

**QUARTERLY STATEMENT
OF THE
Volunteer State Health Plan, Inc.**

**of
Chattanooga
in the state of
Tennessee**

**TO THE
Insurance Department
OF THE STATE OF
Tennessee**

**FOR THE QUARTER ENDED
SEPTEMBER 30, 2015**

2015



QUARTERLY STATEMENT
AS OF SEPTEMBER 30, 2015
OF THE CONDITION AND AFFAIRS OF THE
Volunteer State Health Plan, Inc.

NAIC Group Code 3498 (Current Period) , 3498 (Prior Period) NAIC Company Code 14046 Employer's ID Number 62-1656610

Organized under the Laws of Tennessee State of Domicile or Port of Entry Tennessee

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[X]
 Other[] Is HMO Federally Qualified? Yes[] No[X] N/A[]

Incorporated/Organized 07/11/1996 Commenced Business 11/01/1996

Statutory Home Office 1 Cameron Hill Circle Chattanooga, TN, US 37402-0001
 (Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 1 Cameron Hill Circle
 (Street and Number) Chattanooga, TN, US 37402-0001 (423)535-5600
 (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 1 Cameron Hill Circle Chattanooga, TN, US 37402-0001
 (Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1 Cameron Hill Circle
 (Street and Number) Chattanooga, TN, US 37402-0001 (423)535-5600
 (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.bluecare.bcbst.com

Statutory Statement Contact Joseph DeWayne Moser (423)535-6894
 (Name) (Area Code)(Telephone Number)(Extension)
Joseph_Moser@bcbst.com (423)535-8331
 (E-Mail Address) (Fax Number)

CORPORATE OFFICERS

Name	Title
Amber Jeanine Cambron	President & CEO
Toliver Ralph Woodard, Jr.	Treasurer
Shelia Dian Clemons	Secretary
James Kertz Rochat	Assistant Treasurer
Katharine Anne Laurance	Assistant Secretary

ADMINISTRATIVE OFFICERS

David Matthew Moroney MD, VP, Chief Medical Officer
 James Howard Srite, Actuary
 Joshua Trey White, Controller & Chief Accounting Officer

Reid Allen Smiley, VP, Chief Financial Officer
 Patrick Timothy Sullivan, VP, Chief Operating Officer #

DIRECTORS OR TRUSTEES

Jason David Hickey, Chairperson
 John Francis Giblin

Scott Christian Pierce #

State of Tennessee
 County of Hamilton ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the 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.

Amber Jeanine Cambron
 (Signature)
 Amber Jeanine Cambron
 (Printed Name)
 1.
 President & Chief Executive Officer
 (Title)

Reid Allen Smiley
 (Signature)
 Reid Allen Smiley
 (Printed Name)
 2.
 VP & Chief Financial Officer
 (Title)

Shelia Dian Clemons
 (Signature)
 Shelia Dian Clemons
 (Printed Name)
 3.
 Secretary
 (Title)

Subscribed and sworn to before me this 12 day of November, 2015

- a. Is this an original filing? Yes[X] No[]
 b. If no, 1. State the amendment number 0
 2. Date filed
 3. Number of pages attached 0

Mary E. Martin
 (Notary Public Signature)



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	367,798,890	0	367,798,890	357,944,400
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	28,808,733	0	28,808,733	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$.....0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$.....0 encumbrances)	0	0	0	0
5. Cash (\$.....16,325,437), cash equivalents (\$.....0) and short-term investments (\$.....114,237,815)	130,563,252	0	130,563,252	347,079,138
6. Contract loans (including \$.....0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	11,095,576	0	11,095,576	64,269
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	538,266,451	0	538,266,451	705,087,807
13. Title plants less \$.....0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	2,516,285	0	2,516,285	2,292,084
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	74,724,992	0	74,724,992	73,692
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	2,571,587	0	2,571,587	200,000
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	19,058,440	0	19,058,440	6,195,450
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2 Net deferred tax asset	7,399,070	1,004,862	6,394,208	15,563,645
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$.....0)	0	0	0	0
22. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0	0
24. Health care (\$.....945,270) and other amounts receivable	3,994,477	3,049,207	945,270	19,122
25. Aggregate write-ins for other than invested assets	436,470	436,470	0	0
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	648,967,772	4,490,539	644,477,233	729,431,800
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. TOTAL (Lines 26 and 27)	648,967,772	4,490,539	644,477,233	729,431,800
DETAILS OF WRITE-INS				
1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
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. Prepays and Other Miscellaneous	436,470	436,470	0	0
2502.	0	0	0	0
2503.	0	0	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)	436,470	436,470	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)	217,416,073	0	217,416,073	158,167,919
2. Accrued medical incentive pool and bonus amounts	108,000	0	108,000	650,000
3. Unpaid claims adjustment expenses	7,573,788	0	7,573,788	6,179,917
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	1,050,000	0	1,050,000	0
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	0	0	0	0
8. Premiums received in advance	0	0	0	145,324,891
9. General expenses due or accrued	18,401,958	0	18,401,958	14,529,693
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	25,334	0	25,334	25,334
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	0	0	0	0
12. Amounts withheld or retained for the account of others	7,355	0	7,355	18,026
13. Remittances and items not allocated	4,808,808	0	4,808,808	5,914,767
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	33,792,549	0	33,792,549	31,554,488
16. Derivatives	0	0	0	0
17. Payable for securities	16,648,760	0	16,648,760	3,276,752
18. Payable for securities lending	0	0	0	0
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers)	0	0	0	0
20. Reinsurance in unauthorized and certified (\$.....0) companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	590,260	0	590,260	412,031
23. Aggregate write-ins for other liabilities (including \$.....0 current)	36,530,685	0	36,530,685	33,323,607
24. Total liabilities (Lines 1 to 23)	336,953,570	0	336,953,570	399,377,425
25. Aggregate write-ins for special surplus funds	X X X	X X X	26,742,581	25,806,117
26. Common capital stock	X X X	X X X	10	10
27. Preferred capital stock	X X X	X X X	0	0
28. Gross paid in and contributed surplus	X X X	X X X	155,299,990	155,299,990
29. Surplus notes	X X X	X X X	0	17,000,000
30. Aggregate write-ins for other than special surplus funds	X X X	X X X	0	0
31. Unassigned funds (surplus)	X X X	X X X	125,481,082	131,948,258
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	X X X	X X X	0	0
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	X X X	X X X	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	307,523,663	330,054,375
34. Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	644,477,233	729,431,800
DETAILS OF WRITE-INS				
2301. Insured Premium Tax Payable	36,113,212	0	36,113,212	28,238,228
2302. Pending Escheatment to State	417,473	0	417,473	432,064
2303. Due State of Tennessee - Premium Payable	0	0	0	4,653,315
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)	36,530,685	0	36,530,685	33,323,607
2501. ACA 3rd Qtr Amount of 2016 Annual Assessment Fee	X X X	X X X	26,742,581	0
2502. ACA 2015 Annual Assessment Fee	X X X	X X X	0	25,806,117
2503.	X X X	X X X	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X	0	0
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X	26,742,581	25,806,117
3001.	X X X	X X X	0	0
3002.	X X X	X X X	0	0
3003.	X X X	X X X	0	0
3098. Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X	0	0
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X	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	X X X	4,391,289	3,608,523	4,882,963
2. Net premium income (including \$.....0 non-health premium income)	X X X	1,626,181,034	1,331,804,628	1,811,761,109
3. Change in unearned premium reserves and reserves for rate credits	X X X	(1,050,000)	1,800,000	4,000,000
4. Fee-for-service (net of \$.....0 medical expenses)	X X X	0	0	0
5. Risk revenue	X X X	0	0	0
6. Aggregate write-ins for other health care related revenues	X X X	0	0	0
7. Aggregate write-ins for other non-health revenues	X X X	0	0	0
8. Total revenues (Lines 2 to 7)	X X X	1,625,131,034	1,333,604,628	1,815,761,109
Hospital and Medical:				
9. Hospital/medical benefits	0	975,553,064	787,463,760	1,081,367,052
10. Other professional services	0	254,053,947	215,001,948	291,881,616
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	42,736,407	33,659,035	45,559,907
13. Prescription drugs	0	3,903,523	3,796,167	1,344,855
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	728,544	1,104,737	1,564,454
16. Subtotal (Lines 9 to 15)	0	1,276,975,485	1,041,025,647	1,421,717,884
Less:				
17. Net reinsurance recoveries	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	1,276,975,485	1,041,025,647	1,421,717,884
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$.....49,453,949 cost containment expenses	0	83,866,817	70,939,965	99,559,004
21. General administrative expenses	0	167,207,099	135,777,216	179,528,094
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)	0	0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	1,528,049,401	1,247,742,828	1,700,804,982
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	97,081,633	85,861,800	114,956,127
25. Net investment income earned	0	2,999,661	2,527,870	3,802,121
26. Net realized capital gains (losses) less capital gains tax of \$.....0	0	1,460,273	345,352	446,832
27. Net investment gains or (losses) (Lines 25 plus 26)	0	4,459,934	2,873,222	4,248,953
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]	0	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)	X X X	101,541,567	88,735,022	119,205,080
31. Federal and foreign income taxes incurred	X X X	35,121,378	37,791,071	58,953,047
32. Net income (loss) (Lines 30 minus 31)	X X X	66,420,189	50,943,951	60,252,033
DETAILS OF WRITE-INS				
0601.	X X X	0	0	0
0602.	X X X	0	0	0
0603.	X X X	0	0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X	0	0	0
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	0	0	0
0701.	X X X	0	0	0
0702.	X X X	0	0	0
0703.	X X X	0	0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X	0	0	0
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X	0	0	0
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	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	330,054,375	256,869,320	256,869,320
34. Net income or (loss) from Line 32	66,420,189	50,943,951	60,252,033
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	(1,384,688)	(3,385)	(1,446)
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(8,641,282)	(747,151)	9,648,168
39. Change in nonadmitted assets	(2,124,931)	3,034,022	3,286,300
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	(17,000,000)	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	(59,800,000)	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)	(22,530,712)	53,227,437	73,185,055
49. Capital and surplus end of reporting period (Line 33 plus 48)	307,523,663	310,096,757	330,054,375
DETAILS OF WRITE-INS			
4701.	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

Report #2A: TennCare Select Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	189,526	533,058	598,756
Estimated Revenues:			
1. TennCare Capitation	95,574,081	306,179,009	414,292,559
2. Investment	-	-	-
3. Other Revenues	-	-	-
4. Total Estimated Revenues (Lines 1 to 3)	95,574,081	306,179,009	414,292,559
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	285,219	864,775	1,116,669
6. Fee-for Service Physician Services	10,735,220	35,780,963	47,853,791
7. Inpatient Hospital Services	12,432,976	42,665,625	70,845,250
8. Outpatient Hospital Services	8,109,391	27,902,922	32,608,246
9. Emergency Room Services	1,160,070	3,955,944	4,789,004
10. Dental Services	16	405	905
11. Vision Services	116,979	342,893	437,415
12. Pharmacy Services	-	-	-
13. Home Health Services	27,985,995	88,448,403	117,348,880
14. Chiropractic Services	-	-	-
15. Radiology Services	269,157	871,630	1,150,242
16. Laboratory Services	225,354	733,050	989,769
17. Durable Medical Equipment Services	5,111,680	17,598,249	23,506,497
18. Transportation Services	1,156,070	3,504,023	3,580,356
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	90,500	104,700	2,325
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	110,533	186,773	31,656
23. HCBS Services	-	1,350	1,073
24. Other Medical and Hospital Services - Write-Ins	1,142,757	4,461,741	5,567,328
25. Subtotal Medical and Hospital (Lines 5 to 24)	68,931,917	227,423,446	309,829,406
Mental Health and Substance Abuse Services			
26. Inpatient Psychiatric Facility Services	2,079,675	5,613,354	6,734,405
27. Inpatient Substance Abuse Treatment and Detox	91,765	190,016	195,786
28. Outpatient Mental Health Services	5,343,870	14,627,694	16,745,893
29. Outpatient Substance Abuse Treatment and Detox	-	(11,259)	10,456
30. Housing/Residential Treatment	981,714	3,109,769	5,923,513
31. Specialized Crisis Services	289,800	830,515	1,120,068
32. Psychiatric Rehab and Support Services	76,521	212,118	485,401
33. Case Management	1,099,846	3,695,952	5,865,985
34. Forensics	-	-	-
35. Other Judicial	-	-	-
36. Pharmacy	-	-	-
37. Lab Services	20,169	56,695	69,299
38. Transportation	-	-	-
39. Medical Incentive Pool and Withhold Adjustments	-	-	-
40. Occupancy, Depreciation and Amortization	-	-	-
41. Other Mental Health and Substance Abuse Services	2,119,222	7,408,807	13,435,147
42. PCP and Specialist Services	-	-	-
43. Other Mental Health Services - Write-Ins	-	-	-
44. Subtotal MH & SAS (Lines 26 to 43)	12,102,582	35,733,661	50,585,953
45. Subtotal Hospital, Medical, MH&SAS (Lines 25 and 44)	81,034,499	263,157,107	360,415,359
LESS:			
46. Net Reinsurance Recoveries Incurred	-	-	-
47. Copayments	4,124	9,878	2,021
48. Subrogation and Coordination of Benefits	-	60,511	330,496
49. Subtotal Reinsurance, Copay, Subrogation (Lines 46 to 48)	4,124	70,389	332,517
50. Total Hospital, Medical, MH&SAS (Lines 45 and 49)	81,030,375	263,086,718	360,082,842
Administration:			
51. Compensation	4,619,468	12,986,181	18,078,561
52. Marketing	35,057	98,551	137,197
53. Interest Expense	-	-	-
54. Premium Tax Expense	5,767,577	17,358,925	22,786,091
55. Occupancy, Depreciation, and Amortization	343,756	966,362	1,345,309
56. Other Administration - Write-Ins	2,374,973	6,676,493	9,294,604
57. Total Administration Expenses (Lines 51 to 56)	13,140,831	38,086,512	51,641,762
58. Total Expenses (Lines 50 and 57)	94,171,206	301,173,230	411,724,604
59. Extraordinary Item	-	-	-
60. Provision for Income Tax	781,686	1,530,796	1,269,986
61. Net Income (Loss) (Line 4 Less Lines 58, 59 and 60)	621,189	3,474,983	1,297,969
Write-Ins for Other Expense			
Detail of Other Revenues			
0301.	-	-	-
0399. Total Other Revenues	-	-	-
Detail of Other Medical and Hospital:			
2201. PT/OT/ST, Supplies, Prosthetics, etc.	1,239,396	3,973,076	5,710,440
2202. Bad Debt Expense	(96,639)	488,665	(143,112)
2203. Out of Area Claims Expense	-	-	-
2299. Total Other Medical and Hospital	1,142,757	4,461,741	5,567,328
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5601. Equipment Rental	766,445	2,154,620	2,999,531
5602. Outsourced Services	612,868	1,722,884	2,398,493
5603. Auditing, Actuarial, and Other Consulting	446,567	1,255,383	1,747,667
5604. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	293,678	825,587	1,149,332
5605. Postage/Telephone	161,724	454,636	632,915
5606. Printing and Stationary	93,691	263,383	366,666
5699. Total Other Administration	2,374,973	6,676,493	9,294,604

Report #2A: BlueCare West Only			
	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
Member Months	446,659	1,316,362	2,205,343
Estimated Revenues:			
1. TennCare Capitation	149,607,067	461,928,546	781,921,490
2. Investment	443,256	1,341,999	1,918,622
3. Other Revenues	(74,027)	18,360,406	13,474,630
4. Total Estimated Revenues (Lines 1 to 3)	149,976,296	481,630,951	797,314,742
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	23,435,829	69,570,498	127,555,712
7. Inpatient Hospital Services	22,873,873	60,231,289	102,658,793
8. Outpatient Hospital Services	15,149,586	45,747,811	72,311,036
9. Emergency Room Services	5,320,117	14,412,835	25,994,403
10. Dental Services	-	-	-
11. Vision Services	138,372	347,909	605,716
12. Pharmacy Services	-	-	-
13. Home Health Services	5,569,400	16,446,127	22,276,975
14. Chiropractic Services	-	-	-
15. Radiology Services	974,334	3,042,666	5,208,864
16. Laboratory Services	934,749	2,744,714	5,573,477
17. Durable Medical Equipment Services	1,768,635	5,948,528	9,183,700
18. Transportation Services	3,235,101	9,208,228	15,118,007
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	186,866	94,651	732,300
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	24,484,348	73,898,715	133,701,822
23. HCBS Services	10,680,674	33,981,878	50,804,954
24. Other Medical and Hospital Services - Write-Ins	3,125,400	8,858,431	13,594,478
25. Subtotal Medical and Hospital (Lines 5 to 24)	117,877,284	344,534,280	585,320,237
Mental Health and Substance Abuse Services			
26. Inpatient Psychiatric Facility Services	2,702,824	7,257,699	11,090,419
27. Inpatient Substance Abuse Treatment and Detox	150,359	653,656	871,551
28. Outpatient Mental Health Services	2,169,018	6,053,027	10,380,250
29. Outpatient Substance Abuse Treatment and Detox	-	(10,310)	15,146
30. Housing/Residential Treatment	2,591,277	8,202,039	11,925,241
31. Specialized Crisis Services	440,093	1,297,563	2,124,603
32. Psychiatric Rehab and Support Services	237,621	775,552	1,226,760
33. Case Management	572,068	1,903,980	3,933,180
34. Forensics	-	-	-
35. Other Judicial	-	-	-
36. Pharmacy	-	-	-
37. Lab Services	24,252	74,660	95,338
38. Transportation	-	-	-
39. Medical Incentive Pool and Withhold Adjustments	-	-	-
40. Occupancy, Depreciation and Amortization	-	-	-
41. Other Mental Health and Substance Abuse Services	1,156,013	3,809,552	5,277,921
42. PCP and Specialist Services	-	-	-
43. Other Mental Health Services - Write-Ins	-	-	-
44. Subtotal MH & SAS (Lines 26 to 43)	10,043,525	30,017,418	46,940,409
45. Subtotal Hospital, Medical, MH&SAS (Lines 25 and 44)	127,920,809	374,551,698	632,260,646
LESS:			
46. Net Reinsurance Recoveries Incurred	-	-	-
47. Copayments	8,163	30,026	45,828
48. Subrogation and Coordination of Benefits	-	(1,504)	(166)
49. Subtotal Reinsurance, Copay, Subrogation (Lines 46 to 48)	8,163	28,522	45,662
50. Total Hospital, Medical, MH&SAS, (Lines 45 and 49)	127,912,646	374,523,176	632,214,984
Administration:			
51. Compensation	8,426,251	24,873,354	42,942,674
52. Marketing	63,946	188,762	325,888
53. Health Insurer Fee	(45,230)	11,135,748	8,001,299
54. Premium Tax Expense	8,977,983	27,277,379	43,752,595
55. Occupancy, Depreciation, and Amortization	627,035	1,850,941	3,195,564
56. Other Administration - Write-Ins	4,332,129	12,787,962	22,077,813
57. Total Administration Expenses (Lines 51 to 56)	22,382,114	78,114,146	120,295,833
58. Total Expenses (Lines 50 and 57)	150,294,760	452,637,322	752,510,817
59. Extraordinary Item	-	-	-
60. Provision for Income Tax	985,072	10,638,843	22,157,847
61. Net Income (Loss) (Line 4 Less Lines 58, 59 and 60)	(1,303,536)	18,354,786	22,646,078
Write-Ins for Other Expense			
Detail of Other Revenues			
0301. Insurer Provider Revenue	(74,027)	18,225,447	13,026,128
0302. Pay-for-Performance Bonus	-	134,959	448,502
0399. Total Other Revenues	(74,027)	18,360,406	13,474,630
Detail of Other Medical and Hospital:			
2201. PT/OT/ST, Supplies, Prosthetics, etc.	3,168,905	8,639,369	12,896,475
2202. Bad Debt Expense	(43,505)	219,151	698,003
2203. Out of Area Claims Expense	-	(89)	-
2299. Total Other Medical and Hospital	3,125,400	8,858,431	13,594,478
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5601. Equipment Rental	1,398,052	4,126,897	7,124,897
5602. Outsourced Services	1,117,916	3,299,962	5,697,228
5603. Auditing, Actuarial, and Other Consulting	814,571	2,404,524	4,151,297
5604. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	535,693	1,581,306	2,730,050
5605. Postage/Telephone	294,997	870,796	1,503,386
5606. Printing and Stationary	170,900	504,477	870,955
5699. Total Other Administration	4,332,129	12,787,962	22,077,813

Report #2A: BlueCare East Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	589,426	1,697,298	2,662,960
Estimated Revenues:			
1. TennCare Capitation	217,318,155	610,199,153	987,631,164
2. Investment	583,940	1,726,127	2,344,982
3. Other Revenues	230,281	24,506,616	17,425,265
4. Total Estimated Revenues (Lines 1 to 3)	218,132,376	636,431,896	1,007,401,411
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	33,921,524	106,951,450	175,540,124
7. Inpatient Hospital Services	41,726,154	113,637,513	159,120,604
8. Outpatient Hospital Services	17,605,520	52,620,265	78,071,245
9. Emergency Room Services	5,248,525	12,999,156	19,254,446
10. Dental Services	3,063	6,884	4,481
11. Vision Services	210,837	503,492	754,789
12. Pharmacy Services	-	-	-
13. Home Health Services	5,847,538	21,376,516	28,287,086
14. Chiropractic Services	-	-	-
15. Radiology Services	1,457,606	4,185,535	6,426,290
16. Laboratory Services	1,635,572	4,721,453	7,328,751
17. Durable Medical Equipment Services	3,025,432	10,147,805	13,040,090
18. Transportation Services	4,054,328	12,194,137	15,840,857
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	483,590	502,112	818,856
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	34,940,156	94,842,582	161,812,896
23. HCBS Services	10,034,266	27,154,023	38,525,144
24. Other Medical and Hospital Services - Write-Ins	3,180,764	10,620,192	14,317,889
25. Subtotal Medical and Hospital (Lines 5 to 24)	163,374,875	472,463,115	719,143,548
Mental Health and Substance Abuse Services			
26. Inpatient Psychiatric Facility Services	1,770,925	4,840,234	6,758,825
27. Inpatient Substance Abuse Treatment and Detox	139,315	417,452	561,794
28. Outpatient Mental Health Services	3,184,049	8,870,213	12,942,377
29. Outpatient Substance Abuse Treatment and Detox	-	-	(10,039)
30. Housing/Residential Treatment	1,912,118	5,650,251	8,626,295
31. Specialized Crisis Services	713,170	2,014,361	3,206,617
32. Psychiatric Rehab and Support Services	504,730	1,607,061	2,984,105
33. Case Management	2,732,902	8,426,393	13,558,170
34. Forensics	-	-	-
35. Other Judicial	-	-	-
36. Pharmacy	-	-	-
37. Lab Services	44,198	117,752	171,154
38. Transportation	-	-	-
39. Medical Incentive Pool and Withhold Adjustments	-	-	-
40. Occupancy, Depreciation and Amortization	-	-	-
41. Other Mental Health and Substance Abuse Services	1,826,361	6,147,120	9,417,943
42. PCP and Specialist Services	-	-	-
43. Other Mental Health Services - Write-Ins	-	-	-
44. Subtotal MH & SAS (Lines 26 to 43)	12,827,768	38,090,837	58,217,241
45. Subtotal Hospital, Medical, MH&SAS (Lines 25 and 44)	176,202,643	510,553,952	777,360,789
LESS:			
46. Net Reinsurance Recoveries Incurred	-	-	-
47. Copayments	16,984	57,569	104,201
48. Subrogation and Coordination of Benefits	-	2,561	(1,465)
49. Subtotal Reinsurance, Copay, Subrogation (Lines 46 to 48)	16,984	60,130	102,736
50. Total Hospital, Medical, MH&SAS, (Lines 45 and 49)	176,185,659	510,493,822	777,258,053
Administration:			
51. Compensation	10,728,704	31,671,849	51,365,660
52. Marketing	81,419	240,356	389,811
53. Health Insurer Fee	140,702	14,891,669	10,470,337
54. Premium Tax Expense	13,058,906	36,138,699	55,285,203
55. Occupancy, Depreciation, and Amortization	798,374	2,356,850	3,822,357
56. Other Administration - Write-Ins	5,515,871	16,283,224	26,408,266
57. Total Administration Expenses (Lines 51 to 56)	30,323,976	101,582,647	147,741,634
58. Total Expenses (Lines 50 and 57)	206,509,635	612,076,469	924,999,687
59. Extraordinary Item	-	-	-
60. Provision for Income Tax	2,475,223	9,818,266	40,751,893
61. Net Income (Loss) (Line 4 Less Lines 58, 59 and 60)	9,147,518	14,537,161	41,649,831
Write-Ins for Other Expense			
Detail of Other Revenues			
0301. Insurer Provider Revenue	230,281	24,372,616	17,045,725
0302. Pay-for-Performance Bonus	-	134,000	379,540
0399. Total Other Revenues	230,281	24,506,616	17,425,265
Detail of Other Medical and Hospital:			
2201. PT/OT/ST, Supplies, Prosthetics, etc.	3,219,375	10,337,780	13,464,774
2202. Bad Debt Expense	(38,611)	282,412	853,115
2203. Out of Area Claims Expense	-	-	-
2299. Total Other Medical and Hospital	3,180,764	10,620,192	14,317,889
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5601. Equipment Rental	1,780,064	5,254,878	8,522,409
5602. Outsourced Services	1,423,383	4,201,922	6,814,710
5603. Auditing, Actuarial, and Other Consulting	1,037,152	3,061,740	4,965,553
5604. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	682,071	2,013,516	3,265,536
5605. Postage/Telephone	375,603	1,108,805	1,798,269
5606. Printing and Stationary	217,598	642,363	1,041,789
5699. Total Other Administration	5,515,871	16,283,224	26,408,266

