



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2017  
OF THE CONDITION AND AFFAIRS OF THE

HealthSpan Inc

NAIC Group Code	04831	04831	NAIC Company Code	15284	Employer's ID Number	31-1431434
	(Current Period)	(Prior Period)				
Organized under the Laws of	Ohio			State of Domicile or Port of Entry	Ohio	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [ X ]		Property/Casualty [ ]		Hospital, Medical & Dental Service or Indemnity [ ]	
	Dental Service Corporation [ ]		Vision Service Corporation [ ]		Health Maintenance Organization [ ]	
	Other [ ]				Is HMO Federally Qualified? Yes [ ] No [ ]	
Incorporated/Organized	07/30/2013		Commenced Business		07/30/2013	
Statutory Home Office	1701 Mercy Health Place		Cincinnati, OH, US 45237			
	(Street and Number)		(City or Town, State, Country and Zip Code)			
Main Administrative Office	1701 Mercy Health Place		Cincinnati, OH, US 45237		216-319-1618	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	1701 Mercy Health Place		Cincinnati, OH, US 45237			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	1701 Mercy Health Place		Cincinnati, OH, US 45237		216-319-1618	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	N/A					
Statutory Statement Contact	Felicia Browning		216-319-1618			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	felicia.browning@mercy.com					
	(E-Mail Address)		(FAX Number)			

OFFICERS

Name	Title	Name	Title
Jeffrey Copeland #	President & CEO	David Nowiski	Treasurer

OTHER OFFICERS

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DIRECTORS OR TRUSTEES

Jeffrey Copeland	Bob Campbell	Dave Nowiski	Allan Calonge

State of .....  
County of ..... ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

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

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 .....	399,905		399,905	399,815
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 (\$ .....6,494,688 ), cash equivalents (\$ .....4,629,140 ) and short-term investments (\$ .....0 ) .....	11,123,828		11,123,828	21,019,461
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) .....	11,523,733	0	11,523,733	21,419,276
13. Title plants less \$ .....charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....			0	15
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	96,562		96,562	239,110
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 .....	163,957		163,957	2,089,366
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 .....	227,255		227,255	0
24. Health care (\$ ..... ) and other amounts receivable .....			0	1,529,922
25. Aggregate write-ins for other-than-invested assets .....	588,972	26,603	562,369	285,240
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	12,600,479	26,603	12,573,876	25,562,929
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27) .....	12,600,479	26,603	12,573,876	25,562,929
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. Other Receivables .....	130		130	285,240
2502. Prepaid Assets .....	17,881	17,881	0	0
2503. Other Assets .....	8,722	8,722	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	562,239	0	562,239	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	588,972	26,603	562,369	285,240

