QUARTERLY STATEMENT

OF THE

UAHC HEALTH PLAN OF TENNESSEE INC

of MEMPHIS

in the state of TENNESSEE

TO THE

Insurance Department

OF THE

STATE OF TENNESSEE

FOR THE QUARTER ENDED
September 30, 2007

HEALTH

2007

00000200720100103

HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2007

OF THE CONDITION AND AFFAIRS OF THE

UAHC Health Plan of Tennessee

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

Organized under the Laws of TN **, State of Domicile or Port of Entry** TN

Country of Domicile US

Licensed as business type:

Life, Accident & Health	[ ]	Property/Casualty	[ ]	Hospital, Medical & Dental Service or Indemnity	[ ]
Dental Service Corporation	[ ]	Vision Service Corporation	[ ]	Health Maintenance Organization	[ ]
Other	[ ]	Is HMO Federally Qualified?		YES [ ] NO [ ]	

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

Statutory Home Office: 1769 Paragon Suite 100 Memphis, TN 38132

Main Administrative Office: 1769 Paragon Suite 100 Memphis, TN 38132 901-348-2201

Mail Address: 1769 Paragon Suite 100 Memphis, TN 38132

Primary Location of Books and Records: 1769 Paragon Suite 100 Memphis, TN 38132 901-348-2201

Internet Website Address: N/A

Statutory Statement Contact: Stephen Harris 000-000-0000

sharris@uahc.com 901-348-2212

Policyowner Relations Contact: 1769 Paragon Suite 100 Memphis, TN 38132 000-000-0000

OFFICERS

	Name	Title
1.	Stephanie Dowell	Chief Exective Officer
2.	Stephen Harris	Chief Financial Officer
3.		

Vice-Presidents

Name	Title	Name	Title
Myla Johnson	Vice-President Medical Services	Stacy Hill	Vice-President MIS

DIRECTORS OR TRUSTEES

Stephanie Dowell	Stephen Harris	Tom Goss	Samuel King
Grover Barnes M.D.	Julius V. Combs, M.D.	Griselle Figueredo, M.D.	Lloyd Robinson
Logan Miller M.D.	Neal Beckford M.D.	Stan Sawyer	William Brooks
Alvin King	Ricky Wilkins		

State of TN
County of SHELBY ss

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

(Signature)	(Signature)	(Signature)
Stephanie Dowell	Stephen Harris	
(Printed Name) 1.	(Printed Name) 2.	(Printed Name) 3.
Chief Exective Officer	Chief Financial Officer	
(Title)	(Title)	(Title)

Subscribed and sworn to before me this 9th day of JANUARY, 2007

Jacquelyn D. Alston

My Commission Expires May 31, 2010

JACQUELYN D. ALSTON STATE OF TENNESSEE NOTARY PUBLIC SHELBY COUNTY

a. Is this an original filing? YES [ ] NO [X]

b. If no:
1. State the amendment number 1
2. Date filed 01/09/2008
3. Number of pages attached 34

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	9,552,121		9,552,121	7,445,153
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less $ 0 encumbrances)				
4.2 Properties held for the production of income (less $ 0 encumbrances)				
4.3 Properties held for sale (less $ 0 encumbrances)				
5. Cash ($ 6,827,505), cash equivalents ($ 0) and short-term investments ($ 525,709)	7,353,214		7,353,214	1,822,987
6. Contract loans (including $ 0 premium notes)				
7. Other invested assets				3,025,336
8. Receivables for securities				
9. Aggregate write-ins for invested assets	1,010,149	1,010,149		
10. Subtotals, cash and invested assets (Lines 1 to 9)	17,915,484	1,010,149	16,905,335	12,293,476
11. Title plants less $ 0 charged off (for Title insurers only)				
12. Investment income due and accrued	380,731		380,731	358,420
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	1,066,091		1,066,091	1,156,198
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ 0 earned but unbilled premiums)				
13.3 Accrued retrospective premiums				
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers				
14.2 Funds held by or deposited with reinsured companies				
14.3 Other amounts receivable under reinsurance contracts				
15. Amounts receivable relating to uninsured plans				
16.1 Current federal and foreign income tax recoverable and interest thereon				
16.2 Net deferred tax asset	966,319		966,319	
17. Guaranty funds receivable or on deposit				
18. Electronic data processing equipment and software				
19. Furniture and equipment, including health care delivery assets ($ 0)				
20. Net adjustment in assets and liabilities due to foreign exchange rates				
21. Receivables from parent, subsidiaries and affiliates				
22. Health care ($ 360,956) and other amounts receivable	447,684	369,767	77,917	
23. Aggregate write-ins for other than invested assets	81,520	81,520		
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	20,857,829	1,461,436	19,396,393	13,808,094
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
26. Total (Lines 24 and 25)	20,857,829	1,461,436	19,396,393	13,808,094

