

Amending the filings to include audit adjustments posted for the audited financial statements.



**ANNUAL STATEMENT**  
**FOR THE YEAR ENDING DECEMBER 31, 2014**  
**OF THE CONDITION AND AFFAIRS OF THE**

**HealthSpan Integrated Care**

NAIC Group Code	00000 (Current Period)	00000 (Prior Period)	NAIC Company Code	95204	Employer's ID Number	34-0922268
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 [ ]	Property/Casualty [ ]	Hospital, Medical & Dental Service or Indemnity [ ]			
	Dental Service Corporation [ ]	Vision Service Corporation [ ]	Health Maintenance Organization [ X ]			
	Other [ ]	Is HMO, Federally Qualified? Yes [ X ] No [ ]				
Incorporated/Organized	03/29/1962		Commenced Business	10/27/1976		
Statutory Home Office	1001 Lakeside Ave. Suite 1200 (Street and Number)		Cleveland, OH, US 44114-1153 (City or Town, State, Country and Zip Code)			
Main Administrative Office	1001 Lakeside Ave. Suite 1200 (Street and Number)					
	Cleveland, OH, US 44114-1153 (City or Town, State, Country and Zip Code)					
Mail Address	1001 Lakeside Ave. Suite 1200 (Street and Number or P.O. Box)		Cleveland, OH, US 44114-1153 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	1001 Lakeside Ave. Suite 1200 (Street and Number)					
	Cleveland, OH, US 44114-1153 (City or Town, State, Country and Zip Code)					
Internet Web Site Address	HealthSpan.org					
Statutory Statement Contact	Griffin Hurd (Name)		513-981-6264 (Area Code) (Telephone Number) (Extension)			
	gehurd@mercy.com (E-Mail Address)		513-981-6118 (Fax Number)			

**OFFICERS**

Name	Title	Name	Title
Kenneth Page	President (effective 10/1/2013)	Dave Nowiski	Treasurer

**OTHER OFFICERS**

<b>DIRECTORS OR TRUSTEES</b>			
Robert Campbell	William Frank	R. Jeffrey Copeland	Walid Sidani MD

State of ..... Ohio .....  
County of ..... Cuyahoga .....  
ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Kenneth Page President (effective 10/1/2013)	Dave Nowiski Treasurer	a. Is this an original filing? Yes [ ] No [ X ]
Subscribed and sworn to before me this day of _____		b. If no: 1. State the amendment number _____ 2. Date filed _____ 3. Number of pages attached _____
		1 06/18/2015

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SUMMARY INVESTMENT SCHEDULE**

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1	2	3	4	5	6
	Amount	Percentage	Amount	Securities Lending Reinvested Collateral Amount	Total (Col. 3+4) Amount	Percentage
1. Bonds:						
1.1 U.S. treasury securities .....	14,530,474	4.782	14,530,474		14,530,474	4.782
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies .....		0.000			0	0.000
1.22 Issued by U.S. government sponsored agencies .....		0.000			0	0.000
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities) .....		0.000			0	0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations .....		0.000			0	0.000
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations .....		0.000			0	0.000
1.43 Revenue and assessment obligations .....		0.000			0	0.000
1.44 Industrial development and similar obligations .....		0.000			0	0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA .....		0.000			0	0.000
1.512 Issued or guaranteed by FNMA and FHLMC .....		0.000			0	0.000
1.513 All other .....		0.000			0	0.000
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA .....		0.000			0	0.000
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521 .....		0.000			0	0.000
1.523 All other .....		0.000			0	0.000
2. Other debt and other fixed income securities (excluding short term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities) .....	13,183,546	4.339	13,183,546		13,183,546	4.339
2.2 Unaffiliated non-U.S. securities (including Canada) .....		0.000			0	0.000
2.3 Affiliated securities .....		0.000			0	0.000
3. Equity interests:						
3.1 Investments in mutual funds .....		0.000			0	0.000
3.2 Preferred stocks:						
3.21 Affiliated .....		0.000			0	0.000
3.22 Unaffiliated .....		0.000			0	0.000
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated .....		0.000			0	0.000
3.32 Unaffiliated .....		0.000			0	0.000
3.4 Other equity securities:						
3.41 Affiliated .....		0.000			0	0.000
3.42 Unaffiliated .....		0.000			0	0.000
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated .....		0.000			0	0.000
3.52 Unaffiliated .....		0.000			0	0.000
4. Mortgage loans:						
4.1 Construction and land development .....		0.000			0	0.000
4.2 Agricultural .....		0.000			0	0.000
4.3 Single family residential properties .....		0.000			0	0.000
4.4 Multifamily residential properties .....		0.000			0	0.000
4.5 Commercial loans .....		0.000			0	0.000
4.6 Mezzanine real estate loans .....		0.000			0	0.000
5. Real estate investments:						
5.1 Property occupied by company .....	59,046,223	19.432	59,046,223		59,046,223	19.432
5.2 Property held for production of income (including \$ of property acquired in satisfaction of debt) .....		0.000	0		0	0.000
5.3 Property held for sale (including \$ of property acquired in satisfaction of debt) .....		0.000	0		0	0.000
6. Contract loans .....		0.000	0		0	0.000
7. Derivatives .....		0.000	0		0	0.000
8. Receivables for securities .....		0.000	0		0	0.000
9. Securities Lending (Line 10, Asset Page reinvested collateral) .....		0.000	0	XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments .....	217,103,093	71.448	217,103,093		217,103,093	71.448
11. Other invested assets .....		0.000			0	0.000
12. Total invested assets .....	303,863,336	100.000	303,863,336		0	303,863,336
						100.000

**SCHEDULE A – VERIFICATION BETWEEN YEARS****Real Estate**

1. Book/adjusted carrying value, December 31 of prior year.....	66,471,801
2. Cost of acquired:	
2.1 Actual cost at time of acquisition (Part 2, Column 6).....	808,870
2.2 Additional investment made after acquisition (Part 2, Column 9).....	0
3. Current year change in encumbrances:	
3.1 Totals, Part 1, Column 13.....	0
3.2 Totals, Part 3, Column 11.....	0
4. Total gain (loss) on disposals, Part 3, Column 18.....	0
5. Deduct amounts received on disposals, Part 3, Column 15.....	0
6. Total foreign exchange change in book/adjusted carrying value:	
6.1 Totals, Part 1, Column 15.....	0
6.2 Totals, Part 3, Column 13.....	0
7. Deduct current year's other-than-temporary impairment recognized:	
7.1 Totals, Part 1, Column 12.....	0
7.2 Totals, Part 3, Column 10.....	0
8. Deduct current year's depreciation:	
8.1 Totals, Part 1, Column 11.....	8,234,449
8.2 Totals, Part 3, Column 9.....	0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8).....	59,046,222
10. Deduct total nonadmitted amounts.....	
11. Statement value at end of current period (Line 9 minus Line 10).....	59,046,222

**SCHEDULE B – VERIFICATION BETWEEN YEARS****Mortgage Loans**

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 (Part 2, Column 7).....	0
2.2 Additional investment made after acquisition (Part 2, Column 8).....	0
3. Capitalized deferred interest and other:	
3.1 Totals, Part 1, Column 12.....	0
3.2 Totals, Part 3, Column 11.....	0
4. Accrual of discount.....	
5. Unrealized valuation increase (decrease):	
5.1 Totals, Part 1, Column 9.....	0
5.2 Totals, Part 3, Column 8.....	0
6. Total gain (loss) on disposals, Part 3, Column 18.....	0
7. Deduct amounts received on disposals, Part 3, Column 15.....	0
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:	
9.1 Totals, Part 1, Column 13.....	0
9.2 Totals, Part 3, Column 13.....	0
10. Deduct current year's other-than-temporary impairment recognized:	
10.1 Totals, Part 1, Column 11.....	0
10.2 Totals, Part 3, Column 10.....	0
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
12. Total valuation allowance.....	
13. Subtotal (Line 11 plus Line 12).....	0
14. Deduct total nonadmitted amounts.....	
15. Statement value of mortgages owned at end of current period (Line 13 minus Line 14).....	0

**NONE**

**SCHEDULE BA – VERIFICATION BETWEEN YEARS****Other Long-Term Invested Assets**

1. Book/adjusted carrying value, December 31 of prior year.....	0
2. Cost of acquired:	
2.1 Actual cost at time of acquisition (Part 2, Column 8) .....	0
2.2 Additional investment made after acquisition (Part 2, Column 9) .....	0
3. Capitalized deferred interest and other:	
3.1 Totals, Part 1, Column 16.....	0
3.2 Totals, Part 3, Column 12.....	0
4. Accrual of discount.....	
5. Unrealized valuation increase (decrease):	
5.1 Totals, Part 1, Column 13 .....	0
5.2 Totals, Part 3, Column 9 .....	0
6. Total gain (loss) on disposals, Part 3, Column 19.....	0
7. Deduct amounts received on disposals, Part 3, Column 16.....	0
8. Deduct amortization of premium and depreciation.....	
9. Total foreign exchange change in book/adjusted carrying value:	
9.1 Totals, Part 1, Column 17.....	0
9.2 Totals, Part 3, Column 14.....	0
10. Deduct current year's other-than-temporary impairment recognized:	
10.1 Totals, Part 1, Column 15 .....	0
10.2 Totals, Part 3, Column 11.....	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0
12. Deduct total nonadmitted amounts.....	
13. Statement value at end of current period (Line 11 minus Line 12).....	0

