



ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2024
OF THE CONDITION AND AFFAIRS OF THE

HealthSpan Integrated Care

(Name)

NAIC Group Code 04831 (Current Period) , 04831 (Prior Period) NAIC Company Code 95204 Employer's ID Number 34-0922268

Organized under the Laws of Ohio, State of Domicile or Port of Entry Ohio

Country of Domicile United States

Licensed as business type: Life, Accident & Health Property/Casualty Hospital, Medical & Dental Service or Indemnity
Dental Service Corporation Vision Service Corporation Health Maintenance Organization
Other Is HMO, Federally Qualified? Yes No

Incorporated/Organized 03/29/1962 Commenced Business 10/27/1976

Statutory Home Office 1701 Mercy Health Place (Street and Number) Cincinnati, OH, US 45237 (City or Town, State, Country and Zip Code)

Main Administrative Office 1701 Mercy Health Place (Street and Number) Cincinnati, OH, US 45237 (Area Code) (Telephone Number)

(City or Town, State, Country and Zip Code) 310-561-7932

Mail Address 1701 Mercy Health Place (Street and Number or P.O. Box) Cincinnati, OH, US 45237 (City or Town, State, Country and Zip Code)

(Area Code) (Telephone Number) 310-561-7932

Primary Location of Books and Records 1701 Mercy Health Place (Street and Number) Cincinnati, OH, US 45237 (Area Code) (Telephone Number) (Extension)

(City or Town, State, Country and Zip Code) 310-561-7932

Internet Web Site Address HealthSpan.org

Statutory Statement Contact Dorothy Williamson (Name) 310-561-7932 (Area Code) (Telephone Number) (Extension)

dorothywilliamson@mercy.com (E-Mail Address) 513-671-3721 (Fax Number)

OFFICERS

Name <u>Jeffrey Copeland</u>	Title <u>President a& CEO</u>	Name <u>Dorothy Williamson</u>	Title <u>Treasurer</u>
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OTHER OFFICERS

DIRECTORS OR TRUSTEES

<u>Jeffrey Copeland</u>	<u>Dorothy Williamson</u>	<u>Alan Calonge</u>
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State of
County of

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

Jeffrey Copeland
President a& CEO

Dorothy Williamson
Treasurer

a. Is this an original filing? Yes 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 _____,

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	466,254		466,254	419,970
2. Stocks (Schedule D):				
2.1 Preferred stocks	0		0	0
2.2 Common stocks	0		0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ 0 encumbrances).....			0	0
4.2 Properties held for the production of income (less \$ 0 encumbrances)			0	0
4.3 Properties held for sale (less \$ 0 encumbrances)			0	0
5. Cash (\$ 14,783,106 , Schedule E-Part 1), cash equivalents (\$ 0 , Schedule E-Part 2) and short-term investments (\$ 0 , Schedule DA).....	14,783,106		14,783,106	14,918,425
6. Contract loans (including \$ premium notes).....			0	0
7. Derivatives (Schedule DB).....	0		0	0
8. Other invested assets (Schedule BA).....	0	.0	0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets (Schedule DL).....			0	0
11. Aggregate write-ins for invested assets	0	.0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	15,249,360	.0	15,249,360	15,338,395
13. Title plants less \$ charged off (for Title insurers only).....			0	0
14. Investment income due and accrued			0	0
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	0	.0	0	0
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	0		0	0
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			0	0
25. Aggregate write-ins for other-than-invested assets	0	.0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	15,249,360	.0	15,249,360	15,338,395
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	15,249,360	0	15,249,360	15,338,395
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. Prepaid & Other Current Assets.....			0	0
2502. Receivable on Sale of Business.....			0	0
2503.			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)	0	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 0 reinsurance ceded)			0	0
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses			0	0
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 reserves			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	37,530		37,530	2,144
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized capital gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
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	31,746		31,746	30,497
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)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	69,276	0	69,276	32,641
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	115,750,000	115,750,000
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	(100,569,916)	(100,444,246)
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	15,180,084	15,305,754
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	15,249,360	15,338,395
DETAILS OF WRITE-INS				
2301. Accrued Payroll and Related			0	0
2302. Workers Comp			0	0
2303. Other Liabilities			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501. Special Surplus	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
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.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
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

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	0	0
2. Net premium income (including \$ 0 non-health premium income).....	XXX	0	0
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	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	.461
8. Total revenues (Lines 2 to 7).....	XXX	0	.461
Hospital and Medical:			
9. Hospital/medical benefits			0
10. Other professional services			0
11. Outside referrals			0
12. Emergency room and out-of-area			0
13. Prescription drugs			0
14. Aggregate write-ins for other hospital and medical.....	.0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0
16. Subtotal (Lines 9 to 15).....	.0	0	0
Less:			
17. Net reinsurance recoveries			0
18. Total hospital and medical (Lines 16 minus 17).....	.0	0	0
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ 0 cost containment expenses.....		0	0
21. General administrative expenses.....		117,583	.97,839
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		0	0
23. Total underwriting deductions (Lines 18 through 22).....	.0	117,583	.97,839
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	(117,583)	(97,378)
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		(3,969)	(12,535)
26. Net realized capital gains (losses) less capital gains tax of \$			0
27. Net investment gains (losses) (Lines 25 plus 26).....	.0	(3,969)	(12,535)
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	0	0
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	(121,552)	(109,913)
31. Federal and foreign income taxes incurred	XXX		0
32. Net income (loss) (Lines 30 minus 31).....	XXX	(121,552)	(109,913)
DETAILS OF WRITE-INS			
0601. Other Revenues.....	XXX		0
0602.	XXX		0
0603.	XXX		0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX	0	0
0701. Miscellaneous Revenue.....	XXX		.461
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX	0	.461
1401. Payments Under Government Programs Novation.....			0
1402. Professional Liability Insurance.....			0
1403. Medical Administration and other medical expenses.....			0
1498. Summary of remaining write-ins for Line 14 from overflow page .....	.0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	0	0	0
2901. Miscellaneous.....			0
2902. Impairment Expense.....			0
2903. Gain on Sale of Insurance Business.....			0
2998. Summary of remaining write-ins for Line 29 from overflow page .....	.0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above).....	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL & SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year	15,305,754	15,415,667
34. Net income or (loss) from Line 32	(121,552)	(109,913)
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 \$	(4,118)	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	0	0
40. Change in unauthorized and certified reinsurance	0	0
41. Change in treasury stock	0	0
42. Change in surplus notes	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	0
45.2 Transferred to capital (Stock Dividend)	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
48. Net change in capital and surplus (Lines 34 to 47)	(125,670)	(109,913)
49. Capital and surplus end of reporting year (Line 33 plus 48)	15,180,084	15,305,754
DETAILS OF WRITE-INS		
4701. Other Adjustments.....	0	0
4702. Unassigned funds post retirement liability.....	0	0
4703. Due to Kaiser Affiliates transferred to Kaiser.....	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

CASH FLOW

	Cash from Operations	
	1 Current Year	2 Prior Year
1. Premiums collected net of reinsurance.....	0	0
2. Net investment income	(3,969)	(12,535)
3. Miscellaneous income	0	461
4. Total (Lines 1 through 3)	(3,969)	(12,074)
5. Benefit and loss related payments	0	0
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	80,053	.99,326
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	3,652
10. Total (Lines 5 through 9)	80,053	102,978
11. Net cash from operations (Line 4 minus Line 10)	(84,022)	(115,052)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	425,000	0
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	425,000	0
13. Cost of investments acquired (long-term only):		
13.1 Bonds	470,441	0
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	415	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	470,856	0
14. Net increase/(decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(45,856)	0
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied).....	1,249	(356)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	1,249	(356)
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)	(128,629)	(115,408)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	14,918,425	15,032,820
19.2 End of year (Line 18 plus Line 19.1)	14,789,796	14,917,412

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13	14
		2	3											
	Total	Individual	Group											
1. Net premium income	.0	0	0	.0	0	0	0	0	0	0	0	0	0	.0
2. Change in unearned premium reserves and reserve for rate credit	.0													
3. Fee-for-service (net of \$ medical expenses)	.0													XXX.
4. Risk revenue	.0													XXX.
5. Aggregate write-ins for other health care related revenues	.0													XXX.
6. Aggregate write-ins for other non-health care related revenues	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
7. Total revenues (Lines 1 to 6)	.0	0	0	0	0	0	0	0	0	0	0	0	0	.0
8. Hospital/medical benefits	.0													XXX.
9. Other professional services	.0													XXX.
10. Outside referrals	.0													XXX.
11. Emergency room and out-of-area	.0													XXX.
12. Prescription drugs	.0													XXX.
13. Aggregate write-ins for other hospital and medical	.0	0	0	.0	0	0	0	0	0	0	0	0	0	XXX.
14. Incentive pool, withhold adjustments and bonus amounts	.0													XXX.
15. Subtotal (Lines 8 to 14)	.0	0	0	.0	0	0	0	0	0	0	0	0	0	XXX.
16. Net reinsurance recoveries	.0													XXX.
17. Total hospital and medical (Lines 15 minus 16)	.0	0	0	0	0	0	0	0	0	0	0	0	0	XXX.
18. Non-health claims (net)	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
19. Claims adjustment expenses including \$ cost containment expenses	.0													
20. General administrative expenses	117,583													117,583
21. Increase in reserves for accident and health contracts	.0													XXX.
22. Increase in reserves for life contracts	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	117,583	0	0	0	0	0	0	0	0	0	0	0	0	117,583
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	(117,583)	0	0	0	0	0	0	0	0	0	0	0	0	(117,583)
DETAILS OF WRITE-INS														
0501.														XXX.
0502.														XXX.
0503.														XXX.
0598. Summary of remaining write-ins for Line 5 from overflow page	.0	0	0	.0	0	0	0	0	0	0	0	0	0	XXX.
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX.
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page	.0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.														XXX.
1302.														XXX.
1303.														XXX.
1398. Summary of remaining write-ins for Line 13 from overflow page	.0	0	0	0	0	0	0	0	0	0	0	0	0	XXX.
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX.

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical) individual .....				.0
2. Comprehensive (hospital and medical) group .....				.0
3. Medicare Supplement .....				.0
4. Vision only .....				.0
5. Dental only .....				.0
6. Federal Employees Health Benefits Plan .....	.0			.0
7. Title XVIII - Medicare .....	.0			.0
8. Title XIX – Medicaid .....	.0			.0
9. Credit A&H .....				.0
10. Disability Income .....				.0
11. Long-Term Care .....				.0
12. Other health .....				.0
13. Health subtotal (Lines 1 through 12) .....	.0	0	.0	.0
14. Life .....	.0			.0
15. Property/casualty .....	.0			.0
16. Totals (Lines 13 to 15)	0	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 – CLAIMS INCURRED DURING THE YEAR

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Credit A&H	11 Disability Income	12 Long-Term Care	13 Other Health	14 Other Non-Health
		2 Individual	3 Group											
1. Payments during the year:														
1.1 Direct	0													
1.2 Reinsurance assumed	0													
1.3 Reinsurance ceded	0													
1.4 Net	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2. Paid medical incentive pools and bonuses	0													
3. Claim liability December 31, current year from Part 2A:														
3.1 Direct	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3.4 Net	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4. Claim reserve December 31, current year from Part 2D:														
4.1 Direct	0													
4.2 Reinsurance assumed	0													
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4.4 Net	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	0													
6. Net healthcare receivables (a)	0													
7. Amounts recoverable from reinsurers December 31, current year	0													
8. Claim liability December 31, prior year from Part 2A:														
8.1 Direct	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0	0
8.4 Net	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9. Claim reserve December 31, prior year from Part 2D:														
9.1 Direct	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0	0
9.4 Net	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year	0	0	0	0	0	0	0	0	0	0	0	0	0	0
11. Amounts recoverable from reinsurers December 31, prior year	0	0	0	0	0	0	0	0	0	0	0	0	0	0
12. Incurred benefits:														
12.1 Direct	0	0	0	0	0	0	0	0	0	0	0	0	0	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0	0
12.4 Net	0	0	0	0	0	0	0	0	0	0	0	0	0	0
13. Incurred medical incentive pools and bonuses	0	0	0	0	0	0	0	0	0	0	0	0	0	0

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

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1 Total	Comprehensive (Hospital and Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Credit A&H	11 Disability Income	12 Long-Term Care	13 Other Health	14 Other Non-Health
		2 Individual	3 Group											
1. Reported in Process of Adjustment:														
1.1. Direct	0													
1.2. Reinsurance assumed	0													
1.3. Reinsurance ceded	0													
1.4. Net	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2. Incurred but Unreported:														
2.1. Direct	0													
2.2. Reinsurance assumed	0													
2.3. Reinsurance ceded	0													
2.4. Net	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3. Amounts Withheld from Paid Claims and Capitations:														
3.1. Direct	0													
3.2. Reinsurance assumed	0													
3.3. Reinsurance ceded	0													
3.4. Net	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4. TOTALS:														
4.1. Direct	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4.2. Reinsurance assumed	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4.3. Reinsurance ceded	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4.4. Net	0	0	0	0	0	0	0	0	0	0	0	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 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 December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) individual					0	0
2. Comprehensive (hospital and medical) group					0	0
3. Medicare Supplement					0	0
4. Vision Only					0	0
5. Dental Only					0	0
6. Federal Employees Health Benefits Plan					0	0
7. Title XVIII - Medicare					0	0
8. Title XIX - Medicaid					0	0
9. Credit A&H					0	0
10. Disability Income					0	0
11. Long-Term Care					0	0
12. Other health					0	0
13. Health subtotal (Lines 1 to 12)	0	0	0	0	0	0
14. Healthcare receivables (a)					0	0
15. Other non-health					0	0
16. Medical incentive pools and bonus amounts					0	0
17. Totals (Lines 13-14+15+16)	0	0	0	0	0	0

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

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS**

(\$000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2020	2 2021	3 2022	4 2023	5 2024
1. Prior	0	0	0	0	0
2. 2020.....	0	0	0	0	0
3. 2021.....	XXX	0	0	0	0
4. 2022.....	XXX	XXX	0	0	0
5. 2023.....	XXX	XXX	XXX	0	0
6. 2024.....	XXX	XXX	XXX	XXX	0

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2020	2 2021	3 2022	4 2023	5 2024
1. Prior	0	0	0	0	0
2. 2020.....	0	0	0	0	0
3. 2021.....	XXX	0	0	0	0
4. 2022.....	XXX	XXX	0	0	0
5. 2023.....	XXX	XXX	XXX	0	0
6. 2024.....	XXX	XXX	XXX	XXX	0

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Grand Total

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2020.....	0	0	0	0.0	0	0.0	0	0	0	0.0
2. 2021.....	0	0	0	0.0	0	0.0	0	0	0	0.0
3. 2022.....	0	0	0	0.0	0	0.0	0	0	0	0.0
4. 2023.....	0	0	0	0.0	0	0.0	0	0	0	0.0
5. 2024.....	0	0	0	0.0	0	0.0	0	0	0	0.0

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Credit A&H	11 Disability Income	12 Long-Term Care	13 Other
		2 Total	3 Individual										
1. Unearned premium reserves	0												
2. Additional policy reserves (a)	0												
3. Reserve for future contingent benefits	0												
4. Reserve for rate credits or experience rating refunds (including \$ for investment income)	0												
5. Aggregate write-ins for other policy reserves	0	0	.0	0	0	0	0	.0	0	0	0	0	.0
6. Totals (gross)	0	0	.0	0	0	0	0	.0	0	0	0	0	.0
7. Reinsurance ceded	0												
8. Totals (Net) (Page 3, Line 4)	0	0	0	0	0	0	0	0	0	0	0	0	0
9. Present value of amounts not yet due on claims	0												
10. Reserve for future contingent benefits	0												
11. Aggregate write-ins for other claim reserves	0	0	.0	0	0	0	0	.0	0	0	0	0	.0
12. Totals (gross)	0	0	.0	0	0	0	0	.0	0	0	0	0	.0
13. Reinsurance ceded	0												
14. Totals (Net) (Page 3, Line 7)	0	0	0	0	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS													
0501.													
0502.													
0503.													
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	.0	0	0	0	0	.0	0	0	0	0	.0
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	0	0	0	0
1101. Pharmacy Rebate Audit Adjustment Accrual.....	0												
1102.													
1103.													
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	.0	0	0	0	0	.0	0	0	0	0	.0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0	0	0	0	0

(a) Includes \$ premium deficiency reserve.

