Amending to incorporate audit adjustments posted for the audited financial statements.

1 5 2 8 4 2 0 1 4 2 0 1 0 0 1 0 5

ANNUAL STATEMENT

FOR THE YEAR ENDING DECEMBER 31, 2014

OF THE CONDITION AND AFFAIRS OF THE

HealthSpan Inc

NAIC Group Code 00000 (Current Period) , 00000 (Prior Period) NAIC Company Code 15284 Employer's ID Number 31-1431434

Organized under the Laws of Ohio, State of Domicile or Port of Entry Ohio

Country of Domicile United States

Licensed as business type: Life, Accident & Health [X] Property/Casualty [ ] Hospital, Medical & Dental Service or Indemnity [ ]

Dental Service Corporation [ ] Vision Service Corporation [ ] Health Maintenance Organization [ ]

Other [ ] Is HMO, Federally Qualified? Yes [ ] No [ ]

Incorporated/Organized 07/30/2013 Commenced Business 07/30/2013

Statutory Home Office 225 Pictoria Dr STE 320 (Street and Number), Cincinnati, OH, US 45246 (City or Town, State, Country and Zip Code)

Main Administrative Office 225 Pictoria Dr STE 320 (Street and Number)

Cincinnati, OH, US 45246 (City or Town, State, Country and Zip Code) 513-551-1400 (Area Code) (Telephone Number)

Mail Address 225 Pictoria Dr STE 320 (Street and Number or P.O. Box), Cincinnati, OH, US 45246 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 4600 McAuley Place (Street and Number)

Cincinnati, OH, US 45242 (City or Town, State, Country and Zip Code), 513-981-5300 (Area Code) (Telephone Number) (Extension)

Internet Web Site Address N/A

Statutory Statement Contact Griffin E Hurd (Name), 513-981-6264 (Area Code) (Telephone Number) (Extension)

gehurd@mercy.com (E-Mail Address) 513-981-6118 (Fax Number)

OFFICERS

Name	Title	Name	Title
Kenneth C Page	President	David A Nowiski	Treasurer

OTHER OFFICERS

DIRECTORS OR TRUSTEES

R. Jeffrey Copeland	Kenneth C Page	Walid Sidani M.D.	Robert Campbell
Allan Calonge			

State of .....OH.....

County of .....Hamilton.....

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 C Page	David A Nowiski	
President	Treasurer	

Subscribed and sworn to before me this

_____ day of _____, _____

_____

a. Is this an original filing? Yes [ ] No [X]

b. If no:

1. State the amendment number 1
2. Date filed 06/18/2015
3. Number of pages attached

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals	6,913	89,461	17,313			113,687
Group subscribers:						
0299997 Group subscriber subtotal	0	0	0	0	0	0
0299998 Premiums due and unpaid not individually listed						
0299999 Total group	0	0	0	0	0	0
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 15)	6,913	89,461	17,313	0	0	113,687

Exhibit 3 - Health Care Receivables

NONE

Exhibit 3A - Analysis of HC Receivables

NONE

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0199999 Individually listed claims unpaid	0	0	0	0	0	0
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	5,156,878					5,156,878
0499999 Subtotals	5,156,878	0	0	0	0	5,156,878
0599999 Unreported claims and other claim reserves						
0699999 Total amounts withheld						
0799999 Total claims unpaid						5,156,878
0899999 Accrued medical incentive pool and bonus amounts						0

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

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

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Due to Mercy Health		631,113	631,113	
Due to HealthSpan Partners		511,380	511,380	
0199999 Individually listed payables		1,142,493	1,142,493	0
0299999 Payables not individually listed				
0399999 Total gross payables		1,142,493	1,142,493	0

EXHIBIT 7 - PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0		0.0		
2. Intermediaries	0	0.0		0.0		
3. All other providers	0	0.0		0.0		
4. Total capitation payments	0	0.0	0	0.0	0	0
Other Payments:						
5. Fee-for-service	648,157	4.1	XXX	XXX		648,157
6. Contractual fee payments	15,056,856	95.9	XXX	XXX		15,056,856
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	15,705,013	100.0	XXX	XXX	0	15,705,013
13. Total (Line 4 plus Line 12)	15,705,013	100 %	XXX	XXX	0	15,705,013

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
9999999 Totals		0	XXX	XXX	XXX

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment	524,799	596,235	554,134	566,900	566,900	0
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total	524,799	596,235	554,134	566,900	566,900	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION HealthSpan Inc 2. _____ (LOCATION)