**NONE****SCHEDULE D – VERIFICATION BETWEEN YEARS****Bonds and Stocks**

1. Book/adjusted carrying value, December 31 of prior year.....	400,417
2. Cost of bonds and stocks acquired, Part 3, Column 7.....	71,918,576
3. Accrual of discount.....	44,415
4. Unrealized valuation increase (decrease):	
4.1 Part 1, Column 12.....	0
4.2 Part 2, Section 1, Column 15.....	0
4.3 Part 2, Section 2, Column 13.....	0
4.4 Part 4, Column 11.....	(416) (416)
5. Total gain (loss) on disposals, Part 4, Column 19.....	58,529
6. Deduction consideration for bonds and stocks disposed of, Part 4, Column 7.....	44,376,152
7. Deduct amortization of premium.....	331,349
8. Total foreign exchange change in book/adjusted carrying value:	
8.1 Part 1, Column 15.....	0
8.2 Part 2, Section 1, Column 19.....	0
8.3 Part 2, Section 2, Column 16.....	0
8.4 Part 4, Column 15.....	0
9. Deduct current year's other-than-temporary impairment recognized:	
9.1 Part 1, Column 14.....	0
9.2 Part 2, Section 1, Column 17.....	0
9.3 Part 2, Section 2, Column 14.....	0
9.4 Part 4, Column 13.....	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	27,714,020
11. Deduct total nonadmitted amounts.....	
12. Statement value at end of current period (Line 10 minus Line 11).....	27,714,020

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE D - SUMMARY BY COUNTRY**

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1. United States .....	14,530,474	14,617,724	14,531,543	14,425,000
	2. Canada .....				
	3. Other Countries .....				
	4. Totals .....	14,530,474	14,617,724	14,531,543	14,425,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals .....	0	0	0	0
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals .....	0	0	0	0
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals .....	0	0	0	0
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States .....	13,183,546	13,172,531	13,409,882	12,000,000
	9. Canada .....				
	10. Other Countries .....				
Parent, Subsidiaries and Affiliates	11. Totals .....	13,183,546	13,172,531	13,409,882	12,000,000
	12. Totals .....	0	0	0	0
	<b>13. Total Bonds</b> .....	<b>27,714,020</b>	<b>27,790,255</b>	<b>27,941,425</b>	<b>26,425,000</b>
PREFERRED STOCKS Industrial and Miscellaneous (unaffiliated)	14. United States .....				
	15. Canada .....				
	16. Other Countries .....				
	17. Totals .....	0	0	0	
Parent, Subsidiaries and Affiliates	18. Totals .....	0	0	0	
	<b>19. Total Preferred Stocks</b> .....	<b>0</b>	<b>0</b>	<b>0</b>	
COMMON STOCKS Industrial and Miscellaneous (unaffiliated)	20. United States .....				
	21. Canada .....				
	22. Other Countries .....				
	23. Totals .....	0	0	0	
Parent, Subsidiaries and Affiliates	24. Totals .....	0	0	0	
	<b>25. Total Common Stocks</b> .....	<b>0</b>	<b>0</b>	<b>0</b>	
	26. Total Stocks .....	0	0	0	
	27. Total Bonds and Stocks .....	27,714,020	27,790,255	27,941,425	

## ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care

## SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 NAIC 1	619,723	10,407,311	4,123,163			15,150,197	52.4	400,417	100.0	15,150,197	
1.2 NAIC 2						0	0.0	0	0.0		
1.3 NAIC 3						0	0.0	0	0.0		
1.4 NAIC 4						0	0.0	0	0.0		
1.5 NAIC 5						0	0.0	0	0.0		
1.6 NAIC 6						0	0.0	0	0.0		
1.7 Totals	619,723	10,407,311	4,123,163	0	0	15,150,197	52.4	400,417	100.0	15,150,197	0
2. All Other Governments											
2.1 NAIC 1						0	0.0	0	0.0		
2.2 NAIC 2						0	0.0	0	0.0		
2.3 NAIC 3						0	0.0	0	0.0		
2.4 NAIC 4						0	0.0	0	0.0		
2.5 NAIC 5						0	0.0	0	0.0		
2.6 NAIC 6						0	0.0	0	0.0		
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. U.S. States, Territories and Possessions, etc., Guaranteed											
3.1 NAIC 1						0	0.0	0	0.0		
3.2 NAIC 2						0	0.0	0	0.0		
3.3 NAIC 3						0	0.0	0	0.0		
3.4 NAIC 4						0	0.0	0	0.0		
3.5 NAIC 5						0	0.0	0	0.0		
3.6 NAIC 6						0	0.0	0	0.0		
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 NAIC 1						0	0.0	0	0.0		
4.2 NAIC 2						0	0.0	0	0.0		
4.3 NAIC 3						0	0.0	0	0.0		
4.4 NAIC 4						0	0.0	0	0.0		
4.5 NAIC 5						0	0.0	0	0.0		
4.6 NAIC 6						0	0.0	0	0.0		
4.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 NAIC 1						0	0.0	0	0.0		
5.2 NAIC 2						0	0.0	0	0.0		
5.3 NAIC 3						0	0.0	0	0.0		
5.4 NAIC 4						0	0.0	0	0.0		
5.5 NAIC 5						0	0.0	0	0.0		
5.6 NAIC 6						0	0.0	0	0.0		
5.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

## ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care

## SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial and Miscellaneous (unaffiliated)											
6.1 NAIC 1		7,961,208	1,587,261			9,548,469	34.5	0	0.0	8,963,267	585,202
6.2 NAIC 2		1,543,590	2,091,487			3,635,077	13.1	0	0.0	3,635,077	
6.3 NAIC 3						0	0.0	0	0.0		
6.4 NAIC 4						0	0.0	0	0.0		
6.5 NAIC 5						0	0.0	0	0.0		
6.6 NAIC 6						0	0.0	0	0.0		
6.7 Totals	0	9,504,798	3,678,748	0	0	13,183,546	47.6	0	0.0	12,598,344	585,202
7. Hybrid Securities											
7.1 NAIC 1						0	0.0	0	0.0		
7.2 NAIC 2						0	0.0	0	0.0		
7.3 NAIC 3						0	0.0	0	0.0		
7.4 NAIC 4						0	0.0	0	0.0		
7.5 NAIC 5						0	0.0	0	0.0		
7.6 NAIC 6						0	0.0	0	0.0		
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Parent, Subsidiaries and Affiliates											
8.1 NAIC 1						0	0.0	0	0.0		
8.2 NAIC 2						0	0.0	0	0.0		
8.3 NAIC 3						0	0.0	0	0.0		
8.4 NAIC 4						0	0.0	0	0.0		
8.5 NAIC 5						0	0.0	0	0.0		
8.6 NAIC 6						0	0.0	0	0.0		
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE D - PART 1A - SECTION 1 (Continued)**

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 NAIC 1	(d) 619,723	18,368,519	5,710,424	0	0	24,698,666	87.2	XXX	XXX	24,113,464	585,202
9.2 NAIC 2	(d) 0	1,543,590	2,091,487	0	0	3,635,077	12.8	XXX	XXX	3,635,077	0
9.3 NAIC 3	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 NAIC 4	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 NAIC 5	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.6 NAIC 6	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.7 Totals	619,723	19,912,109	7,801,911	0	0	(b) 28,333,743	100.0	XXX	XXX	27,748,541	585,202
9.8 Line 9.7 as a % of Col. 6	2.2	70.3	27.5	0.0	0.0	100.0	XXX	XXX	XXX	98.0	2.0
10. Total Bonds Prior Year											
10.1 NAIC 1	400,417	0	0	0	0	XXX	XXX	400,417	100.0	400,417	0
10.2 NAIC 2	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.3 NAIC 3	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.4 NAIC 4	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.5 NAIC 5	0	0	0	0	0	XXX	XXX	(c) 0	0.0	0	0
10.6 NAIC 6	0	0	0	0	0	XXX	XXX	(c) 0	0.0	0	0
10.7 Totals	400,417	0	0	0	0	XXX	XXX	(b) 400,417	100.0	400,417	0
10.8 Line 10.7 as a % of Col. 8	100.0	0.0	0.0	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
11. Total Publicly Traded Bonds											
11.1 NAIC 1	619,723	17,783,317	5,710,424			24,113,464	84.8	400,417	100.0	24,113,464	XXX
11.2 NAIC 2		1,543,590	2,091,487			3,635,077	13.1	0	0.0	3,635,077	XXX
11.3 NAIC 3						0	0.0	0	0.0	0	XXX
11.4 NAIC 4						0	0.0	0	0.0	0	XXX
11.5 NAIC 5						0	0.0	0	0.0	0	XXX
11.6 NAIC 6						0	0.0	0	0.0	0	XXX
11.7 Totals	619,723	19,326,907	7,801,911	0	0	27,748,541	97.9	400,417	100.0	27,748,541	XXX
11.8 Line 11.7 as a % of Col. 6	2.2	69.7	28.1	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	2.0	68.0	28.0	0.0	0.0	98.0	XXX	XXX	XXX	98.0	XXX
12. Total Privately Placed Bonds											
12.1 NAIC 1		585,202				585,202	2.1	0	0.0	XXX	585,202
12.2 NAIC 2						0	0.0	0	0.0	XXX	0
12.3 NAIC 3						0	0.0	0	0.0	XXX	0
12.4 NAIC 4						0	0.0	0	0.0	XXX	0
12.5 NAIC 5						0	0.0	0	0.0	XXX	0
12.6 NAIC 6						0	0.0	0	0.0	XXX	0
12.7 Totals	0	585,202	0	0	0	585,202	2.1	0	0.0	XXX	585,202
12.8 Line 12.7 as a % of Col. 6	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	0.0	2.0	0.0	0.0	0.0	2.0	XXX	XXX	XXX	XXX	2.0

(a) Includes \$ 585,202 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ current year, \$ prior year of bonds with Z designations and \$ current year, \$ prior year of bonds with Z\* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z\*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.

