

**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
MARCH 31, 2016**

2016



QUARTERLY STATEMENT
AS OF MARCH 31, 2016
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

ADMINISTRATIVE OFFICERS

David Matthew Moroney MD, VP, Chief Medical Officer	Reid Allen Smiley, VP, Chief Financial Officer
James Howard Srite, Actuary	Patrick Timothy Sullivan, VP, Chief Operating Officer
Joshua Trey White, Controller & Chief Accounting 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 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 11 day of May, 2016

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

Yes[X] No[]
0
0

Miriam B. Blum
 (Notary Public Signature)

EXP. 10/29/19



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	372,135,858	508,688	371,627,170	368,625,687
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	44,139,891	0	44,139,891	30,800,685
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 (\$.....27,574,460), cash equivalents (\$.....0) and short-term investments (\$.....150,298,976)	177,873,436	0	177,873,436	359,611,709
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	959,600	0	959,600	0
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)	595,108,785	508,688	594,600,097	759,038,081
13. Title plants less \$.....0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	2,622,014	0	2,622,014	2,727,694
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	66,437,236	0	66,437,236	396,790
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 (\$.....4,034,012) and contracts subject to redetermination (\$.....0)	4,034,012	0	4,034,012	2,580,000
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	32,177,997	0	32,177,997	21,662,081
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2 Net deferred tax asset	6,473,227	0	6,473,227	18,301,986
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 (\$.....2,451,098) and other amounts receivable	5,782,482	3,331,384	2,451,098	771,404
25. Aggregate write-ins for other-than-invested assets	678,032	678,032	0	0
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	713,313,785	4,518,104	708,795,681	805,478,036
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. TOTAL (Lines 26 and 27)	713,313,785	4,518,104	708,795,681	805,478,036
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	678,032	678,032	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)	678,032	678,032	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)	217,484,577	0	217,484,577	190,476,505
2. Accrued medical incentive pool and bonus amounts	586,776	0	586,776	694,583
3. Unpaid claims adjustment expenses	8,001,251	0	8,001,251	7,834,589
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	200,000	0	200,000	400,000
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	169,792,096
9. General expenses due or accrued	22,007,027	0	22,007,027	18,061,458
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	0	0	0	0
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	9,264	0	9,264	10,919
13. Remittances and items not allocated	4,090,803	0	4,090,803	4,726,127
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	47,182,149	0	47,182,149	34,160,004
16. Derivatives	0	0	0	0
17. Payable for securities	4,929,289	0	4,929,289	3,576,279
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	275,632	0	275,632	391,067
23. Aggregate write-ins for other liabilities (including \$.....0 current)	57,891,088	0	57,891,088	44,522,993
24. Total liabilities (Lines 1 to 23)	362,657,856	0	362,657,856	474,646,620
25. Aggregate write-ins for special surplus funds	X X X	X X X	0	31,512,055
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	0
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	190,837,825	144,019,361
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	346,137,825	330,831,416
34. Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	708,795,681	805,478,036
DETAILS OF WRITE-INS				
2301. ACA Tax Payable	32,185,304	0	32,185,304	0
2302. Insured Premium Tax Payable	25,327,331	0	25,327,331	37,246,661
2303. Pending Escheatment to State	378,453	0	378,453	301,296
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	6,975,036
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	57,891,088	0	57,891,088	44,522,993
2501. ACA 2016 Annual Assessment Fee	X X X	X X X	0	31,512,055
2502. ACA 2015 Annual Assessment Fee	X X X	X X X	0	0
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	0	31,512,055
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	1,606,359	1,393,356	5,967,655
2. Net premium income (including \$.....0 non-health premium income)	X X X	628,255,859	537,210,843	2,197,139,098
3. Change in unearned premium reserves and reserves for rate credits	X X X	200,000	(100,000)	(400,000)
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	628,455,859	537,110,843	2,196,739,098
Hospital and Medical:				
9. Hospital/medical benefits	0	368,005,698	321,586,939	1,325,453,190
10. Other professional services	0	99,919,237	78,379,876	366,198,098
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	6,829,722	12,863,270	40,126,513
13. Prescription drugs	0	2,410,497	2,442,811	6,620,317
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	93,330	529,453	1,918,045
16. Subtotal (Lines 9 to 15)	0	477,258,484	415,802,349	1,740,316,163
Less:				
17. Net reinsurance recoveries	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	477,258,484	415,802,349	1,740,316,163
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$.....15,178,675 cost containment expenses	0	26,337,428	27,862,634	109,775,251
21. General administrative expenses	0	86,650,439	71,356,532	219,795,154
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	590,246,351	515,021,515	2,069,886,568
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	38,209,508	22,089,328	126,852,530
25. Net investment income earned	0	1,999,594	1,416,745	4,799,222
26. Net realized capital gains (losses) less capital gains tax of \$.....0	0	(790,517)	173,871	596,093
27. Net investment gains or (losses) (Lines 25 plus 26)	0	1,209,077	1,590,616	5,395,315
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	39,418,585	23,679,944	132,247,845
31. Federal and foreign income taxes incurred	X X X	12,822,189	7,408,484	57,035,301
32. Net income (loss) (Lines 30 minus 31)	X X X	26,596,396	16,271,460	75,212,544
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	330,831,416	330,054,375	330,054,375
34. Net income or (loss) from Line 32	26,596,396	16,271,460	75,212,544
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	1,455,683	(15)	1,338,448
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(11,995,817)	(9,813,898)	2,428,692
39. Change in nonadmitted assets	(749,853)	(288,283)	(1,402,643)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	(17,000,000)
43. Cumulative effect of changes in accounting principles	0	0	0
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)	0	0	0
44.3 Transferred to surplus	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	(59,800,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	15,306,409	6,169,264	777,041
49. Capital and surplus end of reporting period (Line 33 plus 48)	346,137,825	336,223,639	330,831,416
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			
	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
Member Months	221,036	221,036	744,786
Estimated Revenues:			
1. TennCare Capitation	106,922,489	106,922,489	431,908,069
2. Investment	-	-	-
3. Other Revenues	-	-	-
4. Total Estimated Revenues (Lines 1 to 3)	106,922,489	106,922,489	431,908,069
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	269,674	269,674	1,145,405
6. Fee-for Service Physician Services	11,919,469	11,919,469	49,229,461
7. Inpatient Hospital Services	14,861,691	14,861,691	64,142,338
8. Outpatient Hospital Services	8,953,479	8,953,479	37,676,211
9. Emergency Room Services	8,620	8,620	4,380,237
10. Dental Services	-	-	348
11. Vision Services	121,252	121,252	470,989
12. Pharmacy Services	-	-	-
13. Home Health Services	32,174,669	32,174,669	126,509,031
14. Chiropractic Services	-	-	-
15. Radiology Services	298,753	298,753	1,217,488
16. Laboratory Services	222,581	222,581	1,006,424
17. Durable Medical Equipment Services	6,225,052	6,225,052	23,783,658
18. Transportation Services	1,193,498	1,193,498	4,717,196
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	11,929	11,929	206,650
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	107,545	107,545	351,293
23. HCBS Services	-	-	1,350
24. Other Medical and Hospital Services - Write-Ins	1,292,917	1,292,917	6,256,178
25. Subtotal Medical and Hospital (Lines 5 to 24)	77,661,129	77,661,129	321,094,257
Mental Health and Substance Abuse Services			
26. Inpatient Psychiatric Facility Services	1,873,197	1,873,197	8,510,141
27. Inpatient Substance Abuse Treatment and Detox	117,296	117,296	309,883
28. Outpatient Mental Health Services	6,000,742	6,000,742	21,505,410
29. Outpatient Substance Abuse Treatment and Detox	-	-	(10,599)
30. Housing/Residential Treatment	2,902,078	2,902,078	9,517,966
31. Specialized Crisis Services	306,726	306,726	1,126,111
32. Psychiatric Rehab and Support Services	87,007	87,007	358,285
33. Case Management	1,938,248	1,938,248	7,892,708
34. Forensics	-	-	-
35. Other Judicial	-	-	-
36. Pharmacy	-	-	-
37. Lab Services	30,498	30,498	80,027
38. Transportation	-	-	-
39. Medical Incentive Pool and Withhold Adjustments	-	-	-
40. Occupancy, Depreciation and Amortization	-	-	-
41. Other Mental Health and Substance Abuse Services	259,759	259,759	1,917,066
42. PCP and Specialist Services	-	-	-
43. Other Mental Health Services - Write-Ins	-	-	-
44. Subtotal MH & SAS (Lines 26 to 43)	13,515,551	13,515,551	51,206,998
45. Subtotal Hospital, Medical, MH&SAS (Lines 25 and 44)	91,176,680	91,176,680	372,301,255
LESS:			
46. Net Reinsurance Recoveries Incurred	-	-	-
47. Copayments	6,433	6,433	16,275
48. Subrogation and Coordination of Benefits	-	-	60,511
49. Subtotal Reinsurance, Copay, Subrogation (Lines 46 to 48)	6,433	6,433	76,786
50. Total Hospital, Medical, MH&SAS (Lines 45 and 49)	91,170,247	91,170,247	372,224,469
Administration:			
51. Compensation	5,218,390	5,218,390	18,291,925
52. Marketing	24,249	24,249	84,999
53. Interest Expense	-	-	-
54. Premium Tax Expense	6,415,349	6,415,349	24,877,407
55. Occupancy, Depreciation, and Amortization	353,541	353,541	1,239,260
56. Other Administration - Write-Ins	2,249,317	2,249,317	7,884,482
57. Total Administration Expenses (Lines 51 to 56)	14,260,846	14,260,846	52,378,073
58. Total Expenses (Lines 50 and 57)	105,431,093	105,431,093	424,602,542
59. Extraordinary Item	-	-	-
60. Provision for Income Tax	(110,835)	(110,835)	2,685,705
61. Net Income (Loss) (Line 4 Less Lines 58, 59 and 60)	1,602,231	1,602,231	4,619,822
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.	1,346,303	1,346,303	5,567,266
2202. Bad Debt Expense	(53,386)	(53,386)	688,912
2203. Out of Area Claims Expense	-	-	-
2299. Total Other Medical and Hospital	1,292,917	1,292,917	6,256,178
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5601. Equipment Rental	937,851	937,851	3,287,429
5602. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	417,183	417,183	1,462,342
5603. Auditing, Actuarial, and Other Consulting	336,093	336,093	1,178,099
5604. Outsourced Services	273,402	273,402	958,349
5605. Postage/Telephone	190,972	190,972	669,410
5606. Printing and Stationary	93,816	93,816	328,853
5699. Total Other Administration	2,249,317	2,249,317	7,884,482

