



QUARTERLY STATEMENT

AS OF JUNE 30, 2016
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 []	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, County and Zip Code)			
Main Administrative Office	225 Pictoria Dr STE 320 (Street and Number)			Cincinnati, OH, US 45246 (City or Town, State, County 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, County and Zip Code)			513-981-5300 (Area Code) (Telephone Number)
Primary Location of Books and Records	4600 McAuley Place (Street and Number)			Cincinnati, OH, US 45242 (City or Town, State, County and Zip Code)			N/A
Internet Web Site Address							
Statutory Statement Contact	Felicia Browning (Name)			216-479-5510 (Area Code) (Telephone Number) (Extension)			
	Felicia.Browning@Mercy.com (E-Mail Address)			216-623-8793 (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 of

ss

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.

Allan Greenberg
President

David Nowiski
Treasurer

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

Subscribed and sworn to before me this
day of _____,

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	399,754		399,754	4,897,257
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ 21,500,512), cash equivalents (\$ 4,597,057) and short-term investments (\$ 0)	26,097,569		26,097,569	25,996,688
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	0		0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	26,497,323	0	26,497,323	30,893,945
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	(279)		(279)	1,060
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	96,561		96,561	229,988
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums (\$) and contracts subject to redetermination (\$)			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	3,452,309		3,452,309	4,506,311
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$) and other amounts receivable	728,492	325,486	403,006	308,918
25. Aggregate write-ins for other-than-invested assets	395,236	395,236	0	336,965
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	31,169,642	720,722	30,448,920	36,277,188
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	31,169,642	720,722	30,448,920	36,277,188
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Payment Innovation Receivable			0	336,965
2502. Prepaid Assets	386,514	386,514	0	0
2503. Other Assets	8,722	8,722	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	395,236	395,236	0	336,965

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	5,386,318		5,386,318	10,943,584
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	161,590		161,590	298,461
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act	1,798,234		1,798,234	3,158,000
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	1,521,063		1,521,063	469,235
9. General expenses due or accrued	1,601,262		1,601,262	4,301,256
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	208,387		208,387	640,506
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	125,351		125,351	313,964
16. Derivatives		0	0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	11,899,256	0	11,899,256	11,533,939
24. Total liabilities (Lines 1 to 23)	22,701,461	0	22,701,461	31,658,945
25. Aggregate write-ins for special surplus funds	XXX	XXX	353,315	345,755
26. Common capital stock	XXX	XXX	2,000,000	2,000,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	37,150,000	37,150,000
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(31,755,856)	(34,877,512)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	7,747,459	4,618,243
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	30,448,920	36,277,187
DETAILS OF WRITE-INS				
2301. Payment Innovations Accrued Claims	1,573,398		1,573,398	1,573,398
2302. Salaries, Wages and Related Liabilities	224,538		224,538	18,790
2303. Other Current Liabilities	462,400		462,400	933,967
2398. Summary of remaining write-ins for Line 23 from overflow page	9,638,920	0	9,638,920	9,007,784
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	11,899,256	0	11,899,256	11,533,939
2501. Special Surplus ACA Fee	XXX	XXX	353,315	345,755
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	353,315	345,755
3001. Prior Year Net Income	XXX	XXX		0
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	34,789	67,351	138,757
2. Net premium income (including \$ non-health premium income)	XXX	17,540,608	16,696,092	39,747,033
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses).....	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	6,692,708	7,019,211	13,900,887
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	24,233,316	23,715,303	53,647,920
Hospital and Medical:				
9. Hospital/medical benefits		10,618,449	10,057,055	24,743,650
10. Other professional services		21,390	5,455,940	10,475,863
11. Outside referrals			6,509,020	10,020,750
12. Emergency room and out-of-area			532,978	601,161
13. Prescription drugs		2,864,431	3,192,716	10,321,753
14. Aggregate write-ins for other hospital and medical.....	0	0	0	686,847
15. Incentive pool, withhold adjustments and bonus amounts			0	0
16. Subtotal (Lines 9 to 15)	0	13,504,270	25,747,709	56,850,024
Less:				
17. Net reinsurance recoveries		329,496	523,368	4,957,399
18. Total hospital and medical (Lines 16 minus 17)	0	13,174,774	25,224,341	51,892,625
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....		231,462	0	0
21. General administrative expenses.....		9,662,505	11,680,079	26,451,573
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		(1,359,766)	0	3,158,000
23. Total underwriting deductions (Lines 18 through 22)	0	21,708,975	36,904,420	81,502,198
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	2,524,341	(13,189,117)	(27,854,278)
25. Net investment income earned			16,362	29,066
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	0	16,362	29,066
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	1,015,235	0	(341,041)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	3,539,576	(13,172,755)	(28,166,253)
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	3,539,576	(13,172,755)	(28,166,253)
DETAILS OF WRITE-INS				
0601. PPO Access Fee Revenue.....	XXX	4,273,168	4,409,983	8,914,031
0602. Payment Innovation Revenue.....	XXX		0	0
0603. Taxable Sales - LMS.....	XXX	54,173	45,130	96,477
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	2,365,367	2,564,098	4,890,379
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	6,692,708	7,019,211	13,900,887
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.			0	686,847
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	686,847
2901.		0	0	0
2902. Gain in Sale of Insurance Business.....		1,000,000	0	(341,041)
2903. Other Expenses.....		15,235	0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	1,015,235	0	(341,041)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	4,618,234	8,226,595	8,226,595
34. Net income or (loss) from Line 32	3,539,576	(13,172,755)	(28,166,253)
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(410,351)	(15,698)	307,891
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		15,000,000	24,250,000
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	3,129,225	1,811,547	(3,608,362)
49. Capital and surplus end of reporting period (Line 33 plus 48)	7,747,459	10,038,142	4,618,234
DETAILS OF WRITE-INS			
4701.		0	0
4702.		0	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	16,887,930	16,110,407	39,637,803
2. Net investment income.....	1,279	13,734	23,646
3. Miscellaneous income.....	6,439,065	7,823,895	14,230,722
4. Total (Lines 1 to 3).....	23,328,274	23,948,036	53,892,171
5. Benefit and loss related payments.....	16,318,272	18,799,644	46,992,157
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	11,715,597	3,331,033	23,119,997
8. Dividends paid to policyholders.....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9).....	28,033,869	22,130,677	70,112,154
11. Net cash from operations (Line 4 minus Line 10).....	(4,705,595)	1,817,359	(16,219,983)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	4,497,557	0	0
12.2 Stocks.....	0	0	0
12.3 Mortgage loans.....	0	0	0
12.4 Real estate.....	0	0	0
12.5 Other invested assets.....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0	0
12.7 Miscellaneous proceeds.....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	4,497,557	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	0	0	0
13.2 Stocks.....	0	0	0
13.3 Mortgage loans.....	0	0	0
13.4 Real estate.....	0	0	0
13.5 Other invested assets.....	0	0	0
13.6 Miscellaneous applications.....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	0	0	0
14. Net increase (or decrease) in contract loans and premium notes.....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	4,497,557	0	0
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	24,250,000
16.3 Borrowed funds.....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0	0
16.5 Dividends to stockholders.....	0	0	0
16.6 Other cash provided (applied).....	308,922	583,084	8,605,783
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	308,922	583,084	32,855,783
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17).....	100,884	2,400,443	16,635,800
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	25,996,685	9,360,885	9,360,885
19.2 End of period (Line 18 plus Line 19.1).....	26,097,569	11,761,328	25,996,685