(c) Includes \$ current year, \$ prior year of bonds with 5\* designations and \$ current year, \$ prior year of bonds with 6\* designations. "5\*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6\*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

(d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ ; NAIC 2 \$ ; NAIC 3 \$ ; NAIC 4 \$ ; NAIC 5 \$ ; NAIC 6 \$ .

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE D - PART 1A - SECTION 2**

**Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues**

Distribution by Type	1	2	3	4	5	6	7	8	9	10	11
	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 9.5	Total from Col 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	619,723	10,407,311	4,123,163			15,150,197	52.4	400,417	100.0	15,150,197	
1.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0		
1.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0		
1.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0		
1.5 Totals	619,723	10,407,311	4,123,163	0	0	15,150,197	52.4	400,417	100.0	15,150,197	0
2. All Other Governments											
2.1 Issuer Obligations						0	0.0	0	0.0		
2.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0		
2.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0		
2.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0		
2.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations						0	0.0	0	0.0		
3.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0		
3.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0		
3.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0		
3.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations						0	0.0	0	0.0		
4.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0		
4.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0		
4.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0		
4.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Issuer Obligations						0	0.0	0	0.0		
5.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0		
5.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0		
5.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0		
5.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
6. Industrial and Miscellaneous											
6.1 Issuer Obligations		9,504,798	3,678,748			13,183,546	47.6	0	0.0	12,598,344	585,202
6.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0		
6.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0		
6.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0		
6.5 Totals	0	9,504,798	3,678,748	0	0	13,183,546	47.6	0	0.0	12,598,344	585,202
7. Hybrid Securities											
7.1 Issuer Obligations						0	0.0	0	0.0		
7.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0		
7.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0		
7.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0		
7.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Parent, Subsidiaries and Affiliates											
8.1 Issuer Obligations						0	0.0	0	0.0		
8.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0		
8.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0		
8.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0		
8.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE D - PART 1A - SECTION 2 (Continued)**

Distribution by Type	Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues										
	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total From Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations .....	619,723	19,912,109	7,801,911	0	0	28,333,743	100.0	XXX	XXX	27,748,541	585,202
9.2 Residential Mortgage-Backed Securities .....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 Totals.....	619,723	19,912,109	7,801,911	0	0	28,333,743	100.0	XXX	XXX	27,748,541	585,202
9.6 Lines 9.5 as a % Col. 6	2.2	70.3	27.5	0.0	0.0	100.0	XXX	XXX	XXX	98.0	2.0
10. Total Bonds Prior Year											
10.1 Issuer Obligations .....	400,417	0	0	0	0	XXX	XXX	400,417	100.0	400,417	0
10.2 Residential Mortgage-Backed Securities.....	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.3 Commercial Mortgage-Backed Securities.....	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.4 Other Loan-Backed and Structured Securities.....	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.5 Totals.....	400,417	0	0	0	0	XXX	XXX	400,417	100.0	400,417	0
10.6 Line 10.5 as a % of Col. 8	100.0	0.0	0.0	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations .....	619,723	19,326,907	7,801,911			27,748,541	97.9	400,417	100.0	27,748,541	XXX
11.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	XXX
11.3 Commercial Mortgage-Backed Securities.....						0	0.0	0	0.0	0	XXX
11.4 Other Loan-Backed and Structured Securities.....						0	0.0	0	0.0	0	XXX
11.5 Totals.....	619,723	19,326,907	7,801,911	0	0	27,748,541	97.9	400,417	100.0	27,748,541	XXX
11.6 Line 11.5 as a % of Col. 6.....	2.2	69.7	28.1	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	2.0	68.0	28.0	0.0	0.0	98.0	XXX	XXX	XXX	98.0	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations .....		585,202				585,202	2.1	0	0.0	XXX	585,202
12.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities.....						0	0.0	0	0.0	XXX	0
12.4 Other Loan-Backed and Structured Securities.....						0	0.0	0	0.0	XXX	0
12.5 Totals.....	0	585,202	0	0	0	585,202	2.1	0	0.0	XXX	585,202
12.6 Line 12.5 as a % of Col. 6.....	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	0.0	2.0	0.0	0.0	0.0	2.0	XXX	XXX	XXX	XXX	2.0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care

**SCHEDULE DA - VERIFICATION BETWEEN YEARS**

	Short-Term Investments		3 Mortgage Loans	4 Other Short-term Investment Assets(a)	5 Investments in Parent, Subsidiaries and Affiliates
	1 Total	2 Bonds			
1. Book/adjusted carrying value, December 31 of prior year .....	0	0	0	0	0
2. Cost of short-term investments acquired .....	7,336,083	7,336,083			
3. Accrual of discount .....	0				
4. Unrealized valuation increase (decrease) .....	0				
5. Total gain (loss) on disposals .....	1,414	1,414			
6. Deduct consideration received on disposals .....	7,330,488	7,330,488			
7. Deduct amortization of premium .....	7,008	7,008			
8. Total foreign exchange change in book/adjusted carrying value .....	0				
9. Deduct current year's other-than-temporary impairment recognized .....	0				
10. Book adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	1	1	0	0	0
11. Deduct total nonadmitted amounts .....	0				
12. Statement value at end of current period (Line 10 minus Line 11) .....	1	1	0	0	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: .....

Schedule DB - Part A - Verification

**NONE**

Schedule DB - Part B - Verification

**NONE**

Schedule DB - Part C - Section 1

**NONE**

Schedule DB - Part C - Section 2

**NONE**

Schedule DB - Verification

**NONE**

**SCHEDULE E - VERIFICATION BETWEEN YEARS**

(Cash Equivalents)

	1 Total	2 Bonds	3 Other (a)
1. Book/adjusted carrying value, December 31 of prior year.....	0	.0	0
2. Cost of cash equivalents acquired.....	111,636,999	111,636,999	
3. Accrual of discount.....	0		
4. Unrealized valuation increase (decrease).....	0		
5. Total gain (loss) on disposals.....	0		
6. Deduct consideration received on disposals.....	111,017,275	111,017,275	
7. Deduct amortization of premium.....	0		
8. Total foreign exchange change in book/adjusted carrying value.....	0		
9. Deduct current year's other-than-temporary impairment recognized.....	0		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	619,723	619,723	0
11. Deduct total nonadmitted amounts.....	0		
12. Statement value at end of current period (Line 10 minus Line 11)	619,723	619,723	0

(a) Indicate the category of such investments, for example, joint ventures, transportation equipment

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE A - PART 1**

Showing All Real Estate OWNED December 31 of Current Year

1 Description of Property	2 Code	Location		5 Date Acquired	6 Date of Last Appraisal	7 Actual Cost	8 Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Fair Value Less Encumbrances	10 Current Year's Depreciation	Change in Book/Adjusted Carrying Value Less Encumbrances					16 Gross Income Earned Less Interest Incurred on Encumbrances	17 Taxes, Repairs and Expenses Incurred
		3 City	4 State								11 Current Year's Other-Than-Temporary Impairment Recognized	12 Current Year's Change in Encumbrances	13 Total Change in B.A.C.V. (13-11-12)	14 Total Foreign Exchange Change in B.A.C.V.	15		
Properties occupied by the reporting entity - Health Care Delivery																	
Parma MOB Parma Hub.....		Parma.....	OH.....	09/30/2013.....		88,098,923		13,923,140	20,827,387	4,871,268			(4,871,268)			7,213,572	2,213,798
Land Parma Hub.....		Parma.....	OH.....	09/30/2013.....		1,845,866		1,057,979	1,582,613	35,030			(35,030)				
MOB Cleveland Hts Hub.....		Cleveland Heights.....	OH.....	01/01/1998.....		40,030,646		20,800,924	18,402,006	1,443,073			(1,443,073)			3,989,449	2,401,861
Land Cleveland Hts Hub.....		Cleveland Heights.....	OH.....	01/01/1984.....		2,380,548		2,360,188	2,087,994				0				
MOB 19999 Rockside Rd.....		Bedford.....	OH.....	01/01/1986.....		5,566,661		1,717,608	1,340,819	273,323			(273,323)			499,217	199,762
MOB 5105 Som Center Rd.....		Willoughby.....	OH.....	01/01/1983.....		11,025,496		3,727,640	4,321,352	258,319			(258,319)			387,193	76,948
MOB 17406 Royalton Rd.....		Strongsville.....	OH.....	01/01/1986.....		5,045,175		1,589,294	1,254,824	193,749			(193,749)			400,897	176,026
MOB 1260 Independence Rd.....		Chapel Hill.....	OH.....	01/01/1998.....		8,218,436		2,680,067	2,120,214	445,788			(445,788)			805,751	314,447
Land 19999 Rockside Rd.....		Bedford.....	OH.....	01/01/1984.....		467,276		280,774	219,181	13,663			(13,663)				
Land 5105 Som Center Rd.....		Willoughby.....	OH.....	01/01/1986.....		1,306,996		671,669	778,648	24,476			(24,476)				
Land 17406 Royalton Rd.....		Strongsville.....	OH.....	01/01/1983.....		350,887		209,203	165,176	19,900			(19,900)				
Land 1260 Independence Ave.....		Chapel Hill.....	OH.....	01/01/1986.....		805,701		555,914	439,786	25,325			(25,325)	0			
0199999 - Properties occupied by the reporting entity - Health Care Delivery				165,142,611		0	49,574,400	53,540,000	7,603,914	0	0	(7,603,914)	0	0	13,296,079	5,382,842	
Properties occupied by the reporting entity - Administrative																	
Regional Service Center (MOB).....		Brooklyn Hts.....	OH.....	11/10/2004.....		24,199,378		7,240,027	5,706,062	.581,383			(581,383)			1,422,478	732,843
Land Regional Service Center.....		Brooklyn Hts.....	OH.....			2,488,136		2,231,795	1,758,938	.49,152			(49,152)				
0299999 - Properties occupied by the reporting entity - Administrative				26,687,514		0	9,471,822	7,465,000	630,535	0	0	(630,535)	0	0	1,422,478	732,843	
0399999 - Total Properties occupied by the reporting entity				191,830,125		0	59,046,222	61,005,000	8,234,449	0	0	(8,234,449)	0	0	14,718,557	6,115,685	
0699999 Totals				191,830,125		0	59,046,222	61,005,000	8,234,449	0	0	(8,234,449)	0	0	14,718,557	6,115,685	

