

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



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

ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2015
OF THE CONDITION AND AFFAIRS OF THE

HealthSpan Inc

NAIC Group Code	00000	,	00000	NAIC Company Code	15284	Employer's ID Number	31-1431434
	(Current Period)		(Prior Period)				
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 [] 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			,	Cincinnati, OH, US 45246		
	(Street and Number)				(City or Town, State, Country and Zip Code)		
Main Administrative Office	225 Pictoria Dr STE 320						
	Cincinnati, OH, US 45246				513-551-1400		
	(City or Town, State, Country and Zip Code)				(Area Code) (Telephone Number)		
Mail Address	225 Pictoria Dr STE 320			,	Cincinnati, OH, US 45246		
	(Street and Number or P.O. Box)				(City or Town, State, Country and Zip Code)		
Primary Location of Books and Records	4600 McAuley Place						
	(Street and Number)						
	Cincinnati, OH, US 45242			,	513-981-5300		
	(City or Town, State, Country and Zip Code)				(Area Code) (Telephone Number) (Extension)		
Internet Web Site Address	N/A						
Statutory Statement Contact	Felecia Browning			,	216-479-5510		
	(Name)				(Area Code) (Telephone Number) (Extension)		
	Felicia.browning@mercy.com						
	(E-Mail Address)				(Fax Number)		

OFFICERS

Name	Title	Name	Title
Allan Greenberg #	President	David Nowiski	Treasurer

OTHER OFFICERS

--	--	--	--

DIRECTORS OR TRUSTEES

Jeffrey Copeland	Walid Sidani MD	Robert Campbell	Allen Calonge
William Franks			

State ofOhio.....
County ofCuyahoga.....
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.

Allan Greenberg President	David Nowiski Treasurer	a. Is this an original filing? b. If no: 1. State the amendment number 2. Date filed 3. Number of pages attached	Yes [] No [X] 1
Subscribed and sworn to before me this _____ day of _____,			

ANNUAL STATEMENT FOR THE YEAR 2015 OF THE HealthSpan Inc

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

[illegible]

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)

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ANNUAL STATEMENT FOR THE YEAR 2015 OF THE HealthSpan Inc

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2015 OF THE HealthSpan Inc

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

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	680,614	1.4		0.0	680,614	
2. Intermediaries	0	0.0		0.0		
3. All other providers	0	0.0		0.0		
4. Total capitation payments	680,614	1.4	0	0.0	680,614	0
Other Payments:						
5. Fee-for-service	608,312	1.2	XXX	XXX		608,312
6. Contractual fee payments	48,806,519	97.4	XXX	XXX		48,806,519
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	49,414,831	98.6	XXX	XXX	0	49,414,831
13. Total (Line 4 plus Line 12)	50,095,445	100 %	XXX	XXX	680,614	49,414,831

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

[illegible]

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

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



ANNUAL STATEMENT FOR THE YEAR 2015 OF THE HealthSpan Inc

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 2015				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	15,083	14,411	672							
2 First Quarter	11,709	9,743	1,966							
3 Second Quarter	12,030	9,400	2,630							
4. Third Quarter	12,124	9,017	3,107							
5. Current Year	12,330	8,726	3,604							
6 Current Year Member Months	138,757	107,850	30,907							
Total Member Ambulatory Encounters for Year:										
7. Physician	25,906	10,122	15,784							
8. Non-Physician	17,146	15,511	1,635							
9. Total	43,052	25,633	17,419	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	829	616	213							
12. Health Premiums Written (b).....	39,747,033	26,045,504	13,701,529							
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	39,747,033	26,045,504	13,701,529							
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services	50,095,445	38,892,182	11,203,263							
18. Amount Incurred for Provision of Health Care Services	56,850,024	42,737,897	14,112,127							