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded).....	129,136		129,136	2,989,108
2. Accrued medical incentive pool and bonus amounts .....			0	0
3. Unpaid claims adjustment expenses .....	134,884		134,884	1,401,994
4. Aggregate health policy reserves including the liability of \$ ..... for medical loss ratio rebate per the Public Health Service Act.....			0	0
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 .....			0	0
9. General expenses due or accrued .....	3,905		3,905	1,522,753
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 .....	23,220		23,220	116,100
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 .....			0	8,098,065
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) .....	381,152	0	381,152	1,641,966
24. Total liabilities (Lines 1 to 23).....	672,297	0	672,297	15,769,986
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
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	44,150,000	44,150,000
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	(34,248,421)	(36,357,056)
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	11,901,579	9,792,944
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	12,573,876	25,562,930
DETAILS OF WRITE-INS				
2301. Payment Innovations Accrued Claims.....			0	0
2302. Salaries, Wages and Related Liabilites.....	86,159		86,159	9,372
2303. Other Current Liabilities.....	279,880		279,880	886,588
2398. Summary of remaining write-ins for Line 23 from overflow page .....	15,113	0	15,113	746,006
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	381,152	0	381,152	1,641,966
2501. Special Surplus ACA Fee.....	XXX	XXX		0
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	0	0
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 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	0	44,898	55,620
2. Net premium income (including \$ non-health premium income).....	XXX	1,471,440	22,096,627	26,626,394
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	326,615	9,560,186	10,789,519
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	1,798,055	31,656,813	37,415,913
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		(1,275,300)	14,152,534	11,130,773
10. Other professional services .....			21,394	4,567,302
11. Outside referrals .....			0	0
12. Emergency room and out-of-area .....			0	1,529,398
13. Prescription drugs .....		5,956	4,089,572	5,210,542
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15) .....	0	(1,269,344)	18,263,500	22,438,015
<b>Less:</b>				
17. Net reinsurance recoveries .....		(32,833)	900,114	1,780,309
18. Total hospital and medical (Lines 16 minus 17) .....	0	(1,236,511)	17,363,386	20,657,706
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....			305,226	1,745,644
21. General administrative expenses.....		1,029,624	13,140,388	14,959,972
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			(1,359,766)	(3,158,000)
23. Total underwriting deductions (Lines 18 through 22) .....	0	(206,887)	29,449,234	34,205,322
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	2,004,942	2,207,579	3,210,591
25. Net investment income earned .....			0	16,871
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	0
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	0	0	16,871
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	121,846	1,518,906	(5,354,402)
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	2,126,788	3,726,485	(2,126,940)
31. Federal and foreign income taxes incurred .....	XXX		0	0
32. Net income (loss) (Lines 30 minus 31) .....	XXX	2,126,788	3,726,485	(2,126,940)
<b>DETAILS OF WRITE-INS</b>				
0601. PPO ACCESS FEE REVENUE.....	XXX	432,501	5,930,327	6,161,418
0602. PAYMENT INNOVATION REVENUE.....	XXX	(113,941)	0	0
0603. TAXABLE SALES - LMS.....	XXX	8,055	73,947	91,257
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	3,555,912	4,536,844
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	326,615	9,560,186	10,789,519
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	0
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	0
2901. ....			0	0
2902. Gain in Sale of Insurance Business.....			1,500,000	0
2903. Other Income.....		121,846	18,906	3,155,279
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	(8,509,681)
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	121,846	1,518,906	(5,354,402)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	9,792,944	4,618,234	4,618,234
34. Net income or (loss) from Line 32 .....	2,126,788	3,726,485	(2,126,940)
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 .....	(18,152)	74,815	301,650
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 .....		0	7,000,000
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) .....	2,108,636	3,801,300	5,174,710
49. Capital and surplus end of reporting period (Line 33 plus 48)	11,901,580	8,419,534	9,792,944
<b>DETAILS OF WRITE-INS</b>			
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

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance.....	1,521,108	21,141,482	26,617,583
2. Net investment income .....	(74)	(124)	1,949,795
3. Miscellaneous income .....	651,258	8,947,695	10,789,325
4. Total (Lines 1 to 3) .....	2,172,292	30,089,053	39,356,703
5. Benefit and loss related payments .....	(301,948)	20,542,175	27,508,743
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	3,693,736	15,109,253	16,325,367
8. Dividends paid to policyholders .....		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) .....	3,391,788	35,651,428	43,834,110
11. Net cash from operations (Line 4 minus Line 10) .....	(1,219,496)	(5,562,375)	(4,477,407)
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	0	4,500,000	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) .....	0	4,500,000	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	360	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	0	360	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) .....	0	4,499,640	0
<b>Cash from Financing and Miscellaneous Sources</b>			
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	7,000,000
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....		0	0
16.5 Dividends to stockholders .....	0	0	0
16.6 Other cash provided (applied).....	(8,676,137)	(5,944,566)	(7,499,817)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(8,676,137)	(5,944,566)	(499,817)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(9,895,633)	(7,007,300)	(4,977,224)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	21,019,461	25,996,685	25,996,685
19.2 End of period (Line 18 plus Line 19.1) .....	11,123,828	18,989,384	21,019,461

