



ANNUAL STATEMENT

For the Year Ended December 31, 2014

of the Condition and Affairs of the

RiverLink Health

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

Organized under the Laws of Ohio

Licensed as Business Type.....Health Care Service Contractor

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

Statutory Home Office

Main Administrative Office

Mail Address

Primary Location of Books and Records

Internet Web Site Address

Statutory Statement Contact

NAIC Company Code..... 15499

State of Domicile or Port of Entry Ohio

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

Country of Domicile US

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

Commenced Business..... January 1, 2015

10496 Montgomery Road, Suite 212..... Cincinnati OH US 45242
(Street and Number) (City or Town, State, Country and Zip Code)

198 Inverness Drive West..... Englewood CO US 80112

303-298-9100

(Street and Number) (City or Town, State, Country and Zip Code)

198 Inverness Drive West..... Englewood CO US 80112

(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)

32129 Weyerhaeuser Way S, Suite 201..... Federal Way WA US 98001 253-517-4300

(Street and Number) (City or Town, State, Country and Zip Code)

(Area Code) (Telephone Number)

www.RiverLinkHealth.com

Thuy Le

(Name)

t.le@soundpathhealth.com

(E-Mail Address)

253-517-4340

(Area Code) (Telephone Number) (Extension)

253-779-8829

(Fax Number)

OFFICERS

| Name | Title | Name | Title |
|-----------------------------------|-----------|-----------------------------|---------------------------------------|
| 1. Christine Catherine Mulheran # | President | 2. Steven Charles Schramm # | Chief Financial Officer and Treasurer |

3.

4.

Mark Fred Bjornson #

Chief Executive Officer and Chairman

Christine Catherine Mulheran #

President

DIRECTORS OR TRUSTEES

Juan Ricardo Serrano #

State of.....

County of.....

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.

| | | |
|------------------------------|---------------------------------------|-------------------|
| (Signature) | (Signature) | (Signature) |
| Christine Catherine Mulheran | Steven Charles Schramm | |
| 1. (Printed Name) | 2. (Printed Name) | 3. (Printed Name) |
| President | Chief Financial Officer and Treasurer | |
| (Title) | (Title) | (Title) |

Subscribed and sworn to before me

This _____ day of

2015

a. Is this an original filing?

Yes [X] No []

b. If no

1. State the amendment number

2. Date filed

3. Number of pages attached

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 |
|---------------------|------------------|-------------------|-------------------|-------------------|------------------|---------------|
|---------------------|------------------|-------------------|-------------------|-------------------|------------------|---------------|

NONE

EXHIBIT 3 - HEALTH CARE RECEIVABLES

| 1 Name of Debtor | 2 1 - 30 Days | 3 31 - 60 Days | 4 61 - 90 Days | 5 Over 90 Days | 6 Nonadmitted | 7 Admitted |
|---------------------|------------------|-------------------|-------------------|-------------------|------------------|---------------|
|---------------------|------------------|-------------------|-------------------|-------------------|------------------|---------------|

NONE

EXHIBIT 3A - ANALYSIS OF HEALTH CARE RECEIVABLES COLLECTED AND ACCRUED

| Type of Health Care Receivable | Health Care Receivables Collected During the Year | | Health Care Receivables Accrued as of December 31 of Current Year | | 5 Health Care Receivables in Prior Years (Columns 1 + 3) | 6 Estimated Health Care Receivables Accrued as of December 31 of Prior Year |
|--|--|--|--|--|--|---|
| | 1 On Amounts Accrued Prior to January 1 of Current Year | 2 On Amounts Accrued During the Year | 3 On Amounts Accrued December 31 of Prior Year | 4 On Amounts Accrued During the Year | | |
| 1. Pharmaceutical rebate receivables..... | | | | | 0 | |
| 2. Claim overpayment receivables..... | | | | | 0 | |
| 3. Loans and advances to providers..... | | | | | 0 | |
| 4. Capitation arrangement receivables..... | | | | | 0 | |
| 5. Risk sharing receivables..... | | | | | 0 | |
| 6. Other health care receivables..... | | | | | 0 | |
| 7. Totals (Lines 1 through 6)..... | 0 | 0 | 0 | 0 | 0 | 0 |

Note that the accrued amounts in Columns 3, 4, and 6 are the total health care receivables, not just the admitted portion.

