

AMENDED FILING EXPLANATION

The amended filing for the 2013 Q03 quarterly statement was created due to the NAIC letter dated November 22, 2013 indicating discrepancies in the filing. The discrepancies have been corrected and the amended filing is attached.



HEALTH QUARTERLY STATEMENT

As of September 30, 2013
of the Condition and Affairs of the

Trusted Health Plan (District of Columbia), Inc.

NAIC Group Code..... , NAIC Company Code..... 14225 Employer's ID Number..... 45-2375150
(Current Period) (Prior Period)

Organized under the Laws of DC State of Domicile or Port of Entry DC Country of Domicile US

Licensed as Business Type Health Maintenance Organization Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized..... May 20, 2011 Commenced Business..... March 16, 2012

Statutory Home Office 1100 New Jersey Avenue SE, Suite 840..... Washington DC 20003
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 1100 New Jersey Avenue SE, Suite 840..... Washington DC 20003 202-821-1100
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 1100 New Jersey Avenue SE, Suite 840..... Washington DC 20003
(Street and Number) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1100 New Jersey Avenue SE, Suite 840..... Washington DC 20003 202-821-1100
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.thrivehp.com

Statutory Statement Contact Thomas Michael Duncan 202-821-1100
(Name) (Area Code) (Telephone Number) (Extension)
tduncan@thrivehp.com 202-821-1098
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
1. Thomas Michael Duncan	CEO	2. Dr. Ivan Clairmonte Alexander Walks	CMO
3. Patrick Michael Heffernan	CFO	4.	

OTHER

DIRECTORS OR TRUSTEES

Dennis Sean Ellis	Bruce Robert Keiser	Eddie Leon Hall	Thomas Michael Duncan
Jack Martin			

State of.....
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.

_____ (Signature) Thomas Michael Duncan 1. (Printed Name) CEO (Title)	_____ (Signature) Dr. Ivan Clairmonte Alexander Walks 2. (Printed Name) CMO (Title)	_____ (Signature) Patrick Michael Heffernan 3. (Printed Name) CFO (Title)
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Subscribed and sworn to before me	a. Is this an original filing?	Yes [] No [X]
This 9th day of December 2013	b. If no:	1. State the amendment number 1
	2. Date filed	December 9, 2013
	3. Number of pages attached	28

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....			0	
2. Stocks:				
2.1 Preferred stocks.....			0	
2.2 Common stocks.....			0	
3. Mortgage loans on real estate:				
3.1 First liens.....			0	
3.2 Other than first liens.....			0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			0	
5. Cash (\$.....14,448,518), cash equivalents (\$.....4,503,211) and short-term investments (\$.....0).....	18,951,729		18,951,729	1,540,253
6. Contract loans (including \$.....0 premium notes).....			0	
7. Derivatives.....			0	
8. Other invested assets.....			0	
9. Receivables for securities.....			0	
10. Securities lending reinvested collateral assets.....			0	
11. Aggregate write-ins for invested assets.....	17,484	0	17,484	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	18,969,213	0	18,969,213	1,540,253
13. Title plants less \$.....0 charged off (for Title insurers only).....			0	
14. Investment income due and accrued.....			0	
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....			0	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			0	
15.3 Accrued retrospective premiums.....			0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....			0	
16.2 Funds held by or deposited with reinsured companies.....			0	
16.3 Other amounts receivable under reinsurance contracts.....			0	
17. Amounts receivable relating to uninsured plans.....			0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			0	
18.2 Net deferred tax asset.....			0	
19. Guaranty funds receivable or on deposit.....			0	
20. Electronic data processing equipment and software.....			0	
21. Furniture and equipment, including health care delivery assets (\$.....233,615).....	233,615	233,615	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			0	
23. Receivables from parent, subsidiaries and affiliates.....			0	
24. Health care (\$.....0) and other amounts receivable.....			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 through 25).....	19,202,828	233,615	18,969,213	1,540,253
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	
28. Total (Lines 26 and 27).....	19,202,828	233,615	18,969,213	1,540,253