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group							
Total Members at end of:										
1. Prior Year	12,330	8,726	3,604	0	0	0	0	0	0	0
2. First Quarter	6,456	3,073	3,383	0	0	0	0	0	0	0
3. Second Quarter	4,806	2,537	2,269	0	0	0	0	0	0	0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	34,789	16,463	18,326							
Total Member Ambulatory Encounters for Period:										
7. Physician	0	0	0							
8. Non-Physician	0	0	0							
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	675	394	281							
11. Number of Inpatient Admissions	171	98	73							
12. Health Premiums Written (a)	18,034,203	10,257,099	7,777,104							
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	18,034,203	10,257,099	7,777,104							
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	18,732,040	10,962,050	7,769,990							
18. Amount Incurred for Provision of Health Care Services	13,504,270	8,022,208	5,482,062							

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

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

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.....	XXX	XXX	XXX	XXX	XXX	5,386,318
0699999 Total amounts withheld.....	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid.....	XXX	XXX	XXX	XXX	XXX	5,386,318
0899999 Accrued medical incentive pool and bonus amounts.....	XXX	XXX	XXX	XXX	XXX	

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	7,744,737	10,987,303	1,248,282	4,138,036	8,993,019	10,943,584
2. Medicare Supplement					0	0
3. Dental only					0	0
4. Vision only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	7,744,737	10,987,303	1,248,282	4,138,036	8,993,019	10,943,584
10. Health care receivables (a).....					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12).....	7,744,737	10,987,303	1,248,282	4,138,036	8,993,019	10,943,584

(a) Excludes \$ loans or advances to providers not yet expensed.

HealthSpan Inc.
Notes to Financial Statements
For the six months Ended June 30, 2016

1. Summary of Significant Accounting Policies and Going Concern

a. Accounting Practices

The accompanying statutory financial statements of HealthSpan Inc. (“HealthSpan or the Company”) have been prepared in conformity with the National Association of Insurance Commissioners’ (“NAIC”) *Accounting Practices and Procedures* manual, (“NAIC SAP”), the NAIC Annual Statement Instructions, and other accounting practices as prescribed or permitted by the State of Ohio – Ohio Department of Insurance (ODI). There were no reported differences to net income, statutory surplus, or risk based capital for specific practices, prescribed or permitted by the State of Ohio, that deviate from NAIC SSAP in the reported periods.