Report #2A: BlueCare West Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	454,025	454,025	1,766,682
Estimated Revenues:			
1. TennCare Capitation	147,408,546	147,408,546	613,184,517
2. Investment	349,591	349,591	1,612,713
3. Other Revenues	13,400,029	13,400,029	17,982,486
4. Total Estimated Revenues (Lines 1 to 3)	161,158,166	161,158,166	632,779,716
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	25,233,412	25,233,412	92,954,767
7. Inpatient Hospital Services	17,838,171	17,838,171	80,285,098
8. Outpatient Hospital Services	13,894,717	13,894,717	60,906,215
9. Emergency Room Services	1,707,192	1,707,192	13,025,021
10. Dental Services	-	-	-
11. Vision Services	130,301	130,301	467,948
12. Pharmacy Services	-	-	-
13. Home Health Services	5,360,133	5,360,133	23,266,307
14. Chiropractic Services	-	-	-
15. Radiology Services	1,008,017	1,008,017	4,167,195
16. Laboratory Services	947,353	947,353	3,769,854
17. Durable Medical Equipment Services	2,173,432	2,173,432	7,684,658
18. Transportation Services	3,142,950	3,142,950	12,326,843
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	34,885	34,885	423,586
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	20,537,308	20,537,308	95,626,543
23. HCBS Services	11,657,310	11,657,310	47,146,468
24. Other Medical and Hospital Services - Write-Ins	3,001,499	3,001,499	11,650,834
25. Subtotal Medical and Hospital (Lines 5 to 24)	106,666,680	106,666,680	453,701,337
Mental Health and Substance Abuse Services			
26. Inpatient Psychiatric Facility Services	2,311,524	2,311,524	9,736,642
27. Inpatient Substance Abuse Treatment and Detox	338,864	338,864	941,938
28. Outpatient Mental Health Services	2,027,201	2,027,201	8,120,362
29. Outpatient Substance Abuse Treatment and Detox	-	-	(10,310)
30. Housing/Residential Treatment	2,970,347	2,970,347	11,987,735
31. Specialized Crisis Services	437,985	437,985	1,717,280
32. Psychiatric Rehab and Support Services	210,591	210,591	1,142,366
33. Case Management	1,270,036	1,270,036	6,160,117
34. Forensics	-	-	-
35. Other Judicial	-	-	-
36. Pharmacy	-	-	-
37. Lab Services	30,127	30,127	96,358
38. Transportation	-	-	-
39. Medical Incentive Pool and Withhold Adjustments	-	-	-
40. Occupancy, Depreciation and Amortization	-	-	-
41. Other Mental Health and Substance Abuse Services	93,051	93,051	698,068
42. PCP and Specialist Services	-	-	-
43. Other Mental Health Services - Write-Ins	-	-	-
44. Subtotal MH & SAS (Lines 26 to 43)	9,689,726	9,689,726	40,590,556
45. Subtotal Hospital, Medical, MH&SAS (Lines 25 and 44)	116,356,406	116,356,406	494,291,893
LESS:			
46. Net Reinsurance Recoveries Incurred	-	-	-
47. Copayments	8,718	8,718	39,495
48. Subrogation and Coordination of Benefits	-	-	(1,504)
49. Subtotal Reinsurance, Copay, Subrogation (Lines 46 to 48)	8,718	8,718	37,991
50. Total Hospital, Medical, MH&SAS, (Lines 45 and 49)	116,347,688	116,347,688	494,253,902
Administration:			
51. Compensation	8,542,089	8,542,089	34,975,095
52. Marketing	39,693	39,693	162,522
53. Health Insurer Fee	8,187,418	8,187,418	10,814,411
54. Premium Tax Expense	9,648,514	9,648,514	36,330,062
55. Occupancy, Depreciation, and Amortization	578,719	578,719	2,369,529
56. Other Administration - Write-Ins	3,681,949	3,681,949	15,075,535
57. Total Administration Expenses (Lines 51 to 56)	30,678,382	30,678,382	99,727,154
58. Total Expenses (Lines 50 and 57)	147,026,070	147,026,070	593,981,056
59. Extraordinary Item	-	-	-
60. Provision for Income Tax	2,859,213	2,859,213	17,820,032
61. Net Income (Loss) (Line 4 Less Lines 58, 59 and 60)	11,272,883	11,272,883	20,978,628
Write-Ins for Other Expense			
Detail of Other Revenues			
0301. Insurer Provider Revenue	13,400,029	13,400,029	17,699,527
0302. Pay-for-Performance Bonus	-	-	282,959
0399. Total Other Revenues	13,400,029	13,400,029	17,982,486
Detail of Other Medical and Hospital:			
2201. PT/OT/ST, Supplies, Prosthetics, etc.	3,140,794	3,140,794	11,366,645
2202. Bad Debt Expense	(139,295)	(139,295)	284,278
2203. Out of Area Claims Expense	-	-	(89)
2299. Total Other Medical and Hospital	3,001,499	3,001,499	11,650,834
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5601. Equipment Rental	1,535,187	1,535,187	6,285,737
5602. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	682,894	682,894	2,796,073
5603. Auditing, Actuarial, and Other Consulting	550,156	550,156	2,252,584
5604. Outsourced Services	447,536	447,536	1,832,412
5605. Postage/Telephone	312,606	312,606	1,279,946
5606. Printing and Stationary	153,570	153,570	628,783
5699. Total Other Administration	3,681,949	3,681,949	15,075,535

