



HEALTH QUARTERLY STATEMENT

As of June 30, 2014
of the Condition and Affairs of the

RiverLink Health

NAIC Group Code.....4807,
(Current Period) (Prior Period)

NAIC Company Code..... 15499

Employer's ID Number..... 46-4380824

Organized under the Laws of Ohio

State of Domicile or Port of Entry Ohio

Country of Domicile US

Licensed as Business Type Health Care Service Contractor

Is HMO Federally Qualified? Yes [X] No []

Incorporated/Organized..... December 18, 2013

Commenced Business..... January 1, 2015

Statutory Home Office

619 Oak Street..... Cincinnati OH US 45206
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office

198 Inverness Drive West..... Englewood CO US 80112
(Street and Number) (City or Town, State, Country and Zip Code)

303-298-9100

Mail Address

198 Inverness Drive West..... Englewood CO US 80112
(Street and Number) (City or Town, State, Country and Zip Code)

(Area Code) (Telephone Number)

Primary Location of Books and Records

32129 Weyerhaeuser Way S, Suite 201..... Federal Way WA US 98001 253-517-4300
(Street and Number) (City or Town, State, Country and Zip Code)

(Area Code) (Telephone Number)

Internet Web Site Address

www.RiverLinkHealth.com

Statutory Statement Contact

Thuy Le
(Name)
t.le@soundpathhealth.com
(E-Mail Address)

253-517-4340
(Area Code) (Telephone Number) (Extension)
253-779-8829
(Fax Number)

OFFICERS

Name

1. Linda Hope DuPuis #

Title

Secretary

Name

2. Steven Charles Schramm #

Title

Chief Financial Officer and
Treasurer

3.

4.

OTHER

Mark Fred Bjornson #

Chief Executive Officer and
Chairman

Christine Catherine Mulheran #

President

DIRECTORS OR TRUSTEES

Juan Ricardo Serrano #

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.

Linda Hope
(Signature)
Linda Hope DuPuis
1. (Printed Name)
Secretary
(Title)

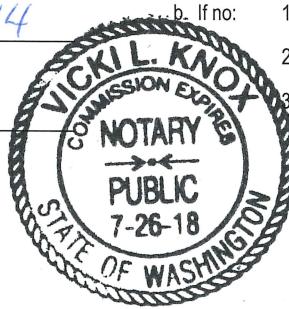
Steven Charles Schramm
(Signature)
Steven Charles Schramm
2. (Printed Name)
Chief Financial Officer and Treasurer
(Title)

Christine Catherine Mulheran
(Signature)
Christine Catherine Mulheran
3. (Printed Name)
(Title)

Subscribed and sworn to before me

This 30th day of July, 2014

Nicki L. Knox



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

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	3,360,840		3,360,840	
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....			0	
3. Mortgage loans on real estate:				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			0	
5. Cash (\$....36,698), cash equivalents (\$.....0) and short-term investments (\$.....0).....	36,698		36,698	
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....			0	
9. Receivables for securities.....			0	
10. Securities lending reinvested collateral assets.....			0	
11. Aggregate write-ins for invested assets.....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	3,397,539	0	3,397,539	0
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....	8,024		8,024	
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....			0	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			0	
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....			0	
16.2 Funds held by or deposited with reinsured companies.....			0	
16.3 Other amounts receivable under reinsurance contracts.....			0	
17. Amounts receivable relating to uninsured plans.....			0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....			0	
19. Guaranty funds receivable or on deposit.....			0	
20. Electronic data processing equipment and software.....			0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....			0	
24. Health care (\$.....0) and other amounts receivable.....			0	
25. Aggregate write-ins for other than invested assets.....	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	3,405,563	0	3,405,563	0
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	3,405,563	0	3,405,563	0