DETAILS OF WRITE-INS

1101. Notes Receivable - Short Term.....	2,467		2,467	
1102. Deposits.....	15,017		15,017	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	17,484	0	17,484	0
2501.			0	
2502.			0	
2503.			0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	13,286,930		13,286,930	
2. Accrued medical incentive pool and bonus amounts.....			0	
3. Unpaid claims adjustment expenses.....			0	
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....			0	
5. Aggregate life policy reserves.....			0	
6. Property/casualty unearned premium reserve.....			0	
7. Aggregate health claim reserves.....			0	
8. Premiums received in advance.....			0	
9. General expenses due or accrued.....	156,863		156,863	
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....			0	
10.2 Net deferred tax liability.....			0	
11. Ceded reinsurance premiums payable.....			0	
12. Amounts withheld or retained for the account of others.....			0	
13. Remittances and items not allocated.....			0	
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			0	
15. Amounts due to parent, subsidiaries and affiliates.....			0	
16. Derivatives.....			0	
17. Payable for securities.....			0	
18. Payable for securities lending.....			0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers and certified \$.....0 reinsurers).....			0	
20. Reinsurance in unauthorized and certified (\$.....0) companies.....			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			0	
22. Liability for amounts held under uninsured plans.....			0	
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	13,443,793	0	13,443,793	0
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	0	0
26. Common capital stock.....	XXX	XXX	1,000	1,000
27. Preferred capital stock.....	XXX	XXX		
28. Gross paid in and contributed surplus.....	XXX	XXX	5,758,035	1,539,253
29. Surplus notes.....	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	0	0
31. Unassigned funds (surplus).....	XXX	XXX	(233,615)	
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 \$.....0).....	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 \$.....0).....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32).....	XXX	XXX	5,525,420	1,540,253
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	18,969,213	1,540,253

DETAILS OF WRITE-INS

2301.			0	
2302.			0	
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	0	0	0	0
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX	XXX	0	0
3001.				
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 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	82,322		
2. Net premium income (including \$.....0 non-health premium income).....	XXX	24,558,886		
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX			
5. Risk revenue.....	XXX			
6. Aggregate write-ins for other health care related revenues.....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX	24,558,886	0	0
Hospital and Medical:				
9. Hospital/medical benefits.....		10,640,548		
10. Other professional services.....		5,211,697		
11. Outside referrals.....				
12. Emergency room and out-of-area.....		4,125,927		
13. Prescription drugs.....		1,737,233		
14. Aggregate write-ins for other hospital and medical.....0		0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....				
16. Subtotal (Lines 9 to 15).....0		21,715,405	0	0
Less:				
17. Net reinsurance recoveries.....				
18. Total hospital and medical (Lines 16 minus 17).....0		21,715,405	0	0
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....0 cost containment expenses.....				
21. General administrative expenses.....		2,375,195	128,356	190,731
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....				
23. Total underwriting deductions (Lines 18 through 22).....0		24,090,600	128,356	190,731
24. Net underwriting gain or (loss) (Lines 8 minus 23).....XXX		468,286	(128,356)	(190,731)
25. Net investment income earned.....		496	2,153	2,519
26. Net realized capital gains (losses) less capital gains tax of \$.....0.....				
27. Net investment gains or (losses) (Lines 25 plus 26).....0		496	2,153	2,519
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....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		468,782	(126,203)	(188,212)
31. Federal and foreign income taxes incurred.....XXX				
32. Net income (loss) (Lines 30 minus 31).....XXX		468,782	(126,203)	(188,212)

DETAILS OF WRITE-INS

0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....XXX		0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page.....XXX		0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....XXX		0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page.....0		0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....0		0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....0		0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....0		0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	1,540,253	1,727,465	1,728,465
34. Net income or (loss) from Line 32.....	468,782	(126,203)	(188,212)
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0.....			
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....			
39. Change in nonadmitted assets.....	(233,615)		
40. Change in unauthorized and certified reinsurance.....			
41. Change in treasury stock.....			
42. Change in surplus notes.....			
43. Cumulative effect of changes in accounting principles.....			
44. Capital changes:			
44.1 Paid in.....	3,750,000		
44.2 Transferred from surplus (Stock Dividend).....			
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....			
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	3,985,167	(126,203)	(188,212)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	5,525,420	1,601,262	1,540,253