Report #2A: BlueCare Middle Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	471,746	1,332,140	-
Estimated Revenues:			
1. TennCare Capitation	185,301,040	467,796,504	-
2. Investment	482,563	1,412,755	-
3. Other Revenues	-	-	-
4. Total Estimated Revenues (Lines 1 to 3)	185,783,603	469,209,259	-
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	21,457,891	73,266,773	-
7. Inpatient Hospital Services	34,355,194	83,010,697	-
8. Outpatient Hospital Services	12,671,337	37,503,841	-
9. Emergency Room Services	5,332,855	14,197,939	-
10. Dental Services	-	-	-
11. Vision Services	111,502	339,256	-
12. Pharmacy Services	-	-	-
13. Home Health Services	1,137,235	4,009,247	-
14. Chiropractic Services	-	-	-
15. Radiology Services	1,217,228	4,268,523	-
16. Laboratory Services	635,065	2,149,475	-
17. Durable Medical Equipment Services	1,095,929	3,527,466	-
18. Transportation Services	3,194,477	9,064,907	-
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	491	1,069	-
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	29,574,414	77,589,766	-
23. HCBS Services	4,284,438	9,914,653	-
24. Other Medical and Hospital Services - Write-Ins	3,051,335	7,940,971	-
25. Subtotal Medical and Hospital (Lines 5 to 24)	118,119,391	326,784,583	-
Mental Health and Substance Abuse Services			
26. Inpatient Psychiatric Facility Services	3,365,897	5,401,082	-
27. Inpatient Substance Abuse Treatment and Detox	355,435	802,168	-
28. Outpatient Mental Health Services	4,599,138	11,178,405	-
29. Outpatient Substance Abuse Treatment and Detox	-	-	-
30. Housing/Residential Treatment	914,882	2,220,364	-
31. Specialized Crisis Services	857,990	2,371,791	-
32. Psychiatric Rehab and Support Services	473,462	828,801	-
33. Case Management	887,324	2,350,109	-
34. Forensics	-	-	-
35. Other Judicial	-	-	-
36. Pharmacy	-	-	-
37. Lab Services	34,703	72,264	-
38. Transportation	-	-	-
39. Medical Incentive Pool and Withhold Adjustments	-	-	-
40. Occupancy, Depreciation and Amortization	-	-	-
41. Other Mental Health and Substance Abuse Services	1,075,748	2,194,462	-
42. PCP and Specialist Services	-	-	-
43. Other Mental Health Services - Write-Ins	-	-	-
44. Subtotal MH & SAS (Lines 26 to 43)	12,564,579	27,419,446	-
45. Subtotal Hospital, Medical, MH&SAS (Lines 25 and 44)	130,683,970	354,204,029	-
LESS:			
46. Net Reinsurance Recoveries Incurred	-	-	-
47. Copayments	9,198	27,847	-
48. Subrogation and Coordination of Benefits	-	-	-
49. Subtotal Reinsurance, Copay, Subrogation (Lines 46 to 48)	9,198	27,847	-
50. Total Hospital, Medical, MH&SAS, (Lines 45 and 49)	130,674,772	354,176,182	-
Administration:			
51. Compensation	7,950,387	23,012,270	-
52. Marketing	60,335	174,638	-
53. Health Insurer Fee	-	-	-
54. Premium Tax Expense	11,118,062	26,628,886	-
55. Occupancy, Depreciation, and Amortization	591,625	1,712,449	-
56. Other Administration - Write-Ins	4,087,479	11,831,138	-
57. Total Administration Expenses (Lines 51 to 56)	23,807,888	63,359,381	-
58. Total Expenses (Lines 50 and 57)	154,482,660	417,535,563	-
59. Extraordinary Item	-	-	-
60. Provision for Income Tax	11,566,242	15,802,112	-
61. Net Income (Loss) (Line 4 Less Lines 58, 59 and 60)	19,734,701	35,871,584	-
Write-Ins for Other Expense			
Detail of Other Revenues			
0301. Insurer Provider Revenue	-	-	-
0302. Pay-for-Performance Bonus	-	-	-
0399. Total Other Revenues	-	-	-
Detail of Other Medical and Hospital:			
2201. PT/OT/ST, Supplies, Prosthetics, etc.	3,011,955	7,901,591	-
2202. Bad Debt Expense	39,380	39,380	-
2203. Out of Area Claims Expense	-	-	-
2299. Total Other Medical and Hospital	3,051,335	7,940,971	-
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5601. Equipment Rental	1,319,099	3,818,113	-
5602. Outsourced Services	1,054,783	3,053,051	-
5603. Auditing, Actuarial, and Other Consulting	768,570	2,224,612	-
5604. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	505,441	1,462,990	-
5605. Postage/Telephone	278,337	805,641	-
5606. Printing and Stationary	161,249	466,731	-
5699. Total Other Administration	4,087,479	11,831,138	-

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	1,403,833,256	1,291,703,344	1,956,812,308
2. Net investment income	7,320,511	5,373,151	7,087,684
3. Miscellaneous income	0	0	0
4. TOTAL (Lines 1 to 3)	1,411,153,767	1,297,076,495	1,963,899,992
5. Benefit and loss related payments	1,220,355,785	1,024,154,429	1,402,895,488
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	258,492,541	206,881,055	276,647,458
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	35,048,907	37,791,071	58,953,047
10. TOTAL (Lines 5 through 9)	1,513,897,233	1,268,826,555	1,738,495,993
11. Net cash from operations (Line 4 minus Line 10)	(102,743,466)	28,249,940	225,403,999
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	176,291,774	348,317,892	399,391,817
12.2 Stocks	11,554,116	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	2,340,701	1,364,965	4,460,350
12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	190,186,591	349,682,857	403,852,167
13. Cost of investments acquired (long-term only):			
13.1 Bonds	189,362,452	289,616,406	369,850,580
13.2 Stocks	41,623,317	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	65,281	3,385	7,256
13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	231,051,050	289,619,791	369,857,837
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(40,864,459)	60,063,066	33,994,330
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	(17,000,000)	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	0
16.5 Dividends to stockholders	59,800,000	0	0
16.6 Other cash provided (applied)	3,892,039	(288,996)	17,297,295
17. Net cash from financing and miscellaneous sources (Line 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(72,907,961)	(288,996)	17,297,295
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)	(216,515,886)	88,024,010	276,695,624
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	347,079,138	70,383,514	70,383,514
19.2 End of period (Line 18 plus Line 19.1)	130,563,252	158,407,524	347,079,138

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001	0	0	0
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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	428,452	0	0	0	0	0	0	2,053	426,399	0
2. First Quarter	475,883	0	0	0	0	0	0	3,971	471,912	0
3. Second Quarter	495,791	0	0	0	0	0	0	5,186	490,605	0
4. Third Quarter	518,950	0	0	0	0	0	0	7,474	511,476	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	4,391,289	0	0	0	0	0	0	45,488	4,345,801	0
Total Member Ambulatory Encounters for Period:										
7. Physician	3,588,971	0	0	0	0	0	0	97,404	3,491,567	0
8. Non-Physician	312,085	0	0	0	0	0	0	8,470	303,615	0
9. Total	3,901,056	0	0	0	0	0	0	105,874	3,795,182	0
10. Hospital Patient Days Incurred	265,170	0	0	0	0	0	0	9,967	255,203	0
11. Number of Inpatient Admissions	37,588	0	0	0	0	0	0	1,082	36,506	0
12. Health Premiums Written (a)	1,626,181,034	0	0	0	0	0	0	48,974,920	1,577,206,114	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	1,625,131,034	0	0	0	0	0	0	47,924,920	1,577,206,114	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	1,219,061,241	0	0	0	0	0	0	38,023,394	1,181,037,847	0
18. Amount Incurred for Provision of Health Care Services	1,276,975,485	0	0	0	0	0	0	42,885,929	1,234,089,556	0
(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$	48,974,920									

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
0199999 Individually Listed Claims Unpaid	0	0	0	0	0	0
0299999 Aggregate Accounts Not Individually Listed - Uncovered	0	0	0	0	0	0
0399999 Aggregate Accounts Not Individually Listed - Covered	13,128,338	11,215,224	5,035,584	4,903,519	2,675,759	36,958,424
0499999 Subtotals	13,128,338	11,215,224	5,035,584	4,903,519	2,675,759	36,958,424
0599999 Unreported claims and other claim reserves						180,457,649
0699999 Total Amounts Withheld						0
0799999 Total Claims Unpaid						217,416,073
0899999 Accrued Medical Incentive Pool And Bonus Amounts						108,000

UNDERWRITING AND INVESTMENT EXHIBIT**ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)	0	0	0	0	0	0
2. Medicare Supplement	0	0	0	0	0	0
3. Dental only	0	0	0	0	0	0
4. Vision only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	3,793,154	34,230,240	(21,641)	9,484,707	3,771,513	2,528,682
7. Title XIX - Medicaid	149,678,773	1,031,359,074	(2,068,481)	210,011,488	147,620,292	155,639,237
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	153,471,927	1,065,589,314	(2,080,122)	219,496,195	151,391,805	158,167,919
10. Healthcare receivables (a)	215,891	3,283,921	0	470,665	215,891	1,908,023
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	586,405	684,139	0	108,000	586,405	650,000
13. Totals (Lines 9 - 10 + 11 + 12)	153,842,441	1,062,989,532	(2,080,122)	219,133,530	151,762,319	156,909,896

(a) Excludes \$.....24,000 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies

- A. The accompanying financial statements of Volunteer State Health Plan, Inc. (VSHP or the Company), doing business as BlueCare Tennessee, are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance (TDCI).

The TDCI recognizes only statutory accounting practices prescribed or permitted by the State of Tennessee for determining and reporting the financial condition and results of operations of an insurance company. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual* has been adopted as a component of prescribed practices by the State of Tennessee. Prescribed accounting practices are those practices which are incorporated directly or by reference to state laws, regulations and general administrative rules applicable to all insurance enterprises domiciled in Tennessee. Permitted accounting practices include deviations from NAIC Statutory Accounting Principles (SAP) specifically requested by an insurer and granted by the TDCI. These statements have no deviations from NAIC SAP other than as described in the following paragraphs.

The Company has accepted the risk for uninsured claims overpayments for which the Company determined the State of Tennessee was not responsible. At the direction of the TDCI, the Company records uninsured claims overpayments as claims expense rather than reporting the net gain or loss on the general administrative expense line as required by NAIC SAP.

At the direction of the TDCI, the Company does not report the receivables and associated payables related to premium taxes for Administrative Services Only (ASO) plans. The rationale behind the offset of these assets and liabilities is that they have no economic impact on the Company. The offset for ASO plans became effective in 2003. This treatment has no impact on net income or surplus.

At the direction of the TDCI, the Company discloses gross transactions with the affiliates listed on Schedule Y of the Annual Statement. This treatment has no impact on net income or surplus.

There are no differences between NAIC SAP and practices prescribed and permitted by the State of Tennessee with regards to the Company's net income or capital and surplus as of September 30, 2015 and December 31, 2014.

	<u>State of Domicile</u>	<u>September 30, 2015</u>	<u>December 31, 2014</u>
<u>NET INCOME</u>			
(1) VSHP state basis (Page 4, Line 32, Columns 2&4)	TN	\$ 66,420,189	\$ 60,252,033
(2) State prescribed practices that (increase)/decrease NAIC SAP:	TN	0	0
(3) State permitted practices that (increase)/decrease NAIC SAP:	TN	0	0
(4) NAIC SAP (1-2-3=4)	TN	<u>\$ 66,420,189</u>	<u>\$ 60,252,033</u>
<u>SURPLUS</u>			
(5) VSHP state basis (Page 3, Line 33, Columns 3&4)	TN	\$ 307,523,663	\$ 330,054,375
(6) State prescribed practices that (increase)/decrease NAIC SAP:	TN	0	0
(7) State permitted practices that (increase)/decrease NAIC SAP:	TN	0	0
(8) NAIC SAP (5-6-7=8)	TN	<u>\$ 307,523,663</u>	<u>\$ 330,054,375</u>

- B. No Change

- C. (1)-(2) No Change

(3) Common stocks are reported at fair value as reported by the custodian. These securities are actively traded and quotes are readily determinable.

(4)-(5) No Change

(6) Loan-backed securities are stated at amortized cost net of principal pay downs. The adjustment methodology for loan-backed securities is prospective.

(7)-(13) No Change

2. Accounting Changes and Corrections of Errors

No Change

3. Business Combinations and Goodwill

A. No Change

B. No Change

C. No Change

D. No Change

4. Discontinued Operations

No Change

5. Investments

A. No Change

Notes to Financial Statement

B. No Change

C. No Change

D. (1) Prepayment assumptions for loan-backed securities are consistent with current market and economic conditions and were obtained from Bloomberg, bond portfolio managers, pricing services and custodians. Fair values are obtained from custodians using actual market quotes, if available, or matrix pricing of securities with similar terms.

(2)&(3) The Company did not recognize any other-than-temporary-impairments (OTTI) on loan-backed securities as of September 30, 2015.

(4) Aggregate unrealized losses and related fair value of loan-backed securities where fair value was less than amortized cost at September 30, 2015 and for which OTTI has not been recognized is as follows:

a. The aggregate amount of unrealized losses:	1. Less than 12 months	\$ 114,885
	2. 12 months or longer	\$ 27,835
b. The aggregate related fair value of securities with unrealized losses:	1. Less than 12 months	\$ 27,132,119
	2. 12 months or longer	\$ 3,310,310

(5) On a quarterly basis, management uses a variety of methods and procedures, both quantitative and qualitative, to review and analyze the Company's investment portfolio to identify securities that management believes to be other-than-temporarily impaired.

E. The Company had no repurchase agreements or securities lending transactions in the nine months ended September 30, 2015.

F. No Change

G. No Change

H. The Company had the following restricted assets as of September 30, 2015 and December 31, 2014.

(1) Restricted Assets (Including Pledged)

Restricted Asset Category	1	2	3	4	5	6
	Total Gross Restricted From Current Year	Total Gross Restricted from Prior Year	Increase/ (Decrease) (1 minus 2)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not known	\$ 0	\$ 0	\$ 0	\$ 0	0%	0%
b. Collateral held under security lending agreements	0	0	0	0	0%	0%
c. Subject to repurchase agreements	0	0	0	0	0%	0%
d. Subject to reverse repurchase agreements	0	0	0	0	0%	0%
e. Subject to dollar repurchase agreements	0	0	0	0	0%	0%
f. Subject to dollar reverse repurchase agreements	0	0	0	0	0%	0%
g. Placed under option contracts	0	0	0	0	0%	0%
h. Letter stock or securities restricted as to sale (excluding FHLB capital stock)	0	0	0	0	0%	0%
i. FHLB capital stock	0	0	0	0	0%	0%
j. On deposit with states	12,349,085	35,117,604	(22,768,519)	12,349,085	1.90%	1.92%
k. On deposit with other regulatory bodies	0	0	0	0	0%	0%
l. Pledged collateral to FHLB (including assets backing fundign agreements)	0	0	0	0	0%	0%
m. Pledged as collateral to FHLB (including assets backing funding agreements)	0	0	0	0	0%	0%
n. Other restricted assets	0	0	0	0	0%	0%
o. Total Restricted Assets	\$ 12,349,085	\$ 35,117,604	\$ (22,768,519)	\$ 12,349,085	1.90%	1.92%

(2)&(3) No Change

I. The Company had no working capital finance investments as of September 30, 2015.

J. The Company did not offset any derivative, repurchase, reverse repurchase, securities borrowing or securities lending assets and liabilities during the nine months ended September 30, 2015.

K. No Change

6. Joint Ventures, Partnerships and Limited Liability Companies

A. No Change

B. No Change

Notes to Financial Statement

7. Investment Income

- A. No Change
B. No Change

8. Derivative Instruments

- A. No Change
B. No Change
C. No Change
D. No Change
E. No Change
F. No Change

9. Income Taxes

The application of SSAP No. 101, *Income Taxes*, requires a company to evaluate the recoverability of its deferred tax asset (DTA) and to establish a valuation allowance, if necessary, to reduce the DTA to an amount which is more likely than not to be realized. Considerable judgment is required in determining whether a valuation allowance is necessary, and if so, the amount of such valuation allowance. In evaluating the need for a valuation allowance the Company considers many factors, including: (1) the nature of DTAs and deferred tax liabilities (DTLs); (2) whether they are ordinary or capital; (3) the timing of their reversal; (4) taxable income in prior carryback years as well as projected taxable earnings exclusive of reversing temporary differences and carryforwards; (5) the length of time that carryovers can be utilized; (6) unique tax rules that would impact the utilization of the DTAs; and (7) tax planning strategies that the Company would employ to avoid a tax benefit from expiring unused. Management believes it is more likely than not that the DTA will be realized. Accordingly, the Company has not recorded a valuation allowance as of September 30, 2015.

- A. The components of the net DTA recognized in the Company's balance sheet as of September 30, 2015 and December 31, 2014 are as follows:

	9/30/2015			12/31/2014			Change		
	1 Ordinary	2 Capital	3 (Col1+2) Total	4 Ordinary	5 Capital	6 (Col4+5) Total	7 (Col1-4) Ordinary	8 (Col2-5) Capital	9 (Col7+8) Total
1.									
(a) Gross DTA	\$ 6,940,501	\$ 458,569	\$ 7,399,070	\$ 16,034,831	\$ 5,521	\$ 16,040,352	\$ (9,094,330)	\$ 453,048	\$ (8,641,282)
(b) Statutory valuation allowance adjustments	0	0	0	0	0	0	0	0	0
(c) Adjusted gross DTA (1a - 1b)	6,940,501	458,569	7,399,070	16,034,831	5,521	16,040,352	(9,094,330)	453,048	(8,641,282)
(d) DTA nonadmitted	574,662	430,200	1,004,862	476,707	0	476,707	97,955	430,200	528,155
(e) Subtotal net admitted DTA (1c - 1d)	6,365,839	28,369	6,394,208	15,558,124	5,521	15,563,645	(9,192,285)	22,848	(9,169,437)
(f) DTL	0	0	0	0	0	0	0	0	0
(g) Net admitted DTA / (Net DTL) (1e - 1f)	\$ 6,365,839	\$ 28,369	\$ 6,394,208	\$ 15,558,124	\$ 5,521	\$ 15,563,645	\$ (9,192,285)	\$ 22,848	\$ (9,169,437)
2.									
Admission calculation components (SSAP No. 101)									
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 6,365,839	\$ 28,369	\$ 6,394,208	\$ 15,558,124	\$ 5,521	\$ 15,563,645	\$ (9,192,285)	\$ 22,848	\$ (9,169,437)
(b) Adjusted gross DTA expected to be realized (excluding the amount of DTA from 2(a) above) after application of the threshold limitation (the lesser of 2(b)1 and 2(b)2 below)	0	0	0	0	0	0	0	0	0
1. Adjusted gross DTA expected to be realized following the balance sheet date	0	0	0	0	0	0	0	0	0
2. Adjusted gross DTA allowed per limitation threshold	xxx	xxx	45,169,418	xxx	xxx	47,173,610	xxx	xxx	(2,004,192)
(c) Adjusted gross DTA (excluding the amount of DTA from 2(a) and 2(b) above) offset by gross DTL	0	0	0	0	0	0	0	0	0
(d) DTA admitted as the result of application of SSAP No. 101 (Total 2(a) + 2(b) + 2(c))	\$ 6,365,839	\$ 28,369	\$ 6,394,208	\$ 15,558,124	\$ 5,521	\$ 15,563,645	\$ (9,192,285)	\$ 22,848	\$ (9,169,437)

3. No Change

Notes to Financial Statement

	9/30/2015		12/31/2014		Change	
	1 Ordinary	2 Capital	3 Ordinary	4 Capital	5 (Col 1-3) Ordinary	6 (Col 2-4) Capital

Impact of Tax-Planning Strategies

(a) Determination of adjusted gross DTA and net admitted DTA, by tax character, as a percentage

1. Adjusted gross DTAs amount from Note 9A1(e)	\$ 6,940,501	\$ 458,569	\$ 16,034,831	\$ 5,521	\$ (9,094,330)	\$ 453,048
2. Percentage of adjusted gross DTAs by tax character attributable to the impact of tax planning strategies	0%	0%	0%	0%	0%	0%
3. Net admitted adjusted gross DTAs amount from Note 9A1(e)	\$ 6,365,839	\$ 28,369	\$ 15,558,124	\$ 5,521	\$ (9,192,285)	\$ 22,848
4. Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	0%	0%	0%	0%	0%	0%

(b) Does the Company's tax-planning strategies include the use of reinsurance?

Yes _____ No X

B. No Change

C. The provisions for incurred income taxes for the periods ended September 30, 2015 and December 31, 2014 are:

1. Current income tax:

	1 9/30/2015	2 12/31/2014	3 (Col 1-2) Change
(a) Federal	\$ 35,121,378	\$ 58,953,047	\$ (23,831,669)
(b) Foreign	0	0	0
(c) Subtotal	35,121,378	58,953,047	(23,831,669)
(d) Federal income tax on net capital gains	0	0	0
(e) Utilization of capital loss carryforwards	0	0	0
(f) Other	0	0	0
(g) Federal and foreign income taxes incurred	<u>\$ 35,121,378</u>	<u>\$ 58,953,047</u>	<u>\$ (23,831,669)</u>

Notes to Financial Statement

	1 9/30/2015	2 12/31/2014	3 (Col 1-2) Change
2. DTA:			
(a) Ordinary			
(1) Discounting of unpaid claims	\$ 1,944,820	\$ 1,798,937	\$ 145,883
(2) Unearned premium reserve	0	10,172,742	(10,172,742)
(3) Policyholder reserves	0	0	0
(4) Investments	0	0	0
(5) Deferred acquisition costs	0	0	0
(6) Policyholder dividends accrual	0	0	0
(7) Fixed assets	0	0	0
(8) Compensation and benefits accrual	1,225,816	1,083,735	142,081
(9) Pension accrual	0	0	0
(10) Receivables – nonadmitted	3,591,638	2,979,417	612,221
(11) Net operating loss carryforward	0	0	0
(12) Tax credit carryforward	0	0	0
(13) Other (including items <5% of total ordinary tax assets)	178,227	0	178,227
(99) Subtotal	<u>6,940,501</u>	<u>16,034,831</u>	<u>(9,094,330)</u>
(b) Statutory valuation allowance adjustment	0	0	0
(c) Nonadmitted	574,662	476,707	97,955
(d) Admitted ordinary DTA (2a99 – 2b – 2c)	<u>6,365,839</u>	<u>15,558,124</u>	<u>(9,192,285)</u>
(e) Capital			
(1) Investments	458,569	5,521	453,048
(2) Net capital loss carryforward	0	0	0
(3) Real estate	0	0	0
(4) Other (including items <5% of total capital tax assets)	0	0	0
(99) Subtotal	<u>458,569</u>	<u>5,521</u>	<u>453,048</u>
(f) Statutory valuation allowance adjustment	0	0	0
(g) Nonadmitted	430,200	0	430,200
(h) Admitted capital DTA (2e99 – 2f – 2g)	<u>28,369</u>	<u>5,521</u>	<u>22,848</u>
(i) Admitted DTA (2d + 2h)	<u>\$ 6,394,208</u>	<u>\$ 15,563,645</u>	<u>\$ (9,169,437)</u>
(1) Investments	\$ 0	\$ 0	\$ 0
(2) Fixed assets	0	0	0
(3) Deferred and uncollected premium	0	0	0
(4) Policyholder reserves	0	0	0
(5) Other (including items <5% of total ordinary tax liabilities)	0	0	0
(99) Subtotal	<u>0</u>	<u>0</u>	<u>0</u>
(b) Capital			
(1) Investments	0	0	0
(2) Real estate	0	0	0
(3) Other (including items <5% of total capital tax liabilities)	0	0	0
(99) Subtotal	<u>0</u>	<u>0</u>	<u>0</u>
(c) DTL (3a99 + 3b99)	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
4. Net DTA/(DTL) (2i - 3c)	<u>\$ 6,394,208</u>	<u>\$ 15,563,645</u>	<u>\$ (9,169,437)</u>

D. The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate to income before taxes. The significant items causing this difference are as follows:

	September 30, 2015	Effective Tax Rate
Provision computed at statutory rate	\$ 35,539,549	35.0%
ACA health insurer fee	9,212,182	9.1%
2014 federal tax true-up adjustment	130,234	0.1%
Change in net deferred income taxes	(9,760,587)	(9.6%)
Federal income taxes incurred	<u>\$ 35,121,378</u>	<u>34.6%</u>

E. No Change

F. No Change

G. No Change

Notes to Financial Statement

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

A. The Company is a wholly owned subsidiary of Southern Diversified Business Services, Inc. (SDBS). BlueCross BlueShield of Tennessee, Inc. (BCBST) owns 100% of BeneVive, Inc. and SDBS.

