX		XXX
11.	Category 1 - Federal Reinsurance but no Risk Corridor Protection	Company Records	XXX	XXX		XXX
12.	Category 2a - No Federal Reinsurance but Risk Corridor Protection	Company Records	0.500			
13.	Category 3a - Federal Reinsurance And Risk Corridor Protection apply	Company Records	0.650			
14.	Sub-Total Paid Claims	Sum of Lines (10) through (13)				
15.	Total Paid Claims	Sum of Lines (9) and (14)				
16.	Weighted Average Managed Care Discount					
17.	Weighted Average Managed Care Risk Adjustment Factor				1.000	1.000

(a) This column is for a single result for the Comprehensive Medical & Hospital, Medicare Supplement and Dental managed care discount factor.
(b) This column is for the Medicare Part D managed care discount factor.
(c) Medicare Part D stand-alone business reported in Lines (12) and (13) would be excluded from these amounts.

*Calculation of Category 2 Managed Care Factor	Annual Statement Source	(1) Amount
18. Withhold & bonus payments, prior year	Company Records	
19. Withhold & bonuses available, prior year	Company Records	
20. MCC Multiplier - average withhold returned [Line (18) / Line (19)]		
21. Withholds & bonuses available, prior year	Company Records	
22. Claims payments subject to withhold, prior year	Company Records	
23. Average withhold rate, prior year [Line (21) / Line (22)]		
24. MCC Discount Factor, Category 2 Minimum {.25, [Line (20) x Line (23)]}		

CREDIT RISK

	Annual Statement Source	(1) Amount	Factor	(2) RBC Requirement
Reinsurance Ceded				
1. Recoverables on Paid Losses - 100% owned affiliates	Included in Sch S, Pt 2, Col 6, Line 0499999			
2. Recoverables on Paid Losses - other affiliates	Included in Sch S, Pt 2, Col 6, Line 0499999		0.005	
3. Recoverables on Paid Losses - Non-affiliates	Sch S, Pt 2, Col 6, Line 0599999	42,303	0.005	212
4. Total Recoverables on Paid Losses	Lines (1) + (2) + (3) (Sch S, Pt 2, Col 6, Line 0699999)	42,303		212
5. Recoverables on Unpaid Losses - 100% owned affiliates	Included in Sch S, Pt 2, Col 7, Line 0499999			
6. Recoverables on Unpaid Losses - other affiliates	Included in Sch S, Pt 2, Col 7, Line 0499999		0.005	
7. Recoverables on Unpaid Losses - Non-affiliates	Sch S, Pt 2, Col 7, Line 0599999		0.005	
8. Total Recoverables on Unpaid Losses	Lines (5) + (6) + (7) (Sch S, Pt 2, Col 7, Line 0699999)			
9. Unearned premiums - 100% owned affiliates	Included in Sch S, Pt 3, Sn 2, Col 8, Line 0199999 + Line 0499999			
10. Unearned premiums - other affiliates	Included in Sch S, Pt 3, Sn 2, Col 8, Line 0199999 + Line 0499999		0.005	
11. Unearned premiums - Non-affiliates	Included in Sch S, Pt 3, Sn 2, Col 8, Line 0299999 + Line 0599999		0.005	
12. Total unearned premiums	Lines (9) + (10) + (11)			
13. Other Reserve Credits - 100% owned affiliates	Included in Sch S, Pt 3, Sn 2, Col 9, Line 0199999 + Line 0499999			
14. Other Reserve Credits - other affiliates	Included in Sch S, Pt 3, Sn 2, Col 9, Line 0199999 + Line 0499999		0.005	
15. Other Reserve Credits - Non-affiliates	Included in Sch S, Pt 3, Sn 2, Col 9, Line 0299999 + Line 0599999		0.005	
16. Total Other Reserve Credits	Lines (13) + (14) + (15)			
17. Total Reinsurance RBC	Lines (4) + (8) + (12) + (16)			212
Capitations to Intermediaries				
18. Total Capitations Paid Directly to Providers	XR016, Col (2), Line (5)			
19. Less Secured Capitations to Providers	Company Records			
20. Capitations to Providers subject to Credit Risk Charge	Lines (18) - (19)		0.020	
21. Total Capitations to Intermediaries	XR016, Col (2), Line (6) + (7)			
22. Less Secured Capitations to Intermediaries	Company Records			
23. Capitations to Intermediaries Subject to Credit Risk Charge	Lines (21) - (22)		0.040	
24. Capitation Credit Risk RBC	Lines (20) + (23)			

CREDIT RISK - Other Receivables

		Annual Statement Source	(1) Amount	Factor	(2) RBC Requirement
Other Receivables					
25.	Investment Income Receivable	Page 2, Col 3, Line 12	96,279	0.010	963
26.	Health Care Receivables	Exhibit 3, Col. 7, Line 0799999	1,129,235		
26.1	Pharmaceutical Rebate Receivables	Exhibit 3, Col. 7, Line 0199999	1,086,932	0.050	54,347
26.2	Claim Overpayment Receivables	Exhibit 3, Col. 7, Line 0299999		0.050	
26.3	Loan and Advances to Providers	Exhibit 3, Col. 7, Line 0399999		0.050	
26.4	Capitation Arrangement Receivables	Exhibit 3, Col. 7, Line 0499999		0.050	
26.5	Risk Sharing Receivables	Exhibit 3, Col. 7, Line 0599999		0.050	
26.6	Other Health Care Receivables	Exhibit 3, Col. 7, Line 0699999	42,303	0.050	2,115
27.	Amounts Receivable relating to uninsured accident and health plans	Included in Page 2, Col. 3, Line 15		0.050	
28.	Amounts Due from Parents, Subs, and Affiliates	Page 2, Col. 3, Line 21	901,867	0.050	45,093
29.	Aggregate Write-Ins for other than invested assets	Page 2, Col. 3, Line 23		0.050	
30.	Total Other Receivables RBC	Line (25) + Sum of Lines (26.1) through (29)			102,518
31.	Total Credit RBC	Lines (17) + (24) + (30)			102,730

BUSINESS RISK

	Annual Statement Source	(1) Amount	Factor*	(2) RBC Requirement
Administrative Expense Risk				
1. Claims adjustment expenses	Page 4, Col. 2, Line 20	333,397		
2. General administrative expenses	Page 4, Col. 2, Line 21	22,362,610		
3. less the Net amount of ASC Revenue and Expenses included in Line 1 and Line 2	Company Records			
4. less the Net amount of ASO Revenue and Expenses included in Line 1 and Line 2	Company Records			
5. less Administrative Expenses for Commission & Premium Taxes	Company Records			
6. Administrative Expenses Base RBC	Lines (1) + (2) - (3) - (4) - (5)	22,696,007	0.046	1,044,016
7. Proration of Administrative Expense to Experience Fluctuation Risk	Lines (6) x (20) / ((21) + (22))			1,044,016
Non-Underwritten and Limited-Risk				
8. Administrative expenses for ASC arrangements	Company Records		0.020	
9. Administrative expenses for ASO arrangements	Company Records		0.020	
10. Medical costs paid through ASC arrangements (Including Fee-for service received from other health entities)	Company Records		0.010	
11. Non-Underwritten and Limited Risk Business RBC				
Guaranty Fund Assessment Risk				
12. Premiums Subject to Guaranty Fund Assessment	Included in Sch T - Company Records		0.005	
Excessive Growth Risk				
13. Underwriting Risk Revenue, Prior Year	2006 XR011, Col (6), Line (5) (manual entry)			
14. Underwriting Risk Revenue, Current Year	2007 XR011, Col (6), Line (5)	119,259,274		
15. Net Underwriting Risk RBC, Prior Year	2006 XR011, Col (6), Line (18) (manual entry)			
16. Net Underwriting Risk RBC, Current Year	2007 XR011, Col (6), Line (18)	9,834,759		
17. RBC Growth Safe Harbor	[Line (14) / Line (13) + .10] x Line (15)			
18. Excess of RBC Growth Over Safe Harbor	Max {0, Line (16) - Line (17)}	9,834,759		
19. Excessive Growth Risk RBC	.5 x Line (18)			4,917,380

*The factor for the Administrative Expenses Base RBC is calculated as a weighted average, based on premium volume from XR011

	Annual Statement Source	(1) Premium	Weight	(2) Weighted Premium
20. Experience Fluctuation Risk Revenue	XR011, Col (6), Line (5)	119,259,274		
21. Premiums Earned	Page 4, Col 2, Line 2 + 3	119,259,274		
22. Risk Revenue	Page 4, Col 2, Line 5			
23. Tier 1 - $0 to $25 million of Line (20)		25,000,000	0.070	1,750,000
24. Tier 2 - Amount over $25 million of Line (20)		94,259,274	0.040	3,770,371
25. Total Experience Fluctuation Risk Revenue	Lines (23) + (24)	119,259,274		5,520,371
26. Administrative Expenses Base RBC Factor	Col (2), Line (25) / Col (1), Line (25)			0.046

Calculation of Total Risk-Based Capital After Covariance

		(1) RBC Amount
H0 - ASSET RISK - AFFILIATES W/RBC		
1. Off-Balance Sheet Items	XR005, Off-Balance Sheet Page - Line 14	
2. Directly Owned Insurer Subject to RBC	XR003, Affiliates Page - Line 1	
3. Indirectly Owned Insurer Subject to RBC	XR003, Affiliates Page - Line 2	
4. Directly Owned MCO Subject to RBC	XR003, Affiliates Page - Line 3	
5. Indirectly Owned MCO Subject to RBC	XR003, Affiliates Page - Line 4	
6. Directly Owned Alien Insurer	XR003, Affiliates Page - Line 7	
7. Indirectly Owned Alien Insurers	XR003, Affiliates Page - Line 8	
8. TOTAL H0	Sum of Lines 1 through 7	
H1 - ASSET RISK - OTHER		
9. Investment Subsidiary	XR003, Affiliates Page - Line 5	
10. Holding Company Excess of Subsidiaries	XR003, Affiliates Page - Line 6	
11. Investment in Parent	XR003, Affiliates Page - Line 9	
12. Other Affiliates	XR003, Affiliates Page - Line 10	
13. Fair Value Excess Affiliate Common Stock	XR003, Affiliates Page - Line 11	
14. Fixed Income Assets	XR006, Fixed Income Assets Page - Line 26	59,740
15. Replication & Mandatorily Convertible Securities	XR007, Replication/MCS Page - Line 9999999	
16. Unaffiliated Preferred Stock including Hybrids	XR008, Equity Assets Page - Line 13	
17. Unaffiliated Common Stock	XR008, Equity Assets Page - Line 19	
18. Property & Equipment	XR009, Prop/Equip Assets Page - Line 9	
19. Asset Concentration	XR010, Grand Total Asset Concentration Page - Line 17	
20. TOTAL H1	Sum of Lines 9 through 19	59,740
H2 - UNDERWRITING RISK		
21. Net Underwriting Risk	XR011, Underwriting Risk Page - Line 18	9,834,759
22. Other Underwriting Risk	XR013, Underwriting Risk Page - Line 22.2	
23. Disability Income	XR013, Underwriting Risk Page - Lines 23.3 + 24.3 + 25.3 + 26.3 + 27.6 + 28.3 + 29.3	
24. Long-Term Care	XR014, Underwriting Risk Page - Line 38	
25. Limited Benefit Plans	XR015, Underwriting Risk Page - Lines 39.2 + 40.6 + 41	
26. Premium Stabilization Reserve	XR015, Underwriting Risk Page - Line 42	
27. TOTAL H2	Sum of Lines 21 through 26	9,834,759

Calculation of Total Risk-Based Capital After Covariance (continued)

		(1) RBC Amount
H3 - CREDIT RISK		
28. Total Reinsurance RBC	XR018, Credit Risk Page - Line 17	212
29. Intermediaries Credit Risk RBC	XR018, Credit Risk Page - Line 24	
30. Total Other Receivables RBC	XR019, Credit Risk Page - Line 30	102,518
31. TOTAL H3	Sum of Lines 28 through 30	102,730
H4 - BUSINESS RISK		
32. Administrative Expense RBC	XR020, Business Risk Page - Line 7	1,044,016
33. Non-Underwritten and Limited Risk Business RBC	XR020, Business Risk Page - Line 11	
34. Premiums Subject to Guaranty Fund Assessments	XR020, Business Risk Page - Line 12	
35. Excessive Growth RBC	XR020, Business Risk Page - Line 19	4,917,380
36. TOTAL H4	Sum of Lines 32 through 35	5,961,396
37. RBC after Covariance	H0 + Square Root of $(H1^2 + H2^2 + H3^2 + H4^2)$	11,501,080
38. Authorized Control Level RBC *	.50 x RBC after Covariance	5,750,540

CALCULATION OF TOTAL ADJUSTED CAPITAL

	Annual Statement Source	(1) Amount	Factor	(2) Adjusted Capital
Company Amounts				
1. Capital and Surplus	Page 3, Col 3, Line 31	8,284,598	1.000	8,284,598
Subsidiary Adjustments				
2. AVR - Life Subsidiaries	Affiliate's statement		1.000	
3. Dividend Liability - Life Subsidiaries	Affiliate's statement		0.500	
4. Tabular Discounts - P&C Subsidiaries	Affiliate's statement		(1.000)	
5. Non-Tabular Discounts - P&C Subsidiaries	Affiliate's statement		(1.000)	
6. Total Adjusted Capital, Post-deferred Tax				8,284,598
SENSITIVITY TEST:				
7. DTA Value for Company	Page 2, Col. 3, Line 16.2		1.000	
8. DTL Value for Company	Page 3, Col. 3, Line 10.2		1.000	
9. DTA Value for Insurance Subsidiaries	Company Records		1.000	
10. DTL Value for Insurance Subsidiaries	Company Records		1.000	
11. Total Adjusted Capital, Pre-deferred Tax (sensitivity)	Lines 6 - 7 + 8 - 9 + 10			8,284,598

COMPARISON OF TOTAL ADJUSTED CAPITAL TO RISK-BASED CAPITAL

	Abbreviation	(1) Amount
1. Total Adjusted Capital, Post Tax		8,284,598
2. Company Action Level = 200% of Authorized Control Level	CAL	11,501,080
3. Regulatory Action Level = 150% of Authorized Control Level	RAL	8,625,810
4. Authorized Control Level = 100% of Authorized Control Level	ACL	5,750,540
5. Mandatory Control Level = 70% of Authorized Control Level	MCL	4,025,378
6. Level of Action, if Any		Regulatory Action Level
THE FOLLOWING NUMBERS MUST BE REPORTED IN THE FIVE YEAR HISTORY EXHIBIT ON THE INDICATED LINE		
Total Adjusted Capital on Line 14 of the Five-Year Historical Data Page		8,284,598
Authorized Control Level Risk-Based Capital on Line 15 of the Five-Year Historical Data Page		5,750,540

95792200746000100 2007 Document Code: 450

SUPPLEMENTAL COMPENSATION EXHIBIT

For the Year Ended December 31, 2007
(To be filed by March 1)

PART 1 - INTERROGATORIES

1. The reporting insurer is a member of a group of insurers or other holding company system: Yes[X] No[ ]
   If yes, do the below amounts represent 1) total gross compensation paid to each individual by or on behalf of all companies which are part of the group: Yes[ ] No[X]
   or 2) allocation to each insurer: Yes[X] No[ ]
2. Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement any commission on the business transactions of the reporting entity? Yes[ ] No[X]
3. Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts with its agents for the payment of commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or indirectly, any salary, compensation or emolument that will extend beyond a period of 12 months from the date of the agreement? Yes[ ] No[X]

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

1	2	Annual Compensation			
		3	4	5	6
Name and Principal Position	Year	Salary	Bonus	All Other Compensation	Totals
1. Michael Bailey	2007	495,784			495,784
Chief Executive Officer	2006	427,733			427,733
	2005	80,838			80,838
2. Willis Jones	2007	268,241			268,241
Executive Vice President & Secretary	2006	169,265			169,265
	2005	56,327			56,327
3. Philip Hertik	2007	446,103			446,103
Chairman	2006	307,881			307,881
	2005	55,613			55,613
4. James Bracikowski, MD	2007	255,276	27,440		282,716
Chief Medical Officer	2006	149,262			149,262
	2005				
5. Gary Adkins	2007	150,101	76,277		226,378
Vice President, Sales	2006	144,324	34,800		179,124
	2005				
6. Steven Yates	2007	161,528	11,760		173,288
Senior Vice President, Chief Administration & Information Officer	2006	159,331	1,470		160,801
	2005	56,572	4,200		60,772
7. Sonya King	2007	150,942	4,900		155,842
Director, Pharmacy	2006	129,360			129,360
	2005				
8. Barry Shermer	2007	128,394	11,760		140,154
Vice President, Information Systems	2006	121,625			121,625
	2005	44,147	4,025		48,172
9.	2007				
	2006				
	2005				
10.	2007				
	2006				
	2005				

PART 3 - DIRECTOR COMPENSATION

1	2	3	4
Name and Principal Position or Occupation	Compensation Paid or Deferred for Services as Director	All Other Compensation Paid or Deferred	Totals
NONE			
9999999			

Windsor Health Plan, Inc.

Report #2A: TENNCARE OPERATIONS STATEMENT OF REVENUES & EXPENSES

		Current Year	Prior Year Year
	MEMBER MONTHS	139,333	565,795
			-
	REVENUES:		-
1.	TennCare Capitation*	38,107,860	104,050,403
2.	Investment	280,201	261,041
3.	Other Revenue (Provide Detail)	-	-
4.	TOTAL REVENUES (Lines 1 to 3)	38,388,061	104,311,444
			-
	EXPENSES:		-
	Medical and Hospital Services		-
5.	Capitated Physician Services	-	71
6.	Fee-for-Service Physician Services	7,936,020	22,654,916
7.	Inpatient Hospital Services	14,355,636	38,874,442
8.	Outpatient Services	11,217,268	26,407,913
9.	Emergency Room Services	-	-
10.	Mental Health Services	-	-
11.	Dental Services	1,358	40,002
12.	Vision Services	142,185	403,945
13.	Pharmacy Services	-	(459)
14.	Home Health Services	-	-
15.	Chiropractic Services	Not available	Not available
16.	Radiology Services	Not available	Not available
17.	Laboratory Services	-	-
18.	Durable Medical Equipment Services	Not available	Not available
19.	Transportation Services	648,067	2,106,110
20.	Outside Referrals	-	-
21.	Medical Incentive Pool and Withhold Adjustments	-	-
22.	Occupancy, Depreciation, and Amortization	-	-
23.	Other Medical and Hospital Services (Provide Detail)	(12,535,831)	2,422,130
24.	Subtotal (Lines 5 to 23)	21,764,702	92,909,069
25.	Reinsurance Expenses Net of Recoveries	-	-
	LESS:		-
26.	Copayments	Not available	Not available
27.	Subrogation	Not available	Not available
28.	Coordination of Benefits	Not available	Not available
29.	Subtotal (Lines 26 to 28)	-	-
			-
30.	TOTAL MEDICAL AND HOSPITAL (Lines 24 and 25 less 29)	21,764,702	92,909,069
			-
	Administraton:		-
31.	Compensation	1,827,369	3,805,432
32.	Marketing	-	-
33.	Interest Expense	50,109	-
34.	Premium Tax Expense	762,224	2,081,008
35.	Occupancy, Depreciation, and Amortization	66,290	73,782
36.	Other Administrative (Provide Detail)	2,328,339	864,595
			-
37.	TOTAL ADMINISTRATION (Lines 31 to 36)	5,034,331	6,824,817
			-
38.	TOTAL EXPENSES (Lines 30 and 37)	26,799,034	99,733,886
			-
39.	NET INCOME (LOSS) (Line 4 less Line 38)	11,589,027	4,577,557
23.	Detail of Other Medical and Hospital:		-
	Ancillary Claims (includes DME, lab, rad, chiro, MH/SA, etc.)	696,212	2,918,740
	IBNR Adjustment	(13,232,043)	-
	Global Capitation	-	(694,438)
	Total Other Medical and Hospital	(12,535,831)	2,224,302

36.	Detail of Other Administrative:		-
	Other Taxes and License Fees	38,413	640
	Consulting, Accounting, Legal Expense	56,475	56,700
	Bank Service Charges	-	-
	Pharmacy Administrative Expense	-	-
	Insurance Expense	-	-
	Physician Advisory Committee/ Med Dir Services	-	-
	Other Misc. Expenses	2,233,451	3,113,535
	Total Other Administrative	2,328,339	3,170,875

*TennCare capitationn amounts tie to amounts reported as premium revenue for premium tax purposes.