



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2024
OF THE CONDITION AND AFFAIRS OF THE

HealthSpan Integrated Care

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 (City or Town, State, Country and Zip Code)			216-319-1618 (Area Code) (Telephone Number)		
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)		
Primary Location of Books and Records	1701 Mercy Health Place (Street and Number)	Cincinnati, OH, US 45237 (City or Town, State, Country and Zip Code)			216-319-1618 (Area Code) (Telephone Number)		
Internet Web Site Address	HealthSpan.org						
Statutory Statement Contact	Felicia Browning (Name)	216-319-1618 (Area Code) (Telephone Number) (Extension)					
	felicia.browning@mercy.com (E-Mail Address)	216-623-8793 (FAX Number)					

OFFICERS

Name	Title	Name	Title
Jeffrey Copeland	President a& CEO	Dorothy Williamson	Treasurer

OTHER OFFICERS

Jeffrey Copeland	Dorothy Williamson	Alan Calonge
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State of Ohio.....

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County of

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

Jeffrey Copeland
President a& CEO

Dorothy Williamson
Treasurer

a. Is this an original filing? Yes [X] No []

b. If no:

1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

Subscribed and sworn to before me this
day of ,

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	470,679		470,679	419,970
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ 14,808,553), cash equivalents (\$ 0) and short-term investments (\$ 1)	14,808,554		14,808,554	14,918,425
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	0		0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	15,279,233	0	15,279,233	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
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
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)	15,279,233	0	15,279,233	15,338,395
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	15,279,233	0	15,279,233	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

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 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 reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	3,122		3,122	2,144
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			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	31,524		31,524	30,497
16. Derivatives.....			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).....	34,646	0	34,646	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	(100,505,413)	(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	15,244,587	15,305,754
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	15,279,233	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

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX.....	0	0	0
2. Net premium income (including \$.....non-health premium income)	XXX.....	0	0	0
3. Change in unearned premium reserves and reserve for rate credits	XXX.....	0	0	0
4. Fee-for-service (net of \$.....medical expenses)	XXX.....	0	0	0
5. Risk revenue	XXX.....	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX.....	0	461	0
7. Aggregate write-ins for other non-health revenues	XXX.....	0	0	461
8. Total revenues (Lines 2 to 7).....	XXX.....	0	461	461
Hospital and Medical:				
9. Hospital/medical benefits.....		0	0	0
10. Other professional services.....		0	0	0
11. Outside referrals.....		0	0	0
12. Emergency room and out-of-area.....		0	0	0
13. Prescription drugs.....		0	0	0
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		0	0	0
16. Subtotal (Lines 9 to 15).....	0	0	0	0
Less:				
17. Net reinsurance recoveries.....		0	0	0
18. Total hospital and medical (Lines 16 minus 17).....	0	0	0	0
19. Non-health claims (net).....		0	0	0
20. Claims adjustment expenses, including \$.....cost containment expenses.....		0	0	0
21. General administrative expenses.....		65,005	66,605	97,839
22. Increase in reserves for life and accident and health contracts (including \$.....increase in reserves for life only).....		0	0	0
23. Total underwriting deductions (Lines 18 through 22).....	0	65,005	66,605	97,839
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	(65,005)	(66,144)	(97,378)
25. Net investment income earned.....		3,838	233	(12,535)
26. Net realized capital gains (losses) less capital gains tax of \$.....		0	(8,688)	0
27. Net investment gains (losses) (Lines 25 plus 26).....	0	3,838	(8,455)	(12,535)
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....) (amount charged off \$.....)].....		0	0	0
29. Aggregate write-ins for other income or expenses.....	0	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.....	(61,167)	(74,599)	(109,913)
31. Federal and foreign income taxes incurred.....	XXX.....	0	0	0
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	(61,167)	(74,599)	(109,913)
DETAILS OF WRITE-INS				
0601. Other Revenues.....	XXX.....	461	0	0
0602.	XXX.....	0	0	0
0603.	XXX.....	0	0	0
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX.....	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX.....	0	461	0
0701.	XXX.....	0	0	461
0702.	XXX.....	0	0	0
0703.	XXX.....	0	0	0
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX.....	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX.....	0	0	461
1401.	0	0	0	0
1402.	0	0	0	0
1403.	0	0	0	0
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901.	0	0	0	0
2902.	0	0	0	0
2903.	0	0	0	0
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above).....	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	15,305,754	15,415,667	15,415,667
34. Net income or (loss) from Line 32	(61,167)	(74,599)	(109,913)
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	0	0	0
39. Change in nonadmitted assets	0	0	0
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles	0	0	0
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)	0	0	0
44.3 Transferred to surplus	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(61,167)	(74,599)	(109,913)
49. Capital and surplus end of reporting period (Line 33 plus 48)	15,244,587	15,341,068	15,305,754
DETAILS OF WRITE-INS			
4701. Other Gains and Losses in Surplus	0	0	0
4702.	0	0	0
4703.	0	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	0	0	0
2. Net investment income	3,838	233	(12,535)
3. Miscellaneous income	0	461	461
4. Total (Lines 1 to 3)	3,838	694	(12,074)
5. Benefit and loss related payments	0	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	64,027	68,092	97,182
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	0	3,652
10. Total (Lines 5 through 9)	64,027	68,092	100,834
11. Net cash from operations (Line 4 minus Line 10)	(60,189)	(67,398)	(112,908)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	424,585	0	0
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	1,206	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	425,791	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds	470,441	0	0
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	8,688	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	470,441	8,688	0
14. Net increase/(decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(44,650)	(8,688)	0
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	1,027	(13,390)	(356)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	1,027	(13,390)	(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)	(103,812)	(89,476)	(113,264)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	14,919,556	15,032,820	15,032,820
19.2 End of period (Line 18 plus Line 19.1)	14,815,744	14,943,344	14,919,556

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	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											
Total Members at end of:														
1. Prior Year	0	0	0	0	0	0	0	0	0	0	0	0	0	0
2. First Quarter	0	0	0	0	0	0	0	0	0	0	0	0	0	0
3. Second Quarter	0	0	0	0	0	0	0	0	0	0	0	0	0	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5. Current Year	0													
6. Current Year Member Months	0													
Total Member Ambulatory Encounters for Period:														
7. Physician	0													
8. Non-Physician	0													
9. Total	0	0	0	0	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0													
11. Number of Inpatient Admissions	0													
12. Health Premiums Written (a)	0													
13. Life Premiums Direct	0													
14. Property/Casualty Premiums Written	0													
15. Health Premiums Earned	0													
16. Property/Casualty Premiums Earned	0													
17. Amount Paid for Provision of Health Care Services	0													
18. Amount Incurred for Provision of Health Care Services	0													

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

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
0199999 Individually listed claims unpaid.....	0	.0	0	.0	0	0
0299999 Aggregate accounts not individually listed-uncovered.....						0
0399999 Aggregate accounts not individually listed-covered.....						0
0499999 Subtotals.....	0	0	0	0	0	0
0599999 Unreported claims and other claim reserves.....	XXX	XXX	XXX	XXX	XXX	
0699999 Total amounts withheld.....	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid.....	XXX	XXX	XXX	XXX	XXX	0
0899999 Accrued medical incentive pool and bonus amounts.....	XXX	XXX	XXX	XXX	XXX	0

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) 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
7. Title XVIII - Medicare						0
8. Title XIX - Medicaid						0
9. Credit A&H						0
10. Disability income						0
11. Long-term care						0
12. Other health						0
13. Health subtotal (Lines 1 to 12).....	0	.0	.0	0	0	0
14. Health care receivables (a)						0
15. Other non-health						0
16. Medical incentive pools and bonus amounts						0
17. Totals (Lines 13-14+15+16)	0	0	0	0	0	0

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

HealthSpan Integrated Care Notes to Financial
Statements
For the Nine Months Ended September 30, 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 #	9 Months Ended 9/30/24 (in thousands)	Year Ended 12/31/23 (in thousands)
NET INCOME					
(1) HealthSpan state basis (page 4, Line 32, Columns 2 & 3)				\$ (61)	\$ (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>\$ (61)</u></u>	<u><u>\$ (110)</u></u>
SURPLUS					
(5) HealthSpan state basis (page 3, Line 33, Columns 3 & 4)				\$ 15,244	\$ 15,305
(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>\$ 15,244</u></u>	<u><u>\$ 15,305</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 Nine Months Ended September 30, 2024 and the Year
Ended December 31, 2023

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

- a. Accounting Policies No significant changes from the 2023 annual statement
- b. 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 September 30, 2024 and December 31, 2023, HealthSpan had no investments in mortgage loans.

- b. Debt Restructuring

As of September 30, 2024 and December 31, 2023, HealthSpan had no investments in restructured debt.

- c. Reverse Mortgages

As of September 30, 2024 and December 31, 2023, HealthSpan had no investments in reverse mortgages.

- d. Loan Backed Securities

As of September 30, 2024 and December 31, 2023, HealthSpan had no investments in loan backed securities.

- e. Repurchase Agreements and Securities Lending Transactions

As of September 30, 2024 and December 31, 2023, HealthSpan had no repurchase agreements or securities lending transactions.

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5. Investments (Continued)

- Real Estate – As of September 30, 2024 and December 31, 2023, HealthSpan had no property held for sale.

f. Investments in Low-Income Housing Tax Credits

As of September 30, 2024 and December 31, 2023, HealthSpan had no investments in low-income housing credits.

- g. Restricted Assets – HealthSpan is required to keep investments on deposit in the State of Ohio, where it is licensed. At September 30, 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 September 30, 2024 and December 31, 2023, HealthSpan had no working capital finance investments.

i. Offsetting and Netting of Assets and Liabilities

As of September 30, 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 September 30, 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.

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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 September 30, 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 September 30, 2024 and December 31, 2023, related party and affiliate balances were as follows (in thousands)
Due to (Due from):

	09/30/2024	12/31/2023
Bon Secours Mercy Health	\$ 31	\$ 33
HealthSpan Partners	-	0
HealthSpan Physicians	-	0
HealthSpan Inc.	0	0
	<hr/> <u>\$ 31</u>	<hr/> <u>\$ 33</u>

As of September 30, 2024 and December 31, 2023, HealthSpan does not have an agreement with the Federal Home Loan Bank or other third party lenders.

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

No significant changes from the 2023 annual statement.

11. 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.

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No significant changes from the 2023 annual statement.

12. Liabilities, Contingencies and Assessments

No significant changes from the 2023 annual statement.

13. Leases

No significant changes from the 2023 annual statement.

14. 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.

15. 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.

16. 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.

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

None

18. 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

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be corroborated by market data for the term of the instrument. Such inputs include market interest rates and volatilities, spreads, and yield curves.

- Level 3 – Certain inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement.

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

Investments at statement value and estimated fair value at September 30, 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 September 30, 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	\$ -

19. 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

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20. Reinsurance

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

21. 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.

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 September 30, 2024, the 2014, 2015 and 2016 receivables were fully settled.

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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.

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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 September 30, 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)	\$ -

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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 transitional 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.

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24. Retrospectively Rated Contracts (continued)

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

Risk Corridors Program Year	Accrued during the Prior Year on Business Written Before Dec 31 of the Prior Year		Received or Paid as of the Current Year on Balances Written Before Dec 31 of the Prior Year		Differences		Adjustments		Unadjusted Balances as of the		
					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									A	\$ -	\$ -
1. Accrued retrospective premium	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	A	\$ -	\$ -
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-	-	B	-	-
b. 2015									C	-	-
1. Accrued retrospective premium	-	-	-	-	-	-	-	-	C	-	-
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-	-	D	-	-
c. 2016									E	-	-
1. Accrued retrospective premium	-	-	-	-	-	-	-	-	F	-	-
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-	-		\$ -	\$ -
Total Risk Corridors	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		\$ -	\$ -
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	\$ -	\$ -	\$ -

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25. Change in Incurred Claims and Claim Adjustment Expenses

	<u>09/30/2024</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>
Paymet 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.

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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 September 30, 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 Three months ended September 30, 2024 or the Year ended December 31, 2023.

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES****GENERAL**

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

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

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

2.2 If yes, date of change:

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

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

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

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

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

3.5 If the response to 3.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group.....

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

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

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

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

If yes, attach an explanation.

