

All premium written was in CA, not in OH, as indicated in the original (incorrect) filing. Schedule T is being amended to reflect that all premium written is in CA.



QUARTERLY STATEMENT

AS OF MARCH 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

SEECHANGE HEALTH INSURANCE COMPANY, INC.

| | | | | | | |
|---------------------------------------|----------------------------------|----------------|--|------------|--------------------------------|------------|
| NAIC Group Code | 0759 | 0759 | NAIC Company Code | 63541 | Employer's ID Number | 35-0982487 |
| | (Current Period) | (Prior Period) | | | | |
| Organized under the Laws of | Ohio | | State of Domicile or Port of Entry | Ohio | | |
| Country of Domicile | United States | | | | | |
| Incorporated/Organized | 05/14/1956 | | Commenced Business | 11/16/1956 | | |
| Statutory Home Office | 545 Metro Place South, Suite 100 | | Columbus, OH 43017 | | | |
| | (Street and Number) | | (City or Town, State and Zip Code) | | | |
| Main Administrative Office | 545 Metro Place South, Suite 100 | | Columbus, OH 43017 | | 763-746-8475 | |
| | (Street and Number) | | (City or Town, State and Zip Code) | | (Area Code) (Telephone Number) | |
| Mail Address | 10159 Wayzata Blvd., Suite 200 | | Minneapolis, MN 55305 | | | |
| | (Street and Number or P.O. Box) | | (City or Town, State and Zip Code) | | | |
| Primary Location of Books and Records | 545 Metro Place South, Suite 100 | | Columbus, OH 43017 | | 763-582-1266 | |
| | (Street and Number) | | (City or Town, State and Zip Code) | | (Area Code) (Telephone Number) | |
| Internet Web Site Address | www.seechangehealth.com | | | | | |
| Statutory Statement Contact | Donald Alan Powers | | 763-582-1266 | | | |
| | (Name) | | (Area Code) (Telephone Number) (Extension) | | | |
| | dpowers@seechangehealth.com | | 866-631-6661 | | | |
| | (E-Mail Address) | | (Fax Number) | | | |

OFFICERS

| | | | |
|--------------------|-----------|--------------------------------|-----------|
| Name | Title | Name | Title |
| Martin Watson | President | Donald Alan Powers | Treasurer |
| Daniel John Boivin | Secretary | Catherine Lynn Knuth FSA, MAAA | Actuary |

OTHER OFFICERS

DIRECTORS OR TRUSTEES

| | | | |
|-----------------------|--------------------|------------------------|---------------|
| Stephen Michael Krupa | Donald Alan Powers | Michael Aubrey Stocker | Martin Watson |
| Albert Sidney Waxman | | | |

State of Minnesota

County of Hennepin

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.

| | | |
|--|---------------------------------|---|
| Martin Watson President | Daniel John Boivin Secretary | Donald Alan Powers Treasurer |
| Subscribed and sworn to before me this | | a. Is this an original filing? Yes [X] No [] |
| day of | | b. If no, |
| | | 1. State the amendment number |
| | | 2. Date filed |
| | | 3. Number of pages attached |