B&C. BCBST transferred \$8,500,000 in capital contributions to SDBS during the nine months ended September 30, 2015. None of these capital contributions were passed through to VSHP. No capital contributions were transferred to SDBS or VSHP during the year ended December 31, 2014.

The Company paid BCBST \$131,589,066 and \$157,776,992 for services performed under administrative services and tax sharing agreements during the periods ended September 30, 2015 and December 31, 2014, respectively, net of payments from BCBST.

D. No Change

E. No Change

F. No Change

G. No Change

H. No Change

I. No Change

J. No Change

K. No Change

L. No Change

11. Debt

A. No Change

B. The Company had no Federal Home Loan Bank agreements as of September 30, 2015.

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

A. All disclosures related to defined benefit plans are included in the quarterly statement of BCBST.

B. No Change

C. No Change

D. No Change

E. No Change

F. No Change

G. No Change

H. No Change

I. No Change

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

(1) No Change

(2) No Change

(3) No Change

(4) The Company paid an ordinary dividend in the amount of \$59,800,000 on September 15, 2015 to SDBS. The entire dividend was passed through to BCBST.

(5) No Change

(6) The Company's statutory deposit, required by the State of Tennessee, was \$12,300,000 at September 30, 2015. Assets in the amount of \$12,349,085 were on deposit with the State of Tennessee at September 30, 2015.

(7) No Change

(8) No Change

(9) No Change

(10) No Change

(11) The Company held two surplus notes in the amount of \$17,000,000 issued to BCBST. The surplus notes plus accrued interest of \$314,485 were repaid in cash on September 15, 2015. Both surplus notes have been marked satisfied/cancelled, as paid in full.

(12) No Change

(13) No Change

14. Liabilities, Contingencies and Assessments

A. No Change

B. No Change

Notes to Financial Statement

- C. No Change
- D. No Change
- E. No Change
- F. No Change

15. Leases

- A. No Change
- B. No Change

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

No Change

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

- A. No Change
- B. The Company had no transfers, servicing or extinguishment of financial assets or liabilities during the nine months ended September 30, 2015.
- C. The Company had no wash sales involving transactions for securities with an unrated NAIC designation or a designation of 3 or below in the nine months ended September 30, 2015.

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

- A. TennCare Select and the Stabilization Plan are ASO arrangements with the State of Tennessee, effective July 1, 2001 and July 1, 2002, respectively. Cash and invested assets related to TennCare Select and the Stabilization Plan are reported in the appropriate categories on the Assets statement. Premium tax receivable from the State of Tennessee is netted against premium tax payable to the State of Tennessee for premium taxes related to ASO plans. Other assets and liabilities related to TennCare Select and the Stabilization Plan are netted and reported either on page 2, line 17, Amounts receivable relating to uninsured plans, or on page 3, line 22, Liability for amounts held under uninsured plans.

The gains from operations from ASO uninsured plans and the uninsured portion of partially insured plans were as follows during the nine months ended September 30, 2015:

	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$ 5,005,779	\$ 0	\$ 5,005,779
b. Total net other income or expenses (including interest paid to or received from plans)	0	0	0
c. Net gain from operations	\$ 5,005,779	\$ 0	\$ 5,005,779
d. Total claim payment volume	\$ 267,861,345	\$ 17,345,037	\$ 285,206,382

- B. No Change
- C. No Change

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

No Change

20. Fair Value Measurements

- A&B. (1) The following table provides information about the Company's financial assets measured and reported at fair value using the hierarchy defined by SSAP No. 100, *Fair Value Measurements*, for the period ended September 30, 2015. The Company was not required to report any of its assets or liabilities at fair value under SSAP No. 100, for the period ended December 31, 2014.

Notes to Financial Statement

Description for each class of asset	September 30, 2015			
	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Bonds below investment grade:				
High yield corporate bonds	\$ 5,069,782	\$ 1,082,063	\$ 0	\$ 6,151,845
Total bonds below investment grade	5,069,782	1,082,063	0	6,151,845
Stocks:				
Domestic large capitalization common stocks	28,808,733	0	0	28,808,733
Total assets at fair value	<u>\$ 33,878,515</u>	<u>\$ 1,082,063</u>	<u>\$ 0</u>	<u>\$ 34,960,578</u>
b. Liabilities at fair value	\$ 0	\$ 0	\$ 0	\$ 0
Total liabilities at fair value	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

(2) There were no transfers between Level 1 and Level 2 for the nine months ended September 30, 2015. The Company did not hold any investments classified as Level 3.

(3) Transfers between levels are reported as of the beginning of the reporting period of transfer.

(4) Valuation techniques for estimating fair value are generally categorized into three types. The market approach uses prices and other relevant information from market transactions involving identical or comparable assets. The income approach converts future amounts, such as cash flows or earnings, to a single present value. The cost approach is based on the amount that would be required to replace the asset or the service capacity of the asset. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is reasonably available. The Company applied valuation techniques on a consistent basis to similar assets at September 30, 2015 and December 31, 2014.

Fair values are based on quoted market prices when available. In instances where there is little or no market activity for the same or similar instruments, management estimates fair value using methods, models and assumptions a hypothetical market participant would use to determine a current transaction price. These valuation techniques involve estimation and judgment which could become significant with increasingly complex instruments or pricing models. The degree of judgment utilized in measuring fair value correlates to the level of pricing observability. Pricing observability is impacted by a number of factors including the type of financial instrument, whether the financial instrument is new to the market and not yet established, the characteristics specific to the transaction and overall market conditions. Where appropriate, adjustments are included to reflect the risk inherent in a particular methodology, model or input used.

A description of the inputs and methods used to determine fair value for financial assets is as follows:

Level 1 assets – Fair values are determined using unadjusted quoted prices in active markets provided by independent pricing services.

Level 2 assets – Fair values are determined using prices provided by independent pricing services, which may use quoted market prices of similar or identical securities or models that incorporate inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds.

When determining fair value, the Company obtains an understanding of the methods, models and inputs used by independent pricing services and has controls in place to validate that amounts provided represent current exit prices. In addition, management periodically reviews securities in the portfolio with the Company's investment managers. If unusual fluctuations or significant variances in the pricing provided from different sources are noted, management may obtain additional information from other pricing services, or request an investigation into the valuation of the security by the pricing service to validate the quoted price. There were no adjustments to quoted market prices obtained from independent pricing services during the periods ended September 30, 2015 and December 31, 2014.

C. The following tables provide information about the fair value of the Company's financial assets as of September 30, 2015 and December 31, 2014:

Notes to Financial Statement

September 30, 2015						
Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds:						
U.S. government and government agencies and authorities	\$ 65,008,407	\$ 64,629,013	\$ 65,008,407	\$ 0	\$ 0	\$ 0
States, municipalities and political subdivisions	78,438,024	77,570,608	4,809,004	73,629,020	0	0
Foreign securities, including Canada	21,886,741	21,902,380	14,340,184	7,546,557	0	0
Agency mortgage-backed securities	22,905,480	22,533,434	0	22,905,480	0	0
Commercials mortgage-backed securities	33,357,877	33,396,641	0	33,357,877	0	0
High yield corporate bonds	6,151,845	6,151,845	5,069,782	1,082,063	0	0
Asset-backed securities	33,875,704	33,782,164	0	33,875,704	0	0
Investment grade corporate bonds	107,640,355	107,832,805	74,171,235	33,469,120	0	0
Total bonds	369,264,433	367,798,890	163,398,612	205,865,821	0	0
Stocks:						
Domestic large capitalization common stocks	28,808,733	28,808,733	28,808,733	0	0	0
Short-term investments	114,237,815	114,237,815	114,237,815	0	0	0
Total bonds, stocks and short-term investments	\$ 512,310,981	\$ 510,845,438	\$ 306,445,160	\$ 205,865,821	\$ 0	\$ 0

December 31, 2014						
Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds:						
U.S. government and government agencies and authorities	\$ 63,318,194	\$ 63,265,754	\$ 58,934,010	\$ 4,384,184	\$ 0	\$ 0
States, municipalities and political subdivisions	55,211,045	54,358,401	1,977,374	53,233,671	0	0
Foreign securities, including Canada	26,160,194	26,073,353	2,686,184	23,474,010	0	0
Agency mortgage-backed securities	33,866,107	33,446,575	0	33,866,107	0	0
Commercials mortgage-backed securities	30,962,659	31,064,095	0	30,962,659	0	0
Asset-backed securities	32,984,222	32,970,921	0	32,984,222	0	0
Investment grade corporate bonds	116,887,286	116,765,301	21,601,916	95,285,370	0	0
Total bonds	359,389,707	357,944,400	85,199,484	274,190,223	0	0
Short-term investments	332,249,816	332,249,816	332,249,816	0	0	0
Total bonds and short-term investments	\$ 691,639,523	\$ 690,194,216	\$ 417,449,300	\$ 274,190,223	\$ 0	\$ 0

D. The Company held no financial assets for which it was not practicable to estimate the fair value at September 30, 2015 and December 31, 2014.

21. Other Items

A. No Change

B. No Change

C. Expenses are shown on the Statement of Revenue and Expenses, net of administrative fees from ASO contracts. The following provides a comparison of expenses adjusted for ASO administrative fees, the Affordable Care Act (ACA) annual fee assessment and premium tax for the nine months ended September 30, 2015 and 2014:

Line #	Administrative Expenses:	September 30, 2015	September 30, 2014	% Change
20	Claims adjustment expense	\$ 83,866,817	\$ 70,939,965	
21	General administrative expense	167,207,099	135,777,216	
	Total expense	251,073,916	206,717,181	
	ASO administrative fees	44,658,721	40,413,612	
	ACA annual fee assessment	(26,320,521)	(18,471,636)	
	Premium tax	(107,681,786)	(89,664,717)	
	Expenses, net of adjustments	\$ 161,730,330	\$ 138,994,440	16.4%

D. No Change

E. No Change

Notes to Financial Statement

F. No Change

G. No Change

22. Events Subsequent

Type I – Recognized Subsequent Events:

No Change

Type II – Non-Recognized Subsequent Events:

No Change

23. Reinsurance

A. No Change

B. No Change

C. No Change

D. No Change

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. No Change

B. No Change

C. No Change

D. No Change

E. The Medicare and Medicaid Health Maintenance Organization products offered by the Company are not subject to the risk sharing provisions of ACA as of September 30, 2015.

25. Change in Incurred Claims and Claim Adjustment Expenses

As of December 31, 2014, the reserve for unpaid insured claims, accrued medical incentive pool and unpaid claim adjustment expenses, net of gross healthcare receivables, was \$163,089,813. Through September 30, 2015, \$159,901,546 was paid for expenses attributable to insured events of prior years. The re-estimation of reserves for unpaid insured claims, accrued medical incentive pool and unpaid claim adjustment expenses, net of gross healthcare receivables, for 2014 and prior based on the latest information known regarding individual claims, as well as the ongoing analysis of recent loss development trends, resulted in a favorable prior-year development of \$5,350,315. The reserve remaining for prior years is \$(2,162,048) as of September 30, 2015 due to the estimation that recoveries will exceed payouts.

26. Intercompany Pooling Arrangements

A. No Change

B. No Change

C. No Change

D. No Change

E. No Change

F. No Change

G. No Change

27. Structured Settlements

No Change

28. Health Care Receivables

A. No Change

B. No Change

29. Participating Policies

No Change

30. Premium Deficiency Reserves

No Change

31. Anticipated Salvage and Subrogation

No Change

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[] N/A[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: 05/04/2015

- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[X] No[]
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[] No[X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes:

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[] No[] 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. 12/31/2013
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2013
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 07/14/2015
- 6.4 By what department or departments?
Tennessee Department of Commerce and Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[] No[] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[] No[] N/A[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
		Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

- 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[X] No[]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
The annual review of the Code of Business Conduct resulted in non-substantive situation and language modifications with an updated CEO message. The updated Code was effective January 2015.
- 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: \$ 0

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

GENERAL INTERROGATORIES (Continued)

INVESTMENT

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 Mortgages 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 [] N/A [X]
 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: \$ 0
 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

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
Bank of New York Mellon	One Mellon Center, Pittsburgh, PA 15258

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

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

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

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

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

17.5 Identify all investment advisors, brokers/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
Exempt	Income Research and Management	Two International Place 23rd Floor, Boston, MA 02110-4106
705	Raymond James	50 Front Street, Memphis, TN 38103
7927	Northern Trust Guaranteed Advisors	50 S. LaSalle Street, Chicago, IL 60675
Exempt	Wellington Management Company, LLP	280 Congress Street, Boston, MA 02210

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:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	..... 81.620%
1.2 A&H cost containment percent	..... 3.043%
1.3 A&H expense percent excluding cost containment expenses	..... 12.406%
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.	\$..... 0
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.	\$..... 0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
			NONE					

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

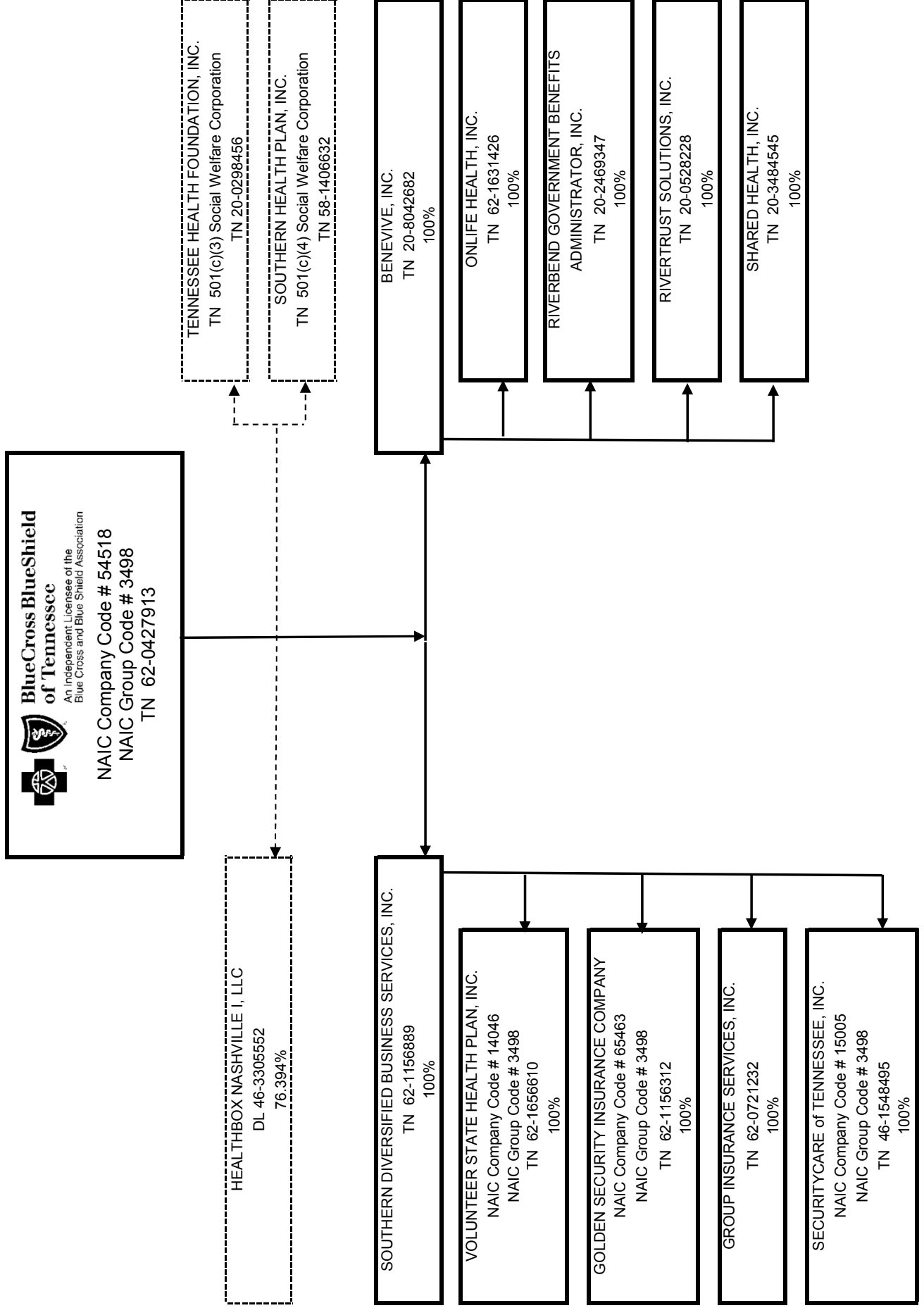
		Direct Business Only							
State, Etc.	1 Active Status	2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama (AL)	N	0	0	0	0	0	0	0	0
2. Alaska (AK)	N	0	0	0	0	0	0	0	0
3. Arizona (AZ)	N	0	0	0	0	0	0	0	0
4. Arkansas (AR)	N	0	0	0	0	0	0	0	0
5. California (CA)	N	0	0	0	0	0	0	0	0
6. Colorado (CO)	N	0	0	0	0	0	0	0	0
7. Connecticut (CT)	N	0	0	0	0	0	0	0	0
8. Delaware (DE)	N	0	0	0	0	0	0	0	0
9. District of Columbia (DC)	N	0	0	0	0	0	0	0	0
10. Florida (FL)	N	0	0	0	0	0	0	0	0
11. Georgia (GA)	N	0	0	0	0	0	0	0	0
12. Hawaii (HI)	N	0	0	0	0	0	0	0	0
13. Idaho (ID)	N	0	0	0	0	0	0	0	0
14. Illinois (IL)	N	0	0	0	0	0	0	0	0
15. Indiana (IN)	N	0	0	0	0	0	0	0	0
16. Iowa (IA)	N	0	0	0	0	0	0	0	0
17. Kansas (KS)	N	0	0	0	0	0	0	0	0
18. Kentucky (KY)	N	0	0	0	0	0	0	0	0
19. Louisiana (LA)	N	0	0	0	0	0	0	0	0
20. Maine (ME)	N	0	0	0	0	0	0	0	0
21. Maryland (MD)	N	0	0	0	0	0	0	0	0
22. Massachusetts (MA)	N	0	0	0	0	0	0	0	0
23. Michigan (MI)	N	0	0	0	0	0	0	0	0
24. Minnesota (MN)	N	0	0	0	0	0	0	0	0
25. Mississippi (MS)	N	0	0	0	0	0	0	0	0
26. Missouri (MO)	N	0	0	0	0	0	0	0	0
27. Montana (MT)	N	0	0	0	0	0	0	0	0
28. Nebraska (NE)	N	0	0	0	0	0	0	0	0
29. Nevada (NV)	N	0	0	0	0	0	0	0	0
30. New Hampshire (NH)	N	0	0	0	0	0	0	0	0
31. New Jersey (NJ)	N	0	0	0	0	0	0	0	0
32. New Mexico (NM)	N	0	0	0	0	0	0	0	0
33. New York (NY)	N	0	0	0	0	0	0	0	0
34. North Carolina (NC)	N	0	0	0	0	0	0	0	0
35. North Dakota (ND)	N	0	0	0	0	0	0	0	0
36. Ohio (OH)	N	0	0	0	0	0	0	0	0
37. Oklahoma (OK)	N	0	0	0	0	0	0	0	0
38. Oregon (OR)	N	0	0	0	0	0	0	0	0
39. Pennsylvania (PA)	N	0	0	0	0	0	0	0	0
40. Rhode Island (RI)	N	0	0	0	0	0	0	0	0
41. South Carolina (SC)	N	0	0	0	0	0	0	0	0
42. South Dakota (SD)	N	0	0	0	0	0	0	0	0
43. Tennessee (TN)	L	0	48,974,920	1,577,206,114	0	0	0	1,626,181,034	0
44. Texas (TX)	N	0	0	0	0	0	0	0	0
45. Utah (UT)	N	0	0	0	0	0	0	0	0
46. Vermont (VT)	N	0	0	0	0	0	0	0	0
47. Virginia (VA)	N	0	0	0	0	0	0	0	0
48. Washington (WA)	N	0	0	0	0	0	0	0	0
49. West Virginia (WV)	N	0	0	0	0	0	0	0	0
50. Wisconsin (WI)	N	0	0	0	0	0	0	0	0
51. Wyoming (WY)	N	0	0	0	0	0	0	0	0
52. American Samoa (AS)	N	0	0	0	0	0	0	0	0
53. Guam (GU)	N	0	0	0	0	0	0	0	0
54. Puerto Rico (PR)	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands (VI)	N	0	0	0	0	0	0	0	0
56. Northern Mariana Islands (MP)	N	0	0	0	0	0	0	0	0
57. Canada (CAN)	N	0	0	0	0	0	0	0	0
58. Aggregate other alien (OT)	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	48,974,920	1,577,206,114	0	0	0	1,626,181,034	0
60. Reporting entity contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61. Total (Direct Business)	(a) 1	0	48,974,920	1,577,206,114	0	0	0	1,626,181,034	0
DETAILS OF WRITE-INS									
58001.	XXX	0	0	0	0	0	0	0	0
58002.	XXX	0	0	0	0	0	0	0	0
58003.	XXX	0	0	0	0	0	0	0	0
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999. TOTALS (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	
3498	BlueCross BlueShield of Tennessee	54518 00000	62-0427913 62-1156889				BlueCross BlueShield of Tennessee, Inc. Southern Diversified Business Services, Inc. Volunteer State Health Plan, Inc.	TN	UIP	BlueCross BlueShield of Tennessee, Inc.	Ownership	0.0	BlueCross BlueShield of Tennessee, Inc.	
3498	BlueCross BlueShield of Tennessee	14046	62-1656610				Golden Security Insurance Company	TN	RE	Southern Diversified Business Services, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
3498	BlueCross BlueShield of Tennessee, Inc.	65463	62-1156312				SecurityCare of Tennessee, Inc.	TN	IA	Southern Diversified Business Services, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
0000		15005 00000	46-1548495 62-0721232				Group Insurance Services	TN	IA	Southern Diversified Business Services, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
0000		00000	20-8042682				BeneVive, Inc.	TN	NIA	BlueCross BlueShield of Tennessee, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
0000		00000	62-1631426				Onlife Health, Inc.	TN	NIA	BeneVive, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
0000		00000	20-2469347				Riverbend Government Benefits Administrator, Inc.	TN	NIA	BeneVive, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
0000		00000	20-0528228				River Trust Solutions, Inc.	TN	NIA	BeneVive, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
0000		00000	20-3484545				Shared Health, Inc.	TN	NIA	BeneVive, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
0000		00000	58-1406632				Southern Health Plan	TN	OTH	BlueCross BlueShield of Tennessee, Inc.	Board of Directors	0.0	BlueCross BlueShield of Tennessee, Inc.	0000002
0000		00000	20-0298456				Tennessee Health Foundation, Inc.	TN	OTH	BlueCross BlueShield of Tennessee, Inc.	Board of Directors	0.0	BlueCross BlueShield of Tennessee, Inc.	0000001
0000		00000	42-3305552				Healthbox Nashville I, Inc.	DE	NIA	BlueCross BlueShield of Tennessee, Inc.	Ownership, Influence	76.4	BlueCross BlueShield of Tennessee, Inc.	