Report #2A: BlueCare East Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	618,803	618,803	2,308,193
Estimated Revenues:			
1. TennCare Capitation	213,630,407	213,630,407	820,992,914
2. Investment	478,136	478,136	2,093,614
3. Other Revenues	20,413,782	20,413,782	25,119,537
4. Total Estimated Revenues (Lines 1 to 3)	234,522,325	234,522,325	848,206,065
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	43,112,254	43,112,254	144,551,528
7. Inpatient Hospital Services	42,321,472	42,321,472	152,739,844
8. Outpatient Hospital Services	22,158,539	22,158,539	76,591,679
9. Emergency Room Services	1,966,154	1,966,154	12,098,387
10. Dental Services	2,259	2,259	8,168
11. Vision Services	180,808	180,808	665,412
12. Pharmacy Services	-	-	-
13. Home Health Services	7,136,715	7,136,715	28,541,432
14. Chiropractic Services	-	-	-
15. Radiology Services	1,605,809	1,605,809	5,616,374
16. Laboratory Services	1,411,897	1,411,897	6,354,609
17. Durable Medical Equipment Services	4,087,050	4,087,050	13,390,742
18. Transportation Services	4,258,066	4,258,066	16,327,825
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	76,919	76,919	1,194,818
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	28,612,645	28,612,645	124,613,020
23. HCBS Services	9,493,366	9,493,366	37,679,867
24. Other Medical and Hospital Services - Write-Ins	4,062,042	4,062,042	14,183,408
25. Subtotal Medical and Hospital (Lines 5 to 24)	170,485,995	170,485,995	634,557,113
Mental Health and Substance Abuse Services			
26. Inpatient Psychiatric Facility Services	1,727,051	1,727,051	6,874,610
27. Inpatient Substance Abuse Treatment and Detox	145,038	145,038	536,917
28. Outpatient Mental Health Services	3,566,175	3,566,175	12,767,324
29. Outpatient Substance Abuse Treatment and Detox	-	-	-
30. Housing/Residential Treatment	2,733,960	2,733,960	11,150,141
31. Specialized Crisis Services	761,789	761,789	2,721,849
32. Psychiatric Rehab and Support Services	530,512	530,512	2,133,848
33. Case Management	3,595,256	3,595,256	14,140,823
34. Forensics	-	-	-
35. Other Judicial	-	-	-
36. Pharmacy	-	-	-
37. Lab Services	50,217	50,217	164,803
38. Transportation	-	-	-
39. Medical Incentive Pool and Withhold Adjustments	-	-	-
40. Occupancy, Depreciation and Amortization	-	-	-
41. Other Mental Health and Substance Abuse Services	395,557	395,557	1,929,800
42. PCP and Specialist Services	-	-	-
43. Other Mental Health Services - Write-Ins	-	-	-
44. Subtotal MH & SAS (Lines 26 to 43)	13,505,555	13,505,555	52,420,115
45. Subtotal Hospital, Medical, MH&SAS (Lines 25 and 44)	183,991,550	183,991,550	686,977,228
LESS:			
46. Net Reinsurance Recoveries Incurred	-	-	-
47. Copayments	19,105	19,105	78,694
48. Subrogation and Coordination of Benefits	-	-	2,561
49. Subtotal Reinsurance, Copay, Subrogation (Lines 46 to 48)	19,105	19,105	81,255
50. Total Hospital, Medical, MH&SAS, (Lines 45 and 49)	183,972,445	183,972,445	686,895,973
Administration:			
51. Compensation	10,966,194	10,966,194	44,430,557
52. Marketing	50,959	50,959	206,461
53. Health Insurer Fee	12,472,821	12,472,821	15,213,006
54. Premium Tax Expense	14,042,651	14,042,651	48,823,100
55. Occupancy, Depreciation, and Amortization	742,949	742,949	3,010,126
56. Other Administration - Write-Ins	4,726,827	4,726,827	19,151,182
57. Total Administration Expenses (Lines 51 to 56)	43,002,401	43,002,401	130,834,432
58. Total Expenses (Lines 50 and 57)	226,974,846	226,974,846	817,730,405
59. Extraordinary Item	-	-	-
60. Provision for Income Tax	5,394,820	5,394,820	16,216,932
61. Net Income (Loss) (Line 4 Less Lines 58, 59 and 60)	2,152,659	2,152,659	14,258,728
Write-Ins for Other Expense			
Detail of Other Revenues			
0301. Insurer Provider Revenue	20,413,782	20,413,782	24,898,537
0302. Pay-for-Performance Bonus	-	-	221,000
0399. Total Other Revenues	20,413,782	20,413,782	25,119,537
Detail of Other Medical and Hospital:			
2201. PT/OT/ST, Supplies, Prosthetics, etc.	4,218,318	4,218,318	13,766,692
2202. Bad Debt Expense	(156,276)	(156,276)	416,716
2203. Out of Area Claims Expense	-	-	-
2299. Total Other Medical and Hospital	4,062,042	4,062,042	14,183,408
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5601. Equipment Rental	1,970,847	1,970,847	7,985,074
5602. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	876,689	876,689	3,551,987
5603. Auditing, Actuarial, and Other Consulting	706,282	706,282	2,861,568
5604. Outsourced Services	574,540	574,540	2,327,802
5605. Postage/Telephone	401,318	401,318	1,625,977
5606. Printing and Stationary	197,151	197,151	798,774
5699. Total Other Administration	4,726,827	4,726,827	19,151,182

Report #2A: BlueCare Middle Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	504,769	504,769	1,822,136
Estimated Revenues:			
1. TennCare Capitation	184,916,203	184,916,203	650,417,989
2. Investment	394,227	394,227	1,710,498
3. Other Revenues	16,560,641	16,560,641	-
4. Total Estimated Revenues (Lines 1 to 3)	201,871,071	201,871,071	652,128,487
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	34,004,784	34,004,784	99,058,095
7. Inpatient Hospital Services	28,319,856	28,319,856	118,010,785
8. Outpatient Hospital Services	17,064,684	17,064,684	56,607,810
9. Emergency Room Services	3,122,764	3,122,764	13,692,822
10. Dental Services	(420)	(420)	1,976
11. Vision Services	146,268	146,268	450,960
12. Pharmacy Services	-	-	-
13. Home Health Services	1,780,436	1,780,436	5,449,608
14. Chiropractic Services	-	-	-
15. Radiology Services	1,779,067	1,779,067	5,701,213
16. Laboratory Services	817,342	817,342	3,000,499
17. Durable Medical Equipment Services	1,514,693	1,514,693	4,983,022
18. Transportation Services	3,467,824	3,467,824	12,409,655
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	(26,481)	(26,481)	33,815
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	35,730,619	35,730,619	111,157,301
23. HCBS Services	6,707,779	6,707,779	15,932,771
24. Other Medical and Hospital Services - Write-Ins	4,366,087	4,366,087	11,474,377
25. Subtotal Medical and Hospital (Lines 5 to 24)	138,795,302	138,795,302	457,964,709
Mental Health and Substance Abuse Services			
26. Inpatient Psychiatric Facility Services	2,672,152	2,672,152	8,514,503
27. Inpatient Substance Abuse Treatment and Detox	256,970	256,970	1,118,947
28. Outpatient Mental Health Services	5,327,551	5,327,551	16,494,934
29. Outpatient Substance Abuse Treatment and Detox	-	-	-
30. Housing/Residential Treatment	1,396,846	1,396,846	4,055,088
31. Specialized Crisis Services	966,908	966,908	3,314,610
32. Psychiatric Rehab and Support Services	414,840	414,840	1,380,360
33. Case Management	1,293,234	1,293,234	5,068,017
34. Forensics	-	-	-
35. Other Judicial	-	-	-
36. Pharmacy	-	-	-
37. Lab Services	27,650	27,650	99,072
38. Transportation	-	-	-
39. Medical Incentive Pool and Withhold Adjustments	-	-	-
40. Occupancy, Depreciation and Amortization	-	-	-
41. Other Mental Health and Substance Abuse Services	260,292	260,292	1,008,450
42. PCP and Specialist Services	-	-	-
43. Other Mental Health Services - Write-Ins	-	-	-
44. Subtotal MH & SAS (Lines 26 to 43)	12,616,443	12,616,443	41,053,981
45. Subtotal Hospital, Medical, MH&SAS (Lines 25 and 44)	151,411,745	151,411,745	499,018,690
LESS:			
46. Net Reinsurance Recoveries Incurred	-	-	-
47. Copayments	9,842	9,842	39,080
48. Subrogation and Coordination of Benefits	-	-	-
49. Subtotal Reinsurance, Copay, Subrogation (Lines 46 to 48)	9,842	9,842	39,080
50. Total Hospital, Medical, MH&SAS, (Lines 45 and 49)	151,401,903	151,401,903	498,979,610
Administration:			
51. Compensation	8,647,004	8,647,004	32,766,691
52. Marketing	40,181	40,181	152,260
53. Health Insurer Fee	10,118,552	10,118,552	-
54. Premium Tax Expense	12,088,611	12,088,611	37,586,175
55. Occupancy, Depreciation, and Amortization	585,826	585,826	2,219,912
56. Other Administration - Write-Ins	3,727,171	3,727,171	14,123,637
57. Total Administration Expenses (Lines 51 to 56)	35,207,345	35,207,345	86,848,675
58. Total Expenses (Lines 50 and 57)	186,609,248	186,609,248	585,828,285
59. Extraordinary Item	-	-	-
60. Provision for Income Tax	3,697,365	3,697,365	24,118,725
61. Net Income (Loss) (Line 4 Less Lines 58, 59 and 60)	11,564,458	11,564,458	42,181,477
Write-Ins for Other Expense			
Detail of Other Revenues			
0301. Insurer Provider Revenue	16,560,641	16,560,641	-
0302. Pay-for-Performance Bonus	-	-	-
0399. Total Other Revenues	16,560,641	16,560,641	-
Detail of Other Medical and Hospital:			
2201. PT/OT/ST, Supplies, Prosthetics, etc.	4,201,763	4,201,763	11,447,475
2202. Bad Debt Expense	164,324	164,324	26,902
2203. Out of Area Claims Expense	-	-	-
2299. Total Other Medical and Hospital	4,366,087	4,366,087	11,474,377
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5601. Equipment Rental	1,554,041	1,554,041	5,888,845
5602. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	691,282	691,282	2,619,522
5603. Auditing, Actuarial, and Other Consulting	556,914	556,914	2,110,352
5604. Outsourced Services	453,033	453,033	1,716,710
5605. Postage/Telephone	316,445	316,445	1,199,127
5606. Printing and Stationary	155,456	155,456	589,081
5699. Total Other Administration	3,727,171	3,727,171	14,123,637

