



**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 <input checked="" type="checkbox"/>	Property/Casualty <input type="checkbox"/>	Hospital, Medical & Dental Service or Indemnity <input type="checkbox"/>	
		Dental Service Corporation <input type="checkbox"/>	Vision Service Corporation <input type="checkbox"/>	Health Maintenance Organization <input type="checkbox"/>	
		Other <input type="checkbox"/>	Is HMO, Federally Qualified? Yes <input type="checkbox"/> No <input type="checkbox"/>		
Incorporated/Organized		07/30/2013	Commenced Business		07/30/2013
Statutory Home Office		225 Pictoria Dr STE 320 (Street and Number)			Cincinnati, OH, US 45246 (City or Town, State, Country and Zip Code)
Main Administrative Office		225 Pictoria Dr STE 320 (Street and Number)			513-551-1400 (Area Code) (Telephone Number)
		Cincinnati, OH, US 45246 (City or Town, State, Country and Zip Code)			
Mail Address		225 Pictoria Dr STE 320 (Street and Number or P.O. Box)			Cincinnati, OH, US 45246 (City or Town, State, Country and Zip Code)
Primary Location of Books and Records		4600 McAuley Place (Street and Number)			
		Cincinnati, OH, US 45242 (City or Town, State, Country and Zip Code)			513-981-5300 (Area Code) (Telephone Number) (Extension)
Internet Web Site Address		N/A			
Statutory Statement Contact		Griffin E Hurd (Name)			513-981-6264 (Area Code) (Telephone Number) (Extension)
		gehurd@health-partners.org (E-Mail Address)			513-981-6118 (Fax Number)

OFFICERS

Name _____ Title _____ Name _____ Title _____
Kenneth C Page President David A Nowiski # _____, Treasurer
Robert Campbell Secretary

OTHER OFFICERS

OTHER OFFICERS

State of Ohio
County of Hamilton

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	David A Nowiski Treasurer	Robert Campbell Secretary
a. Is this an original filing? Yes [<input checked="" type="checkbox"/>] No [<input type="checkbox"/>] b. If no: 1. State the amendment number _____ 2. Date filed _____ 3. Number of pages attached _____		
Subscribed and sworn to before me this day of _____, _____		

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 OF THE HealthSpan Inc

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Catholic Health Partners.....	112,201					112,201	
0199999 Individually listed receivables	112,201	.0	0	0	0	112,201	0
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	112,201	0	0	0	0	112,201	0

Exhibit 6 - Amounts Due To Parent, Subs

NONE

Exhibit 7 - Part 1

NONE

Exhibit 7 - Part 2

NONE

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE HealthSpan Inc

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 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

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE HealthSpan Inc

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 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).....	513,844		513,844
6. Total assets (Line 28)	8,650,876	0	8,650,876
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).....	385,930		385,930
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).....	1,576,346		1,576,346
15. Total liabilities (Line 24).....	1,962,276	0	1,962,276
16. Total capital and surplus (Line 33).....	6,688,600	XXX	6,688,600
17. Total liabilities, capital and surplus (Line 34)	8,650,876	0	8,650,876
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		

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE HealthSpan Inc

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

Allocated By States and Territories

States, Etc.	Direct Business Only					
	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 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	JN					0
16. Iowa	JA					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

NONE

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE HealthSpan Inc

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

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

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE HealthSpan Inc

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

Asterisk

Explanation

41.

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE HealthSpan Inc

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE HealthSpan Inc

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:

- 11.
- 12.
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

21.

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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.....	1,600,434	
0605. Payment Innovations Claims Expense.....	XXX.....	(3,690,223)	
0606.....	XXX.....		0
0607.....	XXX.....		0
0608.....	XXX.....		0
0609.....	XXX.....		0
0610.....	XXX.....		0
0611.....	XXX.....		0
0612.....	XXX.....		0
0613.....	XXX.....		0
0614.....	XXX.....		0
0697. Summary of remaining write-ins for Line 6 from Page 04	XXX	(2,089,790)	0

ANNUAL STATEMENT FOR THE YEAR 2013 OF THE HealthSpan Inc

OVERFLOW PAGE FOR WRITE-INS

M007 Additional Aggregate Lines for Page 07 Line 05.

*ANAOPS – Analysis of Operations by Lines of Business

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
0504. Taxable Sales-LMS... Related Party Consulting and Health	21,302									21,302
0505. Benefit Plan...	1,650,784									1,650,784
0597. Summary of remaining write-ins for Line 5 from page 7	1,672,086	0	0	0	0	0	0	0	0	1,672,086

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