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

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2015

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 01/30/2017

6.4 By what department or departments?

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

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

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

7.2 If yes, give full information:

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

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

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

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

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

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

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

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

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

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

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

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

FINANCIAL

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

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

GENERAL INTERROGATORIES

INVESTMENT

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0

13. Amount of real estate and mortgages held in short-term investments: \$ 0

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

14.2 If yes, please complete the following:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

18.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed? Yes [X] No []

18.2 If no, list exceptions:

.....

19. By self-designating 5GI securities, the reporting entity is certifying the following elements for 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.

Has the reporting entity self-designated 5GI securities? Yes [] No [X]

20. By self-designating PLGI securities, the reporting entity is certifying the following elements of each self-designated PLGI security:

- a. The security was purchased prior to January 1, 2018.
- b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.
- c. The NAIC Designation was derived from the credit rating assigned by an NAIC CRP in its legal capacity as a NRSRO which is shown on a current private letter rating held by the insurer and available for examination by state insurance regulators.
- d. The reporting entity is not permitted to share this credit rating of the PL security with the SVO.

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

GENERAL INTERROGATORIES

Has the reporting entity self-designated PLGI securities?..... Yes [] No [X]

21. 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]

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent..... 0.0 %

1.2 A&H cost containment percent..... 0.0 %

1.3 A&H expense percent excluding cost containment expenses..... 0.0 %

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

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

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

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

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

3.1 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]

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

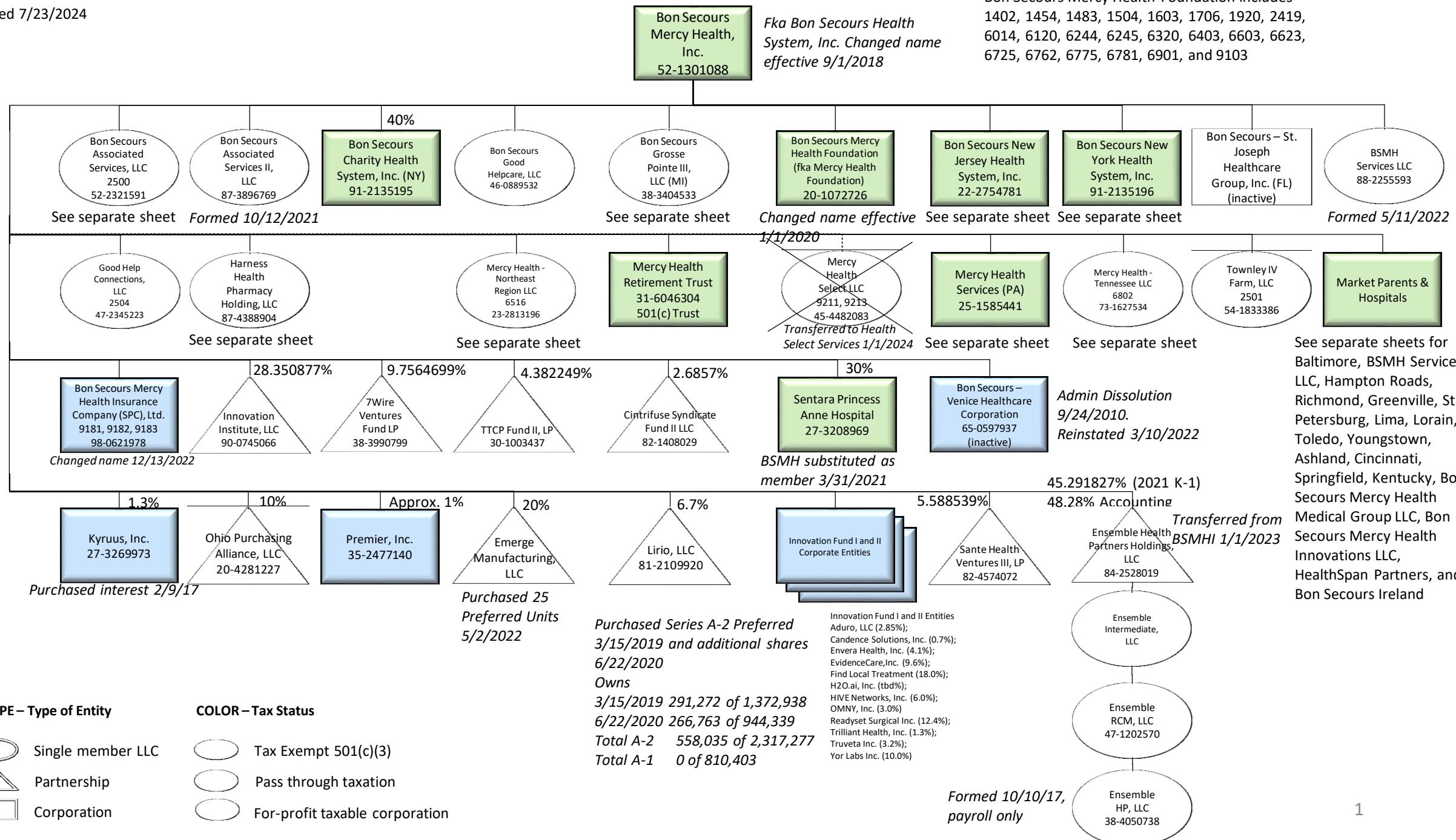
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

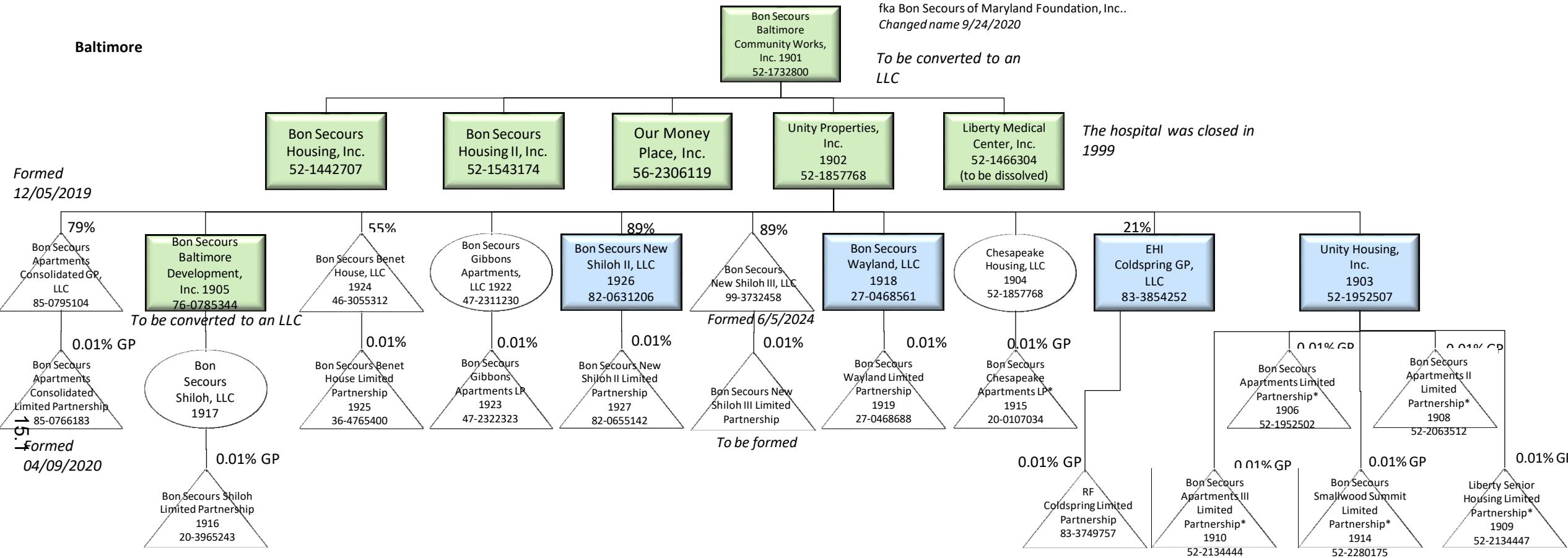
States, Etc.	1 Active Status (a)	Direct Business Only								
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 CHIP Title XXI	6 Federal Employees Health Benefits Program Premiums	7 Life & Annuity Premiums & Other Considerations	8 Property/ Casualty Premiums	9 Total Columns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