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 |
|--------------|------------------|-------------------|-------------------|--------------------|--------------------|------------|
| | | | | | | |

NONE

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

| 1 Name of Affiliate | 2 1 - 30 Days | 3 31 - 60 Days | 4 61 - 90 Days | 5 Over 90 Days | 6 Nonadmitted | Admitted | |
|------------------------|------------------|-------------------|-------------------|-------------------|------------------|--------------|------------------|
| | | | | | | 7 Current | 8 Non-Current |

NONE

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

| 1 Affiliate | 2 Description | 3 Amount | 4 Current | 5 Non-Current |
|----------------|------------------|-------------|--------------|------------------|
|----------------|------------------|-------------|--------------|------------------|

NONE

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

| Payment Method | 1 Direct Medical Expense Payment | 2 Column 1 as a % of Total Payment | 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 | | | | |
| 2. Intermediaries..... | 0 | 0.0 | | | | |
| 3. All other providers..... | 0 | 0.0 | | | | |
| 4. Total capitation payments..... | 0 | 0.0 | 0 | 0 | 0 | 0 |
| Other Payments: | | | | | | |
| 5. Fee-for-service..... | 0 | 0.0 | XXX | XXX | | |
| 6. Contractual fee payments..... | 0 | 0.0 | XXX | XXX | | |
| 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..... | 0 | 0.0 | XXX | XXX | 0 | 0 |
| 13. Total (Line 4 plus Line 12)..... | 0 | 0.0 | XXX | XXX | 0 | 0 |

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 |
|-------------------|------------------------------|-------------------------|---------------------------------------|--|--|
| | | | | | |

NONE

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..... | | | | | | 0 |
| 2. Medical furniture, equipment and fixtures..... | | | | | | 0 |
| 3. Pharmaceuticals and surgical supplies..... | | | | | | 0 |
| 4. Durable medical equipment..... | | | | | | 0 |
| 5. Other property and equipment..... | | | | | | 0 |
| 6. Total..... | 0 | 0 | 0 | 0 | 0 | 0 |

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)**

REPORT FOR: 1. CORPORATION.....RiverLink Health 2. Cincinnati, OH

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR

(Location)

NAIC Group Code.....4807

NAIC Company Code.....15499

| | 1 Total | Comprehensive (Hospital & Medical) | | 4 Medicare Supplement | 5 Vision Only | 6 Dental Only | 7 Federal Employees Health Benefits Plan | 8 Title XVIII Medicare | 9 Title XIX Medicaid | 10 Other |
|--|------------|------------------------------------|------------|-----------------------------|---------------------|---------------------|---|------------------------------|----------------------------|-------------|
| | | 2 Individual | 3 Group | | | | | | | |
| Total Members at end of: | | | | | | | | | | |
| 1. Prior year..... | 0 | | | | | | | | | |
| 2. First quarter..... | 0 | | | | | | | | | |
| 3. Second quarter..... | 0 | | | | | | | | | |
| 4. Third quarter..... | 0 | | | | | | | | | |
| 5. Current year..... | 0 | | | | | | | | | |
| 6. Current year member months..... | 0 | | | NONE | | | | | | |
| Total Member Ambulatory Encounters for Year: | | | | | | | | | | |
| 7. Physician..... | 0 | | | | | | | | | |
| 8. Non-physician..... | 0 | | | | | | | | | |
| 9. Totals..... | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| 10. Hospital patient days incurred..... | 0 | | | | | | | | | |
| 11. Number of inpatient admissions..... | 0 | | | | | | | | | |
| 12. Health premiums written (b)..... | 0 | | | | | | | | | |
| 13. Life premiums direct..... | 0 | | | | | | | | | |
| 14. Property/casualty premiums written..... | 0 | | | | | | | | | |
| 15. Health premiums earned..... | 0 | | | | | | | | | |
| 16. Property/casualty premiums earned..... | 0 | | | | | | | | | |
| 17. Amount paid for provision of health care services..... | 0 | | | | | | | | | |
| 18. Amount incurred for provision of health care services..... | 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 | 8 | 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