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$for occupancy of own building)					0
2. Salaries, wages and other benefits					0
3. Commissions (less \$ceded plus \$assumed)					0
4. Legal fees and expenses					0
5. Certifications and accreditation fees					0
6. Auditing, actuarial and other consulting services					0
7. Traveling expenses					0
8. Marketing and advertising					0
9. Postage, express and telephone					0
10. Printing and office supplies					0
11. Occupancy, depreciation and amortization					0
12. Equipment					0
13. Cost or depreciation of EDP equipment and software					0
14. Outsourced services including EDP, claims, and other services					0
15. Boards, bureaus and association fees					0
16. Insurance, except on real estate					0
17. Collection and bank service charges					0
18. Group service and administration fees			117,583		117,583
19. Reimbursements by uninsured plans					0
20. Reimbursements from fiscal intermediaries					0
21. Real estate expenses					0
22. Real estate taxes					0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes					0
23.2 State premium taxes					0
23.3 Regulatory authority licenses and fees					0
23.4 Payroll taxes					0
23.5 Other (excluding federal income and real estate taxes)					0
24. Investment expenses not included elsewhere					0
25. Aggregate write-ins for expenses	0	0	0	0	0
26. Total expenses incurred (Lines 1 to 25)	0	0	117,583	0	(a) 117,583
27. Less expenses unpaid December 31, current year			37,530		37,530
28. Add expenses unpaid December 31, prior year	0	0	0	0	0
29. Amounts receivable relating to uninsured plans, prior year	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	0	0	80,053	0	80,053
DETAILS OF WRITE-INS					
2501. Information Technology Services					0
2502. Shared Services					0
2503. ACA Health Insurer Fee and Exchange Fees					0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0	0
2599. Totals (Line 2501 through 2503 plus 2598) (Line 25 above)	0	0	0	0	0

(a) Includes management fees of \$to affiliates and \$to non-affiliates.

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) 6,663	
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a)	
1.3 Bonds of affiliates	(a) 0	
2.1 Preferred stocks (unaffiliated)	(b) 0	
2.11 Preferred stocks of affiliates	(b) 0	
2.2 Common stocks (unaffiliated)	(b) 0	
2.21 Common stocks of affiliates	(b) 0	
3. Mortgage loans	(c)	
4. Real estate	(d)	0
5. Contract loans		
6. Cash, cash equivalents and short-term investments	(e)	
7. Derivative instruments	(f)	(3,969)
8. Other invested assets		0
9. Aggregate write-ins for investment income		0
10. Total gross investment income	6,663	(3,969)
11. Investment expenses	(g)	
12. Investment taxes, licenses and fees, excluding federal income taxes	(g)	
13. Interest expense	(h)	
14. Depreciation on real estate and other invested assets	(i)	
15. Aggregate write-ins for deductions from investment income		0
16. Total deductions (Lines 11 through 15)		0
17. Net investment income (Line 10 minus Line 16)		(3,969)
DETAILS OF WRITE-INS		
0901.		
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9 above)	0	0
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page	0	0
1599. Totals (Lines 1501 through 1503 plus 1598) (Line 15 above)	0	0

(a) Includes \$ accrual of discount less \$ amortization of premium and less \$ 243 paid for accrued interest on purchases.
 (b) Includes \$ accrual of discount less \$ amortization of premium and less \$ 0 paid for accrued dividends on purchases.
 (c) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ paid for accrued interest on purchases.
 (d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.
 (e) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ paid for accrued interest on purchases.
 (f) Includes \$ accrual of discount less \$ amortization of premium.
 (g) Includes \$ investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
 (h) Includes \$ interest on surplus notes and \$ interest on capital notes.
 (i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) On Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds	415		415	(4,118)	
1.1 Bonds exempt from U.S. tax			0		
1.2 Other bonds (unaffiliated)			0		
1.3 Bonds of affiliates	0	0	0	0	0
2.1 Preferred stocks (unaffiliated)	0	0	0	0	0
2.11 Preferred stocks of affiliates	0	0	0	0	0
2.2 Common stocks (unaffiliated)	0	0	0	0	0
2.21 Common stocks of affiliates	0	0	0	0	0
3. Mortgage loans	0	0	0	0	0
4. Real estate	0	0	0	0	0
5. Contract loans					
6. Cash, cash equivalents and short-term investments			0	0	0
7. Derivative instruments			0	0	0
8. Other invested assets	0	0	0	0	0
9. Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10. Total capital gains (losses)	415	0	415	(4,118)	0
DETAILS OF WRITE-INS					
0901. Metro Receivable and other income			0		
0902.					
0903.					
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9 above)	0	0	0	0	0

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks	0	0	0
2.2 Common stocks	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens	0	0	0
3.2 Other than first liens	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale	0	0	0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....	0	0	0
6. Contract loans	0	0	0
7. Derivatives (Schedule DB).....	0	0	0
8. Other invested assets (Schedule BA)	0	0	0
9. Receivables for securities	0	0	0
10. Securities lending reinvested collateral assets (Schedule DL).....	0	0	0
11. Aggregate write-ins for invested assets	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	0	0	0
13. Title plants (for Title insurers only).....	0	0	0
14. Investment income due and accrued	0	0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....	0	0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....	0	0	0
15.3 Accrued retrospective premiums and contracts subject to redetermination	0	0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0
18.2 Net deferred tax asset.....	0	0	0
19. Guaranty funds receivable or on deposit	0	0	0
20. Electronic data processing equipment and software.....	0	0	0
21. Furniture and equipment, including health care delivery assets.....	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0
24. Health care and other amounts receivable.....	0	0	0
25. Aggregate write-ins for other-than-invested assets	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	0	0	0
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
28. Total (Lines 26 and 27).....	0	0	0
DETAILS OF WRITE-INS			
1101.			
1102.			
1103.			
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0
2501. Prepaid & Other Current Assets.....			
2502.			
2503.			
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	6 Current Year Member Months
						Total Members at End of
1. Health Maintenance Organizations.....	0					
2. Provider Service Organizations.....	0					
3. Preferred Provider Organizations.....	0					
4. Point of Service.....	0					
5. Indemnity Only.....	0					
6. Aggregate write-ins for other lines of business.....	0	.0	.0	0	.0	.0
7. Total	0	0	0	0	0	0
DETAILS OF WRITE-INS						
0601.	0					
0602.	0					
0603.	0					
0698. Summary of remaining write-ins for Line 6 from overflow page.....	0	.0	.0	0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

HealthSpan Integrated Care Notes to Financial
Statements
For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023

1. Summary of Significant Accounting Policies and Going Concern

a. Accounting Practices

The accompanying statutory financial statements of HealthSpan Integrated Care (“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.

	F/S SSAP #	F/S Page	F/S Line #	Year Ended 12/31/24	Year Ended 12/31/23
NET INCOME				(in thousands)	(in thousands)
(1) HealthSpan state basis (page 4, Line 32, Columns 2 & 3)				\$ (126)	\$ (110)
(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><u>\$ (126)</u></u>	<u><u>\$ (110)</u></u>
SURPLUS					
(5) HealthSpan state basis (page 3, Line 33, Columns 3 & 4)				\$ 15,180	\$ 15,306
(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><u>\$ 15,180</u></u>	<u><u>\$ 15,306</u></u>

b. Use of Management Estimates in the Preparation of the Financial Statements – No significant changes from the 2023 annual statement.

c. Accounting Policies

1. Short Term Investments – No significant changes from the 2023 annual statement.
2. Bonds and Amortization – No significant changes from the 2023 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 2023 annual statement.
11. Estimating Losses and Claims Adjustment Expenses – No significant changes from the 2023 annual statement
12. Capitalization Policy – No significant changes from the 2023 annual statement

HealthSpan Integrated Care Notes to Financial
Statements
For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023

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

c. Accounting Policies (continued)

13. Pharmaceutical Rebate Methodology – See Note 13 regarding the recording of potential pharmaceutical rebate refunds settled during the year ended December 31, 2021.

d. Going Concern

Effective January 1, 2017, HealthSpan ceased operating all lines of business. HealthSpan maintains sufficient cash and reserves to meet statutory requirements and to fund run out operations.

1. Accounting Changes and Corrections of Errors

None.

2. Business Combinations and Goodwill – None

3. Discontinued Operations – None

4. Investments

a. Mortgage Loans

As of December 31, 2024 and December 31, 2023, HealthSpan had no investments in mortgage loans.

b. Debt Restructuring

As of December 31, 2024 and December 31, 2023, HealthSpan had no investments in restructured debt.

c. Reverse Mortgages

As of December 31, 2024 and December 31, 2023, HealthSpan had no investments in reverse mortgages.

d. Loan Backed Securities

As of December 31, 2024 and December 31, 2023, HealthSpan had no investments in loan backed securities.

e. Repurchase Agreements and Securities Lending Transactions

As of December 31, 2024 and December 31, 2023, HealthSpan had no repurchase agreements or securities lending transactions.

HealthSpan Integrated Care Notes to Financial
Statements
For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023

5. Investments (Continued)

- Real Estate – As of December 31, 2024 and December 31, 2023, HealthSpan had no property held for sale.
- f. Investments in Low-Income Housing Tax Credits
As of December 31, 2024 and December 31, 2023, HealthSpan had no investments in low-income housing credits.
- g. Restricted Assets – As of December 31, 2024 and December 31, 2023, Healthspan maintained \$400 thousand restricted long-term U.S. Treasury notes to satisfy the state's regulatory requirements.
- h. Working Capital Finance Investments
As of December 31, 2024 and December 31, 2023, HealthSpan had no working capital finance investments.
- i. Offsetting and Netting of Assets and Liabilities
As of December 31, 2024 and December 31, 2023, HealthSpan had no offsetting of derivative, repurchase, or securities borrowing and lending assets or liabilities.
- j. Structured Notes
As of December 31, 2024 and December 31, 2023, HealthSpan had no structured notes.

6. Joint Ventures, Partnerships and Limited Liability Companies – None.

7. Investment Income - No significant changes from the 2023 annual statement

8. Derivative Instruments – None.

9. Income Taxes

HealthSpan is a nonprofit corporation and is exempt from federal and state income taxes.

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 Bon Secours Mercy Health, and is included in the consolidated financial statements of Bon Secours Mercy Health, who is the ultimate controlling party of HealthSpan. Bon Secours Mercy Health is a Catholic health organization, supervising market delivery systems consisting of hospitals, nursing homes, and other organizations providing health-related services.

HealthSpan Integrated Care Notes to Financial
Statements
For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023

HealthSpan Partners has an agreement with Bon Secours Mercy Health for financial support necessary to enable the Company, through at least a year from the date of issuance of these financial statements, to meet operating requirements, obligations and commitments as and when they become due, through advances, capital contributions or other means.

The amount due from or to affiliates at December 31, 2024 and December 31, 2023, is primarily related to general expenses paid or credit balances received by HSP and Bon Secours Mercy Health on behalf of HealthSpan. The Company does not provide other parties with guarantees.

HealthSpan general and administrative services for information technology, insurance and other costs are processed and paid through Bon Secours Mercy Health.

At December 31, 2024 and December 31, 2023, related party and affiliate balances were as follows (in thousands)
Due to (Due from):

	12/31/2024	12/31/2023
Bon Secours Mercy Health	\$ 32	\$ 33
HealthSpan Partners	-	0
HealthSpan Physicians	-	0
HealthSpan Inc.	0	0
	<hr/> <u>\$ 32</u>	<hr/> <u>\$ 33</u>

10. Debt

As of December 31, 2024 and December 31, 2023, HealthSpan does not have an agreement with the Federal Home Loan Bank or other third party lenders.

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

No significant changes from the 2023 annual statement.

12. 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.

HealthSpan Integrated Care Notes to Financial
Statements
For the Year Ended December 31, 2024 and the Year Ended
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On February 3, 2021, HealthSpan's Board of Directors declared an extraordinary dividend of \$25,000,000 payable to HealthSpan Partners, parent company of HealthSpan.

The Ohio Department of Insurance approved payment of the extraordinary dividend on March 9, 2021.

HealthSpan transferred the extraordinary dividend of \$25,000,000 in cash to HealthSpan Partners in two transactions on March 9, 2021.

13. Liabilities, Contingencies and Assessments

In May 2020, Healthspan Integrated Care received notification of an audit of pharmacy rebate funds received for 2016 prescriptions. The audit indicated rebates of \$1.7M are due to be refunded to the pharmaceutical company. The results of the audit are currently being reviewed by legal and pharmacy departments. A liability of \$1.7M was recorded during 2020. The pharmaceutical company agreed to a settlement of a lesser amount in July 2021. The final settlement for the audit was reduced from \$1,705,880 to \$226,641. The reversal of the accrual was done in July 2021 after the settlement was finalized.

14. Leases

No significant changes from the 2023 annual statement.

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

No significant changes from the 2023 annual statement.

16. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities - None

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

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

No significant changes from the 2023 annual statement.

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

None

19. 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

HealthSpan Integrated Care Notes to Financial
Statements
For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023

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 December 31, 2024 (in thousands).

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

Investments at statement value and estimated fair value at December 31, 2023 (in thousands).

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

20. Other Items

- Extraordinary Items – Not Applicable
- Troubled Debt Restructuring – Not applicable
- Other Disclosure and Unusual Items – Not Applicable
- Business Interruption Insurance Recoveries – Not Applicable
- State Transferrable and Non-transferrable Tax Credits – Not applicable
- Subprime Mortgage Related Risk Exposure – Not applicable.
- Retained Assets – Not applicable

HealthSpan Integrated Care Notes to Financial
Statements
For the Year Ended December 31, 2024 and the Year Ended
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21. Reinsurance

HealthSpan did not write any insurance business or cover lives during 2024 or 2023. Therefore, HealthSpan had no reinsurance.

22. 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, were temporary and concluded 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 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.

24. Retrospectively Rated Contracts (Continued)

On December 21, 2020, HealthSpan Integrated Care received \$25M in funds resulting from the settlement of a class action lawsuit related to unpaid Risk Corridor receivables. The amount received was reported as Other Revenue for the year ended December 31, 2020 net of a 5% reduction for attorney and other fees. A schedule reflecting the final amounts due and collected is depicted in the Risk Corridor table below.

During 2017, HealthSpan recognized \$0 thousand and collected \$1.8 million in income related to the 2014 Risk Corridor receivable. No receivable from 2015 or 2016 was reflected in the financial statements as the program was not funded and management has determined that the collectability is uncertain. Additionally, the NAIC's position on the risk corridor required that any receivable recorded be non-admitted on the statutory-basis financial statements. As of December 31, 2024, the 2014, 2015 and 2016 receivables were fully settled.

**HealthSpan Integrated Care Notes to Financial
Statements**
**For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023**

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.

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.

**HealthSpan Integrated Care Notes to Financial
Statements**
**For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023**

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 as of December 31, 2024
(in thousands):

a. Permanent ACA Risk Adjustment Program

12/31/2023 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)	\$	-
5. Reported in expenses user fees (incurred / paid)	\$	-

b. Transitional ACA Reinsurance

Assets	\$	-
1. Amount recoverable for claims paid	\$	-
2. Amounts recoverable for claims unpaid	\$	-
3. amounts receivable relating to uninsured plans for contributions	\$	-
Liabilities		
4. Liabilities for contributions payable -not reported as ceded premium	\$	-
5. Ceded reinsurance premiums payable	\$	-
6. Liabilities for amounts held under uninsured plans contributions for reinsurance (2).	\$	-
Operations		
7. Ceded reinsurance premiums due	\$	-
8. Reinsurance recoveries (income statement) due to reinsurance payments or expected payments	\$	-
9. Reinsurance contributions -not reported as ceded premium	\$	-

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 Integrated Care Notes to Financial
Statements**
For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023

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
		Receivable (Payable)	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)	-	-	-	-	-	-	-	B	-
3. Subtotal ACA Permanent Risk Adjustment Program	-	-	-	-	-	-	-		
Adjustment Program									
1. Amounts receivable for claims paid	-	-	-	-	-	-	-	C	-
2. Amounts receivable 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	-	-	-	-	-	-	-		
5. Ceded reinsurance premiums payable	-	-	-	-	-	-	-	F	-
6. Liability for amounts held under uninsured plans	-	-	-	-	-	-	-	G	-
7. Subtotal ACA transaction reinsurance program	-	-	-	-	-	-	-	H	-
c. Temporary ACA risk corridor program									
1. Accrued retrospective premium	-	-	-	-	-	-	-	I	-
2. Reserve for rate credits or policy experience rating refunds	-	-	0	-	0	-	0	J	-
3. Subtotal ACA risk corridor program	-	-	0	-	0	-	0		
d. Total for ACA risk Sharing Programs	-	-	0	-	0	-	0		

Explanations

- A. Not applicable.
- B. Not applicable.
- C. Not applicable.
- D. Not applicable.
- E. Not applicable.
- F. Not applicable.
- G. Not applicable.
- H. Not applicable.
- I. Not applicable.
- J. Not applicable.