DETAILS OF WRITE-INS

4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	0	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	24,558,886		
2. Net investment income.....	496	2,153	2,519
3. Miscellaneous income.....			
4. Total (Lines 1 through 3).....	24,559,382	2,153	2,519
5. Benefit and loss related payments.....	8,428,475		
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	15,895,740	128,356	190,731
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....			
10. Total (Lines 5 through 9).....	24,324,215	128,356	190,731
11. Net cash from operations (Line 4 minus Line 10).....	235,167	(126,203)	(188,212)
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....			
12.2 Stocks.....			
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....			
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	0	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....			
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	17,484		
13.7 Total investments acquired (Lines 13.1 to 13.6).....	17,484	0	0
14. Net increase (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(17,484)	0	0
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....	3,750,000		
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			
16.6 Other cash provided (applied).....	13,443,793		
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	17,193,793	0	0
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	17,411,476	(126,203)	(188,212)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	1,540,253	1,728,465	1,728,465
19.2 End of period (Line 18 plus Line 19.1).....	18,951,729	1,602,262	1,540,253

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001			
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at End of:										
1. Prior Year.....	0									
2. First Quarter.....	0									
3. Second Quarter.....	0									
4. Third Quarter.....	26,811	2,495							24,316	
5. Current Year.....	0									
6. Current Year Member Months.....	82,322	7,394							74,928	
Total Member Ambulatory Encounters for Period:										
7. Physician.....	41,903	41,903								
8. Non-Physician.....	3,649	3,649								
9. Total.....	45,552	45,552	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).....	24,558,886	1,350,739							23,208,147	
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	24,558,886	1,350,739							23,208,147	
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	8,428,475	758,563							7,669,912	
18. Amount Incurred for Provision of Health Care Services.....	21,715,405	1,954,387							19,761,018	

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(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees \$.000000.

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)						
Total Claims Unpaid.....	13,286,930					13,286,930
0199999. Individually Listed Claims Unpaid.....	13,286,930	0	0	0	0	13,286,930
0499999. Subtotals.....	13,286,930	0	0	0	0	13,286,930
0799999. Total Claims Unpaid.....						13,286,930

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....		8,428,475		13,286,930	0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....					0	
5. Federal Employees Health Benefits Plan.....					0	
6. Title XVIII - Medicare.....					0	
7. Title XIX - Medicaid.....					0	
8. Other health.....					0	
9. Health subtotal (Lines 1 to 8).....	0	8,428,475	0	13,286,930	0	0
10. Healthcare receivables (a).....					0	
11. Other non-health.....					0	
12. Medical incentive pools and bonus amounts.....					0	
13. Totals (Lines 9-10+11+12).....	0	8,428,475	0	13,286,930	0	0

609

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Thrive Health Plans, Inc.
September 30, 2013

1. Summary of Significant Accounting Policies

Nature of Operations

TRUSTED HEALTH PLAN (DISTRICT OF COLUMBIA), INC., formerly known as Thrive Health Plans, Inc., a Washington D.C. domestic for-profit Corporation (the Company), was incorporated on May 23, 2011. The Company's primary purpose and source of revenues is to be derived from operating as a Health Maintenance Organization (HMO) through arranging for and coordinating the delivery of health care services for Medicaid recipients. The Company will accomplish this objective primarily through a contract with the District of Columbia Government Department of Health Care Finance (the DHCF), which requires the Company to provide health care services to the residents of the District of Columbia (the District) who qualify under the Medicaid, Temporary Aid to Needy Families, and Alliance programs through a HMO. Alliance enrollees represent the population not eligible for Medicaid but whose income falls below 200% of the poverty level.

A. The accompanying financial statements of the Company have been prepared on the statutory basis of accounting, in accordance with the accounting practices adopted by the National Association of Insurance Commissioners (NAIC) codification project (Codification) as prescribed or permitted by the Department of Insurance, Securities and Banking of the District of Columbia (the Department). The Codification was adopted the Department without significant modification. The Company has no material statutory accounting practices that differ from those of the Department or the Codification.

These statutory financial statements differ from financial statements prepared in accordance with principles generally accepted in the United States of America (i.e. GAAP).