(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 \$ _____



ANNUAL STATEMENT FOR THE YEAR 2015 OF THE HealthSpan Inc

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 2015				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		15,083	14,411	672	0	0	0	0	0	0	0
2 First Quarter		11,709	9,743	1,966	0	0	0	0	0	0	0
3 Second Quarter		12,030	9,400	2,630	0	0	0	0	0	0	0
4. Third Quarter		12,124	9,017	3,107	0	0	0	0	0	0	0
5. Current Year		12,330	8,726	3,604	0	0	0	0	0	0	0
6 Current Year Member Months		138,757	107,850	30,907	0	0	0	0	0	0	0
Total Member Ambulatory Encounters for Year:											
7. Physician		25,906	10,122	15,784	0	0	0	0	0	0	0
8. Non-Physician		17,146	15,511	1,635	0	0	0	0	0	0	0
9. Total		43,052	25,633	17,419	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred		0	0	0	0	0	0	0	0	0	0
11. Number of Inpatient Admissions		829	616	213	0	0	0	0	0	0	0
12. Health Premiums Written (b).....		39,747,033	26,045,504	13,701,529	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.....		39,747,033	26,045,504	13,701,529	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		50,095,445	38,892,182	11,203,263	0	0	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services		56,850,024	42,737,897	14,112,127	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

ANNUAL STATEMENT FOR THE YEAR 2015 OF THE HealthSpan Inc

SCHEDULE S - PART 1 - SECTION 2

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

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2015 OF THE HealthSpan Inc

SCHEDULE S - PART 2

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

[illegible]

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Schedule S - Part 4

NONE

Schedule S - Part 5

NONE

SCHEDULE S – PART 6

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

	1 2015	2 2014	3 2013	4 2012	5 2011
A. OPERATIONS ITEMS					
1. Premiums.....	1,662	836	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
8. Reinsurance recoverable on paid losses.....	4,506	2,951	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	0	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	0	XXX
18. Funds deposited by and withheld from (F).....	0	0	0	0	XXX
19. Letters of credit (L).....	0	0	0	0	XXX
20. Trust agreements (T).....	0	0	0	0	XXX
21. Other (O).....	0	0	0	0	XXX

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	30,893,945		30,893,945
2. Accident and health premiums due and unpaid (Line 15).....	229,988		229,988
3. Amounts recoverable from reinsurers (Line 16.1).....	4,506,311		4,506,311
4. Net credit for ceded reinsurance.....	XXX	8,086,264	8,086,264
5. All other admitted assets (Balance).....	646,943		646,943
6. Total assets (Line 28)	36,277,188	8,086,264	44,363,452
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	10,943,584	3,579,953	14,523,537
8. Accrued medical incentive pool and bonus payments (Line 2).....	0		0
9. Premiums received in advance (Line 8).....	469,235		469,235
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).....	20,246,126		20,246,126
15. Total liabilities (Line 24).....	31,658,945	3,579,953	35,238,898
16. Total capital and surplus (Line 33).....	4,618,243	XXX	4,618,243
17. Total liabilities, capital and surplus (Line 34)	36,277,187	3,579,953	39,857,140
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid.....	3,579,953		
19. Accrued medical incentive pool.....	0		
20. Premiums received in advance	0		
21. Reinsurance recoverable on paid losses	4,506,311		
22. Other ceded reinsurance recoverables	0		
23. Total ceded reinsurance recoverables	8,086,264		
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	8,086,264		

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

Allocated By States and Territories

		Direct Business Only					
		1	2	3	4	5	6
States, Etc.		Life (Group and Individual)	Annuities (Group and Individual)	Disability Income (Group and Individual)	Long-Term Care (Group and Individual)	Deposit-Type Contracts	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	MP0
57. Canada	CAN0
58. Aggregate Other Alien	OT0
59. Totals		0	0	0	0	0	0

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

MARCH FILING		Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	.....YES.....
2.	Will an actuarial opinion be filed by March 1?	.....YES.....
3.	Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	.....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:



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.....	116,440		116,440	21,622
2305. Affordable Care Act Payable.....	8,891,344		8,891,344	0
2397. Summary of remaining write-ins for Line 23 from Page 03	9,007,784	0	9,007,784	21,622

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	4,890,379	5,582,612
0605. Payment Innovations Claims Expense.....	XXX		(22,362,520)
0606.	XXX		0
0697. Summary of remaining write-ins for Line 6 from Page 04	XXX	4,890,379	(16,779,908)

OVERFLOW PAGE FOR WRITE-INS

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

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
0504. EAP	1,718,536								1,718,536	
0597. Summary of remaining write-ins for Line 5 from page 7	1,718,536	0	0	0	0	0	0	0	1,718,536	

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