DETAILS OF WRITE-INS

1101.....			0	
1102.....			0	
1103.....			0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	0	0	0	0
2501.....			0	
2502.....			0	
2503.....			0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year 4 Total
	1 Covered	2 Uncovered	3 Total	
1. Claims unpaid (less \$.....0 reinsurance ceded).....				0
2. Accrued medical incentive pool and bonus amounts.....				0
3. Unpaid claims adjustment expenses.....				0
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....				0
5. Aggregate life policy reserves.....				0
6. Property/casualty unearned premium reserve.....				0
7. Aggregate health claim reserves.....				0
8. Premiums received in advance.....				0
9. General expenses due or accrued.....				0
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....				0
10.2 Net deferred tax liability.....				0
11. Ceded reinsurance premiums payable.....				0
12. Amounts withheld or retained for the account of others.....				0
13. Remittances and items not allocated.....				0
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....				0
15. Amounts due to parent, subsidiaries and affiliates.....				0
16. Derivatives.....				0
17. Payable for securities.....				0
18. Payable for securities lending.....				0
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and certified \$.....0 reinsurers).....				0
20. Reinsurance in unauthorized and certified (\$.....0) companies.....				0
21. Net adjustments in assets and liabilities due to foreign exchange rates.....				0
22. Liability for amounts held under uninsured plans.....				0
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	0	0	0	0
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	0	0
26. Common capital stock.....	XXX	XXX		
27. Preferred capital stock.....	XXX	XXX		
28. Gross paid in and contributed surplus.....	XXX	XXX		
29. Surplus notes.....	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	3,400,000	0
31. Unassigned funds (surplus).....	XXX	XXX	5,563	
32. Less treasury stock, at cost:				
32.1 ....0.000 shares common (value included in Line 26 \$.....0).....	XXX	XXX		
32.2 ....0.000 shares preferred (value included in Line 27 \$.....0).....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32).....	XXX	XXX	3,405,563	0
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	3,405,563	0

DETAILS OF WRITE-INS

2301.				0
2302.				0
2303.				0
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	0	0	0	0
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX	XXX	0	0
3001. Contribution/Deposits.....	XXX	XXX	3,400,000	
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX	XXX	3,400,000	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	....XXX			
2. Net premium income (including \$.....0 non-health premium income).....	....XXX			
3. Change in unearned premium reserves and reserve for rate credits.....	....XXX			
4. Fee-for-service (net of \$.....0 medical expenses).....	....XXX			
5. Risk revenue.....	....XXX			
6. Aggregate write-ins for other health care related revenues.....	....XXX	.....0	.....0	.....0
7. Aggregate write-ins for other non-health revenues.....	....XXX	.....0	.....0	.....0
8. Total revenues (Lines 2 to 7).....	....XXX	.....0	.....0	.....0
Hospital and Medical:				
9. Hospital/medical benefits.....				
10. Other professional services.....				
11. Outside referrals.....				
12. Emergency room and out-of-area.....				
13. Prescription drugs.....				
14. Aggregate write-ins for other hospital and medical.....	.....0	.....0	.....0	.....0
15. Incentive pool, withhold adjustments and bonus amounts.....				
16. Subtotal (Lines 9 to 15).....	.....0	.....0	.....0	.....0
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....	.....0	.....0	.....0	.....0
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....				
21. General administrative expenses.....				
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....				
23. Total underwriting deductions (Lines 18 through 22).....	.....0	.....0	.....0	.....0
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	....XXX	.....0	.....0	.....0
25. Net investment income earned.....		5,060		
26. Net realized capital gains (losses) less capital gains tax of \$.....0.....		502		
27. Net investment gains or (losses) (Lines 25 plus 26).....	.....0	5,563	.....0	.....0
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....				
29. Aggregate write-ins for other income or expenses.....	.....0	.....0	.....0	.....0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	....XXX	5,563	.....0	.....0
31. Federal and foreign income taxes incurred.....	....XXX			
32. Net income (loss) (Lines 30 minus 31).....	....XXX	5,563	.....0	.....0

