

ANNUAL STATEMENT For the Year Ending December 31, 2011 OF THE CONDITION AND AFFAIRS OF THE

Advantage Healthplan Inc.

NAIC Group Code	0000 (Current Period)	, 0000 (Prior Period)		Company Code _	95803	Employer's ID Number	52-1789742
Organized under the Laws o	f	District of Columbia	,	State of Domi	cile or Port of Ent	ry District	of Columbia
Country of Domicile		United States of America	a				
Licensed as business type:	Life, Accident & Dental Service O Other[]		Property/Casualty[] Vision Service Corporate HMO Federally Quantum	oration[]	Health	al, Medical & Dental Service or In Maintenance Organization[X]	demnity[]
Incorporated/Organized		07/31/1992		Comme	enced Business _	11/01/199	94
Statutory Home Office		5335 Wisconsin Ave., N.		,		Washington, DC 20015	
Main Administrative Office		(Street and Num	,	5335 Wisconsin A	ve., N.W., Suite 4	(City or Town, State and Zip Cod	e)
	W	ashington, DC 20015		(Street a	nd Number)	(202)460-8191	
		own, State and Zip Code)				(Area Code) (Telephone Nur	mber)
Mail Address		P.O. Box 959 (Street and Number or		· -		Washington, DC 20016 (City or Town, State and Zip Cod	(م)
Primary Location of Books a	nd Records	(Street and Number of	F.O. BOX)	5335 Wisco	nsin Ave., N.W.,		ic)
	14/			(S	Street and Number)	(000) 100 0101	
		nington, DC 20015 own, State and Zip Code)				(202)460-8191 (Area Code) (Telephone Nur	mber)
Internet Website Address						() (,
Statutory Statement Contact		Clinton E	lones			(202)243-0564	
•		(Name				(Area Code)(Telephone Number)(Extension)
		s@ahealthplan.com (E-Mail Address)				(202)521-4044 (Fax Number)	
		(E Maii / Idai 000)	OFFI	CERS		(Fax Hallibor)	
			Name	Title			
			t R. Wolff P	resident hief Financial Offi reasurer	cer		
			OTH	IERS			
		D	IRECTORS (OR TRUST	EES		
		Elliot R. Wolff					
State of							
County of		SS					
were the absolute property of the s contained, annexed or referred to, deductions therefrom for the perior may differ; or, (2) that state rules o	said reporting entity, fr is a full and true state d ended, and have be or regulations require of estation by the describ	ee and clear from any liens or ment of all the assets and liab en completed in accordance v lifferences in reporting not rela ed officers also includes the re	claims thereon, except a iilities and of the condition with the NAIC Annual State ated to accounting practic elated corresponding electric states.	s herein stated, and to a and affairs of the sa ement Instructions ar es and procedures, a tronic filing with the N	that this statement, to did reporting entity as and Accounting Practi according to the best NAIC, when required	reporting period stated above, all of the opether with related exhibits, schedules of the reporting period stated above, and ces and Procedures manual except to the of their information, knowledge and beleful that is an exact copy (except for formation).	and explanations therein and of its income and he extent that: (1) state law ief, respectively.
	(Signature)			ature)		(Signature)	
	iot R. Wolff rinted Name)			E Jones d Name)		(Printed Name)	
`	1. Davids at			2.		3.	
	President (Title)			ncial Officer itle)		(Title)	
Subscribed and sworn day of	to before me this	, 2012	2. Date	the amendment		Yes[X] No[]	

(Notary Public Signature)

ASSETS

		_ 1	Current Year		Prior Year
	_	1		2	
		1	2	3 Not Admitted	4
			Nonadmitted	Net Admitted	Not Admitted
		Assets		Assets	Net Admitted
1	Bonds (Schedule D)	1,300,741	Assets	(Cols.1-2)	Assets 1,307,775
1. 2.	` '	1,300,741		1,300,741	1,307,775
Z.	Stocks (Schedule D) 2.1 Preferred stocks				
2	2.2 Common Stocks	149,225		149,225	183,225
3.	Mortgage loans on real estate (Schedule B):				
	3.1 First liens				
	3.2 Other than first liens				
4.	Real estate (Schedule A):				
	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 (\$48,205 Schedule E Part 1), cash equivalents (\$0				
	Schedule E Part 2) and short-term investments (\$5,554 Schedule				
	DA)	53,759		53,759	164,250
6.	Contract loans (including \$0 premium notes)				
7.	Derivatives (Schedule DB)				
8.	Other invested assets (Schedule BA)				
9.	Receivables for securities				
10.	Securities Lending Reinvested Collateral Assets (Schedule DL)				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	1 503 725		1 503 725	1 655 250
13.	Title plants less \$				
14.	Investment income due and accrued				
15.	Premiums and considerations:	17,000		17,000	17,720
15.					
	15.1 Uncollected premiums and agents' balances in the course of				
	collection				
	15.2 Deferred premiums, agents' balances and installments booked				
	but deferred and not yet due (Including \$0 earned but				
	unbilled premiums)				
	15.3 Accrued retrospective premiums				
16.	Reinsurance:				
	16.1 Amounts recoverable from reinsurers				
	16.2 Funds held by or deposited with reinsured companies				
	16.3 Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans				
18.1	Current federal and foreign income tax recoverable and interest thereon				
18.2	Net deferred tax asset				
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software				
21.	Furniture and equipment, including health care delivery assets				
21.	(\$0)				
22.	Net adjustment in assets and liabilities due to foreign exchange rates				
23.	,				
	Receivables from parent, subsidiaries and affiliates				
24.	Health care (\$0) and other amounts receivable	4.050	4.050		
25.	Aggregate write-ins for other than invested assets	1,250	1,250		
26.	Total assets excluding Separate Accounts, Segregated Accounts and				
	Protected Cell Accounts (Lines 12 to 25)	1,522,633	1,250	1,521,383	1,672,978
27.	From Separate Accounts, Segregated Accounts and Protected Cell				
	Accounts				
28.	Total (Lines 26 and 27)	1,522,633	1,250	1,521,383	1,672,978
DETA	ILS OF WRITE-INS				
1101.		·····			
1102.					
1103.					
	Summary of remaining write-ins for Line 11 from overflow page				
	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501	Deposit paid on Administrative office space	1 250	1 250		
2502.	· ·		1,250		
2503.					
	Cummon of romaining write ing for Line 25 from everflow page				
	Summary of remaining write-ins for Line 25 from overflow page				
Z599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	1,250	1,250		

LIABILITIES, CAPITAL AND SURPLUS

		Current Year			Prior Year	
		1	2	3	4	
		Covered	Uncovered	Total	Total	
1.	Claims unpaid (less \$0 reinsurance ceded)					
2.	Accrued medical incentive pool and bonus amounts					
3.	Unpaid claims adjustment expenses					
4.	Aggregate health policy reserves, including the liability of \$0 for medical loss ratio					
	rebate per the Public Health Service Act					
5.	Aggregate life policy reserves					
6.	Property/casualty unearned premium reserves					
7.	Aggregate health claim reserves					
8.	Premiums received in advance					
9.	General expenses due or accrued	59,930		59,930	45,554	
10.1	Current federal and foreign income tax payable and interest thereon (including \$0					
	on realized capital gains (losses))					
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					
16.	Derivatives					
10. 17.	Payable for securities					
	·					
18.	Payable for securities lending					
19.	Funds held under reinsurance treaties with (\$0 authorized reinsurers and					
	\$0 unauthorized reinsurers)					
20.	Reinsurance in unauthorized companies					
21.	Net adjustments in assets and liabilities due to foreign exchange rates					
22.	Liability for amounts held under uninsured plans					
23.	Aggregate write-ins for other liabilities (including \$0 current)					
24.	TOTAL Liabilities (Lines 1 to 23)					
25.	Aggregate write-ins for special surplus funds					
26.	Common capital stock			i i		
27.	Preferred capital stock					
28.	Gross paid in and contributed surplus			i i		
29.	Surplus notes					
30.	Aggregate write-ins for other than special surplus funds	X X X	X X X			
31.	Unassigned funds (surplus)	X X X	X X X	991,423	1,157,394	
32.	Less treasury stock, at cost:					
	32.10 shares common (value included in Line 26 \$0)	X X X	X X X			
	32.2	X X X	X X X			
33.	TOTAL Capital and Surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	1,461,453	1,627,424	
34.	TOTAL Liabilities, Capital and Surplus (Lines 24 and 33)	X X X	X X X	1,521,383	1,672,978	
	S OF WRITE-INS	•				
2301.						
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)					
2501.						
2502. 2503.						
2598.	Summary of remaining write-ins for Line 25 from overflow page					
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X			
3001.						
3002. 3003.						
3098.	Summary of remaining write-ins for Line 30 from overflow page					
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)					

STATEMENT OF REVENUE AND EXPENSES

		Curre	nt Year	Prior Year
		1 Uncovered	2 Total	3 Total
1	Member Months			
1.	Net premium income (including \$0 non-health premium income)			
2.	Change in unearned premium reserves and reserve for rate credits			
3.	Fee-for-service (net of \$0 medical expenses)			
4.				
5.	Risk revenue			
6.	Aggregate write-ins for other health care related revenues			
7.	Aggregate write-ins for other non-health revenues			
8.	TOTAL Revenues (Lines 2 to 7)	X X X		
-	al and Medical:			
9.	Hospital/medical benefits			
10.	Other professional services			
11.	Outside referrals			
12.	Emergency room and out-of-area			
13.	Prescription drugs			
14.	Aggregate write-ins for other hospital and medical			
15.	Incentive pool, withhold adjustments and bonus amounts			
16.	Subtotal (Lines 9 to 15)			
Less:				
17.	Net reinsurance recoveries			
18.	TOTAL Hospital and Medical (Lines 16 minus 17)			
19.	Non-health claims (net)			
20.	Claims adjustment expenses, including \$0 cost containment expenses			
21.	General administrative expenses	248,558	248,558	257,543
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)	248,558	248,558	257,543
24.	Net underwriting gain or (loss) (Lines 8 minus 23)			
25.	Net investment income earned (Exhibit of Net Investment Income, Line 17)	70,141	70,142	73,471
26.	Net realized capital gains (losses) less capital gains tax of \$			
27.	Net investment gains (losses) (Lines 25 plus 26)			
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			
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24			
00.	plus 27 plus 28 plus 29)	xxx	(150,008)	(181 835)
31.	Federal and foreign income taxes incurred		, ,	
32.	Net income (loss) (Lines 30 minus 31)			
	S OF WRITE-INS	XXX	(100,000)	[(101,000)
0601.	Healthcare settlements and sales of Furniture & Fixtures			
0602. 0603.				
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)			
0701. 0702.	Distribution from bankruptcy claim			
0703.		X X X		
0798. 0799.	Summary of remaining write-ins for Line 7 from overflow page			
1401.	TOTALS (Line 0701 through 0703 plus 0798) (Line 7 above)			
1402.				
1403. 1498.	Summary of remaining write-ins for Line 14 from overflow page			
1498. 1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)			
	Penalties for late filing			
2901.	- I		1	i .
2902.				
l .	Summary of remaining write-ins for Line 29 from overflow page			

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year	2 Prior Year
	CAPITAL & SURPLUS ACCOUNT		
33.	Capital and surplus prior reporting year	1,627,424	1,779,339
34.	Net income or (loss) from Line 32	(150,008)	(181,835)
35.	Change in valuation basis of aggregate policy and claim reserves		
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$	(16,512)	29,920
37.	Change in net unrealized foreign exchange capital gain or (loss)		
38.	Change in net deferred income tax		
39.	Change in nonadmitted assets	550	
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)	(165,970)	(151,915)
49.	Capital and surplus end of reporting year (Line 33 plus 48)	1,461,454	1,627,424
DETAI 4701.	LS OF WRITE-INS		
4702.			
4703.	Cummany of completing units in a fact in a 47 from providing page		
4798. 4799.	Summary of remaining write-ins for Line 47 from overflow page		

CASH FLOW

	CASITILOW	1	2
		Current Year	Prior Year
	Cash from Operations		
1. Pro	emiums collected net of reinsurance		
2. Ne	t investment income		91,189
3. Mi	scellaneous income		
4. To	tal (Lines 1 through 3)		91,189
5. Be	nefit and loss related payments		
6. Ne	t transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7. Co	mmissions, expenses paid and aggregate write-ins for deductions		257,543
8. Div	vidends paid to policyholders		
9. Fe	deral and foreign income taxes paid (recovered) net of \$0 tax on capital gains (losses)		
10. To	tal (Lines 5 through 9)	248,558	257,543
11. Ne	t cash from operations (Line 4 minus Line 10)	(159,626)	(166,354)
	Cash from Investments		
12. Pro	oceeds from investments sold, matured or repaid:		
12	.1 Bonds		385,000
12	.2 Stocks	47,101	
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)		385,000
13. Co	st of investments acquired (long-term only):		
13	.1 Bonds		529,900
13	2 Stocks		
13	.3 Mortgage loans		
13	4 Real estate		
13	.5 Other invested assets		
13	6 Miscellaneous applications		34,535
13	.7 Total investments acquired (Lines 13.1 to 13.6)		564,435
14. Ne	t increase (decrease) in contract loans and premium notes		
15. Ne	t cash from investments (Line 12.8 minus Line 13.7 minus Line 14)		(179,435)
	Cash from Financing and Miscellaneous Sources		
16. Ca	sh provided (applied):		
16	.1 Surplus notes, capital notes		
16	.2 Capital and paid in surplus, less treasury stock		
16			
16	.4 Net deposits on deposit-type contracts and other insurance liabilities		
16			
16	.6 Other cash provided (applied)	. [
	t cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)		
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Ne	t change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(110,491)	(345,789)
	sh, cash equivalents and short-term investments:		, -,
19			510,039
19			

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

		1	2	3	4	5	6	7	8	9	10
		·	Comprehensive				Federal				
			(Hospital				Employees	Title	Title		
			& &	Medicare	Dental	Vision	Health	XVIII	XIX	Other	Other
		Total	Medical)	Supplement	Only	Only	Benefit Plan	Medicare	Medicaid	Health	Non-Health
1	Net premium income		····	Саррини			Bonone i ian	Modicaro	Modrodia	Hoditi	TTOTI TIOURUI
2.	Change in unearned premium reserves and reserve for rate credit										
3.	Fee-for-service (net of \$ 0 medical expenses)										x x x
4.	Risk revenue										X X X
5.	Aggregate write-ins for other health care related revenues										X X X
6.	Aggregate write-ins for other non-health care related revenues		X X X	xxx	x x x	x x x	X X X	X X X	xxx	x x x	
7.	TOTAL Revenues (Lines 1 to 6)										
8.	Hospital/medical benefits										XXX
9.	Other professional services										XXX
10.	Outside referrals										XXX
11.	Emergency room and out-of-area										XXX
12.	Prescription drugs										XXX
	·										
13. 14.	Aggregate write-ins for other hospital and medical										X X X
	Incentive pool, withhold adjustments and bonus amounts										
15.	Subtotal (Lines 8 to 14)										
16.	Net reinsurance recoveries										XXX
17.	TOTAL Hospital and Medical (Lines 15 minus 16)										X X X
18.	Non-health claims (net)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
19.	Claims adjustment expenses including \$0 cost										
	containment expenses										
20.	General administrative expenses	· ·									248,558
21.	Increase in reserves for accident and health contracts										X X X
22.	Increase in reserves for life contracts			X X X	X X X	X X X	X X X	X X X	X X X	X X X	
23.	TOTAL Underwriting Deductions (Lines 17 to 22)	,									248,558
24.	Net underwriting gain or (loss) (Line 7 minus Line 23)	(248,558)									(248,558)
DETAI	LS OF WRITE-INS										
0501.											X X X
0502.											X X X
0503.											x x x
0598.	Summary of remaining write-ins for Line 5 from overflow page										x x x
0599.	TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)										X X X
0601.			X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0602.			X X X	x x x	X X X	x x x	X X X	X X X	x x x	X X X	
0603.			x x x	x x x	x x x	x x x	x x x	X X X	x x x	x x x	
0698.	Summary of remaining write-ins for Line 6 from overflow page		X X X	X X X	X X X	X X X	X X X	X X X	xxx	XXX	[]
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)		X X X	X X X	X X X	X X X	X X X	X X X	XXX	X X X	İ
1301.	, (======,										X X X
1302.									l		X X X
1303.											X X X
1398.	Summary of remaining write-ins for Line 13 from overflow page										XXX
1399.	TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)										XXX
1000.			1	1	1		1		1	1	٨٨٨

_

8	Underwriting Invest Exh Pt 1 - Premiums	NONE
9	Underwriting Invest Exh Pt 2 - Claims Incurred	NONE
10	Underwriting Invest Exh Pt 2A - Claims Liab	NONE
11	Underwriting Invest Exh Pt 2B - Claims UnPaid	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Total	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Total	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Total	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Title XVIII-Medicare	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Title XVIII-Medicare	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Title XVIII-Medicare	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Title XIX-Medicaid	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Title XIX-Medicaid	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Title XIX-Medicaid	NONE
12	Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Other	NONE
12	Underwriting Invest Exh Pt 2C Sn B - Incur Claims - Other	NONE
12	Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Other	NONE
13	Underwriting Invest Exh Pt 2D - A & H Reserve	NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1	2	1 1	Investment Expenses	
		Cost Containment Expenses	Other Claim Adjustment Expenses	General Administrative Expenses		Total
1.	Rent (\$0 for occupancy of own building)					13,452
2.	Salaries, wages and other benefits					
3.	Commissions (less \$0 ceded plus \$0 assumed)					
4.	Legal fees and expenses					
5.	Certifications and accreditation fees					
6.	Auditing, actuarial and other consulting services			29 909		29 909
7.	Traveling expenses			6.380		6 380
8.	Marketing and advertising					
9.	Postage, express and telephone					
10.	Printing and office supplies					
11.	Occupancy, depreciation and amortization					
12.	· · ·					
1	Equipment					
13.	Cost or depreciation of EDP equipment and software					
14.	Outsourced services including EDP, claims, and other services					
15.	Boards, bureaus and association fees					
16.	Insurance, except on real estate					
17.	Collection and bank service charges					
18.	Group service and administration fees					
19.	Reimbursements by uninsured plans					
20.	Reimbursements from fiscal intermediaries					
21.	Real estate expenses					
22.	Real estate taxes					
23.	Taxes, licenses and fees:					
	23.1 State and local insurance taxes					
	23.2 State premium taxes					
	23.3 Regulator authority licenses and fees					
	23.4 Payroll taxes					
	23.5 Other (excluding federal income and real estate taxes)					
24.	Investment expenses not included elsewhere					
25.	Aggregate write-ins for expenses					
26.	TOTAL Expenses Incurred (Lines 1 to 25)			240 550		(a) 249 559
27.	Less expenses unpaid December 31, current year					
28.						
	Add expenses unpaid December 31, prior year			45,555		45,555
29.	Amounts receivable relating to uninsured plans, prior year					
30.	Amounts receivable relating to uninsured plans, current year					
31.	TOTAL Expenses Paid (Lines 26 minus 27 plus 28 minus 29 plus					
	30)			234,183		234,183
	ILS OF WRITE-INS	<u>i</u>				
2501.						
2502.						
2503.						
2598.	Summary of remaining write-ins for Line 25 from overflow page				<u></u>	
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)					

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

EXHIBIT OF NET INVESTMENT INCOME

	EXHIBIT OF NET INVESTMENT INCOM		1	2
		C	ollected	Earned
		_	ring Year	
1.	U.S. Government bonds			15,969
1.1	Bonds exempt from U.S. tax			
1.2	Other bonds (unaffiliated)			
1.3	Bonds of affiliates			
2.1	Preferred stocks (unaffiliated)			
2.11	Preferred stocks of affiliates			
2.11	Common stocks (unaffiliated)			7,954
2.21	Common stocks of affiliates			
3.	Mortgage loans			
4.	Real estate			
5.	Contract loans			
6.	Cash, cash equivalents and short-term investments			
7.	Derivative instruments	(f)		
8.	Other invested assets			
9.	Aggregate write-ins for investment income			
10.	Total gross investment income		70,211	70,142
11.	Investment expenses			
12.	Investment taxes, licenses and fees, excluding federal income taxes			(g)
13.	Interest expense			
14.	Depreciation on real estate and other invested assets			
15.	Aggregate write-ins for deductions from investment income			()
16.	Total deductions (Lines 11 through 15)		-	
17.	Net Investment income (Line 10 minus Line 16)			
• • •	LS OF WRITE-INS			
0901.	0			
0902.	V			
0903.	Commence of a second in a section of the foot in a Commence of the second secon			
0998.	Summary of remaining write-ins for Line 9 from overflow page			
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)			
1501.				
1502.				
1503.				
1598.	Summary of remaining write-ins for Line 15 from overflow page			
1599.	TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above)			
b) Inclu c) Inclu d) Inclu e) Inclu f) Inclu g) Inclu segr h) Inclu	des \$0 accrual of discount less \$0 amortization of premium and less \$0 paid for des \$0 accrual of discount less \$0 amortization of premium and less \$	accrued accrued brances accrued	d dividends or d interest on p s. d interest on p	n purchases. purchases. purchases.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	LATIIDIT O	CALITAL	AIIVO (LUSSI			
		1	2	3	4	5
				Total Realized		Change in
		Realized Gain		Capital Gain	Change in	Unrealized Foreign
		(Loss) on Sales	Other Realized	(Loss)	Unrealized Capital	Exchange Capital
		or Maturity	Adjustments	(Columns 1 + 2)	Gain (Loss)	Gain (Loss)
1.	U.S. Government bonds					
1.1	Bonds exempt from U.S. tax					
1.2	Other bonds (unaffiliated)					
1.3	Bonds of affiliates					
2.1	Preferred stocks (unaffiliated)					
2.11	Preferred stocks of affiliates					
2.2	Common stocks (unaffiliated)	28,408		28,408	(16,512)	
2.21	Common stocks of affiliates					
3.	Mortgage loans					
4.	Real estate					
5.	Contract loans					
6.	Cash, cash equivalents and short-term investments					
7.	Derivative instruments					
8.	Other invested assets					
9.	Aggregate write-ins for capital gains (losses)					
10.	Total capital gains (losses)	28,408		28,408	(16,512)	
DETA	AILS OF WRITE-INS			•		
0901						
0902						
0903						
0998	Summary of remaining write-ins for Line 9 from overflow page					
0999	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)					

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE Advantage Healthplan Inc.

EXHIBIT OF NONADMITTED ASSETS

			1	2	3 Change in Total
			Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1.		(Schedule D)			
2.		s (Schedule D):			
	2.1	Preferred stocks			
	2.2	Common stocks			
3.		age loans on real estate (Schedule B):			
	3.1	First liens			
	3.2	Other than first liens			
4.		state (Schedule A):			
	4.1	Properties occupied by the company			
	4.2	Properties held for the production of income			
_	4.3	Properties held for sale			
5.		Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term			
_		nents (Schedule DA)			
6.		ict loans			
7.		tives (Schedule DB)			
8.		invested assets (Schedule BA)			
9.		vables for securities			
10.		ties lending reinvested collateral assets (Schedule DL)			
11.		gate write-ins for invested assets			
12.		als, cash and invested assets (Lines 1 to 11)			
13.		ants (for Title insurers only)			
14.	Investe	ed income due and accrued			
15.	Premiu	um and considerations:			
	15.1	Uncollected premiums and agents' balances in the course of collection			
	15.2	Deferred premiums, agents' balances and installments booked but deferred and			
		not yet due			
	15.3	Accrued retrospective premiums			
16.	Reinsu	ırance:			
	16.1	Amounts recoverable from reinsurers			
	16.2	Funds held by or deposited with reinsured companies			
	16.3	Other amounts receivable under reinsurance contracts			
17.	Amour	nts receivable relating to uninsured plans			
18.1		nt federal and foreign income tax recoverable and interest thereon			
18.2		ferred tax asset			
19.		nty funds receivable or on deposit			
20.		onic data processing equipment and software			
21.		re and equipment, including health care delivery assets			
22.		justment in assets and liabilities due to foreign exchange rates			
23.		vables from parent, subsidiaries and affiliates			
24.		care and other amounts receivable			
25.		gate write-ins for other than invested assets			
26.		assets excluding Separate Accounts, Segregated Accounts and Protected Cell		1,000	
20.		nts (Lines 12 to 25)	1 250	1 900	550
27.		Separate Accounts, Segregated Accounts and Protected Cell Accounts			
28.	Total (Lines 26 and 27)	1 250	1 000	
	TOTAL (MDITE INC	1,230	1,000	330
		VRITE-INS		I	
1101.					
1102.					
1103.					
1198.		ary of remaining write-ins for Line 11 from overflow page			
1199.	IOIAL	LS (Lines 1101 through 1103 plus 1198) (Line 11 above)			
2501.		it on Administrative office space			
2502.					
2503.					
2598.		ary of remaining write-ins for Line 25 from overflow page			
2599.	TOTAL	LS (Lines 2501 through 2503 plus 2598) (Line 25 above)	. 1,250	<u> 1,800</u>	550

17	Exhibit 1 - Enrollment By Product TypeNONE
18	Exhibit 2 - Accident and Health PremiumsNONE
19	Exhibit 3 - Health Care ReceivablesNONE
20	Exhibit 4 - Claims UnpaidNONE
21	Exhibit 5 - Amounts Due From ParentNONE
22	Exhibit 6 - Amounts Due to ParentNONE
23	Exhibit 7 - Pt1 - Summary Trans. With ProvNONE
23	Exhibit 7 - Pt 2 - Summary Trans. With IntermNONE
24	Exhibit 8 - Furniture and Equipment Owned NONE

Notes to Financial Statements

Advantage Healthplan Inc. December 31, 2011

1. Summary of Significant Accounting Policies

- A. The accompanying financial statements of the Advantage Healthplan Inc. (the "Company") have been prepared in conformity with the NAIC Annual Statement Instructions and Accounting Policies and Procedures and the laws of the District of Columbia.
- B. The preparation of the financial statements in conformity with the Annual Statement Instructions and Accounting Practices and Procedures manual requires management to make estimates and assumptions that affect reported amounts of assets, liabilities, revenues and expenses in the financial statements and in the disclosure of contingent assets and liabilities. Actual results may differ from those estimates.
 - C. (1) The Company's short-term investments are at market value.
 - (2) Bonds are at amortized cost using the scientific interest method.
 - (3) Common stocks are at market value.
 - (4) The Company has no Preferred stocks.
 - (5) The Company has no mortgage loans.
 - (6) The Company has no loan backed securities.
 - (7) The Company has no investments in subsidiaries, controlled or affiliated companies.
 - (8) The Company has no investments in joint ventures, partnerships or limited companies.
 - (9) The Company has no derivatives.
 - (10) The Company did include anticipated investment income as a factor in the premium deficiency calculation.
- (11) No claims liability is reported and the Company believes that any currently asserted claims are outside of the timely filing requirement and are therefore not valid.
 - (12) The Company has not changed the capitalization policy.
 - (13) The Company has no pharmaceutical rebate receivable.
- 2. Accounting Changes and Corrections of Errors

There were no accounting changes during the current year.

3. Business combinations and Goodwill

There were no business combinations or goodwill.

4. Discontinued Operations

The Government of the District of Columbia transferred all of the Company's Medicaid enrollees to other HMO's on August 31, 2004. The Medicaid contract represented approximately 99% of the Company's enrollment and premium revenue. Therefore, the Company promptly chose to discontinue all HMO operations including immediate discontinuance of accepting new commercial business, cessation of coverage of commercial enrollees on December 31, 2004, and the subsequent winding up of administrative and other HMO activities. These Company actions were reported to and approved by the District of Columbia Department of Insurance, Securities and Banking.

5. Investments

- A. Mortgage Loans-The Company has no mortgage loans.
- B. Debt Restructuring-The Company has no debt restructuring.
- C. Reverse Mortgages-The Company has no reverse mortgages.
- D. Loan-Backed Securities-The Company has no loan-backed securities.
- E. Repurchase Agreements-The Company has no repurchase agreements.
- F. Real Estate-The Company has no real estate.
- G. Investments in Low-Income Housing Tax Credits(LIHTC)-The Company has no investments in LIHTC's.
- 6. Joint Ventures, Partnerships and Limited Liability Companies

The Company has no investments in joint ventures, partnerships or limited liability companies.

7. Investment Income

The Company does not exclude any investment income.

8. Derivative Instruments

The Company has no derivative instruments.

Income Taxes

The Company has elected S Corporation federal income tax status under Sections 1361-1379 of the Internal Revenue Code of 1986, and the Internal Revenue Service has approved that election. Accordingly, the Company is not subject to federal income taxes.

10. Information Concerning Parent, Subsidiaries and Affiliates

The Company is directly controlled by the Estate of Barrington B. Barnes, M.D., which owns 10% of the Company's stock, and by Elliot R. Wolff, who owns 90% of the Company's outstanding stock and who serves as a director as well as Chief Executive Officer, President and Chairman.

11. Debt

The Company has no debt.

12. Retirement Plans, Deferred Compensation, Post employment Benefits and Compensated Absences and Other Postretirement Benefit Plans.

The Company adopted a 401(k) defined contribution plan during the fiscal year ended September 30, 1995. Employees can defer up to 15 percent of compensation through deposits into the plan, and the Company matches employee contributions up to 100 percent. The eligibility requirements to participate in the 401(k) plan are completion of 90 days of employment and attainment of 21 years of age. The plan also permits the Company to make profit-sharing contributions for which the eligibility requirement is employment with the Company on the last day of the fiscal year.

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

(1) Common stock has a par value of \$.10 per share. As of December 31, 2011, 2,000,000 shares were authorized and 1,302,500 shares were issued and outstanding.

Notes to Financial Statements

- (2) There is no preferred stock.
- There are no dividend restrictions.
- (4) There were no dividends paid.
- (5) There are no restrictions on the portion of the Company's profits that may be paid as ordinary dividends to stockholders.
- (6) There are no restrictions on unassigned funds (surplus).
- (7) There are no advances to surplus not repaid.
- (8) The Company does not hold stock for conversion of preferred stock, employee stock options or stock purchase warrants.
- (9) The Company does not have any special surplus funds.
- (10) The portion of the unassigned funds (surplus) represented by:
 - a. Unrealized gains and losses \$57,125
 - b. Nonadmitted asset values \$1,250
 - c. Separate account business \$ -0-

 - d. Asset valuation reserves \$ -0
 Provision for reinsurance \$ -0-
- (11) The Company has no surplus notes.
- (12) The Company did not have a quasi-reorganization.

14. Contingencies

- A. Contingent Commitments
 - The Company did not have any commitments to a joint venture, partnership or limited liability company.
- **B** Assessments
- The Company has no known assessments.
- C. The Company has no gain contingencies.
- D . All Other Contingencies
 - The Company has a claim pending in the District of Columbia Contract Appeals Board (CAB) against the District for damages under the Medicaid Contract from 1994 - 1998 for premiums due for newborn enrollees under the Medicaid Contract, for failure to calculate an actuarially sound capitation rate as required by the contract and District and federal law, and for breach of the Medicaid Contract by not permitting voluntary selections and default assignments to the Company in 1997 and 1998. The District has filed a counterclaim seeking offset and damages for alleged failure by the Company to provide certain services under the Medicaid Contract, as well as a motion to dismiss the Company's claim for lack of jurisdiction. The Company has contested the District's counterclaim, and the CAB denied the District's motion to dismiss.
 - A hospital filed a suit against the Company on October 14, 2003, seeking payment for services provided to five individuals who are alleged to have been enrolled in the Company's HMO. The hospital claims that the Company owes it \$189,700 as payment for medical services provided to those individuals. It also seeks attorneys' fees in the amount of \$62,236. The Company's motion to dismiss this litigation is pending in the United States District Court for the District of Columbia.
 - The Company also has litigation pending against the District in the Contract Appeals Board for damages as a result of the District's termination of the Medicaid Contract in August 2004 and for claims that arose under the Medicaid Contract.

15. Leases

- A. (1) The Company's current leases have terms of one year or less.
 - (2) The Company does not have any sale-leaseback transactions.
- B. Leasing is not a significant part of the Company's business activities in terms of revenue, net income or assets.
- 16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk. The Company does not have any financial instruments with off-balance sheet risk or financial instruments with concentrations of credit risk.
- 17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities The Company did not sell, transfer and service financial assets nor extinguish any liabilities.
- 18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans. The Company does not have any gain or loss from uninsured or partially insured plans.
- 19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators The Company does not have any direct premium produced by managing general agents or third party administrators.
- 20. Fair Value Measurement The Company has no assets or liabilities in the statement of financial position that were reported at fair value after initial recognition of the assets. The only assets that are reported at fair value are common stock and the change in value is reported in note 13(10) a.

21. Other Items

- A. Extraordinary Items-The Company has no extraordinary events or transactions.
- B. Troubled Debt Restructuring-The Company has no debt.
- C. Other Disclosures-The Company did not have any other unusual items such as amounts not recorded in the financial statements that represent segregated funds held for others or assets pledged to others as collateral.
 - D. Uncollected premium balances- The Company has no uncollected premium.
 - E. Business Interruption Insurance Recoveries-The Company had no business interruptions that were insurable.

22. Events Subsequent

No events occurred subsequent to the close of the books or accounts for this statement that may have a material effect on the financial condition of the Company.

Reinsurance

The Company has no reinsurance of any type in force.

Notes to Financial Statements

- 24. Retrospectively Rated Contracts
 The Company did not retrospectively rate contracts
- 25. Change in Incurred Claims and Claim Adjustment Expenses None.
- 26. Intercompany Pooling Arrangements

 The Company is not part of a group of affiliated insurers.
- 27. Structured Settlements Not applicable.
- Health Care Receivables
 The Company has no health care receivables.
- 29. Participating Policies

 The Company does not have any participating policies.
- 30. Premium Deficiency Reserves

 The Company currently has no premium deficiency recorded.
- Anticipated Salvage and Subrogation
 The Company did not reduce the liability for unpaid claims or losses for any amounts related to salvage or subrogation.
- 32. Minimum Net Worth General Interrogatory Part 2 #2 Line 11.6

 Under the law of the District of Columbia, the Company is required to maintain a minimum net worth equal to the greatest of \$1,000 000, 2% of annual revenues, the sum of three months of uncovered expenses, or 4% of hospital expenditures paid on a managed care basis plus 8% of annual healthcare expenditures not paid on either a capitated or managed care basis. The Company is in compliance with this law.

Annual revenue $0 \times 2\% = 0$ Healthcare expenditures
@ $4\% \times 0 \times 4\% = 0$ @ $8\% \times 0 \times 8\% = 0$ total

Minimum dollar amount $0 \times 1000,000$

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[] No[X] 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes[] No[] N/A[X] District of Columbia 1.3 State Regulating? 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: State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2007 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 04/30/2009 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 04/30/2009 By what department or departments? District of Columbia, Department of Insurance , Banking and Securities

3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial Yes[X] No[] N/A[] Yes[X] No[] N/A[] statement filed with departments? 3.6 Have all of the recommendations within the latest financial examination report been complied with? 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of: sales of new business? 4.12 renewals? 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of: Yes[] No[X] Yes[] No[X] 4.21 sales of new business? 4.22 renewals? 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has Yes[] No[X] ceased to exist as a result of the merger or consolidation. 2 3 Name of Entity **NAIC Company Code** State of Domicile 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?
6.2 If yes, give full information: Yes[] No[X] 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes[] No[X] 7.2 If yes, 7.21 State the percentage of foreign control 0.000% 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

> 1 2 Type of Entity Nationality

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? If response to 8.1 is yes, please identify the name of the bank holding company. Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[] No[X]

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

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	occ	OTS	FDIC	SEC
		Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

- What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit? F.S. Taylor & Associates, P.C., 927 15th Street, NW, Suite 200, Washington, DC 20005
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation?

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

10.2 If response to 10.1 is yes, provide information related to this exemption.
10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation?
10.4 If response to 10.3 is "yes," provide information related to this exemption:
10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws?
10.6 If the answer to 10.5 is "NO" or "N/A" please explain:

The Company is not operational.

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

Yes[] No[X]

Yes[] No[X]

Yes[] No[X]

Yes[] No[] N/A[X]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE Advantage Healthplan Inc. 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes[] No[X] 12.11 Name of real estate holding company 12.12 Number of parcels involved 12.13 Total book/adjusted carrying value 12.2 If yes, provide explanation FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY: 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located?13.3 Have there been any changes made to any of the trust indentures during the year? Yes[] No[] N/A[X] Yes[] No[] N/A[X] Yes[] No[] N/A[X] 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? 14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional Yes[X] No[] relationships: Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity; c. Compliance with applicable governmental laws, rules and regulations;
d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
e. Accountability for adherence to the code.

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

14.2 Has the code of ethics for senior managers been amended?

14.21 If the response to 14.2 is yes, provide information related to amendment(s). Yes[] No[X] 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[] No[X] 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s). 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance with a NAIC rating of 3 or below?

15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming Yes[] No[X] bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered. 4 American Bankers Association (ABA) Routing Issuing or Confirming Circumstances That Can Number Bank Name Trigger the Letter of Credit 15.2001 **BOARD OF DIRECTORS** Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee 16. Yes[X] No[] 17. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees Yes[X] No[] Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such 18. Yes[X] No[] **FINANCIAL** 19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Yes[] No[X] Accounting Principles)? 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans): 20.11 To directors or other officers 20.12 To stockholders not officers 20.13 Trustees, supreme or grand (Fraternal only) 20.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans): 20.21 To directors or other officers 20.22 To stockholders not officers 20.23 Trustees, supreme or grand (Fraternal only) 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement?

21.2 If yes, state the amount thereof at December 31 of the current year:
21.21 Rented from others
21.22 Borrowed from others Yes[] No[X] 21.23 Leased from others 22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments?

22.2 If answer is yes: Yes[] No[X] 22.21 Amount paid as losses or risk adjustment 22.22 Amount paid as expenses 22.23 Other amounts paid 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[] No[X] 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: INVESTMENT 24.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.3)
24.2 If no, give full and complete information, relating thereto: Yes[X] No[] 24.3 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet, (an alternative is to reference Note 17 where this information is also provided) 24.4 Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital

24.8 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? 24.9 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities lending

24.5 If answer to 24.4 is yes, report amount of collateral for conforming programs. 24.6 If answer to 24.4 is no, report amount of collateral for other programs.

Instructions?

the contract?

24.9 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities lending Agreement (MSLA) to conduct securities lending?

24.7 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of

Yes[] No[] N/A[X] Yes[] No[] N/A[X]

Yes[] No[] N/A[X]

0

4 \\\\	GEI stocks, bonds or other asset porting entity, or has the repo	NERAL INTER	RROGA	TORIES (Continue	d)	
force? (Exclude 25.21 Subject 25.22 Subject 25.23 Subject 25.24 Subject 25.25 Pledged 25.26 Placed u 25.27 Letter st 25.28 On depc 25.29 Other	securities subject to interrog- amount thereof at December to reverse repurchase agreements to dollar repurchase agreements to reverse dollar repurchase agreements	atory 21.1 and 24.3). 31 of the current year: nents nts agreements to sale	ed any assets s	ubject to a put optic	on contract that is curr	ently in	Yes[X] No[] \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$
	1 Nature of Restricti	on			2 pription		3 Amount
	····						, unodit
2 If yes, has a cor	ing entity have any hedging to mprehensive description of the escription with this statement.	ansactions reported on Sch e hedging program been ma	edule DB? ade available to	the domiciliary stat	e?		Yes[] No[X] Yes[] No[] N/A
issuer, convertil	rred stocks or bonds owned a ole into equity? amount thereof at December		rrent year mand	datorily convertible i	nto equity, or, at the c	ption of the	Yes[] No[X]
offices, vaults or custodial agreen Outsourcing of C	in Schedule E - Part 3 - Spec safety deposit boxes, were a nent with a qualified bank or t critical Functions, Custodial o ts that comply with the require	Il stocks, bonds and other s rust company in accordance r Safekeeping Agreements	ecurities, owner with Section I, of the NAIC Fin	d throughout the cu III - General Exam ancial Condition Ex	rrent year held pursua ination Consideration aminers Handbook?	ant to a s, F.	Yes[X] No[]
	1	(P /)			2		
Fidelity In	Name of Cu sors vestments Smith Barney Inc.) K St NW Ste 110.	Custodian's Addro ngton, DC 20006 Washionjgton, DC 200 Washington DC 2000	006	
2 For all agreem location and a	ents that do not comply with to complete explanation:	he requirements of the NAI	C Financial Cor	ndition Examiners H	landbook, provide the	name,	
	1 Name(s)		2 Location(s))	3 Complete Exp	lanation(s)	
3 Have there beautiful 13 Have there beautiful 13 Have there beautiful 13 Have the 13 Have the 13 Have the 14 Have	en any changes, including na and complete information rel	me changes, in the custodia ating thereto:	an(s) identified i	n 28.01 during the	current year?		Yes[] No[X]
	1 Old Custodian		2 New Cust	odian	3 Date of Change	4 Reas	
15 Identify all inve	estment advisers, broker/deal les and have authority to mak	ers or individuals acting on en investments on behalf of t	behalf of broker	/dealers that have a	access to the investment	ent accounts,	
0	1	2				3	
	tral Registration sitory Number(s)	Name			Ad	dress	
Exchange Com	ing entity have any diversified mission (SEC) in the Investment the following schedule:	l mutual funds reported in S ent Company Act of 1940 [S	chedule D, Part Section 5 (b)(1)]	t 2 (diversified acco	rding to the Securities	and	Yes[] No[X]
·	1		2			3	7
			<u>-</u>			Book/Adjusted	

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

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

GENERAL INTERROGATORIES (Continued)

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

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

		1	2	3
				Excess of
				Statement over
				Fair Value (-),
		Statement	Fair	or Fair Value over
		(Admitted) Value	Value	Statement (+)
30.1	Bonds	1,300,741	1,424,600	123,859
30.2	Preferred stocks			
30.3	Totals	1,300,741	1,424,600	123,859

					Ctatomont over	
					Fair Value (-),	
			Statement	Fair	or Fair Value over	
			(Admitted) Value	Value	Statement (+)	
	30.1	Bonds	1,300,741	1,424,600	123,859	
	30.2	Preferred stocks				
	30.3	Totals	1,300,741	1,424,600	123,859	
The Company use 31.1 Was the rate use 31.2 If the answer to 3 for all brokers or 31.3 If the answer to 3 value for Schedu	es fair valued to calcued to calcued to see the see that the see the s	ethods utilized in determining the fair values use obtained from acceptable vendors of pricing information late fair value determined by a broker or custodian for an does the reporting entity have a copy of the broker's or sused as a pricing source? describe the reporting entity's process for determining a	y of the securities in custodian's pricing p reliable pricing sourc	olicy (hard copy or ele e for purposes of disc	closure of fair	Yes[X] No[] Yes[X] No[] N/A[]
32.1 Have all the filing 32.2 If no, list exceptio		ents of the Purposes and Procedures Manual of the NAIC	Securities Valuation	Office been followed	1?	Yes[X] No[]
		ОТН	ER			
33.2 List the name of	the organi	de Associations, Service Organizations and Statistical or zation and the amount paid if any such payment represer inizations and Statistical or Rating Bureaus during the pe	nted 25% or more of	the total payments to	Trade	\$0
		1			2	
		Name			Amount Paid	

34.1 Amount of payments for legal expenses, if any?34.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement. \$..... 76,511

1	2
Name	Amount Paid
Asmar, Schor & McKenna, PLLC	70,141

35.1 Amount of paym 35.2 List the name of matters before legislative bodies officers or department of government during the period covered by this statement.

ments for expenditures in connection with matters before legislative bodies, officers or department of government, if any?	\$	0
of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with	т	

1	2
Name	Amount Paid

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

1.1	Does the report	ting entity	have any direct Medicare Supplement Insurance in force?		r.	Yes[] No[X]		
1.2	What portion of	premium Item (1.2	earned on U.S. business only: 2) is not reported on the Medicare Supplement Insurance Experience Exhibit?		\$ \$	0 0		
	1.31 Reason for	or excludi	ng: ed premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.		\$	0		
1.5	Indicate total in	curred cla	aims on all Medicare Supplement insurance.		\$	ŏ		
	1.61 Total prer	nium eari	t current three years:		\$	0		
	1.62 Total incu 1.63 Number of	rred clain	ns		\$	0		
	All years prior to	o most cu	urrent three years:			0		
	1.64 Total premium earned \$ 1.65 Total incurred claims \$							
	1.66 Number of		f lives rrent three years:			0		
	1.71 Total prer	nium ear	ned		\$	0		
	1.72 Total incu 1.73 Number of	rred clain of covered	ns 1 lives		\$ 	0		
	All years prior to 1.74 Total prer	o most cu	urrent three years:			<u>0</u>		
	1.75 Total incu	rred clain	ns		\$	0		
	1.76 Number o	or covered	o lives		•••	0		
2.	Health Test							
						\neg		
				1 Current Year	2 Prior Year			
		2.1	Premium Numerator					
		2.2	Premium Denominator					
		2.3	Premium Ratio (2.1 / 2.2)					
		2.4	Reserve Numerator Reserve Denominator			1		
		2.6	Reserve Ratio (2.4 / 2.5)					
						_		
3.1	Has the reporting the earnings of	ng entity i the repor	received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed rting entity permits?	will be returned when	, as and if	Yes[] No[X]		
3.2	If yes, give part	iculars:	and only pointe.			100[]110[1]		
			ments stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers	and dependents been	filed with			
42	the appropriate	regulator	ry agency? nish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offere	d?		Yes[X] No[] Yes[] No[X] N/A[]		
				.				
	If no, explain:	•	have stop-loss reinsurance?			Yes[] No[X]		
5.3			ers or policies in force. see instructions):					
	5.31 Comprehe	ensive M	edical		\$	0		
	5.32 Medical C5.33 Medicare	Supplem	ent		\$	0 0		
	5.34 Dental & \ 5.35 Other Lim	Vision			\$	0		
	5.36 Other	iitoa Boiit	ont i wil		\$			
	provisions, con	version p	which the reporting entity may have to protect subscribers and their dependents against the risk of insolverivileges with other carriers, agreements with providers to continue rendering services, and any other antracting providers to look exclusively to the Plan for reimbursement for covered services.		armless			
7 1	Does the report	tina entitv	set up its claim liability for provider services on a service date basis?			Yes[] No[X]		
	If no, give detai	ls:	nding claims, therefore this is not applicable.			100[]110[1]		
			ormation regarding participating providers: s at start of reporting year			0		
			s at end of reporting year			0		
			have business subject to premium rate guarantees?			Yes[] No[X]		
9.2	If yes, direct pro 9.21 Business	emium ea with rate	guarantees between 15-36 months			0		
	9.22 Business	with rate	guarantees over 36 months			0		
		rting enti	ty have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?			Yes[] No[X]		
10.2	? If yes: 10.21 Maximu	m amour	nt payable bonuses		\$	0		
	10.22 Amount	actually	paid for year bonuses it payable withholds		\$	0		
	10.24 Amount	actually	paid for year withholds		\$	0		
11.1	Is the reporting	g entity o	rganized as:					
	11.12 A Medic	cal Group vidual Pra	/Staff Model, ictice Association (IPA), or,			Yes[] No[X] Yes[X] No[]		
11 0	11.14 A Mixed	l Model (d	combination of above)?			Yes[] No[X]		
11.3	If yes, show th	ne name o	ubject to Minimum Net Worth Requirements? of the state requiring such net worth.			Yes[X] No[]		
11 4	District of Colu If ves. show th	ımbia ne amoun	nt required.		\$			
11.5	Is this amount	included	nt required. as part of a contingency reserve in stockholder's equity? ted, show the calculation.		Ψ	Yes[] No[X]		
11.0	ii the amount	is caicula	n this line; please see Notes to Financial Statements added as #32					
12.	List service are	eas in whi	ich the reporting entity is licensed to operate:					
			1					
			Name of Service Area					
			District of Columbia					
13.1	Do you act as	a custod	ian for health savings accounts?		.	Yes[] No[X]		
13.3	Do you act as	an admir	he amount of custodial funds held as of the reporting date: nistrator for health savings accounts?			Yes[] No[X]		
13.4	If yes, please	provide tl	he balance of the funds administered as of the reporting date:		\$	0		

FIVE-YEAR HISTORICAL DATA

	1	2	3	4	5
	2011	2010	2009	2008	2007
BALANCE SHEET (Pages 2 and 3)					
1. TOTAL Admitted Assets (Page 2, Line 28)					
2. TOTAL Liabilities (Page 3, Line 24)					
3. Statutory surplus	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
4. TOTAL Capital and Surplus (Page 3, Line 33)	1,461,453	1,627,424	1,779,339	1,757,868	2,082,002
INCOME STATEMENT (Page 4)					
5. TOTAL Revenues (Line 8)			252,001	1,016	352,752
6. TOTAL Medical and Hospital Expenses (Line 18)					
7. Claims adjustment expenses (Line 20)					
8. TOTAL Administrative Expenses (Line 21)	248,558	257,543	333,155	373,568	272,841
9. Net underwriting gain (loss) (Line 24)	(248,558)	(257,543)	(81,154)	(372,552)	79,911
10. Net investment gain (loss) (Line 27)	98,550	75,708	68,365	104,231	106,818
11. TOTAL Other Income (Lines 28 plus 29)					
12. Net income or (loss) (Line 32)	(150,008)	(181,835)	(12,789)	(268,321)	186,729
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	(159,626)	(166,354)	70,036	(255,854)	36,130
RISK-BASED CAPITAL ANALYSIS					
14. TOTAL Adjusted Capital	1,461,453	1,627,424	1,779,339	1,757,868	2,082,001
15. Authorized control level risk-based capital	25,911	18,820	30,258	20,525	32,493
ENROLLMENT (Exhibit 1)					
16. TOTAL Members at End of Period (Column 5, Line 7)					
17. TOTAL Members Months (Column 6, Line 7)					
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
TOTAL Hospital and Medical plus other non-health (Lines 18 plus Line 19)					
20. Cost containment expenses					
21. Other claims adjustment expenses					
22. TOTAL Underwriting Deductions (Line 23)					
23. TOTAL Underwriting Gain (Loss) (Line 24)					
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. TOTAL Claims Incurred for Prior Years (Line 13, Column 5)					
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]					
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 12, Column 1)					
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Column 1)					
28. Affiliated common stocks (Sch. D Summary, Line 24, Column 1)					
29. Affiliated short-term investments (subtotal included in Sch. DA					
Verification, Col. 5, Line 10)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. TOTAL of Above Lines 26 to 31					

If no, please explain::

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE Advantage Healthplan Inc. SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS ALLOCATED BY STATES AND TERRITORIES

ALLOCATED BY STATES AND TERRITORIES										
		1 Direct Business Only 2 3 4 5 6 7 8 9							n	
	State, Etc.	Active Status	Accident & Health Premiums	Medicare Title XVIII	4 Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit - Type Contracts
1.	Alabama (AL)									
2.	Alaska (AK)									
3.	Arizona (AZ)									
4.	Arkansas (AR)									
5.	California (CA)									
6. 7.	Colorado (CO)									
8.	Delaware (DE)									
9.	District of Columbia (DC)									
10.	Florida (FL)									
11.	Georgia (GA)	N								
12.	Hawaii (HI)									
13.	Idaho (ID)									
14.	Illinois (IL)									
15. 16.	Indiana (IN)lowa (IA)									
17.	Kansas (KS)									
18.	Kentucky (KY)									
19.	Louisiana (LA)									
20.	Maine (ME)	N								
21.	Maryland (MD)									
22.	Massachusetts (MA)									
23.	Michigan (MI)	1								
24. 25.	Minnesota (MN)									
26.	Missouri (MO)									
27.	Montana (MT)									
28.	Nebraska (NE)									
29.	Nevada (NV)									
30.	New Hampshire (NH)									
31.	New Jersey (NJ)									
32.	New Mexico (NM)									
33.	New York (NY)									
34. 35.	North Carolina (NC)									
36.	North Dakota (ND) Ohio (OH)									
37.	Oklahoma (OK)									
38.	Oregon (OR)									
39.	Pennsylvania (PA)									
40.	Rhode Island (RI)									
41.	South Carolina (SC)									
42.	South Dakota (SD)	1								
43. 44.	Tennessee (TN)									
45.	Utah (UT)									
46.	Vermont (VT)									
47.	Virginia (VA)									
48.	Washington (WA)	N								
49.	West Virginia (WV)									
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)									
52. 53.	American Samoa (AS)									
54.	Puerto Rico (PR)	N N								
55.	U.S. Virgin Islands (VI)									
56.	Northern Marianas Islands									
	(MP)	N								
57.	Canada (CN)									
58.	Aggregate other alien (OT)									
59.	Subtotal	XXX								
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	TOTAL (Direct Business)	(a) 1								
	AILS OF WRITE-INS	1 // 1	1	1	1	1				1
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining									
	write-ins for Line 58 from	,,,,,,								
E000	overflow page	XXX								
5899.	TOTALS (Lines 5801 through									
	5803 plus 5898) (Line 58 above)	XXX								
(1) 1 !	ensed or Chartered - Licensed Ins								/E) EI: III B	

⁽L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

⁽a) Insert the number of L responses except for Canada and Other Alien. Explanation of basis of allocation of premiums by states, etc.:

37	Schedule T - Part 2 - Interstate Compact - Exhibit of Premiums Written NONE
38	Schedule Y - Part 1NONE
39	Schedule Y - Part 1A NONE
40	Schedule Y - Part 2

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