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ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2013
OF THE CONDITION AND AFFAIRS OF THE

HealthSpan Inc

NAIC Group Code	00000	(Current Period)	NAIC Company Code	15284	Employer's ID Number	31-1431434
Organized under the Laws of	Ohio			State of Domicile or Port of Entry	Ohio	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [X]		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization []	
	Other []		Is HMO, Federally Qualified? Yes [] No []			
Incorporated/Organized	07/30/2013		Commenced Business	07/30/2013		
Statutory Home Office	225 Pictoria Dr STE 320			Cincinnati, OH, US 45246		
	(Street and Number)			(City or Town, State, Country and Zip Code)		
Main Administrative Office	225 Pictoria Dr STE 320					
	Cincinnati, OH, US 45246			513-551-1400		
	(City or Town, State, Country and Zip Code)			(Area Code) (Telephone Number)		
Mail Address	225 Pictoria Dr STE 320			Cincinnati, OH, US 45246		
	(Street and Number or P.O. Box)			(City or Town, State, Country and Zip Code)		
Primary Location of Books and Records	4600 McAuley Place					
	Cincinnati, OH, US 45242			513-981-5300		
	(City or Town, State, Country and Zip Code)			(Area Code) (Telephone Number) (Extension)		
Internet Web Site Address	N/A					
Statutory Statement Contact	Griffin E Hurd			513-981-6264		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	gehurd@health-partners.org			513-981-6118		
	(E-Mail Address)			(Fax Number)		

OFFICERS

Name	Title	Name	Title
Kenneth C Page	President	Deborah S Bloomfield	Treasurer
Robert Campbell	Secretary		

OTHER OFFICERS

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DIRECTORS OR TRUSTEES

R Jeffrey Copeland	Kenneth C Page	Molly Seals	Deborah Bloomfield PhD, CPA
Robert Campbell	Allan Calonge		

State ofOhio.....
County ofHamilton.....

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.

Kenneth C Page President	Deborah S Bloomfield Treasurer	
Subscribed and sworn to before me this	a. Is this an original filing?	Yes [] No [X]
_____ day of _____,	b. If no:	
_____	1. State the amendment number	1
	2. Date filed	09/19/2014
	3. Number of pages attached	

Exhibit 2 - A&H Premiums Due and Unpaid

NONE

Exhibit 3 - Health Care Receivables

NONE

Exhibit 3A - Analysis of HC Receivables

NONE

Exhibit 4 - Claims Unpaid

NONE

ANNUAL STATEMENT FOR THE YEAR 2013 -AMENDED OF THE HealthSpan Inc

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

Exhibit 6 - Amounts Due To Parent, Subs

NONE

Exhibit 7 - Part 1

NONE

Exhibit 7 - Part 2

NONE

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment						
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment	105,406		89,273		16,133	
6. Total	105,406	0	89,273	0	16,133	0

Schedule S - Part 1 - Section 2

NONE

Schedule S - Part 2

NONE

Schedule S - Part 3 - Section 2

NONE

Schedule S - Part 4

NONE

Schedule S - Part 5

NONE

Schedule S - Part 6

NONE

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	8,137,032		8,137,032
2. Accident and health premiums due and unpaid (Line 15).....	0		0
3. Amounts recoverable from reinsurers (Line 16.1).....	0		0
4. Net credit for ceded reinsurance.....	XXX	0	0
5. All other admitted assets (Balance).....	532,671		532,671
6. Total assets (Line 28)	8,669,703	0	8,669,703
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	0	0	0
8. Accrued medical incentive pool and bonus payments (Line 2).....	0		0
9. Premiums received in advance (Line 8).....	386,098		386,098
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)	0		0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount).....	0		0
12. Reinsurance with Certified Reinsurers (Line 20 inset amount).....	0		0
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount).....	0		0
14. All other liabilities (Balance).....	1,462,338		1,462,338
15. Total liabilities (Line 24).....	1,848,436	0	1,848,436
16. Total capital and surplus (Line 33).....	6,821,267	XXX	6,821,267
17. Total liabilities, capital and surplus (Line 34)	8,669,703	0	8,669,703
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid.....	0		
19. Accrued medical incentive pool.....	0		
20. Premiums received in advance	0		
21. Reinsurance recoverable on paid losses	0		
22. Other ceded reinsurance recoverables	0		
23. Total ceded reinsurance recoverables	0		
24. Premiums receivable	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26. Unauthorized reinsurance	0		
27. Reinsurance with Certified Reinsurers.....	0		
28. Funds held under reinsurance treaties with Certified Reinsurers.....	0		
29. Other ceded reinsurance payables/offsets	0		
30. Total ceded reinsurance payables/offsets	0		
31. Total net credit for ceded reinsurance	0		