DETAILS OF WRITE-INS

0601.....	....XXX			
0602.....	....XXX			
0603.....	....XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	....XXX	.....0	.....0	.....0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	....XXX	.....0	.....0	.....0
0701.....	....XXX			
0702.....	....XXX			
0703.....	....XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	....XXX	.....0	.....0	.....0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	....XXX	.....0	.....0	.....0
1401.....				
1402.....				
1403.....				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	.....0	.....0	.....0	.....0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	.....0	.....0	.....0	.....0
2901.....				
2902.....				
2903.....				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	.....0	.....0	.....0	.....0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	.....0	.....0	.....0	.....0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	0		
34. Net income or (loss) from Line 32.....	5,563		
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0			
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....			
39. Change in nonadmitted assets.....			
40. Change in unauthorized and certified reinsurance.....			
41. Change in treasury stock.....			
42. Change in surplus notes.....			
43. Cumulative effect of changes in accounting principles.....			
44. Capital changes:			
44.1 Paid in.....			
44.2 Transferred from surplus (Stock Dividend).....			
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....			
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			
47. Aggregate write-ins for gains or (losses) in surplus.....	3,400,000	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	3,405,563	0	0
49. Capital and surplus end of reporting period (Line 33 plus 48).....	3,405,563	0	0

DETAILS OF WRITE-INS

4701. Contribution/Deposits.....	3,400,000		
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	3,400,000	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....			
2. Net investment income.....	(495)		
3. Miscellaneous income.....			
4. Total (Lines 1 through 3).....	(495)	0	0
5. Benefit and loss related payments.....			
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....			
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....			
10. Total (Lines 5 through 9).....	0	0	0
11. Net cash from operations (Line 4 minus Line 10).....	(495)	0	0
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	450,660		
12.2 Stocks.....			
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....			
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	450,660	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	3,813,466		
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....			
13.7 Total investments acquired (Lines 13.1 to 13.6).....	3,813,466	0	0
14. Net increase or (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(3,362,806)	0	0
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....			
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			
16.6 Other cash provided (applied).....	3,400,000		
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	3,400,000	0	0
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	36,698	0	0
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	0		
19.2 End of period (Line 18 plus Line 19.1).....	36,698	0	0

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20,0001
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Exhibit of Premiums, Enrollment and Utilization
NONE

Claims Unpaid and Incentive Pool, Withhold and Bonus (Reported and Unreported)
NONE

Underwriting and Investment Exhibit
NONE

NOTES TO FINANCIAL STATEMENTS**Note 1 - Summary of Significant Accounting Policies**

A. Accounting Practices

The financial statements of RiverLink Health (RLH or the Company) are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance.

The Ohio Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Ohio insurance law. The National Association of Insurance Commissioners ("NAIC") *Accounting Practices and Procedures Manual* ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the state of Ohio.

The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. Specifically,

Citation adopting the Manual: Administrative Rule 3901-3-18(E)		
SSAP or Appendices	State Law or Regulation	Description
A-001	§§ 3907.14 TO 3907.141 (Life); §§ 3925.05 to 3925.09; § 3925.20 (Non-Life)	Provides limitations on investments that are outside the scope of the Manual.

Such prescribed accounting practices have no significant effect on the Company's statutory-basis financial statements for the periods presented.

Note 2 - Accounting Changes and Corrections of Errors

None.

Note 3 - Business Combinations and Goodwill

Not applicable.

Note 4 - Discontinued Operations

Not applicable.

Note 5 - Investments

D. None.

E. None.

I. (2) Not applicable.

(3) Not applicable.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

Not applicable.

Note 7 - Investment Income

Not significant.

Note 8 - Derivative Instruments

None.

Note 9 - Income Taxes

None.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. Relationship with Parent Organizations

The Company is wholly owned by Prominence Health Plan Services, Inc., ("PHPS"), formerly known as CollabHealth Plan Services, Inc., which was formed on October 17, 2012. PHPS's ultimate parent company is Catholic Health Initiatives ("CHI"). CHI is a nation-wide Catholic sponsored non-profit organization that operates healthcare and provider entities. The mission of CHI is to "nurture the healing ministry of the Church by bringing it new life, energy and viability in the 21st century. Fidelity to the Gospel urges us to emphasize human dignity and social justice as we move toward the creation of healthier communities."