Explanation

Asterisk														
0000001	BlueCross BlueShield of Tennessee, Inc.													
0000002	BlueCross BlueShield of Tennessee, Inc. doing business as BlueCross BlueShield of Tennessee Community Trust													

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

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



14046201536500003

2015

Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF **September 30, 2015** OF THE **Volunteer State Health Plan, Inc.**
SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

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	357,944,400	390,981,782
2. Cost of bonds and stocks acquired	230,985,769	369,850,581
3. Accrual of discount	(1,032,292)	175,280
4. Unrealized valuation increase (decrease)	(1,391,879)	0
5. Total gain (loss) on disposals	1,525,554	454,088
6. Deduct consideration for bonds and stocks disposed of	187,845,890	399,391,817
7. Deduct amortization of premium	3,512,759	4,109,740
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	65,280	15,774
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	396,607,623	357,944,400
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	396,607,623	357,944,400

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)	511,524,687	611,055,527	701,176,087	(2,811,253)	507,385,853	511,524,687	418,592,874	644,495,279
2. NAIC 2 (a)	58,384,432	7,617,148	9,204,796	495,203	50,934,819	58,384,432	57,291,987	45,698,937
3. NAIC 3 (a)	0	5,985,503	0	(167,434)	0	0	5,818,069	0
4. NAIC 4 (a)	0	338,322	0	(4,546)	0	0	333,776	0
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	569,909,118	624,996,500	710,380,883	(2,488,030)	558,320,672	569,909,118	482,036,705	690,194,216
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	569,909,118	624,996,500	710,380,883	(2,488,030)	558,320,672	569,909,118	482,036,705	690,194,216

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

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
9199999. Totals	114,237,815	X X X	114,237,815	69,403	0

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	332,249,816	31,556,697
2. Cost of short-term investments acquired	1,427,597,356	2,447,695,196
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	122
6. Deduct consideration received on disposals	1,645,609,357	2,146,995,658
7. Deduct amortization of premium	0	6,541
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)	114,237,815	332,249,816
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	114,237,815	332,249,816

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1.	Book Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	0
2.	Cost Paid/(Consideration Received) on additions	0
3.	Unrealized Valuation increase/(decrease)	0
4.	Total gain (loss) on termination recognized	0
5.	Considerations received/(paid) on terminations	0
6.	Amortization	0
7.	Adjustment to the Book/Adjusted Carrying Value of hedged item	0
8.	Total foreign exchange change in Book/Adjusted Carrying value	0
9.	Book/Adjusted Carrying Value at End of Current Period (Lines 1 + 2 + 3 + 4 - 5 + 6 + 7 + 8)	0
10.	Deduct nonadmitted assets	0
11.	Statement value at end of current period (Line 9 minus Line 10)	0

NONE

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	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	0	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	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	0	0	0	
3.3	Subtotal (Line 3.1 minus Line 3.2)				0
4.1	Cumulative variation Margin on terminated contracts during the year			0	
4.2	Less:				
	4.21 Amount used to adjust basis of hedged item	0			
	4.22 Amount recognized	0	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				0
	5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year				0
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				0
8.	Statement value at end of current period (Line 6 minus Line 7)				0

NONE

SCHEDULE DB - PART C - SECTION 1

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

1 Number	Replication (Synthetic Asset) Transactions				Components of the Replication (Synthetic Asset) Transactions										
	2 Description	3 NAIC Designation or Other Description	4 Notional Amount	5 Book/Adjusted Carrying Value	6 Fair Value	7 Effective Date	8 Maturity Date	9 Description	10 Book/Adjusted Carrying Value	11 Fair Value	12 CUSIP	13 Description	14 NAIC Designation or Other Description	15 Book/Adjusted Carrying Value	16 Fair Value
NONE															
9999999 Totals				0	0	XXX	XXX	XXX	0	0	XXX	XXX	XXX	0	0

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

	First Quarter		Second Quarter		Third Quarter		Fourth Quarter		Year-To-Date	
	1	2	3	4	5	6	7	8	9	10
	Number of Positions	Total Replication (Synthetic Asset) Statement Value	Number of Positions	Total Replication (Synthetic Asset) Statement Value	Number of Positions	Total Replication (Synthetic Asset) Statement Value	Number of Positions	Total Replication (Synthetic Asset) Statement Value	Number of Positions	Total Replication (Synthetic Asset) Statement Value
1. Beginning Inventory	0	0	0	0	0	0	0	0	0	0
2. Add: Opened or Acquired Transactions	0	0	0	0	0	0	0	0	0	0
3. Add: Increases in Replication (Synthetic Asset) Transactions										
Statement Value	X X X	0	NONE		X X X	0	X X X	0	X X X	0
4. Less: Closed or Disposed of Transactions	0	0	0	0	0	0	0	0	0	0
5. Less: Positions Disposed of for Failing Effectiveness Criteria	0	0	0	0	0	0	0	0	0	0
6. Less: Decreases in Replication (Synthetic Asset) Transactions	X X X	0	X X X	0	X X X	0	X X X	0	X X X	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 5	0	
5.	Part D, Section 1, Column 6	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 8	0	
11.	Part D, Section 1, Column 9	0	
12.	Total (Line 9 minus Line 10 minus Line 11)		0

NONE

		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 11	0	
16.	Total (Line 13 plus Line 14 minus Line 15)		0

SCHEDULE E - Verification
(Cash Equivalents)

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	0	0
2.	Cost of cash equivalents acquired	0	4,493,642
3.	Accrual of discount	0	0
4.	Unrealized valuation increase (decrease)	0	0
5.	Total gain (loss) on disposals	0	88
6.	Deduct consideration received on disposals	0	4,493,730
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

SCHEDULE A - PART 2
Showing all Real Estate ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Description of Property	4 Location			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	3	State					
NONE								
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	4 Location			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	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.	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	3	State																			
NONE																						
0399999 Totals													0	0	0	0	0	0	0	0	0	0

SCHEDULE B - PART 2
Showing All Mortgage Loans ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 Loan Number	2 Location		3 State	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
	City	City							
	NONE								
3399999 Total Mortgages (sum of Lines 0899999, 1699999, 2499999 and 3299999)							0	0	0

SCHEDULE B - PART 3
Showing All Mortgage Loans DISPOSED, Transferred or Repaid During the Current Quarter

1 Loan Number	2 Location		3 State	4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	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	14 Book Value/Recorded Investment Excluding Accrued Interest on Disposal	15 Consideration	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal				
	City	City																				
	NONE																					
0599999 Totals														0	0	0	0	0	0	0	0	0

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets Acquired and ADDITIONS MADE During the Current Quarter

1	2	3	4	5	6	7	8	9	10	11	12	13	
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Designation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership	
	NONE												
4699999 TOTALS								0	0	0	0	0	XXX

SCHEDULE BA - PART 3

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B/A.C.V. (9 + 10 - 11 + 12)	Total Foreign Exchange Change in B/A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income	
	NONE																			
4699999 TOTALS								0	0	0	0	0	0	0	0	0	0	0	0	0

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
912810RM2	U S TREASURY BOND		08/06/2015	VARIOUS	XXX	783,355	775,000	5,046	1
912810RN0	U S TREASURY BOND		09/30/2015	Goldman Sachs NY	XXX	550,215	550,000	2,191	1
912828C73	U S TREASURY NOTE		07/16/2015	VARIOUS	XXX	4,661,311	4,638,000	10,500	1
912828WD8	U S TREASURY NOTE		09/29/2015	VARIOUS	XXX	10,257,635	10,213,000	36,257	1
099999	Subtotal - Bonds - U.S. Governments				XXX	16,252,517	16,176,000	53,995	XXX
Bonds - U.S. States, Territories and Possessions									
20772JH86	CONNECTICUT ST		09/17/2015	Montgomery Secs	XXX	1,171,410	1,000,000	4,583	1FE
179999	Subtotal - Bonds - U.S. States, Territories and Possessions				XXX	1,171,410	1,000,000	4,583	XXX
Bonds - U.S. Special Revenue, Special Assessment									
245913LJ5	DELAWARE CNTY PA AUTH		09/17/2015	Merrill Lynch	XXX	1,211,196	1,050,000	0	1FE
3128MJWU0	FHLMC POOL #G0-8658		09/01/2015	DAWA CAPITAL MKTS	XXX	1,501,822	1,498,193	250	1
3132JRC40	FHLMC POOL #Q3-4590		07/01/2015	PNB Paribas	XXX	944,971	949,123	395	1
3132QRQK9	FHLMC POOL #Q3-4957		08/06/2015	VENDOR CODE U23 NOT IN TABLE	XXX	1,251,024	1,247,904	1,040	1
45200FYA1	ILLINOIS ST FIN AUTH REVENUE		08/31/2015	Chemical Securities	XXX	606,540	500,000	1,938	2FE
54473ERG1	LOS ANGELES CNTY CA PUBLIC WKS		08/13/2015	Goldman Sachs NY	XXX	384,985	330,000	0	1FE
5463882Y3	LOUISIANA ST PUBLIC FACS AUTHR		07/30/2015	Smith Barney	XXX	276,783	250,000	0	1FE
54811GCG9	LOWER COLORADO RIVER TX AUTHR		09/03/2015	Barclays Cap	XXX	225,802	200,000	0	1FE
594615BF2	MICHIGAN ST BLDG AUTH REVENUE		07/31/2015	Chemical Securities	XXX	1,170,590	1,000,000	0	1FE
64577BKY9	NEW JERSEY ST ECON DEV AUTH RE		08/26/2015	Merrill Lynch	XXX	540,000	540,000	0	1FE
65819WAB9	NORTH CAROLINA ST ESTRN MUNI P		07/16/2015	Merrill Lynch	XXX	915,000	915,000	0	1FE
944514TB4	WAYNE CNTY MI ARPT AUTH REVENU		09/23/2015	Smith Barney	XXX	946,331	835,000	0	1FE
319999	Subtotal - Bonds - U.S. Special Revenue, Special Assessment				XXX	9,975,042	9,315,221	3,623	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
70659PAF8	PENARTH MASTER ISSU 1A A1 144A	F	09/01/2015	VENDOR CODE DX4 NOT IN TABLE	XXX	0	1,074	0	1FE
709629AM1	PENTAIR FINANCE SA	F	09/09/2015	Chase Secs	XXX	474,715	475,000	0	2FE
00130HBS3	AES CORP/VA		08/11/2015	VENDOR CODE DUV NOT IN TABLE	XXX	705,640	650,000	5,726	3FE
00650LAA2	AGRIBANK FCB		08/20/2015	Merrill Lynch	XXX	1,566,298	1,265,000	12,826	1FE
02005NBB5	ALLY FINANCIAL INC.		08/11/2015	Chase Secs	XXX	554,400	550,000	4,675	3FE
02005AEK0	ALLY MASTER OWNER TRUST 4 A2		07/09/2015	Bank of America	XXX	3,364,832	3,352,000	3,728	1FE
03065NAE5	AMERICREDIT AUTOMOBILE REC 3 B		08/04/2015	Barclays Cap	XXX	299,992	300,000	0	1FE
06054AA7	BANC OF AMERICA COMMER UBST A4		09/14/2015	Montgomery Secs	XXX	149,339	145,000	343	1FE
131347BY1	CALPINE CORP 144A		08/11/2015	Alex Brown & Sons	XXX	561,750	525,000	3,330	3FE
14313VAE4	CARMAX AUTO OWNER TRUST 20 3 B		08/06/2015	Dain Rauscher	XXX	349,890	350,000	0	1FE
161175AM6	CCO SAFARI II LLC 144A		07/09/2015	Goldman Sachs NY	XXX	510,000	510,000	0	3FE
14986DAF7	CD 2006-CD3 MORTGAGE TR CD3 A5		09/15/2015	Bank of America	XXX	978,447	955,092	2,533	1FM
125581GS1	CIT GROUP INC		08/11/2015	Salomon Brothers	XXX	403,748	400,000	7,535	3FE
17311QBK5	CITIGROUP COMMERCIAL MOR C6 A4		08/06/2015	VENDOR CODE C8Y NOT IN TABLE	XXX	159,094	150,000	238	1FM
19075CAD5	COBALT CMBS COMMERCIAL M C2 A3		08/07/2015	UBS Secs	XXX	800,357	762,614	1,278	1FE
20030NAU5	COMCAST CORP		08/04/2015	VARIOUS	XXX	1,346,778	1,215,000	17,297	1FE
20047RAE3	COMM 2007-C9 MORTGAGE TR C9 A4		08/12/2015	First Union Cap Mkts	XXX	1,055,239	990,000	2,635	1FM
20173GAE1	COMMERCIAL MORTGAGE TRU GG9 A4		09/22/2015	VARIOUS	XXX	1,585,950	1,520,582	5,643	1FM
20605PAE1	CONCHO RESOURCES INC		08/06/2015	Chase Secs	XXX	400,000	400,000	7,944	3FE
126650CH1	CVS HEALTH CORP		07/13/2015	Bank of America	XXX	3,258,717	3,261,000	0	2FE
25470XAE5	DISH DBS CORP		08/06/2015	Montgomery Secs	XXX	390,000	375,000	4,922	3FE
38141GVP6	GOLDMAN SACHS GROUP INC/THE		09/08/2015	Goldman Sachs NY	XXX	114,765	115,000	0	1FE
459745GF6	INTERNATIONAL LEASE FINANCE CO		08/11/2015	VENDOR CODE DL4 NOT IN TABLE	XXX	588,670	475,000	6,422	3FE
46629YAC3	J P MORGAN CHASE 07-CB18 CL A4		09/15/2015	VARIOUS	XXX	369,474	355,566	891	1FM
526057BD5	LENNAR CORP		08/06/2015	First Union Capital	XXX	412,031	375,000	5,068	3FE

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Stock Shares	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
580645A J8	MCGRW HILL FINANCIAL INC 144A		08/13/2015	Goldman Sachs NY	X X X	998,830	1,000,000	0	2FE
55312YAE2	ML-CFC COMMERCIAL MORTGAG 5 A4		08/07/2015	Morgan Stanley	X X X	810,113	776,214	1,276	1FM
61758FAA0	MSRR 2009-GG10 A4A		08/07/2015	Morgan Stanley	X X X	180,423	171,226	303	1FE
65341KAC0	NEXTGEAR FLOORPLAN M 1A A 144A		07/22/2015	Salomon Brothers	X X X	1,519,819	1,520,000	0	1FE
655844AE8	NORFOLK SOUTHERN CORP		08/11/2015	Scott Stringfellow	X X X	1,260,532	1,140,000	21,701	2FE
629377B J0	NRG ENERGY INC		08/11/2015	Goldman Sachs NY	X X X	338,322	325,000	12,140	4FE
62943WAB5	NRG YIELD OPERATING LLC		08/12/2015	Barclays Cap	X X X	321,139	325,000	97	3FE
87264AAC9	T-MOBILE USA INC		08/05/2015	Credit Agricole (USA) Inc	X X X	413,200	400,000	862	3FE
887315B J7	TIME WARNER COS INC		09/14/2015	First Union Cap Mkts	X X X	1,017,813	916,000	28,040	2FE
89171UAU3	TOWD POINT MORTGAGE 4 A1B 144A		09/29/2015	Chase Secs	X X X	274,895	275,000	609	1FE
90269CAB6	UBS-BARCLAYS COMMERCIAL C2 A2		07/29/2015	Salomon Brothers	X X X	1,688,589	1,668,000	196	1FE
91324PCP5	UNITEDHEALTH GROUP INC		07/20/2015	Chase Secs	X X X	304,173	305,000	0	1FE
949461AB2	WELLFARGO COMMERCIAL LC22 A4		08/11/2015	VENDOR CODE B6H NOT IN TABLE	X X X	394,050	375,000	5,331	3FE
94989TAFZ	WELLS FARGO COMMERCIAL LC22 A4		09/15/2015	First Union Capital	X X X	200,838	195,000	582	1FE
92935VAC2	WFRBS COMMERCIAL MO C3 A2 144A		07/01/2015	Nomura Secs NY	X X X	2,274,156	2,244,676	137	1FM
683715AA4	OPEN TEXT CORP 144A	F	08/11/2015	First Marathon Secs	X X X	350,875	350,000	1,586	3FE
8399999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	32,727,894	31,459,064	165,895	X X X
8399997 Subtotal - Bonds - Part 3					X X X	60,126,864	57,950,285	228,096	X X X
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
8399999 Subtotal - Bonds					X X X	60,126,864	57,950,285	228,096	X X X
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
G1151C101	ACCENTURE PLC IRELAND SHS CL A	F	09/30/2015	Merrill Lynch	382,000	37,520	X X X	0	L
G0176J109	ALLEGION PLC	F	09/30/2015	Merrill Lynch	70,000	4,033	X X X	0	L
G0408V102	AON CORP	F	09/30/2015	Merrill Lynch	171,000	15,176	X X X	0	L
Y0486S104	AVAGO TECHNOLOGIES LTD	F	09/30/2015	Merrill Lynch	301,000	37,551	X X X	0	L
G27823106	DELPHI AUTOMOTIVE PLC	F	09/30/2015	Merrill Lynch	418,000	31,741	X X X	0	L
G3145TS106	ENSCO PLC	F	09/30/2015	Merrill Lynch	174,000	2,431	X X X	0	L
H2906T109	GARMIN LTD	F	09/30/2015	VARIOUS	238,000	9,330	X X X	0	L
G5960L103	MEDTRONIC PLC	F	09/30/2015	Merrill Lynch	859,000	57,514	X X X	0	L
G60754101	MICHAEL KORS HOLDINGS LTD	F	09/30/2015	Merrill Lynch	147,000	6,204	X X X	0	L
H84989104	TE CONNECTIVITY LTD	F	09/30/2015	Merrill Lynch	367,000	21,932	X X X	0	L
H8817H100	TRANSOCEAN LTD ZUG NAMED-AKT	F	09/30/2015	Merrill Lynch	248,000	3,175	X X X	0	L
G98290102	XL GROUP PLC	F	09/30/2015	Merrill Lynch	214,000	7,756	X X X	0	L
022824100	3M CORP	F	09/30/2015	Merrill Lynch	518,000	73,378	X X X	0	L
88579Y101	ABBOTT LABS COM	F	09/30/2015	Merrill Lynch	1,283,000	51,710	X X X	0	L
0287Y109	ABBVIE INC	F	09/30/2015	VARIOUS	1,142,000	66,959	X X X	0	L
00507V109	ACTIVISION BLIZZARD INC	F	09/30/2015	Merrill Lynch	858,000	26,478	X X X	0	L
00724F101	ADBE SYS INC DEL COM	F	09/30/2015	Merrill Lynch	330,000	27,039	X X X	0	L
00101J106	ADT CORP/THE	F	09/30/2015	Merrill Lynch	122,000	3,635	X X X	0	L
00751Y106	ADVANCE AUTO PARTS INC	F	09/30/2015	VARIOUS	131,000	23,542	X X X	0	L
00817Y108	AETNA INC COM NEW	F	09/30/2015	Merrill Lynch	388,000	42,469	X X X	0	L
008252108	AFFILIATED MANAGERS GROUP INC	F	09/30/2015	Merrill Lynch	75,000	12,801	X X X	0	L
001055102	AFLAC INC COM	F	09/30/2015	Merrill Lynch	394,000	22,903	X X X	0	L
00846U101	AGILENT TECHNOLOGIES INC	F	09/30/2015	Merrill Lynch	239,000	8,217	X X X	0	L
001204106	AGL RESOURCES INC	F	09/30/2015	Merrill Lynch	242,000	14,762	X X X	0	L
009363102	AIRGAS INC	F	09/30/2015	Merrill Lynch	136,000	12,124	X X X	0	L
00971T101	AKAMAI TECHNOLOGIES INC	F	09/30/2015	Merrill Lynch	165,000	11,383	X X X	0	L
013817101	ALCOA INC COM	F	09/30/2015	VARIOUS	1,304,000	12,614	X X X	0	L
015351109	ALEXION PHARMACEUTICALS INC	F	09/30/2015	Merrill Lynch	195,000	30,453	X X X	0	L
G0177J108	ALLERGAN PLC	F	09/30/2015	Merrill Lynch	285,000	77,389	X X X	0	L
018581108	ALLIANCE DATA SYSTEMS CORP	F	09/30/2015	Merrill Lynch	124,000	31,996	X X X	0	L

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
020002101	ALLSTATE CORP COM		09/30/2015	Merrill Lynch	361,000	21,051	X X X	0	L
021441100	ALTRA CORP COM		09/30/2015	Merrill Lynch	188,000	9,383	X X X	0	L
02209S103	ALTRIA GROUP INC		09/30/2015	Merrill Lynch	694,000	37,835	X X X	0	L
023135106	AMAZON.COM INC COM		09/30/2015	Merrill Lynch	231,000	117,871	X X X	0	L
023608102	AMEREN CORP		09/30/2015	Merrill Lynch	176,000	7,428	X X X	0	L
02376R102	AMERICAN AIRLINES GROUP INC		09/30/2015	Merrill Lynch	597,000	23,137	X X X	0	L
025537101	AMERICAN ELEC PWR INC COM		09/30/2015	Merrill Lynch	235,000	13,361	X X X	0	L
025816109	AMERICAN EXPRESS CO COM		09/30/2015	Merrill Lynch	500,000	37,021	X X X	0	L
026874784	AMERICAN INTL GROUP INC COM		09/30/2015	Merrill Lynch	754,000	42,713	X X X	0	L
03027X100	AMERICAN TOWER CORPORATION		09/30/2015	Merrill Lynch	354,000	31,115	X X X	0	L
03076C106	AMERIPRISE FINL INC		09/30/2015	Merrill Lynch	126,000	13,742	X X X	0	L
03073E105	AMERISOURCEBERGEN CORP COM		09/30/2015	Merrill Lynch	185,000	17,587	X X X	0	L
031100100	AMETEK INC		09/30/2015	Merrill Lynch	176,000	9,207	X X X	0	L
031162100	AMGEN INC		09/30/2015	Merrill Lynch	465,000	64,303	X X X	0	L
032095101	AMPHENOL CORP NEW CL A		09/30/2015	Merrill Lynch	285,000	14,509	X X X	0	L
032511107	ANADARKO PETE CORP COM		09/30/2015	VARIOUS	469,000	29,678	X X X	0	L
032664105	ANALOG DEVICES INC COM		09/30/2015	Merrill Lynch	289,000	16,264	X X X	0	L
036752103	ANTHEM INC		09/30/2015	Merrill Lynch	158,000	22,166	X X X	0	L
037411105	APACHE CORP COM		09/30/2015	Merrill Lynch	350,000	13,699	X X X	0	L
03748R101	APARTMENT INVT & MGMT CO CL A		09/30/2015	Merrill Lynch	114,000	4,222	X X X	0	L
037833100	APPLE COMPUTER INC		09/30/2015	Merrill Lynch	3,706,000	406,383	X X X	0	L
038222105	APPLIED MATLS INC COM		09/30/2015	Merrill Lynch	1,075,000	15,796	X X X	0	L
04621X108	ASSURANT INC		09/30/2015	Merrill Lynch	135,000	10,658	X X X	0	L
02026R102	AT & T INC COM		09/30/2015	VARIOUS	5,320,924	174,709	X X X	0	L
052769106	AUTODESK INC COM		09/30/2015	Merrill Lynch	162,000	7,147	X X X	0	L
053015103	AUTOMATIC DATA PROCESSING INC		09/30/2015	Merrill Lynch	217,000	17,413	X X X	0	L
05329W102	AUTONATION INC COM		09/30/2015	Merrill Lynch	158,000	9,166	X X X	0	L
053332102	AUTOZONE INC COM		09/30/2015	Merrill Lynch	18,000	13,065	X X X	0	L
053484101	AVALONBAY CMNTYS INC COM		09/30/2015	Merrill Lynch	98,000	17,121	X X X	0	L
053611109	AVERY DENNISON CORP COM		09/30/2015	Merrill Lynch	67,000	3,778	X X X	0	L
057224107	BAKER HUGHES INC COM		09/30/2015	Merrill Lynch	404,000	20,790	X X X	0	L
058498106	BALL CORP COM		09/30/2015	Merrill Lynch	101,000	6,275	X X X	0	L
064058100	BANK NEW YORK MELLON CORP COM		09/30/2015	Merrill Lynch	1,004,000	39,225	X X X	0	L
060505104	BANK OF AMERICA CORP		09/30/2015	VARIOUS	8,349,000	136,483	X X X	0	L
067383109	BARC C R INC		09/30/2015	Merrill Lynch	102,000	18,967	X X X	0	L
07177M103	BAXALTA INC		09/30/2015	VARIOUS	923,000	29,187	X X X	0	L
054937107	BB&T CORP COM		09/30/2015	Merrill Lynch	629,000	22,359	X X X	0	L
075887109	BECTON DICKINSON & CO COM		09/30/2015	Merrill Lynch	195,000	25,898	X X X	0	L
075896100	BED BATH & BEYOND INC COM		09/30/2015	Merrill Lynch	122,000	6,949	X X X	0	L
084670702	BERKSHIRE HATHAWAY INC DEL		09/30/2015	Merrill Lynch	1,208,000	156,810	X X X	0	L
086516101	BEST BUY INC COM		09/30/2015	Merrill Lynch	242,000	8,964	X X X	0	L
09062X103	BIODEN IDEC INC COM		09/30/2015	Merrill Lynch	226,000	65,675	X X X	0	L
09247X101	BLACKROCK INC		09/30/2015	Merrill Lynch	207,000	61,574	X X X	0	L
093671105	BLOCK H & R INC COM		09/30/2015	Merrill Lynch	202,000	7,293	X X X	0	L
097023105	BOEING CO COM		09/30/2015	Merrill Lynch	444,000	58,091	X X X	0	L
101121101	BOSTON PPTY INC COM		09/30/2015	Merrill Lynch	112,000	13,273	X X X	0	L
101137107	BOSTON SCIENTIFIC CORP COM		09/30/2015	Merrill Lynch	832,000	13,668	X X X	0	L
110122108	BRISTOL MYERS SQUIBB CO COM		09/30/2015	Merrill Lynch	1,227,000	72,566	X X X	0	L
111320107	BROADCOM CORP CL A COM		09/30/2015	Merrill Lynch	361,000	18,564	X X X	0	L
12541W209	C H ROBINSON WORLDWIDE INC		09/30/2015	Merrill Lynch	98,000	6,630	X X X	0	L
12673P105	CA INC COM		09/30/2015	VARIOUS	427,000	12,019	X X X	0	L
12686C109	CA TELEVISION SYSTEMS CORP		09/30/2015	Merrill Lynch	164,000	5,302	X X X	0	L
13342B105	CAMERON INTL CORP COM		09/30/2015	Merrill Lynch	140,000	8,524	X X X	0	L
134429109	CAMPBELL SOUP CO COM		09/30/2015	Merrill Lynch	249,000	12,615	X X X	0	L