Baltimore



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

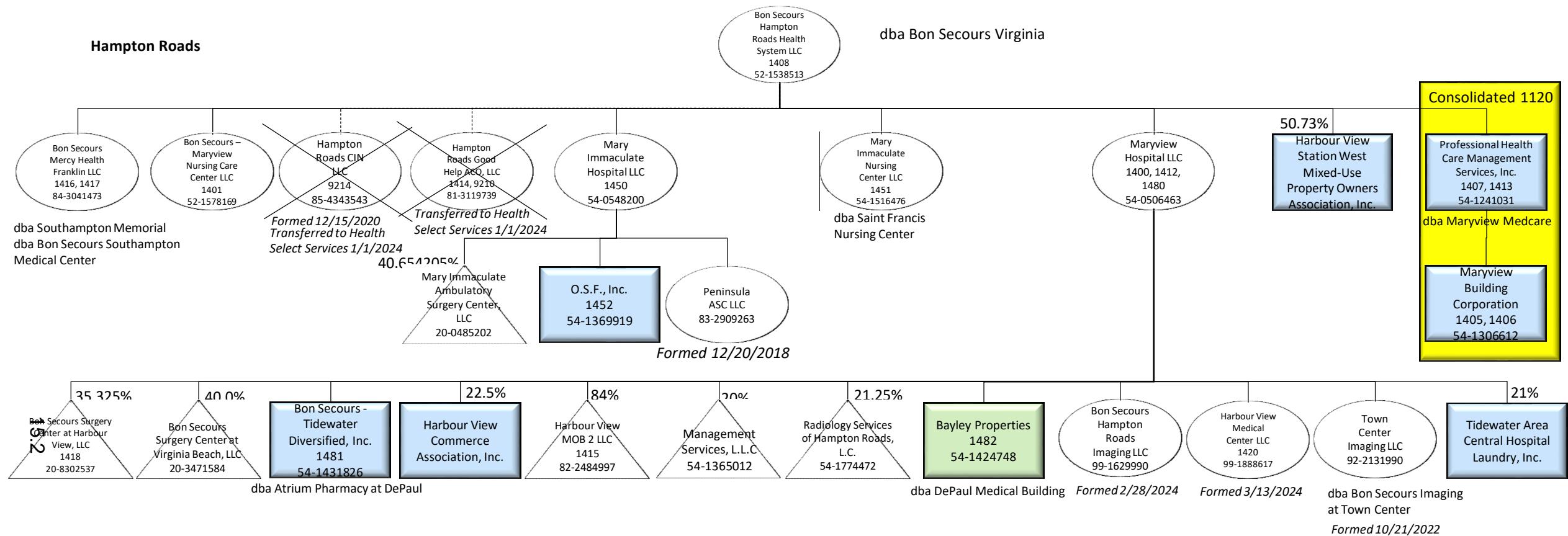
SHAPE – Type of Entity

COLOR – Tax Status

- Single member LLC
- △ Partnership
- Corporation

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

Hampton Roads

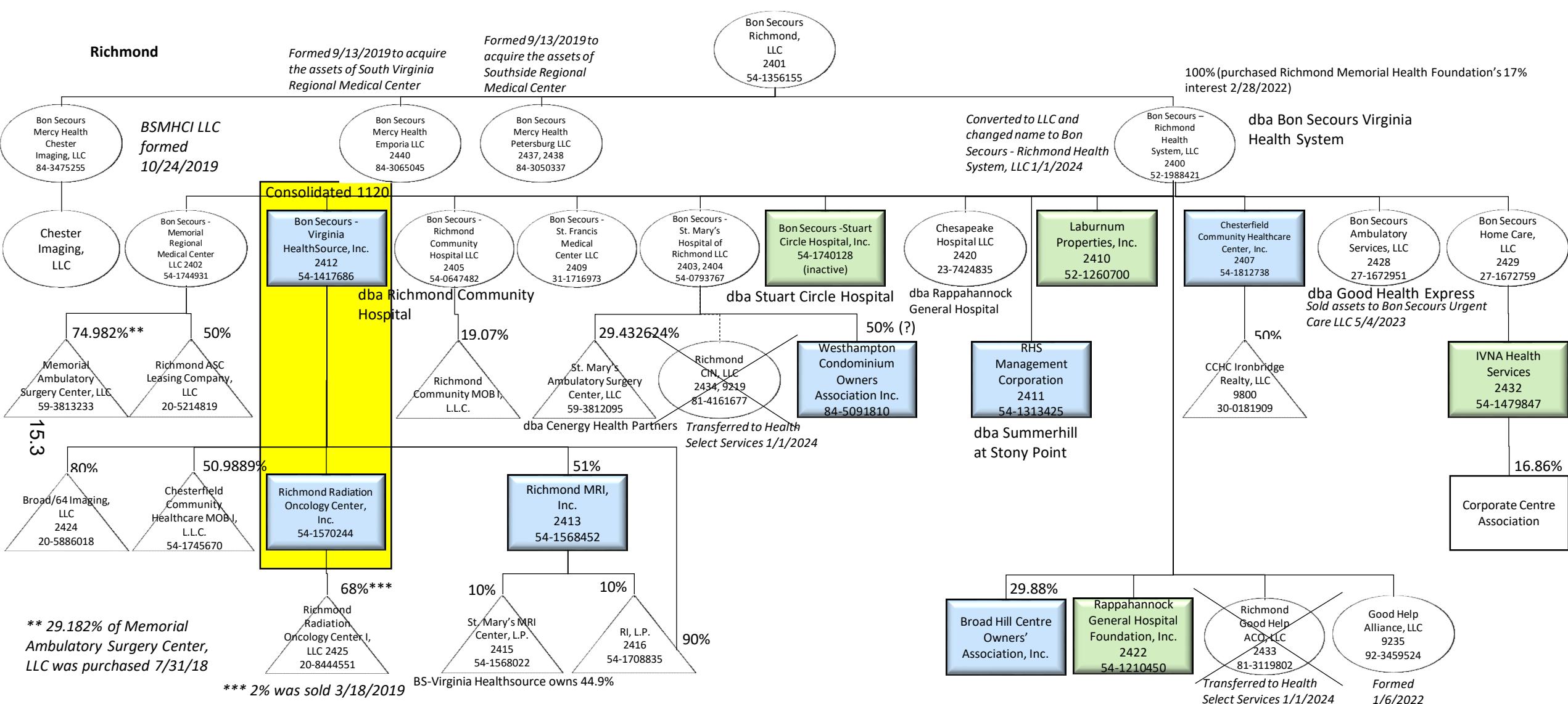


SHAPE – Type of Entity

COLOR – Tax Status

- Single member LLC
- Partnership
- Corporation

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



*** 29.182% of Memorial Ambulatory Surgery Center, LLC was purchased 7/31/18*

*** 2% was sold 3/18/2019

COLOR – Tax Status

Tax Exempt 501(c)(3)

- Pass through taxation
- For-profit taxable corporation

-  Single member LLC
-  Partnership
-  Corporation

- Single member
- Partnership

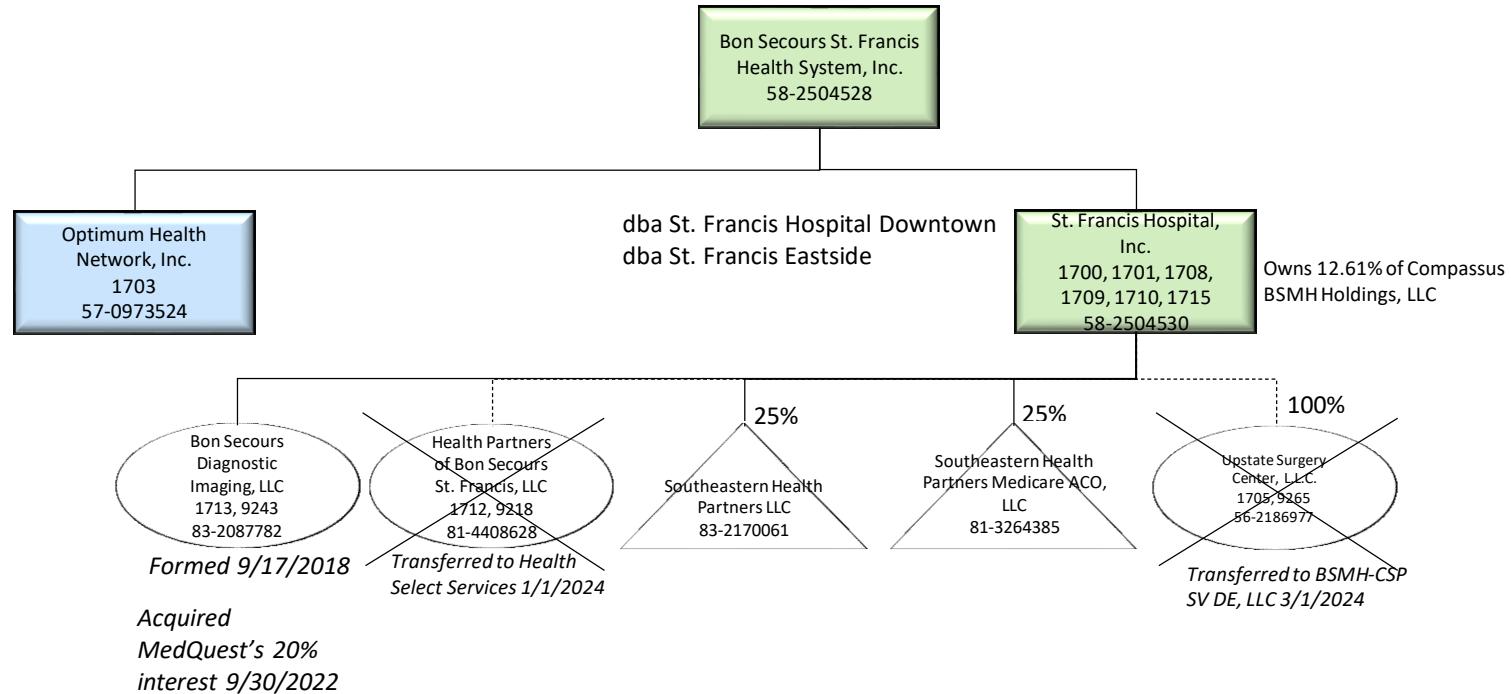
Corporation

- Tax Exempt
- Pass through

For-profit taxable corporation

fka Southern Virginia
Good Help, LLC. Changed
name 12/18/2023

Greenville



15.4

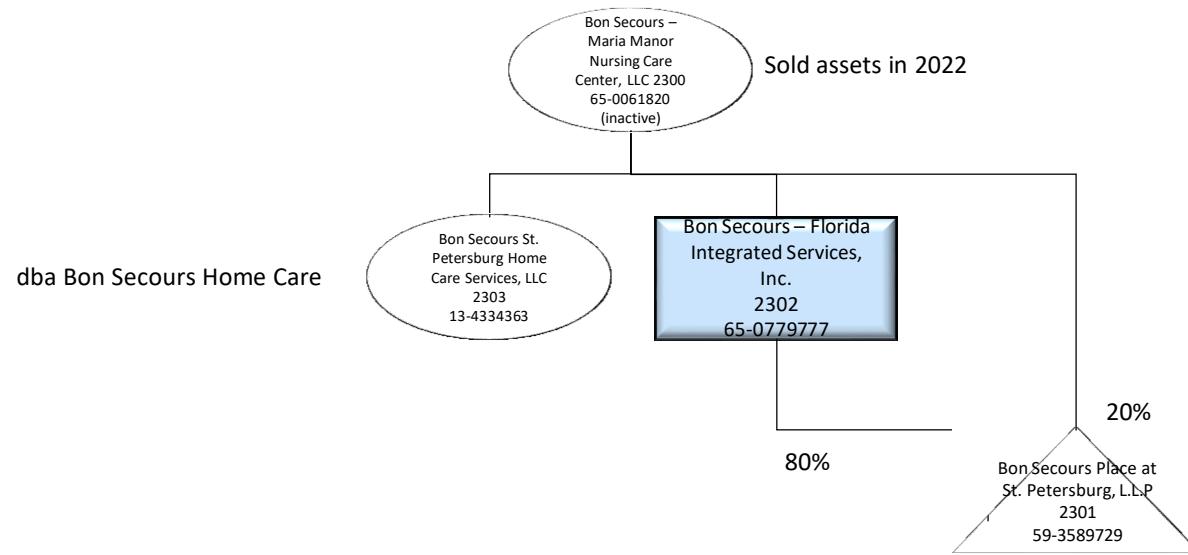
SHAPE – Type of Entity

COLOR – Tax Status

- Single member LLC
- △ Partnership
- Corporation

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

St. Petersburg



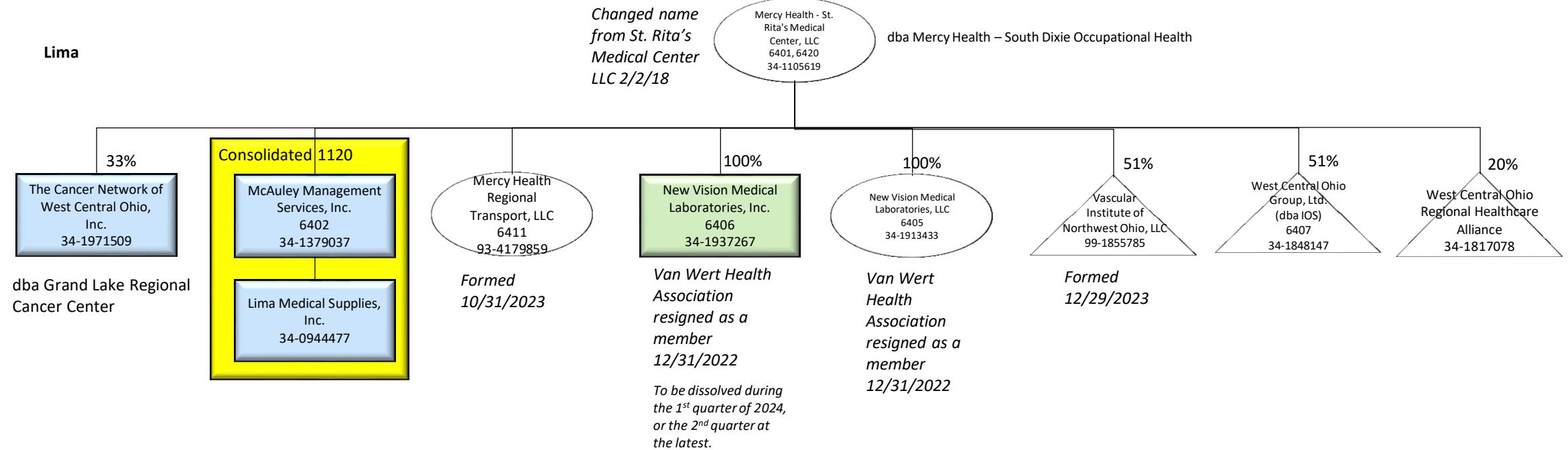
SHAPE – Type of Entity

COLOR – Tax Status

	Single member LLC
	Partnership
	Corporation

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

Lima



15.6

SHAPE – Type of Entity

COLOR – Tax Status



Single member LLC



Tax Exempt 501(c)(3)