The principal differences are:

- a) Deferred tax assets are limited to (1) the amount of federal income taxes paid in prior years that can be recovered through loss carrybacks for existing temporary differences that reverse by the end of the subsequent calendar year, plus (2) the lesser of the remaining gross deferred tax assets expected to be realized within one year of the balance sheet date or 10% of capital and surplus, excluding any net deferred tax assets, Electronic Data Processing (EDP) equipment and operating software, and any net positive goodwill, plus (3) the amount of remaining gross deferred tax assets that can be offset against existing gross deferred tax liabilities. The remaining deferred tax assets are non-admitted. Deferred taxes do not include amounts for state taxes. Under GAAP, state taxes are included in the computation of deferred taxes, a deferred tax asset is recorded for the amount of gross deferred taxes expected to be realized in future years and a valuation allowance is established for deferred tax assets not realizable.
- b) Certain assets such as uncollected premiums and other receivables over 90 days past due, prepaid expenses, proper advances, provider overpayments, pharmacy rebate receivable, leasehold improvements, certain furniture and equipment, computer software, and amounts due from affiliates are designed as non-admitted for statutory accounting purposes if they fail to meet certain tests and are excluded from the statutory statements of admitted assets, liabilities, and capital and surplus by direct change to capital and surplus. For GAAP, these amounts are carried as assets, net of a valuation allowance, if necessary.
- c) Intangible assets, including goodwill, are non-admitted and therefore, are not reflected in the Company's statutory statements of admitted assets, liabilities and capital and surplus
- d) Cash and cash equivalents in the statement of cash flows represent cash balances and investments with remaining maturities of one year or less. Under GAAP, the corresponding caption of cash and cash equivalents includes cash balances and investments with initial maturities of three months or less. Also the statutory statements of cash flows do not include classifications consistent with GAAP and a reconciliation of net income to net cash provided by operating activities is not provided.

	<u>State of Domicile</u>	<u>Sept 30, 2013</u>	<u>2012</u>
NET INCOME (LOSS)			
(1) Company State Basis	<u>District of Columbia</u>	<u>\$ 468,782</u>	<u>\$ (188,212)</u>
(2) State Prescribed Practices that Increase NAIC SAP:	<u>District of Columbia</u>	<u>-</u>	<u>-</u>
(3) State Permitted Practices that Increase NAIC SAP:	<u>District of Columbia</u>	<u>-</u>	<u>-</u>
(4) NAIC SAP	<u>District of Columbia</u>	<u>\$ 468,782</u>	<u>\$ (188,212)</u>
SURPLUS			
(5) Company State Basis	<u>District of Columbia</u>	<u>\$ 5,525,420</u>	<u>\$ 1,540,253</u>
(6) State Prescribed Practices that Increase NAIC SAP:	<u>District of Columbia</u>	<u>-</u>	<u>-</u>
(7) State Permitted Practices that Increase NAIC SAP:	<u>District of Columbia</u>	<u>-</u>	<u>-</u>
(8) NAIC SAP	<u>District of Columbia</u>	<u>\$ 5,525,420</u>	<u>\$ 1,540,253</u>

NOTES TO FINANCIAL STATEMENTS

Cash and Cash Equivalents

Cash and cash equivalents are generally comprised of cash, money market accounts and certificates of deposits with original maturities of twelve months or less at the date of purchase. The Company's cash deposits are held by a financial institution in interest bearing and noninterest bearing accounts, and are carried at cost, which approximates fair value. Cash and cash equivalents were \$18,951,729 as of September 30, 2013.

Use of Estimates

The Company has made a number of estimates and assumptions relating to the reporting of admitted assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period to prepare these statutory financial statements in conformity with statutory accounting practices. Actual results could differ from those estimates

B. The preparation of the financial statements in conformity with the Annual Statement Instructions and Accounting Practices and Procedures manual requires management to make estimates and assumptions that affect reported amounts of assets, liabilities, revenues and expenses in the financial statements and in the disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

- C.
- (1) The Company has no short-term investments.
 - (2) The Company has no bonds.
 - (3) Investments in common stock: None
 - (4) Investments in preferred stock: None
 - (5) The Company has no mortgage loans.
 - (6) The Company has no loan backed securities.
 - (7) The Company has no investments in subsidiaries, controlled or affiliated companies.
 - (8) The Company has no investments in joint ventures, partnerships or limited liability companies.
 - (9) The Company has no investments in derivatives.
 - (10) The Company has no premium deficiency reserves.
 - (11) Claims unpaid and claims adjustment expenses: Not applicable
 - (12) Capitalization policy: Not applicable
 - (13) The Company has no pharmaceutical rebate receivables.