STATEMENT AS OF SEPTEMBER 30, 2017 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	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year .....	1,918	1,918	.0	.0	.0	.0	.0	.0	.0	.0
2. First Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
3. Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	0									
Total Member Ambulatory Encounters for Period:										
7. Physician .....	.0									
8. Non-Physician .....	0									
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a).....	.0									
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	.0									
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	.0									
18. Amount Incurred for Provision of Health Care Services	0									

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

## CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]



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  Claims Incurred in Prior Years (Columns 1 + 3)	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) .....	1,623,461		129,136		1,752,597	2,989,108
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).....	1,623,461	0	129,136	0	1,752,597	2,989,108
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)	1,623,461	0	129,136	0	1,752,597	2,989,108

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

HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

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.

SSAP #	F/S Page	F/S Line #	Nine months ended 09-30-17	Year Ended 12/31/16
			(in thousands)	(in thousands)
<b>NET INCOME</b>				
(1)	HealthSpan state basis (page 4, Line 32, Columns 2 & 3)		\$ 2,127	\$ (2,127)
(2)	State Prescribed Practices that increase / (decrease) NAIC SAP:		-	-
(3)	State Permitted Practices that increase / (decrease) NAIC SAP:		-	-
(4)	NAIC SAP (1-2-3=4)		<u>\$ 2,127</u>	<u>\$ (2,127)</u>
<b>SURPLUS</b>				
(5)	HealthSpan state basis (page 3, Line 33, Columns 3 & 4)		\$ 11,902	\$ 9,793
(6)	State Prescribed Practices that increase / (decrease) NAIC SAP:		-	-
(7)	State Permitted Practices that increase / (decrease) NAIC SAP:		-	-
(8)	NAIC SAP (5-6-7=8)		<u>\$ 11,902</u>	<u>\$ 9,793</u>

b. Use of Management Estimates – No significant changes from the 2016 annual statement

c. Accounting Policies

1. Short Term Investments – No significant changes from the 2016 annual statement.
2. Bonds and Amortization – No significant changes from the 2016 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 2016 annual statement.
11. Estimating Losses and Claims Adjustment Expenses – No significant changes from the 2016 annual statement
12. Capitalization Policy – No significant changes from the 2016 annual statement

HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

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

c. Accounting Policies (continued)

13. Pharmaceutical Rebate Methodology – No significant changes from the 2016 annual statement.

d. Going Concern

Effective February 29, 2016, HealthSpan entered into a definitive agreement with a buyer to transition its insurance business to buyer during 2016 with full exit by HealthSpan from the insurance business effective January 1, 2017 as follows:

- HealthSpan exited the employer group commercial business effective August 31, 2016 and endorsed buyer as the replacement carrier;
- HealthSpan exited the individual commercial line of business effective December 31, 2016.

HealthSpan has sufficient cash to fund run-out operations during 2017 and beyond, as needed, including claims payments related to services provided to covered members.

2. Accounting Changes and Corrections of Errors – No significant changes from the 2016 annual statement.

3. Business Combinations and Goodwill – No significant changes from the 2016 annual statement.

4. Discontinued Operations – No significant changes from the 2016 annual statement.

5. Investments

a. Mortgage Loans

For the nine months ending September 30, 2017 and the year ended December 31, 2016, HealthSpan had no investments in mortgage loans.

b. Debt Restructuring

For the nine months ending September 30, 2017 and the year ended December 31, 2016, HealthSpan had no investments in restructured debt.

c. Reverse Mortgages

For the nine months ending September 30, 2017 and the year ended December 31, 2016, HealthSpan had no investments in reverse mortgages.

d. Loan Backed Securities

For the nine months ending September 30, 2017 and the year ended December 31, 2016, HealthSpan had no investments in loan backed securities.

HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

5. Investments (Continued)

e. Repurchase Agreements and Securities Lending Transactions

For the nine months ending September 30, 2017 and the year ended December 31, 2016, HealthSpan was not a party to repurchase agreements or securities lending transactions.

f. Real Estate –For the periods presented, HealthSpan, Inc. had no investments in real estate.

g. Investments in Low-Income Housing Tax Credits

During the nine months ending September 30, 2017 and the year ended December 31, 2016, 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 September 30, 2017 and December 31, 2016, \$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 nine months ending September 30, 2017 and the year ended December 31, 2016, HealthSpan had no working capital finance investments.

j. Offsetting and Netting of Assets and Liabilities

For the nine months ending September 30, 2017 and the year ended December 31, 2016, HealthSpan had no offsetting of derivative, repurchase, or securities borrowing and lending assets or liabilities.

k. Structured Notes

For the nine months ending September 30, 2017 and the year ended December 31, 2016, HealthSpan had no structured notes.

6. Joint ventures, Partnerships and Limited Liability Companies – No significant changes from the 2016 annual statement.

7. Investment Income – No significant changes from the 2016 annual statement.

8. Derivative Instruments – No significant changes from the 2016 annual statement.

9. Income Taxes – No significant changes from the 2016 annual statement.

HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

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.

The amount due from (due to) affiliates at September 30, 2017 and December 31, 2016, is primarily related to expenses for information technology, treasury, general management, administrative support, accounting, and accounts payable processing services provided by Mercy Health. For the nine months ending September 30, 2017 and 2016, HealthSpan incurred expenses of \$0.4 million and \$1.6 million for services provided by Mercy Health, respectively.

The Physician Group, a subsidiary of HSP, provided medical services to HealthSpan's members. As of March 31, 2016, the Physician Group was dissolved and no longer provides services to HealthSpan members.

At September 30, 2017 and December 31, 2016, related party and affiliate balances were as follows (in thousands):

	9/30/2017	12/31/2016
Mercy Health	\$ (43)	\$ (8,773)
HealthSpan Partners	-	2,090
HealthSpan Physicians	-	-
HealthSpan Integrated Care	270,521	129
	<u>\$ 270,478</u>	<u>\$ (6,554)</u>

11. Debt

As of September 30, 2017 and December 31, 2016, 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 2016 annual statement.

HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

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 2016 annual statement.

15. Leases

No significant changes from the 2016 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 2016 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 2016 annual statement.

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

No significant changes from the 2016 annual statement.

HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

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.

Investments at statement value and estimated fair value at September 30, 2017 (in thousands).

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

Investments at statement value and estimated fair value at December 31, 2016 (in thousands).

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

HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

21. Other Items

No significant changes from the 2016 annual statement.

22. Subsequent Events

None.

23. Reinsurance

HealthSpan did not renew the reinsurance contract with Preferred Professional Insurance Company due to HealthSpan's exit from the insurance business.

24. 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 estimated to be paid in 2017 to the risk adjustment program for 2016 is \$1,066 as of December 31, 2016 (as of December 31, 2015, the risk adjustment reserve was \$7,451). HealthSpan paid \$4,206 for risk adjustment during 2016 for the 2015 assessments, the difference of \$3,425 is reflected as a change in estimate within net premium revenue. HealthSpan has recorded contributions to the risk adjustment program as assessments which are included in the statement of admitted assets, liabilities, capital and surplus.



HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

24. Retrospectively Rated Contracts (continued)

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 2016 and 2015 HealthSpan had unrecorded receivables of \$12,953 and \$12,953, respectively. During 2016, HealthSpan recognized \$251 thousand and collected \$205 thousand in income related to the 2014 Risk Corridor receivable. A balance of \$46 thousand, which represents the CMS indicated portion of the 2014 receivable to be paid from 2015 collections, is reflected in the statutory-basis financial statements at December 31, 2016. No receivable from 2015 or 2016 is reflected in the financial statements as the program is not funded and management has determined that the collectability is uncertain. The NAIC's position on the risk corridor requires that any receivable recorded be non-admitted on the statutory-basis financial statements. At December 31, 2016, HealthSpan had a Risk Corridor receivable of \$397 thousand and a Risk Corridor liability of \$370 thousand. The Risk Corridor liability only has been recorded for the year then ended. The Risk Corridor liability at December 31, 2015 was \$0. The Risk Corridor tables below reflect are reflected net of the receivable and payable.