Partnership

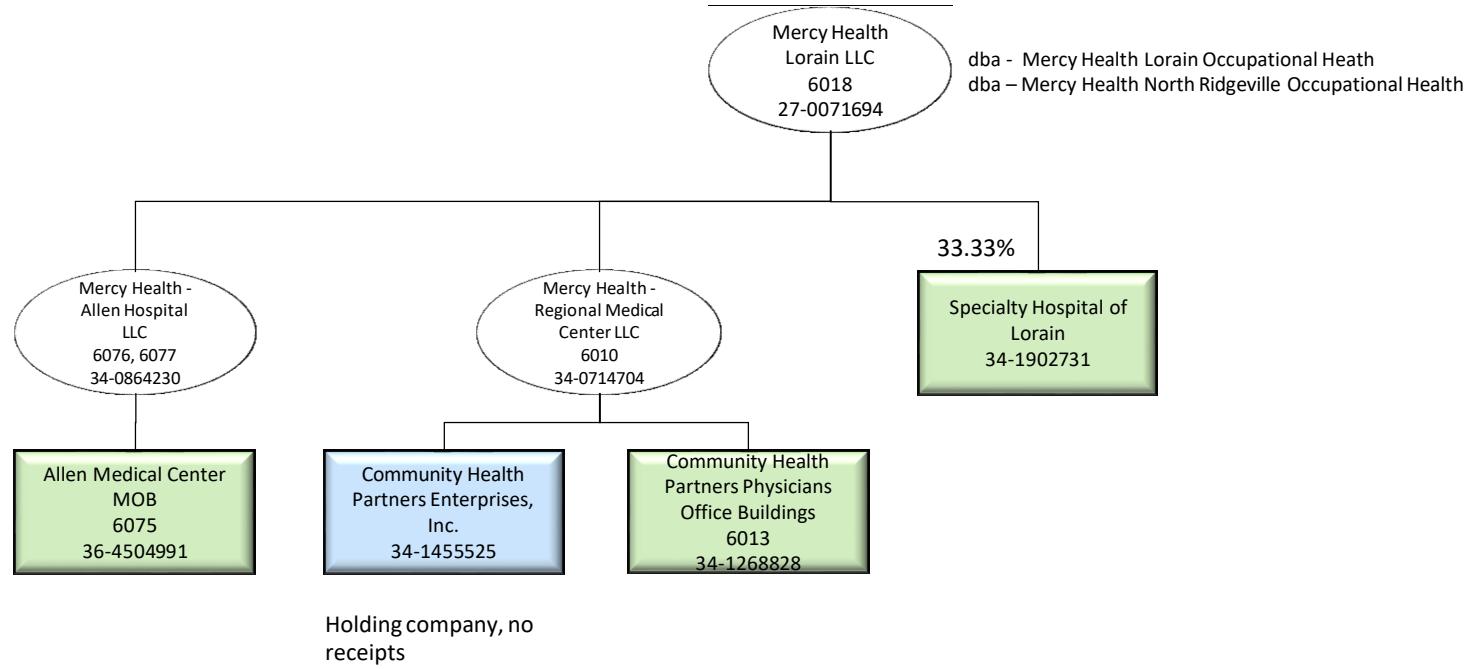
Pass through taxation



Corporation



For-profit taxable corporation

Lorain

15.7

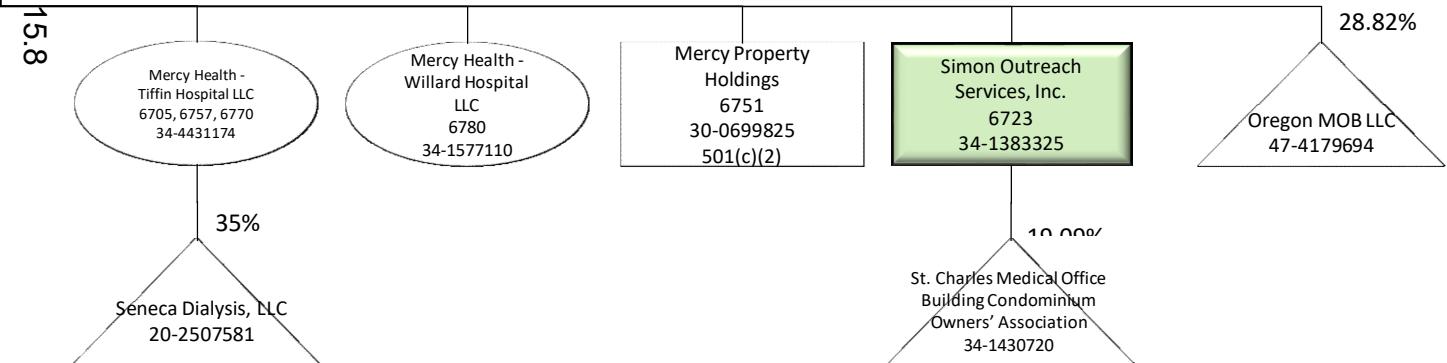
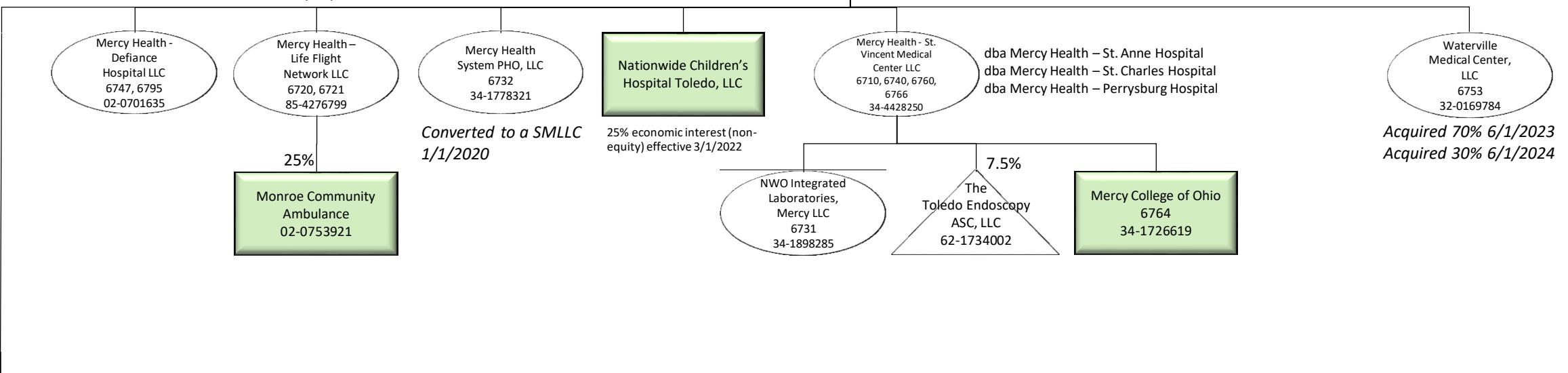
SHAPE – Type of Entity**COLOR – Tax Status**

- Single member LLC
- △ Partnership
- Corporation

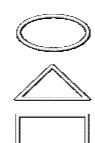
- Tax Exempt 501(c)(3)
- Pass through taxation
- For-profit taxable corporation

Toledo

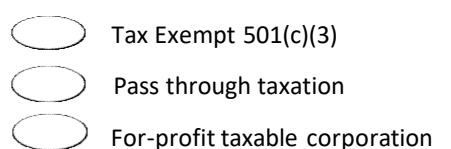
Formed 12/11/2020



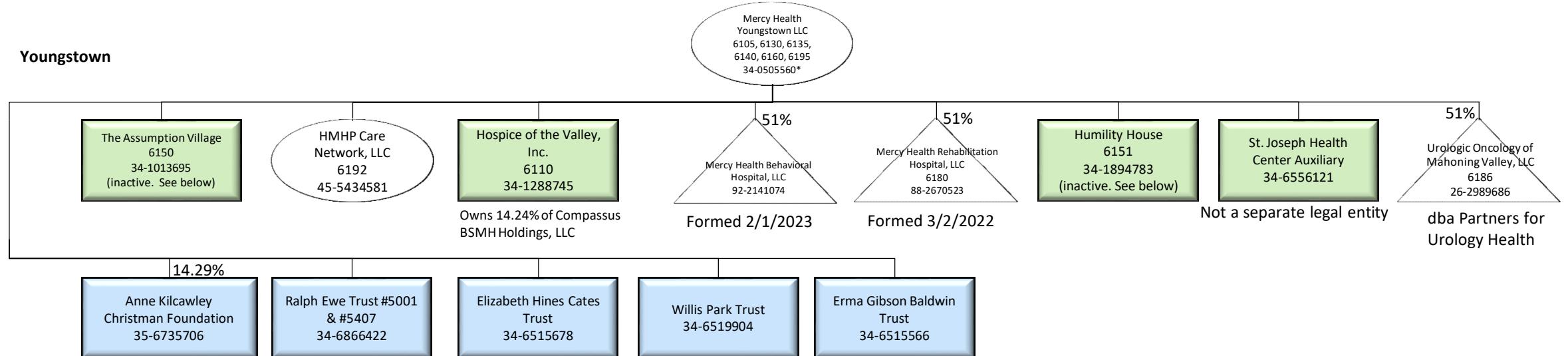
SHAPE – Type of Entity



COLOR – Tax Status



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



Single member LLC



Tax Exempt 501(c)(3)