**HealthSpan Integrated Care Notes to Financial
Statements**
**For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023**

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				Differences		Adjustments			Unadjusted Balances as of the	
	Received or Paid as of the Current Year on Balances Written Before Dec 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	Ref	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	9 Receivable	10 Payable
a. 2014											
1. Accrued retrospective premium	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	A	\$ -	\$ -	\$ -	
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	-	-	-	-	-	-	E	-	-	-	
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	F	-	-	-	
Total Risk Corridors	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>		<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	
Explanation of Adjustments											
A - Estimate was greater than actual											
B - Not applicable											
C - Not applicable											
D - Not 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 95% due to legal fees	4 Asset Balance (Gross of Non- admission) (1-2-3)	5 Non-admitted Amount	6 Net Admitted Asset (4-5)
a. 2014	\$ 9,326	\$ 466	\$ 8,859	\$ -	\$ -	\$ -
b. 2015	12,543	627	11,916	-	-	-
c. 2016	4,472	224	4,472	-	-	-
d. Total (a+b+c)	\$ 26,341	\$ 1,317	\$ 25,024	\$ -	\$ -	\$ -

HealthSpan Integrated Care Notes to Financial
Statements
For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023

25. Change in Incurred Claims and Claim Adjustment Expenses

	<u>12/31/2024</u>	<u>12/31/2023</u>
Claims Payable:		
Balance beginning of period	\$ -	\$ -
Incurred Claims:		
Insured Events of Current Year	\$ -	\$ -
Increase (decrease) insured events of prior year	- -	- -
Total incurred claims	<u>\$ -</u>	<u>\$ -</u>
Payment of claims:		
Claims incurred in prior years	\$ -	\$ -
Claims incurred in current year	- -	- -
Total claims paid	<u>\$ -</u>	<u>\$ -</u>
Balance end of the period	<u><u>\$ -</u></u>	<u><u>\$ -</u></u>

26. Intercompany Pooling Arrangements

HealthSpan has no intercompany pooling arrangements.

27. Structured Settlements

Not applicable for health entities.

HealthSpan Integrated Care Notes to Financial
Statements
For the Year Ended December 31, 2024 and the Year Ended
December 31, 2023

28. Health Care Receivables

- a. Pharmaceutical Rebate Receivables
Accrual reversed. See Note 13.

29. Participating Policies - None

30. Premium Deficiency Reserves

There are no premium deficiency reserves recorded as of December 31, 2024 or December 31, 2023.

31. Anticipated Salvage and Subrogation

HealthSpan had no salvage and subrogation included in as a reduction of loss reserves for the Nine months ended December 31, 2024 or the year ended December 31, 2023.

**ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care
GENERAL INTERROGATORIES
PART 1 - COMMON INTERROGATORIES**

GENERAL

1.1 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, 1A, 2 and 3.

1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [] No [] N/A []

1.3 State Regulating? Ohio..... Yes [] No []

1.4 Is the reporting entity publicly traded or a member of a publicly traded group? Yes [] No []

1.5 If the response to 1.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group. _____

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 []
If yes, date of change: _____

3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. _____ 12/31/2015

3.2 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

3.3 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

3.4 By what department or departments? Ohio Department of Insurance.....

3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A []

3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A []

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business? Yes [] No []
4.12 renewals? Yes [] No []

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business? Yes [] No []
4.22 renewals? Yes [] No []

5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No []
If yes, complete and file the merger history data file with the NAIC.

5.2 If yes, provide the name of the 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
.....
.....
.....

6.1 Has the 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 []

6.2 If yes, give full information _____

7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No []
If yes,
7.2.1 State the percentage of foreign control _____ 0.0 %
7.2.2 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

1 Nationality	2 Type of Entity
.....
.....
.....
.....

8.1 Is the company a subsidiary of a depository institution holding company (DIHC) or a DIHC itself, regulated by the Federal Reserve Board? Yes [] No []
If response to 8.1 is yes, please identify the name of the DIHC.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No []
If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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
.....

8.5 Is the reporting entity a depository institution holding company with significant insurance operations as defined by the Board of Governors of Federal Reserve System or a subsidiary of the depository institution holding company? Yes [] No []
If response to 8.5 is no, is the reporting entity a company or subsidiary of a company that has otherwise been made subject to the Federal Reserve Board's capital rule? Yes [] No [] N/A []

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit? N/A - Entity has been granted an exemption for the years ending December 31, 2018 and 2017 by the Ohio Department of Insurance.....

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No []
If the response to 10.1 is yes, provide information related to this exemption:

10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 18A of the Model Regulation, or substantially similar state law or regulation? Yes [] No []

**ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care
GENERAL INTERROGATORIES
PART 1 - COMMON INTERROGATORIES**

10.4 If the response to 10.3 is yes, provide information related to this exemption:

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [] No [] N/A [X]

10.6 If the response to 10.5 is no or n/a, please explain
Entity applies for audit exemptions every year due to winddown.

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Glenn A. Geise, Principal, FSA, MAAA, Oliver Wyman Consulting Actuaries, 411 East Wisconsin Avenue, Suite 1300, Milwaukee, WI 53202.

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]

12.11 Name of real estate holding company _____
12.12 Number of parcels involved _____
12.13 Total book/adjusted carrying value \$_____

12.2 If yes, provide explanation

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []
13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No [X]
13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A []
14.1 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.

14.11 If the response to 14.1 is no, please explain:

14.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
14.21 If the response to 14.2 is yes, provide information related to amendment(s).

14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [] No [X]
15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1	2	3	4
American Bankers Association (ABA) Routing Number	Issuing or Confirming Bank Name	Circumstances That Can Trigger the Letter of Credit	Amount
.....
.....

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes [X] No []
17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [X] No []
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No []

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]
20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
20.11 To directors or other officers \$.....
20.12 To stockholders not officers \$.....
20.13 Trustees, supreme or grand (Fraternal only) \$.....
20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
20.21 To directors or other officers \$.....
20.22 To stockholders not officers \$.....
20.23 Trustees, supreme or grand (Fraternal only) \$.....
21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]
21.2 If yes, state the amount thereof at December 31 of the current year:
21.21 Rented from others \$.....
21.22 Borrowed from others \$.....
21.23 Leased from others \$.....
21.24 Other \$.....
22.1 Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments? Yes [] No [X]
22.2 If answer is yes:
22.21 Amount paid as losses or risk adjustment \$.....
22.22 Amount paid as expenses \$.....
22.23 Other amounts paid \$.....
23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]
23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....
24.1 Does the insurer utilize third parties to pay agent commissions in which the amounts advanced by the third parties are not settled in full within 90 days? Yes [] No [X]
24.2 If the response to 24.1 is yes, identify the third-party that pays the agents and whether they are a related party.

1	2
Name of Third-Party	Is the Third-Party Agent a Related Party (Yes/No)
.....

**ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care
GENERAL INTERROGATORIES
PART 1 - COMMON INTERROGATORIES**

1 Name of Third-Party	2 Is the Third-Party Agent a Related Party (Yes/No)
--------------------------	--

INVESTMENT

25.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 25.03) Yes [] No []

25.02 If no, give full and complete information, relating thereto

25.03 For securities lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)

25.04 For the reporting entity's securities lending program, report amount of collateral for conforming programs as outlined in the Risk-Based Capital Instructions. \$.....

25.05 For the reporting entity's securities lending program, report amount of collateral for other programs. \$.....

25.06 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [] No [] NA []

25.07 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [] No [] NA []

25.08 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [] No [] NA []

25.09 For the reporting entity's securities lending program, state the amount of the following as of December 31 of the current year:

25.091 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2	\$.....0
25.092 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2	\$.....0
25.093 Total payable for securities lending reported on the liability page	\$.....0

26.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 24.1 and 25.03). Yes [] No []

26.2 If yes, state the amount thereof at December 31 of the current year:

26.21 Subject to repurchase agreements	\$.....
26.22 Subject to reverse repurchase agreements	\$.....
26.23 Subject to dollar repurchase agreements	\$.....
26.24 Subject to reverse dollar repurchase agreements	\$.....
26.25 Placed under option agreements	\$.....
26.26 Letter stock or securities restricted as to sale – excluding FHLB Capital Stock	\$.....
26.27 FHLB Capital Stock	\$.....
26.28 On deposit with states	\$.....
26.29 On deposit with other regulatory bodies	\$.....
26.30 Pledged as collateral – excluding collateral pledged to an FHLB	\$.....
26.31 Pledged as collateral to FHLB – including assets backing funding agreements	\$.....
26.32 Other	\$.....

26.3 For category (26.26) provide the following:

1 Nature of Restriction	2 Description	3 Amount

27.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No []

27.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? If no, attach a description with this statement. Yes [] No [] N/A []

LINES 27.3 through 27.5: FOR LIFE/FRATERNAL REPORTING ENTITIES ONLY:

27.3 Does the reporting entity utilize derivatives to hedge variable annuity guarantees subject to fluctuations as a result of interest rate sensitivity? Yes [] No []

27.4 If the response to 27.3 is YES, does the reporting entity utilize:

27.41 Special accounting provision of SSAP No. 108	Yes [<input type="checkbox"/>] No [<input type="checkbox"/>]
27.42 Permitted accounting practice	Yes [<input type="checkbox"/>] No [<input type="checkbox"/>]
27.43 Other accounting guidance	Yes [<input type="checkbox"/>] No [<input type="checkbox"/>]

27.5 By responding YES to 27.41 regarding utilizing the special accounting provisions of SSAP No. 108, the reporting entity attests to the following:

- The reporting entity has obtained explicit approval from the domiciliary state.
- Hedging strategy subject to the special accounting provisions is consistent with the requirements of VM-21.
- Actuarial certification has been obtained which indicates that the hedging strategy is incorporated within the establishment of VM-21 reserves and provides the impact of the hedging strategy within the Actuarial Guideline Conditional Tail Expectation Amount.
- Financial Officer Certification has been obtained which indicates that the hedging strategy meets the definition of a Clearly Defined Hedging Strategy within VM-21 and that the Clearly Defined Hedging Strategy is the hedging strategy being used by the company in its actual day-to-day risk mitigation efforts.

28.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No []

28.2 If yes, state the amount thereof at December 31 of the current year. \$.....

29. 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 [] No []

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

1 Name of Custodian(s)	2 Custodian's Address
State Street Bank and Trust.....	801 Pennsylvania, Kansas City, MO 64105.....
Fifth Third Bank.....	38 Fountain Square Plaza, Cincinnati OH 45263.....

29.02 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)

29.03 Have there been any changes, including name changes, in the custodian(s) identified in 29.01 during the current year? Yes [] No []

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

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

**ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care
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PART 1 - COMMON INTERROGATORIES**

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

29.05 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. This includes both primary and sub-advisors. 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

29.0597 For those firms/individuals listed in the table for Question 29.05, do any firms/individuals unaffiliated with the reporting entity (i.e., designated with a “U”) manage more than 10% of the reporting entity’s invested assets?

Yes [] No [X]

29.0598 For firms/individuals unaffiliated with the reporting entity (i.e., designated with a “U”) listed in the table for Question 29.05, does the total assets under management aggregate to more than 50% of the reporting entity’s invested assets?

Yes [] No [X]

29.06 For those firms or individuals listed in the table for 29.05 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

30.1 Does the reporting entity have any diversified mutual funds reported in Schedule D - Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?

Yes [] No [X]

30.2 If yes, complete the following schedule:

1	2	3
CUSIP #	Name of Mutual Fund	Book/Adjusted Carrying Value
30.2999 TOTAL		0

30.3 For each mutual fund listed in the table above, complete the following schedule:

1	2	3	4
Name of Mutual Fund (from above table)	Name of Significant Holding of the Mutual Fund	Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	Date of Valuation

31. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

1	2	3
Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
31.1 Bonds.....	466,254	466,254
31.2 Preferred Stocks.....	0	0
31.3 Totals.....	466,254	466,254

31.4 Describe the sources or methods utilized in determining the fair values:

32.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?

Yes [X] No []

32.2 If the answer to 32.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?

Yes [X] No []

32.3 If the answer to 32.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

33.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed?

Yes [X] No []

33.2 If no, list exceptions:

34. By self-designating 5GI securities, the reporting entity is certifying the following elements of each self-designated 5GI security:

a. Documentation necessary to permit a full credit analysis of the security does not exist or an NAIC CRP credit rating for an FE or PL security is not available.

b. Issuer or obligor is current on all contracted interest and principal payments.

c. The insurer has an actual expectation of ultimate payment of all contracted interest and principal.

Yes [] No [X]

Has the reporting entity self-designated 5GI securities?

35. By self-designating PLGI securities, the reporting entity is certifying its compliance with the requirements as specified in the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* (P&P Manual) for private letter rating (PLR) securities and the following elements of each self-designated PLGI security:

a. The security was either:

i. issued prior to January 1, 2018 (which is exempt from PLR filing requirements pursuant to the P&P Manual), or
ii. issued from January 1, 2018 to December 31, 2021 and subject to a confidentiality agreement executed prior to January 1, 2022 which confidentiality agreement remains in force, for which an insurance company cannot provide a copy of a private letter rating rationale report to the SVO due to confidentiality or other contractual reasons (“waived submission PLR securities”).

b. The reporting entity is holding capital commensurate with the NAIC Designation and NAIC Designation Category reported for the security.

c. The NAIC Designation and NAIC Designation Category were derived from the credit rating assigned by an NAIC CRP in its legal capacity as an NRSRO which is shown on a current private letter rating, dated during the financial statement year, held by the insurer and available for examination by state insurance regulators.

d. Other than for waived submission PLR securities, defined above, on or after January 1, 2024 for any PLR securities issued on or after January 1, 2022, if the reporting entity is not permitted to share this private credit rating or the private rating letter rationale report of the PL security with the SVO, it certifies that it is reporting it as an NAIC 5.B GI and may not assign any other self-designation.

Yes [] No [X]

Has the reporting entity self-designated PLGI to securities, all of which meet the above requirement and as specified in the P&P Manual?

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GENERAL INTERROGATORIES
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36. By assigning FE to a Schedule BA non-registered private fund, the reporting entity is certifying the following elements of each self-designated FE fund:

- a. The shares were purchased prior to January 1, 2019.
- b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.
- c. The security had a public credit rating(s) with annual surveillance assigned by an NAIC CRP in its legal capacity as an NRSRO prior to January 1, 2019.
- d. The fund only or predominantly holds bonds in its portfolio.
- e. The current reported NAIC Designation was derived from the public credit rating(s) with annual surveillance assigned by an NAIC CRP in its legal capacity as an NRSRO.
- f. The public credit rating(s) with annual surveillance assigned by an NAIC CRP has not lapsed.

Has the reporting entity assigned FE to Schedule BA non-registered private funds that complied with the above criteria?

Yes [] No [X]

37. By rolling/renewing short-term or cash equivalent investments with continued reporting on Schedule DA, Part 1 or Schedule E Part 2 (identified through a code (%) in those investment schedules), the reporting entity is certifying to the following:

- a. The investment is a liquid asset that can be terminated by the reporting entity on the current maturity date.
- b. If the investment is with a nonrelated party or nonaffiliated then it reflects an arms-length transaction with renewal completed at the discretion of all involved parties.
- c. If the investment is with a related party or affiliate, then the reporting entity has completed robust re-underwriting of the transaction for which documentation is available for regulator review.
- d. Short-term and cash equivalent investments that have been renewed/rolled from the prior period that do not meet the criteria in 37.a -37.c are reported as long-term investments.

Has the reporting entity rolled/renewed short-term or cash equivalent investments in accordance with these criteria?

Yes [] No [] NA [X]

38.1 Does the reporting entity directly hold cryptocurrencies?

Yes [] No [X]

38.2 If the response to 38.1 is yes, on what schedule are they reported?

39.1 Does the reporting entity directly or indirectly accept cryptocurrencies as payments for premiums on policies?

Yes [] No [X]

39.2 If the response to 39.1 is yes, are the cryptocurrencies held directly or are they immediately converted to U.S. dollars?

39.21 Held directly

Yes [] No []

39.22 Immediately converted to U.S. dollars

Yes [] No []

39.3 If the response to 38.1 or 39.1 is yes, list all cryptocurrencies accepted for payments of premiums or that are held directly.

1 Name of Cryptocurrency	2 Immediately Converted to USD, Directly Held, or Both	3 Accepted for Payment of Premiums

OTHER

40.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$

40.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations, and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
.....	\$.....
.....	\$.....
.....	\$.....

41.1 Amount of payments for legal expenses, if any? \$

41.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
.....	\$.....
.....	\$.....
.....	\$.....

42.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers, or departments of government, if any? \$

42.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers, or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
.....	\$.....
.....	\$.....
.....	\$.....

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No [X]

1.2 If yes, indicate premium earned on U.S. business only. \$.....

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$.....

1.31 Reason for excluding

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above \$.....

1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$.....

1.6 Individual policies:

Most current three years:	
1.61 Total premium earned	\$.....
1.62 Total incurred claims	\$.....
1.63 Number of covered lives	.....
All years prior to most current three years:	
1.64 Total premium earned	\$.....
1.65 Total incurred claims	\$.....
1.66 Number of covered lives	.....

1.7 Group policies:

Most current three years:	
1.71 Total premium earned	\$.....
1.72 Total incurred claims	\$.....
1.73 Number of covered lives	.....
All years prior to most current three years:	
1.74 Total premium earned	\$.....
1.75 Total incurred claims	\$.....
1.76 Number of covered lives	.....

2. Health Test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator	\$	\$
2.2 Premium Denominator	\$	\$
2.3 Premium Ratio (2.1/2.2)	.....0.000	.....0.000
2.4 Reserve Numerator	\$	\$
2.5 Reserve Denominator	\$	\$
2.6 Reserve Ratio (2.4/2.5)	.....0.000	.....0.000

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes [] No [X]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [X] No []

4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [] No [X]

5.1 Does the reporting entity have stop-loss reinsurance? Yes [] No [X]

5.2 If no, explain:
There is no active insurance for this entity

5.3 Maximum retained risk (see instructions)

5.31 Comprehensive Medical	\$
5.32 Medical Only	\$
5.33 Medicare Supplement	\$
5.34 Dental and Vision	\$
5.35 Other Limited Benefit Plan	\$
5.36 Other	\$

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes [X] No []

7.2 If no, give details

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year	.....0
8.2 Number of providers at end of reporting year	.....

