QUARTERLY STATEMENT

OF THE

Premier Behavioral Systems of Tennessee, LLC

Of

Nashville

in the state of TN

to the Insurance Department

of the State of

For the Period Ended

March 31, 2004

2004

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HEALTH QUARTERLY STATEMENT

As of March 31, 2004

of the Condition and Affairs of the

Premier Behavioral Systems of Tennessee, LLC

NAIC Group Code..... , (Current Period) (Prior Period) NAIC Company Code..... Employer's ID Number..... 62-1641638

Organized under the Laws of TN State of Domicile or Port of Entry TN Country of Domicile US

Licensed as Business Type Is HMO Federally Qualified? Yes [ ] No [ ]

Incorporated..... May 15, 1996 Commenced Business..... July 1, 1996

Statutory Home Office 222 Second Ave. N. Suite 220 ..... Nashville ..... TN 37201
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 222 Second Ave. N. Suite 220 ..... Nashville ..... TN 37201 615-313-4463
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 222 Second Ave. N. Suite 220 ..... Nashville ..... TN 37201
(Street and Number or P. O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 222 Second Ave. N. Suite 220 ..... Nashville ..... TN 37201
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address

Statutory Statement Contact Donnie Pennington 615-313-4463
(Name) (Area Code) (Telephone Number) (Extension)
drpennington@magellanhealth.com 615-313-4481
(E-Mail Address) (Fax Number)

Policyowner Relations Contact ....
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

OFFICERS

Name	Title	Name	Title
1. Russell C. Petrella	President	2.	
3.		4.	

OTHER

DIRECTORS OR TRUSTEES

Edward Christie, Sandy Butters, Rene Lerer, Russell C. Petrella, Russell Harms, Tim Scarvey

State of.....
County of.....

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, which is an exact copy of the enclosed statement (except for formatting differences due to electronic filing). The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Russell C. Petrella	Edward Christie	
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Director	
(Title)	(Title)	(Title)

Subscribed and sworn to before me

This _____ day of _____

_____

a. Is this an original filing? Yes [X] No [ ]

b. If no
1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	3,333,536		3,333,536	3,334,823
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks			0	
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
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 $.....0 encumbrances)			0	
5. Cash ($.....25,598,122), cash equivalents ($.....0) and short-term investments ($.....0)	25,598,122		25,598,122	27,084,301
6. Contract loans (including $.....0 premium notes)			0	
7. Other invested assets			0	
8. Receivable for securities			0	
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	28,931,658	0	28,931,658	30,419,124
11. Investment income due and accrued	15,630		15,630	28,394
12. Premiums and considerations:				
12.1 Uncollected premiums and agents' balances in course of collection	242,177		242,177	4,180,482
12.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
12.3 Accrued retrospective premiums			0	
13. Reinsurance:				
13.1 Amounts recoverable from reinsurers			0	
13.2 Funds held by or deposited with reinsured companies			0	
13.3 Other amounts receivable under reinsurance contracts			0	
14. Amounts receivable relating to uninsured plans			0	
15.1 Current federal and foreign income tax recoverable and interest thereon			0	
15.2 Net deferred tax asset			0	
16. Guaranty funds receivable or on deposit			0	
17. Electronic data processing equipment and software			0	
18. Furniture and equipment, including health care delivery assets ($.....0)			0	
19. Net adjustment in assets and liabilities due to foreign exchange rates			0	
20. Receivable from parent, subsidiaries and affiliates			0	
21. Health care ($.....0) and other amounts receivable	411,843	207,450	204,393	216,998
22. Other assets nonadmitted			0	
23. Aggregate write-ins for other than invested assets	24,697,892	0	24,697,892	17,345,883
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 through 23)	54,299,200	207,450	54,091,750	52,190,881
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
26. TOTALS (Lines 24 and 25)	54,299,200	207,450	54,091,750	52,190,881