Partnership

Pass through taxation

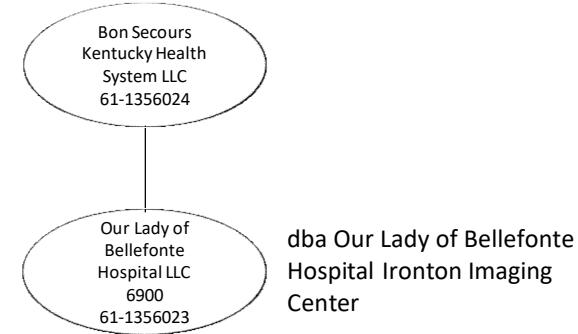


Corporation



For-profit taxable corporation

Ashland



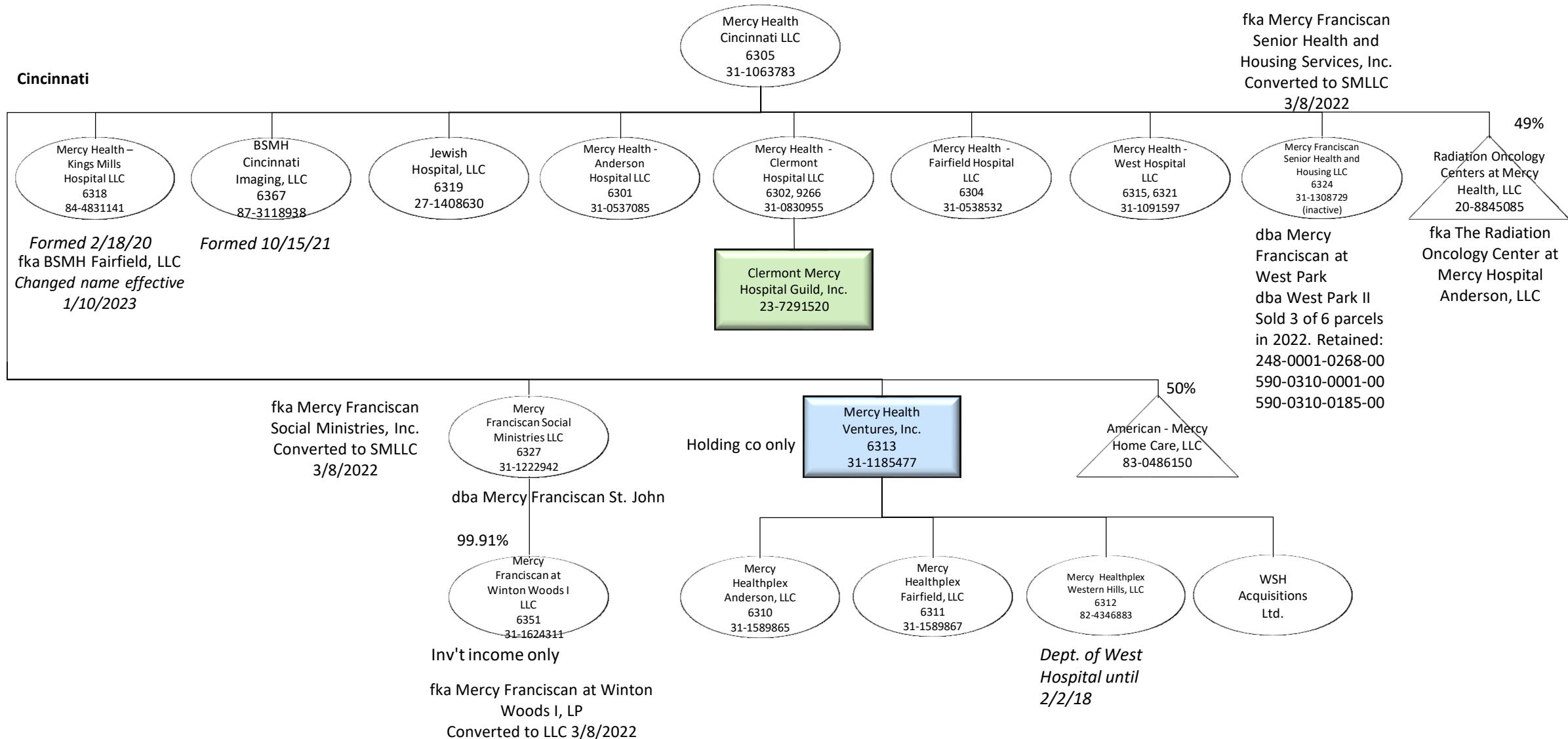
15.10

SHAPE – Type of Entity

COLOR – Tax Status

- Single member LLC
- Partnership
- Corporation

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



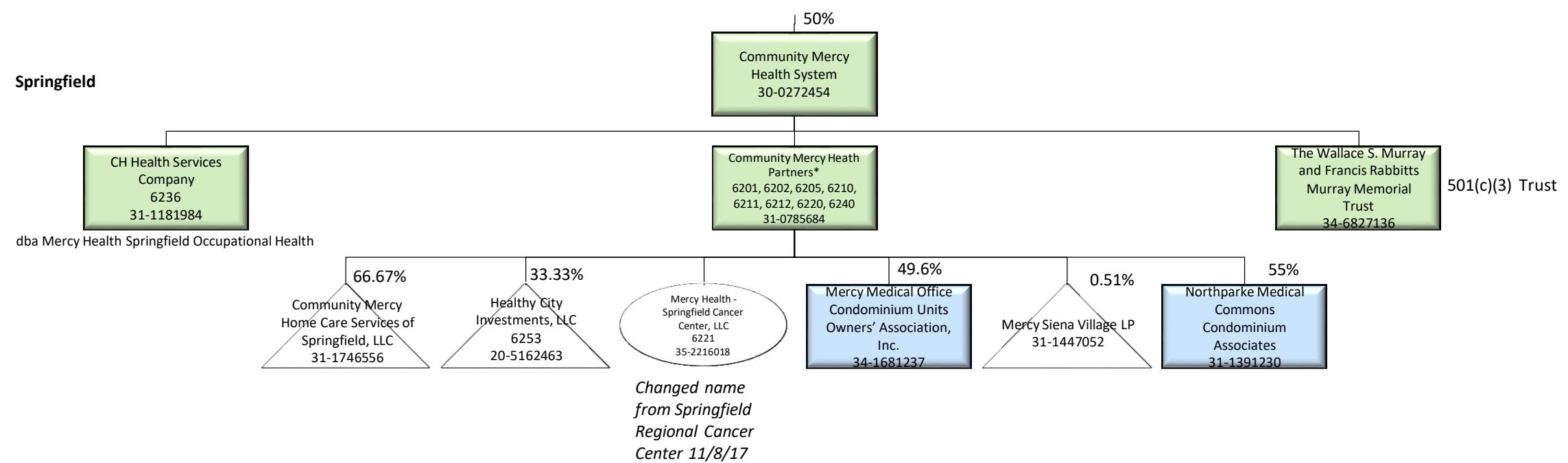
SHAPE – Type of Entity

COLOR – Tax Status

- Single member LLC
- Partnership
- Corporation

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

Springfield



15.12

*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)

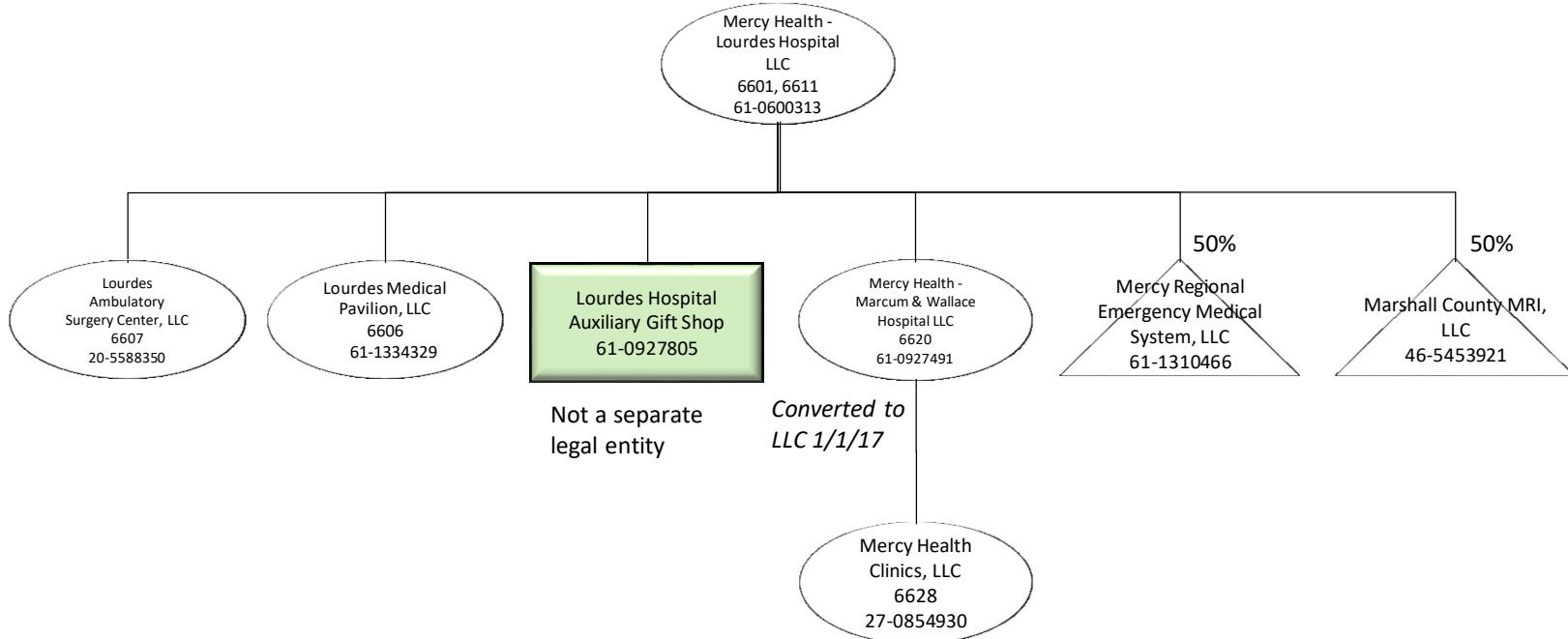
SHAPE – Type of Entity

COLOR – Tax Status

	Single member LLC
	Partnership
	Corporation

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

Kentucky



15.13

SHAPE – Type of Entity

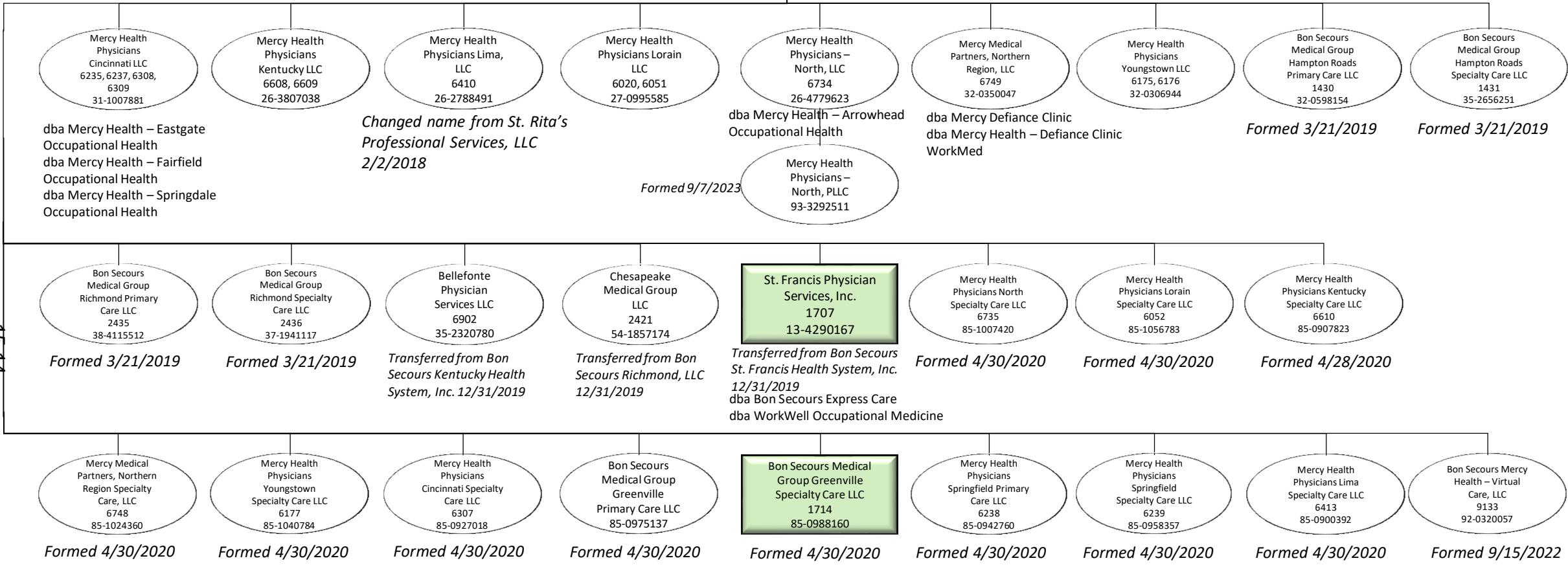
COLOR – Tax Status

- 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

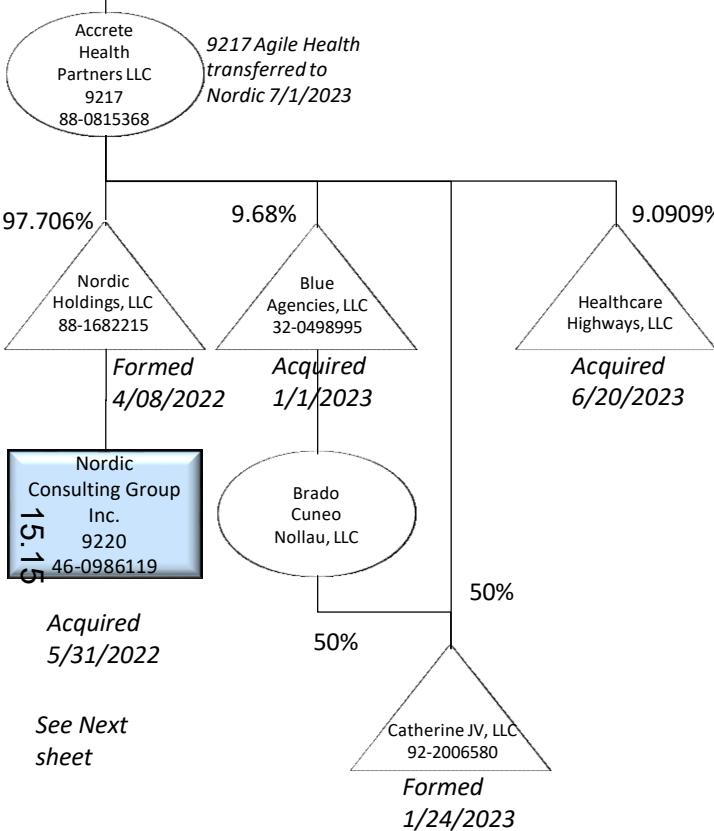
Partnership

Ohio Non-profit; subject to federal taxation

For-profit entity

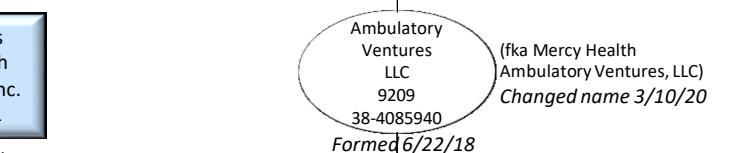
Bon Secours Mercy Health Innovations

Formed 2/22/22

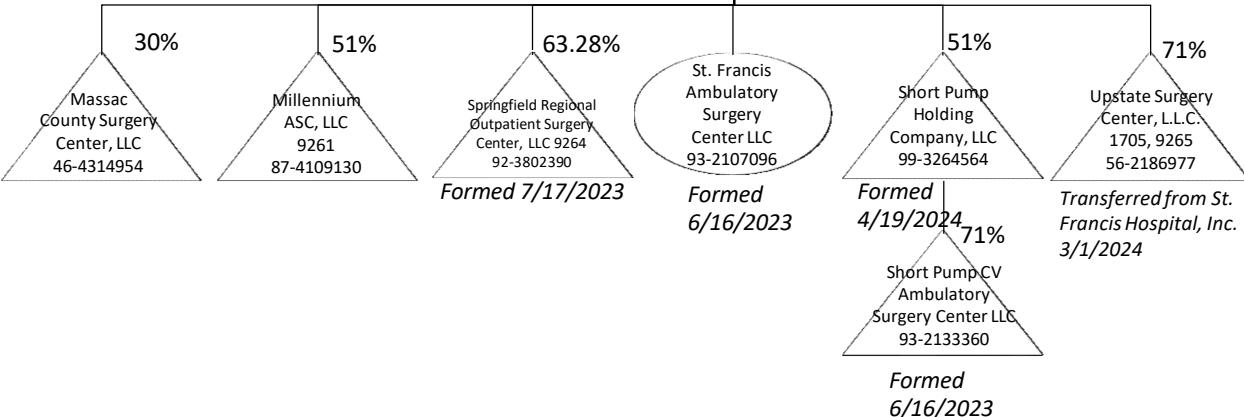
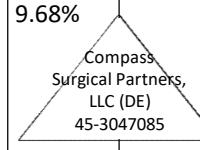