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 |
|------------------------------|-------------------|------------------------|----------------------|----------------------------------|------------------|--------------------|
|------------------------------|-------------------|------------------------|----------------------|----------------------------------|------------------|--------------------|

NONE

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 | 7 Type of Business Ceded | 8 Premiums | 9 Unearned Premiums (estimated) | 10 Reserve Credit Taken Other Than for Unearned Premiums | Outstanding Surplus Relief | | 13 Modified Coinsurance Reserve | 14 Funds Withheld Under Coinsurance |
|------------------------------|-------------------|------------------------|----------------------|----------------------------------|-----------|-----------------------------------|---------------|--|--|----------------------------|----|--|---|
| | | | | | | | | | | 11 | 12 | | |
| | | | | | | | | | | | | | |

NONE

SCHEDULE S - PART 4

Reinsurance Ceded To Unauthorized Companies

| 1 NAIC Company Code | 2 ID Number | 3 Effective Date | 4 Name of Reinsurer | 5 Reserve Credit Taken | 6 Paid and Unpaid Losses Recoverable (Debit) | 7 Other Debits | 8 Total (Cols. 5 + 6 + 7) | 9 Letters of Credit | 10 Issuing or Confirming Bank Reference Number (a) | 11 Trust Agreements | 12 Funds Deposited by and Withheld from Reinsurers | 13 Other | 14 Miscellaneous Balances (Credit) | 15 Sum of Cols. 9 + 11 + 12 + 13 + 14 But Not in Excess of Col. 8 |
|------------------------------|-------------------|------------------------|------------------------|---------------------------------|--|----------------------|------------------------------------|---------------------------|---|---------------------------|--|-------------|---|---|
|------------------------------|-------------------|------------------------|------------------------|---------------------------------|--|----------------------|------------------------------------|---------------------------|---|---------------------------|--|-------------|---|---|

NONE

SCHEDULE S - PART 5

Provision for Reinsurance Ceded to Certified Reinsurers as of December 31, Current Year (000 Omitted)