	Six Months		Year Ended 12/31/15
	Ended 06/30/16	(in thousands)	
NET INCOME			
HealthSpan state basis (page 4, Line 32, Columns 2 & 4)	\$ 3,539	\$ (28,166)	
State Prescribed Practices that increase / (decrease) NAIC SAP:	-	-	
State Permitted Practices that increase / (decrease) NAIC SAP:	-	-	
NAIC SAP	<u>\$ 3,539</u>	<u>\$ (28,166)</u>	
SURPLUS			
HealthSpan state basis (page 3, Line 33, Columns 3 & 4)	\$ 7,747	\$ 4,618	
State Prescribed Practices that increase / (decrease) NAIC SAP:	-	-	
State Permitted Practices that increase / (decrease) NAIC SAP:	-	-	
NAIC SAP	<u>\$ 7,747</u>	<u>\$ 4,618</u>	

b. Use of Management Estimates – No significant changes from the 2015 annual statement

c. Accounting Policies

1. Short Term Investments – No significant changes from the 2015 annual statement.
2. Bonds and Amortization – No significant changes from the 2015 annual statement.
3. Common Stock – Not applicable.
4. Preferred Stock – Not applicable.
5. Valuation Mortgage Loans – Not applicable.
6. Loan Backed Securities – Not applicable.
7. Investment in Subsidiaries – Not applicable.
8. Investment in Joint Ventures – Not applicable.
9. Accounting for Derivatives – Not applicable.
10. Premium Deficiency Calculation – No significant changes from the 2015 annual statement.
11. Estimating Losses and Claims Adjustment Expenses – No significant changes from the 2015 annual statement
12. Capitalization Policy – No significant changes from the 2015 annual statement

HealthSpan Inc.
Notes to Financial Statements
For the six months Ended June 30, 2016

1. Summary of Significant Accounting Policies and Going Concern (continued)

c. Accounting Policies (continued)

13. Pharmaceutical Rebate Methodology – No significant changes from the 2015 annual statement.

d. Going Concern

On February 29, 2016 the Company submitted and ODI subsequently approved a major modification filing for the “Market Withdrawal and Novation of Government Programs Business.” In March of 2016, HealthSpan entered into an agreement with an unrelated party to sell the insured membership and administrative services of the Company and transition the membership to buyer. Effective January 1, 2017, the Company will cease operating all lines of business.

2. Accounting Changes and Corrections of Errors – No significant changes from the 2015 annual statement.

3. Business Combinations and Goodwill – No significant changes from the 2015 annual statement.

4. Discontinued Operations – No significant changes from the 2015 annual statement.

5. Investments

a. Mortgage Loans

For the six months ending June 30, 2016 and the year ended December 31, 2015, HealthSpan had no investments in mortgage loans.

b. Debt Restructuring

For the six months ending June 30, 2016 and the year ended December 31, 2015, HealthSpan had no debt restructuring investments.

c. Reverse Mortgages

For the six months ending June 30, 2016 and the year ended December 31, 2015, HealthSpan had no reverse mortgage investments.

d. Loan Backed Securities

For the six months ending June 30, 2016 and the year ended December 31, 2015, HealthSpan had no investments in loan backed securities.

e. Repurchase Agreements and Securities Lending Transactions

For the six months ending June 30, 2016 and the year ended December 31, 2015, HealthSpan was not a party to repurchase agreements or securities lending transactions.

HealthSpan Inc.
Notes to Financial Statements
For the six months Ended June 30, 2016

5. Investments (Continued)

f. Real Estate - No significant changes from the 2015 annual statement.

g. Investments in Low-Income Housing Tax Credits

During the six months ending June 30, 2016 and the year ended December 31, 2015, HealthSpan had no investments in low-income housing credits.

h. Restricted Assets – HealthSpan is required to keep investments on deposit in the State of Ohio, where it is licensed. At June 30, 2016 and December 31, 2015, approximately \$400 thousand, respectively, in long-term U.S. Treasury notes were restricted to satisfy the state's regulatory requirements.

i. Working Capital Finance Investments

For the six months ending June 30, 2016 and the year ended December 31, 2015, HealthSpan had no working capital finance investments.

j. Offsetting and Netting of Assets and Liabilities

For the six months ending June 30, 2016 and the year ended December 31, 2015, HealthSpan had no offsetting of derivative, repurchase, or securities borrowing and lending assets or liabilities.

k. Structured Notes

For the six months ending June 30, 2016 and the year ended December 31, 2015, HealthSpan had no structured notes.

6. Joint ventures, Partnerships and Limited Liability Companies – No significant changes from the 2015 annual statement.

7. Investment Income – No significant changes from the 2015 annual statement.

8. Derivative Instruments – No significant changes from the 2015 annual statement.

9. Income Taxes – No significant changes from the 2015 annual statement.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

HealthSpan Partners (HSP) is the sole corporate member of HealthSpan. HSP is a distinct, secular, and tax-exempt organization with the primary objective of developing provider networks and insurance products. HSP is a partner organization of Mercy Health, and is included in the consolidated financial statements of Mercy Health, who is the ultimate controlling party of HealthSpan. Mercy Health is a Catholic health organization, supervising market delivery systems consisting of hospitals, nursing homes, and other organizations providing health-related services.

HealthSpan Inc.
Notes to Financial Statements
For the six months Ended June 30, 2016

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties (Continued)

The amount due from (due to) from affiliates at June 30, 2016 and December 31, 2015, is primarily related to general expenses and claims paid by HealthSpan Partners and Mercy Health on behalf of HealthSpan. The Company does not provide other parties with guarantees.

HealthSpan incurs expenses for information technology, treasury, general management, administrative support, accounting, and accounts payable processing services provided by Mercy Health. For the six months ending June 30, 2016 and 2015, HealthSpan incurred expenses of \$1.1 million and \$960 thousand for services provided by Mercy Health, respectively.