Bon Secours Mercy Health Innovations, Inc.
 88-2709441

Formed 6/6/22

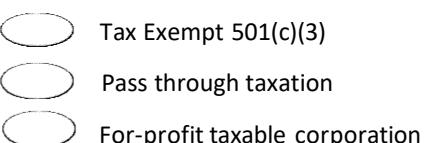


Acquired interest 5/1/2023
 Increased from 5% 1/17/2024



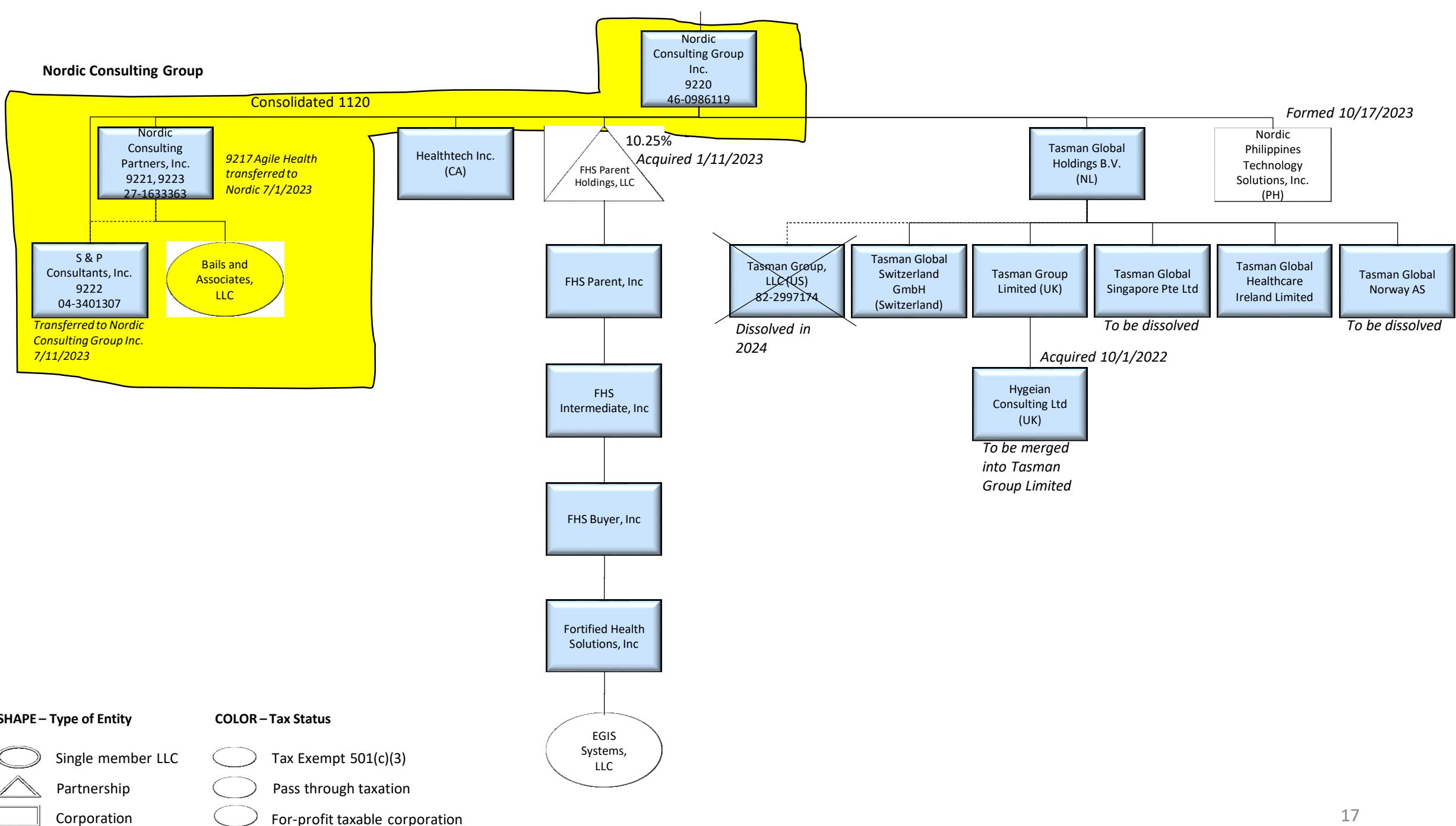
SHAPE – Type of Entity

COLOR – Tax Status



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

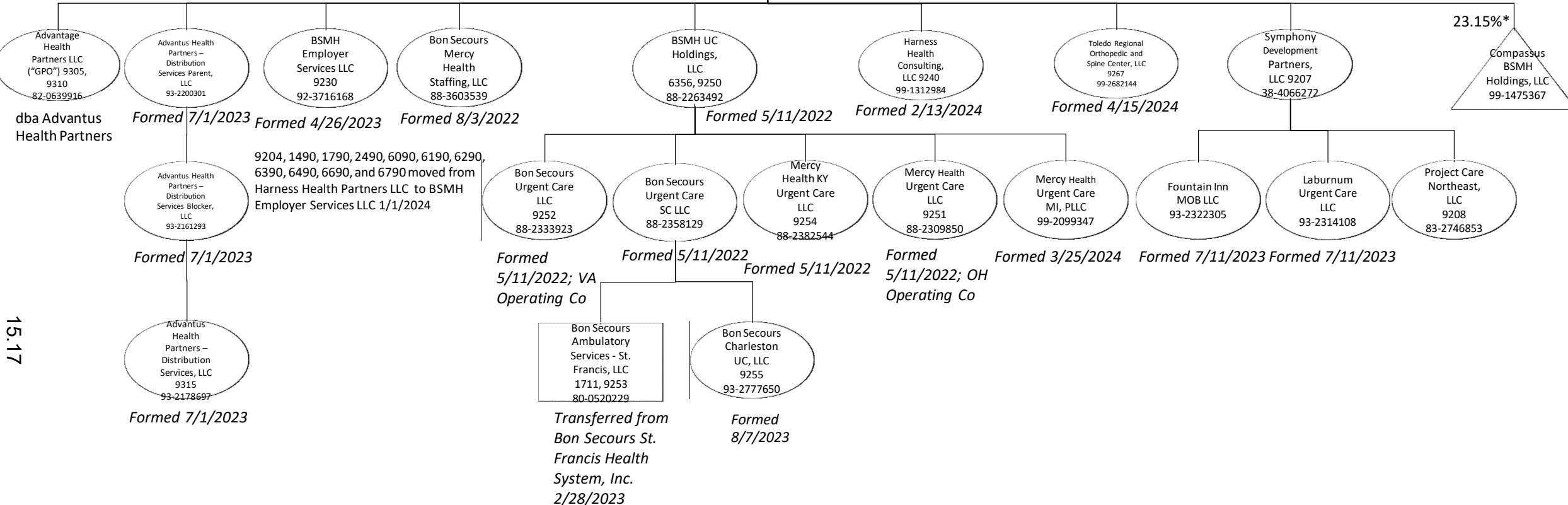
** Compass Surgical Partners Real Estate of Millennium, LLC owns 25%



BSMH Services LLC

BSMH Services LLC
88-2255593

Formed 5/11/2022



*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

Corporation

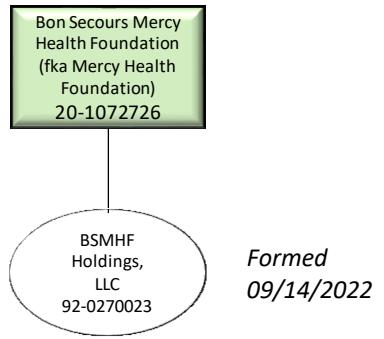


Pass through taxation



For-profit taxable corporation

Bon Secours Mercy Health Foundation



15.18

SHAPE – Type of Entity

COLOR – Tax Status

Single member LLC

Tax Exempt 501(c)(3)

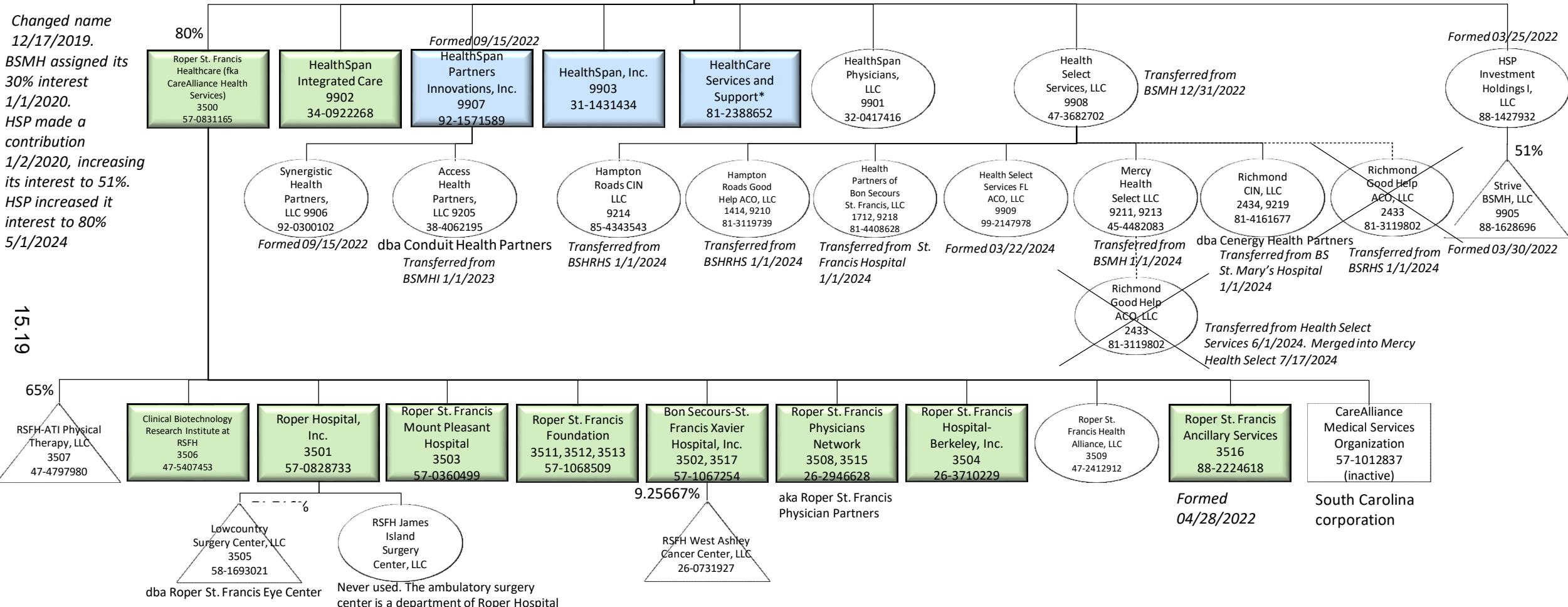
Partnership

Pass through taxation

Corporation

For-profit taxable corporation

HealthSpan



SHAPE – Type of Entity

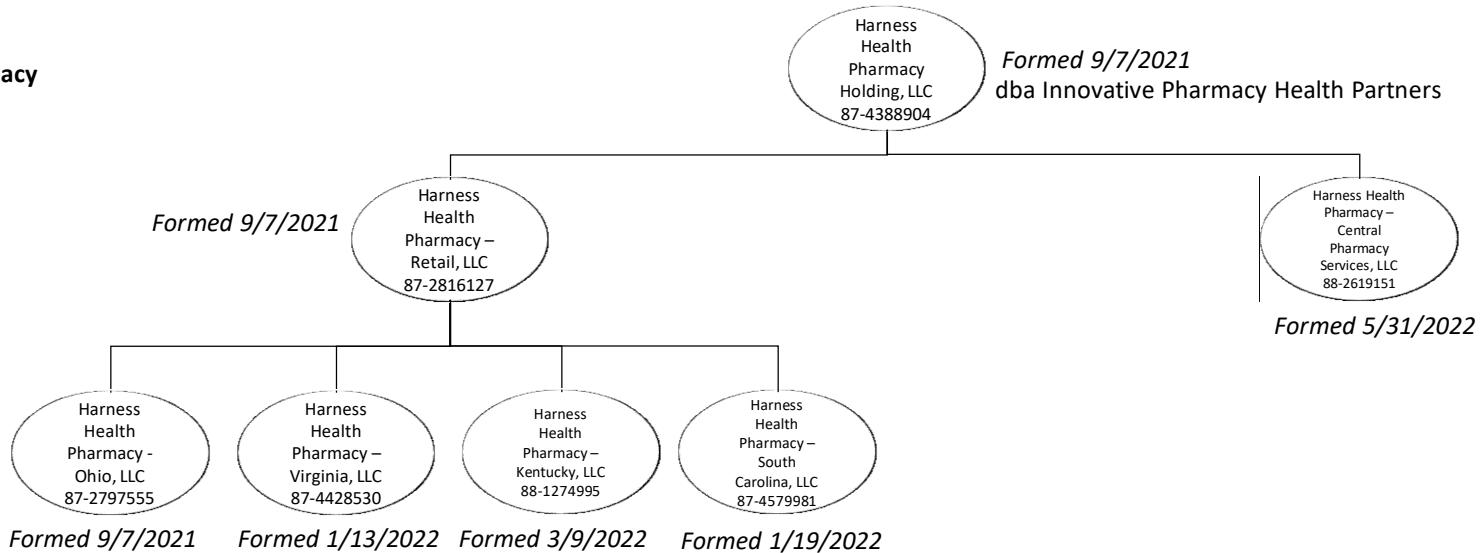
- Single member LLC
- Partnership
- Corporation

