

REPORT OF  
FINANCIAL EXAMINATION

**FILED**  
NOV 15 2012  
DIRECTOR OF INSURANCE,  
FINANCIAL INSTITUTIONS &  
PROFESSIONAL REGISTRATION

**Essence Healthcare, Inc.**

As of:  
DECEMBER 31, 2011



STATE OF MISSOURI  
DEPARTMENT OF INSURANCE, FINANCIAL INSTITUTIONS  
AND PROFESSIONAL REGISTRATION  
JEFFERSON CITY, MISSOURI

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September 17, 2012

Honorable John M. Huff, Director  
Missouri Department of Insurance, Financial  
Institutions and Professional Registration  
301 West High Street, Room 530  
Jefferson City, Missouri 65101

Director Huff:

In accordance with your financial examination warrant, a comprehensive financial examination has been made of the records, affairs and financial condition of

**Essence Healthcare, Inc.**

hereinafter referred to as such or as "Essence" or as the "Company." The Company's main administrative office is located at 13900 Riverport Drive, St. Louis, MO 63043, telephone number (314) 209-2780. This examination began on March 26, 2012 and concluded on the above date.

**SCOPE OF EXAMINATION**

**Period Covered**

We have performed a single-state examination of Essence. The last examination was completed as of December 31, 2008. This examination covers the period of January 1, 2009 through December 31, 2011. This examination also included material transactions or events occurring subsequent to December 31, 2011.

**Procedures**

This examination was conducted using guidelines set forth in the Financial Condition Examiners Handbook of the NAIC, except where practices, procedures and applicable regulations of the Department of Insurance, Financial Institutions and Professional Registration ("DIFP") or statutes of the state of Missouri prevailed. The Handbook requires that we plan and perform the examination to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company including corporate governance, identifying and assessing inherent risks within the Company, and evaluating systems controls and procedures used to mitigate those risks. An examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation, management's compliance with Statutory Accounting Principles and annual statement instructions when applicable to domestic state regulations.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. The following key activities were identified: Investments, Treasury, Reserves, Claims Handling, Premiums, Taxes, and Intercompany Activity.

The examiners relied upon information and workpapers provided by the Company's independent auditor, Ernst & Young LLP, for its audit covering the period from January 1, 2011, through December 31, 2011. Such reliance included fraud risk analysis, internal control narratives and tests of internal controls.

### **SUMMARY OF SIGNIFICANT FINDINGS**

There are no significant findings.

### **SUBSEQUENT EVENTS**

The DIFP approved the Company's repayment of surplus note principal and interest to Essence Group Holding Corporation (EGHC) in the amount of \$5 million and \$4.5 million on January 16, 2012 and March 19, 2012, respectively.

The Company voluntarily discontinued all Medicare Advantage health plan operations carried out through its wholly-owned subsidiary, Essence Healthcare of New York, Inc., (EHNY) effective January 1, 2012. The Board passed a resolution on April 3, 2012, authorizing and approving the disposition of EHNY's Certificate of Authority from the New York State Department of Health after all required actions are taken to fulfill contractual and statutory obligations with regard to the health plan's operations.

### **COMPANY HISTORY**

#### **General**

The Company, Essence Inc., d/b/a Essence Healthcare, was organized by American Multispecialty Group, Inc., a Missouri corporation that does business as Esse Health ("Esse") on January 30, 2003. The Company received its Certificate of Authority on May 30, 2003, to operate as a health maintenance organization under Chapter 354.400 RSMo (Health Services Corporations--Health Maintenance Section).

On March 5, 2007, Esse transferred 93% of its ownership in the Company to a newly formed company Essence Holding Company, LLC. The Company reorganized from a corporation to a partnership, becoming Essence LLP, owned 93% by Essence Holding Company LLC, and 7% by Esse.

On November 30, 2007, the partners, Essence Holding Company, LLC (now known as 12655 Olive Blvd., LLC) and Esse, contributed their ownership in Essence LLP to EGHC, resulting in Essence LLP being fully owned by EGHC.