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 nine months Ended September 30, 2017

24. Retrospectively Rated Contracts (continued)

The following table summarizes the impacts of the risk sharing provisions of the ACA on admitted assets, liabilities and revenue of HealthSpan for the nine months ending September 30, 2017 (*in thousands*):

<b>a. Permanenet ACA Risk Adjustment Program</b>	<u>9/30/2017</u>
Assets	
1. Premium adjustments receivable	\$ -
Liabilities	
2. User fees payable	\$ -
3. Premium adjustments payable	\$ -
Operations	
4. Reported as revenue in premium for accident and health contracts (written / collected)	\$ 615
5. Reported in expenses user fees (incurred / paid)	\$ (1)
<b>b. Transitional ACA Reinsurance</b>	
Assets	
1. Amount recoverable for claims paid	\$ 160
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	\$ -
5. Ceded reinsurance premiums payable	\$ 23
6. Liaiblities ofr amounts held under unisured palsn contributions for reinsurance (2).	
Operations	
7. Ceded reinsurance premiums due	\$ -
8. Reinsurance recoveries (income statement) due to reinsurance payments or expected payments	\$ (100)
9. Reinsurance contributions -not repted as ceded premium	\$ -
<b>c. Temporary ACA Risk Corridors Program</b>	
Assets	
1. Accrued retropsective 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)	\$ (366)
4. Change in reserves for rate credits (1)	\$ -

HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

24. 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	2	3	4	5	6	7	8		9	10
	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Ref	Receivable	(Payable)
a. Permanent ACA Risk Adjustment Program											
1. Premium adjustment receivable	-	-	-	-	-	-	-	-	A	-	-
2. Premium adjustment (payable)	-	(7,451)	-	(7,215)	-	(236)	-	236	B	-	-
3. Subtotal ACA Permanent Risk Adjustment Program	-	(7,451)	-	(7,215)	-	(236)	-	236		-	-
b. Transitional ACA Permanent Risk Adjustment											
1. Amounts recoverable for claims paid	3,356	-	4,000	-	(644)	-	804	-	C	160	-
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	-	(519)	-	(399)	-	(120)	-	120	G	-	-
6. Liability for amounts held under uninsured plans	-	-	-	-	-	-	-	-	H	-	-
7. Subtotal ACA transitional reinsurance program	3,356	(519)	4,000	(399)	(644)	(120)	804	120		160	-
c. Temporary ACA risk corridor program											
1. Accrued retrospective premium	-	370	754	-	(754)	370	800	(4)	I	46	366
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-	-	J	-	-
3. Subtotal ACA risk corridors program	-	370	754	-	(754)	370	800	(4)		46	366
d. Total for ACA risk Sharing Provisions	3,356	(7,600)	4,754	(7,614)	(1,398)	14	1,604	352		206	366

Explanations

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

HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

24. Retrospectively Rated Contracts (continued)

Roll-Forward of Risk Corridors Asset and Liability Balances by Program Benefit Year

Risk Corridors Program Year	Accrued during the Prior Year on Business Written Before Dec 31 of the Prior Year		Received or Paid as of the Current Year on Balances Written Before Dec 31 of the Prior Year		Differences		Adjustments		Ref	Unadjusted Balances as of the Reporting	
					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	2	3	4	5	6	7	8		9	10
	Receivable	Payable	Receivable	Payable	Receivable	Payable	Receivable	Payable		Receivable	Payable
a. 2014											
1. Accrued retrospective premium	\$ -	\$ -	\$ 754	\$ -	\$ (754)	\$ -	\$ 800	\$ -	A	\$ 46	\$ -
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-	-	B	-	-
b. 2015											
1. Accrued retrospective premium	-	-	-	-	-	-	-	-	C	-	-
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-	-	D	-	-
c. 2016											
1. Accrued retrospective premium	-	366	-	-	-	-	-	-	E	-	366
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-	-	F	-	-
Total Risk Corridors	\$ -	\$ 366	\$ 754	\$ -	\$ (754)	\$ -	\$ 800	\$ -		\$ 46	\$ 366
Explanation of Adjustments A - Estimate was greater than actual B - Not applicable C - Not applicable D - Note applicable E - Not applicable F - Not applicable											