COLOR – Tax Status

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

*HealthCare Services and Support has a 0.01% membership interest in Bon Secours Mercy Health Innovations LLC

Harness Health Pharmacy



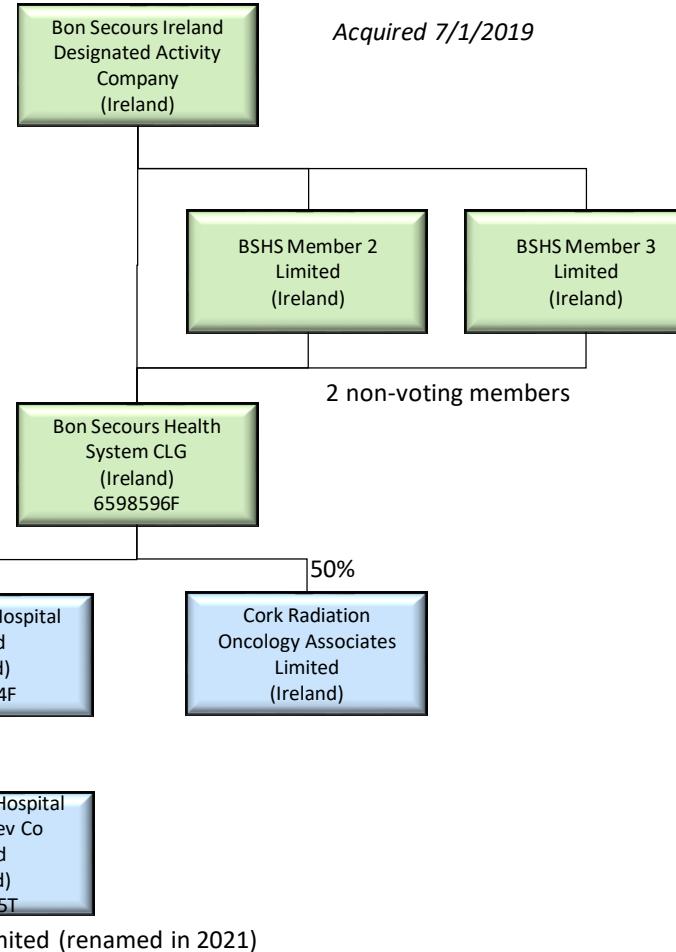
15.20

SHAPE – Type of Entity

COLOR – Tax Status

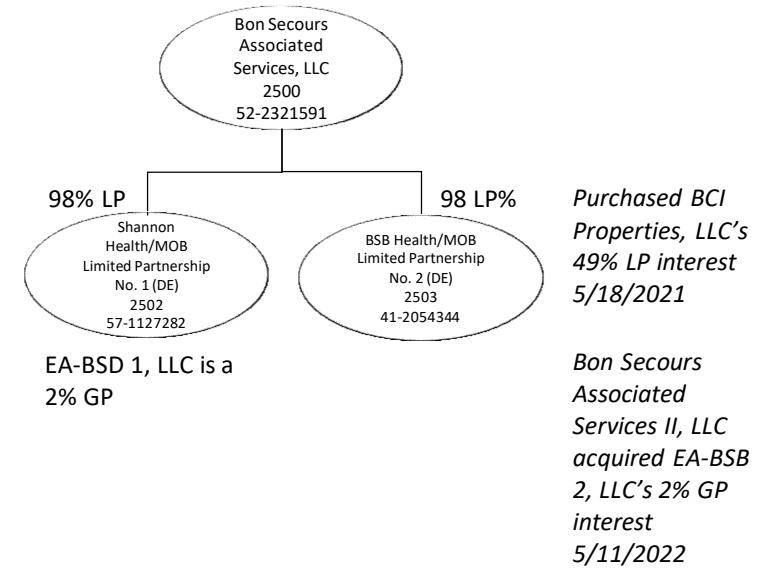
- Single member LLC
- △ Partnership
- Corporation

- 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



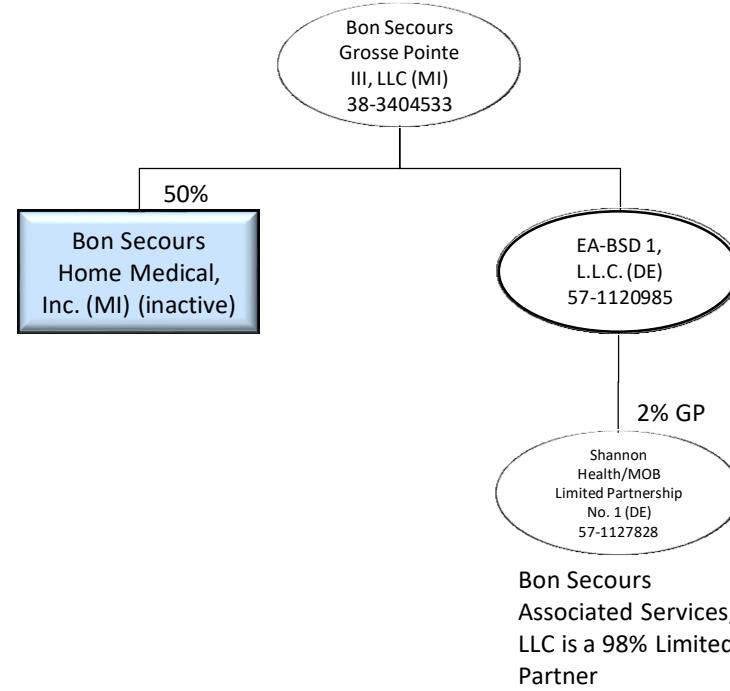
15.22

SHAPE – Type of Entity

COLOR – Tax Status

- Single member LLC
- Partnership
- Corporation

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



15.23

SHAPE – Type of Entity

COLOR – Tax Status

- (O) Single member LLC
- (▲) Partnership
- (□) Corporation

- (O) Tax Exempt 501(c)(3)
- (O) Pass through taxation
- (O) 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*

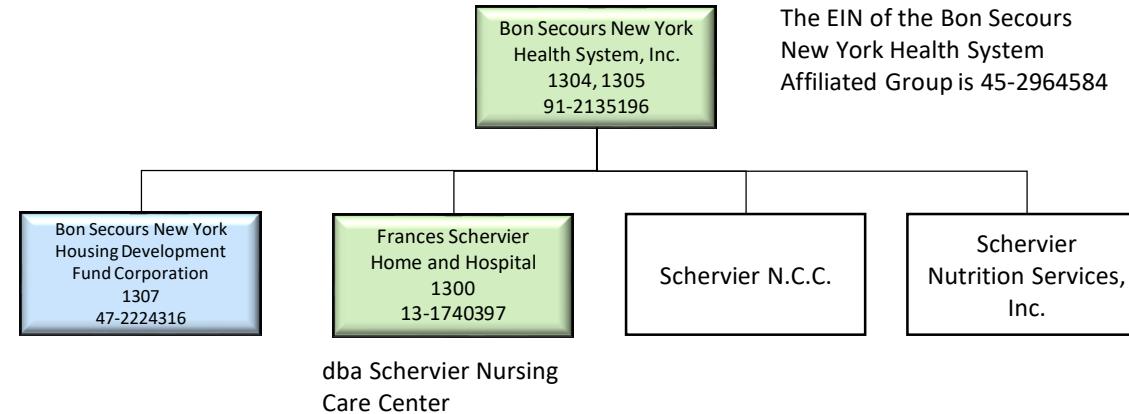
15.24

SHAPE – Type of Entity

COLOR – Tax Status

-  Single member LLC
-  Partnership
-  Corporation

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



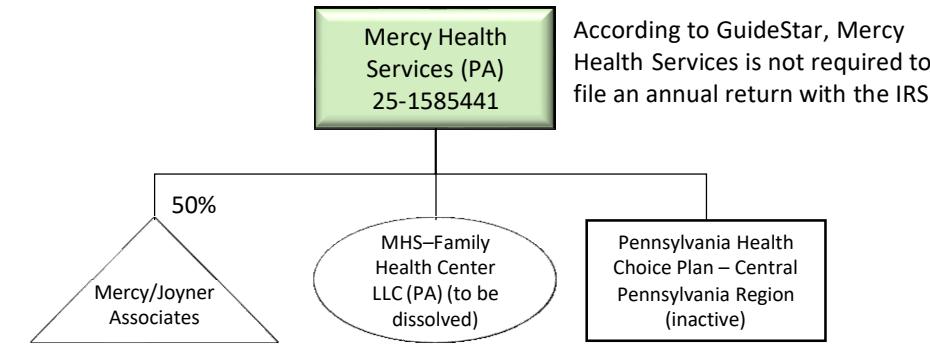
15.25

SHAPE – Type of Entity

COLOR – Tax Status

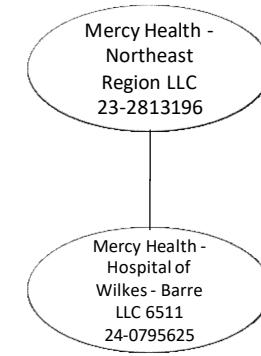
- Single member LLC
- Partnership
- Corporation

- 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

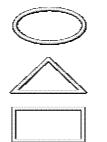
Mercy Health -
Tennessee LLC
6802
73-1627534

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

15.28

SHAPE – Type of Entity

COLOR – Tax Status



Single member LLC

Tax Exempt 501(c)(3)



Partnership

Pass through taxation



Corporation

For-profit taxable corporation

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

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

6

Asterisk	Explanation
----------	-------------

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?SEE EXPLANATION.....
2. Will the regulator-only (non-public) Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile and electronically with the NAIC (as a regulator-only non-public document) by August 1? The response for 1st and 3rd quarters should be N/A. A NO response resulting with a bar code is only appropriate in the 2nd quarter.N/A.....

Explanation:

1.