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
14149Y108	CARDINAL HEALTH INC COM		09/30/2015	Merrill Lynch	299,000	22,977	X X X	0	L
141624106	CARE CAPITAL PROPERTIES INC		08/18/2015	Investment Tech Group	106,000	3,385	X X X	0	L
143130102	CARMAX INC		09/30/2015	Merrill Lynch	167,000	9,913	X X X	0	L
143658300	CARNIVAL CORP PAIRED CTF 1 COM		09/30/2015	Merrill Lynch	440,000	21,836	X X X	0	L
149123101	CATERPILLAR INC		09/30/2015	Merrill Lynch	555,000	36,207	X X X	0	L
12504L109	CBRE GROUP INC CL A		09/30/2015	Merrill Lynch	223,000	7,116	X X X	0	L
151020104	CELGENE CORP		09/30/2015	VARIOUS	485,000	55,794	X X X	0	L
156782104	CERNER CORP		09/30/2015	Merrill Lynch	284,000	17,021	X X X	0	L
163851108	CHEMOURS CO/THE		07/07/2015	Investment Tech Group	197,000	3,166	X X X	0	L
165167107	CHESSAPEAKE ENERGY CORP COM		08/04/2015	Salomon Brothers	388,000	3,141	X X X	0	L
166764100	CHEVRONTXACO CORP		09/30/2015	Merrill Lynch	2,113,000	165,871	X X X	0	L
169656105	CHIPOTLE MEXICAN GRILL INC		09/30/2015	Merrill Lynch	20,000	14,366	X X X	0	L
171232101	CHUBB CORP COM		09/30/2015	Merrill Lynch	9,000	1,103	X X X	0	L
125509109	CIGNA CORP COM		09/30/2015	Merrill Lynch	299,000	40,348	X X X	0	L
171798101	CIMAREX ENERGY CO		09/30/2015	Merrill Lynch	69,000	7,025	X X X	0	L
172062101	CINCINNATI FINL CORP COM		09/30/2015	Merrill Lynch	107,000	5,747	X X X	0	L
172908105	CINTAS CORP		09/30/2015	Merrill Lynch	12,000	1,027	X X X	0	L
17279R102	CISCO SYS INC COM		09/30/2015	Merrill Lynch	3,636,000	95,331	X X X	0	L
172967424	CITIGROUP INC		09/30/2015	Merrill Lynch	1,846,000	91,479	X X X	0	L
177376100	CITRIX SYS INC COM		09/30/2015	Merrill Lynch	118,000	8,163	X X X	0	L
189054109	CLOROX CO COM		09/30/2015	Merrill Lynch	90,000	10,420	X X X	0	L
12572Q105	CME GROUP INC COM		09/30/2015	Merrill Lynch	168,000	15,564	X X X	0	L
125896100	CMS ENERGY CORP COM		09/30/2015	Merrill Lynch	557,000	19,673	X X X	0	L
189754104	COACH INC COM		09/30/2015	Merrill Lynch	202,000	5,820	X X X	0	L
191216100	COCA COLA CO COM		09/30/2015	Merrill Lynch	2,404,000	96,431	X X X	0	L
19122T109	COCA-COLA ENTERPRISES INC		09/30/2015	Merrill Lynch	148,000	7,144	X X X	0	L
192446102	COGNIZANT TECH SOLUTIONS CL A		09/30/2015	VARIOUS	374,000	23,489	X X X	0	L
194162103	COLGATE PALMOLIVE CO		09/30/2015	Merrill Lynch	680,000	43,158	X X X	0	L
198280109	COLUMBIA PIPELINE GROUP INC		07/06/2015	Investment Tech Group	407,000	11,706	X X X	0	L
20030N200	COMCAST CORP		09/30/2015	Merrill Lynch	738,000	42,224	X X X	0	L
200340107	COMERICA INC COM		09/30/2015	Merrill Lynch	129,000	5,287	X X X	0	L
205363104	COMPUTER SCIENCES CORP COM		09/30/2015	Merrill Lynch	102,000	6,258	X X X	0	L
205887102	CONAGRA FOODS INC COM		09/30/2015	Merrill Lynch	320,000	12,947	X X X	0	L
20825C104	CONOCOPHILLIPS		08/04/2015	Salomon Brothers	248,000	12,361	X X X	0	L
209115104	CONSOLIDATED EDISON INC COM		09/30/2015	Merrill Lynch	16,000	1,069	X X X	0	L
21036P108	CONSTELLATION BRANDS INC CL A		09/30/2015	Merrill Lynch	108,000	13,523	X X X	0	L
219350105	CORNING INC COM		09/30/2015	Merrill Lynch	1,096,000	18,730	X X X	0	L
22160K105	COSTCO WHSL CORP NEW COM		09/30/2015	Merrill Lynch	270,000	39,027	X X X	0	L
126408103	CSX CORP COM		09/30/2015	Merrill Lynch	904,000	24,340	X X X	0	L
126650100	CVS CORP		09/30/2015	Merrill Lynch	672,000	65,016	X X X	0	L
23331A109	D R HORTON INC		09/30/2015	Merrill Lynch	228,000	6,684	X X X	0	L
235851102	DANAHER CORP COM		09/30/2015	Merrill Lynch	344,000	29,228	X X X	0	L
237194105	DARDEN RESTAURANTS INC		09/30/2015	Merrill Lynch	68,000	4,657	X X X	0	L
23918K108	DAVITA INC COM		09/30/2015	VARIOUS	249,000	19,000	X X X	0	L
244199105	DEERE & CO COM		09/30/2015	Merrill Lynch	263,000	19,447	X X X	0	L
247361702	DELTA AIR LINES INC		09/30/2015	Merrill Lynch	462,000	20,733	X X X	0	L
249030107	DENTSPLY INTL INC NEW COM		09/30/2015	Merrill Lynch	102,000	5,167	X X X	0	L
25179M103	DEVON ENERGY CORP NEW COM		09/30/2015	Merrill Lynch	622,000	22,939	X X X	0	L
25271C102	DIAMOND OFFSHORE DRILLING INC		09/30/2015	Merrill Lynch	130,000	2,243	X X X	0	L
254709108	DISCOVER FINL SVCS COM		09/30/2015	Merrill Lynch	394,000	20,466	X X X	0	L
25470F104	DISCOVERY COMMUNICATIONS INC		09/30/2015	Merrill Lynch	109,000	2,837	X X X	0	L
25470F302	DISCOVERY COMMUNICATIONS INC		09/30/2015	Merrill Lynch	183,000	4,438	X X X	0	L
254687106	DISNEY WALT CO COM		09/30/2015	Merrill Lynch	1,080,000	110,249	X X X	0	L
256677105	DOLLAR GENERAL CORP		09/30/2015	Merrill Lynch	179,000	12,971	X X X	0	L

SCHEDULE D - PART 3

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

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CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
256746108	DOLLAR TREE INC		09/30/2015	VARIOUS	135,800	9,488	X X X	0	L
25746J109	DOMINION RES INC VA NEW COM		09/30/2015	Merrill Lynch	251,000	17,657	X X X	0	L
260003108	DOVER CORP COM		09/30/2015	Merrill Lynch	109,000	6,216	X X X	0	L
260543103	DOW CHEM CO COM		09/30/2015	VARIOUS	1,150,000	49,729	X X X	0	L
26138E109	DR PEPPER SNAPPLE INC		09/30/2015	Merrill Lynch	79,000	6,245	X X X	0	L
233331107	DTE ENERGY CO COM		09/30/2015	Merrill Lynch	130,000	10,438	X X X	0	L
263534109	DU PONT E I DE NEMOURS & CO		09/30/2015	Merrill Lynch	1,324,000	63,722	X X X	0	L
26483E100	DUN & BRADSTREET CORP DEL NEW		09/30/2015	Merrill Lynch	73,000	7,617	X X X	0	L
269246401	E-TRADE FINANCIAL CORP		09/30/2015	Merrill Lynch	211,000	5,551	X X X	0	L
277432100	EASTMAN CHEM CO COM		09/30/2015	Merrill Lynch	107,000	6,909	X X X	0	L
G29183103	EATON CORP PLC		09/30/2015	VARIOUS	432,000	22,929	X X X	0	L
278642103	EBAY INC COM		09/30/2015	Merrill Lynch	707,000	17,267	X X X	0	L
278865100	ECOLAB INC COM		09/30/2015	Merrill Lynch	243,000	26,624	X X X	0	L
281020107	EDISON INTL COM		09/30/2015	Merrill Lynch	237,000	14,933	X X X	0	L
28179E108	EDWARDS LIFESCIENCES CORP		09/30/2015	Merrill Lynch	99,000	14,048	X X X	0	L
285512109	ELECTRONIC ARTS		09/30/2015	Merrill Lynch	193,000	13,057	X X X	0	L
286648102	EMC CORP MASS		09/30/2015	VARIOUS	1,623,000	39,788	X X X	0	L
29364G103	ENERGY CORP NEW COM		09/30/2015	Merrill Lynch	130,000	8,456	X X X	0	L
26875P101	EOG RES INC COM		08/04/2015	Salomon Brothers	110,000	8,458	X X X	0	L
26884L109	EQT CORP COM		09/30/2015	Merrill Lynch	111,000	7,108	X X X	0	L
294429105	EQUIFAX INC COM		09/30/2015	Merrill Lynch	85,000	8,243	X X X	0	L
29444U700	EQUINIX INC		09/30/2015	Merrill Lynch	41,000	11,221	X X X	0	L
29476L107	EQUITY RESIDENTIAL PPTYS TR SH		09/30/2015	Merrill Lynch	337,000	25,353	X X X	0	L
297178105	ESSEX PPTY TR		09/30/2015	Merrill Lynch	49,000	10,965	X X X	0	L
518439104	ESTEE LAUDER COS INC CL A		09/30/2015	Merrill Lynch	212,000	17,100	X X X	0	L
30040W108	EVERSOURCE ENERGY		09/30/2015	Merrill Lynch	436,000	22,065	X X X	0	L
30161N101	EXELON CORP COM		09/30/2015	Merrill Lynch	796,000	23,646	X X X	0	L
30212P303	EXPEDIA INC		09/30/2015	Merrill Lynch	43,000	5,058	X X X	0	L
302130109	EXPEDITORS INTL WASH INC COM		09/30/2015	Merrill Lynch	135,000	6,346	X X X	0	L
30219G108	EXPRESS SCRIPTS HLDG CO		08/04/2015	Salomon Brothers	146,000	13,039	X X X	0	L
30231G102	EXXON MOBIL CORP		09/30/2015	VARIOUS	2,932,000	219,736	X X X	0	L
315616102	F5 NETWORKS INC		09/30/2015	Merrill Lynch	50,000	5,777	X X X	0	L
30303M102	FACEBOOK INC		09/30/2015	Merrill Lynch	1,559,000	139,368	X X X	0	L
31620M106	FIDELITY NATL INFORMATION SVCS		09/30/2015	Merrill Lynch	203,000	13,611	X X X	0	L
316773100	FIFTH THIRD BANCORP		09/30/2015	Merrill Lynch	576,000	10,872	X X X	0	L
336433107	FIRST SOLAR INC COM		09/30/2015	Merrill Lynch	55,000	2,340	X X X	0	L
337932107	FIRSTENERGY CORP COM		09/30/2015	Merrill Lynch	308,000	9,639	X X X	0	L
337738108	FISERV INC COM		09/30/2015	Merrill Lynch	96,000	8,310	X X X	0	L
302445101	FLIR SYS INC		09/30/2015	Merrill Lynch	103,000	2,878	X X X	0	L
34354P105	FLOWSERVE CORP COM		09/30/2015	Merrill Lynch	96,000	3,940	X X X	0	L
343412102	FLUOR CORP NEW COM		09/30/2015	Merrill Lynch	102,000	4,298	X X X	0	L
30249U101	FMC TECHNOLOGIES INC COM		09/30/2015	Merrill Lynch	462,000	14,273	X X X	0	L
345370860	FORD MTR CO DEL COM PAR \$0.01		09/30/2015	VARIOUS	3,511,000	48,602	X X X	0	L
34988V106	FOSSIL INC		09/30/2015	VARIOUS	84,000	5,139	X X X	0	L
354613101	FRANKLIN RES INC COM		09/30/2015	Merrill Lynch	566,000	21,078	X X X	0	L
35671D857	FREEMPORT MCMORAN COPPER B		09/30/2015	Merrill Lynch	2,287,000	21,993	X X X	0	L
35906A108	FRONTIER COMMUNICATIONS CORP		09/30/2015	Merrill Lynch	868,000	4,139	X X X	0	L
36467W109	GAMESTOP CORP NEW		09/30/2015	Merrill Lynch	78,000	3,201	X X X	0	L
369550108	GENERAL DYNAMICS CORP COM		09/30/2015	Merrill Lynch	177,000	24,364	X X X	0	L
369604103	GENERAL ELEC CO COM		09/30/2015	Merrill Lynch	6,476,000	163,130	X X X	0	L
370023103	GENERAL GROWTH PROPERTIES INC		09/30/2015	Merrill Lynch	368,000	9,573	X X X	0	L
370334104	GENERAL MILS INC COM		09/30/2015	Merrill Lynch	255,000	14,297	X X X	0	L
37045V100	GENERAL MOTORS CO		09/30/2015	Merrill Lynch	1,430,000	42,892	X X X	0	L
372460105	GENUINE PARTS CO COM		09/30/2015	Merrill Lynch	109,000	9,017	X X X	0	L

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
375558103	GILEAD SCIENCES INC COM		09/30/2015	Merrill Lynch	906,000	88,634	X X X	0	L
38141G104	GOLDMAN SACHS GROUP INC COM		09/30/2015	Merrill Lynch	248,000	43,038	X X X	0	L
382550101	GOODYEAR TIRE & RUBR CO COM		09/30/2015	Merrill Lynch	195,000	5,710	X X X	0	L
38259P706	GOOGLE INC		09/30/2015	Merrill Lynch	193,000	116,790	X X X	0	L
38259P508	GOOGLE INC CL A		09/30/2015	Merrill Lynch	182,000	115,564	X X X	0	L
384802104	GRAINGER W W INC COM		09/30/2015	VARIOUS	90,000	19,783	X X X	0	L
406216101	HALLIBURTON CO COM		09/30/2015	VARIOUS	793,000	28,599	X X X	0	L
410345102	HANESBRANDS INC		09/30/2015	Merrill Lynch	810,000	23,384	X X X	0	L
412822108	HARLEY DAVIDSON INC COM		09/30/2015	Merrill Lynch	146,000	8,036	X X X	0	L
413086109	HARMAN INTL INDS INC NEW COM		09/30/2015	Merrill Lynch	52,000	4,986	X X X	0	L
413875105	HARRIS CORP DEL COM		09/30/2015	Merrill Lynch	91,000	6,643	X X X	0	L
416515104	HARTFORD FINL SVCS GROUP INC		09/30/2015	Merrill Lynch	295,000	13,457	X X X	0	L
418056107	HASBRO INC COM		09/30/2015	Merrill Lynch	83,000	5,984	X X X	0	L
40412C101	HCA HOLDINGS INC		09/30/2015	Merrill Lynch	327,000	25,283	X X X	0	L
806407102	HENRY SCHEIN INC		09/30/2015	Merrill Lynch	60,000	7,982	X X X	0	L
427866108	HERSHEY FOODS CORP		09/30/2015	Merrill Lynch	199,000	18,287	X X X	0	L
42809H107	HESS CORP		08/04/2015	Salomon Brothers	49,000	2,822	X X X	0	L
428236103	HEWLETT PACKARD CO COM		08/04/2015	Salomon Brothers	363,000	10,767	X X X	0	L
437076102	HOME DEPOT INC COM		09/30/2015	Merrill Lynch	775,000	89,474	X X X	0	L
438516106	HONEYWELL INTL INC COM		09/30/2015	Merrill Lynch	481,000	45,488	X X X	0	L
440452100	HORMEL FOODS CORP COM		09/30/2015	Merrill Lynch	180,000	11,401	X X X	0	L
443683107	HUDSON CITY BANCORP INC COM		09/30/2015	Merrill Lynch	968,000	9,798	X X X	0	L
444859102	HUMANA INC COM		09/30/2015	Merrill Lynch	89,000	15,902	X X X	0	L
459200101	IBM CORP COM		09/30/2015	Merrill Lynch	758,000	109,704	X X X	0	L
452308109	ILLINOIS TOOL WKS INC COM		09/30/2015	Merrill Lynch	293,000	24,087	X X X	0	L
458140100	INTEL CORP CALIF COM		09/30/2015	VARIOUS	3,159,000	94,287	X X X	0	L
45868F104	INTERCONTINENTALEXCHANGE GROUP		09/30/2015	Merrill Lynch	66,000	15,486	X X X	0	L
460690100	INTERPUBLIC GROUP COS INC COM		09/30/2015	Merrill Lynch	294,000	5,617	X X X	0	L
459506101	INTL FLAVORS & FRAGRANCES INC		09/30/2015	Merrill Lynch	58,000	5,980	X X X	0	L
461202103	INTUIT COM		09/30/2015	Merrill Lynch	246,000	21,833	X X X	0	L
46120E602	INTUITIVE SURGICAL INC		09/30/2015	Merrill Lynch	26,000	11,949	X X X	0	L
46284V101	IRON MTN INC PA COM		09/30/2015	VARIOUS	385,000	11,711	X X X	0	L
46625H100	J P MORGAN CHASE & CO		09/30/2015	Merrill Lynch	2,263,000	137,886	X X X	0	L
469814107	JACOBS ENGR GROUP INC COM		09/30/2015	VARIOUS	248,000	10,120	X X X	0	L
445658107	JB HUNT TRANSPORT SERVICES INC		09/30/2015	Merrill Lynch	184,000	13,139	X X X	0	L
832696405	JM SMUCKER COMPANY		09/30/2015	Merrill Lynch	82,000	9,336	X X X	0	L
478160104	JOHNSON & JOHNSON COM		09/30/2015	Merrill Lynch	1,701,000	159,025	X X X	0	L
478366107	JOHNSON CTLS INC COM		09/30/2015	VARIOUS	602,000	25,474	X X X	0	L
481165108	JOY GLOBAL INC		09/30/2015	VARIOUS	195,000	4,247	X X X	0	L
48203R104	JUNIPER NETWORKS INC COM		09/30/2015	Merrill Lynch	259,000	6,655	X X X	0	L
485170302	KANSAS CITY SOUTHERN		09/30/2015	Merrill Lynch	79,000	7,166	X X X	0	L
487836108	KELLOGG CO COM		09/30/2015	Merrill Lynch	189,000	12,588	X X X	0	L
49271M100	KEURIG GREEN MOUNTAIN INC		09/30/2015	Merrill Lynch	115,000	6,000	X X X	0	L
493267108	KEYCORP NEW COM		09/30/2015	Merrill Lynch	1,146,000	14,890	X X X	0	L
494368103	KIMBERLY CLARK CORP COM		09/30/2015	Merrill Lynch	224,000	24,411	X X X	0	L
49446R109	KIMCO RLT Y CORP COM		09/30/2015	Merrill Lynch	301,000	7,362	X X X	0	L
482480100	KLA TENCOR CORP		09/30/2015	Merrill Lynch	110,000	5,475	X X X	0	L
500255104	KOHL'S CORP COM		09/30/2015	Merrill Lynch	143,000	6,629	X X X	0	L
500754106	KRAFT HEINZ CO THE		09/30/2015	VARIOUS	1,012,000	71,623	X X X	0	L
501044101	KROGER CO COM		09/30/2015	Merrill Lynch	589,000	21,305	X X X	0	L
502424104	L-3 COMMUNICATIONS HLDGS INC		08/04/2015	Salomon Brothers	55,000	6,324	X X X	0	L
50540R409	LABORATORY CORP AMER HLDGS		09/30/2015	Merrill Lynch	74,000	8,013	X X X	0	L
524901105	LEGG MASON INC		09/30/2015	Merrill Lynch	220,000	9,152	X X X	0	L
526057104	LENNAR CORP COM		09/30/2015	Merrill Lynch	120,000	5,771	X X X	0	L

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CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
527288104	LEUCADIA NATL CORP COM		09/30/2015	Merrill Lynch	274,000	5,543	X X X	0	L
52729N308	LEVEL 3 COMMUNICATIONS INC		09/30/2015	Merrill Lynch	259,000	11,224	X X X	0	L
532457108	LILLY ELI & CO COM		09/30/2015	Merrill Lynch	600,000	50,016	X X X	0	L
501797104	LIMITED INC COM		09/30/2015	Merrill Lynch	130,000	11,744	X X X	0	L
534187109	LINCOLN NATL CORP IND COM		09/30/2015	VARIOUS	366,000	19,055	X X X	0	L
539830109	LOCKHEED MARTIN CORP COM		09/30/2015	Merrill Lynch	164,000	34,014	X X X	0	L
540424108	LOEWS CORP COM		09/30/2015	Merrill Lynch	212,000	7,652	X X X	0	L
548661107	LOWES COS INC COM		09/30/2015	Merrill Lynch	562,000	38,659	X X X	0	L
N53745100	LYONDELLBASELL INDUSTRIES NV		09/30/2015	VARIOUS	322,000	27,471	X X X	0	L
55261F104	M & T BK CORP COM		09/30/2015	Merrill Lynch	97,000	11,770	X X X	0	L
554382101	MACERICH CO/THE		09/30/2015	Merrill Lynch	181,000	13,900	X X X	0	L
55616P104	MACYS INC COM		09/30/2015	Merrill Lynch	300,000	15,387	X X X	0	L
565849106	MARATHON OIL		09/30/2015	Merrill Lynch	1,361,000	20,961	X X X	0	L
56585A102	MARATHON PETROLEUM CORP		09/30/2015	Merrill Lynch	487,000	22,378	X X X	0	L
571903202	MARRIOTT INTL INC NEW CL A		08/04/2015	Salomon Brothers	155,000	11,205	X X X	0	L
571748102	MARSH & MCLENNAN COS INC COM		09/30/2015	Merrill Lynch	318,000	16,585	X X X	0	L
573284106	MARTIN MARIETTA MATERIALS INC		09/30/2015	Merrill Lynch	55,000	8,345	X X X	0	L
574599106	MASCO CORP COM		09/30/2015	Merrill Lynch	245,000	6,175	X X X	0	L
57636Q104	MASTERCARD INC CL A		09/30/2015	Merrill Lynch	646,000	58,224	X X X	0	L
579780206	MCCORMICK & CO NON VOTING		09/30/2015	Merrill Lynch	69,000	5,668	X X X	0	L
580135101	MCDONALDS CORP COM		09/30/2015	Merrill Lynch	562,000	55,379	X X X	0	L
58155G103	MCKESSON HBCO INC COM		09/30/2015	Merrill Lynch	205,000	37,924	X X X	0	L
59156R108	METLIFE INC COM		09/30/2015	VARIOUS	1,032,000	50,592	X X X	0	L
595017104	MICROCHIP TECHNOLOGY INC COM		09/30/2015	Merrill Lynch	296,000	12,721	X X X	0	L
595112103	MICRON TECHNOLOGY INC COM		08/04/2015	Salomon Brothers	218,000	4,166	X X X	0	L
594918104	MICROSOFT CORP COM		09/30/2015	Merrill Lynch	4,828,000	213,085	X X X	0	L
608190104	MOHAWK INDUSTRIES INC		09/30/2015	Merrill Lynch	48,000	8,744	X X X	0	L
60871R209	MOLSON COORS BREWING CO CL B		09/30/2015	Merrill Lynch	231,000	19,151	X X X	0	L
61166W101	MONSANTO CO NEW COM		09/30/2015	Merrill Lynch	423,000	36,103	X X X	0	L
61174X109	MONSTER BEVERAGE CORP		09/30/2015	VARIOUS	259,000	36,498	X X X	0	L
615369105	MOODYS CORP COM		09/30/2015	Merrill Lynch	157,000	15,411	X X X	0	L
617446448	MORGAN STANLEY DEAN WITTER & CO		09/30/2015	VARIOUS	1,367,000	45,401	X X X	0	L
620076307	MOTOROLA SOLUTIONS INC		09/30/2015	VARIOUS	202,000	12,835	X X X	0	L
626717102	MURPHY OIL CORP COM		09/30/2015	Merrill Lynch	326,000	7,874	X X X	0	L
631103108	NASDAQ STK MKT INC COM STK		09/30/2015	Merrill Lynch	237,000	12,631	X X X	0	L
637071101	NATIONAL-OILWELL INC		08/04/2015	Salomon Brothers	78,000	3,168	X X X	0	L
63938C108	NAVIENT CORP WID		09/30/2015	Merrill Lynch	752,000	8,465	X X X	0	L
64110D104	NETAPP INC COM		09/30/2015	Merrill Lynch	203,000	5,998	X X X	0	L
64110L106	NETFLIX INC		09/30/2015	VARIOUS	270,000	29,496	X X X	0	L
651229106	NEWELL RUBBERMAID INC		09/30/2015	Merrill Lynch	194,000	7,687	X X X	0	L
651290108	NEWFIELD EXPLORATION CO		09/30/2015	Merrill Lynch	119,000	3,891	X X X	0	L
651639106	NEWMONT MINING CORP COM		09/30/2015	Merrill Lynch	1,064,000	17,059	X X X	0	L
65249B208	NEWS CORP		09/30/2015	Merrill Lynch	216,000	2,769	X X X	0	L
65339F101	NEXTERA ENERGY INC		09/30/2015	Merrill Lynch	301,000	29,351	X X X	0	L
G6518L108	NIELSEN HOLDINGS PLC		09/30/2015	VARIOUS	737,000	32,875	X X X	0	L
654106103	NIKE INC CL B COM		09/30/2015	Merrill Lynch	398,000	48,872	X X X	0	L
65473P105	NISOURCE INC COM		09/30/2015	Merrill Lynch	232,000	4,295	X X X	0	L
655044105	NOBLE ENERGY INC		09/30/2015	Merrill Lynch	641,000	19,258	X X X	0	L
655664100	NORDSTROM INC WASH COM		09/30/2015	Merrill Lynch	100,000	7,158	X X X	0	L
655844108	NORFOLK SOUTHN CORP COM		09/30/2015	Merrill Lynch	275,000	20,971	X X X	0	L
665859104	NORTHERN TR CORP COM		08/04/2015	Salomon Brothers	266,000	20,554	X X X	0	L
666807102	NORTHERN GRUUMAN CORP COM		09/30/2015	Merrill Lynch	109,000	18,101	X X X	0	L
67066G104	NVIDIA CORP COM		09/30/2015	VARIOUS	751,000	16,878	X X X	0	L
67103H107	O'REILLY AUTOMOTIVE INC		09/30/2015	Merrill Lynch	6,000	1,496	X X X	0	L