ACA Risk Corridors Receivable as of Reporting Date

Risk Corridors Program year	1 Estimated Amount to be Filed or Final Amount Filed with CMS	2 Non-Accrued Amounts for Impairment or Other Reasons	3 Amounts received from CMS	4 Asset Balance (Gross of Non- admission) (1-2-3)	5 Non-admitted Amount	6 Net Admitted Asset (4-5)
a. 2014	\$ 5,067	\$ 4,267	\$ 754	\$ 46	\$ -	\$ 46
b. 2015	8,659	8,659	-	-	-	-
c. 2016	397	397	-	-	-	-
d. Total (a+b+c)	\$ 14,123	\$ 13,323	\$ 754	\$ 46	\$ -	\$ 46

HealthSpan Inc.  
Notes to Financial Statements  
For the nine months Ended September 30, 2017

25. Change in Incurred Claims and Claim Adjustment Expenses

	<u>9/30/2017</u>	<u>12/31/2016</u>
Claims Payable:		
Balance beginning of period	\$ 2,989	\$ 10,944
Incurred Claims:		
Insured Events of Current Year	\$ -	\$ 22,744
Increase (decrease) insured events of prior year	<u>(1,237)</u>	<u>(2,087)</u>
Total incurred claims	\$ <u>(1,237)</u>	\$ <u>20,657</u>
Paymet of claims:		
Claims incurred in prior years	\$ 1,623	\$ 8,737
Claims incurred in current year	<u>-</u>	<u>19,875</u>
Total claims paid	\$ <u>1,623</u>	\$ <u>28,612</u>
Balance end of the period	<u><u>\$ 129</u></u>	<u><u>\$ 2,989</u></u>

26. Intercompany Pooling Arrangements

HealthSpan has no intercompany pooling arrangements.

27. Structured Settlements

Not applicable for health entities.

28. Health Care Receivables

No significant changes from the 2016 annual statement.

29. Participating Policies

HealthSpan has no participating policies

30. Premium Deficiency Reserves

No significant changes from the 2016 annual statement.

31. Anticipated Salvage and Subrogation

No significant changes from the 2016 annual statement.

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 ☒
- 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 ☒
- 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 ☒ 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 ☒
- 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 ☒
- 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	2	3
Name of Entity	NAIC Company Code	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 ☒ 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.

12/31/2015
- 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.

12/31/2015
- 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).

01/30/2017
- 6.4

By what department or departments?

Ohio Department of Insurance
- 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 ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☐ No ☐ NA ☒
- 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 ☒
- 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 ☒
- 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 ☒
- 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	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

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? .....  
(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.

Yes [X] No [ ]

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	2
	Prior Year-End Book/Adjusted Carrying Value	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.

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
- \$ .....0

\$ .....0

\$ .....0

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

- 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	2	3
Name(s)	Location(s)	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	2	3	4
Old Custodian	New Custodian	Date of Change	Reason

- 17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. [“...that have access to the investment accounts”; “...handle securities”]

1	2
Name of Firm or Individual	Affiliation
.....	.....
.....	.....
.....	.....

- 17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e., designated with a “U”) manage more than 10% of the reporting entity’s assets? .....
- Yes [ ] No [ ]

- 17.5098 For firms/individuals unaffiliated with the reporting entity (i.e., designated with a “U”) listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity’s assets? .....
- Yes [ ] No [ ]

- 17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of “A” (affiliated) or “U” (unaffiliated), provide the information for the table below.

1	2	3	4	5
Central Registration Depository Number	Name of Firm or Individual	Legal Entity Identifier (LEI)	Registered With	Investment Management Agreement (IMA) Filed
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....
.....	.....	.....	.....	.....