SCHEDULE T – PART 2
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN

Allocated By States and Territories

States, Etc.		Direct Business Only					
		1	2	3	4	5	6
		Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	Totals
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						.0
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. US Virgin Islands	VI						.0
56. Northern Mariana Islands	MP						.0
57. Canada	CAN						.0
58. Aggregate Other Alien	OT						.0
59. Totals		0	0	0	0	0	0

NONE

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00000.....	HealthSpan Inc.....	15284.....	31-1431434.....				Catholic Health Partners.....	OH.....		Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			31-1161086.....				Catholic Health Partners.....	OH.....	UDP.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			34-1105619.....				St. Rita's Medical Center.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			61-0600313.....				MHP Lourdes Hospital.....	KY.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			61-0927491.....				Marcum and Wallace Memorial Hospital.....	KY.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			34-0505560.....				St. Elizabeth Health Center.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			34-0505560.....				St. Joseph Health Center.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			34-1268828.....				Lorraine Community Health Partners Physicians Office Buildings.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			34-4504991.....				Mercy Allen Medical Office Building.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			27-1408630.....				Jewish Hospital.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			31-1091597.....				Mercy West.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			31-0830955.....				Mercy Clermont.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			31-0537085.....				Mercy Anderson.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			31-0538532.....				Mercy Fairfield.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			31-0785684.....				Springfield Regional Medical Center.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			31-0785684.....				Mercy Memorial Hospital.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			34-4428250.....				St. Anne Mercy Hospital.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			34-4445373.....				St. Charles Mercy Hospital.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			34-4428250.....				St. Vincent Mercy Medical Center.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			20-1072726.....				CHP Foundation.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			45-4482083.....				Mercy Health Select.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			30-0699825.....				Mercy Property Holdings.....	OH.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0
			61-1334329.....				Lourdes Medical Pavilion LLC.....	KY.....	NIA.....	Catholic Health Partners.....	Ownership.....	100.0	Catholic Health Partners.....	0

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING		Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES.....
2.	Will an actuarial opinion be filed by March 1?	YES.....
3.	Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	
4.	Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?	
APRIL FILING		
5.	Will Management's Discussion and Analysis be filed by April 1?	YES.....
6.	Will the Supplemental Investment Risks Interrogatories be filed by April 1?	YES.....
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES.....
JUNE FILING		
8.	Will an audited financial report be filed by June 1?	YES.....
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES.....
AUGUST FILING		
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES.....

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 supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING		
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO.....
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO.....
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO.....
14.	Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO.....
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO.....
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO.....
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO.....
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?	NO.....
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO.....
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed with electronically with the NAIC by March 1?	NO.....
APRIL FILING		
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO.....
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO.....
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO.....
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	NO.....
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1?	NO.....
AUGUST FILING		
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	NO.....

Explanation:

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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OVERFLOW PAGE FOR WRITE-INS

M004 Additional Aggregate Lines for Page 04 Line 6.
*REVEX1 - Statement of Revenue and Expenses

	1 Uncovered	2 Total	3 Total
0604. Related Party Consulting and Health Benefit Plan.....	XXX	1,771,250	
0605. Payment Innovations Claims Expense.....	XXX	(3,748,450)	
0697. Summary of remaining write-ins for Line 6 from Page 04	XXX	(1,977,201)	0

OVERFLOW PAGE FOR WRITE-INS

M007 Additional Aggregate Lines for Page 07 Line 05.
*ANAOPS – Analysis of Operations by Lines of Business

