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

9 5 2 0 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 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 [ ]

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) 216-621-5600 (Area Code) (Telephone Number)

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), 216-621-5600 (Area Code) (Telephone Number) (Extension)

Internet Web Site Address Healthspan.org

Statutory Statement Contact Felicia Browning (Name), 216-479-5510 (Area Code) (Telephone Number) (Extension)

Felicia.browning@mercy.com (E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
Allan Greenberg #	President	Dave Nowiski	Treasurer

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Jeffery J Copeland	Robert Campbell	William Franks	Allan Calonge
Walid Sidani MD			

State of .....Ohio.....

County of .....Cuyahoga.....

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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	Dave 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 06/17/2016
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						
Group subscribers:						
0299997 Group subscriber subtotal	0	0	0	0	0	0
0299998 Premiums due and unpaid not individually listed	6,777,542	3,147,912	463,537	6,225,650	6,227,166	10,386,890
0299999 Total group	6,777,542	3,147,912	463,537	6,225,650	6,227,166	10,386,890
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)	6,777,542	3,147,912	463,537	6,225,650	6,227,166	10,386,890

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
Pharmaceutical Rebate Receivables						
	4,336,901		0	0	0	4,366,901
0199999 - Pharmaceutical Rebate Receivables	4,336,901	0	0	0	0	4,366,901
Other Receivables						
	367,530	176,634	209,884	1,947,817	1,917,817	754,048
0699999 - Other Receivables	367,530	176,634	209,884	1,947,817	1,917,817	754,048
0799999 Gross Health Care Receivables	4,704,431	176,634	209,884	1,947,817	1,917,817	5,120,949

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

Type of Health Care Receivables	Health Care Receivables Collected During the Year		Health Care Receivables Accrued as of December 31 of Current Year		5	6
	1 On Amounts Accrued Prior to January 1 of Current Year	2 On Claims Accrued During the Year	3 On Amounts Accrued December 31 of Prior Year	4 On Amounts Accrued During the Year	Health Care Receivables in Prior Years (Columns 1 + 3)	Estimated Health Care Receivables Accrued as of December 31 of Prior Year
1. Pharmaceutical rebate receivables				4,366,901	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				2,671,865	0	
7. Totals (Lines 1 through 6)	0	0	0	7,038,766	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
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						0
0499999 Subtotals	0	0	0	0	0	0
0599999 Unreported claims and other claim reserves						28,495,612
0699999 Total amounts withheld						
0799999 Total claims unpaid						28,495,612
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
HealthSpan Physicians	30,360,013					30,360,013	
Mercy Health	2,133,975					2,133,975	
HealthSpan Partners							
HealthSpan Inc.							
0199999 Individually listed receivables	32,493,988	0	0	0	0	32,493,988	0
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	32,493,988	0	0	0	0	32,493,988	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Due To HealthSpan Inc.		226,921	226,921	
Due To HealthSpan Partners		7,689,265	7,689,265	
0199999 Individually listed payables		7,916,186	7,916,186	0
0299999 Payables not individually listed				
0399999 Total gross payables		7,916,186	7,916,186	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	79,046,232	21.0		0.0	79,046,232	
2. Intermediaries	0	0.0		0.0		
3. All other providers	0	0.0		0.0		
4. Total capitation payments	79,046,232	21.0	0	0.0	79,046,232	0
Other Payments:						
5. Fee-for-service	18,713,752	5.0	XXX	XXX		18,713,752
6. Contractual fee payments	177,013,361	47.0	XXX	XXX	55,833,671	121,179,690
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	101,603,160	27.0	XXX	XXX	101,603,160	
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	297,330,273	79.0	XXX	XXX	157,436,831	139,893,442
13. Total (Line 4 plus Line 12)	376,376,505	100 %	XXX	XXX	236,483,063	139,893,442

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						
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies	5,387,444					5,387,444
4. Durable medical equipment						
5. Other property and equipment						
6. Total	5,387,444	0	0	0	0	5,387,444

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

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

NAIC Group Code 00000 BUSINESS IN THE STATE OF Ohio DURING THE YEAR 2015 NAIC Company Code 95204

	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	74,819	8,522	44,220				6,000	16,077		
2 First Quarter	68,845	7,497	39,598				5,939	15,811		
3 Second Quarter	66,738	7,060	38,178				5,948	15,552		
4. Third Quarter	63,748	6,119	36,308				5,917	15,404		
5. Current Year	62,249	5,568	35,419				5,930	15,332		
6 Current Year Member Months	791,660	80,148	452,823				71,545	187,144		
Total Member Ambulatory Encounters for Year:										
7. Physician	826,881	55,406	321,141				82,257	368,077		
8. Non-Physician	108,212	8,475	47,524				9,924	42,289		
9. Total	935,093	63,881	368,665	0	0	0	92,181	410,366	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	6,231	480	2,349				549	2,853		
12. Health Premiums Written (b)	360,577,917	12,901,265	184,089,124				36,892,577	126,694,951		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	360,577,917	12,901,265	184,089,124				36,892,577	126,694,951		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	376,376,508	28,944,412	189,124,267				42,164,277	116,143,552		
18. Amount Incurred for Provision of Health Care Services	362,451,155	31,889,803	181,424,054				39,104,596	110,032,702		