At June 30, 2016 and December 31, 2015, related party and affiliate balances were as follows (in thousands):

	<u>6/30/2016</u>	<u>12/31/2015</u>
Mercy Health	\$ 140	\$ (952)
HealthSpan Partners	(104)	411
HealthSpan IC	(161)	227
	<u>\$ (125)</u>	<u>\$ (314)</u>

11. Debt

As of June 30, 2016 and December 31, 2015, HealthSpan does not have an agreement with the Federal Home Loan Bank or other third party lenders.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and other Postretirement Benefit Plans

No significant changes from the 2015 annual statement.

13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations

HealthSpan is a nonprofit, charitable corporation and does not issue stock. HealthSpan Partners (HSP) is the sole corporate member of HealthSpan and no individual or entity has any ownership interest in HealthSpan. HealthSpan and HSP share certain corporate officers.

14. Liabilities, Contingencies and Assessments

No significant changes from the 2015 annual statement.

HealthSpan Inc.
Notes to Financial Statements
For the six months Ended June 30, 2016

15. Leases

No significant changes from the 2015 annual statement.

16. Information About Financial Instruments with Off-Balance-Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant changes from the 2015 annual statement.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

HealthSpan has no transactions subject to the disclosure requirements of this footnote during the reporting periods.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No significant changes from the 2015 annual statement.

19. Direct Premium Written / Produced by Managing General Agents / Third Party Administrators

No significant changes from the 2015 annual statement.

20. Fair Value Measurements

HealthSpan has no nonfinancial assets or liabilities that are required to be measured and reported at fair value on a recurring basis. Fair value is defined as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date.

HealthSpan's financial assets carried at fair value have been classified, for disclosure purposes, based on a hierarchy that prioritizes inputs to valuation techniques used to measure fair value into three levels.

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs include quoted prices for similar assets or liabilities in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument. Such inputs include market interest rates and volatilities, spreads, and yield curves.
- Level 3 – Certain inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement.

Investments, as discussed in the *Investments* note, are reported at lower of amortized cost or fair value, with impairment recorded if amortized cost is greater than fair value. The fair values of investments are based on quoted market prices, if available, or estimated using quoted market prices for similar investments. If listed prices or quotes are not available, fair value is based upon other observable inputs or models that primarily use market-based or independently sourced market parameters as inputs. In addition to market information, models also incorporate transaction details such as maturity. Fair value adjustments, including credit, liquidity, and other factors are included, as appropriate, to arrive at a fair value measurement.

HealthSpan Inc.
Notes to Financial Statements
For the six months Ended June 30, 2016

21. Fair Value Measurements (continued)

Investments at statement value and estimated fair value at June 30, 2016 (in thousands).

Asset Description	Aggregate	Admitted			
	Fair Value	Assets	Level 1	Level 2	Level 3
U.S Treasury Bonds	\$ 406	\$ 400	\$ -	\$ 406	\$ -
Industrial and miscellaneous Bonds	-	-	-	-	-
Total Investments	\$ 406	\$ 400	\$ -	\$ 406	\$ -

Investments at statement value and estimated fair value at December 31, 2015 (in thousands).

Asset Description	Aggregate	Admitted			
	Fair Value	Assets	Level 1	Level 2	Level 3
U.S Treasury Bonds	\$ 4,901	\$ 4,897	\$ -	\$ 4,901	\$ -
Industrial and miscellaneous Bonds	-	-	-	-	-
Total Investments	\$ 4,901	\$ 4,897	\$ -	\$ 4,901	\$ -

22. Other Items

No significant changes from the 2015 annual statement.

23. Subsequent Events

No significant changes from the 2015 annual statement.

24. Reinsurance

No significant changes from the 2015 annual statement.

HealthSpan Inc.
Notes to Financial Statements
For the six months Ended June 30, 2016

25. Retrospectively Rated Contracts

The ACA established risk sharing programs, known as risk adjustment, reinsurance, and risk corridors, to protect health insurers against the incurrence of high claims which may occur as a result of the guarantee issue rules of the ACA. Two of the programs, reinsurance and risk corridors, are temporary and conclude in 2016. The risk adjustment program is permanent.

The risk adjustment program shifts risk by transferring funds to individual and small group plans that report high risk based on the demographic factors and health status of each member as derived from current year medical diagnosis as reported throughout the year. This program transfers funds from lower risk plans to higher risk plans within similar plans in the same state. Under the risk adjustment program, a risk score is assigned to each covered member to determine an average risk score at the individual and small group level by legal entity in a particular market in a state. Additionally, an average risk score is determined for the entire subject population for each market in each state. Settlements are determined on a net basis by legal entity and state. Each health insurance issuer's average risk score is compared to the state's average risk score. Plans with an average risk score below the state average will pay into a pool, and health insurance issuers with an average risk score that is greater than the state average risk score will receive money from that pool. The Company's estimate of amounts receivable and/or payable under the risk adjustment program is based on our estimate of both our own and the state average risk scores. The amount to be paid in 2016 to the risk adjustment program for 2015 is \$7.2 million. As of June 30, 2016 the Company included a liability of \$1.5 million on the balance sheet for the 2016 risk adjustment. HealthSpan paid \$4.2 million for risk adjustment during 2015 for the 2014 assessments, which is reflected as a change in estimate within premium revenue. HealthSpan has recorded contributions to the risk adjustment program as assessments, which are included on the statement of admitted assets, liabilities, capital, and surplus.