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE A - PART 2**

**Showing All Real Estate ACQUIRED and Additions Made During the Year**

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost at Time of Acquisition	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Additional Investment Made After Acquisition
	2 City	3 State						
Acquired by purchase								
Air handler replacement.....	Parma.....	.OH.	.03/31/2014...	Comfort Control Systems.....	.55,371		.55,371	
New signage various locations.....	Various.....	.OH.	.03/31/2014...	Brilliant Electric Sign.....	.48,338		.48,338	
Elevator replacement.....	Parma.....	.OH.	.03/31/2014...	Otis Elevator.....	.16,885		.16,885	
Paint/repair signage.....	Various.....	.OH.	.03/31/2014...	Garbow.....	.5,638		.5,638	
Fuel tank replacement.....	Parma.....	.OH.	.03/31/2014...	Service Station Equipment Co. Inc.....	.3,531		.3,531	
New signage various locations.....	Various.....	.OH.	.06/30/2014...	Becker Signs Inc.....	.7,832		.7,832	
Paint/repair signage.....	Various.....	.OH.	.06/30/2014...	Garbow.....	.565		.565	
Fire alarm system.....	Strongsville.....	.OH.	.06/30/2014...	Siemens Bldg Technologies.....	.25,098		.25,098	
New signage.....	Parma.....	.OH.	.09/30/2014...	Brilliant Electric Signs.....	.70,027		.70,027	
Elevator replacement.....	Strongsville.....	.OH.	.09/30/2014...	Otis Elevator.....	.23,026		.23,026	
Mercy Health project design & implement.....	Parma.....	.OH.	.09/30/2014...	American Energy Assets.....	.37,150		.37,150	
Installation connectivity of 18 ninja's.....	Various.....	.OH.	.09/30/2014...	WG Property Services, LLC.....	.55,000		.55,000	
Sidewalk and curb replacement.....	Strongsville.....	.OH.	.09/30/2014...	Lake Inc.....	.9,950		.9,950	
Parking lot resurfacing.....	Strongsville.....	.OH.	.12/31/2014...	Surface Engineering.....	.106,500		.106,500	
New signage.....	Parma.....	.OH.	.12/31/2014...	Becker Signs Inc.....	.1,428		.1,428	
New signage.....	Various.....	.OH.	.12/31/2014...	Becker Signs Inc.....	.1,154		.1,154	
Trench drain replacement.....	Parma.....	.OH.	.12/31/2014...	Ridge Plumbing.....	.15,400		.15,400	
Patterson Kelly 4 million BTU boiler.....	Parma.....	.OH.	.12/31/2014...	Comfort Control Systems.....	.148,000		.148,000	
Concrete sidewalk & curb replacement.....	Parma.....	.OH.	.12/31/2014...	Lake Inc.....	.44,660		.44,660	
New signage.....	Kent.....	.OH.	.12/31/2014...	Brilliant Electric Sign.....	.4,510		.4,510	
New signage.....	Medina.....	.OH.	.12/31/2014...	Brilliant Electric Sign.....	.2,385		.2,385	
New signage.....	Mentor.....	.OH.	.12/31/2014...	Brilliant Electric Sign.....	.8,572		.8,572	
New signage.....	North Canton.....	.OH.	.12/31/2014...	Brilliant Electric Sign.....	.3,348		.3,348	
RSC connector tunnel replacement.....	Brooklyn Hts.....	.OH.	.12/31/2014...	Bolton Pratt Company.....	.20,538		.20,538	
LED outdoor building lights.....	Brooklyn Hts.....	.OH.	.12/31/2014...	G & B Electric Company.....	.53,000		.53,000	
Lobby floor replacement.....	Cleveland Hts.....	.OH.	.12/31/2014...	Suesse Construction.....	.37,765		.37,765	
0199999 - Acquired by purchase					805,671	0	805,671	0
Acquired by internal transfer								
Miscellaneous.....	Parma.....	.OH.	.06/30/2014...	Internal Transfer.....	.16,951		.16,951	
Miscellaneous.....	Parma.....	.OH.	.09/30/2014...	Internal Transfer.....	.8,080		.8,080	
Miscellaneous.....	Parma.....	.OH.	.12/31/2014...	Internal Transfer.....	.(100)		.(100)	
Miscellaneous.....	Mentor.....	.OH.	.12/31/2014...	Internal Transfer.....	.(8,572)		.(8,572)	
Miscellaneous.....	North Canton.....	.OH.	.12/31/2014...	Internal Transfer.....	.(6,265)		.(6,265)	
Miscellaneous.....	Medina.....	.OH.	.12/31/2014...	Internal Transfer.....	.(2,385)		.(2,385)	
Miscellaneous.....	Kent.....	.OH.	.12/31/2014...	Internal Transfer.....	.(4,510)		.(4,510)	
0299999 - Acquired by internal transfer					3,199	0	3,199	0
0399999 Totals					808,870	0	808,870	0