NAIC Group Code 00000 BUSINESS IN THE STATE OF Ohio DURING THE YEAR 2014 NAIC Company Code 15284

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	0	0	0							
2 First Quarter	5,341	5,320	21							
3 Second Quarter	13,467	13,418	49							
4. Third Quarter	14,825	14,723	102							
5. Current Year	15,083	14,411	672							
6 Current Year Member Months	48,716	47,872	844							
Total Member Ambulatory Encounters for Year:										
7. Physician	17,871	17,561	310							
8. Non-Physician	6,582	6,468	114							
9. Total	24,453	24,029	424	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	1,062	1,062								
11. Number of Inpatient Admissions	238	238								
12. Health Premiums Written (b)	20,098,225	19,814,838	283,387							
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	20,098,225	19,814,838	283,387							
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	15,705,012	15,494,000	211,012							
18. Amount Incurred for Provision of Health Care Services	20,192,479	19,921,174	271,305							

(a) For health business: number of persons insured under PPO managed care products _____ and number of persons insured under indemnity only products _____

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ .....

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION HealthSpan Inc 2. _____ (LOCATION)

NAIC Group Code 00000 BUSINESS IN THE STATE OF Consolidated DURING THE YEAR 2014 NAIC Company Code 15284

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	0	0	0	0	0	0	0	0	0	0
2 First Quarter	5,341	5,320	21	0	0	0	0	0	0	0
3 Second Quarter	13,467	13,418	49	0	0	0	0	0	0	0
4. Third Quarter	14,825	14,723	102	0	0	0	0	0	0	0
5. Current Year	15,083	14,411	672	0	0	0	0	0	0	0
6 Current Year Member Months	48,716	47,872	844	0	0	0	0	0	0	0
Total Member Ambulatory Encounters for Year:										
7. Physician	17,871	17,561	310	0	0	0	0	0	0	0
8. Non-Physician	6,582	6,468	114	0	0	0	0	0	0	0
9. Total	24,453	24,029	424	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	1,062	1,062	0	0	0	0	0	0	0	0
11. Number of Inpatient Admissions	238	238	0	0	0	0	0	0	0	0
12. Health Premiums Written (b)	20,098,225	19,814,838	283,387	0	0	0	0	0	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	20,098,225	19,814,838	283,387	0	0	0	0	0	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	15,705,012	15,494,000	211,012	0	0	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	20,192,479	19,921,174	271,305	0	0	0	0	0	0	0

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 0

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsured	5 Domiciliary Jurisdiction	6 Type of Reinsurance Assumed	7 Premiums	8 Unearned Premiums	9 Reserve Liability Other Than For Unearned Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance
				NONE							
9999999 Totals						0	0	0	0	0	0

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Paid Losses	7 Unpaid Losses
Accident and Health - Non-Affiliates - U.S. Non-Affiliates						
36234	47-0580977	01/01/2014	PREFERRED PROFESSIONAL INS CO	NE	849,102	84,776
00000	AA-9990032	01/01/2014	US Dept of Hlth & Human Serv	DC	2,101,559	584,636
1999999 - Accident and Health - Non-Affiliates - U.S. Non-Affiliates					2,950,661	669,412
2199999 - Accident and Health - Non-Affiliates - Total Non-Affiliates					2,950,661	669,412
2299999 - Accident and Health - Total Accident and Health					2,950,661	669,412
2399999 - Total U.S. (Sum of 0399999, 0899999, 1499999 and 1999999)					2,950,661	669,412
9999999 Totals—Life, Annuity and Accident and Health (Sum of 1199999 and 2299999)					2,950,661	669,412

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Business Ceded	8 Premiums	9 Unearned Premiums (Estimated)	10 Reserve Credit Taken Other than for Unearned Premiums	Outstanding Surplus Relief 11 Current Year	Outstanding Surplus Relief 12 Prior Year	13 Modified Coinsurance Reserve	14 Funds Withheld Under Coinsurance
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates													
36234	47-0580977	01/01/2014	PREFERRED PROFESSIONAL INS CO	NE	ASL/I/A	CMM	580,378		84,776				
00000	AA-9990032	01/01/2014	US Dept of Hlth & Human Serv	DC	ASL/I/A	CMM	255,738		584,636				
0899999 - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates							836,116	0	669,412	0	0	0	0
1099999 - General Account - Authorized - Non-Affiliates - Total Authorized Non-Affiliates							836,116	0	669,412	0	0	0	0
1199999 - General Account - Authorized - Total General Account Authorized							836,116	0	669,412	0	0	0	0
3499999 - General Account - Total General Account Authorized, Unauthorized and Certified							836,116	0	669,412	0	0	0	0
6999999 - Total U.S. (Sum of 0399999, 0899999, 1499999, 1999999, 2599999, 3099999, 3799999, 4299999, 4899999, 5399999, 5999999 and 6499999)							836,116	0	669,412	0	0	0	0
9999999 Totals							836,116	0	669,412	0	0	0	0