The risk corridor program limits issuer gains and losses for qualified health plans in the individual and small markets by comparing allowable medical costs to a target amount, each defined/prescribed by Department of Health and Human Services (HHS), and sharing the risk for allowable costs with the federal government. Allowable medical costs are adjusted for risk adjustment settlements, transitional reinsurance recoveries, and cost sharing reductions received from HHS. Variances from the target exceeding certain thresholds may result in HHS making additional payments to HealthSpan or require HealthSpan to refund HHS a portion of the premiums we received. HHS guidance provides that risk corridor collections over the life of the three year program will first be applied to any shortfalls from previous benefit years before application to current year obligations. For the 2014 and 2015 plan years HealthSpan had unrecorded receivables \$5,068 and \$14,296, respectively. \$549 of the 2014 receivable was received in 2015. The balance of the receivable is not reflected in the statutory-basis financial statements as the program is not funded and management has determined the collectability is uncertain. The NAICs position on the risk corridor requires that any receivable recorded be non-admitted on the statutory-basis financial statements. No risk corridor liability is anticipated for 2015.

The reinsurance program requires HealthSpan to make reinsurance contributions for calendar years 2014 through 2016 to HHS based on a national contribution rate per covered member as determined by HHS. While all commercial medical plans, including self-funded plans, are required to fund the reinsurance entity, only fully-insured non-grandfathered plans compliant with the ACA in the individual commercial market will be eligible for recoveries if individual claims exceed a specified threshold. Accordingly, plan contributions are recorded as premium reductions and recoveries are recorded as a reduction of claim expense. For group members, the ACA reinsurance program is accounted for as an assessment because claims incurred for group members are not eligible for recovery under the program.

HealthSpan Inc.
Notes to Financial Statements
For the six months Ended June 30, 2016

Retrospectively Rated Contracts (continued)

For individual members, who may incur high claim costs eligible for reimbursement, the ACA reinsurance program is accounted for as reinsurance. Accordingly, plan contributions are recorded as premium reductions and recoveries are recorded as a reduction of claim expense. For group members, the ACA reinsurance program is accounted for as an assessment because claims incurred for group members are not eligible for recovery under the program.

The following table summarizes the impacts of the risk sharing provisions of the ACA on admitted assets, liabilities and revenue of HealthSpan for the six months ended June 30, 2016 (*in thousands*):

a. Permanenet ACA Risk Adjustment Program		<u>6/30/2016</u>
Assets		
1. Premium adjustments receivable		\$ -
Liabilities		
2. User fees payable		\$ (15)
3. Premium adjustments payable		\$ (8,750)
Operations		
4. Reported as revenue in premium for accident and health contracts (written / collected)		\$ -
5. Reported in expenses user fees (incurred / paid)		\$ 8
b. Transitional ACA Reinsurance		
Assets		
1. Amount recoverable for claims paid		\$ 2,848
2. Amounts recoverable for claims unpaid		\$ -
3. amounts receivable relating to uninsured plans for contributions		\$ -
Liabilities		
4. Liabilities for contributios payable -not repted as ceded premium		\$ (156)
5. Ceded reinsurance premiums payable		\$ (53)
6. Liaibilities ofr amounts held under uninsured palsn contributions for reinsurance (2).		\$ -
Operations		
7. Ceded reinsurance premiums due		\$ 47
8. Reinsurance recoveries (income statement) due to reinsurance payments or expected payments		\$ (1,014)
9. Reinsurance contributions -not repted as ceded premium		\$ 41
c. Temporary ACA Risk Corridors Program		
Assets		
1. Accrued retrospective premium due (1)		\$ -
Liabilities		
2. Reserve for rate credits or policy experience rating refunds (1)		\$ -
Operations		
3. Effect on net premium income (paid / received) (1)		\$ -
4. Change in reserves for rate credits (1)		\$ -

HealthSpan Inc.
Notes to Financial Statements
For the six months Ended June 30, 2016