9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [] No [X]

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months	.....
9.22 Business with rate guarantees over 36 months	.....

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes [] No [X]

10.2 If yes:

10.21 Maximum amount payable bonuses	\$.....
10.22 Amount actually paid for year bonuses	\$.....
10.23 Maximum amount payable withholds	\$.....
10.24 Amount actually paid for year withholds	\$.....

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model,	Yes [] No [X]
11.13 An Individual Practice Association (IPA), or,	Yes [] No [X]
11.14 A Mixed Model (combination of above) ?	Yes [] No [X]

11.2 Is the reporting entity subject to Statutory Minimum Capital and Surplus Requirements?

11.3 If yes, show the name of the state requiring such minimum capital and surplus.

11.4 If yes, show the amount required.

11.5 Is this amount included as part of a contingency reserve in stockholder's equity?

11.6 If the amount is calculated, show the calculation

12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area	
Adams.....	
Allen.....	
Auglaize.....	
Brown.....	
Butler.....	
Champaign.....	
Clark.....	
Clermont.....	
Clinton.....	
Cuyahoga.....	
Fulton.....	
Geauga.....	
Hamilton.....	
Henry.....	
Highland.....	
Lake.....	
Lorain.....	
Lucas.....	
Mahoning.....	
Medina.....	
Mercer.....	
Ottawa.....	
Portage.....	
Preble.....	
Putnam.....	
Shelby.....	
Stark.....	
Summit.....	
Trumbull.....	
Van Wert.....	
Wayne.....	
Wood.....	

13.1 Do you act as a custodian for health savings accounts? Yes [] No [X]

13.2 If yes, please provide the amount of custodial funds held as of the reporting date. \$.....

13.3 Do you act as an administrator for health savings accounts? Yes [] No [X]

13.4 If yes, please provide the balance of the funds administered as of the reporting date. \$.....

14.1 Are any of the captive affiliates reported on Schedule S, Part 3 as authorized reinsurers? Yes [] No [X] N/A []

14.2 If the answer to 14.1 is yes, please provide the following:

1 Company Name	2 NAIC Company Code	3 Domiciliary Jurisdiction	4 Reserve Credit	Assets Supporting Reserve Credit		
				5 Letters of Credit	6 Trust Agreements	7 Other

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

15. Provide the following for individual ordinary life insurance* policies (U.S. business only) for the current year (prior to reinsurance assumed or ceded).

15.1 Direct Premium Written	\$.....
15.2 Total Incurred Claims	\$.....
15.3 Number of Covered Lives	.....

*Ordinary Life Insurance Includes	
Term (whether full underwriting, limited underwriting, jet issue, "short form app")	
Whole Life (whether full underwriting, limited underwriting, jet issue, "short form app")	
Variable Life (with or without secondary guarantee)	
Universal Life (with or without secondary guarantee)	
Variable Universal Life (with or without secondary guarantee)	

16. Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states? Yes [] No [X]

16.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity? Yes [] No [X]

FIVE - YEAR HISTORICAL DATA

	1 2024	2 2023	3 2022	4 2021	5 2020
Balance Sheet (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	15,249,360	15,338,395	15,448,007	15,534,988	40,865,448
2. Total liabilities (Page 3, Line 24)	69,276	32,641	32,340	(34,328)	1,679,895
3. Statutory minimum capital and surplus requirement	400,000	400,000	400,000	0	0
4. Total capital and surplus (Page 3, Line 33)	15,180,084	15,305,754	15,415,667	15,569,316	39,185,552
Income Statement (Page 4)					
5. Total revenues (Line 8)	.0	.461	3,224	.0	25,301,002
6. Total medical and hospital expenses (Line 18)	.0	.0	.0	.0	.0
7. Claims adjustment expenses (Line 20)	.0	.0	.0	.0	.0
8. Total administrative expenses (Line 21)	117,583	97,839	121,677	(1,246,711)	125,320
9. Net underwriting gain (loss) (Line 24)	(117,583)	(97,378)	(118,453)	1,246,711	25,175,682
10. Net investment gain (loss) (Line 27)	(3,969)	(12,535)	(35,196)	(32,147)	(421,321)
11. Total other income (Lines 28 plus 29)	.0	.0	.0	.0	(1,661,139)
12. Net income or (loss) (Line 32)	(121,552)	(109,913)	(153,649)	1,214,564	23,093,222
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	(84,022)	(115,052)	(139,588)	1,214,564	25,030,706
Risk-Based Capital Analysis					
14. Total adjusted capital	15,180,084	15,305,754	15,415,667	15,569,316	39,185,552
15. Authorized control level risk-based capital	22,840	23,049	23,224	23,339	64,716
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	.0	.0	.0	.0	.0
17. Total members months (Column 6, Line 7)	.0	.0	.0	.0	.0
Operating Percentage (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3, and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	.0.0	.0.0	.0.0	.0.0	.0.0
20. Cost containment expenses	.0.0	.0.0	.0.0	.0.0	.0.0
21. Other claims adjustment expenses	.0.0	.0.0	.0.0	.0.0	.0.0
22. Total underwriting deductions (Line 23)	.0.0	.0.0	.0.0	.0.0	.0.0
23. Total underwriting gain (loss) (Line 24)	.0.0	.0.0	.0.0	.0.0	.0.0
Unpaid Claims Analysis					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 17, Col. 5)	.0	.0	.0	.0	.0
25. Estimated liability of unpaid claims – [prior year (Line 17, Col. 6)]	.0	.0	.0	.0	.0
Investments in Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)	.0	.0	.0	.0	.0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)	.0	.0	.0	.0	.0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)	.0	.0	.0	.0	.0
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)	.0	.0	.0	.0	.0
30. Affiliated mortgage loans on real estate	.0	.0	.0	.0	.0
31. All other affiliated	.0	.0	.0	.0	.0
32. Total of above Lines 26 to 31	.0	.0	.0	.0	.0
33. Total investment in parent included in Lines 26 to 31 above					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3 - *Accounting Changes and Correction of Errors*? Yes No

If no, please explain

ANNUAL STATEMENT FOR THE YEAR 2024 OF THE HealthSpan Integrated Care

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

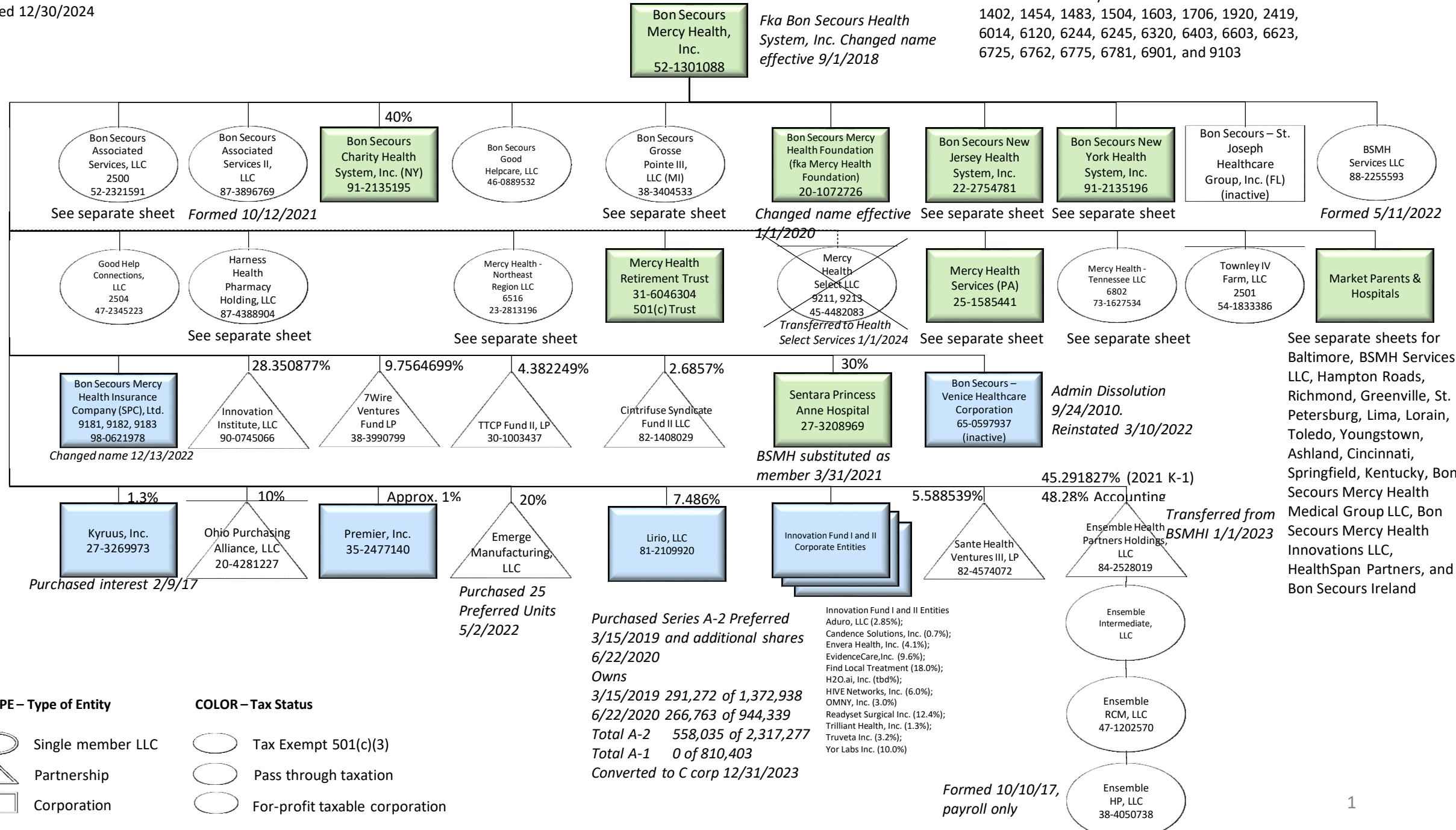
State, Etc.	1 Active Status (a)	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 CHIP Title XXI	6 Federal Employees Health Benefits Plan Premiums	7 Life & Annuity Premiums & Other Considerations	8 Property/Casualty Premiums	9 Total Columns 2 Through 8	10 Deposit-Type Contracts
1. Alabama	AL	N							0	0
2. Alaska	AK	N							0	0
3. Arizona	AZ	N							0	0
4. Arkansas	AR	N							0	0
5. California	CA	N							0	0
6. Colorado	CO	N							0	0
7. Connecticut	CT	N							0	0
8. Delaware	DE	N							0	0
9. District of Columbia	DC	N							0	0
10. Florida	FL	N							0	0
11. Georgia	GA	N							0	0
12. Hawaii	HI	N							0	0
13. Idaho	ID	N							0	0
14. Illinois	IL	N							0	0
15. Indiana	IN	N							0	0
16. Iowa	IA	N							0	0
17. Kansas	KS	N							0	0
18. Kentucky	KY	N							0	0
19. Louisiana	LA	N							0	0
20. Maine	ME	N							0	0
21. Maryland	MD	N							0	0
22. Massachusetts	MA	N							0	0
23. Michigan	MI	N							0	0
24. Minnesota	MN	N							0	0
25. Mississippi	MS	N							0	0
26. Missouri	MO	N							0	0
27. Montana	MT	N							0	0
28. Nebraska	NE	N							0	0
29. Nevada	NV	N							0	0
30. New Hampshire	NH	N							0	0
31. New Jersey	NJ	N							0	0
32. New Mexico	NM	N							0	0
33. New York	NY	N							0	0
34. North Carolina	NC	N							0	0
35. North Dakota	ND	N							0	0
36. Ohio	OH	L							0	0
37. Oklahoma	OK	N							0	0
38. Oregon	OR	N							0	0
39. Pennsylvania	PA	N							0	0
40. Rhode Island	RI	N							0	0
41. South Carolina	SC	N							0	0
42. South Dakota	SD	N							0	0
43. Tennessee	TN	N							0	0
44. Texas	TX	N							0	0
45. Utah	UT	N							0	0
46. Vermont	VT	N							0	0
47. Virginia	VA	N							0	0
48. Washington	WA	N							0	0
49. West Virginia	WV	N							0	0
50. Wisconsin	WI	N							0	0
51. Wyoming	WY	N							0	0
52. American Samoa	AS	N							0	0
53. Guam	GU	N							0	0
54. Puerto Rico	PR	N							0	0
55. U.S. Virgin Islands	VI	N							0	0
56. Northern Mariana Islands	MP	N							0	0
57. Canada	CAN	N							0	0
58. Aggregate other alien	OT	XXX.	0	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)		XXX	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

(a) Active Status Counts

1. L – Licensed or Chartered – Licensed insurance carrier or domiciled RRG 1 4. Q – Qualified – Qualified or accredited reinsurer 0
 2. R – Registered – Non-domiciled RRGs 0 5. N – None of the above – Not allowed to write business in the state 56
 3. E – Eligible – Reporting entities eligible or approved to write surplus lines in the state 0

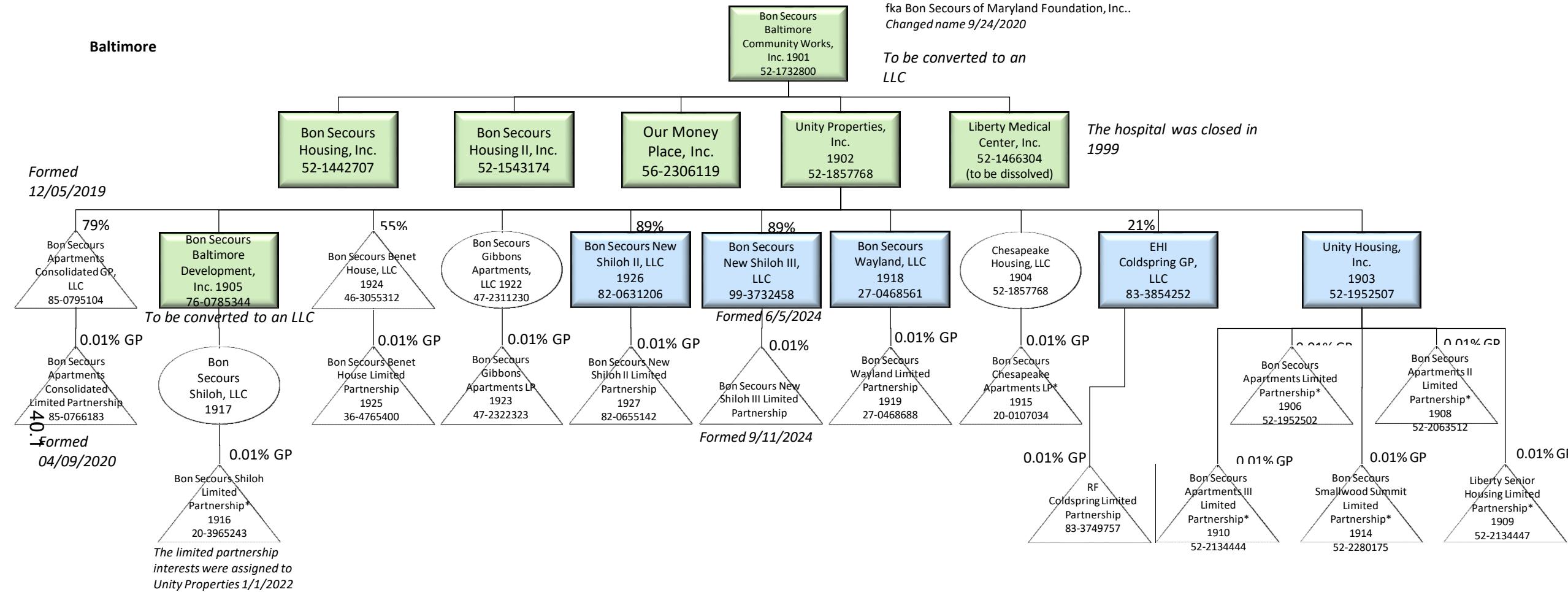
(b) Explanation of basis of allocation by states, premiums by states, etc.