2. Accounting Changes and Correction of Errors

There were no accounting changes during the current year.

3. Business Combinations and Goodwill

There were no business combinations or goodwill.

4. Discontinued Operations

None

5. Investments

- A. The Company has no mortgage loans.
- B. The Company has no debt restructuring.
- C. The Company has no reverse mortgages.
- D. The Company has no loan-backed securities.
- E. The Company has no repurchase agreements.
- F. The Company has no real estate.
- G. The Company has no investments in Low-Income Housing Tax Credits.

6. Joint Ventures, Partnerships and Limited Liability Companies

The Company has no investments in joint ventures, partnerships or limited liability companies.

7. Investment Income

The Company has included interest income of \$496 as of September 30, 2013.

8. Derivative Instruments

The Company has no derivative instruments.

9. Income Taxes

The Company has elected C Corporation federal income tax status and therefore, the Company is subject to federal income taxes.

NOTES TO FINANCIAL STATEMENTS

Income taxes are accounted for under the asset and liability method. Deferred tax assets (DTAs) and liabilities (DTLs) are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing asset and liabilities and their respective tax basis and operating loss and tax credit carryforwards. DTAs and DTLs are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered and settled. The effect on DTAs and DTLs from a change in tax rates is recognized in the period that includes the enactment date.

Pursuant to Statements of Statutory Accounting Principles (SSAP) No. 10R, Income Taxes, gross DTAs are first reduced by a statutory valuation allowance adjustment to an amount that is more likely than not to be realized (adjusted gross DTAs). Adjusted gross DTAs are then admitted in an amount equal to the sum of (1) previously paid federal income taxes, which are expected to be recovered through loss carrybacks or existing temporary differences, which reverse within a year and (2) the lesser of the amount of gross DTAs expected to be realized within one year of the balance sheet date after the application of (1) or 10% statutory capital and surplus and (3) the amount of gross DTAs, after the application of (1) and (2) that can be offset against existing gross DTLs. Also pursuant to SSAP No.10R, for reporting entities, which are subject to risk-based capital (RBC) requirements or which are required to file a RBC report with its domiciliary state, when certain RBC thresholds are exceeded, the reporting entities have an option of calculating the admitted portion of adjusted gross DTAs in accordance with SSAP No.101, which would result in higher admitted portion. The Company did not qualify for such election for the year ended December 31, 2012.

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

During the third quarter Trusted Health Plan, Inc. ("NewCo") was formed as a means to facilitate an investment transaction into the Company and to provide for more efficient tax planning by the founders of the Company. The Company, in consultation with its outside legal counsel, has determined that a holding company was not created by the formation of NewCo. Accordingly, the Company has not completed Schedule Y or the interrogatories applicable to Insurance Holding Companies.

11. Debt

The Company has no debt.

12. Retirement Plans and Deferred Compensation

No Change.

13. Capital and Surplus

- (1) Common stock has a par value of \$.01 per share. As of September 30, 2013, 1,000,000 shares were authorized and 100,000 are outstanding.
- (2) There is no preferred stock.
- (3) There are no dividend restrictions.
- (4) There were no dividends paid.
- (5) There are no restrictions on the portion of the Company's profits that may be paid as ordinary dividends to stockholders.
- (6) There are no restrictions on unassigned funds (surplus).
- (7) There are no advances to surplus not repaid.
- (8) The Company has approved an employee stock option plan that will distribute 10% of the company's ownership to employees upon certain terms and vesting schedule approved by the Board. Individual employee awards shall be made by the CEO of the Company.
- (9) Changes in balances of special surplus funds from the prior period: None
- (10) Unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses: None
- (11) Surplus Notes: None
- (12) Impact of the restatement in a quasi-reorganization: None
- (13) The effective date of a quasi-reorganization: Not Applicable

14. Contingencies

- A. Contingent Commitments: None
- B. Assessments: None
- C. Gain Contingencies: None
- D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits: None
- E. All Other Contingencies: The Company is subject to potential litigation and other contingencies arising in the normal course of business. Management is unaware of any such contingencies that might have a material affect on the financial position or the results of operations of the Company.