25. Retrospectively Rated Contracts (continued)

	Accrued prior year on business written before December 31 of the prior year		Received or paid as of the current year on business written before December 31 of the prior year		Prior year accrued less payments col(1-3)	Prior year accrued less payments col(2-4)	To prior year balances	To prior year balances	Cumulative balance from prior years Col(1-3+7)	Cumulative balance from prior years Col(2-4+8)	
	1 Receivable	2 (Payable)	3 Receivable	4 (Payable)	5 Receivable	6 (Payable)	7 Receivable	8 (Payable)	Ref	9 Receivable	10 (Payable)
a. Permanent ACA Risk Adjustment Program											
1. Premium adjustment receivable	-	-	-	-	-	-	-	-	A	-	
2. Premium adjustment (payable)	-	(7,451)	-	-	-	(7,451)	-	236	B	-	
3. Subtotal ACA Permanent Risk Adjustment Program	-	(7,451)	-	-	-	(7,451)	-	236		(7,215)	
Adjustment Program											
1. Amounts recoverable for claims paid	2,647	-	1,520	-	1,127	-	1,511	-	C	2,638	
2. Amounts recoverable for claims unpaid (contra liability)	-	-	-	-	-	-	-	-	D	-	
3. Amounts receivable relating to uninsured plans	-	-	-	-	-	-	-	-	E	-	
4. Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	-	-	-	-	-	-	-	-	F	-	
5. Ceded reinsurance premiums payable	-	-	-	-	-	-	-	-	G	-	
6. Liability for amounts held under uninsured plans	-	(519)	-	(399)	-	(120)	-	114	H	-	
7. Subtotal ACA transitional reinsurance program	2,647	(519)	1,520	(399)	1,127	(120)	1,511	114		2,638	
c. Temporary ACA risk corridor program										(6)	
1. Accrued retrospective premium	-	-	-	-	-	-	-	-	I	-	
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-	-	J	-	
3. Subtotal ACA risk corridor program	-	-	-	-	-	-	-	-		-	
d. Total for ACA risk Sharing Provisions	2,647	(7,970)	1,520	(399)	1,127	(7,571)	1,511	350		2,638	
										(7,221)	

Explanations

- A. Not applicable.
- B. Estimate was greater than actual.
- C. Estimate was less than actual.
- D. Not applicable.
- E. Not applicable.
- F. Not applicable.
- G. Not applicable.
- H. Estimate was greater than actual.
- I. Not applicable.
- J. Not applicable.

HealthSpan Inc.
 Notes to Financial Statements
 For the six months Ended June 30, 2016

26. Change in Incurred Claims and Claim Adjustment Expenses

	<u>6/30/2016</u>	<u>12/31/2015</u>
Claims Payable:		
Balance beginning of period	\$ 10,944	\$ 4,487
Incurred Claims:		
Insured Events of Current Year	\$ 15,125	\$ 52,099
Increase (decrease) insured events of prior year	<u>(1,951)</u>	<u>(206)</u>
Total incurred claims	<u>\$ 13,174</u>	<u>\$ 51,893</u>
Paymet of claims:		
Claims incurred in prior years	\$ 7,745	\$ 4,179
Claims incurred in current year	<u>10,987</u>	<u>41,257</u>
Total claims paid	<u>\$ 18,732</u>	<u>\$ 45,436</u>
Balance end of the period	<u><u>\$ 5,386</u></u>	<u><u>\$ 10,944</u></u>

27. Intercompany Pooling Arrangements

HealthSpan has no intercompany pooling arrangements.

28. Structured Settlements

Not applicable for health entities.

29. Health Care Receivables

Not applicable for health entities.

30. Participating Policies

HealthSpan has no participating policies

31. Premium Deficiency Reserves

No significant changes from the 2015 annual statement.

32. Anticipated Salvage and Subrogation

No significant changes from the 2015 annual statement.

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

GENERAL INTERROGATORIES

**PART 1 - COMMON INTERROGATORIES
GENERAL**

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

2.2 If yes, date of change:

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []

If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]

3.3 If the response to 3.2 is yes, provide a brief description of those changes.

.....

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []

If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 07/26/2013

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 07/26/2013

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 07/26/2013

6.4 By what department or departments?

.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] NA [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] NA [X]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

7.2 If yes, give full information:

.....

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

.....

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc**GENERAL INTERROGATORIES**

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []

- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

.....

9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

.....

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

11.2 If yes, give full and complete information relating thereto:

.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$

13. Amount of real estate and mortgages held in short-term investments: \$

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []

If no, attach a description with this statement.

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

GENERAL INTERROGATORIES

16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....
 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....
 16.3 Total payable for securities lending reported on the liability page \$.....

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [X] No []

17.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Fifth Third Securities, Inc.....	3050 Kingsley Drive, Cincinnati, OH 45263.....

17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

17.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
.....

18.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed? Yes [X] No []
 18.2 If no, list exceptions:

GENERAL INTERROGATORIES
PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent.....	67.4 %
1.2 A&H cost containment percent.....	0.0 %
1.3 A&H expense percent excluding cost containment expenses.....	56.4 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ _____
2.3 Do you act as an administrator for health savings accounts?.....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ _____