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE A – VERIFICATION

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

SCHEDULE B – VERIFICATION

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

SCHEDULE BA – VERIFICATION

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

SCHEDULE D – VERIFICATION

Bonds and Stocks		1	2
	Year To Date	Prior Year Ended	December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	419,969	416,317	
2. Cost of bonds and stocks acquired	470,679	0	
3. Accrual of discount	0	0	
4. Unrealized valuation increase/(decrease)	0	3,652	
5. Total gain (loss) on disposals	3,410	0	
6. Deduct consideration for bonds and stocks disposed of	423,379	0	
7. Deduct amortization of premium	0	0	
8. Total foreign exchange change in book/adjusted carrying value	0	0	
9. Deduct current year's other-than-temporary impairment recognized	0	0	
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees	0	0	
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10)	470,679	419,969	
12. Deduct total nonadmitted amounts	0	0	
13. Statement value at end of current period (Line 11 minus Line 12)	470,679	419,969	

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	419,970	470,679	423,379		419,970	419,970	467,270	419,970
2. NAIC 2 (a).....	0				0	0	0	0
3. NAIC 3 (a).....	0				0	0	0	0
4. NAIC 4 (a).....	0				0	0	0	0
5. NAIC 5 (a).....	0				0	0	0	0
6. NAIC 6 (a).....	0				0	0	0	0
7. Total Bonds.....	419,970	470,679	423,379	0	419,970	419,970	467,270	419,970
PREFERRED STOCK								
8. NAIC 1.....	0				0	0	0	0
9. NAIC 2.....	0				0	0	0	0
10. NAIC 3.....	0				0	0	0	0
11. NAIC 4.....	0				0	0	0	0
12. NAIC 5.....	0				0	0	0	0
13. NAIC 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock.....	419,970	470,679	423,379	0	419,970	419,970	467,270	419,970

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

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

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
7709999999 Totals	1	XXX			

SCHEDULE DA - VERIFICATION

Short-Term Investments

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

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1. Book/Adjusted Carrying Value, December 31, prior year (Line 10, prior year)	0
2. Cost Paid/(Consideration Received) on additions.....	
3. Unrealized Valuation increase/(decrease)	
4. SSAP No. 108 adjustments.....	
5. Total gain (loss) on termination recognized.....	
6. Considerations received/(paid) on terminations.....	
7. Amortization	
8. Adjustment to the Book/Adjusted Carrying Value of hedged item	
9. Total foreign exchange change in Book/Adjusted Carrying Value	
10. Book/Adjusted Carrying Value at End of Current Period (Lines 1+2+3+4+5-6+7+8+9)	0
11. Deduct nonadmitted assets.....	
12. Statement value at end of current period (Line 10 minus Line 11).....	0

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1. Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year).....	0
2. Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote – Cumulative Cash Change column).....	0
3.1 Add:	
Change in variation margin on open contracts – Highly Effective Hedges	
3.11 Section 1, Column 15, current year to date minus.....	0
3.12 Section 1, Column 15, prior year.....	0
Change in variation margin on open contracts – All Other	
3.13 Section 1, Column 18, current year to date minus.....	0
3.14 Section 1, Column 18, prior year.....	0
3.2 Add:	
Change in adjustment to basis of hedged item	
3.21 Section 1, Column 17, current year to date minus.....	0
3.22 Section 1, Column 17, prior year.....	0
Change in amount recognized	
3.23 Section 1, Column 19, current year to date minus.....	0
3.24 Section 1, Column 19, prior year plus.....	0
3.25 SSAP No. 108 adjustments.....	0
3.3 Subtotal (Line 3.1 minus Line 3.2).....	0
4.1 Cumulative variation margin on terminated contracts during the year.....	
4.2 Less:	
4.21 Amount used to adjust basis of hedged item.....	
4.22 Amount recognized.....	
4.23 SSAP No. 108 adjustments.....	0
4.3 Subtotal (Line 4.1 minus Line 4.2).....	0
5. Dispositions gains (losses) on contracts terminated in prior year:	
5.1 Total gain (loss) recognized for terminations in prior year.....	
5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year.....	
6. Book/Adjusted carrying value at end of current period (Lines 1+2+3.3-4.3-5.1-5.2).....	0
7. Deduct total nonadmitted amounts.....	
8. Statement value at end of current period (Line 6 minus Line 7).....	0

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SCHEDULE DB - PART C - SECTION 1

Replication (Synthetic Asset) Transactions Open as of Current Statement Date

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SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year To Date	
	1 Number of Positions	2 Total Replication (Synthetic Asset) Transactions Statement Value	3 Number of Positions	4 Total Replication (Synthetic Asset) Transactions Statement Value	5 Number of Positions	6 Total Replication (Synthetic Asset) Transactions Statement Value	7 Number of Positions	8 Total Replication (Synthetic Asset) Transactions Statement Value	9 Number of Positions	10 Total Replication (Synthetic Asset) Transactions Statement Value
1. Beginning Inventory	0	0	0	0	0	0	0	0	0	0
2. Add: Opened or Acquired Transactions									0	0
3. Add: Increases in Replication (Synthetic Asset) Transactions Statement Value.....	XXX		XXX		XXX		XXX		XXX	0
4. Less: Closed or Disposed of Transactions									0	0
5. Less: Positions Disposed of for Failing Effectiveness Criteria									0	0
6. Less: Decreases in Replication (Synthetic Asset) Transactions Statement Value	XXX		XXX		XXX		XXX		XXX	0
7. Ending Inventory	0	0	0	0	0	0	0	0	0	0

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

	Book/Adjusted Carrying Value Check
1. Part A, Section 1, Column 14.....	0
2. Part B, Section 1, Column 15 plus Part B, Section 1 Footnote – Total Ending Cash Balance.....	0
3. Total (Line 1 plus Line 2).....	0
4. Part D, Section 1, Column 6.....	0
5. Part D, Section 1, Column 7.....	0
6. Total (Line 3 minus Line 4 minus Line 5).....	0
Fair Value Check	
7. Part A, Section 1, Column 16.....	0
8. Part B, Section 1, Column 13.....	0
9. Total (Line 7 plus Line 8).....	0
10. Part D, Section 1, Column 9.....	0
11. Part D, Section 1, Column 10.....	0
12. Total (Line 9 minus Line 10 minus Line 11).....	0
Potential Exposure Check	
13. Part A, Section 1, Column 21.....	0
14. Part B, Section 1, Column 20.....	0
15. Part D, Section 1, Column 12.....	0
16. Total (Line 13 plus Line 14 minus Line 15).....	0

SCHEDULE E – PART 2 – VERIFICATION
(Cash Equivalents)

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

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SCHEDULE A - PART 2

Showing All Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Description of Property	Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost at Time of Acquisition	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Additional Investment Made After Acquisition
	2 City	3 State						
0399999 Totals					0	0	0	0

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Quarter, Including Payments During the Final Year on "Sales Under Contract"

1 Description of Property	Location		4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Expended for Additions, Permanent Improvements and Changes in Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances Prior Year	Changes in Book/Adjusted Carrying Value Less Encumbrances					14 Book/Adjusted Carrying Value Less Encumbrances on Disposal	15 Amounts Received During Year	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain(Loss) on Disposal	18 Total Gain (Loss) on Disposal	19 Gross Income Earned Less Interest Incurred on Encumbrances	20 Taxes, Repairs and Expenses Incurred	
	2 City	3 State						9 Current Year's Depreciation	10 Current Year's Other- Than- Temporary Impairment Recognized	11 Current Year's Change in Encumbrances	12 Total Change in B/A. C.V. (11-9-10)	13 Total Foreign Exchange Change in B/A. C.V.								
0399999 Totals					0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

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STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE B - PART 2

Showing All Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Actual Cost at Time of Acquisition	8 Additional Investment Made After Acquisition	9 Value of Land and Buildings
	2 City	3 State						
3399999 Totals						0	0	0

SCHEDULE B - PART 3

Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1 Loan Number	Location		4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/Re- corded Investment Excluding Accrued Interest Prior Year	Change in Book Value/Recorded Investment						14 Book Value/Re- corded Investment Excluding Accrued Interest on Disposal	15	16	17	18
	2 City	3 State					8 Unrealized Valuation Increase/ (Decrease)	9 Current Year's (Amortization)/ Accretion	10 Current Year's Other-Than- Temporary Impairment Recognized	11 Capitalized Deferred Interest and Other	12 Total Change in Book Value (8+9-10+11)	13 Total Foreign Exchange Change in Book Value					
0599999 Totals						0	0	0	0	0	0	0	0	0	0	0	0

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STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Vendor or General Partner	6 NAIC Designation, NAIC Designation Modifier and SVO Administrative Symbol	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		3 City	4 State									
6099999 - Subtotals - Unaffiliated								0	0	0	0	XXX
6199999 - Subtotals - Affiliated								0	0	0	0	XXX
6299999 Totals								0	0	0	0	XXX

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encumbrances Prior Year	Change in Book/Adjusted Carrying Value					15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income
		3 City	4 State					9 Unrealized Valuation Increase/ (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other-Than- Temporary Impairment Recognized	12 Deferred Interest and Other	13 Total Change in B./A.C.V. (9+10-11+12)	14 Total Foreign Exchange Change in B./A.C.V.					
6099999 - Subtotals - Unaffiliated							0	0	0	0	0	0	0	0	0	0	0	0
6199999 - Subtotals - Affiliated							0	0	0	0	0	0	0	0	0	0	0	0
6299999 Totals							0	0	0	0	0	0	0	0	0	0	0	0

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STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

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STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Foreign Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation, NAIC Desig. Modifier and SVO Administrative Symbol	
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.								
Bonds - U.S. Governments																					
912628-2S-8	US Treasury NB	08/31/2024	Fifth Third Securities	XXX	424,585			.424,585	419,970				.0		423,379		(1,206)	(1,206)			.08/31/2024
0109999999 - Bonds - U.S. Governments					424,585	0	424,585	419,970	0	0	0	0	0	423,379	0	(1,206)	(1,206)	0	XXX	XXX	
2509999997 - Bonds - Subtotals - Bonds - Part 4					424,585	0	424,585	419,970	0	0	0	0	0	423,379	0	(1,206)	(1,206)	0	XXX	XXX	
2509999999 - Bonds - Subtotals - Bonds					424,585	0	424,585	419,970	0	0	0	0	0	423,379	0	(1,206)	(1,206)	0	XXX	XXX	
6009999999 Totals					424,585	XXX	424,585	419,970	0	0	0	0	0	423,379	0	(1,206)	(1,206)	0	XXX	XXX	

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SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date

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(a)	Code	Description of Hedged Risk(s)

Financial or Economic Impact of the Hedge at the End of the Reporting Period

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE DB - PART B - SECTION 1

Future Contracts Open as of the Current Statement Date

1759999999 – Totals

20E

Broker Name	Beginning Cash Balance	Cumulative Cash Change	Ending Cash Balance
Total Net Cash Deposits	0	0	0

(a)	Code	Description of Hedged Risk(s)

(b)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE DB - PART D - SECTION 1

Counterparty Exposure for Derivative Instruments Open as of the Current Statement Date

99999999 Gross Totals

1. Offset per SSAP No. 64
2. Net after right of offset per SSAP No. 64

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STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE DB - PART D - SECTION 2

Collateral for Derivative Instruments Open as of the Current Statement Date

Collateral Pledged by Reporting Entity

1 Exchange, Counterparty or Central Clearinghouse	2 Type of Asset Pledged	3 CUSIP Identification	4 Description	5 Fair Value	6 Par Value	7 Book/Adjusted Carrying Value	8 Maturity Date	9 Type of Margin (I, V or IV)
0199999999 Total				0	0	0	XXX	XXX

Collateral Pledged to Reporting Entity

1 Exchange, Counterparty or Central Clearinghouse	2 Type of Asset Pledged	3 CUSIP Identification	4 Description	5 Fair Value	6 Par Value	7 Book/Adjusted Carrying Value	8 Maturity Date	9 Type of Margin (I, V or IV)
0299999999 Total				0	0	XXX	XXX	XXX

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STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE DB - PART E

Derivatives Hedging Variable Annuity Guarantees as of Current Statement Date
This schedule is specific for the derivatives and the hedging programs captured in SSAP No. 108

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SCHEDULE DL - PART 1

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date
(Securities lending collateral assets reported in aggregate on Line 10 of the asset page
and not included on Schedules A, B, BA, D, DB and E.)

General Interrogatories:

1. Total activity for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
 2. Average balance for the year to date Fair Value \$ Book/Adjusted Carrying Value \$
 3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
 NAIC 1 \$ NAIC 2 \$ NAIC 3 \$ NAIC 4 \$ NAIC 5 \$ NAIC 6 \$

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE DL - PART 2

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date
(Securities lending collateral assets included on Schedules A, B, BA, D, DB and E
and not reported in aggregate on Line 10 of the Asset page)

General Interrogatories:

1. Total activity for the year to date..... Fair Value \$ Book/Adjusted Carrying Value \$
 2. Average balance for the year to date..... Fair Value \$ Book/Adjusted Carrying Value \$

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SCHEDULE E - PART 1 - CASH

STATEMENT AS OF SEPTEMBER 30, 2024 OF THE HealthSpan Integrated Care

SCHEDULE E - PART 2 - CASH EQUIVALENTS

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