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QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2008

OF THE CONDITION AND AFFAIRS OF THE

Neighborhood Health Plan of Rhode Island

NAIC Group Code 0000 (Current Period), 0000 (Prior Period) NAIC Company Code 95402 Employer's ID Number 05-0477052

Organized under the Laws of Rhode Island, State of Domicile or Port of Entry Rhode Island

Country of Domicile United States

Licensed as business type: Life, Accident & Health [ ] Property/Casualty [ ] Hospital, Medical & Dental Service or Indemnity [ ]
Dental Service Corporation [ ] Vision Service Corporation [ ] Health Maintenance Organization [X]
Other [ ] Is HMO, Federally Qualified? Yes [ ] No [X]

Incorporated/Organized 12/09/1993 Commenced Business 12/01/1994

Statutory Home Office 299 Promenade St (Street and Number), Providence, RI 02908 (City, State and Zip Code)

Main Administrative Office 299 Promenade St (Street and Number) Providence, RI 02908 (City or Town, State and Zip Code) 401-459-6000 (Area Code) (Telephone Number)

Mail Address 299 Promenade St (Street and Number or P.O. Box), Providence, RI 02908 (City or Town, State and Zip Code)

Primary Location of Books and Records 299 Promenade St (Street and Number) Providence, RI 02908 (City, State and Zip Code) 401-459-6124 (Area Code) (Telephone Number)

Internet Website Address http://www.nhpri.org/

Statutory Statement Contact Glenn Wang (Name) 401-459-6124 (Area Code) (Telephone Number) (Extension)

gwang@nhpri.org (E-Mail Address) 401-459-6043 (Fax Number)

OFFICERS

Name	Title	Name	Title
Mark Reynolds	Chief Executive Officer	Thomas Clark Phillip Jr., CPA #	Chief Financial Officer
Leon McTyeire Johnston MD	Chief Medical Officer	Nancy Coburn	Chief Operating Officer

OTHER OFFICERS

Maria Montanaro	Vice Chairman	Brenda Dowlatshahi #	Secretary
Raymond Joseph Lavoie Jr.	Chairman	James Hooley	Treasurer

DIRECTORS OR TRUSTEES

Maria Montanaro	William Hochstrasser-Walsh	Merrill Thomas	James Hooley
Brenda Dowlatshahi	Raymond Joseph Lavoie Jr.	Darrell A. Lee	Dennis Michael Roy
Mark Reynolds	Christine Ferguson JD #	Pablo Rodriguez M.D.	Peter Bancroft #
M. Lamin Sarr	Jane Hayward #		

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

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

Mark Reynolds Chief Executive Officer	Thomas Clark Phillip, Jr. CPA Chief Financial Officer	Leon McTyeire Johnston MD Chief Medical Officer

Subscribed and sworn to before me this
_____ day of _____, _____

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

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	34,898,653		34,898,653	25,163,473
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	7		7	233,271
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less $ ..... encumbrances)			0	0
4.2 Properties held for the production of income (less $ ..... encumbrances)			0	0
4.3 Properties held for sale (less $ ..... encumbrances)			0	0
5. Cash ($ (2,482,419)), cash equivalents ($ 5,030,807) and short-term investments ($ 57,312,473)	59,860,861		59,860,861	40,115,612
6. Contract loans, (including $ ..... premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	59,465	59,465	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	94,818,986	59,465	94,759,521	65,512,356
11. Title plants less $ ..... charged off (for Title insurers only)			0	0
12. Investment income due and accrued	505,800		505,800	543,632
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection	2,306,368	4,574	2,301,794	2,573,569
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	0	0	0	486,609
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans	69,809		69,809	136,897
16.1 Current federal and foreign income tax recoverable and interest thereon			0	0
16.2 Net deferred tax asset			0	0
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software	1,220,007	1,063,881	156,126	178,597
19. Furniture and equipment, including health care delivery assets ($ .....)	518,057	518,057	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates			0	0
22. Health care ($ 11,687,164) and other amounts receivable	11,687,164	236,469	11,450,695	2,105,684
23. Aggregate write-ins for other than invested assets	742,830	737,130	5,700	40,987
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	111,869,021	2,619,576	109,249,445	71,578,331
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	111,869,021	2,619,576	109,249,445	71,578,331
DETAILS OF WRITE-INS				
0901. Security Deposits	59,465	59,465	0	0
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	59,465	59,465	0	0
2301. Other Receivable	8,158	2,458	5,700	40,987
2302. Prepaid Expenses	426,343	426,343	0	0
2303. Leasehold Improvements	308,329	308,329	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	742,830	737,130	5,700	40,987