EGHC had been formed in anticipation of the transaction and was majority owned by JDlinx, LLC, which remained the majority owner and a significant owner after the transaction along with 12655 Olive Blvd., LLC.

On January 1, 2009, the Company reorganized into a stock corporation becoming Essence Healthcare, Inc., still fully owned by EGHC.

EGHC obtained additional minority investors in 2011, resulting in JDlinx, LLC remaining the majority owner, and also becoming the only significant owner.

### **Capital Stock and Paid-In Surplus**

The Company is authorized to issue 30,000 shares of common capital stock with a par value of \$1.00 per share. As of December 31, 2011, 100 shares were issued and outstanding resulting in a balance in the common capital stock account of \$100.

### **Dividends**

The Company has paid no dividends since its inception.

### **Acquisitions, Mergers and Major Corporate Events**

Essence Healthcare of New York, Inc. (“EHNY”), a wholly owned subsidiary of the Company, was formed in New York on February 27, 2009. EHNY provided health care services to members in the New York service area from January 1, 2010 through December 31, 2011. The corporation is still active to address claims payment run out.

Essence Health Insurance Company (“EHIC”), a wholly owned subsidiary of the Company, was incorporated on March 5, 2008, in the state of Oklahoma. EHIC was dissolved as of February 19, 2010. No health care services were provided by Essence in the State of Oklahoma.

Essence Healthcare of Ohio, Inc., a wholly owned subsidiary of the Company, was formed in the state of Ohio on March 25, 2009. The company was dissolved on February 24, 2012. No health care services were provided by Essence in the State of Ohio.

Essence Healthcare of Connecticut, Inc., a wholly owned subsidiary of the Company, was formed in the state of Connecticut on March 6, 2009. The company was dissolved on January 12, 2012. No health care services were provided by Essence in the state of Connecticut.

### **Surplus Debentures**

Essence, with DIFP approval, issued three surplus debentures to its parent, EGHC, during the examination period totaling \$19,900,000. In prior years the Company had issued surplus debentures to its former parent, American Multispecialty Group, Inc., totaling \$4,350,000. No principal payments were made through December 31, 2011. All the outstanding surplus debentures, which total \$24,250,000 in principle at December 31, 2011, are listed below:

<u>Issuance Date</u>	<u>Interest Rate</u>	<u>Amount</u>
December 31, 2003	4.00	\$500,000
June 15, 2004	4.00	1,500,000
September 30, 2004	4.50	600,000
December 31, 2004	5.00	750,000
March 31, 2005	5.50	500,000
December 31, 2005	7.25	300,000
March 27, 2006	7.50	200,000
September 28, 2010	5.00	13,500,000
November 4, 2010	5.00	2,000,000
February 24, 2011	5.00	4,400,000
		<u>\$24,250,000</u>

### **CORPORATE RECORDS**

The Company's articles of incorporation and bylaws were reviewed. There were no amendments to the articles of incorporation or the bylaws during the examination period.

The minutes and written consents of the shareholder and the Board of Directors were reviewed for the period under examination. The minutes and written consents appear to properly reflect and approve the Company's major transactions and events for the period under examination and documented the Board's review of the prior Report of Financial Examination.

### **MANAGEMENT AND CONTROL**

#### **Board of Directors**

The management of the Company is vested in a board of three (3) directors authorized by the Company's bylaws. The directors serving at December 31, 2011, were as follows:

<u>Name and Address</u>	<u>Principal Occupation and Business Affiliation</u>
Frank A. Ingari St. Louis, MO	President Essence Healthcare, Inc.
Thomas D. Doerr, MD St. Louis, MO	Physician American Multispecialty Group, Inc.
Richard H. Jones St. Louis, MO	Executive Vice President Lumeris, Inc.

#### **Officers**

The elected officers of the Company at December 31, 2011, were as follows:

<u>Name</u>	<u>Position</u>
Frank Ingari	President

<u>Name</u>	<u>Position</u>
Gail Halterman	General Counsel, Secretary
Herbert Olson	Chief Actuary

### **Committees**

The Company does not have an Audit Committee. To comply with Sections 375.1025-1062 RSMo, the Company relies on the Audit Committee of its parent, Essence Group Holding Corporation. Members of the Audit Committee at December 31, 2011 were as follows:

Michael Long	Frank Ingari
L. John Doerr	Denis Cortese

The Company had the following committees reporting to the Board of Directors at December 31, 2011:

#### **Quality Committee:**

Debbie Zimmerman	Martha Butler	Gail Halterman	Kathleen Brunts
Thomas Hastings	Michael Fusco	John Khoury	Catherine Linsin
Erin Venable	Lorna Pate	Jeff Dmochowski	
Mary Kay Keys (Sander)			

#### **EHI Compliance Committee**

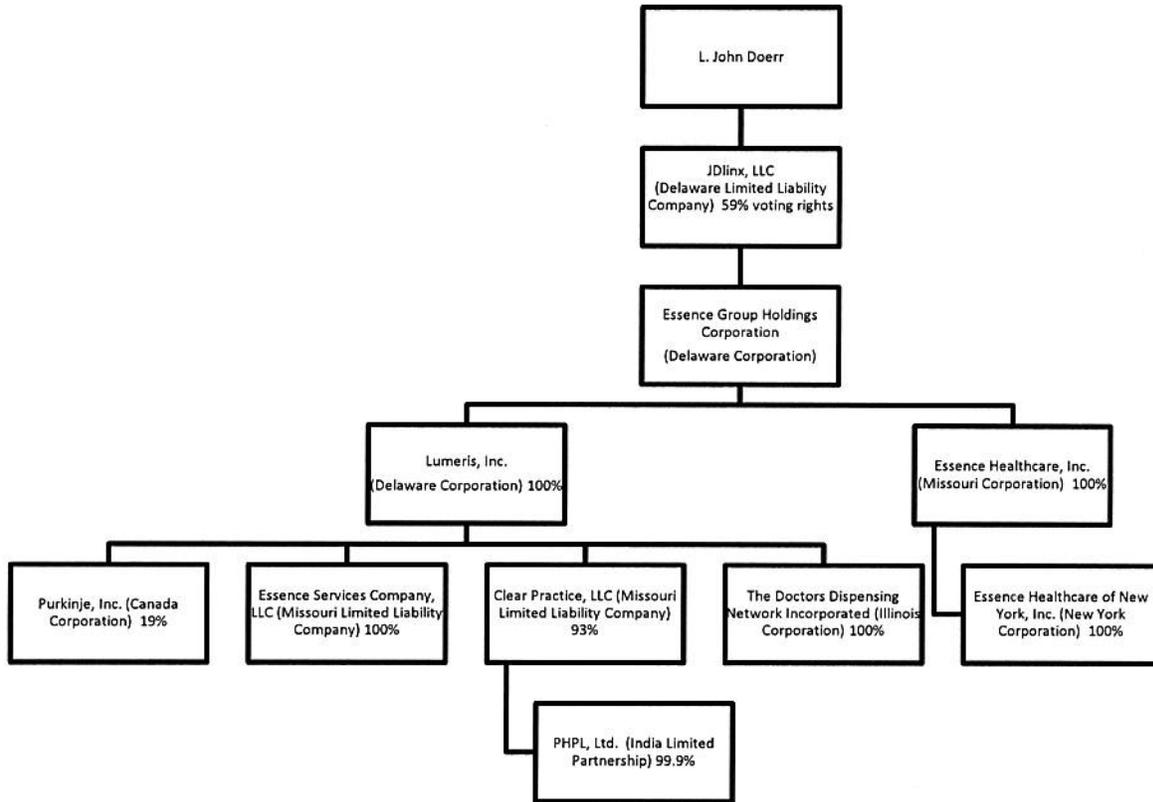
Erin Venable	Frank Ingari	Lorna Pate	Gail Halterman
Martha Butler	Debbie Zimmerman	Richard Jones	Catherine Linsin
Eric Miller	Dawn Walter	Lisa McGinnis	Gregory Wade
Susan Wilson	Mary Staudenmayer	John Khoury	Keith Bell
Tom Edgeton			

### **Holding Company, Subsidiaries and Affiliates**

The Company is part of an Insurance Holding Company System as defined by Section 382.010 RSMo (Definitions). The Company is a wholly owned subsidiary of Essence Group Holding Company (EGHC). EGHC is controlled by JDlinx, LLC which holds 59% of the voting rights. JDlinx, LLC is controlled by L. John Doerr, which makes Mr. Doerr the ultimate controlling person of the holding company system.