15. Leases

- A-B. The Company is obligated under a non-cancelable lease for office space and office equipment. Total rent expense was \$28,858 through September 30, 2013.

NOTES TO FINANCIAL STATEMENTS

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

None

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

The Company did not sell, transfer or service financial assets nor extinguish any liabilities.

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

The Company does not have any gain or loss from uninsured or partially insured plans.

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

None

20. Fair Value Measurement

None

21. Other Items

- A. Extraordinary Items -- The Company has no extraordinary events or transactions.
- B. Troubled Debt Restructuring -- The Company has no debt.
- C. Other Disclosures -- The Company did not have any other unusual items such as amounts not recorded in the financial statements that represent segregated funds held for others or assets pledged to others as collateral.
- D. Uncollected Premium Balances -- The Company has no uncollected premium balances.
- E. Business Interruption Insurance Recoveries: Not Applicable
- F. State Transferable Tax Credits: Not Applicable
- G. Subprime Related Risk Exposure: Not Applicable
- H. Retained Assets: Not Applicable
- I. The Company had additional paid in capital of \$4,250,000 in the first six months of 2013 and returned \$500,000 of that amount in the third quarter 2013.
- J. The \$13,286,930 disclosed as a liability relates to an "estimated claims" reserve, which is based on an 87% medical loss ratio.
- K. As of September 11, 2013, Trusted Health Plan, Inc. has appointed Jack Martin to the Board of Directors of the Company, to replace Guy Williams on the Board. Mr. Martin's business background is as a certified public accountant. Mr. Martin has enjoyed a career in both the public and private sectors. Most recently, Mr. Martin completed his tenure as Chief Financial Officer of the U.S. Department of Education, a position in which he was nominated by President Bush in 2001. He has served as Chairman of the Board of Directors for Health Alliance Plan of Michigan, which is one of the largest MCOs in Michigan that includes approximately 100,000 Medicaid members. Additionally, beginning in 1991 through 1994, Mr. Martin served as Chairman of the Provider Reimbursement Review Board of the U.S. Department of Health & Human Services. The Company will submit Mr. Martin's biographical affidavit to the Department under separate cover.
- L. As of September 11, 2013, the company has appointed Bruce Keiser to the Board of Directors of the Company to fill a vacant board seat. Mr. Keiser's business background is as a California licensed attorney, who has substantial experience with the operation of newly formed and existing entities. In particular, he served as the CEO of a Silicon Valley internet company NameZero, where he led that organization to a very lucrative asset sale to a larger strategic partner. The Company will submit Mr. Keiser's biographical affidavit to the Department under separate cover.

22. Subsequent Events

Details regarding the company's restructuring were provided to the Department of Insurance Securities and Banking, confidentially under separate cover, on November 13, 2013. For the reasons stated therein, there has been no change of control by this transaction.

23. Reinsurance

The Company has no reinsurance of any type in force.

24. Retrospectively Rated Contracts

The Company did not retrospectively rate any contracts.

25. Changes in Incurred Losses and Loss Adjustment Expenses

None

26. Intercompany Pooling Arrangements

The Company is not part of a group of affiliated insurers.

27. Structured Settlements

None

NOTES TO FINANCIAL STATEMENTS

28. Health Care Receivables

No significant change.

29. Participating Policies

The Company does not have any participating policies.

30. Premium Deficiency Reserves

None

31. Anticipated Salvage and Subrogation

None

32. Minimum Net Worth

Under the law of the District of Columbia, the Company is required to maintain a minimum net worth of \$1,000,000. The Company is in compliance with this law.