Report #2A: CoverKids Plan Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	217,191	217,191	
Estimated Revenues:			
1. CoverKids Revenue	38,488,303	38,488,303	-
2. Investment	-	-	-
3. Other Revenues	-	-	-
4. Total Estimated Revenues (Lines 1 to 3)	38,488,303	38,488,303	-
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	11,676,904	11,676,904	-
7. Inpatient Hospital Services	7,157,812	7,157,812	-
8. Outpatient Hospital Services	3,411,018	3,411,018	-
9. Emergency Room Services	-	-	-
10. Dental Services	51,865	51,865	-
11. Vision Services	261,110	261,110	-
12. Pharmacy Services	6,873,161	6,873,161	-
13. Home Health Services	69,065	69,065	-
14. Chiropractic Services	-	-	-
15. Radiology Services	245,509	245,509	-
16. Laboratory Services	205,980	205,980	-
17. Durable Medical Equipment Services	181,033	181,033	-
18. Transportation Services	39,097	39,097	-
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	-	-	-
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	-	-	-
23. HCBS Services	-	-	-
24. Other Medical and Hospital Services - Write-Ins	903,150	903,150	-
25. Subtotal Medical and Hospital (Lines 5 to 24)	31,075,704	31,075,704	-
Mental Health and Substance Abuse Services			
26. Inpatient Psychiatric Facility Services	-	-	-
27. Inpatient Substance Abuse Treatment and Detox	-	-	-
28. Outpatient Mental Health Services	-	-	-
29. Outpatient Substance Abuse Treatment and Detox	-	-	-
30. Housing/Residential Treatment	-	-	-
31. Specialized Crisis Services	-	-	-
32. Psychiatric Rehab and Support Services	-	-	-
33. Case Management	-	-	-
34. Forensics	-	-	-
35. Other Judicial	-	-	-
36. Pharmacy	-	-	-
37. Lab Services	-	-	-
38. Transportation	-	-	-
39. Medical Incentive Pool and Withhold Adjustments	-	-	-
40. Occupancy, Depreciation and Amortization	-	-	-
41. Other Mental Health and Substance Abuse Services	-	-	-
42. PCP and Specialist Services	-	-	-
43. Other Mental Health Services - Write-Ins	-	-	-
44. Subtotal MH & SAS (Lines 26 to 43)	-	-	-
45. Subtotal Hospital, Medical, MH&SAS (Lines 25 and 44)	31,075,704	31,075,704	-
LESS:			
46. Net Reinsurance Recoveries Incurred	-	-	-
47. Copayments	815,909	815,909	-
48. Subrogation and Coordination of Benefits	-	-	-
49. Subtotal Reinsurance, Copay, Subrogation (Lines 46 to 48)	815,909	815,909	-
50. Total Hospital, Medical, MH&SAS (Lines 45 and 49)	30,259,795	30,259,795	-
Administration:			
51. Compensation	2,191,007	2,191,007	-
52. Marketing	10,181	10,181	-
53. Interest Expense	6,524	6,524	-
54. Premium Tax Expense	2,309,298	2,309,298	-
55. Occupancy, Depreciation, and Amortization	148,438	148,438	-
56. Other Administration - Write-Ins	944,404	944,404	-
57. Total Administration Expenses (Lines 51 to 56)	5,609,852	5,609,852	-
58. Total Expenses (Lines 50 and 57)	35,869,647	35,869,647	-
59. Extraordinary Item	-	-	-
60. Provision for Income Tax	(194,609)	(194,609)	-
61. Net Income (Loss) (Line 4 Less Lines 58, 59 and 60)	2,813,265	2,813,265	-
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.	903,150	903,150	-
2202. Bad Debt Expense	-	-	-
2203. Out of Area Claims Expense	-	-	-
2299. Total Other Medical and Hospital	903,150	903,150	-
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5401. Equipment Rental	393,769	393,769	-
5402. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	175,160	175,160	-
5403. Auditing, Actuarial, and Other Consulting	141,113	141,113	-
5404. Outsourced Services	114,790	114,790	-
5405. Postage/Telephone	80,182	80,182	-
5406. Printing and Stationary	39,390	39,390	-
5499. Total Other Administration	944,404	944,404	-

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	390,969,305	338,989,061	2,218,903,205
2. Net investment income	3,152,400	2,530,852	10,041,793
3. Miscellaneous income	0	0	0
4. TOTAL (Lines 1 to 3)	394,121,705	341,519,913	2,228,944,998
5. Benefit and loss related payments	452,414,342	372,817,139	1,710,112,318
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	119,506,987	102,645,325	339,871,563
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	12,822,189	7,408,484	57,060,635
10. TOTAL (Lines 5 through 9)	584,743,518	482,870,948	2,107,044,516
11. Net cash from operations (Line 4 minus Line 10)	(190,621,813)	(141,351,035)	121,900,482
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	40,268,998	50,174,375	220,479,615
12.2 Stocks	8,111,400	0	15,847,871
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	839,251	0	786,448
12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	49,219,649	50,174,375	237,113,933
13. Cost of investments acquired (long-term only):			
13.1 Bonds	44,677,154	63,311,904	235,831,957
13.2 Stocks	20,619,329	0	46,041,366
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	445,843	913,689	417,675
13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	65,742,326	64,225,593	282,290,998
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)	(16,522,677)	(14,051,218)	(45,177,065)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	(17,000,000)
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	0	0	59,800,000
16.6 Other cash provided (applied)	25,406,217	11,165,353	12,609,154
17. Net cash from financing and miscellaneous sources (Line 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	25,406,217	11,165,353	(64,190,846)
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)	(181,738,273)	(144,236,900)	12,532,571
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	359,611,709	347,079,138	347,079,138
19.2 End of period (Line 18 plus Line 19.1)	177,873,436	202,842,238	359,611,709

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	528,569	0	0	0	0	0	0	8,780	519,789	0
2. First Quarter	538,871	0	0	0	0	0	0	9,892	528,979	0
3. Second Quarter	0	0	0	0	0	0	0	0	0	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	1,606,359	0	0	0	0	0	0	28,762	1,577,597	0
Total Member Ambulatory Encounters for Period:										
7. Physician	1,281,362	0	0	0	0	0	0	66,409	1,214,953	0
8. Non-Physician	111,423	0	0	0	0	0	0	5,775	105,648	0
9. Total	1,392,785	0	0	0	0	0	0	72,184	1,320,601	0
10. Hospital Patient Days Incurred	95,470	0	0	0	0	0	0	6,747	88,723	0
11. Number of Inpatient Admissions	13,946	0	0	0	0	0	0	737	13,209	0
12. Health Premiums Written (a)	628,255,859	0	0	0	0	0	0	32,195,122	596,060,737	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	628,455,859	0	0	0	0	0	0	32,395,122	596,060,737	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	452,213,205	0	0	0	0	0	0	25,984,947	426,228,258	0
18. Amount Incurred for Provision of Health Care Services	477,258,484	0	0	0	0	0	0	25,773,548	451,484,936	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....32,195,122.

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	10,152,046	8,365,622	4,369,951	3,584,494	2,489,612	28,961,725
0499999 Subtotals	10,152,046	8,365,622	4,369,951	3,584,494	2,489,612	28,961,725
0599999 Unreported claims and other claim reserves						188,522,852
0699999 Total Amounts Withheld						0
0799999 Total Claims Unpaid						217,484,577
0899999 Accrued Medical Incentive Pool And Bonus Amounts						586,776

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	9,661,503	16,323,444	204,421	10,797,510	9,865,924	9,834,456
7. Title XIX - Medicaid	148,555,229	277,673,029	20,285,340	186,197,306	168,840,569	180,642,049
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	158,216,732	293,996,473	20,489,761	196,994,816	178,706,493	190,476,505
10. Healthcare receivables (a)	548,497	3,690,530	111,979	1,427,476	660,476	3,722,359
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	148,636	52,501	0	586,776	148,636	694,583
13. Totals (Lines 9 - 10 + 11 + 12)	157,816,871	290,358,444	20,377,782	196,154,116	178,194,653	187,448,729

(a) Excludes \$4,000 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies and Going Concern

- 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.

Tennessee Code Annotated (T.C.A.) § 56-3-303, *Authorized Investments*, prescribes limits on the admission of equity investments according to criteria measuring both the concentration and earnings quality of such assets. As of March 31, 2016 and December 31, 2015, no equity investments were excluded from Admitted Assets under the concentration test formula developed in accordance with T.C.A. § 56-3-303 and the TDCI.

T.C.A. § 56-3-303 prescribes that bonds with a NAIC Securities Valuation Office (SVO) rating of 4, 5 or 6 shall not be reported as admitted assets. As of March 31, 2016 and December 31, 2015, \$508,688 and \$315,250 respectively, in level 4 bonds were excluded from Admitted Assets on page 2, line 1 as a result of the prescribed practice.

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 including in general administrative expense 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. This treatment was effective in 2003 and 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.

A reconciliation of the Company's net income and surplus between NAIC SAP and practices prescribed and permitted by the State of Tennessee is as follows:

	<u>State of Domicile</u>	<u>March 31, 2016</u>	<u>December 31, 2015</u>
<u>NET INCOME</u>			
(1) VSHP state basis (Page 4, Line 32, Columns 2&4)	TN	\$ 26,596,396	\$ 75,212,544
(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>\$ 26,596,396</u>	<u>\$ 75,212,544</u>
<u>SURPLUS</u>			
(5) VSHP state basis (Page 3, Line 33, Columns 3&4)	TN	\$ 346,137,825	\$ 330,831,416
(6) State prescribed practices that (increase)/decrease NAIC SAP:	TN		
Investments non-admitted under T.C.A § 56-3-303		(508,688)	(315,250)
(7) State permitted practices that (increase)/decrease NAIC SAP:	TN	0	0
(8) NAIC SAP (5-6-7=8)	TN	<u>\$ 346,646,513</u>	<u>\$ 331,146,666</u>

- B. No Change

- C. (1)-(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. Prepayment assumptions for loan-backed securities and structured securities were obtained from Bloomberg, the bond portfolio managers and the custodian. The assumptions are consistent with current interest rates and the current economic environment.

