

1.) CORPORATION NAME:

HealthMarkets Insurance Company

DUE DATE: **6/30/2014**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**CT CORPORATION SYSTEM
4701 COX ROAD, SUITE 285
GLEN ALLEN, VA**

SCC ID NO: **F0410011**

5.) STOCK INFORMATION

| CLASS | AUTHORIZED |
|--------|------------|
| COMMON | 300,000 |

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

OK

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 9151 BOULEVARD 26

CITY/ST/ZIP: NORTH RICHLAND HILLS, TX 76180

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

| | | |
|-----------------|---|--|
| | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | KENNETH J FASOLA | |
| TITLE: | P/CEO | |
| ADDRESS: | 9151 BOULEVARD 26 | |
| CITY/ST/ZIP/CO: | N RICHLAND HILLS, TX 76180 | |

| | | |
|-----------------|---|--|
| | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | RICHARD E BIERMAN | |
| TITLE: | SR VP/GC | |
| ADDRESS: | 59 GROVE ST SUITE 21 | |
| CITY/ST/ZIP/CO: | NEW CANAAN, CT 06840 | |

| | | |
|-----------------|---|--|
| | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | DERRICK A DUKE | |
| TITLE: | SR VP/T | |
| ADDRESS: | 9151 BOULEVARD 26 | |
| CITY/ST/ZIP/CO: | N RICHLAND HILLS, TX 76180 | |

| | | |
|-----------------|---|--|
| | <input checked="" type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | R SCOTT DONOVAN | |
| TITLE: | EVP/CFO | |
| ADDRESS: | 9151 BOULEVARD 26 | |
| CITY/ST/ZIP/CO: | NORTH RICHLAND HILLS, TX 76180 | |

| | | |
|-----------------|---|-----------------------------------|
| | <input checked="" type="checkbox"/> OFFICER | <input type="checkbox"/> DIRECTOR |
| NAME: | PEGGY G SIMPSON | |
| TITLE: | SECRETARY | |
| ADDRESS: | 9151 BOULEVARD 26 | |
| CITY/ST/ZIP/CO: | N RICHLAND HILLS, TX 76180 | |

| | | |
|-----------------|----------------------------------|--|
| | <input type="checkbox"/> OFFICER | <input checked="" type="checkbox"/> DIRECTOR |
| NAME: | MARK H SMITH | |
| TITLE: | DIRECTOR | |
| ADDRESS: | 9151 BOULEVARD 26 | |
| CITY/ST/ZIP/CO: | NORTH RICHLAND HILLS, TX 76180 | |

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

| | | |
|--|----------------------------------|----------|
| /s/ PEGGY G SIMPSON | PEGGY G SIMPSON, SECRETARY | 5/5/2014 |
| SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT | PRINTED NAME AND CORPORATE TITLE | DATE |
| It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing. | | |