One State



Baltimore

Formed
12/05/2019



* Unity Properties, Inc. is a 99.99% Limited Partner

BSA, BSA II, BSA III, and Bon Secours Chesapeake Apartments sold all of their assets to Bon Secours Apartments Consolidated on 7/31/2023

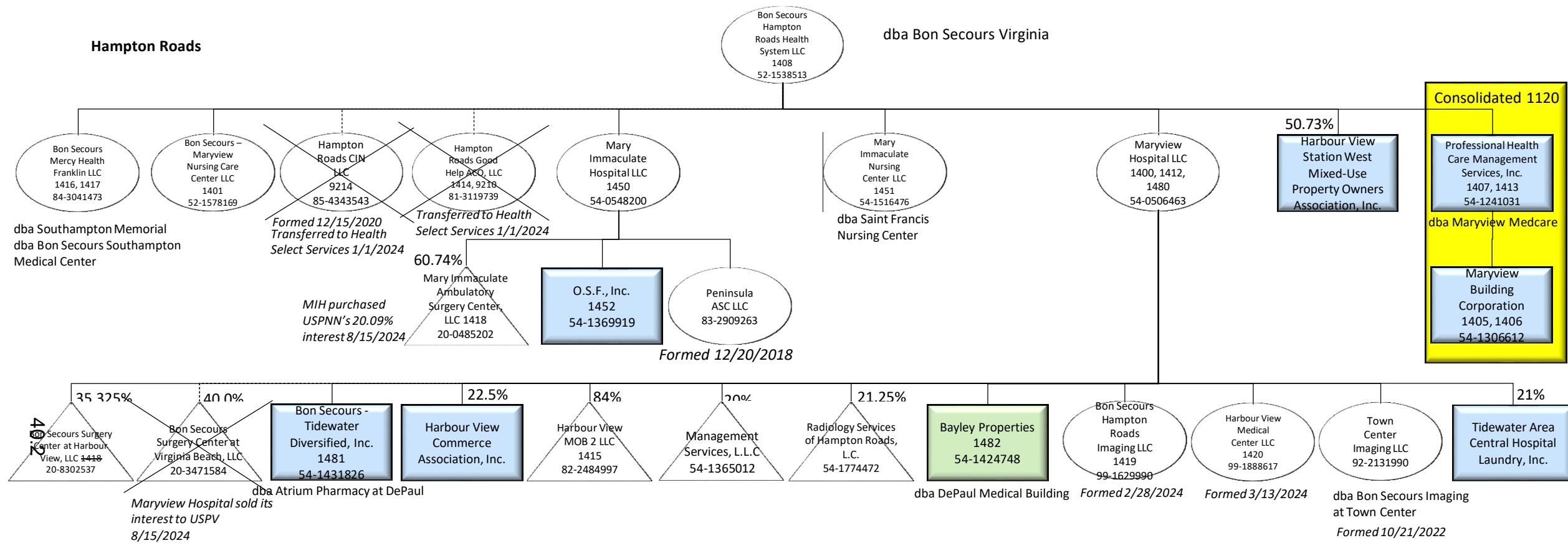
SHAPE – Type of Entity

COLOR – Tax Status

- Single member LLC
- △ Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

Hampton Roads

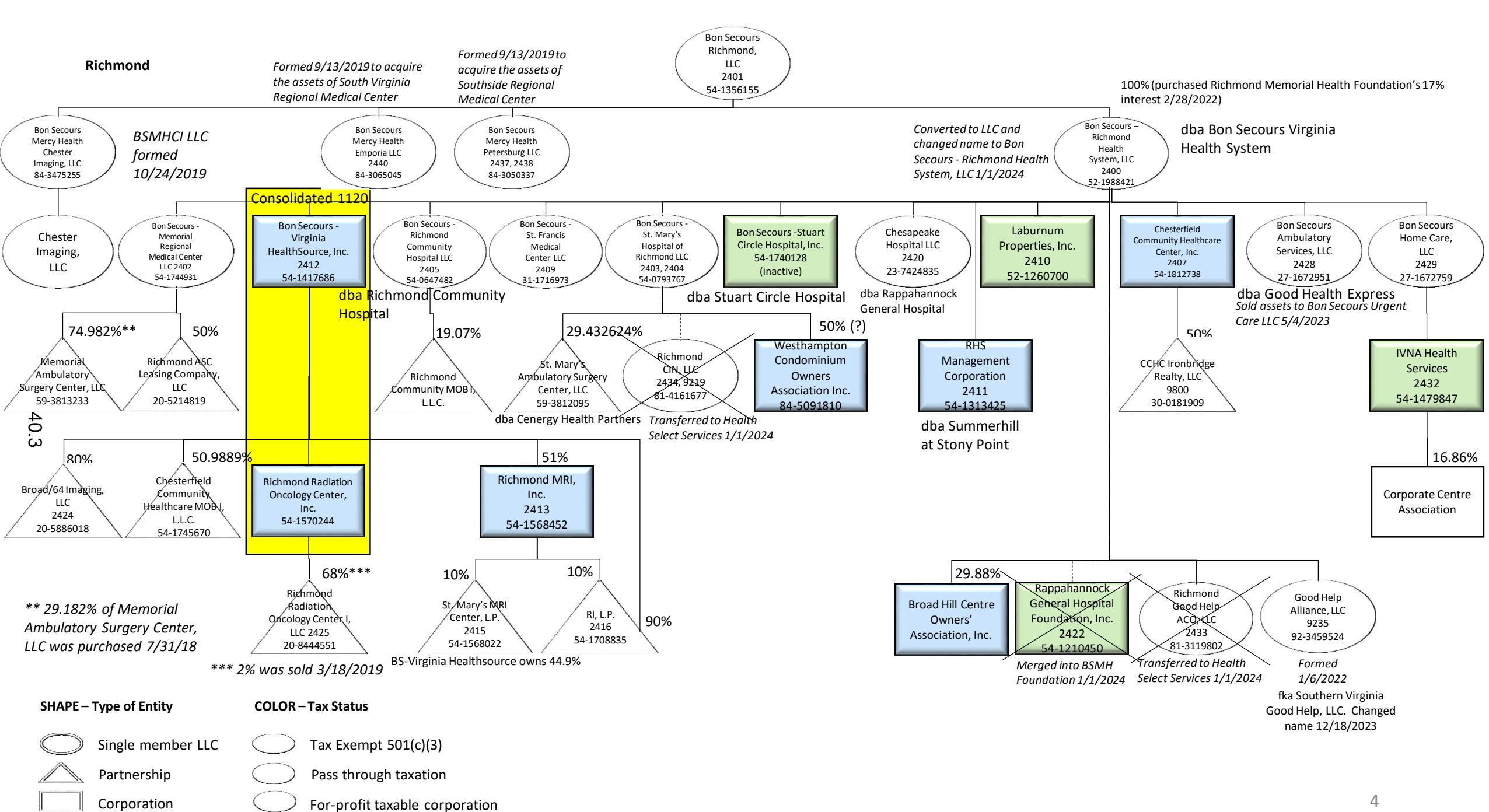


SHAPE – Type of Entity

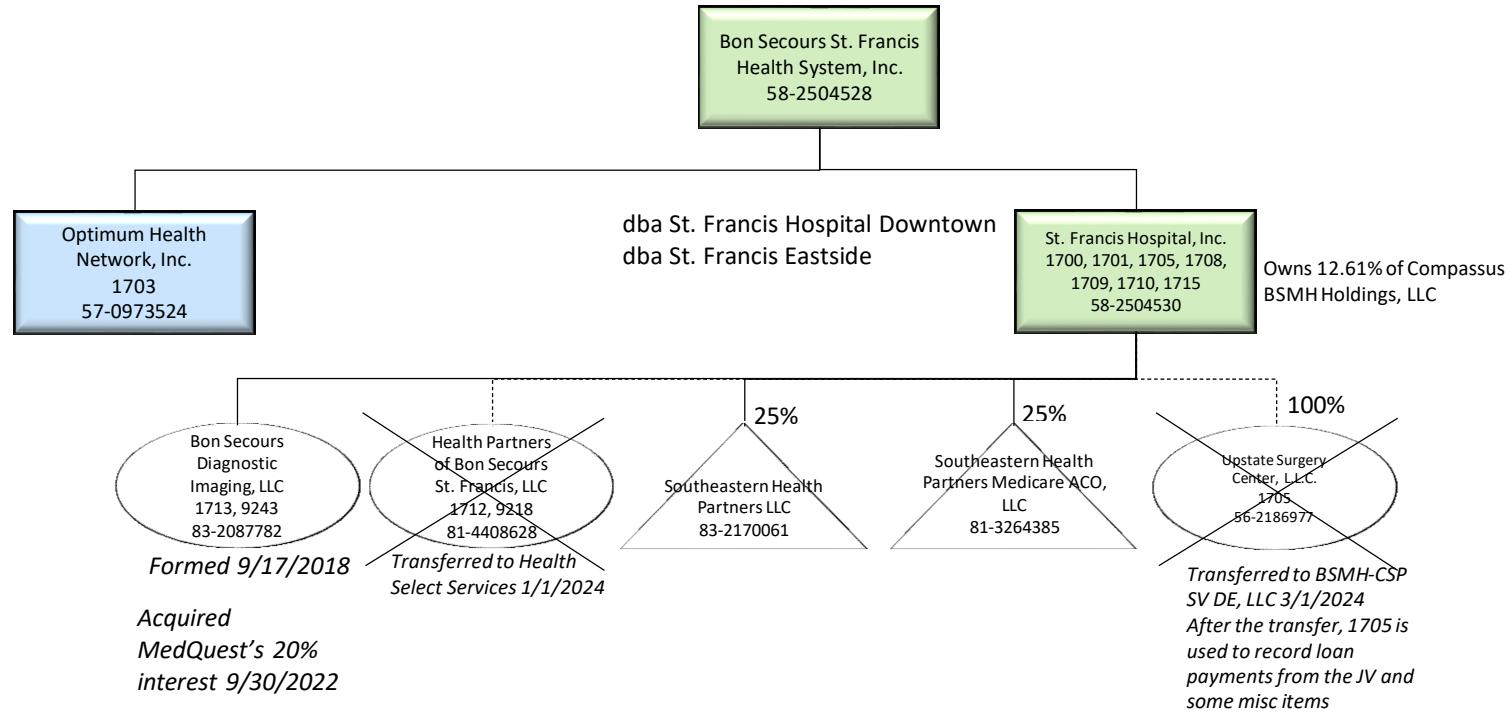
COLOR – Tax Status

- Single member LLC
- Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation



Greenville



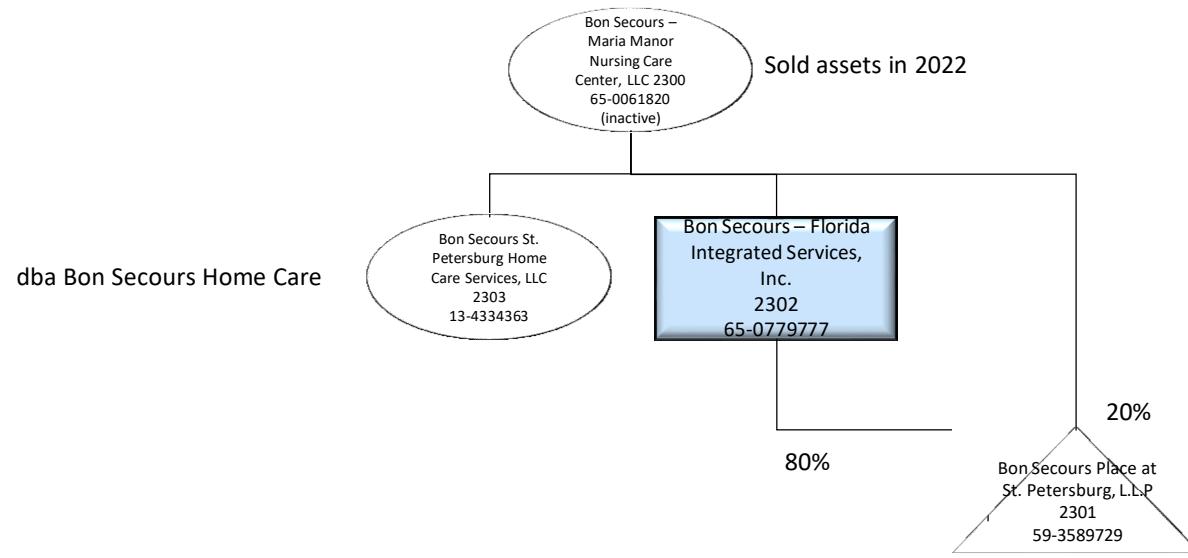
SHAPE – Type of Entity

COLOR – Tax Status

	Single member LLC
	Partnership
	Corporation

	Tax Exempt 501(c)(3)
	Pass through taxation
	For-profit taxable corporation

St. Petersburg



40.5

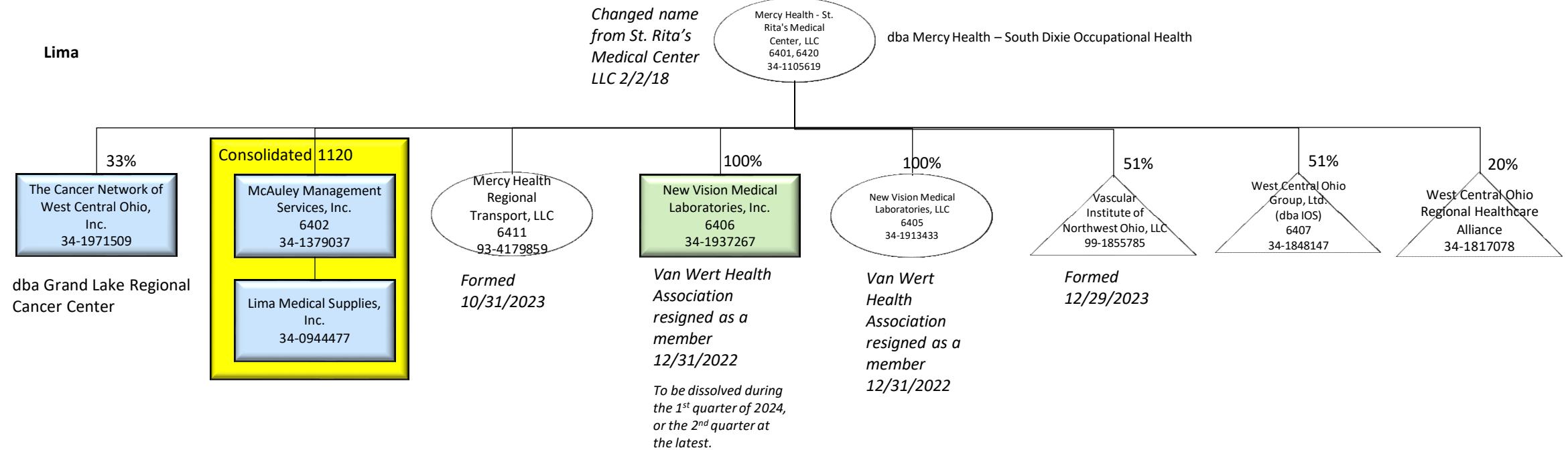
SHAPE – Type of Entity

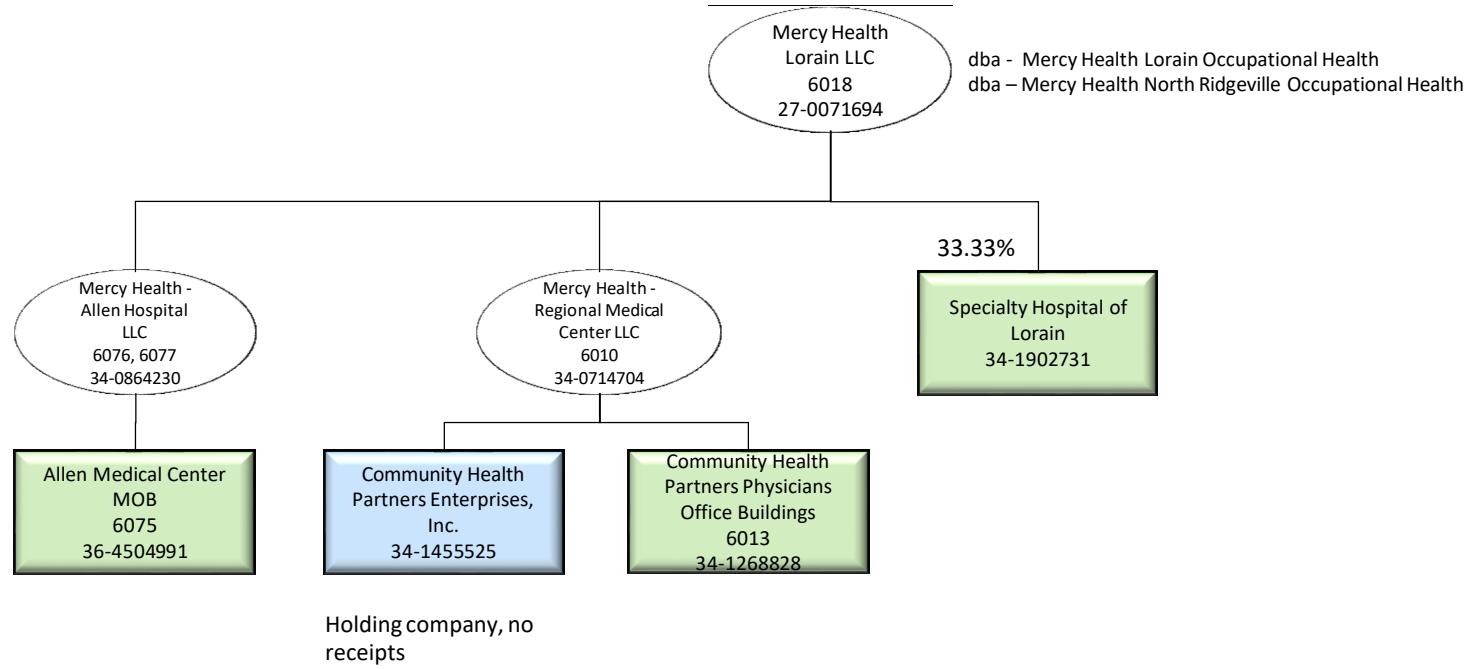
COLOR – Tax Status

- Single member LLC
- Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

Lima



Lorain

40.7

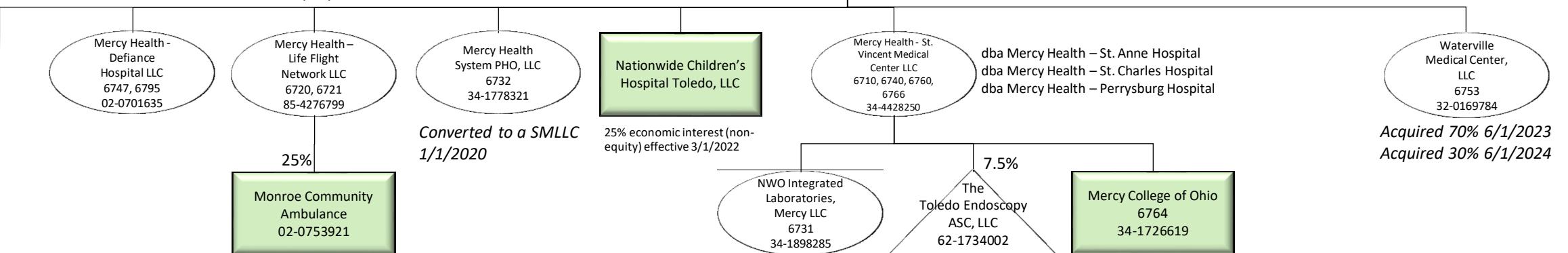
SHAPE – Type of Entity**COLOR – Tax Status**