- (7)-(13) No Change

- D. Management has assessed the Company's ability to continue as a going concern and noted no issues.

2. Accounting Changes and Corrections of Errors

No Change

3. Business Combinations and Goodwill

- A. No Change

- B. No Change

- C. No Change

Notes to Financial Statement

D. No Change

4. Discontinued Operations

A. No Change

B. No Change

C. No Change

D. No Change

5. Investments

A. No Change

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) The Company did not recognize other-than-temporary-impairments (OTTI) on loan-backed securities which it had the intent to sell, or inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis as of March 31, 2016.
- (3) The recognized OTTI on loan-backed securities based solely on the fact that the present value of the expected cash flows was less than the amortized cost basis of the securities as of March 31, 2016 is as follows:

CUSIP	Book/Adjusted Carrying Value Amortized Cost Before Current Period OTTI	Present Value of Projected Cash Flows	Recognized OTTI	Amortized Cost After OTTI	Fair Value at Time of OTTI	Date of Financial Statement Where Reported
64829FAA9	\$ 443,038	\$ 389,168	\$ 53,870	\$ 389,168	\$ 430,000	3/31/2016
Total			\$ 53,870			

- (4) Aggregate unrealized losses and related fair value of loan-backed securities where fair value was less than amortized cost at March 31, 2016 and for which OTTI has not been recognized is as follows:

a. The aggregate amount of unrealized losses:	1. Less than 12 months	\$ 106,359
	2. 12 months or longer	\$ 54,791
b. The aggregate related fair value of securities with unrealized losses:	1. Less than 12 months	\$ 27,989,246
	2. 12 months or longer	\$ 5,430,145

- (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 as of March 31, 2016.

F. No Change

G. No Change

H. No Change

I. The Company had no working capital finance investments as of March 31, 2016.

J. The Company did not offset any derivative, repurchase, reverse repurchase, securities borrowing or securities lending assets and liabilities as of March 31, 2016.

K. No Change

6. Joint Ventures, Partnerships and Limited Liability Companies

A. No Change

B. No Change

7. Investment Income

A. No Change

B. No Change

Notes to Financial Statement**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 March 31, 2016.

- A. The components of the net DTA recognized in the Company's balance sheet as of March 31, 2016 and December 31, 2015 are as follows:

	3/31/2016			12/31/2015			Change		
	1 Ordinary	2 Capital	3 (Co11+2) Total	4 Ordinary	5 Capital	6 (Co14+5) Total	7 (Co11-4) Ordinary	8 (Co12-5) Capital	9 (Co17+8) Total
1.									
(a) Gross DTA	\$ 7,090,691	\$ 422,358	\$ 7,513,049	\$ 18,734,054	\$ 262,045	\$ 18,996,099	\$ (11,643,363)	\$ 160,313	\$ (11,483,050)
(b) Statutory valuation allowance adjustments	0	0	0	0	0	0	0	0	0
(c) Adjusted gross DTA (1a - 1b)	7,090,691	422,358	7,513,049	18,734,054	262,045	18,996,099	(11,643,363)	160,313	(11,483,050)
(d) DTA nonadmitted	0	0	0	167,058	0	167,058	(167,058)	0	(167,058)
(e) Subtotal net admitted DTA (1c - 1d)	7,090,691	422,358	7,513,049	18,566,996	262,045	18,829,041	(11,476,305)	160,313	(11,315,992)
(f) DTL	0	1,039,822	1,039,822	0	527,055	527,055	0	512,767	512,767
(g) Net admitted DTA / (Net DTL) (1e - 1f)	\$ 7,090,691	\$ (617,464)	\$ 6,473,227	\$ 18,566,996	\$ (265,010)	\$ 18,301,986	\$ (11,476,305)	\$ (352,454)	\$ (11,828,759)
2.									
Admission calculation components (SSAP No. 101)									
(a) Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 6,494,438	\$ 244,317	\$ 6,738,755	\$ 18,150,279	\$ 151,707	\$ 18,301,986	\$ (11,655,841)	\$ 92,610	\$ (11,563,231)
(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	66,761,541	xxx	xxx	46,879,414	xxx	xxx	19,882,127
(c) Adjusted gross DTA (excluding the amount of DTA from 2(a) and 2(b) above) offset by gross DTL	596,253	178,041	774,294	416,717	110,338	527,055	179,536	67,703	247,239
(d) DTA admitted as the result of application of SSAP No. 101 (Total 2(a)+2(b)+2(c))	\$ 7,090,691	\$ 422,358	\$ 7,513,049	\$ 18,566,996	\$ 262,045	\$ 18,829,041	\$ (11,476,305)	\$ 160,313	\$ (11,315,992)
3. No Change									

Notes to Financial Statement

4.	3/31/2016		12/31/2015		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(c)	\$7,090,691	\$ 422,358	\$ 18,734,054	\$ 262,045	\$(11,643,363)	\$ 160,313
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)	\$7,090,691	\$ 422,358	\$ 18,566,996	\$ 262,045	\$(11,476,305)	\$ 160,313
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 March 31, 2015 and December 31, 2014 are:

	1 3/31/2016	2 12/31/2015	3 (Col 1-2) Change
1. Current income tax:			
(a) Federal	\$ 12,822,189	\$ 57,035,301	\$ (44,213,112)
(b) Foreign	0	0	0
(c) Subtotal	12,822,189	57,035,301	(44,213,112)
(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>\$ 12,822,189</u>	<u>\$ 57,035,301</u>	<u>\$ (44,213,112)</u>
2. DTA:			
(a) Ordinary			
(1) Discounting of unpaid claims	\$ 1,901,596	\$ 1,869,373	\$ 32,223
(2) Unearned premium reserve	0	11,885,447	(11,885,447)
(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	1,202,103	1,192,550	9,553
(9) Pension accrual	0	0	0
(10) Receivables – nonadmitted	3,726,580	3,648,591	77,989
(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)	260,412	138,093	122,319
(99) Subtotal	<u>7,090,691</u>	<u>18,734,054</u>	<u>(11,643,363)</u>
(b) Statutory valuation allowance adjustment	0	0	0
(c) Nonadmitted	0	167,058	(167,058)
(d) Admitted ordinary DTA (2a99 – 2b – 2c)	<u>7,090,691</u>	<u>18,566,996</u>	<u>(11,476,305)</u>
(e) Capital			
(1) Investments	422,358	262,045	160,313
(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>422,358</u>	<u>262,045</u>	<u>160,313</u>
(f) Statutory valuation allowance adjustment	0	0	0
(g) Nonadmitted	0	0	0
(h) Admitted capital DTA (2e99 – 2f – 2g)	<u>422,358</u>	<u>262,045</u>	<u>160,313</u>
(i) Admitted DTA (2d + 2h)	<u>\$ 7,513,049</u>	<u>\$ 18,829,041</u>	<u>\$ (11,315,992)</u>

Notes to Financial Statement

	1	2	3
	3/31/2016	12/31/2015	(Col 1-2) Change
3. DTL:			
(a) Ordinary			
(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)	1,039,822	527,055	512,767
(99) Subtotal	<u>1,039,822</u>	<u>527,055</u>	<u>512,767</u>
(c) DTA (3a99 + 3b99)	<u>\$ 1,039,822</u>	<u>\$ 527,055</u>	<u>\$ 512,767</u>
4. Net DTA/(DTL) (2i - 3c)	<u>\$ 6,473,227</u>	<u>\$ 18,301,986</u>	<u>\$ (11,828,759)</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:

	<u>March 31, 2016</u>	<u>Effective Tax Rate</u>
Provision computed at statutory rate	\$ 13,796,504	35.0%
ACA health insurer fee	11,029,219	28.0%
Tax exempt interest income	(199,540)	(0.5%)
Change in net deferred income taxes	(11,803,994)	(29.9%)
Federal income taxes incurred	<u>\$ 12,822,189</u>	<u>32.6%</u>

- E. No Change
F. No Change
G. No Change

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 SDBS.

B&C. No amounts were transferred between SDBS, VSHP and BCBST during the three months ended March 31, 2016. BCBST transferred \$8,500,000 in capital contributions to SDBS in 2015. None of these capital contributions were passed through to VSHP.

The Company paid BCBST \$47,455,019 and \$185,645,096 for services performed under administrative services and tax sharing agreements for the periods ended March 31, 2016 and December 31, 2015, 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
M. No Change
N. No Change

11. Debt

- A. No Change
B. The Company had no Federal Home Loan Bank agreements as of March 31, 2016 or 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.

Notes to Financial Statement

- 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) No Change
- (5) No Change
- (6) No Change
- (7) No Change
- (8) No Change
- (9) No Change
- (10) No Change
- (11) No Change
- (12) No Change
- (13) No Change

14. Liabilities, Contingencies and Assessments

- A. No Change
- B. No Change
- 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 three months ended March 31, 2016.
- C. The Company had no wash sales involving transactions for securities with an unrated NAIC designation or a designation of 3 or below during the three months ended March 31, 2016.

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

- A. TennCare Select and CoverKids are ASO arrangements with the State of Tennessee. Cash and invested assets related to TennCare Select and CoverKids 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 CoverKids 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.