DETAILS OF WRITE-INS				
0901. Escrow per state of TN	1,010,149	1,010,149		
0902.				
0903.				
0998. Summary of remaining write-ins for Line 09 from overflow page				
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 09 above)	1,010,149	1,010,149		
2301. Prepaid Expenses	81,520	81,520		
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	81,520	81,520		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ 0 reinsurance ceded)	1,433,414		1,433,414	
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses				
4. Aggregate health policy reserves				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	243,707		243,707	204,304
10.1 Current federal and foreign income tax payable and interest thereon (including $ 0 on realized gains (losses))	1,273,019		1,273,019	369,651
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including $ 0 current) and interest thereon $ 0 (including $ 0 current)				
15. Amounts due to parent, subsidiaries and affiliates	58,476		58,476	58,476
16. Payable for securities				
17. Funds held under reinsurance treaties (with $ 0 authorized reinsurers and $ 0 unauthorized reinsurers)				
18. Reinsurance in unauthorized companies				
19. Net adjustments in assets and liabilities due to foreign exchange rates				
20. Liability for amounts held under uninsured plans				
21. Aggregate write-ins for other liabilities (including $ 0 current)	2,777,087		2,777,087	1,476,447
22. Total liabilities (Lines 1 to 21)	5,785,704		5,785,704	2,108,878
23. Aggregate write-ins for special surplus funds	XXX	XXX		
24. Common capital stock	XXX	XXX	200,000	200,000
25. Preferred capital stock	XXX	XXX	12,550,000	12,550,000
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		
29. Unassigned funds (surplus)	XXX	XXX	860,689	(1,050,784)
30. Less treasury stock, at cost:				
30.1 0 shares common (value included in Line 24 $ 0)	XXX	XXX		
30.2 0 shares preferred (value included in Line 25 $ 0)	XXX	XXX		
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	13,610,689	11,699,216
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	19,396,393	13,808,094

DETAILS OF WRITE-INS				
2101. PREMIUM TAX PAYABLE	1,066,091		1,066,091	1,156,198
2102. CLAIMS AUDIT	1,010,149		1,010,149	320,249
2103. MEDICARE LOW INCOME SUBSIDY	141,624		141,624	
2198. Summary of remaining write-ins for Line 21 from overflow page	559,224		559,224	
2199. Totals (Lines 2101 through 2103 plus 2198) (Line 21 above)	2,777,087		2,777,087	1,476,447
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX		
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	XXX	XXX		
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX		
2899. Totals (Lines 2801 through 2803 plus 2898) (Line 28 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1	2	3
	Uncovered	Total	Total
1. Member Months	XXX	958,705	1,087,489
2. Net premium income (including $ 0 non-health premium income)	XXX	3,003,376	
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	501,790	360,956
7. Aggregate write-ins for other non-health revenues	XXX		
8. Total revenues (Lines 2 to 7)	XXX	3,505,166	360,956
Hospital and Medical:			
9. Hospital/medical benefits		245,023	(84,071)
10. Other professional services		428,808	
11. Outside referrals			
12. Emergency room and out-of-area			
13. Prescription drugs		624,847	
14. Aggregate write-ins for other hospital and medical		1,433,414	
15. Incentive pool, withhold adjustments and bonus amounts			
16. Subtotal (Lines 9 to 15)		2,732,092	(84,071)
Less:			
17. Net reinsurance recoveries			
18. Total hospital and medical (Lines 16 minus 17)		2,732,092	(84,071)
19. Non-health claims (net)			
20. Claims adjustment expenses, including $ 77,652 cost containment expenses		140,203	
21. General administrative expenses		(391,799)	(223,622)
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)		2,480,496	(307,693)
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	1,024,670	668,649
25. Net investment income earned		620,188	481,866
26. Net realized capital gains (losses) less capital gains tax of $ 0			
27. Net investment gains (losses) (Lines 25 plus 26)		620,188	481,866
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		(1,492,942)	
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	151,916	1,150,515
31. Federal and foreign income taxes incurred	XXX	903,368	185,444
32. Net income (loss) (Lines 30 minus 31)	XXX	(751,452)	965,071