The Company's mission is to promote our member's health through local provider innovation, be responsible stewards of healthcare resources and an active partner in improving the health of our communities and lives of our members,

NOTES TO FINANCIAL STATEMENTS

through offering Medicare Advantage Plans, with and without Part D Coverage, to those consumers who are 65 years or older or otherwise qualify for Medicare.

Note 11 – Debt

B. FHLB (Federal Home Loan Bank) Agreements: Not applicable.

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. None.

Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

None.

Note 14 - Contingencies

None.

Note 15 - Leases

None.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

Not applicable.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

B. None.

C. None.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

None.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not applicable.

Note 20 - Fair Value

A. (1) The Company reports investments at amortized cost.
(2) None.
(3) The Company has no transfers between fair-value levels.
(4) Fair value measurement categorized within Level 2 and Level 3 of the fair value hierarchy: None.
(5) Derivative assets and liabilities: None.

B. None.

C. None.

D. Not Practicable to Estimate Fair Value: None.

Note 21 - Other Items

H. Offsetting and Netting of Assets and Liabilities: None.

J. Risk Sharing Provisions of the Affordable Care Act: None.

Note 22 - Events Subsequent

None.

Note 23 - Reinsurance

NOTES TO FINANCIAL STATEMENTS

None.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

None.

Note 25 - Change in Incurred Claims and Claim Adjustment Expenses

None.

Note 26 - Intercompany Pooling Arrangements

None.

Note 27 - Structured Settlements

Not applicable.

Note 28 - Health Care Receivables

None.

Note 29 - Participating Policies

None.

Note 30 - Premium Deficiency Reserves

None.

Note 31 - Anticipated Salvage and Subrogation

None.

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES - GENERAL**

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [X] No []

2.2 If yes, date of change:5/19/2014.....

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]

3.3 If the response to 3.2 is yes, provide a brief description of those changes.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. N/A.....

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. N/A.....

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). N/A.....

6.4 By what department or departments?

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A [X]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If the response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES - GENERAL**

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

PART 1 - FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

PART 1 - INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0

13. Amount of real estate and mortgages held in short-term investments: \$.....0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds.....	\$0	\$0
14.22 Preferred Stock.....	\$0	\$0
14.23 Common Stock.....	\$0	\$0
14.24 Short-Term Investments.....	\$0	\$0
14.25 Mortgage Loans on Real Estate.....	\$0	\$0
14.26 All Other.....	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$0	\$0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []

If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2: \$.....0

16.3 Total payable for securities lending reported on the liability page: \$.....0

17. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X] No []

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
BNY Mellon Asset Servicing	BNY Mellon Center, 500 Grant Street, Suite 410, Pittsburgh, PA 15258

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation.

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes [] No [X]

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
113972	Standish Mellon Asset Management Company LLC	BNY Mellon Center, 201 Washington Street, Boston, MA

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [X] No []

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)**PART 2 - HEALTH**

1. Operating Percentages:

1.1 A&H loss percent	0.0 %
1.2 A&H cost containment percent	0.0 %
1.3 A&H expense percent excluding cost containment expenses	0.0 %

2.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]

0

2.2 If yes, please provide the amount of custodial funds held as of the reporting date.

2.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]