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

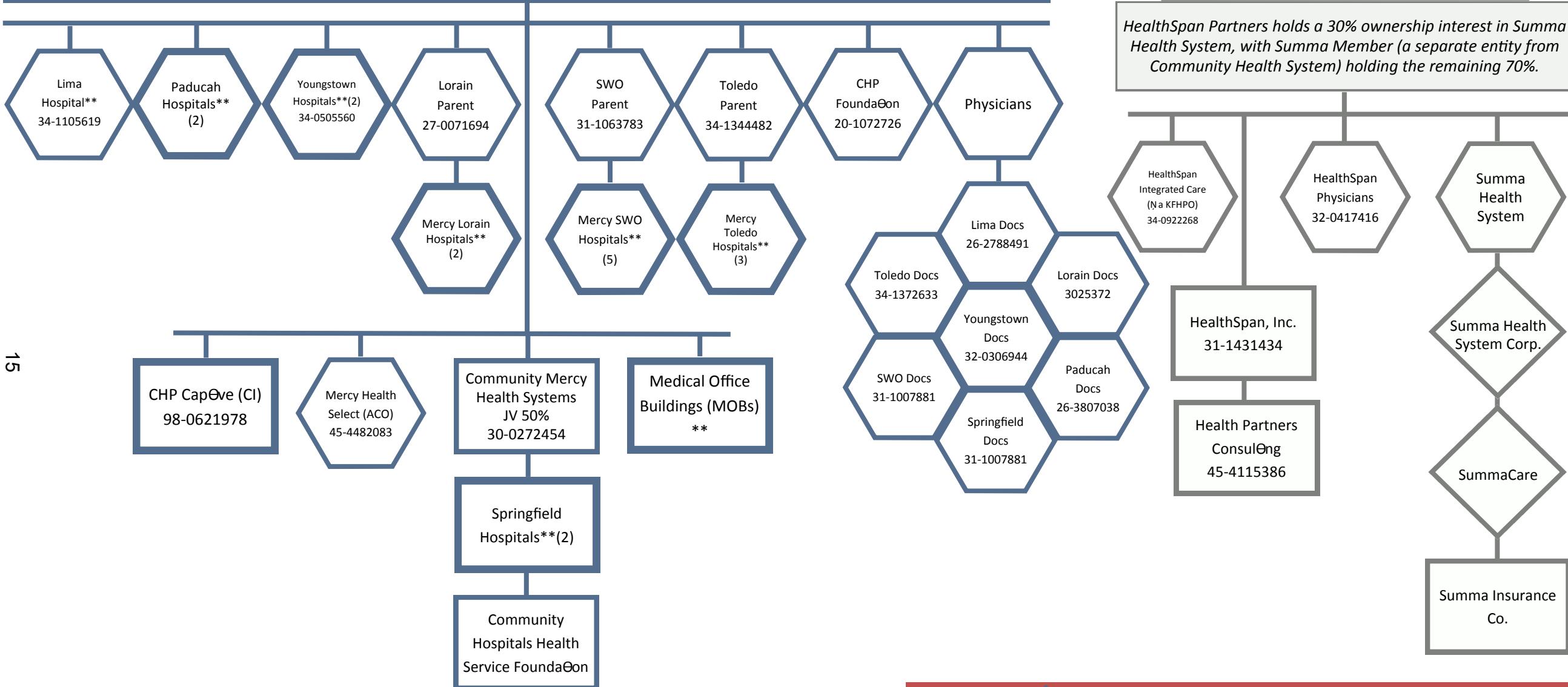
States, Etc.	1 Active Status	Direct Business Only						
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7
1. Alabama	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. Dist. 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	L	18,034,203					18,034,203
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. U.S. Virgin Islands	VI							0
56. Northern Mariana Islands	MP							0
57. Canada	CAN							0
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0
59. Subtotal		XXX	18,034,203	0	0	0	0	18,034,203
60. Reporting entity contributions for Employee Benefit Plans		XXX						0
61. Total (Direct Business)	(a)	1	18,034,203	0	0	0	0	18,034,203
DETAILS OF WRITE-INS								
58001		XXX						
58002		XXX						
58003		XXX						
58998	Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0
58999	Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and other Alien.

Mercy Health

Tax Exempt 31-1161086

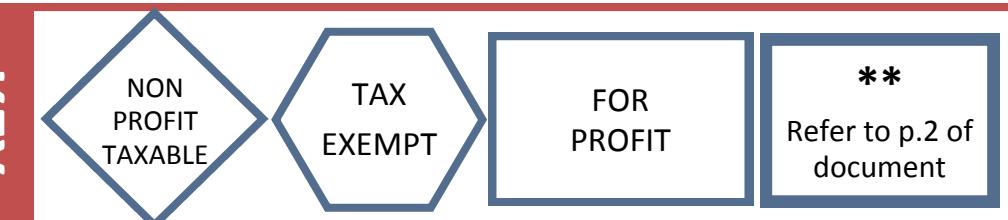


MH Org Chart 2_20_2015

Note: Ownership is based on 100% ownership or membership interest unless otherwise noted. All entities are domiciled in Ohio except as noted.

(1): The relationship between Mercy and HSP is based on the HealthSpan Partners Loan Agreement (previously filed with ODI) and common board members.

KEY



STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

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

16

Asterisk	Explanation
*	Indicates a required field.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

OVERFLOW PAGE FOR WRITE-INS

MQ003 Additional Aggregate Lines for Page 03 Line 23.

*LIAB

	1 Covered	2 Uncovered	3 Total	4 Total
2304. Other Long Term Liabilities.....	130,667		130,667	116,440
2305. Affordable Care Act Payable.....	9,508,253		9,508,253	8,891,344
2397. Summary of remaining write-ins for Line 23 from Page 03	9,638,920	0	9,638,920	9,007,784

MQ004 Additional Aggregate Lines for Page 04 Line 6.