| 1 NAIC Company Code | 2 ID Number | 3 Effective Date | 4 Name of Reinsurer | 5 Domi- ciliary Juris- diction | 6 Certified Rein- surer Rating (1 thru 6) | 7 Effective Date of Certified Credit Reinsurer Rating | 8 Percent Collateral Required for Full Credit (0% - 100%) | 9 Reserve | 10 Paid and Unpaid Losses | 11 Credit Taken | 12 Total Recoverable Reserve | 13 Miscellaneous | 14 Net Obligation Subject to Collateral | 15 Dollar Amount of Collateral Required for Full Credit (Col. 14 x Col. 8) | Collateral | | | | | | | 23 Percent of Collateral Provided for Net Obligation | 24 Percent Credit Allowed on Net Obligation | 25 Amount of Credit Allowed for Net Obligation | 26 Liability for Reinsurance with Certified Reinsurers | | |
|------------------------------|-------------------|------------------------|------------------------|--|---|---|--|--------------|------------------------------------|-----------------------|---------------------------------------|---------------------|---|---|--|----------------------------|---|---------------------------|--|-------------|--|--|--|--|--|--|--|
| | | | | | | | | | | | | | | | 16 Multiple Beneficiary Trust | 17 Letters of Credit | 18 Issuing or Confirming Bank Reference Number (a) | 19 Trust Agreements | 20 Funds Deposited by and Withheld from Reinsurers | 21 Other | 22 Total Collateral Provided (Col. 16 + 17 + 19 + 20 + 21) | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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..... | | | | | |
| 2. Title XVIII - Medicare..... | | | | | |
| 3. Title XIX - Medicaid..... | | | | | |
| 4. Commissions and reinsurance expense allowance..... | | | | | |
| 5. Total hospital and medical expenses..... | | | | | |
| B. BALANCE SHEET ITEMS | | | | | |
| 6. Premiums receivable..... | | | | | |
| 7. Claims payable..... | | | | | |
| 8. Reinsurance recoverable on paid losses..... | | | | | |
| 9. Experience rating refunds due or unpaid..... | | | | | |
| 10. Commissions and reinsurance expense allowances due..... | | | | | |
| 11. Unauthorized reinsurance offset..... | | | | | |
| 12. Offset for reinsurance with certified reinsurers..... | | | | ...XXX | ...XXX |
| C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM) | | | | | |
| 13. Funds deposited by and withheld from (F)..... | | | | | |
| 14. Letters of credit (L)..... | | | | | |
| 15. Trust agreements (T)..... | | | | | |
| 16. Other (O)..... | | | | | |
| D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM) | | | | | |
| 17. Multiple beneficiary trust..... | | | | ...XXX | ...XXX |
| 18. Funds deposited by and withheld from (F)..... | | | | ...XXX | ...XXX |
| 19. Letters of credit (L)..... | | | | ...XXX | ...XXX |
| 20. Trust agreements (T)..... | | | | ...XXX | ...XXX |
| 21. Other (O)..... | | | | ...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)..... | 3,412,952 | | 3,412,952 |
| 2. Accident and health premiums due and unpaid (Line 15)..... | | | 0 |
| 3. Amounts recoverable from reinsurers (Line 16.1)..... | | | 0 |
| 4. Net credit for ceded reinsurance..... | XXX | | 0 |
| 5. All other admitted assets (balance)..... | 5,378 | | 5,378 |
| 6. Totals assets (Line 28)..... | 3,418,330 | 0 | 3,418,330 |
| LIABILITIES, CAPITAL AND SURPLUS (Page 3) | | | |
| 7. Claims unpaid (Line 1)..... | | | 0 |
| 8. Accrued medical incentive pool and bonus payments (Line 2)..... | | | 0 |
| 9. Premiums received in advance (Line 8)..... | | | 0 |
| 10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)..... | | | 0 |
| 11. Reinsurance in unauthorized companies (Line 20 minus inset amount)..... | | | 0 |
| 12. Reinsurance with certified reinsurers (Line 20 inset amount)..... | | | 0 |
| 13. Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount)..... | | | 0 |
| 14. All other liabilities (balance)..... | 6,416 | | 6,416 |
| 15. Total liabilities (Line 24)..... | 6,416 | 0 | 6,416 |
| 16. Total capital and surplus (Line 33)..... | 3,411,914 | XXX | 3,411,914 |
| 17. Total liabilities, capital and surplus (Line 34)..... | 3,418,330 | 0 | 3,418,330 |
| NET CREDIT FOR CEDED REINSURANCE | | | |
| 18. Claims unpaid..... | 0 | | |
| 19. Accrued medical incentive pool..... | 0 | | |
| 20. Premiums received in advance..... | 0 | | |
| 21. Reinsurance recoverable on paid losses..... | 0 | | |
| 22. Other ceded reinsurance recoverables..... | 0 | | |
| 23. Total ceded reinsurance recoverables..... | 0 | | |
| 24. Premiums receivable..... | 0 | | |
| 25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers..... | 0 | | |
| 26. Unauthorized reinsurance..... | 0 | | |
| 27. Reinsurance with certified reinsurers..... | 0 | | |
| 28. Funds held under reinsurance treaties with certified reinsurers..... | 0 | | |
| 29. Other ceded reinsurance payables/offsets..... | 0 | | |
| 30. Total ceded reinsurance payables/offsets..... | 0 | | |
| 31. Total net credit for ceded reinsurance..... | 0 | | |

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

Allocated by States and Territories

| States, Etc. | Direct Business Only | | | | | |
|-----------------------------------|--|---|---|--|--------------------------------|-------------|
| | 1 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 |