Schedule S - Part 4

NONE

Schedule S - Part 5

NONE

SCHEDULE S – PART 6

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2014	2 2013	3 2012	4 2011	5 2010
A. OPERATIONS ITEMS					
1. Premiums	836	0	0	0	0
2. Title XVIII-Medicare	0	0	0	0	0
3. Title XIX-Medicaid	0	0	0	0	0
4. Commissions and reinsurance expense allowance		0	0	0	0
5. Total hospital and medical expenses		0	0	0	0
B. BALANCE SHEET ITEMS					
6. Premiums receivable		0	0	0	0
7. Claims payable	669	0	0	0	0
8. Reinsurance recoverable on paid losses	2,951	0	0	0	0
9. Experience rating refunds due or unpaid		0	0	0	0
10. Commissions and reinsurance expense allowances due		0	0	0	0
11. Unauthorized reinsurance offset	0	0	0	0	0
12. Offset for reinsurance with Certified Reinsurers	0	0	0	XXX	XXX
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
13. Funds deposited by and withheld from (F)	0	0	0	0	0
14. Letters of credit (L)	0	0	0	0	0
15. Trust agreements (T)	0	0	0	0	0
16. Other (O)	0	0	0	0	0
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Multiple Beneficiary Trust	0	0	0	XXX	XXX
18. Funds deposited by and withheld from (F)	0	0	0	XXX	XXX
19. Letters of credit (L)	0	0	0	XXX	XXX
20. Trust agreements (T)	0	0	0	XXX	XXX
21. Other (O)	0	0	0	XXX	XXX

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

		1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 12)	14,252,716		14,252,716
2.	Accident and health premiums due and unpaid (Line 15)	113,687		113,687
3.	Amounts recoverable from reinsurers (Line 16.1)	2,950,661		2,950,661
4.	Net credit for ceded reinsurance	XXX	3,620,073	3,620,073
5.	All other admitted assets (Balance)	789,524		789,524
6.	Total assets (Line 28)	18,106,588	3,620,073	21,726,661
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	4,487,466	669,412	5,156,878
8.	Accrued medical incentive pool and bonus payments (Line 2)	0		0
9.	Premiums received in advance (Line 8)	892,980		892,980
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)	0		0
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)	0		0
12.	Reinsurance with Certified Reinsurers (Line 20 inset amount)	0		0
13.	Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount)	0		0
14.	All other liabilities (Balance)	4,499,546		4,499,546
15.	Total liabilities (Line 24)	9,879,992	669,412	10,549,404
16.	Total capital and surplus (Line 33)	8,226,593	XXX	8,226,593
17.	Total liabilities, capital and surplus (Line 34)	18,106,585	669,412	18,775,997
	NET CREDIT FOR CEDED REINSURANCE			
18.	Claims unpaid	669,412		
19.	Accrued medical incentive pool	0		
20.	Premiums received in advance	0		
21.	Reinsurance recoverable on paid losses	2,950,661		
22.	Other ceded reinsurance recoverables	0		
23.	Total ceded reinsurance recoverables	3,620,073		
24.	Premiums receivable	0		
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26.	Unauthorized reinsurance	0		
27.	Reinsurance with Certified Reinsurers	0		
28.	Funds held under reinsurance treaties with Certified Reinsurers	0		
29.	Other ceded reinsurance payables/offsets	0		
30.	Total ceded reinsurance payables/offsets	0		
31.	Total net credit for ceded reinsurance	3,620,073		