### **Organization Chart**

The following organizational chart depicts the holding company system at December 31, 2011, including the Company.



**Affiliated Transactions**

The Company enters into various agreements with affiliates. Active agreements are discussed below:

**Intercompany Services Agreement**

Affiliates: Lumeris, Inc. (formerly known as Wellinx, Inc.)

Effective: April 1, 2009.

Terms: Lumeris, Inc. provides to the Company various services including telecommunications, data entry, database maintenance, electronic data processing, and computer hardware/software support.

Rate(s): Essence pays a monthly fee adjusted quarterly based on medical acuity of Essence enrollees, but not to exceed Essence's direct cost of the services.

**Business Associate Agreement**

Affiliates: Lumeris, Inc. (formerly known as Wellinx, Inc.)

Effective: April 1, 2009.

Terms: This agreement was entered into in conjunction with the intercompany services agreement noted above, and is required by Centers for Medicare & Medicaid Services ("CMS") to safeguard patient health information.

Rate: No funds are exchanged under the agreement.

**Intercompany Services Agreement**

Affiliates: Essence Services Company ("ESC")

Effective: April 1, 2009.

Terms: Essence Services Company provides to the Company various executive leadership and administrative services, on a cost basis. Services include actuarial, administrative, business development, claims and customer services, clinical decision support, compliance, credentialing, enrollment, finance, human resources, medical management, network administration, quality of care, and sales and marketing services.

Rate(s): Essence pays ESC a monthly fee adjusted quarterly based on medical acuity of Essence enrollees, but not to exceed Essence's direct cost of the services.

#### **Business Associate Agreement**

Affiliates: Essence Services Company

Effective: April 1, 2009.

Terms: The agreement was entered into in conjunction with the intercompany services agreement noted above, and is required by CMS to safeguard patient health information.

Rate: No funds are exchanged under the agreement.

#### **Intercompany Administrative Services and Management Agreement**

Affiliates: Essence Healthcare of New York, Inc.

Effective: Effective on November 29, 2010.

Terms: The Company provides various administrative services on a cost basis for Essence Healthcare of New York.

Rate: Essence Healthcare of New York paid Essence a monthly fee, which was adjusted periodically to reflect the actual cost for services rendered.

#### **Business Associate Agreement**

Affiliates: Essence Healthcare of New York, Inc.

Effective: November 29, 2010.

Terms: This agreement was entered into in conjunction with the intercompany services agreement noted above, and is required by CMS to safeguard patient health information.

Rate: No funds are exchanged under the agreement.

#### **Tax Allocation Agreement**

Affiliates: Essence Health Insurance Company, Essence Group Holdings Corporation ("EGHC"), Lumeris, Inc. (formerly known as Wellinx, Inc.), Essence Services Company, LLC, and Essence Healthcare of New York, Inc.

Effective: December 2, 2007. The third amendment was effective April 1, 2009.

Terms: For each consolidated tax year, each subsidiary pays EGHC an estimated quarterly tax payment determined by the chief financial officer of EGHC based on each subsidiary's tax liability as if filing separately.

#### **Guaranty and Capital Contribution Agreement**

Affiliates: Essence Group Holdings Corporation

Effective: November 30, 2007. First amendment was September 30, 2010.

Terms: EGHC guarantees to maintain the Company's capital and surplus at the greater of a 250% RBC ratio or 2% of annual premiums as of the end of each calendar year. The amendment ensures that the minimum capital and surplus will not be less than 250% of RBC as of each calendar quarter.