Notes to Financial Statement

Amounts receivable from ASO plans at March 31, 2016 as reflected on page 2, line 17, are as follows:

	Amount
Unbilled expenses (timing differences)	\$ 21,252,849
CMS low income subsidy and reinsurance	9,454,315
Select Community premium accrual	1,181,849
Retroactive premium	264,000
Miscellaneous	24,984
Total amounts receivable relating to ASO plans	<u>\$ 32,177,997</u>

The gain from operations from ASO uninsured plans and the uninsured portion of partially insured plans was as follows during the three months ended March 31, 2016:

	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	\$ 4,273,823	\$ 0	\$ 4,273,823
b. Total net other income or expenses (including interest paid to or received from plans)	0	0	0
c. Net gain from operations	\$ 4,273,823	\$ 0	\$ 4,273,823
d. Total claim payment volume	\$ 112,165,099	\$ 8,588,248	\$ 120,753,347

B. No Change

C. (1) No Change

(2) The Company had a receivable related to its Dual Special Needs Program (DNSP) contract with CMS for \$4,309,574 and \$2,976,790 as of March 31, 2016 and December 31, 2015.

(3)-(4) No Change.

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

No Change

20. Fair Value Measurement

A&B. (1) The following tables provide information about the Company's financial assets measured and reported at fair value using the hierarchy defined by SSAP No. 100, *Fair Value*, for the periods ended March 31, 2016 and December 31, 2015.

Description for each class of asset	March 31, 2016			
	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Bonds below investment grade:				
High yield corporate bonds	\$ 2,264,969	\$ 545,187	\$ 0	\$ 2,810,156
Stocks:				
Domestic large capitalization common stocks	44,139,891	0	0	44,139,891
Total assets at fair value	<u>\$ 46,404,860</u>	<u>\$ 545,187</u>	<u>\$ 0</u>	<u>\$ 46,950,047</u>
b. Liabilities at fair value	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>
Total liabilities at fair value	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

Notes to Financial Statement

Description for each class of asset	December 31, 2015			
	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Bonds below investment grade:				
High yield corporate bonds	\$ 639,344	\$ 3,615,375	\$ 0	\$ 4,254,719
Stocks:				
Domestic large capitalization common stocks	30,800,685	0	0	30,800,685
Total assets at fair value	\$ 31,440,029	\$ 3,615,375	\$ 0	\$ 35,055,404
b. Liabilities at fair value	\$ 0	\$ 0	\$ 0	\$ 0
Total liabilities at fair value	\$ 0	\$ 0	\$ 0	\$ 0

The following table provides information about the Level 1 and 2 transfers for financial assets measured and reported at fair value:

Type of Financial Instrument	Three Months Ended March 31, 2016	
	Transfers from	Transfers from
	Level 1 to Level 2	Level 2 to Level 1
High yield corporate bonds	\$ 0	\$ 1,570,719
Total transfers	\$ 0	\$ 1,570,719

Transfers between Level 1 and 2 are due to the availability of unadjusted quoted prices at the end of the period.

- (2) The Company did not hold any investments classified as Level 3 as of March 31, 2016 or December 31, 2015.
- (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 March 31, 2016 and December 31, 2015.

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 March 31, 2016 and December 31, 2015.

Notes to Financial Statement

- C. The following tables provide information about the fair value of the Company's financial assets as of March 31, 2016 and December 31, 2015:

March 31, 2016						
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	\$ 70,392,817	\$ 69,560,679	\$ 66,834,403	\$ 3,558,414	\$ 0	\$ 0
States, municipalities and political subdivisions	80,588,021	77,790,810	0	80,588,021	0	0
Foreign securities, including Canada	22,179,396	22,170,196	14,223,480	7,955,916	0	0
Agency mortgage-backed securities	19,309,655	18,852,374	0	19,309,655	0	0
Commercial mortgage-backed securities	26,082,447	26,142,447	0	26,082,447	0	0
High yield corporate bonds	4,354,136	4,306,636	2,992,969	1,361,167	0	0
Asset-backed securities	31,884,370	31,810,532	0	31,884,370	0	0
Investment grade corporate bonds	121,745,500	120,993,496	72,686,849	49,058,651	0	0
Total bonds	376,536,342	371,627,170	156,737,701	219,798,641	0	0
Stocks:						
Domestic large capitalization common stocks	44,139,891	44,139,891	44,139,891	0	0	0
Short-term investments	150,298,976	150,298,976	150,298,976	0	0	0
Total bonds, stocks and short-term investments	\$ 570,975,209	\$ 566,066,037	\$ 351,176,568	\$ 219,798,641	\$ 0	\$ 0

December 31, 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	\$ 71,662,479	\$ 71,943,385	\$ 68,017,286	\$ 3,645,193	\$ 0	\$ 0
States, municipalities and political subdivisions	78,852,009	77,103,724	5,517,104	73,334,905	0	0
Foreign securities, including Canada	22,470,573	22,650,007	478,230	21,992,343	0	0
Agency mortgage-backed securities	19,656,045	19,502,203	18,364,383	1,291,662	0	0
Commercial mortgage-backed securities	30,921,237	31,167,525	0	30,921,237	0	0
High yield corporate bonds	4,812,542	4,795,168	639,344	4,173,198	0	0
Asset-backed securities	32,640,858	32,735,766	0	32,640,858	0	0
Investment grade corporate bonds	107,768,510	108,727,909	20,715,310	87,053,200	0	0
Total bonds	368,784,253	368,625,687	113,731,657	255,052,596	0	0
Stocks:						
Domestic large capitalization common stocks	30,800,685	30,800,685	30,800,685	0	0	0
Short-term investments	344,169,387	344,169,387	344,169,387	0	0	0
Total bonds, stocks and short-term investments	\$ 743,754,325	\$ 743,595,759	\$ 488,701,729	\$ 255,052,596	\$ 0	\$ 0

- D. The Company held no financial assets for which it was not practicable to estimate the fair value at March 31, 2016 and December 31, 2015.

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 three months ended March 31, 2016 and 2015:

Line#	Administrative Expenses:	March 31, 2016	March 31, 2015	% Change
20	Claims adjustment expense	\$ 26,337,428	\$ 27,862,634	
21	General administrative expense	86,650,439	71,356,532	
	Total expense	112,987,867	99,219,166	
	ASO administrative fees	23,550,567	14,121,430	
	ACA annual fee assessment	(32,185,304)	(25,806,117)	
	Premium tax	(43,897,149)	(34,489,168)	
	Expenses, net of adjustments	\$ 60,455,981	\$ 53,045,311	14.0%

Notes to Financial Statement

- D. No Change
- E. No Change
- 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 the ACA.

25. Change in Incurred Claims and Claim Adjustment Expenses

As of December 31, 2015, the reserve for unpaid insured claims, accrued medical incentive pool and unpaid claim adjustment expenses, net of gross healthcare receivables, was \$195,283,318. Through March 31, 2016, \$164,412,970 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 2015 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 \$9,640,858. The reserve remaining for prior years is \$21,229,490 as of March 31, 2016.

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[] No[X]
- 2.2 If yes, date of change:

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

- 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. 12/31/2015
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2013
- 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 Conduct resulted in an updated CEO message and non-substantive situation and language modifications for consistency, clarity and readability. The updated Code was effective January 2016.
- 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:

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

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

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

1 Name of Custodian(s)	2 Custodian Address
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
000705	Raymond James	50 Front Street, Memphis, TN 38103
007927	Northern Trust Guaranteed Advisors	50 S. LaSalle Street, Chicago, IL 60675
Exempt	Wellington Management Company, LLP	280 Congress Street, Boston, MA 02210
Exempt	Income Research and Management	Two International Place 23rd Floor, Boston, MA 02110-4106

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

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	..... 78.357%
1.2 A&H cost containment percent	..... 2.415%
1.3 A&H expense percent excluding cost containment expenses	..... 15.563%
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	2	3	4	5	6	7	8	9
		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	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	32,195,122	596,060,737	0	0	0	628,255,859	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)	X X X	0	0	0	0	0	0	0	0
59.	Subtotal	X X X	0	32,195,122	596,060,737	0	0	0	628,255,859	0
60.	Reporting entity contributions for Employee Benefit Plans	X X X	0	0	0	0	0	0	0	0
61.	Total (Direct Business)	(a) 1	0	32,195,122	596,060,737	0	0	0	628,255,859	0
DETAILS OF WRITE-INS										
58001.		X X X	0	0	0	0	0	0	0	0
58002.		X X X	0	0	0	0	0	0	0	0
58003.		X X X	0	0	0	0	0	0	0	0
58998.	Summary of remaining write-ins for Line 58 from overflow page	X X X	0	0	0	0	0	0	0	0
58999.	TOTALS (Lines 58001 through 58003 plus 58998) (Line 58 above)	X X X	0	0	0	0	0	0	0	0