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ 414,000 reinsurance ceded)	37,023,702		37,023,702	22,461,637
2. Accrued medical incentive pool and bonus amounts	2,507,744		2,507,744	4,090,698
3. Unpaid claims adjustment expenses	1,480,948		1,480,948	858,799
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	23,670,665		23,670,665	0
9. General expenses due or accrued	3,058,276		3,058,276	3,044,917
10.1 Current federal and foreign income tax payable and interest thereon (including $ ..... on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	830,319		830,319	749,892
13. Remittances and items not allocated			0	0
14. Borrowed money (including $ ..... current) and interest thereon $ ..... (including $ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with ($ ..... authorized reinsurers and $ ..... unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans	3,774,229		3,774,229	2,229,816
21. Aggregate write-ins for other liabilities (including $ ..... current)	1,156	0	1,156	34,447
22. Total liabilities (Lines 1 to 21)	72,347,039	0	72,347,039	33,470,206
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX		0
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX		0
27. Surplus notes	XXX	XXX	1,500,000	1,500,000
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	35,402,407	36,608,123
30. Less treasury stock, at cost:				
30.1 ..... shares common (value included in Line 24) $ .....)	XXX	XXX		0
30.2 ..... shares preferred (value included in Line 25) $ .....)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	36,902,407	38,108,123
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	109,249,446	71,578,329
DETAILS OF WRITE-INS				
2101. Unearned Grant Liability	1,156		1,156	34,447
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	1,156	0	1,156	34,447
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	615,896	596,276	795,060
2. Net premium income (including $ ..... non-health premium income)	XXX	175,664,489	137,805,584	187,641,076
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of $ ..... medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	2,258,402	1,973,660	2,287,720
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	177,922,891	139,779,244	189,928,796
Hospital and Medical:				
9. Hospital/medical benefits		72,677,032	63,085,236	74,302,481
10. Other professional services		31,702,625	24,182,573	34,185,123
11. Outside referrals		19,075,015	11,166,232	14,420,261
12. Emergency room and out-of-area		13,012,331	6,082,324	14,584,858
13. Prescription drugs		23,160,433	16,719,286	22,607,451
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		3,961,136	3,223,768	6,087,657
16. Subtotal (Lines 9 to 15)	0	163,588,572	124,459,419	166,187,831
Less:				
17. Net reinsurance recoveries		378,341	739,780	781,740
18. Total hospital and medical (Lines 16 minus 17)	0	163,210,231	123,719,639	165,406,091
19. Non-health claims (net)			0	0
20. Claims adjustment expenses, including $ 3,310,602 ..... cost containment expenses		6,275,817	6,251,422	7,506,019
21. General administrative expenses		11,027,950	6,901,579	9,303,444
22. Increase in reserves for life and accident and health contracts including $ ..... increase in reserves for life only)			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	180,513,998	136,872,640	182,215,554
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(2,591,107)	2,906,604	7,713,242
25. Net investment income earned		1,893,083	2,185,713	3,088,748
26. Net realized capital gains (losses) less capital gains tax of $		12,328	0	4,920
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,905,411	2,185,713	3,093,668
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $ .....) (amount charged off $ 101,243		(101,243)	(27,807)	(162,515)
29. Aggregate write-ins for other income or expenses	0	39,580	42,826	57,057
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(747,359)	5,107,336	10,701,452
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	(747,359)	5,107,336	10,701,452
DETAILS OF WRITE-INS				
0601. DHS Incentive Income	XXX	1,146,345	1,024,198	1,024,198
0602. Other Program Revenue	XXX	369,225	497,475	582,075
0603. Grant Revenue	XXX	363,494	0	95,868
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	379,338	451,987	585,579
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	2,258,402	1,973,660	2,287,720
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Community Access Program Grant revenue			0	177
2902. Miscellanous income		1,660	166	0
2903. Rent income		37,920	42,660	56,880
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	39,580	42,826	57,057

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year to Date	2 Prior Year to Date	3 Prior Year
	CAPITAL AND SURPLUS ACCOUNT:			
33.	Capital and surplus prior reporting year	38,108,125	28,038,066	28,038,066
34.	Net income or (loss) from Line 32	(747,359)	5,107,336	10,701,452
35.	Change in valuation basis of aggregate policy and claim reserves		0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of $		0	0
37.	Change in net unrealized foreign exchange capital gain or (loss)		0	0
38.	Change in net deferred income tax		0	0
39.	Change in nonadmitted assets	(458,359)	(150,390)	(631,393)
40.	Change in unauthorized reinsurance	0	0	0
41.	Change in treasury stock		0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles		0	0
44.	Capital Changes:			
	44.1 Paid in		0	0
	44.2 Transferred from surplus (Stock Dividend)		0	0
	44.3 Transferred to surplus		0	0
45.	Surplus adjustments:			
	45.1 Paid in		0	0
	45.2 Transferred to capital (Stock Dividend)	0	0	0
	45.3 Transferred from capital		0	0
46.	Dividends to stockholders		0	0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	0
48.	Net change in capital & surplus (Lines 34 to 47)	(1,205,718)	4,956,946	10,070,059
49.	Capital and surplus end of reporting period (Line 33 plus 48)	36,902,407	32,995,012	38,108,125
	DETAILS OF WRITE-INS			
4701.			0	0
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance	199,602,355	168,100,393
2. Net investment income	1,988,968	3,170,000
3. Miscellaneous income	2,258,402	2,287,720
4. Total (Lines 1 to 3)	203,849,725	173,558,113
5. Benefits and loss related payments	158,932,848	161,694,262
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0
7. Commissions, expenses paid and aggregate write-ins for deductions	15,118,421	16,575,081
8. Dividends paid to policyholders		0
9. Federal and foreign income taxes paid (recovered) net of $ ..... tax on capital gains (losses)	0	0
10. Total (Lines 5 through 9)	174,051,269	178,269,343
11. Net cash from operations (Line 4 minus Line 10)	29,798,456	(4,711,230)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	17,640,000	20,735,000
12.2 Stocks	233,264	246,005
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	981	147,694
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	17,874,245	21,128,699
13. Cost of investments acquired (long-term only):		
13.1 Bonds	27,421,887	20,117,908
13.2 Stocks	0	479,276
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	147,954
13.7 Total investments acquired (Lines 13.1 to 13.6)	27,421,887	20,745,138
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(9,547,642)	383,561
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied)	(505,565)	(577,901)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(505,565)	(577,901)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	19,745,249	(4,905,570)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	40,115,612	45,021,182
19.2 End of period (Line 18 plus Line 19.1)	59,860,861	40,115,612

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	65,927	0	0	0	0	0	0	0	65,927	0
2 First Quarter	65,697	0	0	0	0	0	0	0	65,697	0
3 Second Quarter	65,799	0	0	0	0	0	0	0	65,799	0
4. Third Quarter	73,207								73,207	
5. Current Year	0									
6 Current Year Member Months	615,896								615,896	
Total Member Ambulatory Encounters for Period:										
7. Physician	71,638								71,638	
8. Non-Physician	142,682								142,682	
9. Total	214,320	0	0	0	0	0	0	0	214,320	0
10. Hospital Patient Days Incurred	18,702								18,702	
11. Number of Inpatient Admissions	5,796								5,796	
12. Health Premiums Written	0									
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	0									
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	150,609,461								150,609,461	
18. Amount Incurred for Provision of Health Care Services	163,588,572								163,588,572	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ .....

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
RHODE ISLAND HOSPITAL	1,401,213	26,867	13,145	8,784	51,735	1,501,743
WOMEN & INFANTS	2,076,019	1,947,752	1,619,769	406,594	105,925	6,156,059
ROGER WILLIAMS	338,518	51,180	28,684	1,154	1,190	420,726
MIRIAM HOSPITAL	263,319	169	7,986		12,304	283,777
ST. JOSEPH HOSPITAL	154,770	154	1,152		11,789	167,865
KENT COUNTY MEM. HOSPITAL	333,698	370,708	335,782	79,978	23,110	1,143,276
NEWPORT HOSPITAL	119,433	636	1,654		4,719	126,441
MEMORIAL HOSPITAL	56,268	34,655	23,432	1,011	(5,602)	109,766
THE WESTERLY HOSPITAL	45,080		454		1,232	46,766
DENMARK HOME MEDICAL EQUIP	1,263	14,666	5,693		939	22,561
UNIVERSITY EMERGENCY		13,409	2,172	59	(18)	15,622
AQUIDNECK RADIOLOGISTS, INC		3,946	11,523		74	15,544
ASSOCIATES PHYS		7,712	3,583	3,400	296	14,990
URGENT MEDICAL CARE		12,363		577	1,850	14,790
LANDMARK MEDICA		10,144	860	640	2,583	14,228
WARWICK URGENT CARE PARTNERS INC		8,727		300	1,775	10,803
ATMED TREATMENT CENTER, INC		10,737	42			10,779
0199999 Individually Listed Claims Unpaid	4,789,580	2,513,826	2,055,931	502,498	213,902	10,075,737
0299999 Aggregate Accounts Not Individually Listed-Uncovered						0
0399999 Aggregate Accounts Not Individually Listed-Covered	3,940	69,911	35,236	10,700	22,885	142,672
0499999 Subtotals	4,793,520	2,583,737	2,091,167	513,198	236,787	10,218,409
0599999 Unreported Claims and Other Claim Reserves	XXX	XXX	XXX	XXX	XXX	27,219,293
0699999 Total Amounts Withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total Claims Unpaid	XXX	XXX	XXX	XXX	XXX	37,437,702
0899999 Accrued Medical Incentive Pool and Bonus Amounts	XXX	XXX	XXX	XXX	XXX	2,507,744

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
1. Comprehensive (hospital & medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	20,388,579	124,298,451	(9,365)	37,033,067	20,379,214	22,461,637
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8)	20,388,579	124,298,451	(9,365)	37,033,067	20,379,214	22,461,637
10. Healthcare receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	2,313,400	3,230,691	821,131	1,686,613	3,134,531	4,090,698
13. Totals	22,701,979	127,529,142	811,766	38,719,680	23,513,745	26,552,335

(a) Excludes $ ..... loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

3rd Quarter 2008

18. Gain or Loss from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans:

18A0A. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	$0
18A0B Total Net other income or expenses	$293,512
18A0C Net gain or (loss) from operations	$293,512
Member Months	26,520

B. ASC Plans:

18B0A Gross reimbursement for medical cost incurred	$26,044,060
18B0B Gross administrative fees accrued	$2,070,860
18B0C Other income or expenses	$0
18B0D Gross expenses incurred (claims & admin)	$27,630,130
18B0E Total net gain/(loss) from operations	$484,790
Member Months	41,954

GENERAL INTERROGATORIES

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

PART 1 - COMMON INTERROGATORIES
GENERAL

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

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

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

2.2 If yes, date of change: .....

3. Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.

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

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

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

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

If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2005

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2005

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/22/2007

6.4 By what department or departments?

RI Department of Business Regulation, Insurance Division.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ ] No [ ] NA [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with?..... Yes [ ] No [X] NA [ ]

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

7.2 If yes, give full information:

.....

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

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

.....

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

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

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

GENERAL INTERROGATORIES

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

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

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

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

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

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

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

FINANCIAL

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

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

INVESTMENT

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0

13. Amount of real estate and mortgages held in short-term investments: $ 0

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$	$
14.22 Preferred Stock	$	$
14.23 Common Stock	$	$
14.24 Short-Term Investments	$	$
14.25 Mortgage Loans on Real Estate	$	$
14.26 All Other	$	$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$	$

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

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

GENERAL INTERROGATORIES

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

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

1 Name of Custodian(s)	2 Custodian Address
Merrill Lynch	One Citizens Plaza, Providence, RI 02903
RBS Citizens Bank, N. A.	One Citizens Plaza, Providence, RI 02903

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

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

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

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
State Street		05/31/2008	Account closed

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

1 Central Registration Depository	2 Name(s)	3 Address
7691	Merrill Lynch	1 Citizens Plaza, Suite 1000, Providence, RI 02903
	RBS Citizens Bank, N.A.	1 Citizens Plaza, Providence, RI 02903

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

17.2 If no, list exceptions:

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
22667	95-2371728	04/01/2008	ACCIDENT AND HEALTH AFFILIATES ACE American Insurance Company	436 Walnut St., Philadelphia, PA 19106	ASL/I/A	Yes
			ACCIDENT AND HEALTH NON-AFFILIATES			
			LIFE AND ANNUITY AFFILIATES			
			LIFE AND ANNUITY NON-AFFILIATES			
			PROPERTY/CASUALTY AFFILIATES			
			PROPERTY/CASUALTY NON-AFFILIATES			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
States, Etc.	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama AL								0	
2. Alaska AK								0	
3. Arizona AZ								0	
4. Arkansas AR								0	
5. California CA								0	
6. Colorado CO								0	
7. Connecticut CT								0	
8. Delaware DE								0	
9. District of Columbia DC								0	
10. Florida FL								0	
11. Georgia GA								0	
12. Hawaii HI								0	
13. Idaho ID								0	
14. Illinois IL								0	
15. Indiana IN								0	
16. Iowa IA								0	
17. Kansas KS								0	
18. Kentucky KY								0	
19. Louisiana LA								0	
20. Maine ME								0	
21. Maryland MD								0	
22. Massachusetts MA								0	
23. Michigan MI								0	
24. Minnesota MN								0	
25. Mississippi MS								0	
26. Missouri MO								0	
27. Montana MT								0	
28. Nebraska NE								0	
29. Nevada NV								0	
30. New Hampshire NH								0	
31. New Jersey NJ								0	
32. New Mexico NM								0	
33. New York NY								0	
34. North Carolina NC								0	
35. North Dakota ND								0	
36. Ohio OH								0	
37. Oklahoma OK								0	
38. Oregon OR								0	
39. Pennsylvania PA								0	
40. Rhode Island RI	L			175,664,489				175,664,489	
41. South Carolina SC								0	
42. South Dakota SD								0	
43. Tennessee TN								0	
44. Texas TX								0	
45. Utah UT								0	
46. Vermont VT								0	
47. Virginia VA								0	
48. Washington WA								0	
49. West Virginia WV								0	
50. Wisconsin WI								0	
51. Wyoming WY								0	
52. American Samoa AS								0	
53. Guam GU								0	
54. Puerto Rico PR								0	
55. U.S. Virgin Islands VI								0	
56. Northern Mariana Islands MP								0	
57. Canada CN								0	
58. Aggregate Other Alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	175,664,489	0	0	0	175,664,489	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	0	175,664,489	0	0	0	175,664,489	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

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

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

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	RESPONSE
1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1.

Bar Code:

1. 9 5 4 0 2 2 0 0 8 3 6 5 0 0 0 0 3

OVERFLOW PAGE FOR WRITE-INS

MQ004 Additional Aggregate Lines for Page 04 Line 6.
*REVEX1

	1 Uncovered	2 Total	3 Total	4 Total
0604. Pharmacy Rebates	XXX	379,338	451,987	585,579
0697. Summary of remaining write-ins for Line 6 from Page 04	XXX	379,338	451,987	585,579

SCHEDULE A - VERIFICATION

Real Estate

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		
2.2 Additional investment made after acquisitions		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amount		0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		0
2.2 Additional investment made after acquisitions		0
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted accounts		0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE BA – VERIFICATION

Other Long Term Invested Assets

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisitions		0
2.2 Additional investment made after acquisitions		0
3. Capitalized deferred interest and other		
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts		0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	25,396,743	25,800,958
2. Cost of bonds and stocks acquired	27,421,887	20,597,184
3. Accrual of discount	8,680	28,745
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	11,347	5,180
6. Deduct consideration for bonds and stocks disposed of	17,873,264	20,981,005
7. Deduct amortization of premium	66,733	54,319
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	34,898,660	25,396,743
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	34,898,660	25,396,743

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	52,906,506	11,338,014	12,243,594	(24,656)	46,412,020	52,906,506	51,976,270	41,477,810
2. Class 2 (a)	0				0	0	0	0
3. Class 3 (a)	0				0	0	0	0
4. Class 4 (a)	0				0	0	0	0
5. Class 5 (a)	0				0	0	0	0
6. Class 6 (a)	0				0	0	0	0
7. Total Bonds	52,906,506	11,338,014	12,243,594	(24,656)	46,412,020	52,906,506	51,976,270	41,477,810
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	52,906,506	11,338,014	12,243,594	(24,656)	46,412,020	52,906,506	51,976,270	41,477,810

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 $.....; NAIC 2 $.....; NAIC 3 $.....; NAIC 4 $.....; NAIC 5 $.....; NAIC 6 $.....

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
8299999 Totals	57,312,473	XXX	57,338,813	687,104	132,473

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	29,998,830	11,610,428
2. Cost of short-term investments acquired	63,699,224	41,738,708
3. Accrual of discount	91,715	
4. Unrealized valuation increase (decrease)		147,954
5. Total gain (loss) on disposals	981	(260)
6. Deduct consideration received on disposals	36,400,312	23,498,000
7. Deduct amortization of premium	77,965	
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	57,312,473	29,998,830
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	57,312,473	29,998,830

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

SCHEDULE E-VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	12,256,526	
2. Cost of cash equivalents	1,638,420	
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	8,864,139	
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	5,030,807	0
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	5,030,807	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator [a]
3136F3-WG-7	FED NATL MORTGAGE ASSOC 12/4/2009		08/26/2008	Merrill Lynch		136,743	137,000	948	1FE
3128X7-ZP-2	FEDERAL HOME LN MTG CORP 12/10/2009		08/26/2008	Merrill Lynch		74,906	75,000	505	1FE
3128X6-X7-6	FEDERAL HOME LN MTG CORP 2/19/2010		08/26/2008	Merrill Lynch		997,740	1,000,000	722	1FE
3133XR-R5-1	FEDERAL HOME LOAN BANK 07/02/13		07/24/2008	Merrill Lynch		100,000	100,000	319	1FE
3133XR-UE-8	FEDERAL HOME LOAN BANK 07/28/11		07/17/2008	Merrill Lynch		1,100,000	1,100,000	0	1FE
31398A-RP-9	FEDERAL NATL MTG ASSOC 6/9/2010		08/26/2008	Merrill Lynch		997,060	1,000,000	7,042	1FE
0399999 - Total - Bonds - U.S. Government						3,406,449	3,412,000	9,536	XXX
1099999 - Total - Bonds - All Other Government						0	0	0	XXX
1799999 - Total - Bonds - States, Territories and Possessions						0	0	0	XXX
2499999 - Total - Bonds - Political Subdivisions						0	0	0	XXX
3199999 - Total - Bonds - Special Revenue						0	0	0	XXX
3899999 - Total - Bonds - Public Utilities						0	0	0	XXX
084670-AS-7	BERKSHIRE HATHAWAY FIN 5/15/2012		09/11/2008	Merrill Lynch		843,761	825,000	13,171	1
177366-10-1	Citizensselect Prime MMKT #462		09/30/2008	Citizens Investment Management Services		211,714	211,714		1
4599999 - Total - Bonds - Industrial, Misc.						1,055,475	1,036,714	13,171	XXX
4699999 - Total - Bonds - Credit Tenant Loans						0	0	0	XXX
5399999 - Total - Bonds - Parent, Subsidiaries, Affiliates						0	0	0	XXX
6099997 - Total - Bonds - Part 3						4,461,924	4,448,714	22,708	XXX
6099999 - Total - Bonds						4,461,924	4,448,714	22,708	XXX
6199999 - Total - Preferred Stocks - Public Utilities						0	XXX	0	XXX
6299999 - Total - Preferred Stocks - Banks, Trusts, Insurance						0	XXX	0	XXX
6399999 - Total - Preferred Stocks - Industrial, Misc.						0	XXX	0	XXX
6499999 - Total - Preferred Stocks - Parent, Subsidiaries, Affiliates						0	XXX	0	XXX
6599997 - Total - Preferred Stocks - Part 3						0	XXX	0	XXX
6599999 - Total - Preferred Stocks						0	XXX	0	XXX
6699999 - Total - Common Stocks - Public Utilities						0	XXX	0	XXX
6799999 - Total - Common Stocks - Banks, Trusts, Insurance						0	XXX	0	XXX
6899999 - Total - Common Stocks - Industrial, Misc.						0	XXX	0	XXX
6999999 - Total - Common Stocks - Parent, Subsidiaries, Affiliates						0	XXX	0	XXX
7099999 - Total - Common Stocks - Mutual Funds						0	XXX	0	XXX
7199999 - Total - Common Stocks - Money Market Mutual Funds						0	XXX	0	XXX
7299997 - Total - Common Stocks - Part 3						0	XXX	0	XXX
7299999 - Total - Common Stocks						0	XXX	0	XXX
7399999 - Total - Preferred and Common Stocks						0	XXX	0	XXX
7499999 - Totals						4,461,924	XXX	22,708	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identi-fication	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Desig-nation or Market Indicator (a)
3133XL-JX-2	FEDERAL HOME LOAN BANK 7/9/09		07/09/2008	Merrill Lynch		50,000	50,000	49,992	49,993	0	3	0	3	0	49,996	0	4	4	2,688	07/09/2009	1FE
31359M-4W-0	FEDERAL NATL MTG ASSOC 1/29/10		07/30/2008	Merrill Lynch		500,000	500,000	499,453	491,629	0	2,252	0	2,252	0	493,881	0	6,119	6,119	26,650	01/29/2010	1FE
31359M-W5-8	FEDERAL NATL MTG ASSOC 8/22/11		08/22/2008	Merrill Lynch		500,000	500,000	502,500	501,017	0	(1,017)	0	(1,017)	0	500,000	0	0	0	28,125	08/22/2011	1FE
3133XC-W9-0	Fed Home LN BKS 9/8/10 Citizens		09/08/2008	Citizen's Bank		100,000	100,000	99,362	99,620	0	98	0	98	0	99,718	0	282	282	4,800	09/08/2010	1FE
3128X5-K8-0	Federal Home Ln Mtg Corp 3/2/12		09/02/2008	Merrill Lynch		500,000	500,000	501,563	501,078	0	(1,078)	0	(1,078)	0	500,000	0	0	0	27,000	03/02/2012	1FE
31359M-F3-2	Federal National Mtge Assn 7/25/08		07/25/2008	Matured		100,000	100,000	100,000	100,000	0	0	0	0	0	100,000	0	0	0	5,000	07/25/2008	1FE
0399999 - Bonds - U.S. Governments						1,750,000	1,750,000	1,752,870	1,743,338	0	257	0	257	0	1,743,594	0	6,406	6,406	94,263	XXX	XXX
1099999 - Bonds - All Other Governments						0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
1799999 - Bonds - States, Territories and Possessions						0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
2499999 - Bonds - Political Subdivisions						0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
3199999 - Bonds - Special Revenues						0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
3899999 - Bonds - Public Utilities						0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
94975C-AF-4	Wells Fargo Fin'l		08/15/2008	Matured		500,000	500,000	554,215	507,857	0	(7,857)	0	(7,857)	0	500,000	0	0	0	29,375	08/15/2008	1
4599999 - Bonds - Industrial and Miscellaneous						500,000	500,000	554,215	507,857	0	(7,857)	0	(7,857)	0	500,000	0	0	0	29,375	XXX	XXX
4699999 - Bonds - Credit Tenant Loans						0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
5399999 - Bonds - Parent, Subsidiaries and Affiliates						0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6099997 - Bonds - Part 4						2,250,000	2,250,000	2,307,085	2,251,194	0	(7,600)	0	(7,600)	0	2,243,594	0	6,406	6,406	123,638	XXX	XXX
6099999 - Total - Bonds						2,250,000	2,250,000	2,307,085	2,251,194	0	(7,600)	0	(7,600)	0	2,243,594	0	6,406	6,406	123,638	XXX	XXX
6199999 - Preferred Stocks - Public Utilities						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6299999 - Preferred Stocks - Banks, Trust and Insurance Companies						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6399999 - Preferred Stocks - Industrial and Miscellaneous						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6499999 - Preferred Stocks - Parent, Subsidiaries and Affiliates						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6599997 - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6599999 - Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6699999 - Common Stocks - Public Utilities						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6799999 - Common Stocks - Banks, Trust and Insurance Companies						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6899999 - Common Stocks - Industrial and Miscellaneous						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6999999 - Common Stocks - Parent, Subsidiaries and Affiliates						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7099999 - Common Stocks - Mutual Funds						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7199999 - Common Stocks - Money Market Mutual Funds						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7299997 - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7299999 - Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7399999 - Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7499999 Totals						2,250,000	XXX	2,307,085	2,251,194	0	(7,600)	0	(7,600)	0	2,243,594	0	6,406	6,406	123,638	XXX	XXX

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

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Bank of America-Cash Operating Providence, RI		0.000			(218,782)	(2,100,503)	130,715	XXX
Bank of America-Pharmacy Claims Providence, RI		0.000			12	12	12	XXX
Bank of America-Accounts Payable Providence, RI		0.000			(449,758)	(649,317)	(1,555,367)	XXX
Bank of America-Claims Providence, RI		0.000			(1,989,622)	(1,811,978)	(1,076,331)	XXX
Merrill Lynch-CIF Cash Providence, RI		0.000			0	35	1	XXX
Merrill Lynch-Institutional Cash Providence, RI		0.000			0	0	0	XXX
Merrill Lynch-Portfolio MM Cash Providence, RI		0.000			0	22	16,551	XXX
0199998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories	XXX	XXX						XXX
0199999 Totals - Open Depositories	XXX	XXX			(2,658,150)	(4,561,729)	(2,484,419)	XXX
0399999 Total Cash on Deposit	XXX	XXX			(2,658,150)	(4,561,729)	(2,484,419)	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX	2,000	2,000	2,000	XXX
0599999 Total Cash	XXX	XXX			(2,656,150)	(4,559,729)	(2,482,419)	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Bank of America-Repurchase Account			2.200		5,030,807	13,732	161,747
0199999 - U.S. Governments - Issuer Obligations					5,030,807	13,732	161,747
0399999 - Total - U.S. Government Bonds					5,030,807	13,732	161,747
5499999 - Total - Issuer Obligations					5,030,807	13,732	161,747
6099999 - Total - Bonds					5,030,807	13,732	161,747
8799999 Totals					5,030,807	13,732	161,747