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. Risk Share Receivable	24,022,285		24,022,285	16,670,276
2302. ASO Receivable	675,607		675,607	675,607
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)	24,697,892	0	24,697,892	17,345,883

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	21,018,547		21,018,547	19,243,337
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	7,052,221		7,052,221	6,967,111
9.	General expenses due or accrued	158,665		158,665	166,223
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))			0	
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 $.....0 current)			0	
15.	Amounts due to parent, subsidiaries and affiliates	61,467		61,467	3,677,077
16.	Payable for securities			0	
17.	Funds held under reinsurance treaties with ($.....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 accident and health plans			0	
21.	Aggregate write-ins for other liabilities (including $.....0 current)	15,490,051	0	15,490,051	11,943,078
22.	Total liabilities (Lines 1 to 21)	43,780,951	0	43,780,951	41,996,826
23.	Common capital stock	XXX	XXX		
24.	Preferred capital stock	XXX	XXX		
25.	Gross paid in and contributed surplus	XXX	XXX	23,245,279	23,245,279
26.	Surplus notes	XXX	XXX		
27.	Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
28.	Unassigned funds (surplus)	XXX	XXX	(12,934,480)	(13,051,224)
29.	Less treasury stock, at cost:				
	29.1 .....0.000 shares common (value included in Line 23 $.....0)	XXX	XXX		
	29.2 .....0.000 shares preferred (value included in Line 24 $.....0)	XXX	XXX		
30.	Total capital and surplus (Lines 23 to 28 minus Line 29)	XXX	XXX	10,310,799	10,194,055
31.	Total liabilities, capital and surplus (Lines 22 and 30)	XXX	XXX	54,091,750	52,190,881

DETAILS OF WRITE-INS

2101.	Premium Tax Payable	1,505,405		1,505,405	1,530,023
2102.	A/P / State of Tennessee	13,925,403		13,925,403	10,288,461
2103.	Stale Check Liability	59,243		59,243	124,594
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)	15,490,051	0	15,490,051	11,943,078
2701.		XXX	XXX		
2702.		XXX	XXX		
2703.		XXX	XXX		
2798.	Summary of remaining write-ins for Line 27 from overflow page	XXX	XXX	0	0
2799.	Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year to Date
	1 Uncovered	2 Total	3 Total
1. Member months	XXX	2,670,559	2,659,678
2. Net premium income (including $.....0 non-health premium income)	XXX	66,462,040	66,801,100
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	7,352,009	1,568,506
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	73,814,049	68,369,606
Hospital and Medical:			
9. Hospital/medical benefits		34,403,171	31,719,480
10. Other professional services		32,353,823	27,797,725
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	66,756,994	59,517,205
Less:			
17. Net reinsurance recoveries			
18. Total hospital and medical (Lines 16 minus 17)	0	66,756,994	59,517,205
19. Non-health claims			
20. Claims adjustment expenses, including $.....0 cost containment expenses		453,995	452,146
21. General administrative expenses		6,563,878	6,612,016
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	73,774,867	66,581,367
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	39,182	1,788,239
25. Net investment income earned		16,504	49,101
26. Net realized capital gains (losses)			
27. Net investment gains or (losses) (Lines 25 plus 26)	0	16,504	49,101
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) before federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	55,686	1,837,340
31. Federal and foreign income taxes incurred	XXX		
32. Net income (loss) (Lines 30 minus 31)	XXX	55,686	1,837,340

DETAILS OF WRITE-INS

0601. Risk Share Revenue	XXX	7,352,009	1,568,506
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	7,352,009	1,568,506
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 to Date	2 Prior Year
33. Capital and surplus prior reporting year	10,194,055	(485,791)
GAINS AND LOSSES TO CAPITAL & SURPLUS		
34. Net income or (loss) from Line 32	55,686	4,020,643
35. Change in valuation basis of aggregate policy and claim reserves		
36. Net unrealized capital gains and losses		
37. Change in net unrealized foreign exchange capital gain or (loss)		
38. Change in net deferred income tax		
39. Change in nonadmitted assets	61,058	1,159,203
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		6,369,927
45.2 Transferred to capital (Stock Dividend)		
45.3 Transferred from capital		
46. Dividends to stockholders		(869,927)
47. Aggregate write-ins for gains or (losses) in surplus	0	0
48. Net change in capital and surplus (Lines 34 to 47)	116,744	10,679,846
49. Capital and surplus end of reporting period (Line 33 plus 48)	10,310,799	10,194,055

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

Premier Behavioral Health of TN, LLC.
BHO TennCare Operations Statement of Revenue and Expenses
For the Quarter Ending March 31, 2004
Report 2A

	Current Quarter Total	Year to Date Total
Member Months	2,670,599	2,670,599
Revenues		
TennCare Capitation	66,462,040	66,462,040
Risk Share Revenue	7,352,009	7,352,009
ASO Revenue	195,000	195,000
Investment (Interest)	16,504	16,504
Other Revenues	0	0
Total Revenues	74,025,553	74,025,553
Expenses		
Mental Health & Substance Services		
Inpatient Psychiatric Facility services	19,203,865	19,203,865
Inpatient Substance Abuse Treatment and Detox	1,180,755	1,180,755
Outpatient Mental Health Services	18,184,853	18,184,853
Outpatient Substance Abuse Treatment and Detox	1,095,204	1,095,204
Housing/Residential Treatment	6,549,282	6,549,282
Specialized Crisis Services	3,125,609	3,125,609
Psychiatric Rehab and Support Services	1,042,668	1,042,668
Case Management	13,555,263	13,555,263
Forensics		
Other Judicial		
Pharmacy		
Lab Services	137,590	137,590
Transportation	1,795,121	1,795,121
Medical Incentive Pool and Withhold Adjustments		
Occupancy, Depreciation and Amortization		0
Other Mental Health and Substance Abuse Services	886,784	886,784
PCP and Specialists Services		
Subtotal	66,756,994	66,756,994
Reinsurance Expense Net of Recoveries		
Less:		
Copayments		
Subrogation		
Coordination of Benefits		
Subtotal		
Total Medical and Substance Abuse	66,756,994	66,756,994
Claim Adjustment Expense	453,995	453,995
Administration [1]		
Rent	350,658	350,658
Salaries and Wages	3,996,487	3,996,487
Contributions for benefit plans for employees		
Payments to employees under non-funded benefit plans		
Other employee welfare		
Legal fees and expenses	4,506	4,506
Medical examination fees		
Utilization management		
Certifications and accreditation	13,041	13,041
Auditing, actuarial and other consulting services	407,648	407,648
Traveling expenses	102,846	102,846
Marketing and advertising	35,756	35,756
Postage, express, telegraph and telephone	236,048	236,048
Printing and stationary	89,966	89,966
Occupancy, depreciation and amortization	46,119	46,119
Rental of equipment	28,341	28,341
Outsourced services includes EDP, claims, and other services		
Books and periodicals		
Boards, bureaus and association fees	8,403	8,403
Insurance, except on real estate		
Collection and bank service charges	9,069	9,069
Group service and administration fees		
Reimbursements from fiscal intermediaries		
Real estate expenses		
Real estate taxes		
Bad Debt Expense		
Taxes, licenses and fees:		0
State and local insurance taxes		
State premium taxes	1,429,861	1,429,861
Insurance department licenses and fees		
Payroll taxes		
Other (excluding federal income and real estate taxes)	129	129
Investment expenses not included elsewhere		
Total Administrative Expenses	6,758,878	6,758,878
Total Expenses	73,969,867	73,969,867
Net Income (Loss)	55,686	55,686

[1] The ASO fee Administration expense breakout is assumed based upon current sub-contractor's expenses.

CASH FLOW

	1 Current Year to Date	2 Prior Year Ended December 31
CASH FROM OPERATIONS		
1. Premiums collected net of reinsurance	74,122,395	277,159,252
2. Net investment income	32,778	174,082
3. Miscellaneous income		
4. Total (Lines 1 through 3)	74,155,173	277,333,334
5. Benefit and loss related payments	75,639,130	273,038,388
6. Net transfers to Separate, Segregated Accounts and Protected Cell Accounts		
7. Commissions, expenses paid and aggregate write-ins for deductions		
8. Dividends paid to policyholders		
9. Federal and foreign income taxes paid (recovered) $.....0 net tax on capital gains (losses)		
10. Total (Lines 5 through 9)	75,639,130	273,038,388
11. Net cash from operations (Line 4 minus Line 10)	(1,483,957)	4,294,946
CASH FROM INVESTMENTS		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	625,000	2,695,000
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)	625,000	2,695,000
13. Cost of investments acquired (long-term only):		
13.1 Bonds	627,222	2,711,585
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)	627,222	2,711,585
14. Net increase (decrease) in policy loans and premium notes		
15. Net cash from investments (Line 12.8 minus Lines 13.7 and 14)	(2,222)	(16,585)
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		6,369,927
16.3 Borrowed funds received		
16.4 Net deposits on deposit-type contracts and other insurance liabilities		
16.5 Dividends to stockholders		869,927
16.6 Other cash provided (applied)		
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	0	5,500,000
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS		
18. Net change in cash and short-term investments (Line 11 plus Line 15 plus Line 17)	(1,486,179)	9,778,361
19. Cash and short-term investments:		
19.1 Beginning of year	27,084,301	17,305,940
19.2 End of period (Line 18 plus Line 19.1)	25,598,122	27,084,301

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

20.001		
20.999 Totals	0	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at End of:													
1. Prior Year	887,376								887,376				
2. First Quarter	894,979								894,979				
3. Second Quarter	0												
4. Third Quarter	0												
5. Current Year	0												
6. Current Year Member Months	2,670,559								2,670,559				
Total Member Ambulatory Encounters for Period:													
7. Physician	101,841								101,841				
8. Non-Physician	329,007								329,007				
9. Total	430,848	0	0	0	0	0	0	0	430,848	0	0	0	0
10. Hospital Patient Days Incurred	59,358								59,358				
11. Number of Inpatient Admissions	4,575								4,575				
12. Health Premiums Written	66,462,040								66,462,040				
13. Life Premiums Direct	0												
14. Property/Casualty Premiums Written	0												
15. Health Premiums Earned	66,462,040								66,462,040				
16. Property/Casualty Premiums Earned	0												
17. Amount Paid for Provision of Health Care Services	64,981,784								64,981,784				
18. Amount Incurred for Provision of Health Care Services	66,756,994								66,756,994				

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
Claims Unpaid (Reported)						
0599999. Unreported Claims and Other Claim Reserves						21,018,547
0799999. Total Claims Unpaid						21,018,547

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 December 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 December 31 of Prior Year
1. Comprehensive (hospital and medical)					0	
2. Medicare Supplement					0	
3. Dental only					0	
4. Vision only					0	
5. Federal Employees Health Benefits Plan Premiums					0	
6. Title XVIII - Medicare					0	
7. Title XIX - Medicaid	14,359,279	50,622,505	4,425,022	16,593,525	18,784,301	19,243,337
8. Other health					0	
9. Health subtotal (Lines 1 to 8)	14,359,279	50,622,505	4,425,022	16,593,525	18,784,301	19,243,337
10. Other non-health					0	
11. Medical incentive pools and bonus amounts					0	
12. Totals	14,359,279	50,622,505	4,425,022	16,593,525	18,784,301	19,243,337

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

The accompanying financial statements of Premier Behavioral Systems of Tennessee, LLC (the “Company” or “Premier”) have been prepared in conformity with the National Association of Insurance Commissioners (NAIC) Annual Statement Instructions, the HMO Accounting Practices and Procedures Manual and the accounting practices prescribed or permitted by the State of Tennessee Department of Commerce and Insurance, which represents a comprehensive basis of accounting other than generally accepted accounting principles (GAAP).

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

No significant change.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 Derivative Instruments

No significant change.

Note 9 - Income Taxes

No provision has been made for federal and state income taxes since such taxes are the responsibility of the individual members (as discussed below).

Note 10 - Information Concerning Parent, Subsidiaries and Affiliates

Premier is 50% owned by Premier Holdings, Inc., a wholly-owned subsidiary of AdvoCare of Tennessee, Inc. ("Advocare"), which is a wholly owned subsidiary of Green Spring Health Services, Inc, which in turn is a wholly owned subsidiary of Magellan Health Services, Inc. (“Magellan”). The remaining 50% interest in Premier is owned by Columbia Behavioral Health, LLC ("CBH").

The Company was organized in May 1996 by Premier Holdings, Inc., CBH, and Managed Health Network, Inc. for the purposes of contracting with the State of Tennessee Department of Mental Health and Mental Retardation to deliver mental health and substance abuse services to participants of TennCare.

The company holds no investments in any affiliated companies and makes no guarantees nor does it partake in any undertaking for the benefit of any affiliate.

On March 11, 2003, Magellan filed for voluntary relief under Chapter 11 of the U.S. Bankruptcy Code. The Company was not included in this filing. On October 8, 2003, the U.S. Bankruptcy Court approved Magellan's plan of reorganization. On January 5, 2004 (the Effective Date), Magellan emerged from its bankruptcy proceedings, with Onex Corporation (Onex) completing the purchase of its equity investment in Magellan. The net cash investment was approximately $101.9 million and resulted in Onex acquiring an approximate 24% equity ownership interest in Magellan as of the Effective Date. The investment was completed through several affiliates of Onex, including Onex's new fund, Onex Partners LP (Onex Partners), an investment fund of which a wholly owned subsidiary of Onex is the sole general partner. In addition, pursuant to the plan of reorganization, Onex maintains a 50% voting interest in Magellan, which enables it to exercise significant and potentially controlling power over Magellan's affairs. Onex is a Canadian company with global operations in the service, manufacturing, and technology industries.

Note 11 - Debt

NOTES TO FINANCIAL STATEMENTS

No significant change.

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

No significant change.

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

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

Note 16 - Information about Financial Instruments with Off-Balance Sheet Risk and with Financial Instruments with Concentrations of Credit Risk

No significant change.

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

No significant change.

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

No significant change.

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

No significant change.

Note 20 - September 11 Events

No significant change.

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

No significant change.

Note 26 - Intercompany Pooling Arrangements

NOTES TO FINANCIAL STATEMENTS

No significant change.

Note 27 - Structured Settlements

No significant change.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - Anticipated Salvage and Subrogation

No significant 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 implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements? Yes [ ] No [X]

1.2 If yes, explain:...

2.1 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 [X] No [ ]

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

3.1 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]

3.2 If yes, date of change: .....
If not previously filed, furnish herewith a certified copy of the instrument as amended.

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

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 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

6. 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.

7.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 06/30/2000.....

7.2 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. 06/30/2000.....

7.3 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). 10/26/2001.....

7.4 By what department or departments?

Tennessee Department of Commerce and Insurance - Department of the Comptroller of the Treasury

8.1 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? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes [ ] No [X]

8.2 If yes, give full information:

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

9.2 If response to 9.1 is yes, please identify the name of the bank holding company.

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

9.4 If the response to 9.3 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

INVESTMENT

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

10.2 If yes, explain:...

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: N/A.....

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

13. Amount of real estate and mortgages held in short-term investments: N/A.....

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

14.2 If yes, please complete the following:

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
14.21 Bonds		
14.22 Preferred Stock		
14.23 Common Stock		
14.24 Short-Term Investments		
14.25 Mortgages, Loans or Real Estate		
14.26 All Other		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$.....0	$.....0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above		
14.29 Receivable from Parent not included in Lines 14.21 to 14.26 above		

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

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

16. Excluding items in Schedule E, 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 [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian Address
Regions Morgan Keegan	Nashville, TN

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

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

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [ ] No [X]

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

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

16.5 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	2 Name(s)	3 Address

SCHEDULE A - VERIFICATION

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
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	0	0
9. Total valuation allowance		
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts		
12. Statement value, current period (Page 2, real estate lines, net admitted assets column)	0	0

SCHEDULE B - VERIFICATION

NONE

	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	0	
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	0	0
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, net admitted assets column)	0	0

SCHEDULE BA - VERIFICATION

Other Invested Assets Included in Schedule BA

NONE

	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	0	
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 asset at end of current period	0	0
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

SCHEDULE D - VERIFICATION

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	3,334,823	3,350,393
2. Cost of bonds and stocks acquired	627,222	2,711,585
3. Accrual of discount		
4. Increase (decrease) by adjustment		
5. Increase (decrease) by foreign exchange adjustment		
6. Total profit (loss) on disposal		
7. Consideration for bonds and stocks disposed of	625,000	2,695,000
8. Amortization of premium	3,509	32,155
9. Book/adjusted carrying value, current period	3,333,536	3,334,823
10. Total valuation allowance		
11. Subtotal (Lines 9 plus 10)	3,333,536	3,334,823
12. Total nonadmitted amounts		
13. Statement value	3,333,536	3,334,823

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	3,334,823	627,222	625,000	(3,509)	3,333,536			3,334,823
2. Class 2								
3. Class 3								
4. Class 4								
5. Class 5								
6. Class 6								
7. Total Bonds	3,334,823	627,222	625,000	(3,509)	3,333,536	0	0	3,334,823
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	3,334,823	627,222	625,000	(3,509)	3,333,536	0	0	3,334,823

Sch. DA-Part 1
NONE

Sch. DA-Part 2-Verification
NONE

Sch. DB-Part F-Section 1
NONE

Sch. DB-Part F-Section 2
NONE

Sch. S
NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

	1	2	Direct Business Only Year-to-Date					
			3	4	5	6	7	8
State, Etc.	Guaranty Fund (Yes or No)	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 Deposit-Type Contract Funds	Property/Casualty Premiums
1. Alabama AL	NO	NO						
2. Alaska AK	NO	NO						
3. Arizona AZ	NO	NO						
4. Arkansas AR	NO	NO						
5. California CA	NO	NO						
6. Colorado CO	NO	NO						
7. Connecticut CT	NO	NO						
8. Delaware DE	NO	NO						
9. District of Columbia DC	NO	NO						
10. Florida FL	NO	NO						
11. Georgia GA	NO	NO						
12. Hawaii HI	NO	NO						
13. Idaho ID	NO	NO						
14. Illinois IL	NO	NO						
15. Indiana IN	NO	NO						
16. Iowa IA	NO	NO						
17. Kansas KS	NO	NO						
18. Kentucky KY	NO	NO						
19. Louisiana LA	NO	NO						
20. Maine ME	NO	NO						
21. Maryland MD	NO	NO						
22. Massachusetts MA	NO	NO						
23. Michigan MI	NO	NO						
24. Minnesota MN	NO	NO						
25. Mississippi MS	NO	NO						
26. Missouri MO	NO	NO						
27. Montana MT	NO	NO						
28. Nebraska NE	NO	NO						
29. Nevada NV	NO	NO						
30. New Hampshire NH	NO	NO						
31. New Jersey NJ	NO	NO						
32. New Mexico NM	NO	NO						
33. New York NY	NO	NO						
34. North Carolina NC	NO	NO						
35. North Dakota ND	NO	NO						
36. Ohio OH	NO	NO						
37. Oklahoma OK	NO	NO						
38. Oregon OR	NO	NO						
39. Pennsylvania PA	NO	NO						
40. Rhode Island RI	NO	NO						
41. South Carolina SC	NO	NO						
42. South Dakota SD	NO	NO						
43. Tennessee TN	YES	YES			66,462,040			
44. Texas TX	NO	NO						
45. Utah UT	NO	NO						
46. Vermont VT	NO	NO						
47. Virginia VA	NO	NO						
48. Washington WA	NO	NO						
49. West Virginia WV	NO	NO						
50. Wisconsin WI	NO	NO						
51. Wyoming WY	NO	NO						
52. American Samoa AS	NO	NO						
53. Guam GU	NO	NO						
54. Puerto Rico PR	NO	NO						
55. U.S. Virgin Islands VI	NO	NO						
56. Canada CN	NO							
57. Aggregate Other alien OT	XXX	XXX	0	0	0	0	0	0
58. Total (Direct Business)	XXX	(a) 1	0	0	66,462,040	0	0	0

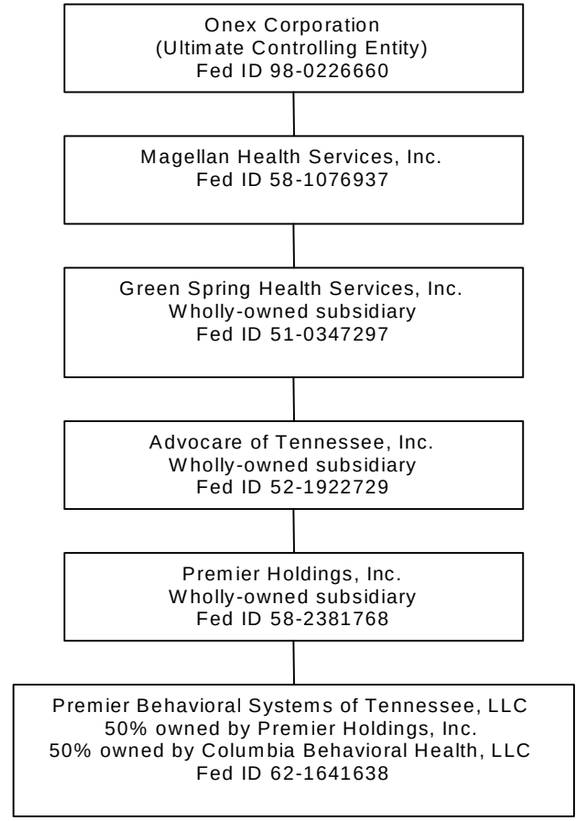
DETAILS OF WRITE-INS

5701.							
5702.							
5703.							
5798. Summary of remaining write-ins for line 57 from overflow page		0	0	0	0	0	0
5799. Total (Lines 5701 thru 5703 plus 5798) (Line 57 above)		0	0	0	0	0	0

(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



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 SVO Compliance Certification be filed with this statement?	YES

EXPLANATION:

BAR CODE:

Overflow Page
NONE

Sch. A-Part 2
NONE

Sch. A-Part 3
NONE

Sch. B-Part 1
NONE

Sch. B-Part 2
NONE

Sch. BA-Part 1
NONE

Sch. BA-Part 2
NONE

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 AX 8	US Treasury Note		02/05/2004	Regions Bank		629,928	625,000	2,706	1
0399999.	Total - Bonds - U.S. Government					629,928	625,000	2,706	XXX
6099997.	Total - Bonds - Part 3					629,928	625,000	2,706	XXX
6099999.	Total - Bonds					629,928	625,000	2,706	XXX
7499999.	Total - Bonds, Preferred and Common Stocks					629,928	XXX	2,706	XXX

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

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
912827 7K 2	US Treasury Note		01/31/2004	Security Matured			625,000	623,242	624,936		64		64		625,000			0	9,375	01/31/2004	1
0399999.	Total - Bonds - U.S. Government					0	625,000	623,242	624,936	0	64	0	64	0	625,000	0	0	0	9,375	XXX	XXX
6099997.	Total - Bonds - Part 4					0	625,000	623,242	624,936	0	64	0	64	0	625,000	0	0	0	9,375	XXX	XXX
6099999.	Total - Bonds					0	625,000	623,242	624,936	0	64	0	64	0	625,000	0	0	0	9,375	XXX	XXX
7499999.	Total - Bonds, Preferred and Common Stocks					0	XXX	623,242	624,936	0	64	0	64	0	625,000	0	0	0	9,375	XXX	XXX

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

Sch. DB-Part A-Section 1
NONE

Sch. DB-Part B-Section 1
NONE

Sch. DB-Part C-Section 1
NONE

Sch. DB-Part D-Section 1
NONE

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									
US Bank	Nashville, TN		varies	7,649		23,914,065	23,829,624	24,997,642	XXX
Regions Bank	Nashville, TN		varies	725		602,385	602,385	600,480	XXX
0199999. Total Open Depositories		XXX	XXX	8,374	0	24,516,450	24,432,009	25,598,122	XXX
0399999. Total Cash on Deposit		XXX	XXX	8,374	0	24,516,450	24,432,009	25,598,122	XXX
0599999. Total Cash		XXX	XXX	8,374	0	24,516,450	24,432,009	25,598,122	XXX

Statement as of March 31, 2004 of the Premier Behavioral Health of TN, LLC

Accident and Health Premiums Due and Unpaid

Individually list all debtors with account balances the greater of 10% of gross Premiums Receivables or $5,000

Name of Debtor	Not Currently Due	1 1-30 Days	2 31-60 Days	3 61-90 Days	4 Over 90 Days	5 Nonadmitted	6 Admitted
INDIVIDUALLY LIST ASSETS							
State of Tennessee		225,270			16,907	-	242,177 -
Subtotal- Individually Listed Receivables 0199999	-	225,270	-	-	16,907	-	242,177
Subtotal- Receviables not Individually Listed 0299999							
Subtotal- Gross Premium Receivable 0399999	-	225,270	-	-	16,907	-	242,177
Less- Allowance for Doubtful Accounts 0499999							
Total Premiums Receviable (Page 2, Line 2) 0599999	-	225,270	-	-	16,907	-	242,177

Statement as of March 31, 2004 of the Premier Behavioral Health of TN, LLC

HEALTH CARE RECEIVABLES

Individually list all debtors with account balances greater of 10% of gross Health Care Receivables of $5,000.

	1	2	3	4	5	6
Name of Debtor	1-30 Days	31-60 Days	61-90 Days	Over 90 Days	Nonadmitted	Admitted
Tennessee Christian	-			393,158	188,765	204,393
Helen Ross McNabb	-			17,696	17,696	-
Family Guidance	-			989	989	-
0199999 Individually Listed Receivables	-	-	-	411,843	207,450	204,393
0299999 Receivables Not Individually Listed						
0399999 Gross Health Care Receivable	-	-	-	411,843	207,450	204,393
0499999 Less Allowance for Doubtful Accounts						
0599999 Health Care Receivables (Page 2, Line 4)					207,450	204,393

Statement as of March 31, 2004 of the Premier Behavioral Health of TN, LLC

Amounts due from Parent, Subsidiaries and Affiliates

Name of Debtor	1 1-30 Days	2 31-60 Days	3 61-90 Days	4 Over 90 Days	5 Nonadmitted	Admitted 6 Current	 7 Non-Current
AdvoCare of Tennessee	-	-	-	-	-	-	-
						-	-
		-	-				-
0199999 Gross Amounts Due from Affiliates	-	-	-	-	-	-	-
0399999 Amounts Due from Affiliates	-	-			-	-	-