E02

Schedule A - Part 3

**NONE**

Schedule B - Part 1

**NONE**

Schedule B - Part 2

**NONE**

Schedule B - Part 3

**NONE**

Schedule BA - Part 1

**NONE**

Schedule BA - Part 2

**NONE**

Schedule BA - Part 3

**NONE**

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE D - PART 1**

Showing All Long-Term **BONDS** Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes			6 NAIC Designation	7 Actual Cost	Fair Value		10 Rate Used to Obtain Fair Value	11 Par Value	Change in Book / Adjusted Carrying Value					Interest						
		3 F or e i g n	4 B ond CHAR	5			8 Fair Value	9			12 Book/ Adjusted Carrying Value	13 Unrealized Valuation Increase/ (Decrease)	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change In B./A.C.V.	16 Rate of	17 Effective Rate of	18 Admitted When Paid	19 Amount Due & Accrued	20 Amount Rec. During Year	21 Acquired	22 Stated Contractual Maturity Date	
<b>Bonds - U.S. Governments - Issuer Obligations</b>																						
912828-NT-3..	US TREASURY				1..	3,897,930	104,4300	3,916,114	3,750,000	3,891,561	(6,369)				2,625	1.913	FA	37,182	17,391	12/24/2014	08/15/2020	
912828-QV-9..	US TREASURY				1..	2,708,593	103,2110	2,709,286	2,625,000	2,694,708	(13,885)				2,250	1.486	JJ	24,716	29,531	04/09/2014	07/31/2018	
912828-ST-8..	US TREASURY				1..	5,538,985	98,8360	5,608,937	5,675,000	5,558,184	19,199				1,250	1.745	AO	12,150	66,719	05/30/2014	04/30/2019	
912828-VK-3..	US TREASURY				1..	406,000	100,1950	400,781	400,000	405,668	(332)				1,375	0.962	JD	15	2,750	10/15/2014	06/30/2018	
912828-WU-5..	US TREASURY	SD..			1..	231,601	103,0160	231,785	225,000	231,601					2,500	2,152	MN	.808		12/31/2014	05/15/2024	
912828-WX-4..	US TREASURY				1..	1,748,434	100,0470	1,750,000	1,748,751		317				0,500	0,545	JJ	3,662		07/31/2014	07/31/2016	
0199999..	Bonds - U.S. Governments - Issuer Obligations					14,531,543	XXX	14,617,724	14,425,000	14,530,474	0	(1,069)	0	0	XXX	XXX	XXX	78,532	116,391	XXX	XXX	
0599999..	Bonds - U.S. Governments - Subtotals - U.S. Governments					14,531,543	XXX	14,617,724	14,425,000	14,530,474	0	(1,069)	0	0	XXX	XXX	XXX	78,532	116,391	XXX	XXX	
<b>Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations</b>																						
00206R-BD-3..	AT&T INC				1FE..	.487,055	.98,1180	.490,590	500,000	.488,155			.1,100			3,000	3.377	FA	.5,667	.7,500	03/28/2014	.02/15/2022
02581F-YE-3..	AMERICAN EXPR CENTURION				1FE..	287,065	.111,4480	278,621	250,000	.279,196	(7,869)				6,000	1,565	MS	.4,500	.7,500	03/28/2014	.09/13/2017	
026874-BW-6..	AMERICAN INTL GROUP				2FE..	299,288	.119,2470	298,118	250,000	.294,280	(5,007)				6,400	3,118	JD	.711	16,000	03/27/2014	12/15/2020	
037411-AV-7..	APACHE CORP				1FE..	258,679	.115,0250	247,304	215,000	.251,735	(6,944)				6,900	2,084	MS	.4,368	.7,418	04/02/2014	.09/15/2018	
037833-AJ-9..	APPLE INC				1FE..	.195,004	.98,5160	.197,032	200,000	.195,897	.893			1,000	1,634	MN	.322	2,000	03/27/2014	.05/03/2018		
057224-AY-8..	BAKER HUGHES INC				1FE..	.309,075	.119,3640	.298,410	250,000	.299,876	(9,199)				7,500	2,107	MN	.2,396	.18,750	03/27/2014	.11/15/2018	
064058-AA-8..	BANK OF NEW YORK MELLON				1FE..	.256,133	.101,4880	.253,719	250,000	.254,786	(1,346)				1,969	1,180	JD	.150	4,923	04/11/2014	.06/20/2017	
084670-BD-9..	BERKSHIRE HATHAWAY INC				1FE..	.255,905	.101,4430	.253,608	250,000	.254,362	(1,543)				1,900	1,050	JJ	.1,992	.2,375	03/28/2014	.01/31/2017	
120568-AV-2..	BUNGE LIMITED FINANCE CO				2FE..	.259,920	.102,8240	.257,061	250,000	.257,662	(2,258)				3,200	1,916	JD	.356	.8,000	03/28/2014	.06/15/2017	
126117-A0-3..	CNA FINANCIAL CORP				2FE..	.288,843	.114,1540	.285,384	250,000	.284,765	(4,077)				5,875	3,156	FA	.5,549	.7,344	04/03/2014	.08/15/2020	
171232-AR-2..	CHUBB CORP				1FE..	.222,521	.112,9780	.218,047	217,319	.217,319	(5,203)				5,750	1,876	MN	.1,418	.11,098	03/27/2014	.05/15/2018	
172967-EH-0..	CITIGROUP INC				1FE..	.283,765	.110,6370	.276,592	250,000	.276,563	(7,202)				6,000	1,831	FA	.5,667	.7,500	04/02/2014	.08/15/2017	
20029P-AG-4..	COMCAST CABLE COMMUNICATIONS				1FE..	.306,200	.117,0200	.292,551	250,000	.292,859	(13,341)				8,875	1,382	MN	.3,698	.22,188	04/01/2014	.05/01/2017	
200339-CG-2..	COMERICA BANK SERIES BKNT				1FE..	.331,008	.108,2880	.319,451	295,000	.320,954	(10,053)				5,750	1,034	MN	.1,885	.16,963	04/01/2014	.11/21/2016	
20825C-AR-5..	CONOCOPHILLIPS				1FE..	.303,266	.113,6780	.293,288	250,000	.296,835	(6,431)				5,750	1,901	FA	.6,181	.7,418	04/11/2014	.02/01/2019	
29273R-AQ-2..	ENERGY TRANSFER PARTNERS				1..	.270,793	.106,9560	.267,389	250,000	.269,047	(1,746)				5,200	3,919	FA	.5,417	.6,500	04/02/2014	.02/01/2022	
345397-VP-5..	FORD MOTOR CREDIT CO LLC				2FE..	.288,938	.111,4760	.278,689	250,000	.280,557	(8,380)				6,625	1,829	FA	.6,257	.8,281	04/01/2014	.08/15/2017	
35671D-BG-9..	FREEPORT-MCMORAN C & G				2FE..	.198,178	.97,2730	.194,547	200,000	.198,376	.198			3,100	3,271	MS	.1,826	.3,100	04/22/2014	.03/15/2020		
36962G-5J-9..	GENERAL ELEC CAP CORP SERIES				1FE..	.551,915	.112,7130	.563,565	500,000	.547,277	(4,638)				4,650	3,096	AO	.4,779	.23,250	03/27/2014	.10/17/2021	
38141E-A2-5..	GOLDMAN SACHS GROUP INC				1FE..	.302,928	.118,9460	.297,365	250,000	.295,247	(7,681)				7,500	2,818	FA	.7,083	.9,375	03/27/2014	.02/15/2019	
416515-AV-6..	MTN				2FE..	.289,965	.113,4100	.283,526	250,000	.284,146	(5,819)				6,000	2,429	JJ	.6,917	.7,500	04/03/2014	.01/15/2019	
459200-GM-7..	IBM CORP				1FE..	.249,230	.120,5630	.241,125	200,000	.241,385	(7,845)				7,625	1,934	AO	.3,219	.15,250	03/27/2014	.10/15/2018	
46625H-GY-0..	JPMORGAN CHASE & CO				1FE..	.287,423	.111,8840	.279,710	250,000	.280,251	(7,171)				6,000	1,884	JJ	.6,917	.7,500	03/28/2014	.01/15/2018	
564760-CA-2..	MANUF & TRADERS TRUST CO				2FE..	.291,340	.113,1330	.282,832	250,000	.284,048	(7,292)				6,625	1,822	JD	.1,242	.16,563	05/05/2014	.12/04/2017	
57629W-BQ-2..	SERIES 144A				1FE..	.306,378	.101,4090	.304,227	300,000	.304,812	(1,566)				2,000	1,278	AO	.1,433	.6,000	03/27/2014	.04/05/2017	
590188-JN-9..	BANK OF AMERICA CORP				1FE..	.224,485	.116,2590	.218,567	188,000	.218,890	(5,595)				6,875	2,405	MN	.1,652	.12,925	04/01/2014	.11/15/2018	
59156R-AT-5..	METLIFE INC				1FE..	.312,558	.121,1770	.302,943	250,000	.303,371	(9,186)				7,717	2,263	FA	.7,288	.9,646	03/27/2014	.02/15/2019	
61747Y-CG-8..	MORGAN STANLEY SERIES GMTN				1FE..	.303,643	.118,6150	.296,537	250,000	.296,316	(7,326)				7,300	2,766	MN	.2,433	.18,250	04/01/2014	.05/13/2019	
637432-LR-4..	NATIONAL RURAL UTIL COOP				1FE..	.340,933	.130,2730	.325,683	250,000	.327,270	(13,663)				10,375	1,964	MN	.4,323	.25,938	04/11/2014	.11/01/2018	
665501-AH-5..	NORTHERN NATURAL GAS CO				1FE..	.286,193	.112,7120	.281,780	250,000	.280,390	(5,802)				5,750	2,163	JJ	.6,628	.7,188	04/11/2014	.07/15/2018	
674599-CB-9..	OCCIDENTAL PETROLEUM COR				1FE..	.255,353	.100,5770	.251,442	250,000	.254,027	(1,325)				1,750	0,981	FA	.1,653	.2,188	04/11/2014	.02/15/2017	
68268N-AU-2..	ONEOK PARTNERS LP				1..	.231,018	.92,5660	.219,382	237,000	.231,461	.443											

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE D - PART 1**

Showing All Long-Term **BONDS** Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes			6 NAIC Designation	7 Actual Cost	Fair Value		10 Book/ Adjusted Carrying Value	11 Unrealized Valuation Increase/ (Decrease)	Change in Book / Adjusted Carrying Value				Interest					Dates			
		3 Code	4 F o r e i n g	5 Bond CHAR			8 Rate Used to Obtain Fair Value	9 Fair Value			12 Current Year's (Amortization)/ Accretion	13 Current Year's Temporary Impairment Recognized	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change In B.A.C.V.	16 Rate of	17 Effective Rate of	18 Admitted Amount Due & Accrued	19 When Paid	20 Amount Rec. During Year	21 Acquired	22 Stated Contractual Maturity Date		
89417E-AC-3..	TRAVELERS COS INC SERIES MTN..		1FE			287,315	111,6000	278,999	250,000	279,963		(7,352)			5.750	1.583	JD	.639	14,375	03/28/2014	12/15/2017		
91324P-CB-6..	UNITEDHEALTH GROUP INC		1FE			246,800	.98,5720	246,431	250,000	247,245		.445			1.625	1,899	MS	1,196	2,031	04/11/2014	03/15/2019		
92343V-BR-4..	VERIZON COMMUNICATIONS		2FE			558,725	110,4230	552,117	500,000	555,975		(2,750)			5.150	3,638	MS	7,582	12,875	06/24/2014	09/15/2023		
927804-FF-6..	VIRGINIA ELEC & POWER CO		1FE			286,653	111,8100	279,524	250,000	280,395		(6,258)			5.400	1,634	AO	2,288	13,500	04/11/2014	04/30/2018		
92976G-AH-4..	WACHOVIA BANK NA SERIES BKNT..		1FE			345,855	112,0910	336,274	300,000	336,582		(9,273)			6.000	1,636	MN	2,300	18,000	03/27/2014	11/15/2017		
3299999 - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations						13,409,882	XXX	13,172,531	12,000,000	13,183,546		0	(226,336)		0	0	XXX	XXX	XXX	155,179	454,472	XXX	XXX
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated) - Subtotals						13,409,882	XXX	13,172,531	12,000,000	13,183,546		0	(226,336)		0	0	XXX	XXX	XXX	155,179	454,472	XXX	XXX
7799999 - Bonds - Total Bonds - Subtotals - Issuer Obligations						27,941,425	XXX	27,790,255	26,425,000	27,714,020		0	(227,405)		0	0	XXX	XXX	XXX	233,712	570,863	XXX	XXX
8399999 Subtotals - Total Bonds						27,941,425	XXX	27,790,255	26,425,000	27,714,020		0	(227,405)		0	0	XXX	XXX	XXX	233,712	570,863	XXX	XXX

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Schedule D - Part 2 - Section 1  
**NONE**

Schedule D - Part 2 - Section 2  
**NONE**

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE D - PART 3**

Showing All Long-Term Bonds and Stocks **ACQUIRED** During Current Year

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
<b>Bonds - U.S. Governments</b>								
912828-NT-3	US TREASURY 2.625% 08/15/20		12/24/2014	Various	XXX	3,897,930	3,750,000	23,810
912828-0Y-9	US TREASURY 2.250% 07/31/18		04/09/2014	Barclays	XXX	2,708,593	2,625,000	10,722
912828-ST-8	US TREASURY 1.250% 04/30/19		05/30/2014	Various	XXX	5,538,985	5,675,000	26,795
912828-VK-3	US TREASURY 1.375% 06/30/18		10/15/2014	FTN Financial	XXX	406,000	400,000	1,614
912828-WJ-5	US TREASURY 2.500% 05/15/24		12/31/2014	Banc of America	XXX	231,601	225,000	808
912828-WX-4	US TREASURY 0.500% 07/31/16		07/31/2014	Various	XXX	1,748,434	1,750,000	115
0599999 - Bonds - U.S. Governments						14,531,543	14,425,000	63,865
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>								
00206R-BD-3	AT&T INC 3.000% 02/15/22		03/28/2014	BNP Paribas Securities Corp	XXX	487,055	500,000	1,958
02581F-YE-3	AMERICAN EXPR CENTURION SERIES BKN1		03/28/2014	JP Morgan	XXX	287,065	250,000	.792
026874-BW-6	AMERICAN INTL GROUP 6.400% 12/15/20		03/27/2014	Wells Fargo	XXX	299,288	250,000	4,711
037411-AV-7	APACHE CORP 6.900% 09/15/18		04/02/2014	Morgan Stanley	XXX	258,679	215,000	.907
037833-AJ-9	APPLE INC 1.000% 05/03/18		03/27/2014	Wells Fargo	XXX	195,004	200,000	.822
057224-AY-3	BAKER HUGHES INC 7.500% 11/15/18		03/27/2014	Banc of America	XXX	309,075	250,000	7,083
064058-AA-8	BANK OF NEW YORK MELLON		04/11/2014	FTN Financial	XXX	256,133	250,000	1,586
084670-BD-9	BERKSHIRE HATHAWAY INC		03/28/2014	Wells Fargo	XXX	255,905	250,000	.818
120568-AV-2	BLUNGE LIMITED FINANCE CO		03/28/2014	FTN Financial	XXX	259,920	250,000	2,378
126117-AQ-3	CNA FINANCIAL CORP 5.875% 08/15/20		04/03/2014	Citigroup	XXX	288,843	250,000	2,162
171232-AR-2	CHUBB CORP 5.750% 05/15/18		03/27/2014	JP Morgan	XXX	222,521	193,000	4,192
172967-EH-0	CITIGROUP INC 6.000% 08/15/17		04/02/2014	Wells Fargo	XXX	283,765	250,000	2,167
20029P-AG-4	COMCAST CABLE COMMUNICATIONS		04/01/2014	Wells Fargo	XXX	306,200	250,000	9,430
200339-CG-2	COMERICA BANK SERIES BKN1		04/01/2014	Market Axess	XXX	331,008	295,000	.6267
20825C-AR-5	CONOCOPHILLIPS 5.750% 02/01/19		04/11/2014	Susquehanna Intl	XXX	303,266	258,000	.3,091
29273R-AQ-2	ENERGY TRANSFER PARTNERS		04/02/2014	Banc of America	XXX	270,793	250,000	2,383
345397-VP-5	FORD MOTOR CREDIT CO LLC		04/01/2014	Goldman	XXX	288,938	250,000	.2,254
35671D-BG-9	FREEPORT-MCMORAN C & G		04/22/2014	Nomura	XXX	198,178	200,000	.689
36962G-MJ-9	GENERAL ELEC CAP CORP SERIES MTN		03/27/2014	Barclays	XXX	551,915	500,000	10,592
38141E-A2-5	GOLDMAN SACHS GROUP INC SERIES GMTN		03/27/2014	FTN Financial	XXX	302,928	250,000	2,396
416515-AV-6	HARTFORD FINI SVCS GRP SERIES MTN		04/03/2014	FTN Financial	XXX	289,965	250,000	.3,458
459200-GM-7	IBM CORP 7.625% 10/15/18		03/27/2014	Nomura	XXX	249,230	200,000	7,032
46625H-GY-0	JPMORGAN CHASE & CO 6.000% 01/15/18		03/28/2014	JP Morgan	XXX	287,423	250,000	.3,208
564760-CA-2	MANUF & TRADERS TRUST CO		05/05/2014	Susquehanna Intl	XXX	291,340	250,000	.7,085
57629W-BQ-2	MASSMUTUAL GLOBAL FUND IN SERIES 144A		03/27/2014	Morgan Stanley	XXX	306,378	300,000	2,933
590188-JN-9	BANK OF AMERICA CORP 6.875% 11/15/18		04/01/2014	JP Morgan	XXX	224,485	188,000	4,990
59156R-AT-5	METLIFE INC 7.717% 02/15/19		03/27/2014	JP Morgan	XXX	312,558	250,000	2,465
61747Y-CG-8	MORGAN STANLEY SERIES GMTN		04/01/2014	JP Morgan	XXX	303,643	250,000	.7,148
637432-LR-4	NATIONAL RURAL UTIL COOP		04/11/2014	FTN Financial	XXX	340,933	250,000	11,888
665501-AH-5	NORTHERN NATURAL GAS CO SERIES 144A		04/11/2014	Banc of America	XXX	286,193	250,000	.3,634
674599-CB-9	OCCIDENTAL PETROLEUM COR		04/11/2014	Banc of America	XXX	255,353	250,000	.741
68268N-AJ-2	ONEOK PARTNERS LP 3.375% 10/01/22		04/08/2014	Banc of America	XXX	231,018	237,000	.222
68389X-AN-5	ORACLE CORP 1.200% 10/15/17		03/28/2014	Wells Fargo	XXX	248,453	250,000	.1,392
693476-BJ-1	PNC FUNDING CORP 5.125% 02/08/20		03/27/2014	UBS Securities	XXX	283,535	250,000	.1,886
74456Q-AS-5	PUB SVC ELEC & GAS SERIES MTN		04/11/2014	Wells Fargo	XXX	285,608	250,000	.6,073
808513-AD-7	CHARLES SCHWAB CORP 4.450% 07/22/20		03/27/2014	JP Morgan	XXX	275,060	250,000	2,132
828783-AT-7	SIMON PROPERTY GROUP LP		04/03/2014	FTN Financial	XXX	300,890	250,000	.5,787
842587-CJ-4	SOUTHERN CO 2.450% 09/01/18		04/02/2014	Wells Fargo	XXX	254,788	250,000	.613
84756N-AC-3	SPECTRA ENERGY PARTNERS		04/02/2014	CGM	XXX	260,518	254,000	.250
867914-AZ-6	SUNTRUST BANKS INC 6.000% 09/11/17		04/01/2014	FTN Financial	XXX	182,432	160,000	.613
887317-AN-5	TIME WARNER INC 4.000% 01/15/22		04/02/2014	Goldman	XXX	258,260	250,000	2,278
89417E-AC-3	TRAVELERS COS INC SERIES MTN		03/28/2014	Banc of America	XXX	287,315	250,000	.4,273
91324P-CB-6	UNITEDHEALTH GROUP INC		04/11/2014	JP Morgan	XXX	246,800	250,000	.350
92343V-BR-4	VERIZON COMMUNICATIONS		06/24/2014	JP Morgan	XXX	558,725	500,000	.7,296
927804-FF-6	VIRGINIA ELEC & POWER CO		04/11/2014	Citigroup	XXX	286,653	250,000	.6,225
92976G-AH-4	WACHOVIA BANK NA SERIES BKN1		03/27/2014	Barclays	XXX	345,855	300,000	.6,800
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						13,409,882	12,000,000	167,451
8399997 - Bonds - Subtotals - Bonds - Part 3						27,941,425	26,425,000	231,315
8399998 - Bonds - Summary item from Part 5 for Bonds						43,977,151	43,287,286	133,895
8399999 - Bonds - Subtotals - Bonds						71,918,576	69,712,286	365,210
<b>9999999 Totals</b>						71,918,576	XXX	365,210

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care

## **SCHEDULE D - PART 4**

Showing all Long-Term Bonds and Stocks **SOLD, REDEEMED** or Otherwise **DISPOSED OF** During Current Year

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**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE D - PART 5**

Showing all Long-Term Bonds and Stocks **ACQUIRED** During Year and Fully **DISPOSED OF** During Current Year

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Date Acquired	5 Name of Vendor	6 Disposal Date	7 Name of Purchaser	8 Par Value (Bonds) or Number of Shares (Stocks)	9 Actual Cost	10 Consideration	11 Book/ Adjusted Carrying Value at Disposal	Change in Book/Adjusted Carrying Value					17 18 19 20 21 Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends			
											12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change In B./A. C.V. (12 + 13 - 14)	16 Total Foreign Exchange Change in B./A. C.V.	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal		
912828-NR-7..	US TREASURY 2.37% 07/31/17..	..04/09/2014..	Barclays.....	..07/24/2014..	Various.....	..4,500,000	..4,690,738	..4,681,411	..4,674,977	..(15,760)	..(1,233)	..(1,233)	..(15,760)	..(15,760)	..6,433	..6,433	..51,207	..21,552		
912828-NT-3..	US TREASURY 2.62% 08/15/20..	..03/25/2014..	Barclays.....	..07/29/2014..	Nomura.....	..850,000	..874,374	..882,801	..873,141	..(1,233)	..(1,233)	..(1,233)	..9,660	..9,660	..10,293	..2,527				
912828-QY-9..	US TREASURY 2.25% 07/31/18..	..03/25/2014..	Barclays.....	..07/24/2014..	Various.....	..2,175,000	..2,243,146	..2,242,689	..2,238,356	..(4,790)	..(4,790)	..(4,790)	..4,333	..4,333	..23,041	..7,570				
912828-RX-0..	US TREASURY 0.87% 12/31/16..	..03/31/2014..	Barclays.....	..07/24/2014..	Morgan Stanley.....	..1,500,000	..1,503,516	..1,507,988	..1,503,288	..(257)	..(257)	..(257)	..4,730	..4,730	..5,965	..3,299				
912828-SJ-0..	US TREASURY 0.87% 02/28/17..	..03/26/2014..	Bank of America.....	..09/26/2014..	Banc of America.....	..1,000,000	..999,805	..1,003,000	..999,823	..18	..18	..18	..3,685	..3,685	..2,942	..642				
912828-ST-8..	US TREASURY 1.25% 04/30/19..	..03/25/2014..	Bank of America.....	..07/31/2014..	Barclays.....	..750,000	..730,579	..734,382	..731,882	..1,303	..1,303	..1,303	..2,500	..2,500	..7,159	..3,833				
912828-TD-2..	US TREASURY 0.25% 07/15/15..	..03/28/2014..	Banc of America.....	..09/26/2014..	Banc of America.....	..1,500,000	..1,501,465	..1,502,051	..1,500,901	..(564)	..(564)	..(564)	..1,150	..1,150	..2,649	..777				
912828-TK-6..	US TREASURY 0.25% 08/15/15..	..03/24/2014..	Bank of America.....	..09/26/2014..	Banc of America.....	..1,500,000	..1,500,117	..1,502,051	..1,500,074	..(43)	..(43)	..(43)	..1,977	..1,977	..2,334	..394				
912828-TP-5..	US TREASURY 0.25% 09/15/15..	..03/31/2014..	Bank of America.....	..09/26/2014..	Banc of America.....	..1,500,000	..1,500,820	..1,502,344	..1,500,543	..(278)	..(278)	..(278)	..1,801	..1,801	..2,020	..173				
912828-JC-2..	US TREASURY 0.25% 12/15/15..	..03/24/2014..	Morgan Stanley.....	..09/26/2014..	Banc of America.....	..1,500,000	..1,497,129	..1,500,488	..1,497,891	..762	..762	..762	..2,597	..2,597	..2,749	..1,030				
912828-JM-0..	US TREASURY 0.37% 02/15/16..	..03/24/2014..	Bank of America.....	..09/26/2014..	Various.....	..1,500,000	..1,498,594	..1,502,539	..1,498,801	..207	..207	..207	..3,738	..3,738	..2,161	..590				
912828-VC-1..	US TREASURY 0.25% 05/15/16..	..03/24/2014..	Bank of America.....	..09/26/2014..	Various.....	..2,000,000	..1,988,047	..1,995,313	..1,989,919	..1,872	..1,872	..1,872	..5,393	..5,393	..3,478	..1,796				
912828-VW-7..	US TREASURY 0.87% 09/15/16..	..03/26/2014..	Citigroup.....	..09/26/2014..	TD Securities.....	..1,000,000	..1,005,234	..1,004,352	..1,004,168	..(1,067)	..(1,067)	..(1,067)	..1,184	..1,184	..4,713	..285				
912828-WF-3..	US TREASURY 0.62% 11/15/16..	..03/24/2014..	Morgan Stanley.....	..09/26/2014..	Various.....	..1,500,000	..1,494,141	..1,500,625	..1,494,754	..613	..613	..613	..5,871	..5,871	..5,970	..3,367				
912828-WJ-5..	US TREASURY 2.500% 05/15/24..	..07/24/2014..	BNP Paribas Securities Corp.....	..07/29/2014..	Banc of America.....	..2,600,000	..2,597,573	..2,608,521	..2,597,573	..0	..0	..0	..10,948	..10,948	..13,601	..13,601				
912828-WX-4..	US TREASURY 0.500% 07/31/16..	..07/30/2014..	Royal Bank of Scotland.....	..12/22/2014..	Various.....	..1,550,000	..1,547,523	..1,552,733	..1,547,893	..370	..370	..370	..4,840	..4,840	..2,390	..84				
<b>0599999 - Bonds - U.S. Governments</b>								<b>28,425,000</b>	<b>28,676,257</b>	<b>28,727,490</b>	<b>28,655,733</b>	<b>0</b>	<b>(20,525)</b>	<b>0</b>	<b>(20,525)</b>	<b>0</b>	<b>71,758</b>	<b>71,758</b>	<b>148,051</b>	<b>64,009</b>
<b>E15 Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																				
00206R-BF-8..	AT&T INC 1.700% 06/01/17..	..03/24/2014..	TD Securities.....	..09/26/2014..	Goldman.....	..325,000	..326,898	..327,135	..326,602	..(296)	..(296)	..(296)	..533	..533	..4,589	..1,780				
0258M0-DM-8..	AMERICAN EXPRESS CREDIT SERIES MTN..	..06/02/2014..	Deutsche Bank.....	..09/26/2014..	JP Morgan.....	..300,000	..299,268	..297,600	..299,345	..77	..77	..77	..(1,745)	..(1,745)	..(1,745)	..1,078				
037833-AM-2..	APPLE INC 1.050% 05/05/17..	..04/29/2014..	Deutsche Bank.....	..09/26/2014..	Wells Fargo.....	..525,000	..524,722	..522,790	..524,758	..37	..37	..37	..(1,969)	..(1,969)	..(1,969)	..2,205				
054937-AE-7..	BB&T CORPORATION 5.200% 12/23/15..	..04/01/2014..	Banc of America.....	..07/30/2014..	FTN Financial.....	..250,000	..268,338	..265,375	..264,805	..(3,532)	..(3,532)	..(3,532)	..570	..570	..7,981	..3,647				
05531F-AK-9..	BB&T CORPORATION SERIES MTN..	..03/27/2014..	Goldman.....	..09/26/2014..	UBS Securities.....	..325,000	..332,862	..330,866	..331,531	..(1,331)	..(1,331)	..(1,331)	..(665)	..(665)	..(665)	..3,649				
06406H-BS-7..	BANK OF NEW YORK MELLON SERIES MTN..	..03/27/2014..	JP Morgan.....	..09/26/2014..	Mizuho Securities.....	..325,000	..335,657	..332,693	..332,707	..(2,950)	..(2,950)	..(2,950)	..(14)	..(14)	..(14)	..5,755				
075887-BB-4..	BECTON DICKINSON 1.750% 11/08/16..	..04/11/2014..	Citigroup.....	..07/30/2014..	FTN Financial.....	..200,000	..205,080	..203,900	..204,490	..(590)	..(590)	..(590)	..(586)	..(586)	..(586)	..1,536				
084664-BB-9..	BERKSHIRE HATHAWAY FIN. CAPITOL ONE FINANCIAL CO	..03/24/2014..	Jefferies & Co.....	..09/26/2014..	Wells Fargo.....	..325,000	..328,946	..328,120	..328,316	..(629)	..(629)	..(629)	..(196)	..(196)	..(196)	..4,550				
14040H-AN-5..	CATERPILLAR FINANCIAL SE SERIES MTN..	..04/09/2014..	JP Morgan.....	..07/24/2014..	FTN Financial.....	..253,000	..282,631	..278,831	..279,045	..(3,586)	..(3,586)	..(3,586)	..(214)	..(214)	..(214)	..6,397				
14912L-5N-7..	CATERPILLAR FINANCIAL SE SERIES MTN..	..03/27/2014..	Citigroup.....	..07/30/2014..	FTN Financial.....	..250,000	..250,388	..250,125	..250,318	..(69)	..(69)	..(69)	..(193)	..(193)	..(193)	..768				
14912L-5Z-0..	CATERPILLAR FINANCIAL SE SERIES MTN..	..03/25/2014..	RBC Capital Markets.....	..09/26/2014..	Barclays.....	..325,000	..323,924	..323,450	..324,108	..184	..184	..184	..(658)	..(658)	..(658)	..226				
166764-AE-0..	CHEVRON CORP 1.718% 06/24/18..	..03/25/2014..	Barclays.....	..09/26/2014..	Market Axess.....	..325,000	..324,906	..325,033	..324,919	..14	..14	..14	..113	..113	..113	..4,281				
17275R-AT-9..	CHESSCO SYSTEMS INC 1.100% 03/03/17..	..03/25/2014..	Wells Fargo.....	..09/26/2014..	Wells Fargo.....	..325,000	..325,094	..324,727	..325,079	..(16)	..(16)	..(16)	..(352)	..(352)	..(352)	..2,056				
20030N-AP-6..	COMCAST CORP 6.500% 01/15/17..	..03/31/2014..	Various.....	..09/26/2014..	Nomura.....	..600,000	..687,868	..671,832	..672,472	..(15,396)	..(15,396)	..(15,396)	..(640)	..(640)	..(640)	..27,625				
24422E-SH-3..	JOHN DEERE CAPITAL CORP SERIES MTN..	..03/31/2014..	Wells Fargo.....	..09/26/2014..	UBS Securities.....	..325,000	..326,219	..325,523	..325,999	..(220)	..(220)	..(220)	..(476)	..(476)	..(476)	..2,398				
25468P-CV-6..	WALT DISNEY COMPANY/THE SERIES MTN..	..04/30/2014..	Wells Fargo.....	..09/26/2014..	Wells Fargo.....	..700,000	..695,247	..691,985	..695,774	..527	..527	..527	..(3,789)	..(3,789)	..(3,789)	..6,395				
26875P-AH-4..	EOG RESOURCES INC 2.500% 02/01/16..	..03/28/2014..	JP Morgan.....	..07/30/2014..	Market Axess.....	..250,000	..258,285	..256,328	..256,760	..(1,525)	..(1,525)	..(1,525)	..(432)	..(432)	..(432)	..3,177				
278642-AG-8..	EBAY INC 1.350% 07/15/17..	..03/27/2014..	Barclays.....	..09/26/2014..	Stifel Nicolaus & Co Inc.....	..325,000	..325,143	..324,344	..325,123	..(20)	..(20)	..(20)	..(780)	..(780)	..(780)	..3,108				
30219G-AC-2..	EXPRESS SCRIPTS HOLDING INC	..04/01/2014..	Banc of America.....	..07/08/2014..	Call 105.7188..	..185,000	..196,028	..195,580	..195,580	..(448)	..(448)	..(448)	..0	..0	..0	..4,191				
30231G-AA-0..	EXXON MOBIL CORPORATION MTN..	..03/27/2014..	HSBC.....	..09/26/2014..	JP Morgan.....	..325,000	..324,623	..324,253	..324,686	..63	..63	..63	..(433)	..(433)	..(433)	..1,580				
316770-AY-5..	FIFTH THIRD BANK SERIES BMTK	..03/26/2014..																		

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE D - PART 5**

Showing all Long-Term Bonds and Stocks **ACQUIRED** During Year and Fully **DISPOSED OF** During Current Year

1 CUSIP Identification	2 Description	3 F o r e i n g n	4 Date Acquired	5 Name of Vendor	6 Disposal Date	7 Name of Purchaser	8 Par Value (Bonds) or Number of Shares (Stocks)	9 Actual Cost	10 Consideration	Book/ Adjusted Carrying Value at Disposal	Change in Book/Adjusted Carrying Value					17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Interest and Dividends Received During Year	21 Paid for Accrued Interest and Dividends	
											12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change In B./A. C.V. (12 + 13 - 14)	16 Total Foreign Exchange Change in B./A. C.V.						
74438G-AE-1..	PRUDENTIAL HOLDINGS LLC SERIES 144A		..03/27/2014..	FTN Financial	12/18/2014	Call 134.1582	.228,571	.291,776	.306,647	.306,647			.14,872		.14,872			.0	19,874	.5,686	
74438G-AE-1..	PRUDENTIAL HOLDINGS LLC SERIES 144A		..03/27/2014..	FTN Financial	12/18/2014	Redemption 100.0000	.10,715	.13,677	.10,715	.10,715			-(2,963)		-(2,963)			.0	932	.267	
822807-CH-8..	SIMON PROPERTY GROUP LP		..03/27/2014..	Millenium Advisors	09/26/2014	Susquehanna Intl	.350,000	.365,145	.361,687	.362,261			-(2,884)		-(2,884)			-(574)	6,533	1,661	
90331H-MC-4..	US BANK CINCINNATI SERIES BKNT VALERO ENERGY CORP 6.125%		..03/28/2014..	Various	09/26/2014	Various	.925,000	.926,914	.923,634	.926,606			-(307)		-(307)			-(2,973)	6,356	1,752	
91913Y-AR-1..	02/01/20		..04/03/2014..	Mizuho Securities	07/24/2014	FTN Financial	.250,000	.293,115	.293,183	.291,016			-(2,099)		-(2,099)			.2,167	2,167	7,571	2,850
92343V-BQ-6..	VERIZON COMMUNICATIONS		..03/27/2014..	Jefferies & Co.	06/24/2014	JP Morgan	.500,000	.543,375	.550,090	.541,913			-(1,462)		-(1,462)			8,177	8,177	6,375	1,000
931142-DN-0..	WAL-MART STORES INC 1.000%		..04/15/2014..	Citigroup	09/26/2014	Pierpont Securities LLC	.660,000	.659,901	.658,073	.659,915			.14		.14			-(1,842)	-(1,842)	2,897	
94974B-FD-7..	WELLS FARGO & COMPANY 2.100%		..05/08/17..	Jefferies & Co.	09/26/2014	Jefferies & Co.	.675,000	.692,489	.687,737	.689,733			-(2,756)		-(2,756)			-(1,996)	-(1,996)	12,679	.5,631
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)								14,862,286	15,300,894	15,248,662	15,261,890	0	(39,004)	0	(39,004)	0	0	(13,228)	(13,228)	213,543	69,886
8399998 - Bonds - Subtotals - Bonds								43,287,286	43,977,151	43,976,152	43,917,622	0	(59,529)	0	(59,529)	0	0	58,529	58,529	361,594	133,895
9999999 Totals								43,977,151	43,976,152	43,917,622	0	(59,529)	0	(59,529)	0	0	58,529	58,529	361,594	133,895	

E15.1

Schedule D - Part 6 - Section 1

**NONE**

Schedule D - Part 6 - Section 2

**NONE**

Schedule DA - Part 1

**NONE**

Schedule DB - Part A - Section 1

**NONE**

Schedule DB - Part A - Section 2

**NONE**

Schedule DB - Part B - Section 1

**NONE**

Schedule DB - Part B - Section 2

**NONE**

Schedule DB - Part D - Section 1

**NONE**

Schedule DB - Part D - Section 2

**NONE**

Schedule DL - Part 1

**NONE**

Schedule DL - Part 2

**NONE**

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care

**SCHEDULE E - PART 1 - CASH**

**TOTALS OF DEPOSITORY BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR**

TOTALS OF DEBTORS' BALANCES ON THE LAST DAY OF EACH MONTH DURING THE CURRENT YEAR											
1. January	142,627,517	4. April	41,174,914	7. July	6,956,166	10. October					32,829,844
2. February	109,941,018	5. May	40,832,364	8. August	8,983,648	11. November					36,786,442
3. March	41,106,113	6. June	12,681,043	9. September	2,944,866	12. December					216,483,370

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care

## **SCHEDULE E - PART 2 - CASH EQUIVALENTS**

**Show Investments Owned December 31 of Current Year**

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE HealthSpan Integrated Care**

**SCHEDULE E PART 3 - SPECIAL DEPOSITS**

States, etc.	1 Type of Deposits	2 Purpose of Deposits	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama .....	AL .....					
2. Alaska .....	AK .....					
3. Arizona .....	AZ .....					
4. Arkansas .....	AR .....					
5. California .....	CA .....					
6. Colorado .....	CO .....					
7. Connecticut .....	CT .....					
8. Delaware .....	DE .....					
9. District of Columbia .....	DC .....					
10. Florida .....	FL .....					
11. Georgia .....	GA .....					
12. Hawaii .....	HI .....					
13. Idaho .....	ID .....					
14. Illinois .....	IL .....					
15. Indiana .....	IN .....					
16. Iowa .....	IA .....					
17. Kansas .....	KS .....					
18. Kentucky .....	KY .....					
19. Louisiana .....	LA .....					
20. Maine .....	ME .....					
21. Maryland .....	MD .....					
22. Massachusetts .....	MA .....					
23. Michigan .....	MI .....					
24. Minnesota .....	MN .....					
25. Mississippi .....	MS .....					
26. Missouri .....	MO .....					
27. Montana .....	MT .....					
28. Nebraska .....	NE .....					
29. Nevada .....	NV .....					
30. New Hampshire .....	NH .....					
31. New Jersey .....	NJ .....					
32. New Mexico .....	NM .....					
33. New York .....	NY .....					
34. North Carolina .....	NC .....					
35. North Dakota .....	ND .....					
36. Ohio .....	OH .....	B. State deposit .....			405,668	400,781
37. Oklahoma .....	OK .....					
38. Oregon .....	OR .....					
39. Pennsylvania .....	PA .....					
40. Rhode Island .....	RI .....					
41. South Carolina .....	SC .....					
42. South Dakota .....	SD .....					
43. Tennessee .....	TN .....					
44. Texas .....	TX .....					
45. Utah .....	UT .....					
46. Vermont .....	VT .....					
47. Virginia .....	VA .....					
48. Washington .....	WA .....					
49. West Virginia .....	WV .....					
50. Wisconsin .....	WI .....					
51. Wyoming .....	WY .....					
52. American Samoa .....	AS .....					
53. Guam .....	GU .....					
54. Puerto Rico .....	PR .....					
55. US Virgin Islands .....	VI .....					
56. Northern Mariana Islands .....	MP .....					
57. Canada .....	CAN .....					
58. Aggregate Other Alien .....	OT .....	XXX.	XXX.	0	0	0
59. Total .....		XXX	XXX	0	0	405,668
						400,781
<b>DETAILS OF WRITE-INS</b>						
5801. ....						
5802. ....						
5803. ....						
5898. Sum of remaining write-ins for Line 58 from overflow page .....	XXX.	XXX.	0	0	0	0
5899. Totals (Lines 5801 - 5803 + 5898) (Line 58 above)	XXX	XXX	0	0	0	0

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