NONE

SCHEDULE Y**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
|----------------|------------------------------------|-------------------|--------------|--------------|-------|--|---|----------------------|----------------------------------|--|--|--|---|-------|
| Group Code | Group Name | NAIC Company Code | ID Number | Federal RSSD | CIK | Name of Securities Exchange if Publicly Traded (U.S. or International) | Names of Parent, Subsidiaries or Affiliates | Domiciliary Location | Relationship to Reporting Entity | Directly Controlled by (Name of Entity/Person) | Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other) | If Control is Ownership Provide Percentage | Ultimate Controlling Entity(ies)/Person(s) | * |
| Members | | | | | | | | | | | | | | |
| 4807..... | Catholic Hlth Initiatives Grp..... | 12909... | 42-1720801.. | ..... | ..... | ..... | Soundpath Health..... | WA..... | IA..... | Prominence Health Plan Services, Inc..... | Ownership..... | ...100.000 | Prominence Health, Inc /Catholic Health Initiatives | ..... |
| 4807..... | Catholic Hlth Initiatives Grp..... | 95448... | 71-0794605.. | ..... | ..... | ..... | QCA Health Plan, Inc..... | AR..... | IA..... | Prominence Health Plan Services, Inc..... | Ownership..... | ...100.000 | Prominence Health, Inc /Catholic Health Initiatives | ..... |
| 4807..... | Catholic Hlth Initiatives Grp..... | 70998... | 71-0386640.. | ..... | ..... | ..... | QualChoice Life and Health..... | AR..... | IA..... | Prominence Health Plan Services, Inc..... | Ownership..... | ...100.000 | Prominence Health, Inc /Catholic Health Initiatives | ..... |
| 4807..... | Catholic Hlth Initiatives Grp..... | 15493... | 46-4495960.. | ..... | ..... | ..... | ClearRiver Health..... | TN..... | IA..... | Prominence Health Plan Services, Inc..... | Ownership..... | ...100.000 | Prominence Health, Inc /Catholic Health Initiatives | ..... |
| 4807..... | Catholic Hlth Initiatives Grp..... | 15488... | 46-4368223.. | ..... | ..... | ..... | Heartland Plains Health..... | NE..... | IA..... | Prominence Health Plan Services, Inc..... | Ownership..... | ...100.000 | Prominence Health, Inc /Catholic Health Initiatives | ..... |
| 4807..... | Catholic Hlth Initiatives Grp..... | 15499... | 46-4380824.. | ..... | ..... | ..... | RiverLink Health..... | OH..... | RE..... | Prominence Health Plan Services, Inc..... | Ownership..... | ...100.000 | Prominence Health, Inc /Catholic Health Initiatives | ..... |
| 4807..... | Catholic Hlth Initiatives Grp..... | 15486... | 46-4828332.. | ..... | ..... | ..... | RiverLink Health of Kentucky, Inc..... | KY..... | IA..... | Prominence Health Plan Services, Inc..... | Ownership..... | ...100.000 | Prominence Health, Inc /Catholic Health Initiatives | ..... |
| 4807..... | Catholic Hlth Initiatives Grp..... | 15487... | 46-4373713.. | ..... | ..... | ..... | StableView Health..... | KY..... | IA..... | Prominence Health Plan Services, Inc..... | Ownership..... | ...100.000 | Prominence Health, Inc /Catholic Health Initiatives | ..... |

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) |
|------------------------------|-------------------|---|-------------------------------|-------------------------------|--|--|--|--|---------|--|--------------|---|
|------------------------------|-------------------|---|-------------------------------|-------------------------------|--|--|--|--|---------|--|--------------|---|

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

MARCH FILING

1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?
2. Will an actuarial opinion be filed by March 1?
3. Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?
4. Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?

Responses

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APRIL FILING

5. Will the Management's Discussion and Analysis be filed by April 1?
6. Will the Supplemental Investment Risk Interrogatories be filed by April 1?
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?

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JUNE FILING

8. Will an audited financial report be filed by June 1?
9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?

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AUGUST FILING

10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?

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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?
12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?
13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?
14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?
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?
16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed with the state of domicile and electronically with the NAIC by March 1?
17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?
18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partners be filed electronically with the NAIC by March 1?
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?
20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?

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NONE

APRIL FILING

21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?
22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?
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?
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?
25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?

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AUGUST FILING

26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

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Overflow Page for Write-Ins

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Overflow Page for Write-Ins

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2014 ALPHABETICAL INDEX
HEALTH ANNUAL STATEMENT BLANK

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