SCHEDULE T—PREMIUMS AND ANNUITY CONSIDERATIONS

| Current Year To Date - Allocated by States and Territories | | | | | | | | |
|--|--------|-----|---------------------------------|--------------------------------|---|------------------------------|--------------------------------------|--------------------------------|
| States, Etc. | | 1 | Direct Business Only | | | | | |
| | | | Life Contracts | | 4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees | 5 Other Considerations | 6 Total Columns 2 Through 5 | 7 Deposit-Type Contracts |
| | | | 2 Life Insurance Premiums | 3 Annuity Considerations | | | | |
| 1. Alabama | AL | | | | | | | .0 |
| 2. Alaska | AK | | | | | | | .0 |
| 3. Arizona | AZ | L | | | | | | .0 |
| 4. Arkansas | AR | L | | | | | | .0 |
| 5. California | CA | L | | | 167,785 | | 167,785 | |
| 6. Colorado | CO | L | | | | | | .0 |
| 7. Connecticut | CT | | | | | | | .0 |
| 8. Delaware | DE | | | | | | | .0 |
| 9. District of Columbia | DC | | | | | | | .0 |
| 10. Florida | FL | L | | | | | | .0 |
| 11. Georgia | GA | | | | | | | .0 |
| 12. Hawaii | HI | | | | | | | .0 |
| 13. Idaho | ID | L | | | | | | .0 |
| 14. Illinois | IL | L | | | | | | .0 |
| 15. Indiana | IN | L | | | | | | .0 |
| 16. Iowa | IA | L | | | | | | .0 |
| 17. Kansas | KS | L | | | | | | .0 |
| 18. Kentucky | KY | L | | | | | | .0 |
| 19. Louisiana | LA | | | | | | | .0 |
| 20. Maine | ME | | | | | | | .0 |
| 21. Maryland | MD | L | | | | | | .0 |
| 22. Massachusetts | MA | | | | | | | .0 |
| 23. Michigan | MI | L | | | | | | .0 |
| 24. Minnesota | MN | | | | | | | .0 |
| 25. Mississippi | MS | L | | | | | | .0 |
| 26. Missouri | MO | L | | | | | | .0 |
| 27. Montana | MT | | | | | | | .0 |
| 28. Nebraska | NE | L | | | | | | .0 |
| 29. Nevada | NV | L | | | | | | .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 | L | | | | | | .0 |
| 36. Ohio | OH | L | | | | | | .0 |
| 37. Oklahoma | OK | L | | | | | | .0 |
| 38. Oregon | OR | | | | | | | .0 |
| 39. Pennsylvania | PA | | | | | | | .0 |
| 40. Rhode Island | RI | | | | | | | .0 |
| 41. South Carolina | SC | | | | | | | .0 |
| 42. South Dakota | SD | L | | | | | | .0 |
| 43. Tennessee | TN | L | | | | | | .0 |
| 44. Texas | TX | | | | | | | .0 |
| 45. Utah | UT | | | | | | | .0 |
| 46. Vermont | VT | | | | | | | .0 |
| 47. Virginia | VA | L | | | | | | .0 |
| 48. Washington | WA | | | | | | | .0 |
| 49. West Virginia | WV | L | | | | | | .0 |
| 50. Wisconsin | WI | L | | | | | | .0 |
| 51. Wyoming | WY | | | | | | | .0 |
| 52. American Samoa | AS | | | | | | | .0 |
| 53. Guam | GU | | | | | | | .0 |
| 54. Puerto Rico | PR | | | | | | | .0 |
| 55. US 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 |
| 59. Subtotal | (a) 25 | | .0 | .0 | 167,785 | .0 | 167,785 | .0 |
| 90. Reporting entity contributions for employee benefit plans | XXX | | | | | | .0 | |
| 91. Dividends or refunds applied to purchase paid-up additions and annuities | XXX | | | | | | .0 | |
| 92. Dividends or refunds applied to shorten endowment or premium paying period | XXX | | | | | | .0 | |
| 93. Premium or annuity considerations waived under disability or other contract provisions | XXX | | | | | | .0 | |
| 94. Aggregate of other amounts not allocable by State | XXX | | .0 | .0 | .0 | .0 | .0 | .0 |
| 95. Totals (Direct Business) | XXX | | .0 | .0 | 167,785 | .0 | 167,785 | .0 |
| 96. Plus Reinsurance Assumed | XXX | | | | | | .0 | |
| 97. Totals (All Business) | XXX | | .0 | .0 | 167,785 | .0 | 167,785 | .0 |
| 98. Less Reinsurance Ceded | XXX | | | | 24,409 | | 24,409 | |
| 99. Totals (All Business) less Reinsurance Ceded | XXX | | .0 | .0 | 143,376 | .0 | 143,376 | .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 |
| 5899. Totals (Lines 5801 through 5803 + 5898)(Line 58 above) | XXX | | .0 | .0 | .0 | .0 | .0 | .0 |
| 9401. | XXX | | | | | | | |
| 9402. | XXX | | | | | | | |
| 9403. | XXX | | | | | | | |
| 9498. Summary of remaining write-ins for Line 94 from overflow page | XXX | | .0 | .0 | .0 | .0 | .0 | .0 |
| 9499. Totals (Lines 9401 through 9403 + 9498)(Line 94 above) | XXX | | .0 | .0 | .0 | .0 | .0 | .0 |

(L) Licensed or Chartered – Licensed Insurance Carrier or Domiciled RRG; (R) Registered – Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above – Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.