DETAILS OF WRITE-INS			
0601. TENNCARE SHARED RISK REVENUE	XXX	501,790	360,956
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX		
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	501,790	360,956
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX		
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX		
1401.			
1402. MEDICARE MEDICAL ACCRUAL EXPENSE		1,433,414	
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page			
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)		1,433,414	
2901. CLAIMS AUDIT / AMENDMENT 3		(1,492,942)	
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)		(1,492,942)	

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL & SURPLUS ACCOUNT	1 Current Year To Date	2 Prior Year To Date	3 Prior Year
33. Capital and surplus prior reporting year	11,699,216	10,771,593	10,771,593
34. Net income or (loss) from Line 32	1,371,838	965,071	1,285,337
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $ 0	(95,335)	30,815	48,599
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(966,319)		
39. Change in nonadmitted assets	1,601,289	(406,314)	(406,313)
40. Change in unauthorized reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Lines 34 to 47)	1,911,473	589,572	927,623
49. Capital and surplus end of reporting period (Line 33 plus 48)	13,610,689	11,361,165	11,699,216

DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)			

Report #2A TENNCARE OPERATIONS STATEMENT OF REVENUE AND EXPENSES

Statement as of September 30, 2007 of UAHC Health Plan of TN, Inc.

	Current Period	Current Year to Date	Prior Calendar Year
MEMBER MONTHS	313,892	956,152	1,418,559
REVENUES:	-		
1. TennCare Capitation	50,862,918	155,475,227	211,283,040
2. Investment	263,692	620,188	638,027
3. Other Revenue (Provide detail)	30,875,209	41,386,375	49,095,008
4. **TOTAL REVENUES (Lines 1 to 3)**	82,001,818	197,481,790	261,016,075
EXPENSES:			
Medical and Hospital Services			
5. Capitated Physician Services	1,187,426	4,049,780	6,161,715
6. Fee-for-Service Physician Services	5,391,160	16,177,507	20,367,814
7. Inpatient Hospital Services	11,276,676	36,094,303	53,067,885
8. Outpatient Services	17,918,844	52,927,962	69,911,107
9. Emergency Room Services	5,584,061	16,469,201	20,482,689
10. Mental Health Services	-	-	-
11. Dental Services	-	-	193
12. Vision Services	411,982	1,183,336	1,717,426
13. Pharmacy Services	-	-	-
14. Home Health Services	370,679	1,271,972	1,714,794
15. Chiropractic Services	-	-	-
16. Radiology Services	1,022,267	3,128,255	4,611,431
17. Laboratory Services	482,496	1,905,807	603,646
18. Durable Medical Equipment Services	607,891	1,778,482	2,153,898
19. Transportation Services	1,684,389	4,953,071	7,177,599
20. Outside Referrals	-	-	-
21. Medical Incentive Pool and Withhold Adjustments	-	-	-
22. Occupancy, Depreciation, and Amortization	-	-	-
23. Other Medical and Hospital Services (Provide detail)	31,138,828	41,801,237	52,229,218
24. Subtotal (Lines 5 to 23)	77,076,699	181,740,914	240,199,415
25. Reinsurance Expenses Net of Recoveries	-	-	-
LESS:		-	-
26. Copayments	-	-	-
27. Subrogation			(29,037)
28. Coordination of Benefits	(163,127)	(645,127)	(819,643)
29. Subtotal (Lines 26 to 28)	(163,127)	(645,127)	(848,680)
30. **TOTAL MEDICAL AND HOSPITAL (Lines 24 and 25 less 29)**	76,913,573	181,095,786	239,350,735
Administration:			
31. Compensation	1,218,647	3,853,863	5,098,065
32. Marketing	67,190	161,796	208,735
33. Interest Expense	-	-	-
34. Premium Tax Expense	1,142,189	3,497,743	4,582,658
35. Occupancy, Depreciation and Amortization	152,402	442,832	564,523
36. Other Administration (Provide detail)	2,227,293	7,500,021	9,920,462
37. **TOTAL ADMINISTRATION (Lines 31 thru 36)**	4,807,721	15,456,255	20,374,443
38. **TOTAL EXPENSES (Lines 30 and 37)**	81,721,294	196,552,041	259,725,178
39. **NET INCOME (LOSS) (Line 4 less 38)**	280,525	929,749	1,290,897

Statement as of September 30, 2007 of UAHC Health Plan of TN Inc.

Line 3 - Other Revenue	Current Period	Current Year to Date	Prior Year
Pharmacy Rebates	-	-	-
Administrative Fee Revenue from State	3,706,283	11,291,418	16,105,394
Revenue from State for Premium Tax	1,142,189	3,497,743	4,582,658
Miscellaneous Revenue	7,736	67,615	-
Shared Risk Revenue		501,790	360,956
Pharmacy Rebates	-	8,810	
IBNR	26,019,000	26,019,000	28,046,000
Total	$30,875,209	$41,386,375	49,095,008.00

Line 23 - Other Medical and Hospital Services			
Other Referral/Specialist Services	$5,119,828	$15,782,237	$24,258,134
Other	-	-	($74,916)
Physical Therapy	-	-	
IBNR	26,019,000	26,019,000	28,046,000
Total	$31,138,828	$41,801,237	$52,229,218

Line 36 - Other Administration			
Accounting Services	$9,766	$67,884	170,441
Legal Services	$0	$0	213
Professional Services	1,144,134	3,566,357	5,971,449
Board of Directors' Meetings	11,058	41,143	73,058
Bank Charges	4,259	15,555	2,642
Administrative Expenses	761,503	1,908,521	2,296,551
Consumables	93,615	325,400	310,030
Travel & Entertainment	14,877	106,232	162,764
Other Administrative Expenses	(50,499)	1,492,942	-
Provision for Income Taxes	381,645	903,368	887,106
Deferred Income Tax	(150,217)	(966,319)	
Other Professional Services	7,151	38,938	46,208
Total	$2,227,293	$7,500,021	$9,920,462

CASH FLOW

Cash from Operations	1 Current Year To Date	2 Prior Year Ended December 31
1. Premiums collected net of reinsurance	3,093,483	
2. Net investment income	620,188	336,036
3. Miscellaneous income	67,615	464,908
4. Total (Lines 1 to 3)	3,781,286	800,944
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	1,502,629	(551,677)
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) net of $ 0 tax on capital gains (losses)		369,275
10. Total (Lines 5 through 9)	1,502,629	(182,402)
11. Net cash from operations (Line 4 minus Line 10)	2,278,657	983,346
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds		45,309
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)		45,309
13. Cost of investments acquired (long-term only):		
13.1 Bonds		310,000
13.2 Stocks		
13.3 Mortgage loans		
13.4 Real estate		
13.5 Other invested assets		
13.6 Miscellaneous applications		40,206
13.7 Total investments acquired (Lines 13.1 to 13.6)		350,206
14. Net increase (or decrease) in contract loans and premium notes		
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)		(304,897)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes		
16.2 Capital and paid in surplus, less treasury stock		
16.3 Borrowed funds		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders		
16.6 Other cash provided (applied)	3,251,570	(237,553)
17. Net cash from financing and miscellaneous sources (Line 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	3,251,570	(237,553)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	5,530,227	440,896
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	1,822,987	1,382,091
19.2 End of period (Line 18 plus Line 19.1)	7,353,214	1,822,987

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

20.0001.		
20.0002.		
20.0003.		

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	1,418,559								1,418,559	
2. First Quarter	318,073							335	317,738	
3. Second Quarter	325,021							499	324,522	
4. Third Quarter	315,611							1,719	313,892	
5. Current Year										
6. Current Year Member Months	958,705							2,553	956,152	
Total Member Ambulatory Encounters for Period:										
7. Physician	588,649							1,644	587,005	
8. Non-Physician	91,740							280	91,460	
9. Total	680,389							1,924	678,465	
10. Hospital Patient Days Incurred	52,766							1,150	51,616	
11. Number of Inpatient Admissions	10,739							53	10,686	
12. Health Premiums Written (a)	3,003,376							3,003,376		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	3,003,376							3,003,376		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	1,687,864							1,687,864		
18. Amount Incurred for Provision of Health Care Services	2,732,092							2,732,092		

(a) For health premiums written; amount of Medicare Title XVIII exempt from state taxes or fees $ 3,003,376

Statement as of September 30, 2007 of the UAHC Health Plan of Tennessee Inc

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0399999 Aggregate accounts not individually listed - covered	518,235	396,678	53,934	157,123	307,443	1,433,413
0499999 Subtotals	518,235	396,678	53,934	157,123	307,443	1,433,413
0799999 Total claims unpaid						1,433,413
0899999 Accrued medical incentive pool and bonus amounts						

Statement as of September 30, 2007 of the UAHC Health Plan of Tennessee Inc

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare		1,366,393		1,433,414		
7. Title XIX - Medicaid		(67,715)				
8. Other health						
9. Health subtotal (Lines 1 to 8)		1,298,678		1,433,414		
10. Healthcare receivables (a)				447,684		
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals		1,298,678		985,730		

(a) Excludes $ 0 Loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

2. Accounting Changes and Corrections of Errors

None

3. **Business Combinations and Goodwill**

None

4. **Discontinued Operations**

None

5. **Investments**

None

6. **Joint Ventures, Partnerships and limited Liability Companies**

None

7. **Investment Income**

None

8. **Derivative Instruments**

None

9. **Income Tax**

None

10. **Information Concerning Parent, Subsidiaries and Affiliates**

None

11. Debt

None

12. **Retirement Plans, Deferred Compensation, Post employment benefits and Compensated Absences and other Postretirement Benefit Plans**

None

NOTES TO FINANCIAL STATEMENTS

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

None

14. **Contingencies**

None

15. **Leases**

No Change

16. **Off Balance Sheet Risk**

None

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

C. Wash Sales

None

18. **Gain or loss to the company from Uninsured A&H Plans and Uninsured Portion of Of Partially Insured Plans**

None

19. **Direct Premium Written/Produced by managing general agents/third party Administrators.**

None

20. **Other Items**

None

21. **Events Subsequent**

None

22. **Reinsurance**

Under an Agreement with an insurer for the Company's Medicare product, 90% of inpatient medical claim cost in excess of $100,000 up to $1,000,000 per enrollee for the plan year as defined, are paid by the insurer. Furthermore, our agreement with an insurer includes outpatient coverage that is limited to $1,500 per day. During the third quarter of 2007, the Company had no medical claim cost paid under the stop-loss agreement. The Company paid premiums to the insurer totaling $39,137 for the third quarter 2007.

23. **Retrospectively Rated Contracts**

None

24. **Organization and Operations**

None

25. **Salvage and Subrogation**

NOTES TO FINANCIAL STATEMENTS

None

26. **Change in Incurred claims and Claim adjustment Expense**
None

27. **Minimum Net Worth**

No Change

GENERAL INTERROGATORIES

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

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

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

2.2 If yes, date of change:

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

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

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 04/30/2005

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2004

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/31/2006

6.4 By what department or departments?

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

7.2 If yes, give full information

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

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

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

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

GENERAL INTERROGATORIES (Continued)

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

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules, and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

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

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

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

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

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

FINANCIAL

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

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

INVESTMENT

11.1 Has there been any change in the reporting entity's own preferred or common stock? Yes [ ] No [X]

11.2 If yes, explain

12.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [ ] No [X]

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

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

14. Amount of real estate and mortgages held in short-term investments: $

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

15.2 If yes, please complete the following:

	1 Prior Year-End Book/ Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
15.21 Bonds	$	$
15.22 Preferred Stock	$	$
15.23 Common Stock	$	$
15.24 Short-Term Investments	$	$
15.25 Mortgage Loans on Real Estate	$	$
15.26 All Other	$	$
15.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 15.21 to 15.26)	$	$
15.28 Total Investment in Parent included in Lines 15.21 to 15.26 above	$	$

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

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

GENERAL INTERROGATORIES (Continued)

17. Excluding items in Schedule E, 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 Part 1-General, Section IV. H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [ ] No [X]

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

1 Name of Custodian(s)	2 Custodian Address

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [ ] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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

18.2 If no, list exceptions:

Statement as of September 30, 2007 of UAHC Health Plan of Tennessee, Inc.

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0499999 Premiums due and unpaid from Medicaid entities	1,066,091.00					1,066,091.00
0599999 Accident and health premiums due and unpaid (Page 2, Line 13.1)	1,066,091.00	-	-	-	-	1,066,091.00

Statement as of September 30, 2007 of UAHC Health Plan of Tennessee, Inc.

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
MEDICARE (CMS)	77,917.26					77,917
PARTNERS RX				8,810	8,810	
0499999 Receivables not individually listed						
STATE OF TENNESSEE				360,956	360,956	
0599999 Health care receivables	77,917			369,766	369,766	77,917

Statement as of September 30, 2007 of UAHC Health Plan of Tennessee, Inc.

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
United American of Tennessee, Inc.	-						
		NONE PAGE					
0199999 Individually listed receivables	-	-	-	-	-	-	-
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	-	-	-	-	-	-	-

SCHEDULE A - VERIFICATION
Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Increase (decrease) by adjustment		
3. Cost of acquired		
4. Cost of additions to and permanent improvements		
5. Total profit (loss) on sales		
6. Increase (decrease) by foreign exchange adjustment		
7. Amount received on sales		
8. Book/adjusted carrying value at end of current period		
9. Total valuation allowance		
10. Subtotal (Lines 8 plus 9)		
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)		

SCHEDULE B - VERIFICATION
Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year		
2. Amount loaned during period:		
2.1 Actual cost at time of acquisitions		
2.2 Additional investment made after acquisitions		
3. Accrual of discount and mortgage interest points and commitment fees		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period		
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)		
12. Total nonadmitted amounts		
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)		

SCHEDULE BA - VERIFICATION
Other Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year		
2. Cost of acquisitions during period:		
2.1 Actual cost at time of acquisitions		
2.2 Additional investment made after acquisitions		
3. Accrual of discount		
4. Increase (decrease) by adjustment		
5. Total profit (loss) on sale		
6. Amounts paid on account or in full during the period		
7. Amortization of premium		
8. Increase (decrease) by foreign exchange adjustment		
9. Book/adjusted carrying value of long-term invested assets at end of current period		
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)		
12. Total nonadmitted amounts		
13. Statement value of long term invested assets at end of current period (Page 2, Line 7, Column 3)		

SCHEDULE D - VERIFICATION
Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	7,445,153	7,140,257
2. Cost of bonds and stocks acquired		310,000
3. Accrual of discount		
4. Increase (decrease) by adjustment	2,106,968	(5,104)
5. Increase (decrease) by foreign exchange adjustment		
6. Total profit (loss) on disposal		
7. Consideration for bonds and stocks disposed of		
8. Amortization of premium		
9. Book/adjusted carrying value, current period	9,552,121	7,445,153
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	9,552,121	7,445,153
12. Total nonadmitted amounts		
13. Statement value	9,552,121	7,445,153

Statement as of September 30, 2007 of the UAHC Health Plan of Tennessee Inc

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book / Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book / Adjusted Carrying Value End of First Quarter	6 Book / Adjusted Carrying Value End of Second Quarter	7 Book / Adjusted Carrying Value End of Third Quarter	8 Book / Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	9,486,433			65,688	7,475,144	9,486,433	9,552,121	7,445,153
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	9,486,433			65,688	7,475,144	9,486,433	9,552,121	7,445,153
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	9,486,433			65,688	7,475,144	9,486,433	9,552,121	7,445,153

NONE	Schedule DA - Parts 1 and 2
NONE	Schedule DB - Part F - Section 1
NONE	Schedule DB - Part F - Section 2

Statement as of September 30, 2007 of the UAHC Health Plan of Tennessee Inc

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
Life and Annuity - Affiliates						
Life and Annuity - Non-Affiliates						
Accident and Health - Affiliates						
Accident and Health - Non-Affiliates						
92711	35-1817054	01/01/2007	HCC LIFE INSURANCE COMPANY	MINNESOTA	SSL/L	YES

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

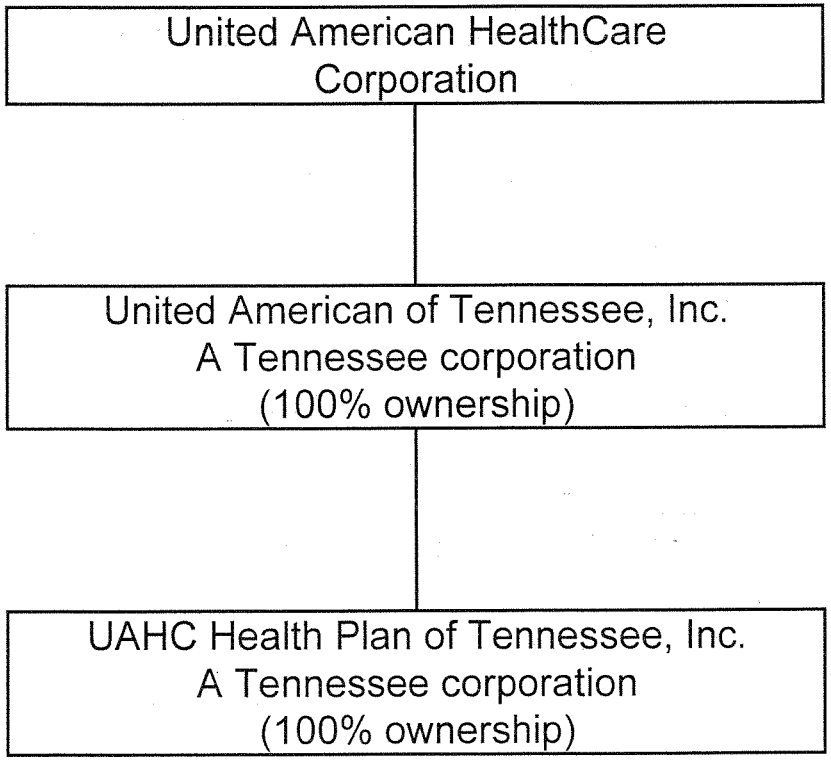
Current Year to Date - Allocated by States and Territories

		Direct Business Only Year To Date							
	1	2	3	4	5	6	7	8	9
State, Etc.	Is Insurer Licensed (Yes or No)	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama AL	NO								
2. Alaska AK	NO								
3. Arizona AZ	NO								
4. Arkansas AR	NO								
5. California CA	NO								
6. Colorado CO	NO								
7. Connecticut CT	NO								
8. Delaware DE	NO								
9. Dist. 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	NO								
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	NO								
42. South Dakota SD	NO								
43. Tennessee TN	YES		3,003,376					3,003,376	
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 Mariana Islands MP	NO								
57. Canada CN	NO								
58. Aggregate other alien OT	XXX								
59. Subtotal	XXX		3,003,376					3,003,376	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1		3,003,376					3,003,376	

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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	YES

EXPLANATION:

BAR CODE:

OVERFLOW PAGE FOR WRITE-INS

Page 3 - Continuation

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
REMAINING WRITE-INS AGGREGATED AT LINE 21 FOR OTHER LIABILITIES				
2104. Due to/(from) State	559,224		559,224	
2105.				
2106.				
2107.				
2108.				
2109.				
2110.				
2111.				
2112.				
2113.				
2114.				
2115.				
2116.				
2117.				
2118.				
2119.				
2120.				
2121.				
2122.				
2123.				
2124.				
2125.				
2197. Totals (Lines 2104 through 2125) (Page 3, Line 2198)	559,224		559,224	
REMAINING WRITE-INS AGGREGATED AT LINE 23 FOR SPECIAL SURPLUS FUNDS				
2304.	XXX	XXX		
2305.	XXX	XXX		
2306.	XXX	XXX		
2307.	XXX	XXX		
2308.	XXX	XXX		
2309.	XXX	XXX		
2310.	XXX	XXX		
2311.	XXX	XXX		
2312.	XXX	XXX		
2313.	XXX	XXX		
2314.	XXX	XXX		
2315.	XXX	XXX		
2316.	XXX	XXX		
2317.	XXX	XXX		
2318.	XXX	XXX		
2319.	XXX	XXX		
2320.	XXX	XXX		
2321.	XXX	XXX		
2322.	XXX	XXX		
2323.	XXX	XXX		
2324.	XXX	XXX		
2325.	XXX	XXX		
2397. Totals (Lines 2304 through 2325) (Page 3, Line 2398)	XXX	XXX		
REMAINING WRITE-INS AGGREGATED AT LINE 28 FOR OTHER THAN SPECIAL SURPLUS FUNDS				
2804.	XXX	XXX		
2805.	XXX	XXX		
2806.	XXX	XXX		
2807.	XXX	XXX		
2808.	XXX	XXX		
2809.	XXX	XXX		
2810.	XXX	XXX		
2811.	XXX	XXX		
2812.	XXX	XXX		
2813.	XXX	XXX		
2814.	XXX	XXX		
2815.	XXX	XXX		
2816.	XXX	XXX		
2817.	XXX	XXX		
2818.	XXX	XXX		
2819.	XXX	XXX		
2820.	XXX	XXX		
2821.	XXX	XXX		
2822.	XXX	XXX		
2823.	XXX	XXX		
2824.	XXX	XXX		
2825.	XXX	XXX		
2897. Totals (Lines 2804 through 2825) (Page 3, Line 2898)	XXX	XXX		

NONE	Schedule A - Part 2 and 3
NONE	Schedule B - Part 1 and 2
NONE	Schedule BA - Part 1 and 2
NONE	Schedule D - Part 3
NONE	Schedule D - Part 4
NONE	Schedule DB - Part A and B - Section 1
NONE	Schedule DB - Part C and D - Section 1

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter 6 First Month	7 Second Month	8 Third Month	9 *
Open Depositories								
AMSOUTH BANK HMO OPERATING MEMPHIS, TN		4.810			3,367,436	3,090,224	4,682,588	
AMSOUTH BANK ASO OPERATING MEMPHIS, TN		4.890			3,256,046	697,841	676,848	
AMSOUTH BANK MEDICARE OPERATINGMEMPHIS, TN		4.920			508,267	1,887,083	1,468,068	
0199998 Deposits in (0) depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX						XXX
0199999 Total Open Depositories	XXX	XXX			7,131,749	5,675,148	6,827,504	XXX
Suspended Depositories								
0299998 Deposits in (0) depositories that do not exceed the allowable limit in any one depository (see Instructions) - Suspended Depositories	XXX	XXX						XXX
0299999 Total Suspended Depositories	XXX	XXX						XXX
0399999 Total Cash on Deposit	XXX	XXX			7,131,749	5,675,148	6,827,504	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total	XXX	XXX			7,131,749	5,675,148	6,827,504	XXX

NONE Schedule E - Part 2

00000200736500103

MEDICARE PART D COVERAGE SUPPLEMENT

For the Quarter Ended September 30, 2007

NAIC Group Code 0000 NAIC Company Code 00000

	Individual Coverage		Group Coverage		5
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1. Premiums Collected	683,803	XXX		XXX	683,803
2. Earned Premiums		XXX		XXX	XXX
3. Claims Paid	624,847	XXX		XXX	624,847
4. Claims Incurred		XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	XXX		XXX		
6. Aggregate Policy Reserves - Change		XXX		XXX	XXX
7. Expenses Paid		XXX		XXX	
8. Expenses Incurred		XXX		XXX	XXX
9. Underwriting Gain or Loss		XXX		XXX	XXX
10. Cash Flow Results	XXX	XXX	XXX	XXX	58,957

(a) Uninsured Receivable/Payable with CMS at End of Quarter: $ 0 due from CMS or $ 0 due to CMS

2007 QUARTERLY DISKETTE TRANSMITTAL FORM AND CERTIFICATION (HEALTH)

Name of Insurer UAHC Health Plan of Tennesseeinc

Date 00000000 FEIN 62-1547197

NAIC Group # 0000 NAIC Company # 00000

THIS FORM IS REQUIRED FOR ALL DISKETTE TRANSMITTALS. PLEASE PROVIDE ANY ADDITIONAL COMMENTS

THAT MAY HELP TO IDENTIFY DISKETTE CONTENT

A.

	1st Qtr	2nd Qtr	3rd Qtr
1. Is this the first time you've submitted this filing? (Y/N)	N	N	N
2. Is this being re-filed at the request of the NAIC or a state insurance department? (Y/N)	N	N	N
3. Is this being re-filed due to changes to the data originally filed? (Y/N) (IF "YES," ENCLOSE HARD COPY PAGES FOR THE CHANGES.)	N	N	N
4. Other? (Y/N) (If "yes," attach an explanation.)	N	N	N

B. Additional comments if necessary for clarification:

C. Diskette Contact Person:

Phone:

Address:

D. Software Vendor: Financial Software Innovations, Inc.

Version: 2007.0

E. Have material validation failures been addressed in the explanation file?

Yes _____ No XXX

F. The undersigned hereby certifies, according to the best of his/her knowledge and belief: that the diskettes submitted with this form were prepared in compliance with NAIC specifications, that the diskettes have been tested against the validations included with these specifications, and that quarterly statement information required to be contained on diskette is identical to the information in the 2007 Quarterly Statement blank filed with the insurer's domiciliary state insurance department. In addition, the diskettes submitted have been scanned through a virus detection software package, and no viruses are present on the diskette(s). The virus detection software used was

(Name) (Version Number)

(Signed)

Type Name and Title

*** PRINT ON LETTER SIZE PAPER OR CUT ON DOTTED LINE ***