(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 Integrated Care 2. _____ (LOCATION)

NAIC Group Code 00000 BUSINESS IN THE STATE OF Consolidated DURING THE YEAR 2015 NAIC Company Code 95204

	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	74,819	8,522	44,220	0	0	0	6,000	16,077	0	0
2 First Quarter	68,845	7,497	39,598	0	0	0	5,939	15,811	0	0
3 Second Quarter	66,738	7,060	38,178	0	0	0	5,948	15,552	0	0
4. Third Quarter	63,748	6,119	36,308	0	0	0	5,917	15,404	0	0
5. Current Year	62,249	5,568	35,419	0	0	0	5,930	15,332	0	0
6 Current Year Member Months	791,660	80,148	452,823	0	0	0	71,545	187,144	0	0
Total Member Ambulatory Encounters for Year:										
7. Physician	826,881	55,406	321,141	0	0	0	82,257	368,077	0	0
8. Non-Physician	108,212	8,475	47,524	0	0	0	9,924	42,289	0	0
9. Total	935,093	63,881	368,665	0	0	0	92,181	410,366	0	0
10. Hospital Patient Days Incurred	0	0	0	0	0	0	0	0	0	0
11. Number of Inpatient Admissions	6,231	480	2,349	0	0	0	549	2,853	0	0
12. Health Premiums Written (b)	360,577,917	12,901,265	184,089,124	0	0	0	36,892,577	126,694,951	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	360,577,917	12,901,265	184,089,124	0	0	0	36,892,577	126,694,951	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	376,376,508	28,944,412	189,124,267	0	0	0	42,164,277	116,143,552	0	0
18. Amount Incurred for Provision of Health Care Services	362,451,155	31,889,803	181,424,054	0	0	0	39,104,596	110,032,702	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
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	01/01/2015	PREFERRED PROFESSIONAL INS CO	NE	1,314,101	
00000	AA-9990032	01/01/2015	US Dept of Hlth & Human Serv	DC	2,892,591	
1999999 - Accident and Health - Non-Affiliates - U.S. Non-Affiliates					4,206,692	0
2199999 - Accident and Health - Non-Affiliates - Total Non-Affiliates					4,206,692	0
2299999 - Accident and Health - Total Accident and Health					4,206,692	0
2399999 - Total U.S. (Sum of 0399999, 0899999, 1499999 and 1999999)					4,206,692	0
9999999 Totals—Life, Annuity and Accident and Health (Sum of 1199999 and 2299999)					4,206,692	0

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		13 Modified Coinsurance Reserve	14 Funds Withheld Under Coinsurance
										11 Current Year	12 Prior Year		
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates													
36234	47-0580977	01/01/2015	PREFERRED PROFESSIONAL INS CO	NE	ASL/I/A	CMM	1,751,157						
00000	AA-9990032	01/01/2015	US Dept of Hlth & Human Serv	DC	ASL/I/A	CMM	326,445						
0899999 - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates							2,077,602	0	0	0	0	0	0
1099999 - General Account - Authorized - Non-Affiliates - Total Authorized Non-Affiliates							2,077,602	0	0	0	0	0	0
1199999 - General Account - Authorized - Total General Account Authorized							2,077,602	0	0	0	0	0	0
3499999 - General Account - Total General Account Authorized, Unauthorized and Certified							2,077,602	0	0	0	0	0	0
6999999 - Total U.S. (Sum of 0399999, 0899999, 1499999, 1999999, 2599999, 3099999, 3799999, 4299999, 4899999, 5399999, 5999999 and 6499999)							2,077,602	0	0	0	0	0	0
9999999 Totals							2,077,602	0	0	0	0	0	0

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
9999999 Total				0	0	0	0	0	XXX	0	0	0	0	0

(a) Issuing or Confirming Bank Reference Number	Letters of Credit Code	American Bankers Association (ABA) Routing Number	Issuing or Confirming Bank Name	Letters of Credit Amount

SCHEDULE S - PART 5

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	Collateral							23	24	25	26
															16	17	18	19	20	21	22				
NAIC Company Code	ID Number	Effective Date	Name of Reinsurer	Domiciliary Jurisdiction	Certified Reinsurer Rating(1 through 6)	Effective Date of Certified Reinsurer Rating	Percent Collateral Required for Full Credit (0% - 100%)	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Total Recoverable / Reserve Credit Taken (Col. 9 + 10 + 11)	Miscellaneous Balances (Credit)	Net Obligation Subject to Collateral (Col.12 - 13)	Dollar Amount of Collateral Required for Full Credit (Col. 14 x Col.8)	Multiple Beneficiary Trust	Letters of Credit	Issuing or Confirming Bank Reference Number (a)	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Total Collateral Provided (Col. 16 +17 + 19 +20 + 21)	Percent of Collateral Provided for Net Obligation Subject to Collateral (Col. 22 / Col. 14)	Percent Credit Allowed on Net Obligation Subject to Collateral (Col. 23 / Col. 8, not to exceed 100%)	Amount of Credit Allowed for Net Obligation Subject to Collateral (Col. 14 x Col. 24)	Liability for Reinsurance With Certified Reinsurers Due to Collateral Deficiency (Col 14 - Col. 25)
9999999	Total (Sum of 2399999 and 3499999)							0	0	0	0	0	0	0	0	0	XXX	0	0	0	0	XXX	XXX	0	0