- Single member LLC
- Partnership
- Corporation

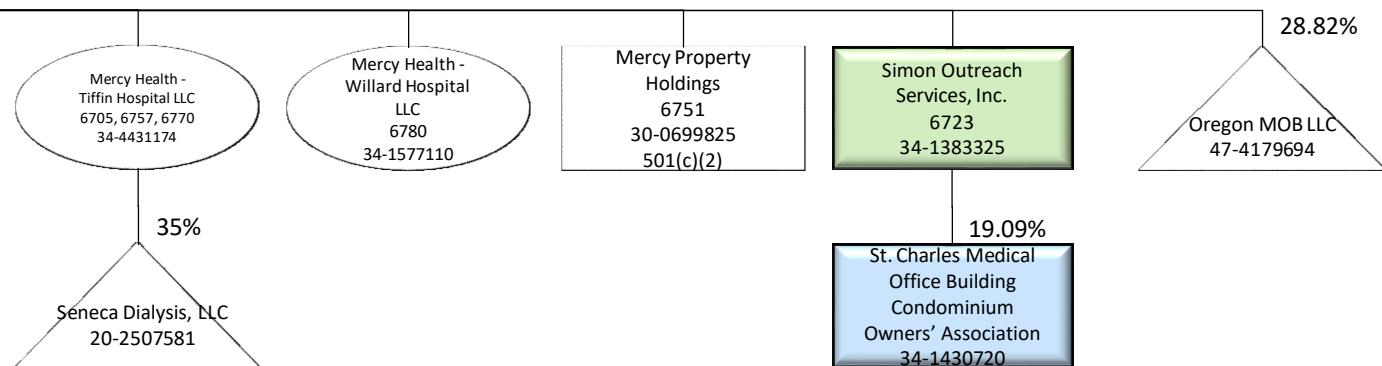
- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

Toledo

Formed 12/11/2020

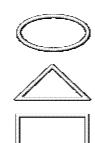


2.04



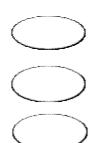
13.58% owner is Mercy Health - St. Vincent Medical Center LLC
7.24% owner is Mercy Medical Partners, Northern Region, LLC

SHAPE – Type of Entity



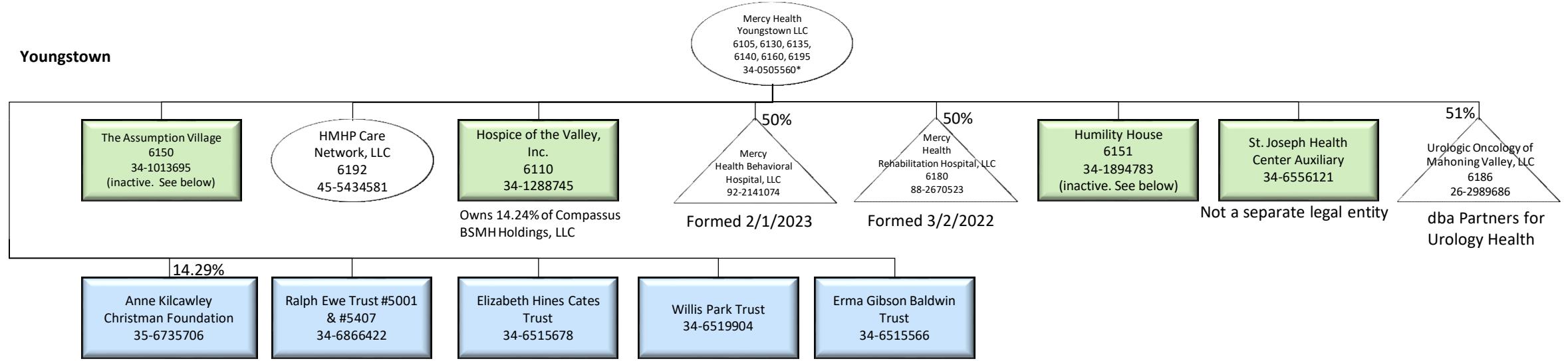
- Single member LLC
- Partnership
- Corporation

COLOR – Tax Status



- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

Youngstown



The Assumption Village sold 2 of 4 parcels in 2022. It retained 05-065-0-009.00-0 and 05-065-0-009.02-0.

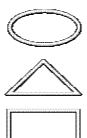
In July 2023 05-065-0-009.00-0 was transferred to Mercy Health Youngstown and 05-065-0-009.02-0 was transferred to Hospice of the Valley.

Humility House sold 2 of 3 parcels in 2022. It retained 48-085-0-002.00-0, which was transferred to Mercy Health Youngstown in July 2023.

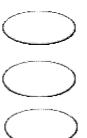
*dba St. Elizabeth Youngstown Hospital
dba St. Elizabeth Boardman Hospital
dba St. Joseph Warren Hospital
dba Mercy Health – Boardman Occupational Health
dba Mercy Health – Warren Occupational Health

SHAPE – Type of Entity

COLOR – Tax Status

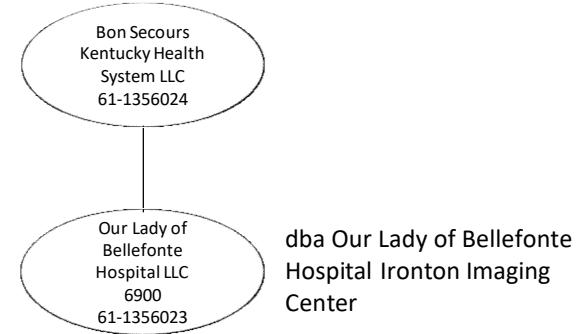


- Single member LLC
- Partnership
- Corporation



- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

Ashland



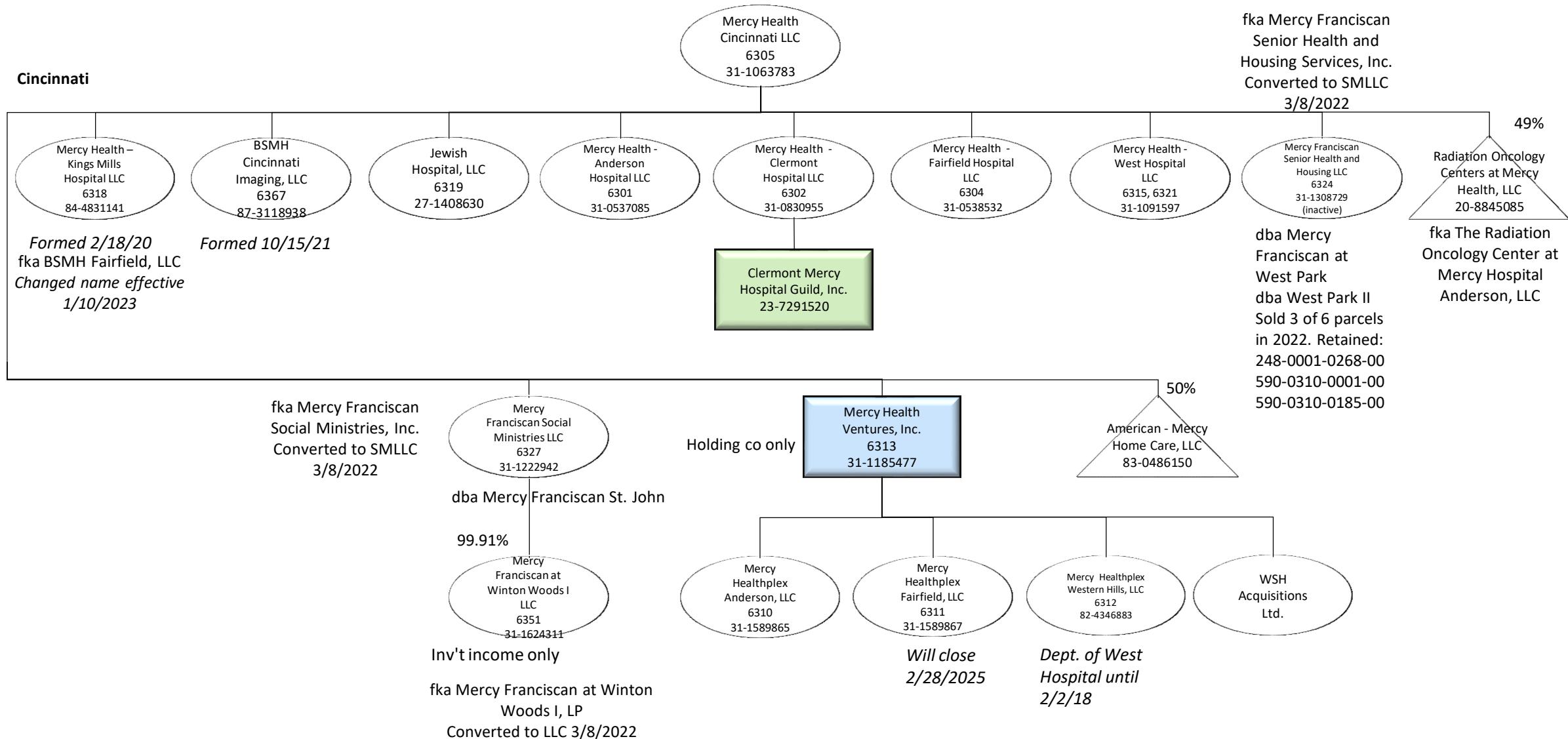
40.10

SHAPE – Type of Entity

COLOR – Tax Status

- Single member LLC
- Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

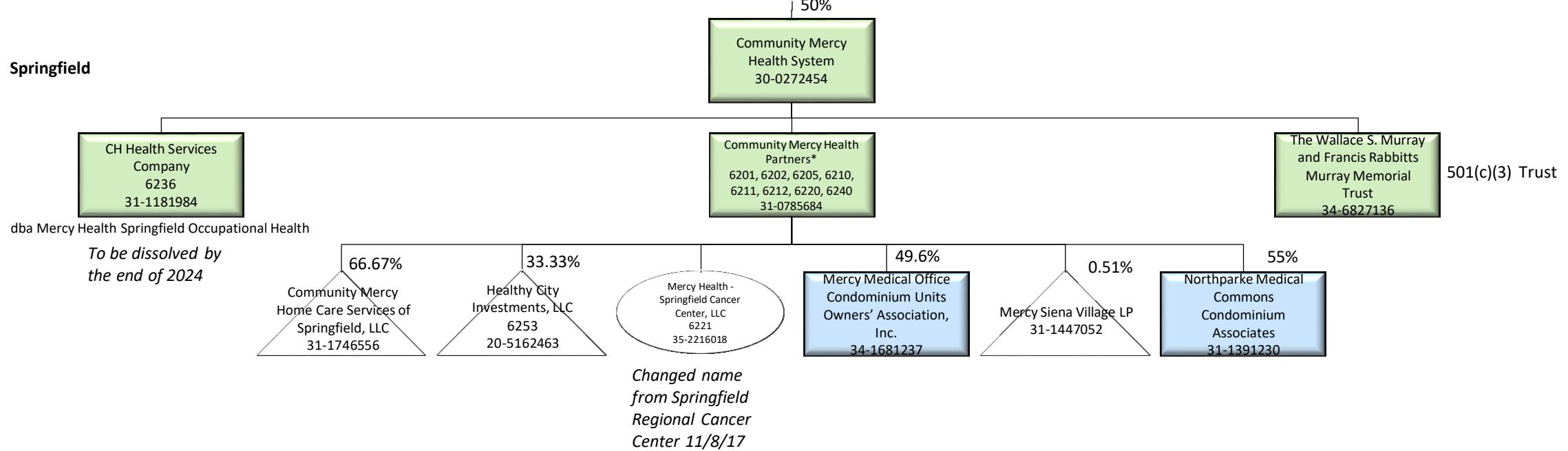


SHAPE – Type of Entity

COLOR – Tax Status

- Single member LLC
- Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

Springfield

*dba Mercy Health - Springfield Regional Medical Center

dba Mercy Health - Urbana Hospital

dba Mercy Health - McAuley Senior Living

dba Mercy Health - Oakwood Village Senior Living (inactive. Sold assets in 2022)

SHAPE – Type of Entity**COLOR – Tax Status**

Single member LLC

Tax Exempt 501(c)(3)