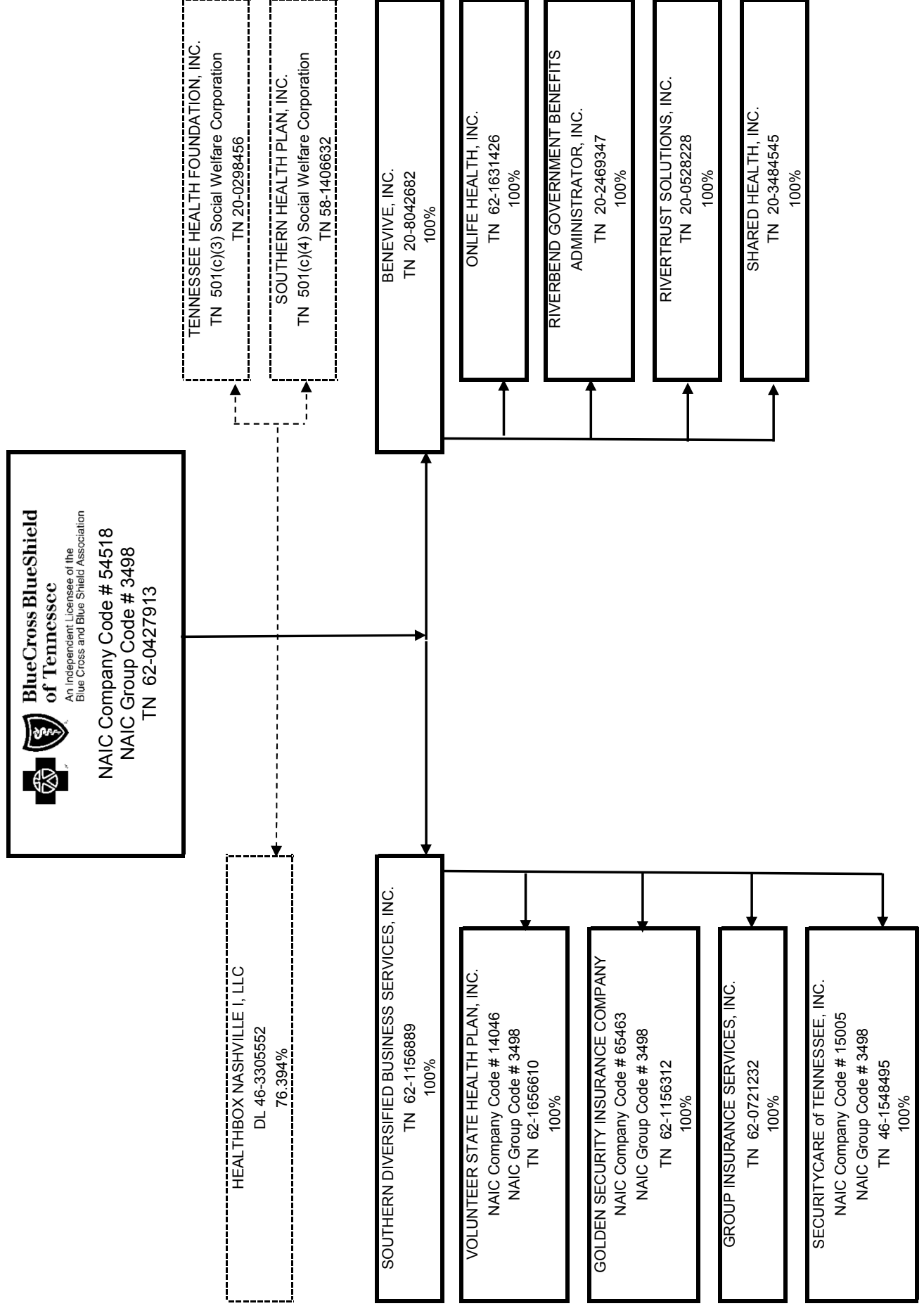
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business 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 Comp-any 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	Relation-ship to Report-ing 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	5451800000	62-0427913				BlueCross BlueShield of Tennessee, Inc. Southern Diversified Business Services, Inc.	TN	UIP			0.0	BlueCross BlueShield of Tennessee, Inc.	
0000			62-1156889					TN	UDP	BlueCross BlueShield of Tennessee, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
3498	BlueCross BlueShield of Tennessee	14046	62-1656610				Volunteer State Health Plan, Inc.	TN	RE	Southern Diversified Business Services, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
3498	BlueCross BlueShield of Tennessee	65463	62-1156312				Golden Security Insurance Company	TN	IA	Southern Diversified Business Services, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
0000	BlueCross BlueShield of Tennessee, Inc.	1500500000	46-1548495				SecurityCare of Tennessee, Inc. Group Insurance Services	TN	IA	Southern Diversified Business Services, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
0000		00000	62-0721232					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. RiverTrust Solutions, Inc.	TN	NIA	BeneVive, Inc.	Ownership	100.0	BlueCross BlueShield of Tennessee, Inc.	
0000		00000	20-0528228					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.													

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



1404620163650001

2016

Document Code: 365

OVERFLOW PAGE FOR WRITE-INS**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
2304. Due State of Tennessee, Premium Payable	0	0	0	6,975,036
2397. Summary of remaining write-ins for Line 23 (Lines 2304 through 2396)	0	0	0	6,975,036
2597. Summary of remaining write-ins for Line 25 (Lines 2504 through 2596)	X X X	X X X	0	0
3097. Summary of remaining write-ins for Line 30 (Lines 3004 through 3096)	X X X	X X X	0	0

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

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

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

SCHEDULE D - VERIFICATION**Bonds and Stocks**

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	399,741,622	357,944,400
2. Cost of bonds and stocks acquired	65,296,483	281,873,323
3. Accrual of discount	31,938	(1,001,032)
4. Unrealized valuation increase (decrease)	1,455,684	1,333,472
5. Total gain (loss) on disposals	(344,674)	1,013,768
6. Deduct consideration for bonds and stocks disposed of	48,380,398	236,327,486
7. Deduct amortization of premium	1,079,064	4,677,149
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	445,842	417,675
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	416,275,749	399,741,622
11. Deduct total nonadmitted amounts	508,688	315,250
12. Statement value at end of current period (Line 10 minus Line 11)	415,767,061	399,426,372

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)	643,268,812	386,553,914	578,555,952	(884,966)	450,381,808	0	0	643,268,812
2. NAIC 2 (a)	64,731,094	6,817,027	3,537,960	(772,460)	67,237,702	0	0	64,731,094
3. NAIC 3 (a)	4,795,168	0	812,322	323,790	4,306,636	0	0	4,795,168
4. NAIC 4 (a)	315,250	0	0	193,438	508,688	0	0	315,250
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	713,110,324	393,370,941	582,906,233	(1,140,198)	522,434,834	0	0	713,110,324
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	713,110,324	393,370,941	582,906,233	(1,140,198)	522,434,834	0	0	713,110,324

(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	150,298,976	X X X	150,298,976	153,429	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	344,169,387	332,249,816
2. Cost of short-term investments acquired	348,693,787	2,152,128,734
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	542,564,198	2,140,209,163
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)	150,298,976	344,169,387
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	150,298,976	344,169,387

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	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 Derivative Instrument(s) Open 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	0
3.	Accrual of discount	0	0
4.	Unrealized valuation increase (decrease)	0	0
5.	Total gain (loss) on disposals	0	0
6.	Deduct consideration received on disposal	0	0
7.	Deduct amortization of premium	0	0
8.	Total foreign exchange change in book 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

NONE

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

1 Description of Property	2 Location		4 Date Acquired	5 Name of Vendor	6 Actual Cost at Time of Acquisition	7 Amount of Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances	9 Additional Investment Made After Acquisition
	City	State						
	NONE				0		0	
0399999 Totals								

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	2 City	3 State	4 Disposal Date	5 Name of Purchaser	6 Actual Cost	7 Expended for Additions, Permanent Improvements and Changes in Encumbrances	8 Book/Adjusted Carrying Value Less Encumbrances Prior Year	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
0399999 Totals																			

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		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	State															
NONE																	
0599999 Totals														0	0	0	0