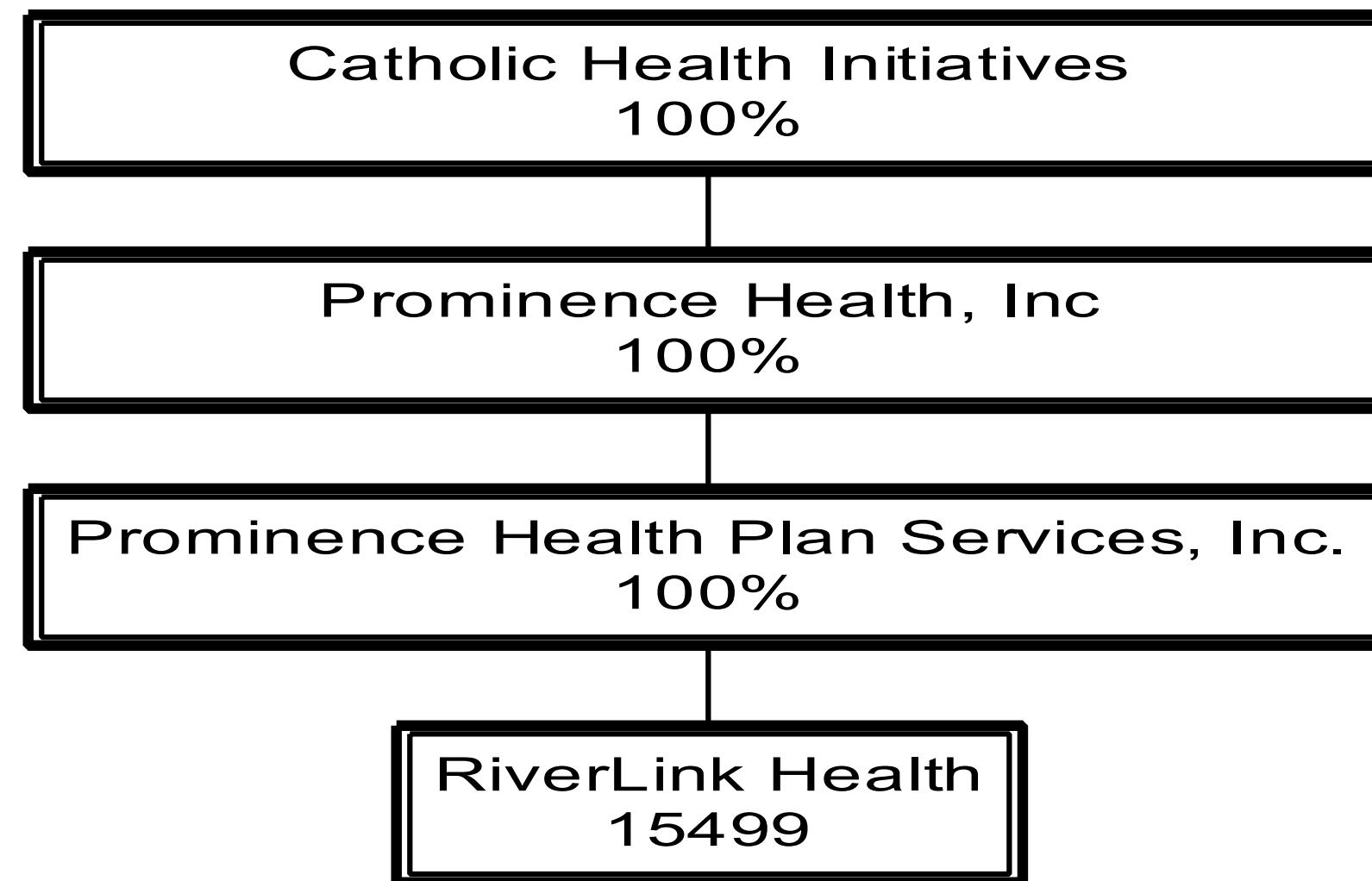
0

2.4 If yes, please provide the amount of funds administered as of the reporting date.

Sch. S
NONE

Sch. T
NONE

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATIONAL CHART



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)	Names 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)	*
Members														
4807.....	Catholic Hlth Initiatives Grp.....	12909.....	42-1720801	.....	.....	.....	Soundpath Health, Inc.....	WA.....	UDP.....	Physician of Southwest Washington.....	Ownership.....	37.400	Physician of Southwest Washington.....	
4807.....	Catholic Hlth Initiatives Grp.....	12909.....	42-1720801	.....	.....	.....	Soundpath Health, Inc.....	WA.....	UDP.....	Prominence Health Plan Services, Inc.....	Ownership.....	62.600	Catholic Health Initiatives.....	
4807.....	Catholic Hlth Initiatives Grp.....	70998.....	71-0386640	.....	.....	.....	QualChoice.....	AR.....	DS.....	Prominence Health Plan Services, Inc.....	Ownership.....	100.000	Catholic Health Initiatives.....	
4807.....	Catholic Hlth Initiatives Grp.....	15493.....	46-4495960	.....	.....	.....	ClearRiver Health.....	TN.....	DS.....	Prominence Health Plan Services, Inc.....	Ownership.....	100.000	Catholic Health Initiatives.....	
4807.....	Catholic Hlth Initiatives Grp.....	15488.....	46-4368223	.....	.....	.....	Heartland Plains Health.....	NE.....	DS.....	Prominence Health Plan Services, Inc.....	Ownership.....	100.000	Catholic Health Initiatives.....	
4807.....	Catholic Hlth Initiatives Grp.....	15499.....	46-4380824	.....	.....	.....	RiverLink Health.....	OH.....	DS.....	Prominence Health Plan Services, Inc.....	Ownership.....	100.000	Catholic Health Initiatives.....	
4807.....	Catholic Hlth Initiatives Grp.....	15486.....	46-4828332	.....	.....	.....	RiverLink Health of Kentucky, Inc.....	KY.....	DS.....	Prominence Health Plan Services, Inc.....	Ownership.....	100.000	Catholic Health Initiatives.....	
4807.....	Catholic Hlth Initiatives Grp.....	15487.....	46-4373713	.....	.....	.....	StableView Health.....	KY.....	DS.....	Prominence Health Plan Services, Inc.....	Ownership.....	100.000	Catholic Health Initiatives.....	

