



ANNUAL STATEMENT

For the Year Ending December 31, 2007

OF THE CONDITION AND AFFAIRS OF THE

Mercy Health Plans

NAIC Group Code	3386 <small>(Current Period)</small>	3386 <small>(Prior Period)</small>	NAIC Company Code	11529	Employer's ID Number	48-1262342
Organized under the Laws of	Missouri		State of Domicile or Port of Entry	Missouri		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[X] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[] N/A[X]	Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[]		
Incorporated/Organized	09/12/2002		Commenced Business	10/17/2002		
Statutory Home Office	14528 S. Outer 40, Suite 300 <small>(Street and Number)</small>			Chesterfield, MO 63017-5705 <small>(City or Town, State and Zip Code)</small>		
Main Administrative Office	14528 S. Outer 40, Suite 300 <small>(Street and Number)</small>					
	Chesterfield, MO 63017-5705 <small>(City or Town, State and Zip Code)</small>			(314)214-8100 <small>(Area Code) (Telephone Number)</small>		
Mail Address	14528 S. Outer 40, Suite 300 <small>(Street and Number or P.O. Box)</small>			Chesterfield, MO 63017-5705 <small>(City or Town, State and Zip Code)</small>		
Primary Location of Books and Records	14528 S. Outer 40, Suite 300 <small>(Street and Number)</small>					
	Chesterfield, MO 63017-5705 <small>(City or Town, State and Zip Code)</small>			(314)214-8100 <small>(Area Code) (Telephone Number)</small>		
Internet Website Address	mercyhealthplans.com					
Statutory Statement Contact	George Aloysius Schneider <small>(Name)</small>			(314)214-8140 <small>(Area Code)(Telephone Number)(Extension)</small>		
	George.Schneider@Mercy.Net <small>(E-Mail Address)</small>			(314)214-8239 <small>(Fax Number)</small>		

OFFICERS

Name	Title
Michael Gene Murphy	President
Charles Sayel Gilham	Secretary
George Aloysius Schneider	CFO & Treasurer
Kenneth Michael Treash	COO #

OTHERS

DIRECTORS OR TRUSTEES

Ronald Boughton Ashworth Anthony James Budzinski II # Thomas Hamilton Hale MD Timothy Jay Johnsen # Michael Gene Murphy	Ronnie Dale Brownsworth MD Margaret Denielle DeNarvaez James Robert Jaacks Mark Lewis Lane Robert Reade Vogel
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State of Missouri
 County of St. Louis ss

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

(Signature) Michael Gene Murphy	(Signature) Charles Sayel Gilham	(Signature) George Aloysius Schneider
(Printed Name) 1.	(Printed Name) 2.	(Printed Name) 3.
President (Title)	Secretary (Title)	CFO & Treasurer (Title)

Subscribed and sworn to before me this
28th day of February, 2008

- 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 _____

 (Notary Public Signature)

E01 Schedule A - Part 1 Real Estate Owned NONE

E02 Schedule A - Part 2 Real Estate Acquired NONE

E03 Schedule A - Part 3 Real Estate Sold NONE

E04 Schedule B - Part 1 Mortgage Loans Owned NONE

E05 Schedule B - Part 2 Mortgage Loans Sold NONE

E06 Schedule BA - Part 1 Invested Assets Owned NONE

E07 Schedule BA - Part 2 Invested Assets Sold NONE

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identi- fication	2 Description	Codes			6 NAIC Desig- nation	7 Actual Cost	Fair Value		10 Par Value	11 Book/ Adjusted Carrying Value	Change in Book Adjusted Carrying Value				Interest					Dates	
		3 *	4 F O R E I G N	5 Bond CHAR			8 Rate Used to Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization) Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B./A.C.V.	16 Rate of	17 Effective Rate of Interest	18 How Paid	19 Admitted Amount Due and Accrued	20 Gross Amount Received During Year	21 Acquired	22 Maturity
U.S. Governments - Issuer Obligations																					
3128X4F48	Federal Home Loan Mortgage Corp				1	499,340	100,0600	500,300	500,000	499,939		336			5,000	5,070	FA	9,931	25,000	02/10/2006	02/08/2008
912828FP0	US Treasury Note 4.875% 8/15/2009				1	625,345	102,7500	626,775	610,000	624,368		(978)			4,880	3,370	FA	11,152		11/15/2007	08/15/2009
912828FP0	US Treasury Note 4.875% 8/15/2009				1	107,604	102,7500	107,888	105,000	107,443		(162)			4,880	3,390	FA	1,920		11/16/2007	08/15/2009
0199999 Subtotal - U.S. Governments - Issuer Obligations						1,232,290	X X X	1,234,963	1,215,000	1,231,749		(804)			X X X	X X X	X X X	23,002	25,000	X X X	X X X
0399999 Subtotal - U.S. Governments						1,232,290	X X X	1,234,963	1,215,000	1,231,749		(804)			X X X	X X X	X X X	23,002	25,000	X X X	X X X
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations																					
02635PSS3	American General Finance Corp				1	947,300	96,6300	966,300	1,000,000	971,722		14,940			3,880	5,590	AO	9,688	38,750	04/26/2006	10/01/2009
724477AJ3	Pitney Bowes Credit Corp				1	1,091,970	106,7600	1,067,600	1,000,000	1,048,541		(26,510)			8,550	5,520	MS	25,175	85,500	04/26/2006	09/15/2009
3999999 Subtotal - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations						2,039,270	X X X	2,033,900	2,000,000	2,020,263		(11,570)			X X X	X X X	X X X	34,863	124,250	X X X	X X X
4599999 Subtotal - Industrial & Miscellaneous (Unaffiliated)						2,039,270	X X X	2,033,900	2,000,000	2,020,263		(11,570)			X X X	X X X	X X X	34,863	124,250	X X X	X X X
5499999 Subtotals - Issuer Obligations						3,271,560	X X X	3,268,863	3,215,000	3,252,013		(12,374)			X X X	X X X	X X X	57,864	149,250	X X X	X X X
6099999 Grand Total - Bonds						3,271,560	X X X	3,268,863	3,215,000	3,252,013		(12,374)			X X X	X X X	X X X	57,864	149,250	X X X	X X X

E09 Schedule D - Part 2 Sn 1 Prfrd Stocks Owned NONE

E10 Schedule D - Part 2 Sn 2 Common Stocks Owned NONE

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
Bonds - U.S. Governments								
912828FP0	US Treasury Note 4.875% 8/15/2009		11/15/2007	Central Capital Markets	X X X	625,345	610,000.00	7,434
912828FP0	US Treasury Note 4.875% 8/15/2009		11/16/2007	Bank of America-Private Bank	X X X	107,604	105,000.00	1,294
0399999 Subtotal - Bonds - U.S. Governments						732,950	715,000.00	8,728
6099997 Subtotal - Bonds - Part 3						732,950	715,000.00	8,728
6099998 Summary item from Part 5 for Bonds								
6099999 Subtotal - Bonds						732,950	715,000.00	8,728
6599998 Summary Item from Part 5 for Preferred Stocks							X X X	
7299998 Summary Item from Part 5 for Common Stocks							X X X	
7399999 Subtotal - Preferred and Common Stocks							X X X	
7499999 Totals						732,950	X X X	8,728

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED, or Otherwise DISPOSED OF During Current Year

1 CUSIP Identification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year (Amortization) Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (Cols. 11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.						
Bonds - U.S. Governments																			
3133XBSU0	Federal Home Loan Bank	06/08/2007	Matured	X X X	500,000	500,000.00	493,235	497,712		2,288		2,288		500,000				9,688	06/08/2007
912828AN0	US Treasury Note 3% 11/15/2007	11/15/2007	Matured	X X X	725,000	725,000.00	709,380	718,620		6,380		6,380		725,000				21,750	11/15/2007
0399999 Subtotal - Bonds - U.S. Governments					1,225,000	1,225,000.00	1,202,615	1,216,332		8,668		8,668		1,225,000				31,438	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)																			
00077QAG5	ABN AMRO Bank NV (Chicago)	06/18/2007	Matured	X X X	500,000	500,000.00	513,150	504,649		(4,649)		(4,649)		500,000				17,813	06/18/2007
59018YTN1	Merrill Lynch & Co Inc	04/30/2007	Matured	X X X	1,000,000	1,000,000.00	976,020	993,211		6,789		6,789		1,000,000				15,000	04/30/2007
4599999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					1,500,000	1,500,000.00	1,489,170	1,497,860		2,140		2,140		1,500,000				32,813	X X X
6099997 Subtotal - Bonds - Part 4					2,725,000	2,725,000.00	2,691,785	2,714,192		10,808		10,808		2,725,000				64,250	X X X
6099998 Summary Item from Part 5 for Bonds																			X X X
6099999 Subtotal - Bonds					2,725,000	2,725,000.00	2,691,785	2,714,192		10,808		10,808		2,725,000				64,250	X X X
6599998 Summary Item from Part 5 for Preferred Stocks																			X X X
7299998 Summary Item from Part 5 for Common Stocks																			X X X
7399999 Subtotal - Preferred and Common Stocks																			X X X
7499999 Totals					2,725,000		2,691,785	2,714,192		10,808		10,808		2,725,000				64,250	X X X

E13 Schedule D - Part 5 LT Bonds/Stocks Acquired/Disp NONE

E14 Schedule D - Part 6 Sn 1 NONE

E14 Schedule D - Part 6 Sn 2 NONE

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENT Owned December 31 of Current Year

1 Description	Codes		4 Date Acquired	5 Name of Vendor	6 Maturity Date	7 Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				12 Par Value	13 Actual Cost	Interest						20 Paid For Accrued Interest	
	2 Code	3 For- eign					8 Unrealized Valuation Increase/ (Decrease)	9 Current Year's (Amortization) Accretion	10 Current Year's Other Than Temporary Impairment Recognized	11 Total Foreign Exchange Change in B./A.C.V.			14 Amount Due and Accrued Dec. 31 of Current Year on Bonds Not in Default	15 Non-Admitted Due and Accrued	16 Rate of	17 Effective Rate of	18 How Paid	19 Gross Amount Received		
6099999 Subtotal - Bonds																				
Parent, Subsidiaries and Affiliates - Other Short-term Invested Assets																				
7699999 Subtotal - Parent, Subsidiaries and Affiliates - Other Short-term Invested Assets																				
7799999 Subtotal - Parent, Subsidiaries and Affiliates																				
Class One Money Market Mutual Funds																				
Merrill Lynch Premier Institutional Fund			12/31/2007	Mellon Bank	12/31/2008	37,078,578						37,078,578	148,553		4.786	4.786			1,488,165	
8099999 Subtotal - Class One Money Market Mutual Funds						37,078,578						37,078,578	148,553						1,488,165	
8299999 Total Short-term Investments						37,078,578						37,078,578	148,553						1,488,165	

E16	Schedule DB - Part A Sn 1 Opt/Cap/Floor Owned	NONE
E16	Schedule DB - Part A Sn 2 Opt/Cap/Floor Acquired	NONE
E17	Schedule DB - Part A Sn 3 Opt/Cap/Floor Term	NONE
E17	Schedule DB - Part B Sn 1 Opt/Cap/Floor In-force	NONE
E18	Schedule DB - Part B Sn 2 Opt/Cap/Floor Written	NONE
E18	Schedule DB - Part B Sn 3 Opt/Cap/Floor Term	NONE
E19	Schedule DB - Part C Sn 1 Col/Swap/Frwr Open	NONE
E19	Schedule DB - Part C Sn 2 Col/Swap/Frwr Opened	NONE
E20	Schedule DB - Part C Sn 3 Col/Swap/Frwr Term	NONE
E20	Schedule DB - Part D Sn 1 Futures Contracts Open	NONE
E21	Schedule DB - Part D Sn 2 Futures Contracts Opened	NONE
E21	Schedule DB - Part D Sn 3 Futures Contracts Term	NONE
E22	Schedule DB - Part E Sn 1 Counterparty Exposure	NONE
E23	Schedule E - Part 1 Cash	NONE
E24	Schedule E - Part 2 - Cash Equivalents	NONE

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

	1 States, Etc.	2 Type of Deposit	3 Purpose of Deposit	Deposits For		All Other Special Deposits	
				the Benefit of All Policyholders		5	6
				3 Book/Adjusted Carrying Value	4 Fair Value	Book/Adjusted Carrying Value	Fair Value
1.	Alabama (AL)						
2.	Alaska (AK)						
3.	Arizona (AZ)						
4.	Arkansas (AR)	B	Statutory Requirement	107,443	107,888		
5.	California (CA)						
6.	Colorado (CO)						
7.	Connecticut (CT)						
8.	Delaware (DE)						
9.	District of Columbia (DC)						
10.	Florida (FL)						
11.	Georgia (GA)						
12.	Hawaii (HI)						
13.	Idaho (ID)						
14.	Illinois (IL)						
15.	Indiana (IN)						
16.	Iowa (IA)						
17.	Kansas (KS)						
18.	Kentucky (KY)						
19.	Louisiana (LA)						
20.	Maine (ME)						
21.	Maryland (MD)						
22.	Massachusetts (MA)						
23.	Michigan (MI)						
24.	Minnesota (MN)						
25.	Mississippi (MS)						
26.	Missouri (MO)	B	Statutory Requirement	624,368	626,775		
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.	North Carolina (NC)						
35.	North Dakota (ND)						
36.	Ohio (OH)						
37.	Oklahoma (OK)						
38.	Oregon (OR)						
39.	Pennsylvania (PA)						
40.	Rhode Island (RI)						
41.	South Carolina (SC)						
42.	South Dakota (SD)						
43.	Tennessee (TN)						
44.	Texas (TX)						
45.	Utah (UT)						
46.	Vermont (VT)						
47.	Virginia (VA)						
48.	Washington (WA)						
49.	West Virginia (WV)						
50.	Wisconsin (WI)						
51.	Wyoming (WY)						
52.	American Samoa (AS)						
53.	Guam (GU)						
54.	Puerto Rico (PR)						
55.	U.S. Virgin Islands (VI)						
56.	Northern Mariana Islands (MP)						
57.	Canada (CN)						
58.	Aggregate other alien (OT)	X X X	X X X				
59.	Total	X X X	X X X	731,811	734,663		
DETAILS OF WRITE-INS							
5801.							
5802.							
5803.							
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X	X X X				
5899.	Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X	X X X				

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