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CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
674599105	OCCIDENTAL PETE CORP COM		09/30/2015	VARIOUS	701,000	46,687	X X X	0	L
681919106	OMNICO GROUP INC COM		09/30/2015	Merrill Lynch	175,000	11,536	X X X	0	L
682680103	ONEOK INC		08/04/2015	Salomon Brothers	137,000	4,894	X X X	0	L
68389X105	ORACLE CORPORATION COM		09/30/2015	Merrill Lynch	2,533,000	91,430	X X X	0	L
690768403	OWENS ILL INC NEW		09/30/2015	VARIOUS	323,000	6,715	X X X	0	L
701094104	PARKER HANNIFIN CORP COM		08/04/2015	Salomon Brothers	102,000	11,180	X X X	0	L
703395103	PATTERSON COS INC		09/30/2015	Merrill Lynch	174,000	7,516	X X X	0	L
704326107	PAYCHEX INC COM		09/30/2015	Merrill Lynch	438,000	20,825	X X X	0	L
70450Y103	PAYPAL HOLDINGS INC		09/30/2015	VARIOUS	1,889,000	66,330	X X X	0	L
712704105	PEOPLES UTD FINL INC COM		09/30/2015	Merrill Lynch	227,000	3,570	X X X	0	L
713291102	PEPCO HLDGS INC		09/30/2015	Merrill Lynch	185,000	4,490	X X X	0	L
713448108	PEPSICO INC COM		09/30/2015	Merrill Lynch	898,000	84,635	X X X	0	L
717081103	PFIZER INC COM STK USD0.05		09/30/2015	Merrill Lynch	4,271,000	133,675	X X X	0	L
69331C108	PG&E CORP COM		09/30/2015	Merrill Lynch	391,000	20,638	X X X	0	L
718172109	PHILIP MORRIS INTL INC COM		09/30/2015	Merrill Lynch	1,132,000	89,845	X X X	0	L
718546104	PHILLIPS 66		09/30/2015	VARIOUS	365,000	28,053	X X X	0	L
723484101	PINNACLE WEST CAP CORP COM		09/30/2015	Merrill Lynch	222,000	14,231	X X X	0	L
723787107	PIONEER NAT RES CO		08/04/2015	Salomon Brothers	30,000	3,754	X X X	0	L
724479100	PITNEY BOWES INC COM		09/30/2015	Merrill Lynch	406,000	8,029	X X X	0	L
729251108	PLUM CREEK TIMBER CO INC COM		09/30/2015	Merrill Lynch	351,000	13,856	X X X	0	L
693475105	PNC FINANCIAL SERVICES GROUP		09/30/2015	Merrill Lynch	467,000	41,650	X X X	0	L
69351T106	PPL CORP COM		09/30/2015	VARIOUS	988,000	31,782	X X X	0	L
74005P104	PRAXAIR INC COM		09/30/2015	Merrill Lynch	263,000	26,753	X X X	0	L
740189105	PRECISION CASTPARTS CORP		09/30/2015	Merrill Lynch	126,000	28,958	X X X	0	L
741503403	PRICELINE COM INC		09/30/2015	Merrill Lynch	30,000	37,047	X X X	0	L
74251V102	PRINCIPAL FINANCIAL GROUP INC		09/30/2015	Merrill Lynch	200,000	9,441	X X X	0	L
742718109	PROCTER & GAMBLE CO COM		09/30/2015	Merrill Lynch	1,859,000	133,563	X X X	0	L
743315103	PROGRESSIVE CORP OHIO COM		09/30/2015	Merrill Lynch	657,000	20,128	X X X	0	L
74340W103	PROLOGIS INC		09/30/2015	Merrill Lynch	483,000	18,822	X X X	0	L
744320102	PRUDENTIAL FINL INC		08/04/2015	Salomon Brothers	91,000	8,152	X X X	0	L
74460D109	PUBLIC STORAGE INC COM		09/30/2015	Merrill Lynch	4,000	848	X X X	0	L
744573106	PUBLIC SVC ENTERPRISE GROUP		09/30/2015	Merrill Lynch	368,000	15,480	X X X	0	L
745867101	PULTE CORP COM		09/30/2015	VARIOUS	646,000	12,823	X X X	0	L
693656100	PVH CORP		09/30/2015	Merrill Lynch	59,000	6,003	X X X	0	L
74736K101	QORVO INC		09/30/2015	Merrill Lynch	300,000	13,471	X X X	0	L
747525103	QUALCOMM INC		08/04/2015	Salomon Brothers	328,000	20,832	X X X	0	L
74762E102	QUANTA SVCS INC COM		09/30/2015	Merrill Lynch	139,000	3,362	X X X	0	L
74834L100	QUEST DIAGNOSTICS INC COM		09/30/2015	Merrill Lynch	104,000	6,369	X X X	0	L
755111507	RAYTHEON CO NEW		09/30/2015	Merrill Lynch	186,000	20,275	X X X	0	L
756109104	REALTY INCOME CORP		09/30/2015	Merrill Lynch	174,000	8,250	X X X	0	L
756577102	RED HAT INC COM		09/30/2015	Merrill Lynch	133,000	9,550	X X X	0	L
75886F107	REGENERON PHARMACEUTICALS INC		09/30/2015	Merrill Lynch	49,000	22,814	X X X	0	L
7591EP100	REGIONS FINL CORP		09/30/2015	Merrill Lynch	944,000	8,461	X X X	0	L
760759100	REPUBLIC SVCS INC COM		09/30/2015	Merrill Lynch	484,000	19,917	X X X	0	L
761713106	REYNOLDS AMERN INC		09/30/2015	VARIOUS	672,000	44,656	X X X	0	L
770323103	ROBERT HALF INTL INC COM		09/30/2015	Merrill Lynch	97,000	4,951	X X X	0	L
774341101	ROCKWELL COLLINS INC		09/30/2015	Merrill Lynch	95,000	7,770	X X X	0	L
773903109	ROCKWELL INTL CORP NEW COM		09/30/2015	Merrill Lynch	97,000	9,823	X X X	0	L
776696106	ROPER INDUSTRIES INC		09/30/2015	Merrill Lynch	73,000	11,415	X X X	0	L
778296103	ROSS STORES INC COM		09/30/2015	VARIOUS	832,000	42,416	X X X	0	L
V7780T103	ROYAL CARIBBEAN CRUISES LTD		09/30/2015	Merrill Lynch	165,000	14,671	X X X	0	L
783549108	RYDER SYS INC COM		09/30/2015	Merrill Lynch	107,000	7,913	X X X	0	L
79466L302	SALESFORCE COM INC		09/30/2015	Merrill Lynch	394,000	27,282	X X X	0	L
80004C101	SANDISK CORP		09/30/2015	Merrill Lynch	185,000	9,993	X X X	0	L

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
80589M102	SCANA CORP NEW COM		09/30/2015	Merrill Lynch	103,000	5,788	X X X	0	L
806857108	SCHLUMBERGER LTD COM		09/30/2015	Merrill Lynch	1,049,000	71,859	X X X	0	L
808513105	SCHWAB CHARLES CORP NEW COM		09/30/2015	Merrill Lynch	1,150,000	32,809	X X X	0	L
811065101	SCRIPPS NETWORKS INTERACTIVE		08/04/2015	Salomon Brothers	122,000	7,547	X X X	0	L
81211K100	SEALED AIR CORP NEW COM		09/30/2015	Merrill Lynch	144,000	6,740	X X X	0	L
826552101	SIGMA ALDRICH CORP		09/30/2015	Merrill Lynch	15,000	2,085	X X X	0	L
G81276100	SIGNET JEWELERS LTD		09/30/2015	VARIOUS	160,000	20,249	X X X	0	L
828806109	SIMON PPTY GROUP INC NEW COM		09/30/2015	Merrill Lynch	189,000	34,768	X X X	0	L
83088M102	SKYWORKS SOLUTIONS INC		09/30/2015	Merrill Lynch	241,000	20,274	X X X	0	L
78440X101	SL GREEN REALTY CORP		09/30/2015	Merrill Lynch	200,000	21,671	X X X	0	L
833034101	SNAP ON INC COM		09/30/2015	Merrill Lynch	42,000	6,332	X X X	0	L
842587107	SOUTHERN CO COM		09/30/2015	Merrill Lynch	559,000	25,007	X X X	0	L
844741108	SOUTHWEST AIRLIS CO COM		09/30/2015	Merrill Lynch	395,000	15,063	X X X	0	L
78462F103	SPDR TR UNIT SER 1 STANDARD &		08/25/2015	Investment Tech Group	53,200,000	9,963,386	X X X	0	L
847560109	SPECTRA ENERGY CORP COM		09/30/2015	Merrill Lynch	1,349,000	35,255	X X X	0	L
790849103	ST JUDE MED INC COM		09/30/2015	Merrill Lynch	262,000	16,542	X X X	0	L
854502101	STANLEY BLACK & DECKER		09/30/2015	Merrill Lynch	111,000	10,741	X X X	0	L
855244109	STARBUCKS CORP COM		09/30/2015	Merrill Lynch	897,000	50,817	X X X	0	L
85590A401	STARWOOD HOTELS & RESORTS COM		09/30/2015	Merrill Lynch	137,000	9,117	X X X	0	L
857477103	STATE STREET CORP		09/30/2015	Merrill Lynch	373,000	25,011	X X X	0	L
858912108	STERICYCLE INC COM		09/30/2015	Merrill Lynch	7,000	973	X X X	0	L
863667101	STRYKER CORP		09/30/2015	Merrill Lynch	311,000	29,259	X X X	0	L
867914103	SUNTRUST BKS INC		09/30/2015	Merrill Lynch	379,000	14,456	X X X	0	L
871829107	SYSCO CORP COM		09/30/2015	Merrill Lynch	350,000	13,648	X X X	0	L
87612E106	TARGET CORP COM		09/30/2015	Merrill Lynch	376,000	29,595	X X X	0	L
8732375100	TECO ENERGY INC COM		09/30/2015	Merrill Lynch	472,000	12,390	X X X	0	L
87901J105	TEGNA INC		09/30/2015	Merrill Lynch	310,000	6,929	X X X	0	L
881609101	TESORO PETE CORP		09/30/2015	Merrill Lynch	86,000	8,316	X X X	0	L
882308104	TEXAS INSTRS INC COM		09/30/2015	VARIOUS	922,000	45,651	X X X	0	L
883203101	TEXTRON INC COM		09/30/2015	Merrill Lynch	199,000	7,469	X X X	0	L
883556102	THERMO ELECTRON CORP COM		09/30/2015	Merrill Lynch	267,000	32,633	X X X	0	L
886547108	TIFFANY & CO NEW COM		09/30/2015	VARIOUS	165,000	14,232	X X X	0	L
887321207	TIME WARNER CABLE INC COM		09/30/2015	Merrill Lynch	254,000	45,559	X X X	0	L
887317303	TIME WARNER INC NEW COM NEW		09/30/2015	Merrill Lynch	662,000	45,310	X X X	0	L
872540109	TJX COS INC NEW COM		09/30/2015	Merrill Lynch	303,000	21,630	X X X	0	L
89055F103	TORBUILD CORP		07/08/2015	Investment Tech Group	49,556	1,385	X X X	0	L
891027104	TORCHMARK CORP		09/30/2015	Merrill Lynch	72,000	4,057	X X X	0	L
891906109	TOTAL SYS SVCS INC		09/30/2015	Merrill Lynch	130,000	5,915	X X X	0	L
892356106	TRACTOR SUPPLY CO		09/30/2015	Merrill Lynch	98,000	8,271	X X X	0	L
89417E109	TRAVELERS COS INC COM		09/30/2015	Merrill Lynch	160,000	15,942	X X X	0	L
90130A200	TWENTY-FIRST CENTURY FOX INC		09/30/2015	Merrill Lynch	867,000	23,450	X X X	0	L
G91442106	TYCO INTERNATIONAL PLC		09/30/2015	Merrill Lynch	307,000	10,226	X X X	0	L
902494103	TYSON FOODS INC CL A		09/30/2015	Merrill Lynch	266,000	11,464	X X X	0	L
902973304	U S BANCORP DEL NEW		09/30/2015	Merrill Lynch	892,000	36,582	X X X	0	L
904311107	UNDER ARMOUR INC		09/30/2015	VARIOUS	216,000	21,191	X X X	0	L
910047109	UNITED CONTINENTAL HOLDINGS IN		09/30/2015	Merrill Lynch	674,000	35,708	X X X	0	L
91324P102	UNITED HEALTH GROUP INC COM		09/30/2015	Merrill Lynch	589,000	68,275	X X X	0	L
911312106	UNITED PARCEL SVC INC CL B		09/30/2015	Merrill Lynch	624,000	61,606	X X X	0	L
911363109	UNITED RENTALS INC		09/30/2015	Merrill Lynch	67,000	4,007	X X X	0	L
913017109	UNITED TECHNOLOGIES CORP COM		09/30/2015	Merrill Lynch	1,189,000	105,587	X X X	0	L
913903100	UNIVERSAL HEALTH SERVICES INC		09/30/2015	Merrill Lynch	67,000	8,351	X X X	0	L
91529Y106	UNUMPROVIDENT CORP		09/30/2015	Merrill Lynch	176,000	5,627	X X X	0	L
917047102	URBAN OUTFITTERS INC		09/30/2015	Merrill Lynch	65,000	1,911	X X X	0	L
918204108	V F CORP COM		09/30/2015	Merrill Lynch	200,000	13,640	X X X	0	L

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
91913Y100	VALERO ENERGY CORP COM NEW		09/30/2015	Merrill Lynch	425,000	25,293	X X X	0	L
92276F100	VENTAS INC		09/30/2015	Merrill Lynch	244,000	13,674	X X X	0	L
92343E102	VERISIGN INC COM		09/30/2015	Merrill Lynch	19,000	1,338	X X X	0	L
92343V104	VERIZON COMMUNICATIONS COM		09/30/2015	Merrill Lynch	2,491,000	108,149	X X X	0	L
92532F100	VERTEX PHARMACEUTICALS INC		09/30/2015	Merrill Lynch	151,000	15,667	X X X	0	L
92826C839	VISA INC COM CL A		09/30/2015	Merrill Lynch	1,181,000	81,852	X X X	0	L
929042109	VORNADO RLTY TR COM		09/30/2015	Merrill Lynch	245,000	22,201	X X X	0	L
929160109	VULCAN MATLS CO COM		09/30/2015	Merrill Lynch	65,000	5,782	X X X	0	L
931142103	WAL MART STORES INC COM		09/30/2015	Merrill Lynch	973,000	63,069	X X X	0	L
931427108	WALGREENS BOOTS ALLIANCE INC		09/30/2015	Merrill Lynch	540,000	44,860	X X X	0	L
94106L109	WASTE MGMT INC DEL COM		09/30/2015	Merrill Lynch	299,000	14,867	X X X	0	L
941848103	WATERS CORP COM		09/30/2015	Merrill Lynch	59,000	6,970	X X X	0	L
92939U106	WEC ENERGY GROUP INC		09/30/2015	Merrill Lynch	434,000	22,643	X X X	0	L
949746101	WELLS FARGO & CO NEW COM		09/30/2015	Merrill Lynch	2,801,000	143,697	X X X	0	L
95040Q104	WELL TOWER INC		09/30/2015	Investment Tech Group	391,000	26,021	X X X	0	L
959802109	WESTERN UN CO COM		09/30/2015	Merrill Lynch	366,000	6,711	X X X	0	L
96145D105	WESTROCK CO		08/04/2015	VARIOUS	335,700	20,884	X X X	0	L
963320106	WHIRLPOOL CORP COM		09/30/2015	Merrill Lynch	72,000	10,600	X X X	0	L
966837106	WHOLE FOODS MKT INC		09/30/2015	Merrill Lynch	330,000	10,422	X X X	0	L
969457100	WILLIAMS COS INC COM		09/30/2015	VARIOUS	638,000	25,442	X X X	0	L
98310W108	WYNDHAM WORLDWIDE CORP COM		09/30/2015	Merrill Lynch	83,000	5,975	X X X	0	L
98389B100	XCEL ENERGY INC COM		09/30/2015	Merrill Lynch	369,000	13,056	X X X	0	L
984121103	XEROX CORP COM		09/30/2015	Merrill Lynch	772,000	7,501	X X X	0	L
983919101	XILINX INC COM		09/30/2015	Merrill Lynch	189,000	7,992	X X X	0	L
98419M100	XYLEM INC COM		09/30/2015	VARIOUS	364,000	12,167	X X X	0	L
98433Z106	YAHOO INC		09/30/2015	Merrill Lynch	718,000	20,703	X X X	0	L
988488101	YUM BRANDS INC		09/30/2015	Merrill Lynch	397,000	31,705	X X X	0	L
989701107	ZIONS BANCORP		09/30/2015	Merrill Lynch	150,000	4,129	X X X	0	L
98978V103	ZOETIS INC		09/30/2015	Merrill Lynch	379,000	15,555	X X X	0	L
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)				X X X	21,674,114	X X X	0	X X X
9799997	Subtotal - Common Stocks - Part 3				X X X	21,674,114	X X X	0	X X X
9799998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X
9799999	Subtotal - Common Stocks				X X X	21,674,114	X X X	0	X X X
9899999	Subtotal - Preferred and Common Stocks				X X X	21,674,114	X X X	0	X X X
9999999	Total - Bonds, Preferred and Common Stocks				X X X	81,800,978	X X X	228,096	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of

During the Current Quarter

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	11 Change in Book/Adjusted Carrying Value				15 Total Foreign Exchange Change in B./A.C.V.	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 or Market Indicator (e)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Years (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)								
Bonds - U.S. Governments																					
83162CQX4	SBA GTP PARTN CTFES 2007-20C 1		09/01/2015	PRINCIPAL RECEIPT	XXX	140,758	140,758	156,593	155,959	0	(15,202)	0	0	140,758	0	0	0	0	7,620	03/01/2027	1
912828C73	U.S. TREASURY NOTE		09/14/2015	VARIOUS	XXX	7,872,171	7,830,000	7,860,437	7,020,782	0	(7,458)	0	0	7,852,412	0	19,760	19,760	54,093	04/15/2017	1	
912828U88	U.S. TREASURY NOTE		07/14/2015	Morgan Stanley	XXX	997	1,000	998	0	0	(1)	0	998	0	0	0	0	4	12/31/2017	1	
912828WD8	U.S. TREASURY NOTE		08/20/2015	VARIOUS	XXX	4,635,374	4,620,000	4,634,374	0	0	(719)	0	4,634,276	0	1,088	1,088	14,069	10/31/2018	1		
912828WT3	U.S. TREASURY NOTES		09/30/2015	Salomon Brothers	XXX	1,405,285	1,400,000	1,394,805	1,395,531	0	1,221	0	1,395,751	0	8,534	8,534	14,326	07/15/2017	1		
912828S77	U.S. TREASURY NOTES		08/28/2015	VARIOUS	XXX	4,779,205	4,784,000	4,784,285	694,022	0	(115)	0	4,784,187	0	(4,982)	(4,982)	21,430	05/31/2017	1		
0599999 Subtotal	Bonds - U.S. Governments				XXX	18,832,769	18,775,758	18,832,111	9,266,295	0	(22,273)	0	18,809,381	0	24,408	24,408	111,543	...	XXX	...	
Bonds - U.S. States, Territories and Possessions																					
659155FR1	NORTH EAST TX INDEP SCH DIST		08/01/2015	Sink PMT @ 100.00000000	XXX	20,000	20,000	20,504	20,490	0	(490)	0	20,000	0	0	0	0	0	200	08/01/2042	1FE
1799999 Subtotal	Bonds - U.S. States, Territories and Possessions				XXX	20,000	20,000	20,504	20,490	0	(490)	0	20,000	0	0	0	0	0	200	...	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
645913AU8	NEW JERSEY ST ECON DEV AUTH LE		08/26/2015	Merrill Lynch	XXX	972,650	980,000	932,176	957,411	0	13,076	0	970,488	0	2,162	2,162	0	0	0	02/15/2016	1FE
796263VC3	SAN ANTONIO TX INDEP SCH DIST		08/01/2015	Sink PMT @ 100.00000000	XXX	15,000	15,000	15,497	15,487	0	(487)	0	15,000	0	0	0	0	0	111	08/01/2044	1FE
2499999 Subtotal	Bonds - U.S. Political Subdivisions of States, Territories and Possessions				XXX	987,650	995,000	947,673	972,899	0	12,589	0	985,488	0	2,162	2,162	0	0	111	...	XXX
Bonds - U.S. Special Revenue, Special Assessment																					
31342AL519	FHLMC POOL #78-0851		08/27/2015	VARIOUS	XXX	154,024	145,678	150,413	149,800	0	(308)	0	149,492	0	4,532	4,532	2,585	0	09/01/2033	1	
31300LW50	FHLMC POOL #64-8768		09/15/2015	PRINCIPAL RECEIPT	XXX	170,593	170,593	181,625	181,126	0	(10,534)	0	170,593	0	0	0	0	0	2,577	12/01/2035	1
312839V73	FHLMC POOL #49-1638		09/15/2015	PRINCIPAL RECEIPT	XXX	96,083	96,083	103,849	103,849	0	(7,766)	0	96,083	0	0	0	0	0	2,677	03/01/2040	1
3128MJV56	FHLMC POOL #60-8638		09/15/2015	VARIOUS	XXX	15,323	15,323	15,788	15,788	0	(180)	0	15,608	0	(84)	(84)	78	0	0	07/01/2045	1
3128MUV00	FHLMC POOL #60-8638		09/01/2015	DAWA CAPITAL MKTS	XXX	751,816	750,000	751,816	0	0	0	0	751,816	0	0	0	0	125	08/01/2045	1	
3132GDM9	FHLMC POOL #60-0876		09/15/2015	PRINCIPAL RECEIPT	XXX	53,196	53,196	57,502	57,488	0	(4,292)	0	53,196	0	0	0	0	0	1478	05/01/2041	1
3132GDFPY7	FHLMC POOL #60-9239		09/15/2015	PRINCIPAL RECEIPT	XXX	60,966	60,966	62,076	62,067	0	(1,102)	0	60,966	0	0	0	0	0	1,284	05/01/2042	1
3132JNFK7	FHLMC POOL #62-7798		09/15/2015	PRINCIPAL RECEIPT	XXX	24,558	24,558	24,047	24,052	0	506	0	24,558	0	0	0	0	0	450	09/01/2043	1
3132M7XPH	FHLMC POOL #62-7286		09/15/2015	PRINCIPAL RECEIPT	XXX	74,687	74,687	75,983	75,968	0	(1,281)	0	74,687	0	0	0	0	0	1,564	07/01/2044	1
3132QRCA0	FHLMC POOL #63-4690		09/15/2015	VARIOUS	XXX	949,928	954,085	949,911	0	19	0	949,930	0	(1)	(1)	0	0	406	07/01/2045	1	
3132RQK93	FHLMC POOL #63-4697		09/15/2015	PRINCIPAL RECEIPT	XXX	2,224	2,224	2,224	0	0	(6)	0	2,224	0	0	0	0	0	0	07/01/2045	1
3133RQK24	FHLMC MULTICLASS MTG 3902 MA		09/15/2015	PRINCIPAL RECEIPT	XXX	83,089	83,089	89,425	83,089	0	0	0	83,089	0	0	0	0	0	2,629	03/15/2018	1
3137ACT41	FHLMC MULTICLASS MTG 3902 MA		09/15/2015	PRINCIPAL RECEIPT	XXX	55,104	55,104	59,220	55,104	0	0	0	55,104	0	0	0	0	0	1,556	07/15/2039	1
3137ALYX6	FHLMC MULTICLASS MTG 3977 AD		09/15/2015	PRINCIPAL RECEIPT	XXX	114,385	114,385	119,559	115,467	0	(1,082)	0	114,385	0	0	0	0	0	2,116	09/15/2039	1
34147AS9	FNMA POOL #0A83872		09/25/2015	PRINCIPAL RECEIPT	XXX	71,489	71,489	75,343	75,322	0	(3,833)	0	71,489	0	0	0	0	0	1,682	11/01/2041	1
3138W9Z64	FNMA POOL #0A80774		09/25/2015	PRINCIPAL RECEIPT	XXX	20,988	20,988	21,918	21,018	0	(29)	0	20,988	0	0	0	0	0	365	10/01/2043	1
3138X0T28	FNMA POOL #0AU1628		09/25/2015	PRINCIPAL RECEIPT	XXX	26,452	26,452	26,489	26,489	0	(37)	0	26,452	0	0	0	0	0	465	07/01/2043	1
3138X3E21	FNMA POOL #0AU3751		09/25/2015	PRINCIPAL RECEIPT	XXX	115,025	115,025	121,226	121,180	0	(6,155)	0	115,025	0	0	0	0	0	2,727	08/01/2043	1
31397LW2	FNMA GTD REMIC PIT 08-51 BC		08/28/2015	VARIOUS	XXX	389,768	357,956	379,321	360,346	0	(57)	0	359,789	0	9,979	9,979	12,194	06/25/2023	1		
3139EQW2	FNMA GTD REMIC PIT 09-70 NT		08/28/2015	VARIOUS	XXX	113,132	110,136	114,414	110,423	0	(67)	0	110,356	0	2,776	2,776	3,334	08/25/2019	1		
3136A1HC2	FNMA GTD REMIC PIT 11-98 VC		09/25/2015	PRINCIPAL RECEIPT	XXX	22,980	22,980	24,689	23,944	0	(664)	0	22,980	0	0	0	0	0	473	01/25/2023	1
31397UXA2	FNMA GTD REMIC PIT 2011-61 MG		09/25/2015	PRINCIPAL RECEIPT	XXX	53,695	53,695	56,699	55,295	0	(1,600)	0	53,695	0	0	0	0	0	1,262	07/25/2026	1
3199999 Subtotal	Bonds - U.S. Special Revenue, Special Assessment				XXX	3,399,687	3,378,874	3,461,690	1,702,028	0	(39,286)	0	3,382,486	0	17,201	17,201	42,027	...	XXX	...	
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
70659PAF8	PENARTH MASTER ISSU TA A1 144A		08/17/2015	VENDOR CODE DX4 NOT IN TABLE	XXX	0	1,074	1,074	0	0	0	0	1,074	0	(1,074)	(1,074)	0	0	0	03/18/2019	1FE
801060AB0	SANOFI		08/26/2015	TABLE	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
88165FAC6	TEVA PHARMAEUT FIN BV		07/09/2015	TABLE	XXX	994,180	1,000,000	995,540	975,748	0	4,708	0	980,456	0	13,724	13,724	11,146	0	04/10/2018	1FE	
92857WAX8	VODAFONE GROUP PLC		08/27/2015	VARIOUS	XXX	2,031,700	2,000,000	2,007,420	2,002,877	0	(796)	0	2,002,081	0	29,619	29,619	32,533	0	11/10/2018	1FE	
02005AEK0	ALLY MASTER OWNER TRUST 4 A2		08/27/2015	Montgomery Secs	XXX	1,996,860	1,996,140	1,993,668	1,993,668	0	(357)	0	1,995,372	0	1,488	1,488	29,295	03/20/2017	2FE		
037833AQ3	APPLE INC		07/16/2015	Dain Rauscher	XXX	1,001,797	1,000,000	1,003,828	0	0	(357)	0	1,003,471	0	(1,674)	(1,674)	2,900	06/01/2019	1FE		
04621XAE8	ASSURANT INC		07/24/2015	First Union Cap Mkts	XXX	2,018,580	2,000,000	2,026,300	2,023,261	0	(2,799)	0	2,020,462	0	(1,882)	(1,882)	29,750	05/06/2019	1FE		
00200RBM3	AT&T INC		07/23/2015	Donaldson Lufkin	XXX	465,610	461,000	462,323	461,975	0	(179)	0	461,749	0	3,737	3,737	10,020	03/15/2018	2FE		
052402R22	AT&T INC		08/14/2015	U.S Bancorp	XXX	1,986,860	2,000,000	1,999,960	1,999,960	5	(1,149,828)	5	1,999,960	0	(13,120)	(13,120)	18,433	12/01/2017	2FE		
05942URR8	BANC AMER CMBS 2005-5		08/10/2015	VARIOUS	XXX	1,152,611	1,149,828	1,149,828	1,149,828	0	(8,874)	0	1,149,828	0	1,152,611	1,152,611	11,270	10/10/2045	2FE		
07387JAE8	BEAR STEARNS COMMERCIA PW12 A4		09/11/2015	PRINCIPAL RECEIPT	XXX	431,284	431,284	460,361	440,157	0	9,357	0	431,284	0	0	0	0	0	0	09/11/2038	1FM
07388PAE7	BEAR STEARNS COMMERCIA PW15 A4		09/11/2015	PRINCIPAL RECEIPT	XXX	8,867	8,864	9,357	8,864	0	(490)	0	8,864	0	0	0	0	0	444	02/11/2044	1FM
08466ACB5	BERKSHIRE HATHAWAY FINANCE COR		07/01/2015	U.S Bancorp	XXX	499,456	500,000	500,000	500,000	0	(120)	0	500,000	0	0	0	0	0	71	02/11/2044	1FM
14812L5P2	CATERPILLAR FINANCIAL SERVICES		07/23/2015	Donaldson Lufkin	XXX	635,866	640,000	642,150	641,381	0	(241)	0	640,000	0	(545)	(545)	1,223	08/14/2017	1FE		
12513EAG9	CD 2005-C1 2005-C1 CL A4		08/17/2015	VARIOUS	XXX	852,552	852,552	954,925	875,272	0	(22,080)	0	853,192	0	(640)	(640)	28,75				