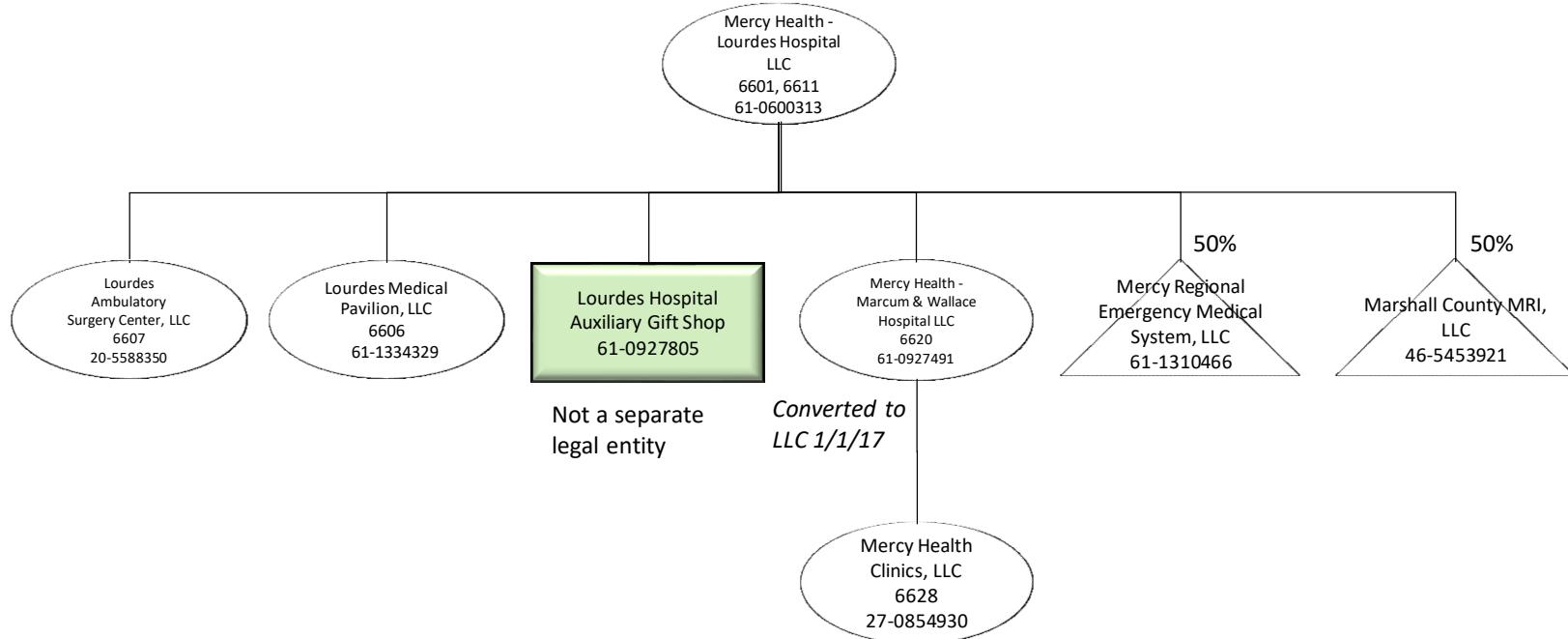
Partnership

Pass through taxation

Corporation

For-profit taxable corporation

Kentucky



40.13

SHAPE – Type of Entity

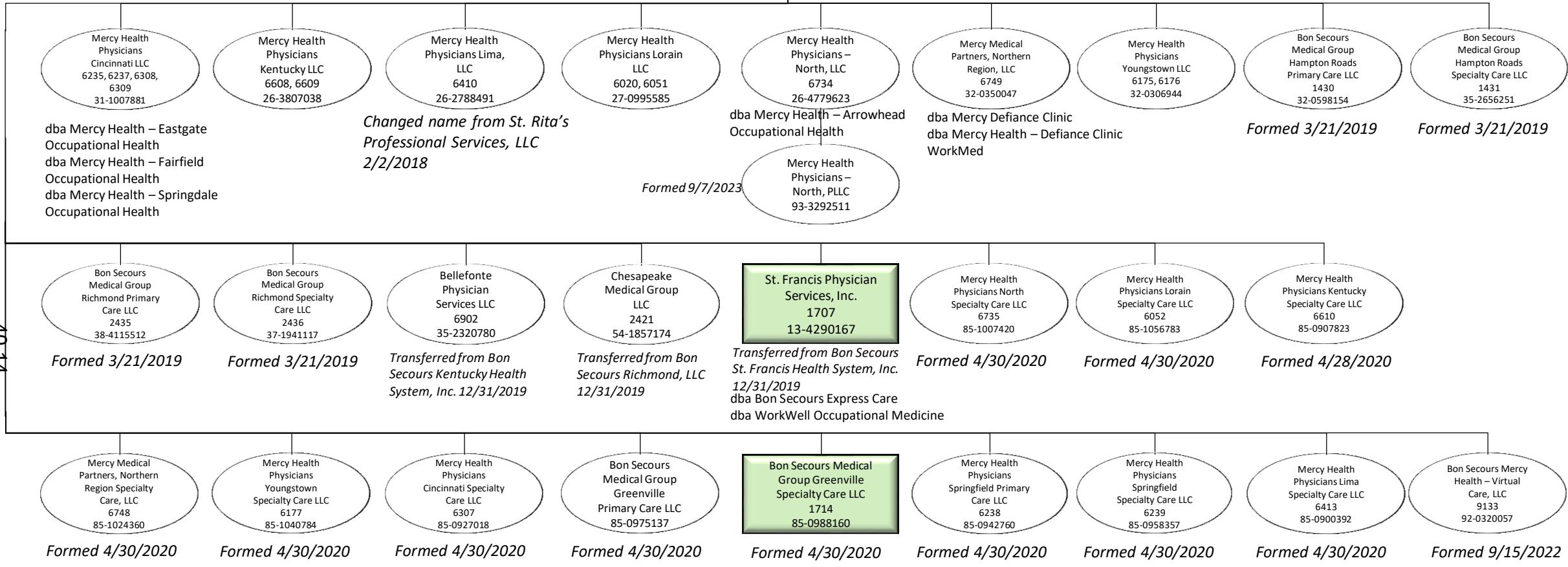
COLOR – Tax Status

- Single member LLC
- △ Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

Bon Secours Mercy Health Medical Group

Changed name from Mercy Health Physicians LLC
5/22/2019



Tax Exempt 501(c)(3)

Disregarded single member LLC

Partnership

Ohio Non-profit; subject to federal taxation

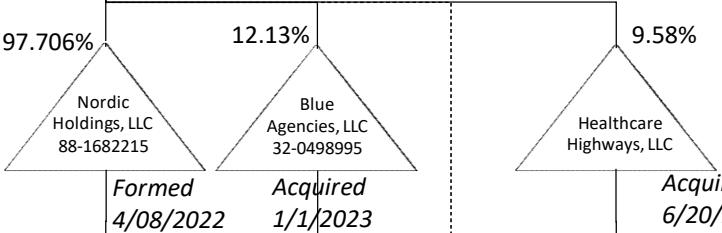
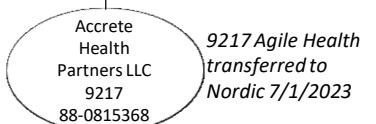
For-profit entity

BSMH Innovations was owned 99.99% by BSMH and 0.01% by HealthCare Services and Support. HCSS sold its 0.01% interest to BSMH 12/31/2024
fka Mercy Health Innovations LLC
Changed name 3/10/20

9204, 1490, 1790, 2490, 6090, 6190, 6290, 6390, 6490, 6690, and 6790 moved from Harness Health Partners LLC to BSMH Employer Services LLC 1/1/2024

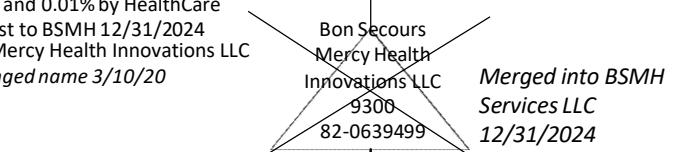
Bon Secours Mercy Health Innovations

Formed 2/22/22



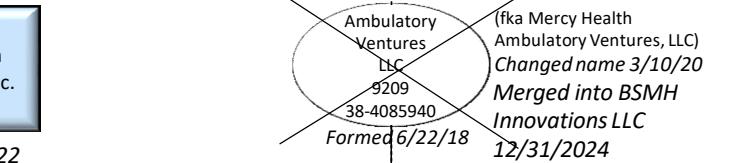
Acquired 5/31/2022

See Next sheet

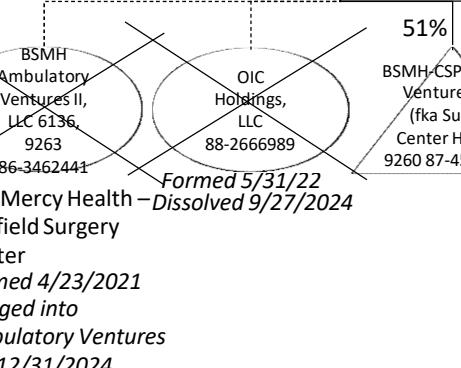


Bon Secours Mercy Health Innovations, Inc.
88-2709441

Formed 6/6/22

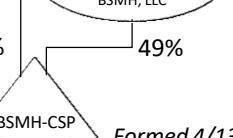
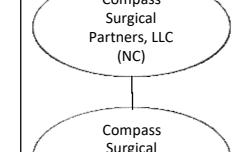
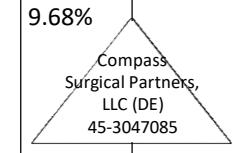


Formed 6/6/22

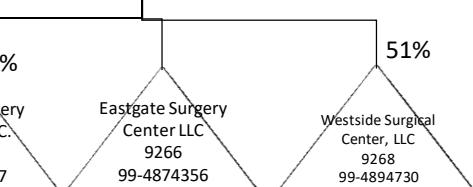
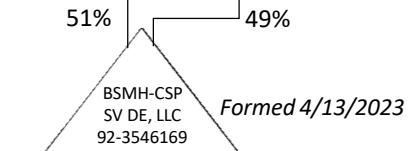


51% BSMH-CSP Surgical Ventures, LLC (fka Surgery Center HC, LLC)
9260 87-4579472*
26.01% Millennium ASC Real Estate, LLC 9262
87-4638541**

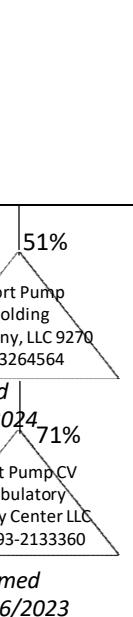
Acquired interest 5/1/2023
Increased from 5% 1/17/2024



Formed 5/28/21
Merged into BSMH Employer Services LLC 10/15/2024

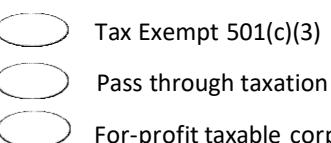


MH-West Hospital sold assets 11/13/2024



SHAPE – Type of Entity

COLOR – Tax Status



Partnership

Pass through taxation

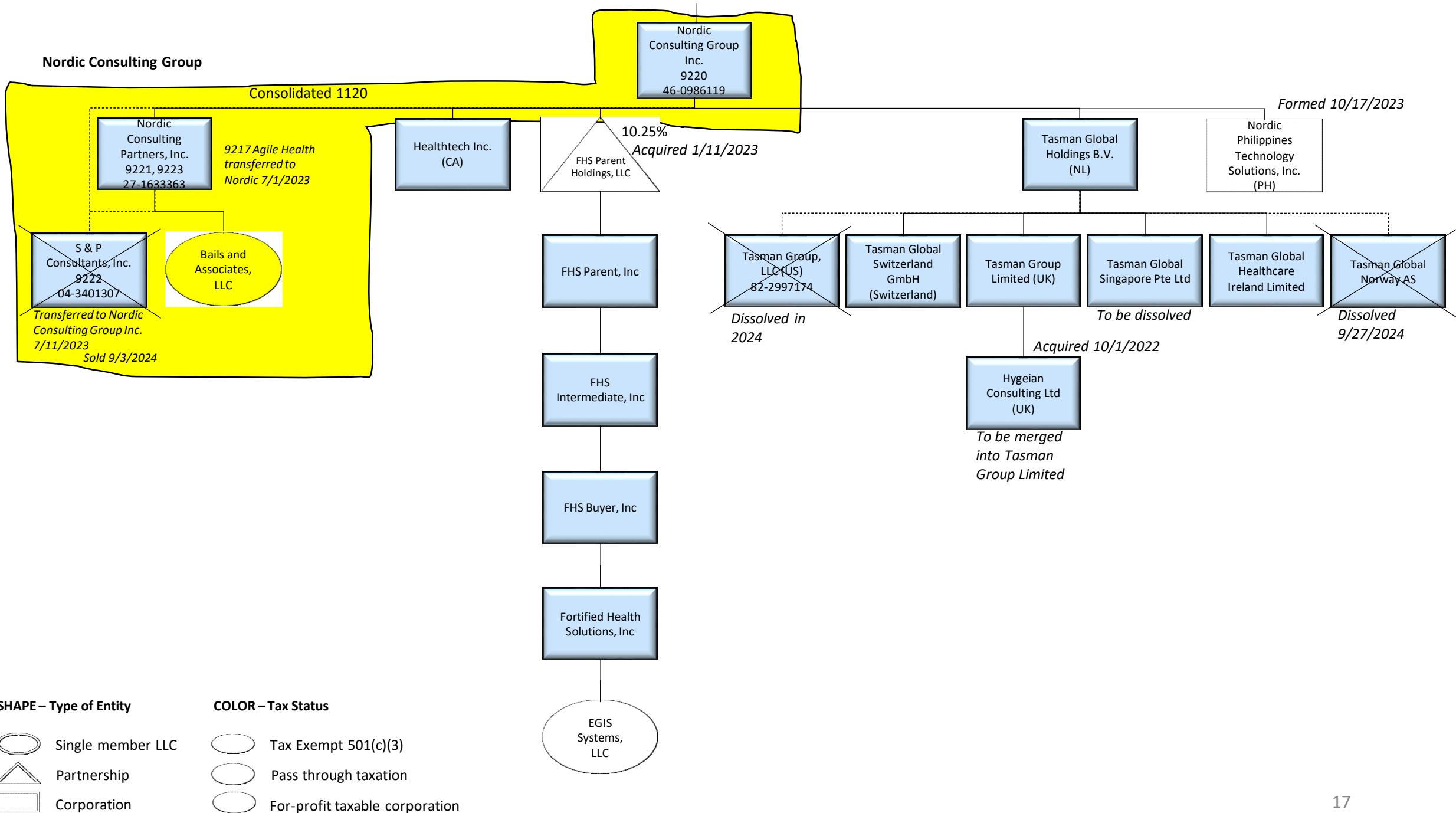
Corporation

For-profit taxable corporation

*Compass Surgical Partners Holdings of Millennium, LLC owns 49%

** Compass Surgical Partners Real Estate of Millennium, LLC owns 25%

Nordic Consulting Group

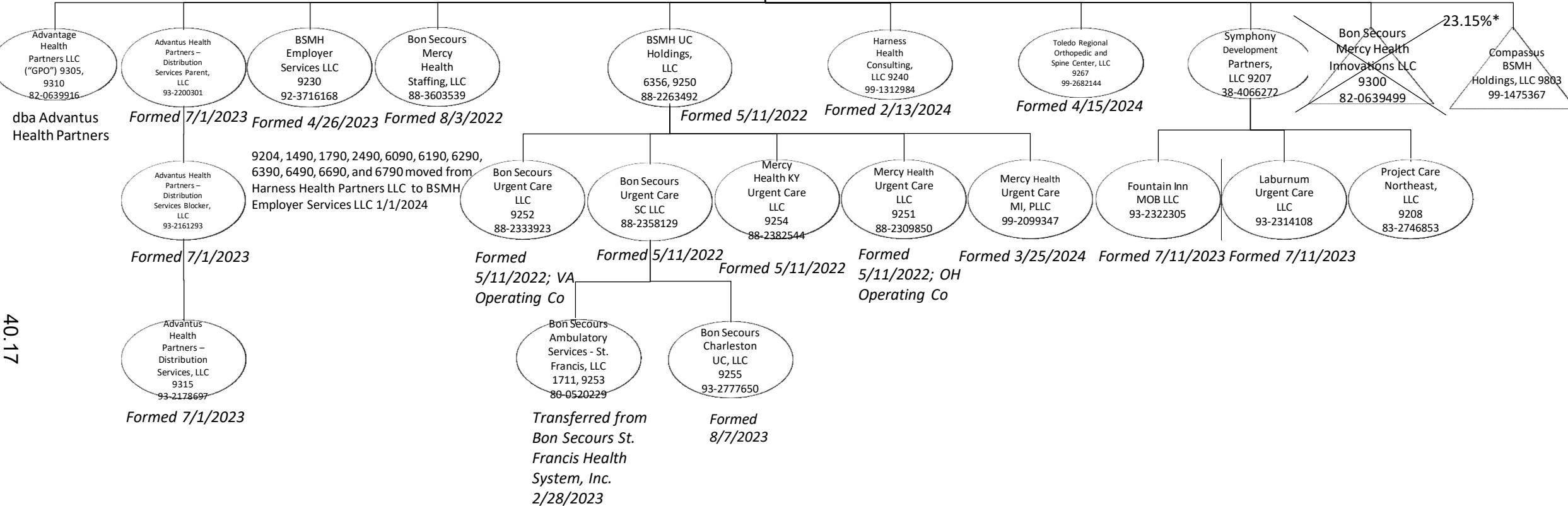


BSMH Services LLC



Formed 5/11/2022

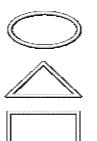
Merged into BSMH Services LLC 12/31/2024
Was owned 99.99% by BSMH and 0.01% by HealthCare Services and Support



*Ownership after 5/1/2024 Closing
BSMH Services LLC 23.15%
Hospice of the Valley, Inc. 14.24%
St. Francis Hospital, Inc. 12.61%
FC Compassus, LLC 50.00%

SHAPE – Type of Entity

COLOR – Tax Status



Single member LLC

Tax Exempt 501(c)(3)



Partnership

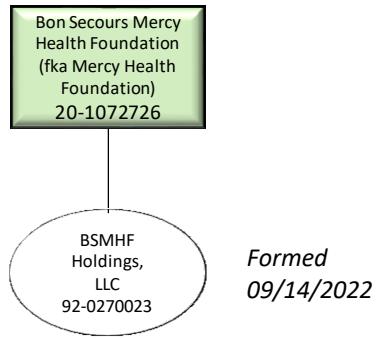
Pass through taxation



Corporation

For-profit taxable corporation

Bon Secours Mercy Health Foundation



40.18

SHAPE – Type of Entity

COLOR – Tax Status

Single member LLC

Tax Exempt 501(c)(3)