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

Allocated By States and Territories

States, Etc.	Direct Business Only					
	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama AL						0
2. Alaska AK						0
3. Arizona AZ						0
4. Arkansas AR						0
5. California CA						0
6. Colorado CO						0
7. Connecticut CT						0
8. Delaware DE						0
9. District of Columbia DC						0
10. Florida FL						0
11. Georgia GA						0
12. Hawaii HI						0
13. Idaho ID						0
14. Illinois IL						0
15. Indiana IN						0
16. Iowa IA						0
17. Kansas KS						0
18. Kentucky KY						0
19. Louisiana LA						0
20. Maine ME						0
21. Maryland MD						0
22. Massachusetts MA						0
23. Michigan MI						0
24. Minnesota MN						0
25. Mississippi MS						0
26. Missouri MO						0
27. Montana MT						0
28. Nebraska NE						0
29. Nevada NV						0
30. New Hampshire NH						0
31. New Jersey NJ						0
32. New Mexico NM						0
33. New York NY						0
34. North Carolina NC						0
35. North Dakota ND						0
36. Ohio OH						0
37. Oklahoma OK						0
38. Oregon OR						0
39. Pennsylvania PA						0
40. Rhode Island RI						0
41. South Carolina SC						0
42. South Dakota SD						0
43. Tennessee TN						0
44. Texas TX						0
45. Utah UT						0
46. Vermont VT						0
47. Virginia VA						0
48. Washington WA						0
49. West Virginia WV						0
50. Wisconsin WI						0
51. Wyoming WY						0
52. American Samoa AS						0
53. Guam GU						0
54. Puerto Rico PR						0
55. US Virgin Islands VI						0
56. Northern Mariana Islands MP						0
57. Canada CAN						0
58. Aggregate Other Alien OT						0
59. Totals	0	0	0	0	0	0

NONE

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
	HealthSpan Partners		46-3055925				HealthSpan Partners	OH	UDP	Mercy Health	ownership	100.0	Mercy Health	0
00000	HealthSpan Partners	95204	34-0922268				HealthSpan Integrated Care	OH	IA	HealthSpan Partners	ownership	100.0	Mercy Health	0
00000	HealthSpan Partners	15284	31-1431434				HealthSpan Inc	OH	RE	HealthSpan Partners	ownership	100.0	Mercy Health	0
	HealthSpan Partners		31-1161086				Mercy Health	OH	UIP		Board of Directors	0.0	Mercy Health	0
	HealthSpan Partners		32-0417416				HealthSpan Physicians	OH	NIA	HealthSpan Partners	Ownership	100.0	Mercy Health	0

Asterisk	Explanation
1	Catholic Health Partners name was changed to Mercy Health effective July 1, 2014.

SCHEDULE Y

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

1 NAIC Company Code	2 ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	46-3055925	HealthSpan Partners		(5,000,000)			2,173,783				(2,826,217)	
95204	34-0922268	HealthSpan Integrated Care					(82,053,530)				(82,053,530)	
15284	31-1431434	HealthSpan Inc		5,000,000			3,591,194				8,591,194	
	31-1161086	Mercy Health					8,214,030				8,214,030	
	32-0417416	HealthSpan Physicians					68,074,523				68,074,523	
											0	
											0	
											0	
											0	
											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
00000											0	
9999999 Control Totals			0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

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

Explanation:

11.

12.

13.

14.

15.

16.

17.

18.

19.

20.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

21.

22.

23.

Bar code:

11. 

12. 

13. 

14. 

15. 

16. 

17. 

18. 

19. 

20 

21. 

22. 

23. 

OVERFLOW PAGE FOR WRITE-INS

M003 Additional Aggregate Lines for Page 03 Line 23.
*LIAB - Liabilities

		1 Covered	2 Uncovered	3 Total	4 Total
2304.	Other Long Term Liabilities	21,622		21,622	
2305.				0	
2397.	Summary of remaining write-ins for Line 23 from Page 03	21,622	0	21,622	0

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

		1 Uncovered	2 Total	3 Total
0604.	Related Party Consulting and Health Benefit Plan	XXX	5,582,612	1,771,250
0605.	Payment Innovations Claims Expense	XXX	(22,362,520)	(3,748,450)
0606.		XXX		
0697.	Summary of remaining write-ins for Line 6 from Page 04	XXX	(16,779,908)	(1,977,201)

OVERFLOW PAGE FOR WRITE-INS

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

		1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
0504.	Related Party Consulting and Health Benefit Plan	5,582,612								5,582,612	
0505.	Payment Innovations Claims Expense	(22,362,520)								(22,362,520)	
0597.	Summary of remaining write-ins for Line 5 from page 7	(16,779,908)	0	0	0	0	0	0	0	(16,779,908)	

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)