- 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.....	(84.0) %
1.2	A&H cost containment percent .....	0.0 %
1.3	A&H expense percent excluding cost containment expenses.....	%
2.1	Do you act as a custodian for health savings accounts?.....	Yes [ ] No [ ]
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 [ ] No [ ]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$



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	9  Deposit-Type Contracts
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						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. 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	0
59. Subtotal .....	XXX	0	0	0	0	0	0	0	0
60. Reporting entity contributions for Employee Benefit Plans .....	XXX							0	
61. Total (Direct Business) .....	(a) 1	0	0	0	0	0	0	0	0
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	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above) .....	XXX	0	0	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.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**

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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.



OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.  
\*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Risk Adjustment Receivable.....	562,239		562,239	
2597. Summary of remaining write-ins for Line 25 from Page 02	562,239	0	562,239	0

MQ003 Additional Aggregate Lines for Page 03 Line 23.  
\*LIAB

	1	2	3	4
	Covered	Uncovered	Total	Total
2304. Premium Tax Payable.....	15,113		15,113	0
2305. Affordable Care Act Payable.....			0	746,006
2397. Summary of remaining write-ins for Line 23 from Page 03	15,113	0	15,113	746,006

MQ004 Additional Aggregate Lines for Page 04 Line 6.  
\*REVEX1

	1	2	3	4
	Current Year To Date Uncovered	Current Year To Date Total	Prior Year To Date Total	Prior Year Ended December 31 Total
0604. RELATED PARTY CONSULTING AND HEALTH BENEFIT PLAN.....	XXX		3,504,850	4,611,864
0605. PAYMENT INNOVATIONS CLAIMS EXPENSE.....	XXX		51,062	(75,020)
0606. INVESTMENT REVENUE.....	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	0	3,555,912	4,536,844

MQ004 Additional Aggregate Lines for Page 04 Line 29.  
\*REVEX1

	1	2	3	4
	Current Year To Date Uncovered	Current Year To Date Total	Prior Year To Date Total	Prior Year Ended December 31 Total
2904. ....			0	(8,513,384)
2905. ....			0	3,703
2997. Summary of remaining write-ins for Line 29 from Page 04	0	0	0	(8,509,681)

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
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other-than-temporary impairment recognized .....		.0
8. Deduct current year's depreciation .....		.0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	.0	.0
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10) .....	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
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other-than-temporary impairment recognized .....		.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
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12) .....	.0	.0
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14) .....	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
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other-than-temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12) .....	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 .....	399,815	4,897,257
2. Cost of bonds and stocks acquired .....		.0
3. Accrual of discount .....	.89	.121
4. Unrealized valuation increase (decrease) .....		.0
5. Total gain (loss) on disposals .....		.0
6. Deduct consideration for bonds and stocks disposed of .....		4,497,563
7. Deduct amortization of premium .....		.0
8. Total foreign exchange change in book/adjusted carrying value .....		.0
9. Deduct current year's other-than-temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	399,905	399,815
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11) .....	399,905	399,815



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
<b>BONDS</b>								
1. NAIC 1 (a).....	399,876			28	399,843	399,876	399,905	399,815
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	399,876	0	0	28	399,843	399,876	399,905	399,815
<b>PREFERRED STOCK</b>								
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	399,876	0	0	28	399,843	399,876	399,905	399,815

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of 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**

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.....	4,602,335	82,988
2. Cost of cash equivalents acquired .....	26,805	4,519,347
3. Accrual of discount .....		0
4. Unrealized valuation increase (decrease) .....		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals .....		0
7. Deduct amortization of premium .....		0
8. Total foreign exchange change in book/adjusted carrying value .....		0
9. Deduct current year's other than temporary impairment recognized .....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	4,629,140	4,602,335
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11)	4,629,140	4,602,335

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

Schedule D - Part 4

NONE

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 SEPTEMBER 30, 2017 OF THE HealthSpan Inc**

## SCHEDULE E - PART 1 - CASH

[illegible]

## SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]