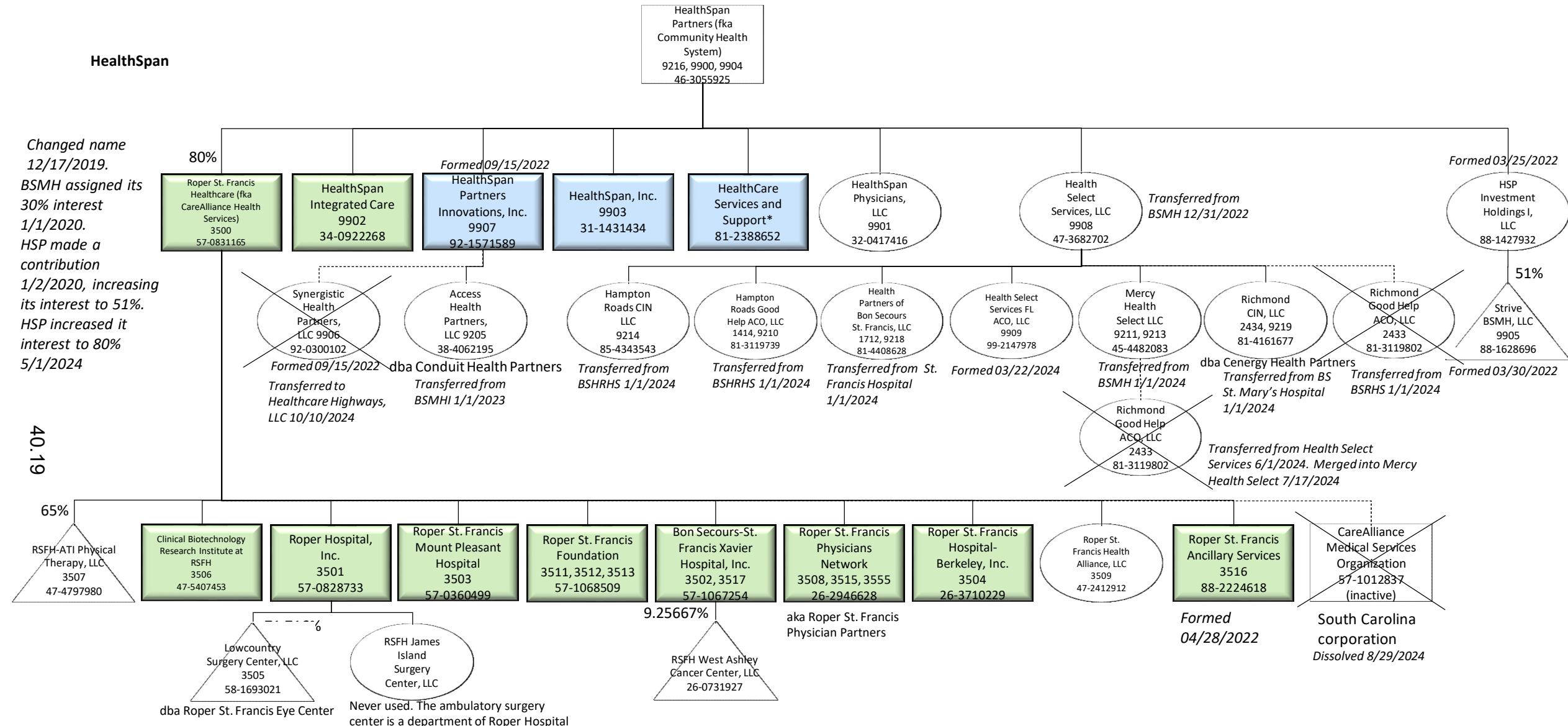
Partnership

Pass through taxation

Corporation

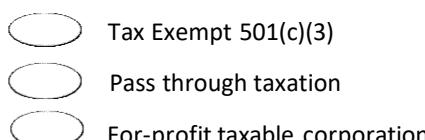
For-profit taxable corporation

HealthSpan



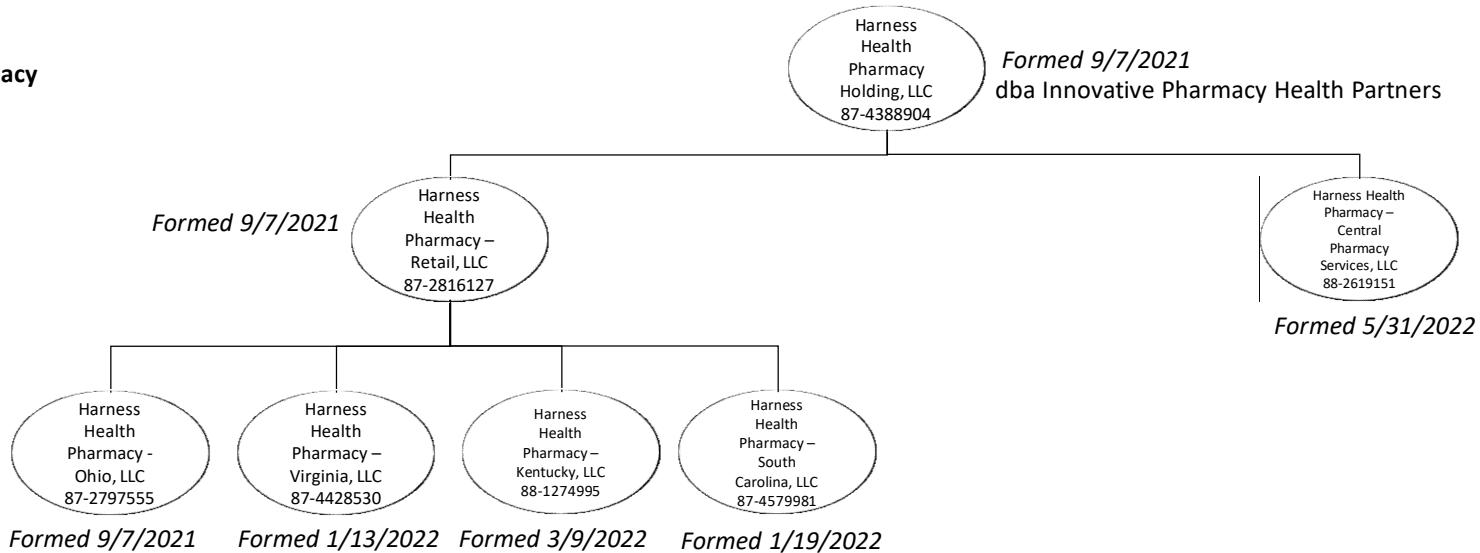
SHAPE – Type of Entity

COLOR – Tax Status



*HealthCare Services and Support had a 0.01% membership interest in Bon Secours Mercy Health Innovations LLC. It sold its interest to BSMH 12/31/2024

Harness Health Pharmacy

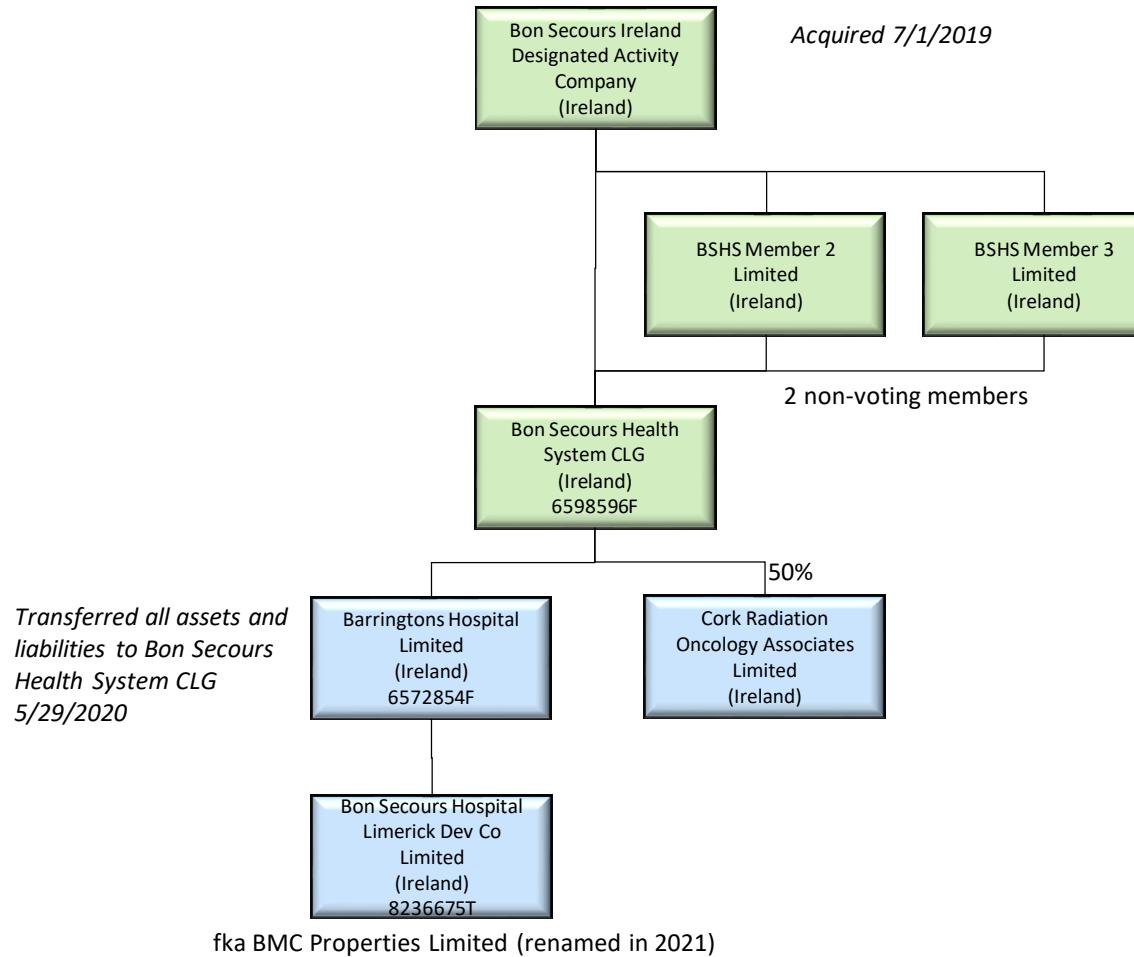


SHAPE – Type of Entity

COLOR – Tax Status

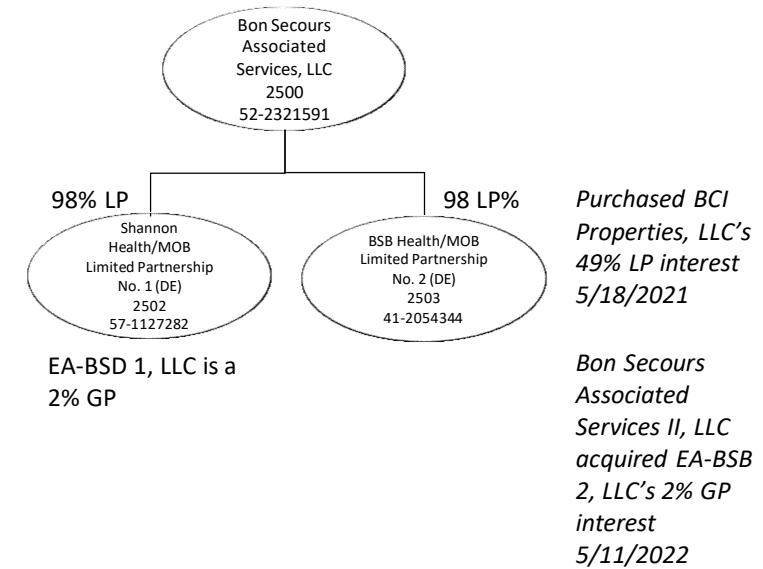
- Single member LLC
- △ Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

Bon Secours Ireland**SHAPE – Type of Entity****COLOR – Tax Status**

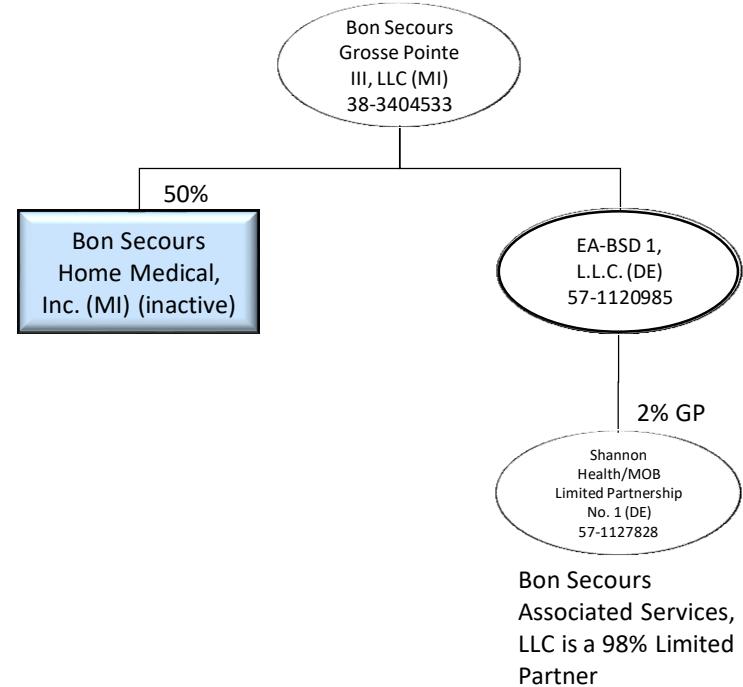
- Single member LLC
- Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

**SHAPE – Type of Entity****COLOR – Tax Status**

- Single member LLC
- △ Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

**SHAPE – Type of Entity****COLOR – Tax Status**

- Single member LLC
- △ Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

Bon Secours New
Jersey Health
System, Inc.
22-2754781

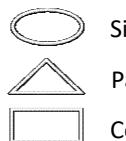
St. Mary Hospital,
Inc.
22-1487324 (to
be dissolved)

*The City of Hoboken
purchased the hospital and
assumed its debts in 2007
and renamed it Hoboken
University Medical Center*

40.24

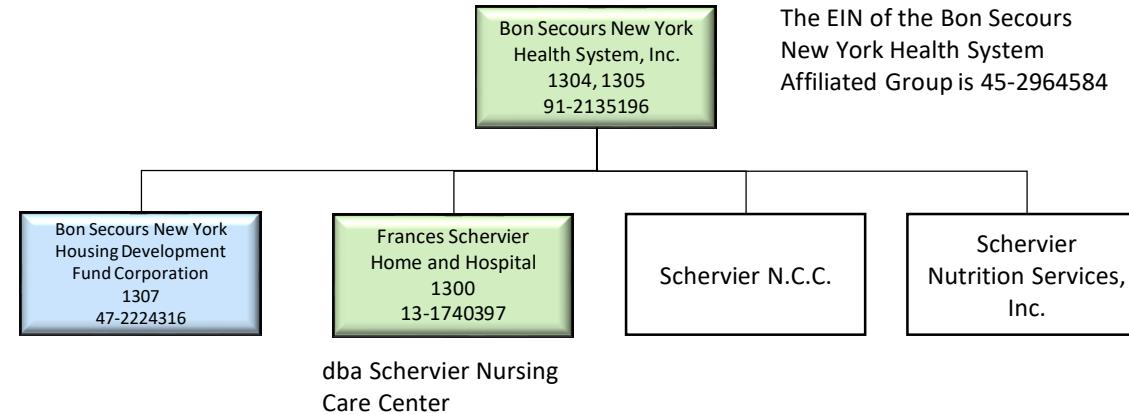
SHAPE – Type of Entity

COLOR – Tax Status



Single member LLC
Partnership
Corporation

Tax Exempt 501(c)(3)
Pass through taxation
For-profit taxable corporation



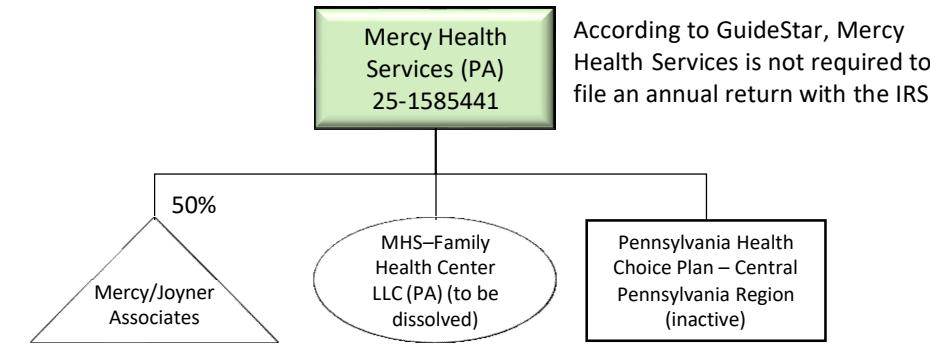
40.25

SHAPE – Type of Entity

COLOR – Tax Status

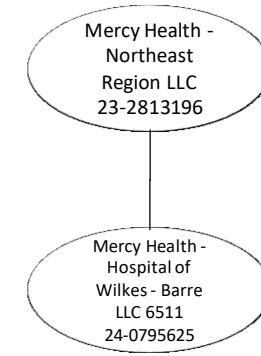
- Single member LLC
- Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

**SHAPE – Type of Entity****COLOR – Tax Status**

- Single member LLC
- △ Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation



PA Parent
Converted to LLC 1/1/17
Assets sold to CHS 5/1/11

*Converted to LLC
1/1/17*

*Assets sold to
Geisinger Health
System 12/1/05*

SHAPE – Type of Entity**COLOR – Tax Status**

- Single member LLC
- Partnership
- Corporation

- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

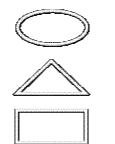
Mercy Health -
Tennessee LLC
6802
73-1627534

TN Parent, Mercy Health Partners, Inc., converted to disregarded single member LLC 1/1/17

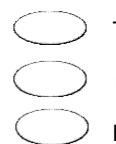
40.28

SHAPE – Type of Entity

COLOR – Tax Status



- Single member LLC
- Partnership
- Corporation



- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation