



ANNUAL STATEMENT

For the Year Ended December 31, 2009
of the Condition and Affairs of the

Select Care Of Maine, Inc.

NAIC Group Code.....953, 953 (Current Period) (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 US

Licensed as Business Type.....Health Maintenance Organization Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized..... November 30, 2005 Commenced Business..... April 2, 2009

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

Main Administrative Office 4888 Loop Central Drive, Suite 700..... Houston TX 77081
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

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

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

Internet Web Site Address www.universalamerican.com

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

OFFICERS

Name	Title	Name	Title
1. Theodore Marvin Carpenter, Jr.	President	2. John M. Squarok	Secretary, Treasurer, CFO
3.		4.	

OTHER

Carl L Cochrane Vice President, Tax

DIRECTORS OR TRUSTEES

Richard A Barasch Theodore Carpenter, Jr. John M. Squarok Robert A. Waegelein
Gary Jacobs

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

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

_____ (Signature) Theodore Marvin Carpenter, Jr.	_____ (Signature) John M. Squarok	_____ (Signature)
1. (Printed Name) President	2. (Printed Name) Secretary, Treasurer, CFO	3. (Printed Name)
_____ (Title)	_____ (Title)	_____ (Title)

Subscribed and sworn to before me This _____ day of _____ 2010

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			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	109,800		109,800	
2. Stocks (Schedule D):				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			.0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			.0	
5. Cash (\$.....0, Sch. E-Part 1), cash equivalents (\$.....0, Sch. E-Part 2) and short-term investments (\$.....1,412,746, Sch. DA).....	1,412,746		1,412,746	
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Other invested assets (Schedule BA).....			.0	
8. Receivables for securities.....			.0	
9. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
10. Subtotals, cash and invested assets (Lines 1 to 9).....	1,522,546	.0	1,522,546	.0
11. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
12. Investment income due and accrued.....	.58		.58	
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in course of collection.....			.0	
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			.0	
13.3 Accrued retrospective premiums.....			.0	
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers.....			.0	
14.2 Funds held by or deposited with reinsured companies.....			.0	
14.3 Other amounts receivable under reinsurance contracts.....			.0	
15. Amounts receivable relating to uninsured plans.....			.0	
16.1 Current federal and foreign income tax recoverable and interest thereon.....			.0	
16.2 Net deferred tax asset.....			.0	
17. Guaranty funds receivable or on deposit.....			.0	
18. Electronic data processing equipment and software.....			.0	
19. Furniture and equipment, including health care delivery assets (\$.....0).....			.0	
20. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
21. Receivables from parent, subsidiaries and affiliates.....			.0	
22. Health care (\$.....0) and other amounts receivable.....			.0	
23. Aggregate write-ins for other than invested assets.....	.0	.0	.0	.0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23).....	1,522,604	.0	1,522,604	.0
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
26. TOTALS (Lines 24 and 25).....	1,522,604	.0	1,522,604	.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
0999. Totals (Lines 0901 thru 0903 plus 0998) (Line 9 above).....	.0	.0	.0	.0
2301.....			.0	
2302.....			.0	
2303.....			.0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	.0	.0	.0	.0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	.0	.0	.0	.0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....			0	
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....			0	
4. Aggregate health policy reserves.....			0	
5. Aggregate life policy reserves.....			0	
6. Property/casualty unearned premium reserve.....			0	
7. Aggregate health claim reserves.....			0	
8. Premiums received in advance.....			0	
9. General expenses due or accrued.....	196		196	
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses)).....	635		635	
10.2 Net deferred tax liability.....			0	
11. Ceded reinsurance premiums payable.....			0	
12. Amounts withheld or retained for the account of others.....			0	
13. Remittances and items not allocated.....			0	
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....	593		593	
16. Payable for securities.....			0	
17. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers).....			0	
18. Reinsurance in unauthorized companies.....			0	
19. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	
20. Liability for amounts held under uninsured plans.....			0	
21. Aggregate write-ins for other liabilities (including \$.....0 current).....	0	0	0	0
22. Total liabilities (Lines 1 to 21).....	1,424	0	1,424	0
23. Aggregate write-ins for special surplus funds.....	.XXX	.XXX	0	0
24. Common capital stock.....	.XXX	.XXX	1,000	
25. Preferred capital stock.....	.XXX	.XXX	1,519,000	
26. Gross paid in and contributed surplus.....	.XXX	.XXX		
27. Surplus notes.....	.XXX	.XXX		
28. Aggregate write-ins for other than special surplus funds.....	.XXX	.XXX	0	0
29. Unassigned funds (surplus).....	.XXX	.XXX	1,180	
30. Less treasury stock at cost:				
30.1 .....0.000 shares common (value included in Line 24 \$.....0).....	.XXX	.XXX		
30.2 .....0.000 shares preferred (value included in Line 25 \$.....0).....	.XXX	.XXX		
31. Total capital and surplus (Lines 23 to 29 minus Line 30).....	.XXX	.XXX	1,521,180	0
32. Total liabilities, capital and surplus (Lines 22 and 31).....	.XXX	.XXX	1,522,604	0

DETAILS OF WRITE-INS

2101.			0	
2102.			0	
2103.			0	
2198. Summary of remaining write-ins for Line 21 from overflow page.....	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above).....	0	0	0	0
2301. ....	.XXX	.XXX		
2302. ....	.XXX	.XXX		
2303. ....	.XXX	.XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page.....	.XXX	.XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	.XXX	.XXX	0	0
2801. ....	.XXX	.XXX		
2802. ....	.XXX	.XXX		
2803. ....	.XXX	.XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page.....	.XXX	.XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above).....	.XXX	.XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member months.....	XXX		
2. Net premium income (including \$.....0 non-health premium income).....	XXX		
3. Change in unearned premium reserves and reserve for rate credits.....	XXX		
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX		
5. Risk revenue.....	XXX		
6. Aggregate write-ins for other health care related revenues.....	XXX	.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.....			
10. Other professional services.....			
11. Outside referrals.....			
12. Emergency room and out-of-area.....			
13. Prescription drugs.....			
14. Aggregate write-ins for other hospital and medical.....	.0	.0	.0
15. Incentive pool, withhold adjustments and bonus amounts.....			
16. Subtotal (Lines 9 to 15).....	.0	.0	.0
Less:			
17. Net reinsurance recoveries.....			
18. Total hospital and medical (Lines 16 minus 17).....	.0	.0	.0
19. Non-health claims (net).....			
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....			
21. General administrative expenses.....		789	
22. Increase in reserves for life and accident and health contracts including \$.....0 increase in reserves for life only).....			
23. Total underwriting deductions (Lines 18 through 22).....	.0	789	.0
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	(789)	.0
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		2,603	
26. Net realized capital gains or (losses) less capital gains tax of \$.....0.....			
27. Net investment gains or (losses) (Lines 25 plus 26).....	.0	2,603	.0
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....			
29. Aggregate write-ins for other income or expenses.....	.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	1,814	.0
31. Federal and foreign income taxes incurred.....	XXX	635	
32. Net income (loss) (Lines 30 minus 31).....	XXX	1,179	.0

DETAILS OF WRITE-INS

0601.	XXX		
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	.0	.0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX	.0	.0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	.0	.0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX	.0	.0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page.....	.0	.0	.0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	.0	.0	.0
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page.....	.0	.0	.0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	.0	.0	.0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year	2 Prior Year
33. Capital and surplus prior reporting period.....	0	
34. Net income or (loss) from Line 32.....	1,179	0
35. Change in valuation basis of aggregate policy and claim reserves.....		
36. Change in net unrealized capital gains and (losses) less capital gains tax of \$.....0.....		
37. Change in net unrealized foreign exchange capital gain or (loss).....		
38. Change in net deferred income tax.....		
39. Change in nonadmitted assets.....		
40. Change in unauthorized reinsurance.....		
41. Change in treasury stock.....		
42. Change in surplus notes.....		
43. Cumulative effect of changes in accounting principles.....		
44. Capital changes:		
44.1 Paid in.....	1,000	
44.2 Transferred from surplus (Stock Dividend).....		
44.3 Transferred to surplus.....		
45. Surplus adjustments:		
45.1 Paid in.....	1,519,000	
45.2 Transferred to capital (Stock Dividend).....		
45.3 Transferred from capital.....		
46. Dividends to stockholders.....		
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	1,521,179	0
49. Capital and surplus end of reporting period (Line 33 plus 48).....	1,521,179	0

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 thru 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.....		
2. Net investment income.....	2,784	
3. Miscellaneous income.....		
4. Total (Lines 1 through 3).....	2,784	0
5. Benefit and loss related payments.....		
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		
7. Commissions, expenses paid and aggregate write-ins for deductions.....	593	
8. Dividends paid to policyholders.....		
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....		
10. Total (Lines 5 through 9).....	593	0
11. Net cash from operations (Line 4 minus Line 10).....	2,191	0
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds.....		
12.2 Stocks.....		
12.3 Mortgage loans.....		
12.4 Real estate.....		
12.5 Other invested assets.....		
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....		
12.7 Miscellaneous proceeds.....		
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	0	0
13. Cost of investments acquired (long-term only):		
13.1 Bonds.....	110,038	
13.2 Stocks.....		
13.3 Mortgage loans.....		
13.4 Real estate.....		
13.5 Other invested assets.....		
13.6 Miscellaneous applications.....		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	110,038	0
14. Net increase (decrease) in contract loans and premium notes.....		
15. Net cash from investments (Line 12.8 minus Lines 13.7 minus Line 14).....	(110,038)	0
CASH FROM FINANCING AND MISCELLANEOUS SOURCES		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes.....		
16.2 Capital and paid in surplus, less treasury stock.....	1,520,000	
16.3 Borrowed funds.....		
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....		
16.5 Dividends to stockholders.....		
16.6 Other cash provided (applied).....	593	
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6).....	1,520,593	0
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	1,412,746	0
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	0	
19.2 End of year (Line 18 plus Line 19.1).....	1,412,746	0

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

20.0001		
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Analysis of Operations by Lines of Business

NONE

U & I Ex.-Pt.1

NONE

U & I Ex.-Pt.2

NONE

U & I Ex.-Pt.2A

NONE

U & I Ex.-Pt.2B

NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Grand Total

NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Grand Total

NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Grand Total

NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Hospital & Medical

NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Hospital & Medical

NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Hospital & Medical

NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicare Supp.

NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicare Supp.

NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicare Supp.

NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Dental

NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Dental

NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Dental

NONE

U & I Ex.-Pt.2C-Sn A-Paid Claims-Vision

NONE

U & I Ex.-Pt.2C-Sn B-Incurred Claims-Vision

NONE

U & I Ex.-Pt.2C-Sn C-Expense Ratio-Vision

NONE

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Fed Emp Health
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Fed Emp Health
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Fed Emp Health
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicare
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicare
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicare
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Medicaid
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Medicaid
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Medicaid
NONE**

**U & I Ex.-Pt.2C-Sn A-Paid Claims-Other
NONE**

**U & I Ex.-Pt.2C-Sn B-Incurred Claims-Other
NONE**

**U & I Ex.-Pt.2C-Sn C-Expense Ratio-Other
NONE**

**U & I Ex.-Pt.2D
NONE**

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$.....0 for occupancy of own building).....					0
2. Salaries, wages and other benefits.....					0
3. Commissions (less \$.....0 ceded plus \$.....0 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.....					0
23.4 Payroll taxes.....					0
23.5 Other (excluding federal income and real estate taxes).....					0
24. Investment expenses not included elsewhere.....				789	789
25. Aggregate write-ins for expenses.....	0	0	0	0	0
26. Total expenses incurred (Lines 1 to 25).....	0	0	0	789	(a).....789
27. Less expenses unpaid December 31, current year.....					0
28. Add expenses unpaid December 31, prior year.....					0
29. Amounts receivable relating to uninsured plans, prior year.....					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	0	789	789

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 (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	0	0	0	0

(a) Includes management fees of \$.....0 to affiliates and \$.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. government bonds.....	(a).....1,035	1,093
1.1 Bonds exempt from U.S. tax.....	(a).....	
1.2 Other bonds (unaffiliated).....	(a).....	
1.3 Bonds of affiliates.....	(a).....	
2.1 Preferred stocks (unaffiliated).....	(b).....	
2.11 Preferred stocks of affiliates.....	(b).....	
2.2 Common stocks (unaffiliated).....		
2.21 Common stocks of affiliates.....		
3. Mortgage loans.....	(c).....	
4. Real estate.....	(d).....	
5. Contract loans.....		
6. Cash, cash equivalents and short-term investments.....	(e).....1,511	1,511
7. Derivative instruments.....	(f).....	
8. Other invested assets.....		
9. Aggregate write-ins for investment income.....	0	0
10. Total gross investment income.....	2,545	2,603
11. Investment expenses.....		(g).....
12. Investment taxes, licenses and fees, excluding federal income taxes.....		(g).....
13. Interest expense.....		(h).....789
14. Depreciation on real estate and other invested assets.....		(i).....0
15. Aggregate write-ins for deductions from investment income.....		0
16. Total deductions (Lines 11 through 15).....		789
17. Net investment income (Line 10 minus Line 16).....		1,814

DETAILS OF WRITE-INS

0901.		
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page.....	0	0
0999. Totals (Lines 0901 thru 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 thru 1503 plus 1598) (Line 15 above).....		0

- (a) Includes \$.83 accrual of discount less \$.00 amortization of premium and less \$.575 paid for accrued interest on purchases.
- (b) Includes \$.00 accrual of discount less \$.00 amortization of premium and less \$.00 paid for accrued dividends on purchases.
- (c) Includes \$.00 accrual of discount less \$.00 amortization of premium and less \$.00 paid for accrued interest on purchases.
- (d) Includes \$.00 for company's occupancy of its own buildings; and excludes \$.00 interest on encumbrances.
- (e) Includes \$.00 accrual of discount less \$.00 amortization of premium and less \$.00 paid for accrued interest on purchases.
- (f) Includes \$.00 accrual of discount less \$.00 amortization of premium.
- (g) Includes \$.00 investment expenses and \$.00 investment taxes, licenses and fees, excluding federal income taxes, attributable to Segregated and Separate Accounts.
- (h) Includes \$.00 interest on surplus notes and \$.00 interest on capital notes.
- (i) Includes \$.00 depreciation on real estate and \$.00 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	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		
2.1 Preferred stocks (unaffiliated).....			0		
2.11 Preferred stocks of affiliates.....			0		
2.2 Common stocks (unaffiliated).....			0		
2.21 Common stocks of affiliates.....			0		
3. Mortgage loans.....			0		
4. Real estate.....			0		
5. Contract loans.....			0		
6. Cash, cash equivalents and short-term investments.....			0		
7. Derivative instruments.....			0		
8. Other invested assets.....			0		
9. Aggregate write-ins for capital gains (losses).....	0	0	0	0	0
10. Total capital gains (losses).....	0	0	0	0	0

NONE

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 thru 0903 plus 0998) (Line 9 above).....	0	0	0	0	0

Ex.of Nonadmitted Assets
NONE

Ex. 1
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

Effective for the quarter ended September 30, 2009, the NAIC, is requiring adoption of SSAP No. 43R, *Loan-backed and Structured Securities*. SSAP 43R supercedes SSAP 98, which amended SSAP 43. SSAP 43R establishes statutory accounting principles for evaluating and recording other-than-temporary impairments on investments in loan-backed and structured securities.

SSAP 43R effectively changed the impairment trigger for loan-backed and structures securities from an undiscounted cash flow test to a discounted cash flow test. In addition, SSAP 43R changes the method of valuing the new cost basis of the impaired security from an undiscounted cash flow basis to a discounted cash flow basis. The Company has adopted SSAP 43R effective for September 30, 2009, as required. For the quarter ended September 30, 2009 and quarter ended December 31, 2009, the Company has no realized losses to recognize.

Note 3 - Business Combinations and Goodwill

Not applicable.

Note 4 - Discontinued Operations

Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 5 - Investments

D LOAN-BACKED SECURITIES

- (1) Carrying values for Structured securities have been determined in accordance with the guidelines provided by the NAIC. Fair value is determined using a pricing hierarchy starting with a widely accepted pricing vendor, followed by external broker/dealers, Bloomberg, analytic modeling and a benchmark to an index model.
- (2) Our asset manager uses a proprietary model for loss assumptions and widely accepted models for prepayment assumptions in valuing mortgage-backed and asset-backed securities with inputs from major third party data providers. It combines the effects of interest rates, volatility, and pre-payment speeds based on Monte Carlo simulation with credit loss analysis and resulting effective analytics (spreads, duration, convexity) and cash-flows reported to clients on a monthly basis. Model assumptions are specific to asset class and collateral types and are regularly evaluated and adjusted where appropriate.
- (3) Credit risk concentrations are evaluated in our base security analysis through exposure stratification of the collateral attributes. We then apply an appropriate credit default curve reflecting our forecasted expectations of future defaults and losses.
- (4) Not applicable.
- (5) Not applicable.
- (6) Not applicable.
- (7) 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.
- (8) All investments in an unrealized loss position are considered. As the magnitude of the loss increases so does the degree of analysis in determining if an other-than-temporary-loss exists.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

Note 7 - Investment Income

- A. Due and accrued income was excluded from surplus on the following basis:
All investment income due and accrued with amounts over 90 days past due are excluded from surplus.
- B. The total amount excluded was: None.

Note 8 - Derivative Instruments

Not applicable.

Note 9 - Income Taxes

A The components of net deferred tax asset is as follows:

	Current period end, 2009		December 31, 2008
	Ordin	Capital	Total
	ary	Total	Total

Admitted deferred tax assets under paragraph 10

Total of gross deferred tax assets

NOTES TO FINANCIAL STATEMENTS

Valuation allowance	-	-	-	-
Adjusted gross deferred tax assets	-	-	-	-
Total of gross deferred tax liabilities	-	-	-	-
Net deferred tax assets	-	-	-	-
Deferred tax assets nonadmitted - paragraphs 10a., 10b., 10c.	-	-	-	-
Deferred tax assets nonadmitted - paragraph 10e.	-	-	-	N/A
Deferred tax assets nonadmitted - elected amount - paragraph 10d.	-	-	-	-
Net admitted deferred tax assets	-	-	-	-
(Increase)Decrease in nonadmitted	-	-	-	-
Special surplus funds amount related to paragraph 10 e.	-	-	-	-

The company has elected to admit DTAs pursuant to paragraph 10e. The current period election is different from the prior reporting period.

Impact on adjusted admitted gross DTAs from the use of paragraph 10 e.

Admitted adjusted gross DTAs paragraphs 10a., 10b., 10c.	-	-	-	N/A
Admitted adjusted gross DTAs paragraph 10e.	-	-	-	N/A
Increased amount in adjusted gross DTAs	-	-	-	N/A
Change from prior reporting period	-	-	-	N/A

The amount of each result or component of the calculation by character, of paragraphs 10a., 10b.i., 10b.ii., 10c.

Adjusted gross DTAs at enacted tax rate	-	-	-	-
Admitted adjusted gross DTAs (paragraph 10a.)	-	-	-	-
Admitted adjusted gross DTAs (paragraph 10b.)	-	-	-	-
Lesser of:				
Expected to be realized within 1 yr (10b.i.)	-	-	-	-
10% of adjusted capital and surplus (10b.ii.)	152,154	-	152,154	-
Admitted adjusted gross DTAs (paragraph 10c.)	-	-	-	-
Admitted adjusted gross DTAs paragraphs 10a., 10b., 10c.	-	-	-	-
Nonadmitted adjusted gross DTAs paragraph 10a., 10b., 10c.	-	-	-	-

The amount of each result or component of the calculation by character, of paragraphs 10e.i,

NOTES TO FINANCIAL STATEMENTS

10e.ii.a, 10e.ii.b, 10e.iii.

Adjusted gross DTAs at enacted tax rate	-	-	-	N/A
Admitted adjusted gross DTAs (paragraph 10e.i.)	-	-	-	N/A
Admitted adjusted gross DTAs (paragraph 10e.ii.)	-	-	-	N/A
Lesser of:				
Expected to be realized within 3 yrs (10e.ii.a.)	-	-	-	N/A
15% of adjusted capital and surplus (10e.ii.b.)	228,231	-	228,231	N/A
Admitted adjusted gross DTAs (paragraph 10e.iii.)	-	-	-	N/A
<hr/>				
Admitted adjusted gross DTAs paragraph 10e.	-	-	-	N/A
Nonadmitted adjusted gross DTAs paragraph 10e.	-	-	-	N/A
Risk-based capital level used in paragraph 10d.				
Total adjusted capital			-	
Authorized control level			-	

Risk-based capital calculation - 10a., b., & c.	Increase resulting from using paragraph 10. e.
<hr/>	

Admitted DTAs	-	-
Admitted assets	-	-
Statutory surplus	-	-
Total adjusted capital	-	-

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

	December 31, 2009	December 31, 2008
Current Federal Income Tax - Operations:		
Operations allocation of 1120-PC, Page 1, Line 13	635	-
Prior Year Provision True - Up (effect on py income tax)	-	-
Federal income tax on operations, Page 4, Line 31	<hr/> 635	-

Current Federal Income Tax - Realized Gains (Losses):

NOTES TO FINANCIAL STATEMENTS

Realized Gains (Losses) allocation			
Prior Year Provision True - Up			
Federal income tax on net realized capital gains		-	-
Total Current Federal income tax incurred		635	-
Deferred Tax Assets resulting from statutory/tax differences	December 31, 2009	December 31, 2008	
Prepaid Expenses	-	-	
Reserves	-	-	
Policyholder dividend Provisions	-	-	
Asset Basis Differential	-	-	
Deferred NOL	-	-	
Agency Contracts	-	-	
Healthcare & Other Rec	-	-	
Intangible Asset	-	-	
Total gross deferred tax assets	-	-	
Less: Nonadmitted deferred tax assets	-	-	
Admitted deferred tax assets	-	-	0
Deferred Tax Liabilities resulting from statutory/tax differences	December 31, 2009	December 31, 2008	
Unrealized capital gains	-	-	
Deferred Premiums	-	-	
Bond market discount	-	-	
Other items	-	-	
Total deferred tax liabilities	-	-	
Net deferred tax assets admitted	-	-	
The change in net deferred taxes is comprised of the following (this analysis is exclusive of the tax effect of unrealized capital gains (losses) as the deferred taxes on unrealized gains (losses) are reported separately from the Change in Net Deferred Income Taxes in the surplus section of the Annual Statement).			
	December 31, 2009	December 31, 2008	Change
Total gross deferred tax assets	-	-	
Total gross deferred tax liabilities	-	-	
Change in Deferred Tax Assets in excess of Deferred Tax Liabilities	-	-	-

NOTES TO FINANCIAL STATEMENTS

Tax effect of unrealized capital gains (losses) included as part of Page 4, Line 38	-
2009 change in net deferred income taxes (decrease) surplus, Page 4, Line 40	-

At the end of December 31, 2009 there are no valuation allowances on any deferred tax assets. There were no valuation allowances at the beginning of the period.

In our judgment all deferred tax assets are fully realizable, and have concluded that no valuation allowance is required.

We have not had any changes in circumstances which would cause our judgment about the realizability of our deferred tax assets to change.

- D The provision for federal income taxes incurred is different from that which would be obtained by applying the enacted federal income tax rate to income before taxes. The significant items causing these differences are as follows at December 31:

	2009	Effective Tax Rate
\$ Statutory Gain from Operations and realized capital gains taxed at 1,814		
enacted rate	\$ 635	35.00%
Significant Permanent Differences:		
Small company deduction	-	0.00%
Dividends-received deduction	-	0.00%
Tax-exempt interest	-	0.00%
Policyholders' share of tax-exempt interest	-	0.00%
50% disallowed on M&E	-	0.00%
Penalties	-	0.00%
Prior year provision true-up	-	0.00%
Other items	-	0.00%
IMR in Operations	-	0.00%
Change in Nonadmitted assets	-	0.00%
Total Incurred Income Tax Expense	<u>635</u>	<u>35.00%</u>

	2009	Effective Tax Rate
Current Federal Income Tax Incurred	635	35.00%
Change in Gross Deferred Tax	-	0.00%
Change in Nonadmitted Deferred Tax	-	0.00%
Change in Net Deferred Tax	<u>-</u>	<u>0.00%</u>

NOTES TO FINANCIAL STATEMENTS

	-		
Total Effective Income Tax for 2009	635	35.00%	0
	(0)		

E (1) The company has \$0 loss carryforwards at December 31st:

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

2007

-

2008

-

2009 635

(3) The company has no deposits under Section 6603 of the IRS Code.

F The company files a consolidated Federal income tax return with its parent corporation. A written sharing agreement is approved and enforced by the Board of Directors. Allocation of tax benefits is based upon separate returns. Losses are paid at the time they can be used on a separate return basis.

The company is consolidated with the following entities:

American Exchange Life Insurance Company American Pioneer Health Plans Inc. American Pioneer Life Insurance Company American Progressive Life Insurance Company Ameri-Plus Preferred Care, Inc. CHCS Services, Inc Constitution Life Insurance Company GlobalHealth, Inc. Golden Triangle Physician Alliance Harmony Health, Inc. Heritage Health Systems of Texas, Inc. Heritage Health Systems, Inc. Heritage Physician Networks HHS Health of Oklahoma, Inc. HHS Texas Management, Inc. HHS Texas Management, LP (Houston) Marquette National Life Insurance Company Memberhealth, LLC Pennsylvania Life Insurance Company Pyramid Marketing Services, Inc.	SelectCare of Oklahoma, Inc. SelectCare of Texas, LLC Senior Life Resource Center, 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 North Carolina, Inc. Today's Options of Pennsylvania, Inc. Today's Options of South Carolina, Inc. Today's Options of Virginia, Inc. UAC Holding, Inc. UAM Agent Services Corp. Union Bankers Insurance Company Universal American Corporation Universal American Financial Services,
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NOTES TO FINANCIAL STATEMENTS

Quincy Coverage Corporation	Inc.
SelectCare Health Plans, Inc.	Worlco Management Services, Inc. a New York Corporation
SelectCare of Maine, Inc.	Worlco Management Services, Inc. a Pennsylvania Corporation Worldnet Services Corporation

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

- A, B, C. In 2009, the Company did not have any material transfers of assets to affiliates.
- D. The company had \$0 due from affiliates and \$593 payable to affiliates as of December 31, 2009. 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.

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

The Company has 1,000 shares (\$0.01 par value) of Common Stock authorized, issued and outstanding.

The portion of unassigned funds (surplus) represented by non-admitted assets was \$0 at December 31, 2009. There were no restrictions placed on the Company's surplus.

All other items required under Note 13 are not applicable to the Company.

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

Not applicable.

NOTES TO FINANCIAL STATEMENTS

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 - Other Items

Not applicable.

Note 21 - Events Subsequent

Not applicable.

Note 22 - Reinsurance

Not applicable

Note 23 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

Note 24 - Change in Incurred Losses and Loss Adjustment Expenses

Not applicable.

Note 25 - Intercompany Pooling Arrangements

Not applicable.

Note 26 - Structured Settlements

Not applicable.

Note 27 - Health Care Receivables

Not applicable.

Note 28 - Participating Policies

Not applicable.

Note 29 - Premium Deficiency Reserves

Not applicable.

Note 30 - 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 []
- 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. N/A
- 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. N/A
- 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). N/A

- 3.4 By what department or departments? _____
- 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 Co. 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(ies) of the foreign person(s) or entity(ies); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(ies) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity

- 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 Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

- 9. 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. 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?
Chung-Shing Sya - Officer/employee of the reporting entity

- 11.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]
- 11.11 Name of real estate holding company _____

- 11.12 Number of parcels involved
- 11.13 Total book/adjusted carrying value

- 11.2 If yes, provide explanation. _____

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

12. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 12.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
Not applicable.
-
- 12.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []
- 12.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No []
- 12.4 If answer to (12.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A [X]
-
- 13.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
c. Compliance with applicable governmental laws, rules and regulations;
d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
e. Accountability for adherence to the code. Yes [X] No []
- 13.11 If the response to 13.1 is No, please explain:
-
- 13.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 13.21 If the response to 13.2 is Yes, provide information related to amendment(s).
-
- 13.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 13.31 If the response to 13.3 is yes, provide the nature of any waiver(s).
-

BOARD OF DIRECTORS

14. 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 []
15. 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 []
16. 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

17. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]
- 18.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 18.11 To directors or other officers \$.....0
- 18.12 To stockholders not officers \$.....0
- 18.13 Trustees, supreme or grand (Fraternal only) \$.....0
- 18.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 18.21 To directors or other officers \$.....0
- 18.22 To stockholders not officers \$.....0
- 18.23 Trustees, supreme or grand (Fraternal only) \$.....0
- 19.1 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]
- 19.2 If yes, state the amount thereof at December 31 of the current year:
- 19.21 Rented from others
- 19.22 Borrowed from others
- 19.23 Leased from others
- 19.24 Other
- 20.1 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]
- 20.2 If answer is yes:
- 20.21 Amount paid as losses or risk adjustment
- 20.22 Amount paid as expenses
- 20.23 Other amounts paid
- 21.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]
- 21.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount.

INVESTMENT

- 22.1 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 22.3)? Yes [X] No []
- 22.2 If no, give full and complete information relating thereto.
-
- 22.3 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 16 where this information is also provided).
Not applicable.
-
- 22.4 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [] No [] N/A [X]
- 22.5 If answer to 22.4 is yes, report amount of collateral.
- 22.6 If answer to 22.4 is no, report amount of collateral.
- 23.1 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 19.1 and 22.3) Yes [] No [X]

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

- 23.2 If yes, state the amount thereof at December 31 of the current year:
- 23.21 Subject to repurchase agreements0
 - 23.22 Subject to reverse repurchase agreements0
 - 23.23 Subject to dollar repurchase agreements0
 - 23.24 Subject to reverse dollar repurchase agreements0
 - 23.25 Pledged as collateral0
 - 23.26 Placed under option agreements0
 - 23.27 Letter stock or securities restricted as to sale0
 - 23.28 On deposit with state or other regulatory body0
 - 23.29 Other0

23.3 For category (23.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

- 24.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]
- 24.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A [X]
If no, attach a description with this statement.

- 25.1 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]
- 25.2 If yes, state the amount thereof at December 31 of the current year:

26. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

26.01 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

26.02 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)

- 26.03 Have there been any changes, including name changes, in the custodian(s) identified in 26.01 during the current year? Yes [] No [X]

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

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

26.05 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

- 27.1 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]

27.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adj. Carrying Value
27.2999. TOTAL		0

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

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

28. 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 (+)
28.1 Bonds.....	1,522,546	1,522,546	0
28.2 Preferred stocks.....			0
28.3 Totals.....	1,522,546	1,522,546	0

- 28.4 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 with a widely accepted pricing vendor, followed by external broker/dealers, Bloomberg analytic modeling and a benchmark to index model.

- 29.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [] No [X]
- 29.2 If 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 [] No []
- 29.3 If no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D.

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

- 30.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

OTHER

31.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$.....0

31.2 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

32.1 Amount of payments for legal expenses, if any? \$.....0

32.2 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

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

33.2 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 (continued)

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
- 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.
- 1.6 Individual policies:
 - Most current three years:
 - 1.61 Total premium earned
 - 1.62 Total incurred claims
 - 1.63 Number of covered lives
 - All years prior to most current three years:
 - 1.64 Total premium earned
 - 1.65 Total incurred claims
 - 1.66 Number of covered lives
- 1.7 Group policies:
 - Most current three years:
 - 1.71 Total premium earned
 - 1.72 Total incurred claims
 - 1.73 Number of covered lives
 - All years prior to most current three years:
 - 1.74 Total premium earned
 - 1.75 Total incurred claims
 - 1.76 Number of covered lives

2. Health test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator.....	.....	.....
2.2 Premium Denominator.....	.....	.....
2.3 Premium Ratio (2.1/2.2).....	0.0	0.0
2.4 Reserve Numerator.....	.....	.....
2.5 Reserve Denominator.....	.....	.....
2.6 Reserve Ratio (2.4/2.5).....	0.0	0.0

- 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, 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 2009.

- 5.3 Maximum retained risk (see instructions):
 - 5.31 Comprehensive medical \$.....0
 - 5.32 Medical only \$.....0
 - 5.33 Medicare supplement \$.....0
 - 5.34 Dental and vision \$.....0
 - 5.35 Other limited benefit plan \$.....0
 - 5.36 Other \$.....0

- 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 for 2009.

- 7.1 Does the reporting entity set up its claim liability for provider services on a service date base? 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

- 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

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH INTERROGATORIES

- 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
State of Maine

- 13.1. Do you act as a custodian for health savings account? 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 2009	2 2008	3 2007	4 2006	5 2005
Balance Sheet Items (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 26).....	1,522,604				
2. Total liabilities (Page 3, Line 22).....	1,300				
3. Statutory surplus.....	1,500,000				
4. Total capital and surplus (Page 3, Line 31).....	1,521,303				
Income Statement Items (Page 4)					
5. Total revenues (Line 8).....					
6. Total medical and hospital expenses (Line 18).....					
7. Claims adjustment expenses (Line 20).....					
8. Total administrative expenses (Line 21).....	789				
9. Net underwriting gain (loss) (Line 24).....	(789)				
10. Net investment gain (loss) (Line 27).....	2,603				
11. Total other income (Lines 28 plus 29).....					
12. Net income or (loss) (Line 32).....	1,303				
Cash Flow (Page 6)					
13. Net cash from operations (Line 11).....	2,191				
Risk-Based Capital Analysis					
14. Total adjusted capital.....	1,521,180				
15. Authorized control level risk-based capital.....	2,119				
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7).....					
17. Total member months (Column 6, Line 7).....					
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 (Line 18 plus Line 19).....					
20. Cost containment expenses.....					
21. Other claims adjustment expenses.....					
22. Total underwriting deductions (Line 23).....					
23. Total underwriting gain (loss) (Line 24).....					
Unpaid Claims Analysis (U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13 Col. 5).....					
25. Estimated liability of unpaid claims - [prior year (Line 13, Col. 6)]					
Investments in Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1).....					
27. Affiliated preferred stocks (Sch D. Summary, Line 18, Col. 1).....					
28. Affiliated common stocks (Sch D. Summary, Line 24, Col. 1).....					
29. Affiliated short-term investments (subtotal included in Sch. DA, Verification, Column 5, Line 10).....					
30. Affiliated mortgage loans on real estate.....					
31. All other affiliated.....					
32. Total of above Lines 26 to 31.....	0	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

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

NONE

DETAILS OF WRITE-INS

5801.....									.0
5802.....									.0
5803.....									.0
5898. Summary of remaining write-ins for line 58.....		.0	.0	.0	.0	.0	.0	.0	.0
5899. Total (Lines 5801 thru 5803 + 5898) (Line 58 above).....		.0	.0	.0	.0	.0	.0	.0	.0

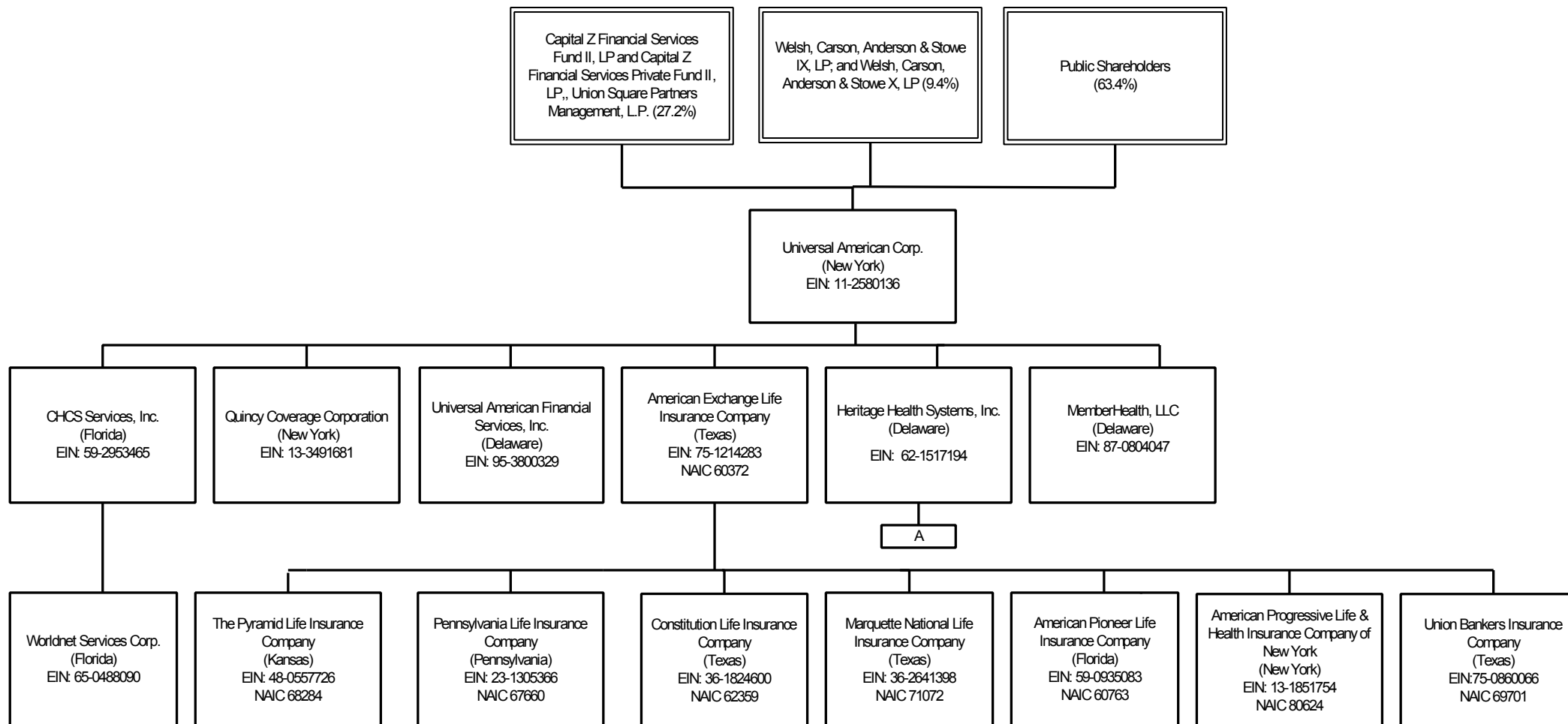
Explanation of basis of allocation by states, premiums by state, etc.

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

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

PART 1 - ORGANIZATIONAL CHART

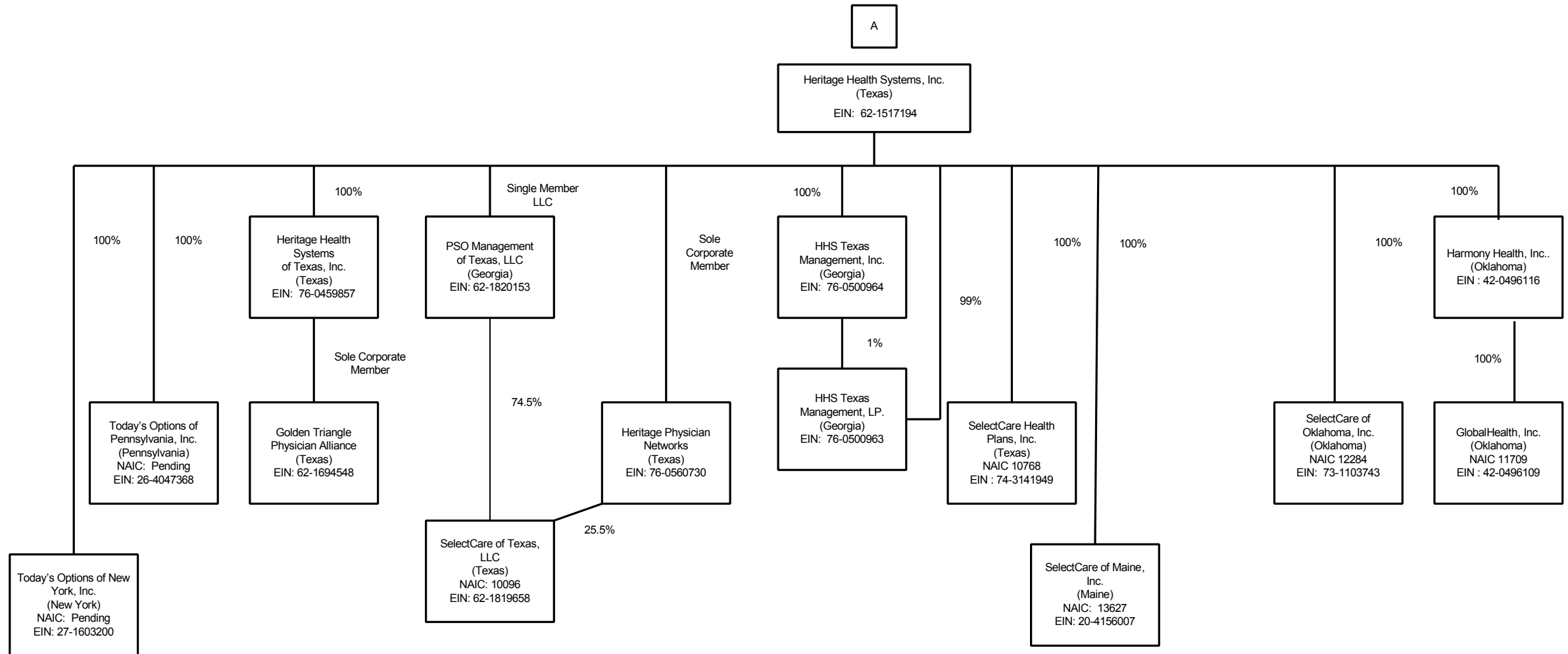
(Ownership is 100% except as noted)



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

PART 1 - ORGANIZATIONAL CHART

38.1



**2009 ALPHABETICAL INDEX
HEALTH ANNUAL STATEMENT BLANK**

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