(a) Issuing or Confirming Bank Reference Number	Letters of Credit Code	American Bankers Association (ABA) Routing Number	Issuing or Confirming Bank Name	Letters of Credit Amount

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	1,991	2,473	0	0	0
2. Title XVIII-Medicare	86	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		886	0	0	0
8. Reinsurance recoverable on paid losses	4,207	3,012	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 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)	145,228,184		145,228,184
2.	Accident and health premiums due and unpaid (Line 15)	10,386,890		10,386,890
3.	Amounts recoverable from reinsurers (Line 16.1)	4,206,692		4,206,692
4.	Net credit for ceded reinsurance	XXX	4,206,692	4,206,692
5.	All other admitted assets (Balance)	39,865,231		39,865,231
6.	Total assets (Line 28)	199,686,997	4,206,692	203,893,689
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	28,495,611	0	28,495,611
8.	Accrued medical incentive pool and bonus payments (Line 2)	0		0
9.	Premiums received in advance (Line 8)	4,138,161		4,138,161
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)	130,375,276		130,375,276
15.	Total liabilities (Line 24)	163,009,048	0	163,009,048
16.	Total capital and surplus (Line 33)	36,677,949	XXX	36,677,949
17.	Total liabilities, capital and surplus (Line 34)	199,686,997	0	199,686,997
	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	4,206,692		
22.	Other ceded reinsurance recoverables	0		
23.	Total ceded reinsurance recoverables	4,206,692		
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	4,206,692		

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 *
00000	HealthSpan Partners		46-3055925				HealthSpan Partners	OH	UDP	Mercy Health	Ownership	100.0	Mercy Health	
	HealthSpan Partners	95204	34-0922268				HealthSpan Integrated Care	OH	RE	HealthSpan Partners	Ownership	100.0	Mercy Health	
	HealthSpan Partners	15284	31-1431434				HealthSpan Inc	OH	IA	HealthSpan Partners	Ownership	100.0	Mercy Health	
	HealthSpan Partners		31-1161086				Mercy Health	OH	UIP		Board of Directors		Mercy Health	
	HealthSpan Partners		32-0417416				HealthSpan Physicians	OH	NIA	HealthSpan Partners	Ownership	100.0	Mercy Health	

Asterisk	Explanation

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		(202,750,000)			2,860,355				(199,889,645)	
95204	34-0922268	HealthSpan Integrated Care		202,750,000			(178,405,112)				24,344,888	
15284	31-1431434	HealthSpan Inc					697,963				697,963	
	31-1161086	Mercy Health					48,129,305				48,129,305	
	32-0417416	HealthSpan Physicians					126,717,489				126,717,489	
											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:

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

21.

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23.

Bar code:

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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.	Medicare Reserves / Payables	8,998,310		8,998,310	10,036,317
2305.	Premium Tax and Other Taxes Payable	1,960,644		1,960,644	2,867,801
2306.	Affordable Care Act Payable	14,566,180		14,566,180	3,442,707
2307.				0	0
2308.				0	0
2397.	Summary of remaining write-ins for Line 23 from Page 03	25,525,134	0	25,525,134	16,346,825

M004 Additional Aggregate Lines for Page 04 Line 14.
*REVEX1 - Statement of Revenue and Expenses

		1 Uncovered	2 Total	3 Total
1404.	Other Benefits (Home Care, Hospice, DME)			3,662,454
1405.	Community Service		3,302,429	15,532,450
1406.				0
1407.				0
1408.				0
1409.				0
1410.				0
1411.				0
1412.				0
1413.				0
1414.				0
1497.	Summary of remaining write-ins for Line 14 from Page 04	0	3,302,429	19,194,904

M005 Additional Aggregate Lines for Page 05 Line 47.
*REVEX2 - Capital and Surplus Account

		1 Current Year	2 Prior Year
4704.	Payroll related liabilities transferred to Kaiser		0
4705.	PDR liability transferred to Kaiser		0
4706.	Pensiion liability transferred to Kaiser		0
4707.	Post retirement liability transferred to Kaiser		0
4708.	Other liabilities transferred to Kaiser		0
4709.	Aggregate write-in for gains (losses) in surplus		(317)
4710.			0
4711.			0
4797.	Summary of remaining write-ins for Line 47 from Page 05	0	(317)

M014 Additional Aggregate Lines for Page 14 Line 25.
*EXEXP - Underwriting and Investment Exhibit - Part 3

		1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	3 General Administrative Expenses	4 Investment Expenses	5 Total
2504.	Severance	3,475		10,931,348		10,934,823
2505.	Miscellaneous			0		0
2597.	Summary of remaining write-ins for Line 25 from Page 14	3,475	0	10,931,348	0	10,934,823

ALPHABETICAL INDEX

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