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 [X]
- 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 [X] No []
- 2.2 If yes, date of change: 9/11/2013.....
- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes.
The company is now owned 100% by the parent corporation, Trusted Health Plan, Inc. However, there has been no change in control through this restructuring.
- 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 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 |
|---------------------|---------------------------|---------------------------|
| N/A | | |
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 [] N/A [X]
 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. 1/31/2012.....
- 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. 1/31/2012.....
- 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). 3/8/2012.....
- 6.4 By what department or departments?
Department of Insurance, Securities and Banking
- 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 [X] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 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:
N/A
- 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.
N/A
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If the 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:
N/A
- 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).
N/A
- 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).
N/A

PART 1 - 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:

PART 1 - 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:
 N/A

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 [X]
 If no, attach a description with this statement.
 N/A

16. For the reporting entity's security lending program, state the amount of the following as 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 reporting 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
Branch Banking & Trust Co.	815 Connecticut Ave NW, Washington DC 20006

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)
N/A	N/A	N/A

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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

18.2 If no, list exceptions:
 N/A

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	<u>0.0 %</u>
1.2 A&H cost containment percent	<u>0.0 %</u>
1.3 A&H expense percent excluding cost containment expenses	<u>0.0 %</u>

2.1 Do you act as a custodian for health savings accounts?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]	<u>0</u>
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.			
2.3 Do you act as an administrator for health savings accounts?	Yes [<input type="checkbox"/>]	No [<input checked="" type="checkbox"/>]	<u>0</u>
2.4 If yes, please provide the amount of funds administered as of the reporting date.			

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)
------------------------------	------------------------------	------------------------	------------------------	-------------------------------	--------------------------------------	---

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 through 7	
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. District of Columbia.....DC	L	1,350,739		23,208,147				24,558,886	
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	N								.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		1,350,739	.0	23,208,147	.0	.0	.0	24,558,886	.0
60. Reporting entity contributions for Employee Benefit Plans.....XXX								.0	
61. Total (Direct Business).....(a)	1	1,350,739	.0	23,208,147	.0	.0	.0	24,558,886	.0

DETAILS OF WRITE-INS

58001.....								.0	
58002.....								.0	
58003.....								.0	
58998. Summary of remaining write-ins for line 58 from overflow page.....		.0	.0	.0	.0	.0	.0	.0	.0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above).....		.0	.0	.0	.0	.0	.0	.0	.0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 – ORGANIZATIONAL CHART

Schedule Y-Part 1A
NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

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

NO

Explanation:

1.

Bar Code:



**Overflow Page
NONE**

**Sch. A-Verification
NONE**

**Sch. B-Verification
NONE**

**Sch. BA-Verification
NONE**

**Sch. D-Verification
NONE**

**Sch. D-Part 1B
NONE**

**Sch. DA-Part 1
NONE**

**Sch. DA-Verification
NONE**

**Sch. DB-Pt A-Verification
NONE**

**Sch. DB-Pt B-Verification
NONE**

**Sch. DB-Pt C-Sn 1
NONE**

**Sch. DB-Pt C-Sn 2
NONE**

**Sch. DB-Verification
NONE**

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	
2. Cost of cash equivalents acquired.....	4,503,211	
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....		
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/ adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	4,503,211	0
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	4,503,211	0

**Sch. A-Pt 2
NONE**

**Sch. A-Pt 3
NONE**

**Sch. B-Pt 2
NONE**

**Sch. B-Pt 3
NONE**

**Sch. BA-Pt 2
NONE**

**Sch. BA-Pt 3
NONE**

**Sch. D-Pt 3
NONE**

**Sch. D-Pt 4
NONE**

**Sch. DB-Pt A-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1B-Broker List
NONE**

**Sch. DB-Pt D-Sn 1
NONE**

**Sch. DB-Pt D-Sn 2
NONE**

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
BB&T BANK.....		.....0.010	.....179	.....496	.....10,369	.....(154,306)	.....90,664	XXX..
BB&T Bank - CLAIMS ACCOUNT.....					.....4,790,256	.....10,942,459	.....14,357,854	XXX..
0199999. Total Open Depositories.....	...XXX	...XXX	.....179	.....496	.....4,800,625	.....10,788,153	.....14,448,518	XXX..
0399999. Total Cash on Deposit.....	...XXX	...XXX	.....179	.....496	.....4,800,625	.....10,788,153	.....14,448,518	XXX..
0599999. Total Cash.....	...XXX	...XXX	.....179	.....496	.....4,800,625	.....10,788,153	.....14,448,518	XXX..

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Other Cash Equivalents							
MONEY MARKET ACCOUNTS.....	C.....	07/01/2013	0.010	10/01/2013	4,503,211		
8599999. Total - Other Cash Equivalents.....					4,503,211	.0	.0
8699999. Total - Cash Equivalents.....					4,503,211	.0	.0

QE13