### **FIDELITY BOND AND OTHER INSURANCE**

The Company is a named insured on a financial institution bond which provides \$2 million in coverage. This coverage meets the minimum amount of fidelity insurance recommended by the NAIC.

The Company also maintains the following insurance coverage: commercial auto; property; commercial general liability; workers' compensation; errors and omissions; cyber liability; directors and officers; and umbrella liability. The Company's insurance coverage appears adequate.

### **PENSIONS, STOCK OWNERSHIP AND INSURANCE PLANS**

Employees are provided a benefit package, which includes paid sick leave, holidays, vacation, medical, dental and vision plans, health care and dependent reimbursement account (cafeteria plan), short-term and long-term disability insurance, life insurance and accidental death and dismemberment, and tuition reimbursement.

Employees are eligible to participate in the Essence Healthcare Inc., Retirement Savings 401K plan. The Company also has an equity incentive plan that enables qualifying executives and other employees, officers, directors, consultants and other persons who provide services to the Company or its related entities to acquire or increase a proprietary interest in the Company by purchasing stock; and the Company has a Bonus Plan for full time Director and Officer level employees, which is awarded based on Company and individual performance.

### **TERRITORY AND PLAN OF OPERATION**

Essence is an individual practice association ("IPA") model health plan licensed as a health maintenance organization ("HMO") in Missouri under Chapter 354 (Health service corporations, health maintenance organizations and prepaid dental plans). The Company is also licensed in Illinois, Indiana, Kentucky, and Washington. As of 2011, the Company has discontinued operations in Indiana, Kentucky, and Snohomish County, Washington by not renewing its contract with the Centers for Medicare and Medicaid Services.

The Company offers Medicare Advantage and Medicare Part D prescription drug coverage under a contract with CMS.

As of December 31, 2011, the Company provided health care services to approximately 39,000 members with approximately 25,000 in Missouri, 6,000 in Illinois, and 7,000 in Washington.

## GROWTH OF COMPANY

The Company continued to expand during the examination period experiencing increases in membership in the Illinois and Missouri markets. The Company also expanded into the states of Indiana, Kentucky, and Washington in 2008, and experienced substantial increases in membership through 2010. After determining that operations in Indiana, Kentucky and Snohomish County, Washington were unprofitable, the Company exited the Snohomish County, Washington market, and did not renew the contracts with CMS in the Indiana, and Kentucky markets in 2011, leading to an overall membership decrease from 2010 to 2011.

<u>Year</u>	Health	Capital &	Health Premiums
	Premiums Earned in <u>(000's)</u>	Surplus in <u>(000's)</u>	Written to Capital & Surplus
2011	\$ 409,499	\$ 53,151	770.44%
2010	461,462	38,049	1212.81%
2009	317,538	24,538	1294.07%
2008	196,246	19,756	993.35%

## LOSS EXPERIENCE

The following exhibit reflects the Company's claims unpaid and medical expense experience over the examination period. Claims unpaid were higher in 2009 as a result of an increase in amounts due to the participating medical groups at year-end. The spike in medical benefits in 2010 was the result of growth in membership, and the increase in the medical loss ratio was largely due to underperformance in the Kentucky and Snohomish County, Washington markets. Excluding these markets, the medical loss ratio would have been 84.7%. Performance normalized in 2011, as the Company exited unprofitable markets and focused on its core Saint Louis market.

<u>Year</u>	Claims <u>Liabilities</u>	Medical <u>Benefits</u>	Medical <u>Loss Ratio</u>
2011	\$ 69,468,158	\$ 339,736,265	83.00%
2010	69,308,894	417,540,537	90.50%
2009	73,457,487	271,997,478	85.70%
2008	38,034,971	156,501,640	79.70%

## REINSURANCE

### General

Direct written, assumed and ceded premium for the current examination period was as follows:

	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>
Direct Business	\$412,886,546	\$466,403,059	\$318,753,901	\$197,126,687
Reinsurance Assumed	-	-	-	-
Reinsurance Ceded	3,387,077	4,940,748	1,215,822	880,752
<b>Net Premiums</b>	<u>\$409,499,469</u>	<u>\$461,462,311</u>	<u>\$317,538,079</u>	<u>\$196,245,935</u>

### Assumed

The Company did not assume any reinsurance during the period under examination.

### Ceded

The Company reinsures losses under an Excess Risk Reinsurance Agreement, effective January 1, 2011, with Munich Reinsurance America, Inc. The maximum reinsurance coverage payable under the agreement for eligible charges as to any one member for the agreement year is \$2,000,000. Ninety percent of the eligible charges in excess of a \$175,000 deductible are reinsured.

The reinsurance agreement was renewed for 2012 with similar terms; however, coverage pertaining to members of certain provider groups applies after a deductible of \$75,000.

## ACCOUNTS AND RECORDS

### General

The Company's financial statements were prepared using Microsoft Dynamics NAV (formerly Navision) financial accounting software.

Reserves and related actuarial items as of December 31, 2011, were reviewed and certified by Herbert B. Olson, FSA, MAAA, and Chief Actuary for Essence Healthcare, Inc.

### Independent Actuaries

Pursuant to a contract with the DIFP, Leon L. Langlitz, FSA, MAAA; and Karen E. Elsom, FSA, MAAA of Lewis & Ellis, Inc., reviewed the underlying actuarial assumptions and actuarial methods used in determining actuarial liabilities and related items.

They concluded that the actuarial liabilities and related items are fairly stated in the aggregate and meet the requirements of the insurance laws and regulations of the state of Missouri.

### Independent Auditor

The Company's financial statements for the period January 1, 2009 to December 31, 2011, were audited by Ernst & Young LLP, Certified Public Accountants. The workpapers and reports of the independent audit for the year ended December 31, 2011, were reviewed for this examination. These workpapers and reports were used in the course of this examination as deemed appropriate.

### **Information Systems**

In conjunction with this examination, Andrew Balas, AES, Information Systems Financial Examiner with the DIFP, conducted a review of the Company's information systems. His evaluation did not identify any significant weaknesses.

## **STATUTORY DEPOSITS**

### **Deposits with the State of Missouri**

The funds on deposit with the Missouri Department of Insurance, Financial Institutions and Professional Registration as of December 31, 2011, were sufficient in par and market value to meet the capital deposit requirements for the state of Missouri in accordance with Section 354.410 RSMo (Certificate issued, when--annual deposit, requirements--capital account, amount, contents):

<u>Type of Security</u>	<u>Par Value</u>	<u>Fair Value</u>	<u>Statement Value</u>
U.S. Treasury Bond	<u>\$625,000</u>	<u>\$626,269</u>	<u>\$625,000</u>

### **Deposits with Other States**

The Company also has funds on deposit with other states in which it is licensed. Those funds on deposit as of December 31, 2011, were as follows:

<u>State</u>	<u>Type of Security</u>	<u>Par Value</u>	<u>Fair Value</u>	<u>Statement Value</u>
Illinois	U.S. Treasury Bond	<u>\$ 330,000</u>	<u>\$ 329,987</u>	<u>\$ 329,925</u>
Washington	U.S. Treasury Bond	<u>149,000</u>	<u>149,286</u>	<u>148,888</u>
Total		<u>\$ 479,000</u>	<u>\$ 479,273</u>	<u>\$ 478,813</u>

## **FINANCIAL STATEMENTS**

The following financial statements, with supporting exhibits, present the financial condition of the Company as of December 31, 2011, and the results of operations for the year then ended. Any examination adjustments to the amounts reported in the financial statements and/or comments regarding such are made in the "Comments on the Financial Statements," which follow the financial statements.

There may have been additional differences found in the course of this examination, which are not shown in the "Comments on the Financial Statements." These differences, if any, were determined to be immaterial in relation to the financial statements, and therefore were only communicated to the Company and noted in the workpapers for each individual annual statement item.

## ASSETS

	Assets	Nonadmitted Assets	Net Admitted Assets
Bonds	\$ 68,371,209	\$	\$ 68,371,209
Common Stocks	\$ 1,912,829		\$ 1,912,829
Cash, cash equivalents and short-term investments	58,059,846		58,059,846
Investment income due and accrued	420,083		420,083
Uncollected premiums	2,108,128	23,017	2,085,111
Amounts recoverable from reinsurers	204,803		204,803
Amounts receivable relating to uninsured plans	1,501,632		1,501,632
Net deferred tax asset	939,156		939,156
Receivables from parent, subsidiaries and affiliates	1,118,338		1,118,338
Healthcare receivables	4,502,511	1,311,431	3,191,080
<b>Total assets</b>	<b>\$ 139,138,535</b>	<b>\$ 1,334,448</b>	<b>\$ 137,804,087</b>

## LIABILITIES, CAPITAL, AND SURPLUS

Claims unpaid	\$ 33,836,785
Accrued medical incentive pool	35,631,373
Unpaid claim adjustment expenses	844,648
Aggregate health policy reserves	3,097,794
Premiums received in advance	61,715
General expenses due or accrued	1,257,297
Current federal and foreign income tax payable	3,161,843
Amounts due parents, subsidiaries, and affiliates	1,964,680
Liability for amounts held under uninsured plans	4,786,688
Abandoned property	10,508
Total liabilities	<u>\$ 84,653,331</u>
Common capital stock	\$ 100
Gross paid in and contributed surplus	18,424,787
Surplus Notes	26,875,315
Unassigned funds (surplus)	7,850,554
Total capital and surplus	<u>\$ 53,150,756</u>
Total liabilities, capital and surplus	<u><u>\$ 137,804,087</u></u>

## STATEMENT OF REVENUE AND EXPENSES

Net premium income	\$ 409,499,469	
Intercompany service revenue	11,489	
Total revenues	\$ 409,510,958	\$ 409,510,958
Hospital/medical benefits	\$ 219,247,411	
Other professional services	8,384,270	
Outside referrals	18,206,349	
Emergency room and out-of-area	11,166,268	
Prescription drugs	37,735,299	
Transportation	294,460	
Incentive pool withhold	47,499,459	
 Net reinsurance recoveries	 (2,797,251)	
 Claims adjustment expenses	 8,165,390	
General administrative expenses	39,506,387	
Total underwriting deductions		387,408,042
Net underwriting gain (loss)		\$ 22,102,916
Net investment income earned	\$ 504,234	
Net realized capital gain (loss) less capital gains tax	347,050	
Net investment gains		851,284
Net income (loss) after capital gains tax and before federal income tax		\$ 22,954,200
Federal income tax		3,161,843
Net income		\$ 19,792,357

**RECONCILIATION OF CAPITAL AND SURPLUS**  
**Changes from December 31, 2008 to December 31, 2011**

	2008	2009	2010	2011
Capital and surplus, December 31 prior year	\$10,837,678	\$ 19,755,757	\$ 24,537,651	\$ 38,049,035
Net income	\$ 8,394,030	1,133,735	(12,711,684)	\$ 19,792,357
Change in unrealized capital gains (losses)		(1,794,988)	(1,170,993)	(1,755,325)
Change in net deferred income tax	(67,000)	(108,000)	4,874,329	(4,938,173)
Change in non-admitted assets	591,049	(14,811)	(2,430,269)	2,002,862
Change in surplus notes	208,754	208,750	20,298,478	1,171,204
Surplus not interest	(208,754)	(208,750)	(398,478)	(1,171,204)
Paid in Capital		100		
Paid in Surplus		4,999,900	5,050,000	
Accounting changes and corrections of errors		565,958		
Change in capital and surplus for the year	8,918,079	4,781,894	13,511,384	15,101,721
Capital and surplus, December 31 current year	\$ 19,755,757	\$ 24,537,651	\$ 38,049,035	\$ 53,150,756

## **COMMENTS ON THE FINANCIAL STATEMENTS**

There are no comments on the Company's financial statements.

## **SUMMARY OF RECOMMENDATIONS**

There are no recommendations.