*REVEX1

	1 Current Year To Date Uncovered	2 Current Year To Date Total	3 Prior Year To Date Total	4 Prior Year Ended December 31 Total
0604. Related Party Consulting and Health Benefit Plan.....	XXX	2,365,367	2,553,187	4,890,379
0605. Payment Innovations Claims Expense.....	XXX		10,911	0
0606.....	XXX		0	0
0607.....	XXX		0	0
0608.....	XXX		0	0
0609.....	XXX		0	0
0610.....	XXX		0	0
0611.....	XXX		0	0
0612.....	XXX		0	0
0613.....	XXX		0	0
0614.....	XXX		0	0
0697. Summary of remaining write-ins for Line 6 from Page 04	XXX	2,365,367	2,564,098	4,890,379

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

SCHEDULE A – VERIFICATION

Real Estate		1	2
	Year To Date	Prior Year Ended	December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0	0
2. Cost of acquired:			
2.1 Actual cost at time of acquisition	0	0	0
2.2 Additional investment made after acquisition	0	0	0
3. Current year change in encumbrances	0	0	0
4. Total gain (loss) on disposals	0	0	0
5. Deduct amounts received on disposals	0	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0	0
7. Deduct current year's other-than-temporary impairment recognized	0	0	0
8. Deduct current year's depreciation	0	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0	0
10. Deduct total nonadmitted amounts	0	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans		1	2
	Year To Date	Prior Year Ended	December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0	0
2. Cost of acquired:			
2.1 Actual cost at time of acquisition	0	0	0
2.2 Additional investment made after acquisition	0	0	0
3. Capitalized deferred interest and other	0	0	0
4. Accrual of discount	0	0	0
5. Unrealized valuation increase (decrease)	0	0	0
6. Total gain (loss) on disposals	0	0	0
7. Deduct amounts received on disposals	0	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees	0	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0	0
10. Deduct current year's other-than-temporary impairment recognized	0	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0	0
12. Total valuation allowance	0	0	0
13. Subtotal (Line 11 plus Line 12)	0	0	0
14. Deduct total nonadmitted amounts	0	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets		1	2
	Year To Date	Prior Year Ended	December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0	0
2. Cost of acquired:			
2.1 Actual cost at time of acquisition	0	0	0
2.2 Additional investment made after acquisition	0	0	0
3. Capitalized deferred interest and other	0	0	0
4. Accrual of discount	0	0	0
5. Unrealized valuation increase (decrease)	0	0	0
6. Total gain (loss) on disposals	0	0	0
7. Deduct amounts received on disposals	0	0	0
8. Deduct amortization of premium and depreciation	0	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0	0
10. Deduct current year's other-than-temporary impairment recognized	0	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0	0
12. Deduct total nonadmitted amounts	0	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks		1	2
	Year To Date	Prior Year Ended	December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	4,897,257	4,891,831	0
2. Cost of bonds and stocks acquired	0	0	0
3. Accrual of discount	60	5,427	0
4. Unrealized valuation increase (decrease)	0	0	0
5. Total gain (loss) on disposals	0	0	0
6. Deduct consideration for bonds and stocks disposed of	4,497,563	0	0
7. Deduct amortization of premium	0	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0	0
9. Deduct current year's other-than-temporary impairment recognized	0	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7+8-9)	399,754	4,897,257	0
11. Deduct total nonadmitted amounts	0	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	399,754	4,897,257	0

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	4,897,257		4,497,563		4,897,257	399,694	0	4,897,257
2. NAIC 2 (a).....	0				0	0	0	0
3. NAIC 3 (a).....	0				0	0	0	0
4. NAIC 4 (a).....	0				0	0	0	0
5. NAIC 5 (a).....	0				0	0	0	0
6. NAIC 6 (a).....	0				0	0	0	0
7. Total Bonds	4,897,257	0	4,497,563	0	4,897,257	399,694	0	4,897,257
PREFERRED STOCK								
8. NAIC 1.....	0				0	0	0	0
9. NAIC 2.....	0				0	0	0	0
10. NAIC 3.....	0				0	0	0	0
11. NAIC 4.....	0				0	0	0	0
12. NAIC 5.....	0				0	0	0	0
13. NAIC 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	4,897,257	0	4,497,563	0	4,897,257	399,694	0	4,897,257

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$;

NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

Schedule DA - Part 1

NONE

Schedule DA - Verification

NONE

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	82,988	54,981
2. Cost of cash equivalents acquired	4,514,069	28,006
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals	0	0
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	4,597,057	82,988
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	4,597,057	82,988

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 2
NONE

Schedule B - Part 3
NONE

Schedule BA - Part 2
NONE

Schedule BA - Part 3
NONE

Schedule D - Part 3
NONE

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Identifi- cation	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.								
Bonds - U.S. Governments																						
000000-00-0						4,497.557								0						0		
0599999 - Bonds - U.S. Governments						4,497.557				0	0	0	0	0	0	0	0	0	0	0	0	0
8399997 - Subtotals - Bonds - Part 4						4,497.557				0	0	0	0	0	0	0	0	0	0	0	0	XXX
8399999 - Subtotals - Bonds						4,497.557				0	0	0	0	0	0	0	0	0	0	0	0	XXX
9999999 Totals						4,497.557	XXX			0	0	0	0	0	0	0	0	0	0	0	0	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

E05

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

STATEMENT AS OF JUNE 30, 2016 OF THE HealthSpan Inc

SCHEDULE E - PART 2 - CASH EQUIVALENTS

四
三