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	11			12	13	14		15	16	17	18	19	20	21	22	
										Prior Year Book/Adjusted Carrying Value	Actual Cost	Unrealized Valuation Increase/(Decrease)			Current Years (Amortization)/Accretion	Current Years' Other Than Temporary Impairment Recognized									Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Contractual Maturity Date	NAIC Designation or Market Indicator (a)
12514A4E1	CD 2007-005 MORTGAGE TR CDS A4		09/15/2015	PRINCIPAL RECEIPT	XXX	2,296	2,296	2,539	2,515	0	(219)	0	0	0	2,296	0	0	0	0	0	0	81	11/15/2044	IFM	
12527R4B4	CFORE COMMERCIAL MO C1 A2 144A		09/15/2015	PRINCIPAL RECEIPT	XXX	540,495	540,495	547,209	0	0	(6,714)	0	0	0	540,495	0	0	0	0	0	0	3,797	04/15/2044	IFM	
17305EDY8	CITIBANK CR CARD 07-A8 CL A8		07/27/2015	Nomura Secs NY	XXX	2,074,340	2,169,934	2,087,640	2,087,640	0	(65,137)	0	0	0	2,022,503	0	51,837	0	0	0	0	91,844	09/20/2019	IFE	
17313KAF8	GROUP COMMERCIAL MOR C7 A4		09/14/2015	PRINCIPAL RECEIPT	XXX	1,385	1,385	1,514	1,385	0	(129)	0	0	0	1,385	0	0	0	0	0	0	24	12/10/2049	IFM	
19075CAD5	COBALT CMBS COMMERCIAL M C2 A3		09/15/2015	PRINCIPAL RECEIPT	XXX	1,067	1,067	1,119	1,067	0	(53)	0	0	0	1,067	0	0	0	0	0	0	0	04/15/2047	IFE	
19416QEF3	COLGATE-PALMOLIVE CO		07/16/2015	First Union Cap Mkts	XXX	2,358,159	2,360,000	2,356,932	2,357,371	0	328	0	0	0	2,357,698	0	461	0	0	0	0	35,105	03/15/2019	IFE	
20047QAE5	COMM 2006-C7 MORTGAGE TR C7 A4		09/10/2015	PRINCIPAL RECEIPT	XXX	500,818	520,818	520,460	500,818	0	(19,641)	0	0	0	500,818	0	0	0	0	0	0	8,803	06/15/2046	IFM	
22545DAD9	COMMERCIAL MORTGAGE PASS C3 A3		09/15/2015	PRINCIPAL RECEIPT	XXX	224,863	224,863	231,834	6,579	0	(6,911)	0	0	0	224,863	0	0	0	0	0	0	2,729	06/15/2038	IFM	
20173TAE5	COMMERCIAL MORTGAGE PASS C4 A4		09/15/2015	PRINCIPAL RECEIPT	XXX	1,230	1,230	1,321	1,230	0	(93)	0	0	0	1,087	0	0	0	0	0	0	46	12/15/2039	IFM	
22545LAD1	COMMERCIAL MORTGAGE PASS C5 A3		09/15/2015	PRINCIPAL RECEIPT	XXX	10,897	10,897	11,755	8,495	0	(569)	0	0	0	10,897	0	0	0	0	0	0	314	12/15/2039	IFM	
20173VAE0	COMMERCIAL MORTGAGE TR C7 A4		09/14/2015	PRINCIPAL RECEIPT	XXX	3,233	3,233	3,569	3,569	0	(274)	0	0	0	3,233	0	0	0	0	0	0	111	12/10/2049	IFM	
20173VAE0	COMMERCIAL MORTGAGE TR C7 A4		09/14/2015	PRINCIPAL RECEIPT	XXX	38,088	38,088	40,808	30,860	0	(2,401)	0	0	0	38,088	0	0	0	0	0	0	1,037	03/10/2038	IFM	
1286950C4	CVS HEALTH CORP		08/26/2015	U.S Bancorp	XXX	751,928	749,475	749,475	2,061	0	20	0	0	0	749,495	0	2,432	0	0	0	0	1,623	07/20/2046	IFE	
1286950C4	CVS PASS-THROUGH TR 2014 144A		09/10/2015	Sink PMT @ 100.00000000	XXX	2,061	2,061	2,061	2,061	0	0	0	0	0	2,061	0	0	0	0	0	0	50	08/10/2046	IFE	
36628Q0E9	GE COML MTG CORP 05-C4 A4		09/10/2015	PRINCIPAL RECEIPT	XXX	1,503,498	1,503,498	1,543,373	1,543,373	0	(39,875)	0	0	0	1,503,498	0	0	0	0	0	0	53,800	11/10/2046	IFE	
36163NAD8	GE EQUIPMENT TRANSPORTATI 1 A4		09/17/2015	First Union Cap Mkts	XXX	849,436	849,436	849,750	849,812	0	63	0	0	0	849,875	0	(439)	0	0	0	0	8,561	01/23/2018	IFE	
36962GSW0	GENERAL ELECTRIC CAPITAL CORP		09/26/2015	VENDOR CODE HIM NOT IN TABLE	XXX	559,686	559,686	570,791	562,556	0	(3,491)	0	0	0	559,686	0	620	0	0	0	0	10,682	04/27/2017	IFE	
42191SE14	HCP INC		08/27/2015	First Union Cap Mkts	XXX	455,320	430,000	480,736	471,389	0	(12,920)	0	0	0	455,469	0	(3,142)	0	0	0	0	27,950	01/30/2017	2FE	
44643R8L9	HUNTINGTON NATIONAL BANK		08/26/2015	U.S Bancorp	XXX	994,030	1,000,000	998,600	0	0	0	0	0	0	998,600	0	(4,570)	0	0	0	0	8,736	02/26/2018	IFE	
46623YAC3	J.P. MORGAN CHASE 07-CB18 CL A4		09/14/2015	VARIOUS	XXX	1,213,138	1,168,317	1,238,552	748	0	(17,778)	0	0	0	1,221,766	0	(8,628)	0	0	0	0	31,696	06/12/2047	IFM	
46630IAC3	J.P. MORGAN CHASE COMM LDPX A3		09/15/2015	PRINCIPAL RECEIPT	XXX	1,409	1,409	1,503	1,503	0	(94)	0	0	0	1,409	0	0	0	0	0	0	48	05/15/2047	IFM	
46625UA8	J.P. MORGAN CHASE COMM LDPX A3		09/15/2015	PRINCIPAL RECEIPT	XXX	919	919	972	919	0	(54)	0	0	0	919	0	0	0	0	0	0	14	05/15/2049	IFM	
46625Y89	J.P. MORGAN CHASE COMM LDPX A4		07/23/2015	PRINCIPAL RECEIPT	XXX	3,261,920	3,200,000	3,305,460	3,237,656	0	(13,827)	0	0	0	3,223,829	0	38,091	0	0	0	0	107,240	07/05/2016	IFE	
50780LAC4	LB-JBS COMMERCIAL MORTGAGE C1 A2		07/15/2015	PRINCIPAL RECEIPT	XXX	308,436	308,436	325,508	314,905	0	(6,070)	0	0	0	308,436	0	0	0	0	0	0	12,382	08/15/2042	IFM	
5079AAE7	LB-JBS COMMERCIAL MORTGA C1 A2		09/15/2015	PRINCIPAL RECEIPT	XXX	9,784	9,784	10,882	10,814	0	(1,030)	0	0	0	9,784	0	0	0	0	0	0	357	04/15/2040	IFM	
50780CAB6	LB-JBS COMMERCIAL MORTGA C2 A4		09/15/2015	PRINCIPAL RECEIPT	XXX	1,914	1,914	2,032	2,032	0	(119)	0	0	0	1,914	0	0	0	0	0	0	63	02/15/2040	IFM	
52109RBM2	LB-JBS COMMERCIAL MORTGA C7 A3		09/15/2015	PRINCIPAL RECEIPT	XXX	9,056	9,056	9,569	9,077	0	(20)	0	0	0	9,056	0	0	0	0	0	0	305	11/15/2038	IFM	
581557B80	MBXESSON CORP		09/15/2015	PRINCIPAL RECEIPT	XXX	803	803	891	882	0	(78)	0	0	0	803	0	0	0	0	0	0	28	09/15/2045	IFM	
58933YAG0	MERCK & CO INC		08/26/2015	U.S Bancorp	XXX	1,594,880	1,600,000	1,600,000	1,600,000	0	0	0	0	0	1,600,000	0	(5,120)	0	0	0	0	20,155	03/10/2017	2FE	
55312YAE2	MIL-CFC COMMERCIAL MORTGAG 5 A4		07/24/2015	Jefferies & Co	XXX	994,870	1,000,000	968,930	977,284	0	3,682	0	0	0	968,930	0	13,903	0	0	0	9,028	05/18/2018	IFE		
55314QD19	MMAF EQUIPMENT FINA AA 44 144A		09/14/2015	PRINCIPAL RECEIPT	XXX	2,511	2,511	2,621	2,621	0	(110)	0	0	0	2,511	0	0	0	0	0	0	0	0	08/12/2048	IFM
55314QD19	MMAF EQUIPMENT FINA AA 44 144A		09/10/2015	PRINCIPAL RECEIPT	XXX	3,030	3,030	3,045	3,045	0	(15)	0	0	0	3,030	0	0	0	0	0	0	31	10/10/2018	IFE	
517451CL1	MORGAN STANLEY CAPITAL HOT A4		09/14/2015	PRINCIPAL RECEIPT	XXX	286,815	286,815	318,713	291,178	0	(4,363)	0	0	0	286,815	0	0	0	0	0	0	10,143	11/14/2042	IFM	
51751YAE0	MORGAN STANLEY CAPITAL T25 A3		09/14/2015	PRINCIPAL RECEIPT	XXX	5,717	5,717	6,145	5,717	0	(393)	0	0	0	5,717	0	0	0	0	0	0	144	11/12/2049	IFM	
51751YAE0	MORGAN STANLEY CAPITAL T27 A4		09/14/2015	PRINCIPAL RECEIPT	XXX	3,358	3,358	3,703	3,653	0	(295)	0	0	0	3,358	0	0	0	0	0	0	117	06/11/2042	IFM	
51751YAE0	MORGAN STANLEY CAPITAL T29 A4		09/14/2015	PRINCIPAL RECEIPT	XXX	1,929	1,929	2,162	2,162	0	(233)	0	0	0	1,929	0	0	0	0	0	0	75	07/11/2043	IFM	
629530AW7	MSRR 2009-0G10 44A		09/01/2015	VARIOUS	XXX	892	892	967	873	0	(70)	0	0	0	892	0	0	0	0	0	0	28	08/12/2045	IFE	
629530AW7	MSRR 2009-0G10 44A		09/01/2015	VARIOUS	XXX	1,273,679	1,275,000	1,285,998	1,007,122	0	(3,752)	0	0	0	1,280,047	0	(6,368)	0	0	0	0	18,246	06/24/2016	2FE	
629530AW7	MSRR 2009-0G10 44A		09/01/2015	VARIOUS	XXX	17,703	17,703	17,700	17,700	0	0	0	0	0	17,700	0	4	0	0	0	0	91	11/10/2027	IFE	
74432QB8	PRUDENTIAL FINANCIAL INC		08/28/2015	Chase Secs	XXX	653,328	600,000	690,780	673,851	0	(16,352)	0	0	0	657,499	0	(4,171)	0	0	0	0	27,000	12/01/2017	2FE	
872287AC1	TCI COMMUNICATIONS INC		08/01/2015	MATURITY	XXX	1,198,000	1,198,000	1,252,066	1,198,000	0	(54,066)	0	0	0	1,198,000	0	0	0	0	0	0	104,825	08/01/2015	IFE	
90331HMC4	U.S BANK NA/CINCINNATI OH		07/23/2015	Donaldson LuFin	XXX	1,458,242	1,456,000	1,455,941	1,455,941	0	16	0	0	0	1,455,957	0	2,286	0	0	0	0	15,927	01/30/2017	IFE	
9297667G2	WACHOVIA BANK COMMERCIA C21 A4		08/17/2015	VARIOUS	XXX	372,925	372,925	392,548	382,547	0	(9,622)	0	0	0	372,925	0	0	0	0	0	0	14,178	10/15/2044	IFM	
9297667G2	WACHOVIA BANK COMMERCIA C22 A4		09/17/2015	VARIOUS	XXX	1,001,572	1,001,572	1,003,042	1,003,042	0	(27,013)	0	0	0	1,003,029	0	(1,457)	0	0	0	0	39,028	12/15/2044	IFM	
9297667G2	WACHOVIA BANK COMMERCIA C24 A3		09/15/2015	PRINCIPAL RECEIPT	XXX	5,150	5,150	5,338	5,334	0	(184)	0	0	0	5,150	0	0	0	0	0	0	180	03/15/2045	IFM	
929803D16	WACHOVIA CORP NEW SR NT		08/26/2015	First Union Cap Mkts	XXX	485,736	451,000	519,913	499,229	0	(12,665)	0	0	0	486,564	0	(828)	0	0	0	0	18,441	06/15/2017	IFE	
93114ZDF7	WAL-MART STORES INC																								

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	11 Change in Book/Adjusted Carrying Value				15 Total Foreign Exchange Change in B./A.C.V.	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 or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)								
G7500T04	PENTAIR PLC	F	09/30/2015	Investment Tech Group	132,000	6,723	XXX	9,076	0	0	0	0	0	9,076	0	(2,353)	(2,353)	0	42	XXX	L
00130H06	AES CORP COM	F	09/30/2015	Investment Tech Group	87,000	8,540	XXX	11,720	0	0	0	0	0	11,720	0	(3,181)	(3,181)	0	88	XXX	L
00817Y08	AETNA INC COM NEW	F	09/04/2015	Investment Tech Group	173,000	19,810	XXX	22,052	0	0	0	0	0	22,052	0	(2,242)	(2,242)	0	43	XXX	L
01741R02	ALLEGHENY TECHNOLOGIES INC COM	F	09/04/2015	Investment Tech Group	141,000	2,892	XXX	4,429	0	0	0	0	0	4,429	0	(1,537)	(1,537)	0	0	XXX	L
016581108	ALLIANCE DATA SYSTEMS CORP	F	09/04/2015	Investment Tech Group	68,000	18,669	XXX	20,131	0	0	0	0	0	20,131	0	(1,461)	(1,461)	0	0	XXX	L
037833100	APPLE COMPUTER INC	F	09/04/2015	Investment Tech Group	252,000	29,068	XXX	32,012	0	0	0	0	0	32,012	0	(2,944)	(2,944)	0	0	XXX	L
039483102	ARCHER DANIELS MIDLAND CO COM	F	09/30/2015	Investment Tech Group	41,000	1,700	XXX	2,107	0	0	0	0	0	2,107	0	(406)	(406)	0	11	XXX	L
00206R02	AT & T INC COM	F	09/08/2015	VARIOUS	488,920	16,882	XXX	17,370	0	0	0	0	0	17,370	0	(488)	(488)	229	0	XXX	L
071813109	BAKTER INTL INC COM	F	07/08/2015	COST ADJ	0,000	18,822	XXX	18,822	0	0	0	0	0	18,822	0	0	0	0	0	XXX	L
09062X03	BIOGEN IDEC INC COM	F	08/04/2015	Investment Tech Group	81,000	26,763	XXX	32,720	0	0	0	0	0	32,720	0	(5,957)	(5,957)	0	0	XXX	L
09247X01	BLACKROCK INC	F	09/04/2015	Investment Tech Group	88,000	29,132	XXX	31,107	0	0	0	0	0	31,107	0	(1,976)	(1,976)	0	0	XXX	L
09372406	BORGWARNER INC	F	08/04/2015	Investment Tech Group	261,000	12,677	XXX	15,238	0	0	0	0	0	15,238	0	(2,561)	(2,561)	0	0	XXX	L
11953Z09	BROWN FORMAN CORP CLB	F	09/30/2015	Investment Tech Group	2,000	1,935	XXX	2,004	0	0	0	0	0	2,004	0	(69)	(69)	0	0	XXX	L
14040H06	CABOT OIL & GAS CORP COM	F	09/04/2015	Investment Tech Group	450,000	11,461	XXX	14,735	0	0	0	0	0	14,735	0	(3,274)	(3,274)	9	0	XXX	L
12485702	CAPITAL ONE FINL CORP	F	09/30/2015	Investment Tech Group	297,000	23,319	XXX	26,130	0	0	0	0	0	26,130	0	(2,811)	(2,811)	38	0	XXX	L
12485702	CBS CORP NEW CL B	F	09/30/2015	Investment Tech Group	247,000	9,858	XXX	14,403	0	0	0	0	0	14,403	0	(4,544)	(4,544)	37	0	XXX	L
125269100	CF INDS HLDGS INC	F	09/30/2015	VARIOUS	257,000	11,507	XXX	16,418	0	0	0	0	0	16,418	0	(4,911)	(4,911)	77	0	XXX	L
163851108	CHEMOURS CO THE	F	09/04/2015	Investment Tech Group	1,968	1,968	XXX	3,166	0	0	0	0	0	3,166	0	(1,198)	(1,198)	108	0	XXX	L
165167107	CHEMPEAKE ENERGY CORP COM	F	09/30/2015	Investment Tech Group	280,000	2,021	XXX	3,433	0	0	0	0	0	3,433	0	(1,411)	(1,411)	0	0	XXX	L
166764100	CHEVRONTXACO CORP	F	08/04/2015	Investment Tech Group	582,000	49,475	XXX	57,897	0	0	0	0	0	57,897	0	(8,422)	(8,422)	0	0	XXX	L
125509109	CIGNA CORP COM	F	08/04/2015	Investment Tech Group	140,000	20,147	XXX	22,681	0	0	0	0	0	22,681	0	(2,534)	(2,534)	0	0	XXX	L
198280109	COLUMBIA PIPELINE GROUP INC	F	09/30/2015	Investment Tech Group	7,420	7,420	XXX	11,706	0	0	0	0	0	11,706	0	(4,285)	(4,285)	51	0	XXX	L
20854P09	CONSOL ENERGY INC COM	F	09/30/2015	Investment Tech Group	294,000	2,879	XXX	6,900	0	0	0	0	0	6,900	0	(4,021)	(4,021)	3	0	XXX	L
22822V01	CROWN CASTLE INTL CORP NEW	F	08/04/2015	Investment Tech Group	161,000	14,863	XXX	14,958	0	0	0	0	0	14,958	0	(94)	(94)	73	0	XXX	L
231021106	CUMMINS ENGINE INC COM	F	09/30/2015	Investment Tech Group	53,000	5,740	XXX	7,202	0	0	0	0	0	7,202	0	(1,462)	(1,462)	52	0	XXX	L
2579M103	DEVON ENERGY CORP NEW COM	F	09/04/2015	Investment Tech Group	266,000	12,925	XXX	16,281	0	0	0	0	0	16,281	0	(3,356)	(3,356)	0	0	XXX	L
256746108	DIRECTV	F	08/17/2015	Investment Tech Gps	547,000	50,536	XXX	50,536	0	0	0	0	0	50,536	0	0	0	0	0	XXX	L
265334109	DOLLAR TREE INC	F	08/17/2015	Investment Tech Gps	62	62	XXX	64	0	0	0	0	0	64	0	(2)	(2)	0	0	XXX	L
278642103	DU PONT E DE NEMOURS & CO	F	08/04/2015	VARIOUS	489,000	29,909	XXX	43,282	0	0	0	0	0	43,282	0	(5,433)	(5,433)	0	0	XXX	L
291011104	EMERSON ELEC CO COM	F	07/20/2015	COST ADJ	0,000	43,282	XXX	43,282	0	0	0	0	0	43,282	0	0	0	0	0	XXX	L
307000109	FAMILY DLR STORES INC	F	08/04/2015	Investment Tech Group	370,000	18,442	XXX	21,745	0	0	0	0	0	21,745	0	(3,303)	(3,303)	0	0	XXX	L
31428X106	FEDEX CORP COM	F	07/07/2015	Investment Tech Gps	124,000	9,746	XXX	9,746	0	0	0	0	0	9,746	0	0	0	0	0	XXX	L
302491303	FMC CORP NEW COM	F	09/30/2015	Investment Tech Group	96,000	13,798	XXX	17,577	0	0	0	0	0	17,577	0	(3,779)	(3,779)	24	0	XXX	L
30249U01	FMC TECHNOLOGIES INC COM	F	09/30/2015	Investment Tech Group	172,000	5,811	XXX	9,244	0	0	0	0	0	9,244	0	(3,433)	(3,433)	42	0	XXX	L
35671D57	FREEMONT MCMORAN COPPER B	F	09/04/2015	Investment Tech Group	297,000	9,664	XXX	12,448	0	0	0	0	0	12,448	0	(2,784)	(2,784)	0	0	XXX	L
36473H04	GANNETT CO INC	F	08/04/2015	Investment Tech Group	1,132,000	12,497	XXX	21,651	0	0	0	0	0	21,651	0	(9,194)	(9,194)	182	0	XXX	L
364760108	GAP INC COM	F	07/21/2015	Investment Tech Group	0,500	7	XXX	7	0	0	0	0	0	7	0	0	0	0	0	XXX	L
37247D06	GENWORTH FINL INC	F	09/30/2015	Investment Tech Group	338,000	9,637	XXX	12,912	0	0	0	0	0	12,912	0	(3,274)	(3,274)	78	0	XXX	L
410345102	HANESBRANDS INC	F	09/30/2015	Investment Tech Group	639,000	2,948	XXX	4,940	0	0	0	0	0	4,940	0	(1,992)	(1,992)	0	0	XXX	L
42217K06	HEALTH CARE REIT INC COM	F	09/04/2015	Investment Tech Group	516,000	15,011	XXX	16,972	0	0	0	0	0	16,972	0	(1,961)	(1,961)	0	0	XXX	L
423452101	HELMERICH & PAYNE INC	F	09/30/2015	Investment Tech Group	391,000	26,021	XXX	26,021	0	0	0	0	0	26,021	0	0	0	0	0	XXX	L
42809H07	HES CORP	F	09/30/2015	Investment Tech Group	139,000	6,549	XXX	9,950	0	0	0	0	0	9,950	0	(3,401)	(3,401)	96	0	XXX	L
441060100	HOSTA INC	F	09/30/2015	Investment Tech Group	177,000	5,838	XXX	7,892	0	0	0	0	0	7,892	0	(2,053)	(2,053)	0	0	XXX	L
44107P04	HOST HOTELS & RESORTS INC	F	09/03/2015	Investment Tech Group	188,000	16,920	XXX	16,666	0	0	0	0	0	16,666	0	254	254	0	0	XXX	L
446150104	HUNTINGTON BANCSHARES INC	F	09/30/2015	Salomon Brothers	973,000	15,411	XXX	19,237	0	0	0	0	0	19,237	0	(3,826)	(3,826)	276	0	XXX	L
64739101	HUNTSVILLE RAND PUBLIC LIMITED	F	09/04/2015	Investment Tech Group	1,038,000	10,970	XXX	11,828	0	0	0	0	0	11,828	0	(857)	(857)	62	0	XXX	L
460146103	INTERNATIONAL PAPER CO COM	F	09/30/2015	Investment Tech Group	287,000	17,059	XXX	19,500	0	0	0	0	0	19,500	0	(2,531)	(2,531)	0	0	XXX	L
649181108	INVECO LTD SHS	F	09/30/2015	Investment Tech Group	461,000	22,635	XXX	22,635	0	0	0	0	0	22,635	0	(5,238)	(5,238)	184	0	XXX	L
49456B01	KINDER MORGAN INC/DELAWARE	F	09/30/2015	Investment Tech Group	231,000	7,204	XXX	9,104	0	0	0	0	0	9,104	0	(1,900)	(1,900)	62	0	XXX	L
50076Q06	KRAFT FOODS GROUP INC	F	09/30/2015	Investment Tech Group	354,000	9,736	XXX	13,948	0	0	0	0	0	13,948	0	(4,211)	(4,211)	173	0	XXX	L
502424104	L-3 COMMUNICATIONS HLDGS INC	F	09/30/2015	VARIOUS	64,000	54,757	XXX	54,757	0	0	0	0	0	54,757	0	0	0	0	0	XXX	L
512807108	LAM RESEARCH CORP	F	09/30/2015	Investment Tech Gps	107,000	11,166	XXX	12,335	0	0	0	0	0	12,335	0	(1,169)	(1,169)	70	0	XXX	L
524660107	LEGGOTT & PLATT INC COM	F	09/30/2015	Investment Tech Gps	177,000	11,318	XXX	14,136	0	0	0	0	0	14,136	0	(2,819)	(2,819)	52	0	XXX	L
535678106	LINEAR TECHNOLOGY CORP COM	F	09/30/2015	Investment Tech Group	177,000	7,291	XXX	8,578	0	0	0	0	0	8,578	0	(1,287)	(1,287)	57	0	XXX	L
65785G07	MALLINCKRODT PLC	F	09/30/2015	Investment Tech Group	307,000	12,352	XXX	13,802	0	0	0	0	0	13,802	0	(1,451)	(1,451)	92	0	XXX	L
565849106	MARATHON OIL	F	08/04/2015	Investment Tech Group	127,000	8,115	XXX	15,228	0	0	0	0	0	15,228	0	(4,489)	(4,489)	0	0	XXX	L
576599106	MARSCO CORP COM	F	07/06/2015	COST ADJ	0,000	1,385	XXX	1,385	0	0	0	0	0	1,385	0	0	0	0	0	XXX	L
580645109	MCGRAW HILL COS INC COM	F	09/30/2015	Investment Tech Group	147,000	12,696	XXX	15,229	0	0	0	0	0	15,229	0	(2,533)	(2,533)	49	0	XXX	L
582839106	MEAD JOHNSON NUTRITION CO COM	F	09/30/2015	Investment Tech Group	109,000	7,653	XXX	9,923	0	0	0	0	0	9,923	0	(2,271)	(2,271)	90	0	XXX	L
583334107	MEAD WESTVACO	F	07/07/2015	Investment Tech Group	103,500	10,354	XXX	10,354	0	0	0	0	0	10,354	0	0	0	0	0	XXX	L
593112103	MICRON TECHNOLOGY INC COM	F	09/30/2015	Investment Tech Group	94,000	2,278	XXX	2,278	0	0	0	0	0	2,278	0	(875)	(875)	0	0	XXX	L
61945C03	MOSCAK COTHE	F	09/30/2015	Investment Tech Group	337,000	1,402	XXX	15,399	0	0	0	0	0	15,399	0	(4,964)	(4,964)	93	0	XXX	L
626717102	MURPHY OIL CORP COM	F	09/04/2015	Investment Tech Group	214,000	6,906	XXX	9,059	0	0	0	0	0	9,059	0	(2,154)	(2,154)	0	0	XXX	L

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	11			13	14	15	16	17	18	19	20	21	22
										Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)											Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
N59465 08	MYLAN N.V.		08/04/2015	Investment Tech Group	295,000	13,682	XXX	18,227	0	0	0	0	0	0	0	(4,545)	0	(4,545)	0	XXX	L	
63938C 08	NAVIENT CORP WID		08/04/2015	Investment Tech Group	499,000	7,764	XXX	9,316	0	0	0	0	0	0	0	(1,552)	0	(1,552)	0	XXX	L	
651639 06	NEWMONT MINING CORP COM		09/30/2015	Investment Tech Group	575,000	9,441	XXX	13,647	0	0	0	0	0	0	0	(4,206)	0	(4,206)	0	XXX	L	
65249B 08	NEWS CORP		09/30/2015	Investment Tech Group	82,000	1,033	XXX	1,197	0	0	0	0	0	0	0	(164)	0	(164)	0	XXX	L	
654218 06	NIELSEN HOLDINGS N.V.		08/31/2015	Investment Tech Group	420,000	18,824	XXX	18,824	0	0	0	0	0	0	0	0	0	0	118	0	XXX	L
65473P 05	NISOURCE INC COM		07/06/2015	COST ADJ	0,000	11,706	XXX	11,706	0	0	0	0	0	0	0	0	0	0	0	0	XXX	L
655044 05	NOBLE ENERGY INC		08/04/2015	Investment Tech Group	208,000	7,053	XXX	9,457	0	0	0	0	0	0	0	(2,404)	0	(2,404)	0	XXX	L	
629377 08	NRG ENERGY INC		09/30/2015	Investment Tech Group	428,000	6,348	XXX	9,995	0	0	0	0	0	0	0	(3,647)	0	(3,647)	0	XXX	L	
670346 05	NUCOR CORP		09/30/2015	Investment Tech Group	168,000	6,219	XXX	7,895	0	0	0	0	0	0	0	(1,676)	0	(1,676)	0	XXX	L	
68389X 05	ORACLE CORPORATION COM		08/04/2015	Investment Tech Group	469,000	18,267	XXX	20,143	0	0	0	0	0	0	0	(1,876)	0	(1,876)	0	XXX	L	
683718 08	PACCAR INC		09/30/2015	Investment Tech Group	73,000	3,799	XXX	4,696	0	0	0	0	0	0	0	(897)	0	(897)	0	XXX	L	
689423 07	PALL CORP COM		08/31/2015	Investment Tech Group	137,000	17,428	XXX	17,063	0	0	0	0	0	0	0	363	0	363	0	XXX	L	
701094 04	PARKER HANNIFIN CORP COM		09/30/2015	Investment Tech Group	76,000	7,378	XXX	9,989	0	0	0	0	0	0	0	(1,610)	0	(1,610)	0	XXX	L	
714046 09	PERKINELMER INC COM		09/30/2015	Investment Tech Group	145,000	5,989	XXX	7,589	0	0	0	0	0	0	0	(938)	0	(938)	0	XXX	L	
693475 05	PNC FINANCIAL SERVICES GROUP		08/04/2015	Investment Tech Group	255,000	25,012	XXX	24,947	0	0	0	0	0	0	0	66	0	66	0	XXX	L	
693506 07	PPG INDUS INC COM		09/30/2015	Investment Tech Group	295,000	25,835	XXX	33,956	0	0	0	0	0	0	0	(6,121)	0	(6,121)	0	XXX	L	
741441 08	PRICE TROWER GROUP INC COM		09/30/2015	Investment Tech Group	166,000	11,509	XXX	12,955	0	0	0	0	0	0	0	(1,447)	0	(1,447)	0	XXX	L	
744320 02	PRUDENTIAL FINL INC		09/30/2015	Salomon Brothers	91,000	8,152	XXX	8,152	0	0	0	0	0	0	0	(1,225)	0	(1,225)	0	XXX	L	
74736K 01	QORVO INC		08/04/2015	Investment Tech Group	162,000	8,992	XXX	13,186	0	0	0	0	0	0	0	(4,194)	0	(4,194)	0	XXX	L	
751212 01	RALPH LAUREN CORP		09/30/2015	Weeden & Co	77,000	10,257	XXX	10,257	0	0	0	0	0	0	0	(1,167)	0	(1,167)	0	XXX	L	
75281A 09	RANGE RES CORP COM		08/04/2015	Investment Tech Group	213,000	8,058	XXX	10,811	0	0	0	0	0	0	0	(2,753)	0	(2,753)	0	XXX	L	
811065 01	SCRIPPS NETWORKS INTERACTIVE		09/30/2015	Salomon Brothers	122,000	5,987	XXX	7,547	0	0	0	0	0	0	0	(1,560)	0	(1,560)	0	XXX	L	
81985 109	SEMPRA ENERGY COM		09/30/2015	Investment Tech Group	124,000	11,989	XXX	12,732	0	0	0	0	0	0	0	(763)	0	(763)	0	XXX	L	
82348 06	SHERWIN WILLIAMS CO COM		09/30/2015	Investment Tech Group	86,000	19,224	XXX	23,818	0	0	0	0	0	0	0	(4,594)	0	(4,594)	0	XXX	L	
83088M 02	SKYWORX SOLUTIONS INC		08/04/2015	Investment Tech Group	125,000	10,853	XXX	13,012	0	0	0	0	0	0	0	(2,188)	0	(2,188)	0	XXX	L	
849467 09	SOUTHWESTERN ENERGY CO (DEL)		09/30/2015	Investment Tech Group	421,000	5,305	XXX	9,636	0	0	0	0	0	0	0	(4,330)	0	(4,330)	0	XXX	L	
78462F 03	SPDR TR UNIT SER 1 STANDARD &		09/04/2015	Investment Tech Group	53,200,000	10,180,814	XXX	9,963,386	0	0	0	0	0	0	0	217,427	0	217,427	0	XXX	L	
847560 09	SPECTRA ENERGY CORP COM		09/30/2015	Investment Tech Group	730,000	20,971	XXX	23,954	0	0	0	0	0	0	0	(2,983)	0	(2,983)	0	XXX	L	
855030 02	STAPLES INC COM		09/30/2015	Chemical Securities	822,000	9,676	XXX	12,915	0	0	0	0	0	0	0	(3,238)	0	(3,238)	0	XXX	L	
871503 08	SYMANTEC CORP COM		09/30/2015	Investment Tech Group	231,000	4,492	XXX	5,435	0	0	0	0	0	0	0	(943)	0	(943)	0	XXX	L	
88033G 047	TENET HEALTHCARE CORP		09/30/2015	Investment Tech Group	127,000	4,683	XXX	6,996	0	0	0	0	0	0	0	(2,313)	0	(2,313)	0	XXX	L	
89055F 03	TOPBUILD CORP		07/22/2015	Investment Tech Group	0,560	16	XXX	16	0	0	0	0	0	0	0	1	0	1	0	XXX	L	
898945 021	TRIPADVISOR INC		09/30/2015	Investment Tech Group	31,000	2,702	XXX	2,702	0	0	0	0	0	0	0	(753)	0	(753)	0	XXX	L	
90130A 01	TWENTY FIRST CENTURY FOX INC		09/30/2015	Investment Tech Group	39,000	1,049	XXX	1,270	0	0	0	0	0	0	0	(220)	0	(220)	0	XXX	L	
913017 09	UNITED TECHNOLOGIES CORP COM		08/04/2015	Investment Tech Group	508,000	50,080	XXX	57,782	0	0	0	0	0	0	0	(7,703)	0	(7,703)	0	XXX	L	
92220P 05	VARIAN MED SYS INC COM		09/30/2015	Investment Tech Group	128,000	9,435	XXX	10,860	0	0	0	0	0	0	0	(1,426)	0	(1,426)	0	XXX	L	
92276F 00	VENTAS INC		08/18/2015	COST ADJ	0,000	3,385	XXX	3,385	0	0	0	0	0	0	0	0	0	0	0	XXX	L	
92553P 201	VIACOM INC NEW CL B		08/04/2015	Investment Tech Group	388,000	21,600	XXX	25,382	0	0	0	0	0	0	0	(3,782)	0	(3,782)	0	XXX	L	
92939U 06	WEC ENERGY GROUP INC		07/30/2015	Investment Tech Group	0,530	25	XXX	24	0	0	0	0	0	0	0	0	0	0	0	XXX	L	
96145D 05	WESTROCK CO		09/30/2015	Investment Tech Group	297,000	1,066	XXX	1,278	0	0	0	0	0	0	0	(212)	0	(212)	0	XXX	L	
962166 04	WEYERHAEUSER CO COM		09/30/2015	Investment Tech Group	298,000	8,132	XXX	9,561	0	0	0	0	0	0	0	(1,429)	0	(1,429)	0	XXX	L	
983134 07	WYNN RESORTS LTD		09/30/2015	Investment Tech Group	104,000	5,530	XXX	10,441	0	0	0	0	0	0	0	(4,911)	0	(4,911)	0	XXX	L	
98956P 02	ZIMMER HOLDINGS		09/30/2015	Investment Tech Group	91,000	8,551	XXX	10,168	0	0	0	0	0	0	0	(1,618)	0	(1,618)	0	XXX	L	
909999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					XXX	11,538,775	XXX	11,570,119	0	0	0	0	0	0	0	(31,344)	0	(31,344)	0	59,218	XXX	L
979997 Subtotal - Common Stocks - Part 4					XXX	11,538,775	XXX	11,570,119	0	0	0	0	0	0	0	(31,344)	0	(31,344)	0	59,218	XXX	L
979998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
979999 Subtotal - Common Stocks					XXX	11,538,775	XXX	11,570,119	0	0	0	0	0	0	0	(31,344)	0	(31,344)	0	59,218	XXX	L
989999 Subtotal - Preferred and Common Stocks					XXX	11,538,775	XXX	11,570,119	0	0	0	0	0	0	0	(31,344)	0	(31,344)	0	59,218	XXX	L
989999 Total - Bonds, Preferred and Common Stocks					XXX	82,493,193	XXX	83,557,148	0	0	0	0	0	0	0	1,263,370	0	1,263,370	0	1,189,701	XXX	L

(a) For all common stock bearing the NAIC market indicator "U" provide the number of such issues.....0.

SCHEDULE DB - PART A - SECTION 1

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	
Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/ Exhibit Identifier	Type(s) of Risk(s) (e)	Exchange, Counterparty or Central Clearinghouse	Trade Date	Date of Maturity or Expiration	Number of Contracts	National Amount	Strike Price, Rate or Indexed Received (Paid)	Cumulative Prior Year(s) Initial Cost of Premium (Received) Paid	Current Year Initial Premium (Received) Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B/A/C.V.	Current Years (Amortization) Accretion	Adjustment to Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Reference Entity	Hedge Effectiveness at inception and at Quarter end (b)	
144999 Totals										0	0	0	0	0	0	0	0	0	0	0	0	0	0

(a)

1	2
Code	Description of Hedged Risk(s)
	NONE

(b)

1	2
Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period
0000	

SCHEDULE DB - PART B - SECTION 1

Future Contracts Open as of the Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	Highly Effective Hedges			19	20	21	22																					
Ticker Symbol	Number of Contracts	Notional Amount	Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/Exhibit Identifier	Type(s) of Risk(s) (a)	Date of Maturity or Expiration	Exchange	Trade Date	Transaction Price	Reporting Date Price	Fair Value	Book/Adjusted Carrying Value	15	16	17	18	Change in Variation Margin Gain (Loss) Recognized in Current Year	Potential Exposure	Hedge Effectiveness at Inception and at Quarter-end (b)	Value of One (1) Point																				
1449999 Totals																						0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

1 Broker Name	2 Beginning Cash Balance	3 Cumulative Cash Change	4 Ending Cash Balance
9999999 Total - Net Cash Deposits	0	0	0

(a) 1 Code	2
	NONE

(b) 1 Code	2 Financial or Economic Impact of the Hedge at the End of the Reporting Period
0000	

SCHEDULE DB - PART D - SECTION 1

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

1 Description of Exchange, Counterparty or Central Clearinghouse	2 Master Agreement (Y or N)	3 Credit Support Annex (Y or N)	4 Fair Value of Acceptable Collateral	Book/Adjusted Carrying Value			Fair Value		10 Exposure Net of Collateral	11 Potential Exposure	12 Off-Balance Sheet Exposure
				5 Contracts With Book/Adjusted Carrying Value > 0	6 Contracts With Book/Adjusted Carrying Value < 0	7 Exposure net of Collateral	8 Contracts With Fair Value > 0	9 Contracts With Fair Value < 0			
NONE											
0999999 Gross Total			0	0	0	0	0	0	0	0	0
1. Offset per SSAP No. 64				0	0						
2. Net after right of offset per SSAP No. 64				0	0						

SCHEDULE DB - PART D - SECTION 2

Collateral for Derivative Instruments Open as of 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)
NONE				0	0	0	XXX	XXX
0199999 Total				0	0	0	XXX	XXX

SCHEDULE DB - PART D - SECTION 2

Collateral for Derivative Instruments Open as of Current Statement Date

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)
NONE				0	0	XXX	XXX	XXX
0299999 Total				0	0	XXX	XXX	XXX

SCHEDULE DL - PART 1 SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation / Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Dates
NONE						
9999999 Grand Totals				0	0	X X X

General Interrogatories:

1. Total activity for the year to date Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0
2. Average balance for the year to date Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation: NAIC 1 \$.....0, NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

SCHEDULE DL - PART 2 SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation / Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Dates
NONE						
9999999 Grand Totals				0	0	X X X

General Interrogatories:

1. Total activity for the year to date Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0
2. Average balance for the year to date Fair Value \$.....0 Book/Adjusted Carrying Value \$.....0

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									
US Bank - BlueCare Plus	Nashville, TN		0.000	0	0	12,412,716	4,384,584	4,563,906	X X X
US Bank - Disbursing	Nashville, TN		0.000	0	0	(857,008)	(515,971)	(1,451,031)	X X X
US Bank - PBM	Nashville, TN		0.000	0	0	7,096,975	0	0	X X X
US Bank - Stabilization	Nashville, TN		0.000	0	0	2,334,638	2,334,661	2,334,790	X X X
US Bank - TCS	Nashville, TN		0.000	0	0	15,505,921	17,325,049	10,072,894	X X X
US Bank - VSHP Holding	Nashville, TN		0.000	0	0	685,026	685,049	685,072	X X X
0199998 Deposits in .....1 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories		X X X	X X X	0	0	109,889	22,207	119,806	X X X
0199999 Totals - Open Depositories		X X X	X X X	0	0	37,288,157	24,235,579	16,325,437	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories		X X X	X X X	0	0	0	0	0	X X X
0299999 Totals - Suspended Depositories		X X X	X X X	0	0	0	0	0	X X X
0399999 Total Cash On Deposit		X X X	X X X	0	0	37,288,157	24,235,579	16,325,437	X X X
0499999 Cash in Company's Office		X X X	X X X	X X X	X X X	0	0	0	X X X
0599999 Total Cash		X X X	X X X	0	0	37,288,157	24,235,579	16,325,437	X X X

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
NONE							
8699999 Total - Cash Equivalents					0	0	0



MEDICARE PART D COVERAGE SUPPLEMENT (Net of Reinsurance)

NAIC Group Code: 3498

NAIC Company Code: 14046

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	0	X X X	0	X X X	0
2. Earned Premiums	0	X X X	0	X X X	X X X
3. Claims Paid	0	X X X	0	X X X	0
4. Claims Incurred	0	X X X	0	X X X	X X X
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	NONE		0	0	0
6. Aggregate Policy Reserves - change	NONE		0	X X X	X X X
7. Expenses Paid	NONE		0	X X X	0
8. Expenses Incurred	0	X X X	0	X X X	X X X
9. Underwriting Gain or Loss	0	X X X	0	X X X	X X X
10. Cash Flow Results	X X X	X X X	X X X	X X X	0

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$.....0 due from CMS or \$.....0 due to CMS

Statement of Actuarial Opinion

NONE

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EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1	2	3	4	5	6	7
Name of debtor	1 - 30 days	31 - 60 days	61 - 90 days	Over 90 days	Nonadmitted	Admitted
0199999 Total Individuals.....						
0299999 Total group.....	742,786	(12,529)	12,448	(4,947)		737,758
0399999 Premiums due and unpaid from Medicare entities.....						
Medicaid Entities:						
ACA Fee Premium Receivable.....				42,598,064		42,598,064
State of Tennessee Premium Withhold Receivable	4,431,456					4,431,456
Premium Accrual.....	5,459,023	3,921,203	3,519,520	14,057,968		26,957,714
0499997 Subtotal - Medicaid Entities:.....	9,890,479	3,921,203	3,519,520	56,656,032		73,987,234
0499999 Premiums due and unpaid from Medicaid entities.....	-	-	-	-	-	-
0599999 Accident and health premiums due and unpaid (Page 2, Line 15).....	10,633,265	3,908,674	3,531,968	56,651,085	-	74,724,992

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of debtor	1 - 30 days	31 - 60 days	61 - 90 days	Over 90 days	Nonadmitted	Admitted
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed.....	349,300	314,576	281,394	1,152,050	1,152,050	945,270
0199999 Subtotal - Pharmaceutical Rebate Receivables.....	349,300	314,576	281,394	1,152,050	1,152,050	945,270
Provider Receivables	-	-	-	1,897,157	1,897,157	-
0299998 Claim Overpayment Receivables - Not Individually Listed.....	-	-	-	1,897,157	1,897,157	-
0299999 Subtotal - Claim Overpayment Receivables.....	-	-	-	1,897,157	1,897,157	-
Loans and Advances to Providers	-	-	-	-	-	-
3000001 SouthEast Transportation	-	-	-	-	-	-
0399998 Loans and Advances to Providers - Not Individually Listed.....	-	-	-	-	-	-
0399999 Subtotal - Loans and Advances to Providers.....	-	-	-	-	-	-
0499998 Capitation Arrangement Receivables - Not Individually Listed.....	-	-	-	-	-	-
0499999 Subtotal - Capitation Arrangement Receivables.....	-	-	-	-	-	-
0599998 Risk Sharing Receivables - Not Individually Listed.....	-	-	-	-	-	-
0599999 Subtotal - Risk Sharing Receivables.....	-	-	-	-	-	-
0699998 Other Receivables - Not Individually Listed.....	-	-	-	-	-	-
0699999 Subtotal - Other Receivables.....	-	-	-	-	-	-
0799999 Gross health care receivables.....	349,300	314,576	281,394	3,049,207	3,049,207	945,270

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Individually listed receivables							
	NONE						
0199999 Total - individually listed receivables							
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable							

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

Affiliate	2 Description	3 Amount	5	
			4 Current	Non-Current
BlueCross BlueShield of Tennessee	Administrative Expense offset and Federal Income Tax Expense	33,792,549	33,792,549	-
0199999 Total - Individually listed payables	.....XXX	33,792,549	33,792,549	-
0299999 Payables not individually listed	.....XXX	.....	.....	.....
0399999 Total gross payables	.....XXX	33,792,549	33,792,549	-