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
0504. Taxable Sales-LMS.....	26,930								26,930	
Related Party Consulting and Health										
0505. Benefit Plan.....	1,771,250								1,771,250	
0597. Summary of remaining write-ins for Line 5 from page 7	1,798,180	0	0	0	0	0	0	0	1,798,180	

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business	7
Assets	2
Cash Flow	6
Exhibit 1 – Enrollment By Product Type for Health Business Only	17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18
Exhibit 3 – Health Care Receivables	19
Exhibit 3A – Analysis of Health Care Receivables Collected and Accrued	20
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	21
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	22
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	23
Exhibit 7 – Part 1 – Summary of Transactions With Providers	24
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	24
Exhibit 8 – Furniture, Equipment and Supplies Owned	25
Exhibit of Capital Gains (Losses)	15
Exhibit of Net Investment Income	15
Exhibit of Nonadmitted Assets	16
Exhibit of Premiums, Enrollment and Utilization (State Page)	30
Five-Year Historical Data	29
General Interrogatories	27
Jurat Page	1
Liabilities, Capital and Surplus	3
Notes To Financial Statements	26
Overflow Page For Write-ins	44
Schedule A – Part 1	E01
Schedule A – Part 2	E02
Schedule A – Part 3	E03
Schedule A – Verification Between Years	SI02
Schedule B – Part 1	E04
Schedule B – Part 2	E05
Schedule B – Part 3	E06
Schedule B – Verification Between Years	SI02
Schedule BA – Part 1	E07
Schedule BA – Part 2	E08
Schedule BA – Part 3	E09
Schedule BA – Verification Between Years	SI03
Schedule D – Part 1	E10

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

Schedule D – Part 1A – Section 1	SI05
Schedule D – Part 1A – Section 2	SI08
Schedule D – Part 2 – Section 1	E11
Schedule D – Part 2 – Section 2	E12
Schedule D – Part 3	E13
Schedule D – Part 4	E14
Schedule D – Part 5	E15
Schedule D – Part 6 – Section 1	E16
Schedule D – Part 6 – Section 2	E16
Schedule D – Summary By Country	SI04
Schedule D – Verification Between Years	SI03
Schedule DA – Part 1	E17
Schedule DA –Verification Between Years	SI10
Schedule DB – Part A – Section 1	E18
Schedule DB – Part A – Section 2	E19
Schedule DB – Part A – Verification Between Years	SI11
Schedule DB – Part B – Section 1	E20
Schedule DB – Part B – Section 2	E21
Schedule DB – Part B – Verification Between Years	SI11
Schedule DB – Part C – Section 1	SI12
Schedule DB – Part C – Section 2	SI13
Schedule DB – Part D – Section 1	E22
Schedule DB – Part D – Section 2	E23
Schedule DB – Verification	SI14
Schedule DL – Part 1	E24
Schedule DL – Part 2	E25
Schedule E – Part 1 – Cash	E26
Schedule E – Part 2 – Cash Equivalents	E27
Schedule E – Part 3 – Special Deposits	E28
Schedule E – Verification Between Years	SI15
Schedule S – Part 1 – Section 2	31
Schedule S – Part 2	32
Schedule S – Part 3 – Section 2	33
Schedule S – Part 4	34
Schedule S – Part 5	35
Schedule S – Part 6	36
Schedule S – Part 7	37
Schedule T – Part 2 – Interstate Compact	39
Schedule T – Premiums and Other Considerations	38
Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule Y– Part 1A – Detail of Insurance Holding Company System	41
Schedule Y – Part 2 – Summary of Insurer’s Transactions With Any Affiliates	42
Statement of Revenue and Expenses	4
Summary Investment Schedule	SI01

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

Supplemental Exhibits and Schedules Interrogatories	43
Underwriting and Investment Exhibit – Part 1	8
Underwriting and Investment Exhibit – Part 2	9
Underwriting and Investment Exhibit – Part 2A	10
Underwriting and Investment Exhibit – Part 2B	11
Underwriting and Investment Exhibit – Part 2C	12
Underwriting and Investment Exhibit – Part 2D	13
Underwriting and Investment Exhibit – Part 3	14