Q16

Asterisk	Explanation

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:



Overflow Page for Write-Ins

NONE

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		
6. Total foreign exchange change in book/adjusted carrying value.....		
7. Deduct current year's other than temporary impairment recognized.....		
8. Deduct current year's depreciation.....		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

NONE**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and mortgage interest points and commitment fees.....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Total valuation allowance.....		
13. Subtotal (Line 11 plus Line 12).....	0	0
14. Deduct total nonadmitted amounts.....		
15. Statement value at end of current period (Line 13 minus Line 14).....	0	0

NONE**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and depreciation.....		
9. Total foreign exchange change in book/adjusted carrying value.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

NONE**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	0	
2. Cost of bonds and stocks acquired.....	3,813,466	
3. Accrual of discount.....	1	
4. Unrealized valuation increase (decrease).....	.502	
5. Total gain (loss) on disposals.....	450,660	
6. Deduct consideration for bonds and stocks disposed of.....	.2,468	
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	3,360,841	0
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	3,360,841	0

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....3,813,466	.....450,158	.....(2,468)	.....	.....	.....3,360,840	.....
2. NAIC 2 (a).....
3. NAIC 3 (a).....
4. NAIC 4 (a).....
5. NAIC 5 (a).....
6. NAIC 6 (a).....
7. Total Bonds.....	.....0	.....3,813,466	.....450,158	.....(2,468)	.....0	.....3,360,840	.....0	.....0
PREFERRED STOCK								
8. NAIC 1.....
9. NAIC 2.....
10. NAIC 3.....
11. NAIC 4.....
12. NAIC 5.....
13. NAIC 6.....
14. Total Preferred Stock.....	.....0	.....0	.....0	.....0	.....0	.....0	.....0	.....0
15. Total Bonds and Preferred Stock.....	.....0	.....3,813,466	.....450,158	.....(2,468)	.....0	.....3,360,840	.....0	.....0

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:

NAIC 1 \$.....3,360,840; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

Sch. DA-Part 1
NONE

Sch. DA-Verification
NONE

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

Show all Long-Term Bonds and Stock Acquired During the Current Quarter

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	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
912828 C3 2	US TREASURY NOTE.....		..03/20/2014	BANK OF NEW YORK MELLON.....		404,209	406,000	.41	1
3135G0 ZB 2	FEDERAL NATL MTG ASSN.....		..03/24/2014	BANK OF NEW YORK MELLON.....		148,792	150,000	.47	1
3137EA CT 4	FEDERAL HOME LN MTG CORP.....		..03/24/2014	BANK OF NEW YORK MELLON.....		151,088	145,000	1,188	1
912828 B7 4	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		148,846	150,000	.98	1
912828 C3 2	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		298,466	300,000	.61	1
912828 EE 6	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		147,772	140,000	.625	1
912828 NP 1	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		147,968	145,000	.372	1
912828 QX 1	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		147,929	145,000	.318	1
912828 SP 6	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		120,263	120,000	.199	1
912828 TK 6	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		150,006	150,000	.39	1
912828 TP 5	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		149,948	150,000	.10	1
912828 TT 7	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		299,731	300,000	.332	1
912828 UC 2	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		299,380	300,000	.206	1
912828 VC 1	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		149,086	150,000	.135	1
912828 VN 7	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		150,047	150,000	.55	1
912828 C7 3	US TREASURY NOTE.....		..04/22/2014	BANK OF NEW YORK MELLON.....		149,813	150,000	.29	1
912828 WH 9	US TREASURY NOTE.....		..05/12/2014	BANK OF NEW YORK MELLON.....		299,941	300,000	.1	
912828 SU 5	US TREASURY NOTE.....		..03/24/2014	BANK OF NEW YORK MELLON.....		150,124	150,000	.135	1
912828 TD 2	US TREASURY NOTE.....		..03/25/2014	BANK OF NEW YORK MELLON.....		150,077	150,000	.71	1
3135G0 VA 8	FEDERAL NATL MTG ASSN.....		..03/24/2014	BANK OF NEW YORK MELLON.....		149,979	150,000	.365	1
0599999. Total Bonds - U.S. Government.....						3,813,466	3,801,000	4,326	XXX
8399997. Total Bonds - Part 3.....						3,813,466	3,801,000	4,326	XXX
8399999. Total Bonds.....						3,813,466	3,801,000	4,326	XXX
9999999. Total Bonds, Preferred and Common Stocks.....						3,813,466	XXX	4,326	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

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 Stated Contractual Maturity Date	22 NAIC Desig- nation or Market Indicator (a)	
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Other Than Temporary Impairment	14 Total Change in B/A.C.V. (11+12-13)	15 Foreign Exchange Change in B/A.C.V.								
Bonds - U.S. Government																					
3135G0 VA 8	FEDERAL NATL MTG ASSN.....	04/22/2014	BANK OF NEW YORK MELLON		150,238	150,000	149,979			1		1		149,980		258	258	185	03/30/2016	1.....	
912828 SU 5	US TREASURY NOTE.....	05/12/2014	BANK OF NEW YORK MELLON		150,217	150,000	150,124			(15)		(15)		150,109		108	108	122	05/15/2015	1.....	
912828 TD 2	US TREASURY NOTE.....	05/12/2014	BANK OF NEW YORK MELLON		150,205	150,000	150,077			(8)		(8)		150,069		136	136	423	07/15/2005	1.....	
0599999. Total Bonds - U.S Government.....					450,660	450,000	450,179	0	0	(21)	0	(21)	0	450,158	0	502	502	731	XXX...	XXX...	
8399999. Total Bonds - Part 4.....					450,660	450,000	450,179	0	0	(21)	0	(21)	0	450,158	0	502	502	731	XXX...	XXX...	
8399999. Total Bonds.....					450,660	450,000	450,179	0	0	(21)	0	(21)	0	450,158	0	502	502	731	XXX...	XXX...	
9999999. Total Bonds, Preferred and Common Stocks.....					450,660	XXX	450,179	0	0	(21)	0	(21)	0	450,158	0	502	502	731	XXX...	XXX...	

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....0.

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt A-Sn 1-Footnote A
NONE

Sch. DB-Pt A-Sn 1-Footnote B
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1-Footnote A
NONE

Sch. DB-Pt B-Sn 1-Footnote B
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
The Bank of New York Mellon.....	Pittsburgh, PA.....				33,535	36,323	36,698	XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	0	0	33,535	36,323	36,698	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	0	0	33,535	36,323	36,698	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	0	0	33,535	36,323	36,698	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
------------------	-----------	--------------------	-----------------------	--------------------	-----------------------------------	---------------------------------------	----------------------------------

NONE