SCHEDULE BA - PART 2

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

1 CUSIP Identification	2 Name or Description	3 Location City State		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership	
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 CUSIP Identification	2 Name or Description	3 Location City State		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/Adjusted Carrying Value Less Encumbrances, Prior Year	9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B/A.C.V. (9 + 10 - 11 + 12)	14 Total Foreign Exchange Change in B/A.C.V.	15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income	
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									
912828P46	U S TREASURY NOTE		02/29/2016	Barclays Cap	X X X	1,262,051	1,275,000	968	1
912828P53	U S TREASURY NOTE		03/30/2016	VARIOUS	X X X	15,112,010	15,181,000	7,155	1
912828N22	US TREASURY NOTE		01/29/2016	JPMorgan Securities Inc, New York	X X X	3,208,751	3,184,000	5,328	1
0599999	Subtotal - Bonds - U.S. Governments				X X X	19,582,811	19,640,000	13,451	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
341271AA2	FLORIDA STBRD OF ADMIN FIN		02/22/2016	JPMorgan Securities Inc, New York	X X X	1,065,000	1,065,000	0	1FE
2499999	Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions				X X X	1,065,000	1,065,000	0	X X X
Bonds - U.S. Special Revenue, Special Assessment									
7599112D1	REGL TRANSPRTN AUTH IL		03/31/2016	JPMorgan Securities Inc, New York	X X X	907,572	775,000	7,319	1FE
3199999	Subtotal - Bonds - U.S. Special Revenue, Special Assessment				X X X	907,572	775,000	7,319	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
035242AG1	ANHEUSER-BUSCH INBEV FINANCE I		02/16/2016	Merrill Lynch	X X X	1,171,457	1,168,000	1,479	1FE
035242AP1	ANHEUSER-BUSCH INBEV FINANCE I		01/14/2016	VARIOUS	X X X	823,483	825,000	0	1FE
037833BQ2	APPLE INC		02/16/2016	Goldman Sachs NY	X X X	917,844	918,000	0	1FE
10112RAX2	BOSTON PROPERTIES LP		01/08/2016	JPMorgan Securities Inc, New York	X X X	498,540	500,000	0	2FE
13645RAJ3	CANADIAN PACIFIC RR CO		01/28/2016	VARIOUS	X X X	1,180,777	1,030,000	12,781	2FE
151020AP9	CELGENE CORP		02/08/2016	Chase Secs	X X X	502,935	500,000	4,330	2FE
17275RBB7	CISCO SYSTEMS INC		02/22/2016	Merrill Lynch	X X X	1,415,589	1,416,000	0	1FE
17311QBK5	CITIGROUP COMMERCIAL MOR C6 A4		02/05/2016	Nomura Secs NY	X X X	1,215,273	1,174,000	1,677	1FM
30231GAP7	EXXON MOBIL CORP		02/29/2016	Merrill Lynch	X X X	1,602,000	1,602,000	0	1FE
31677QBF5	FIFTH THIRD BANK/CINCINNATI OH		03/10/2016	Deutsche Bank Secs	X X X	962,779	963,000	0	1FE
44891AAE7	HYUNDAI CAPITAL AMERICA 144A		03/14/2016	Salomon Brothers	X X X	834,424	835,000	0	2FE
46625HQJ2	JPMORGAN CHASE & CO		03/14/2016	JPMorgan Securities Inc, New York	X X X	1,703,417	1,700,000	1,927	1FE
61746BDX1	MORGAN STANLEY		01/22/2016	Morgan Stanley	X X X	2,159,552	2,161,000	0	2FE
637417AH9	NATIONAL RETAIL PROPERTIES INC		03/30/2016	First Union Capital	X X X	333,847	325,000	5,886	2FE
64829FAA9	NEW RESIDENTIAL MOR 1A A1 144A		03/29/2016	Credit Suisse	X X X	443,004	430,000	1,344	1FE
68389XAN5	ORACLE CORP		01/27/2016	Barclays Capital	X X X	1,970,246	1,964,000	6,939	1FE
75511BY6	RAYTHEON COMPANY		03/31/2016	Merrill Lynch Prof	X X X	502,792	475,000	4,572	1FE
89172EAU8	TOWD POINT MORTGAGE 1 A1B 144A		03/18/2016	JPMorgan Securities Inc, New York	X X X	274,670	275,000	609	1FE
89236TCU7	TOYOTA MOTOR CREDIT CORP		02/16/2016	Citigroup Global Markets	X X X	1,078,871	1,079,000	0	1FE
89641UAD3	TRINITY ACQUISITION PLC		03/17/2016	JPMorgan Securities Inc, New York	X X X	229,706	230,000	0	2FE
87305QCL3	TTX CO 144A		01/12/2016	Wells Fargo Securities LLC	X X X	1,266,364	1,268,000	0	1FE
92277GAC1	VENTAS REALTY LP		02/11/2016	Donaldson Lufkin	X X X	307,740	310,000	1,292	2FE
92343VGH5	VERIZON COMMUNICATIONS		02/24/2016	Wells Fargo Securities LLC	X X X	769,506	758,000	442	2FE
92887JAD5	VOLVO FINANCIAL EQU 1A A4 144A		01/20/2016	SG Americas Securities LLC, New York	X X X	956,954	957,000	0	1FE
8399999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	23,121,771	22,863,000	43,279	X X X
8399997	Subtotal - Bonds - Part 3				X X X	44,677,154	44,343,000	64,050	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	44,677,154	44,343,000	64,050	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	01/14/2016	VARIOUS	535,000	53,527	X X X	0	L
H0023R105	ACE LIMITED SHS	F	01/14/2016	Investment Tech Group	143,000	15,882	X X X	0	L
G0408V102	AON CORP	F	01/14/2016	Investment Tech Group	443,000	38,381	X X X	0	L
Y0486S104	AVAGO TECHNOLOGIES LTD	F	01/12/2016	Merrill Lynch	224,000	28,888	X X X	0	L
G30401106	ENDO INTERNATIONAL PLC	F	01/12/2016	Merrill Lynch	329,000	17,956	X X X	0	L

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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)
G3157S106	ENSCO PLC	F	01/14/2016	Investment Tech Group	508,000	5,410	XXX	0	L
H2906T109	GARMIN LTD	F	01/14/2016	Investment Tech Group	102,000	3,314	XXX	0	L
G5960L103	MEDTRONIC PLC	F	01/14/2016	VARIOUS	1,043,000	78,484	XXX	0	L
G60754101	MICHAEL KORS HOLDINGS LTD	F	01/14/2016	Investment Tech Group	145,000	5,259	XXX	0	L
G7S00T104	PENTAIR PLC	F	01/14/2016	Investment Tech Group	442,000	20,133	XXX	0	L
G97822103	PERRIGO CO PLC	F	01/14/2016	Investment Tech Group	129,000	18,612	XXX	0	L
H84989104	TE CONNECTIVITY LTD	F	01/14/2016	Investment Tech Group	140,000	7,998	XXX	0	L
H8817H100	TRANSOCEAN LTD ZUG NAMEN-AKT	F	01/14/2016	Investment Tech Group	303,000	3,081	XXX	0	L
G98290102	XL GROUP PLC	F	01/14/2016	Investment Tech Group	94,000	3,320	XXX	0	L
88579Y101	3M CORP	F	01/14/2016	Merrill Lynch	303,000	42,884	XXX	0	L
002824100	ABBOTT LABS COM	F	01/12/2016	Merrill Lynch	1,241,000	51,312	XXX	0	L
00507V109	ACTIVISION BLIZZARD INC	F	01/14/2016	Investment Tech Group	381,000	13,480	XXX	0	L
00724F101	ADOBE SYS INC DEL COM	F	01/14/2016	VARIOUS	433,000	38,824	XXX	0	L
00101J106	ADT CORP/THE	F	01/14/2016	Investment Tech Group	63,000	1,887	XXX	0	L
00751Y106	ADVANCE AUTO PARTS INC	F	01/12/2016	Merrill Lynch	187,000	27,486	XXX	0	L
00130H105	AES CORP COM	F	01/14/2016	Investment Tech Group	1,950,000	17,023	XXX	0	L
00817Y108	AETNA INC COM NEW	F	01/12/2016	Merrill Lynch	425,000	46,387	XXX	0	L
001055102	AFLAC INC COM	F	01/14/2016	Investment Tech Group	370,000	21,183	XXX	0	L
00846U101	AGILENT TECHNOLOGIES INC	F	01/14/2016	Investment Tech Group	147,000	5,508	XXX	0	L
001204106	AGL RESOURCES INC	F	01/14/2016	Investment Tech Group	16,000	1,016	XXX	0	L
009158106	AIR PRODS & CHEMS INC COM	F	01/14/2016	VARIOUS	346,000	41,418	XXX	0	L
009363102	AIRGAS INC	F	01/14/2016	Investment Tech Group	8,000	1,106	XXX	0	L
00971T101	AKAWAI TECHNOLOGIES INC	F	01/14/2016	Investment Tech Group	136,000	6,275	XXX	0	L
013817101	ALCOA INC COM	F	01/14/2016	Investment Tech Group	1,149,000	8,296	XXX	0	L
015351109	ALEXION PHARMACEUTICALS INC	F	01/14/2016	Investment Tech Group	115,000	18,778	XXX	0	L
G0177J108	ALLERGAN PLC	F	01/14/2016	VARIOUS	256,000	76,361	XXX	0	L
018581108	ALLIANCE DATA SYSTEMS CORP	F	01/14/2016	Investment Tech Group	49,000	12,465	XXX	0	L
020002101	ALLSTATE CORP COM	F	01/14/2016	Investment Tech Group	317,000	18,560	XXX	0	L
02079K107	ALPHABET INC	F	01/14/2016	VARIOUS	225,000	160,691	XXX	0	L
02079K305	ALPHABET INC	F	01/14/2016	VARIOUS	221,000	162,383	XXX	0	L
02209S103	ALTRIA GROUP INC	F	01/14/2016	VARIOUS	1,657,000	98,077	XXX	0	L
023135106	AMAZON.COM INC COM	F	01/14/2016	VARIOUS	297,000	180,262	XXX	0	L
02376R102	AMERICAN AIRLINES GROUP INC	F	01/14/2016	Investment Tech Group	107,000	4,278	XXX	0	L
025537101	AMERICAN ELEC PWR INC COM	F	01/14/2016	Investment Tech Group	342,000	20,108	XXX	0	L
026874784	AMERICAN INTL GROUP INC COM	F	01/14/2016	VARIOUS	958,000	55,272	XXX	0	L
03027X100	AMERICAN TOWER CORPORATION	F	01/14/2016	Investment Tech Group	225,000	20,860	XXX	0	L
03076C106	AMERIPRISE FINL INC	F	01/14/2016	VARIOUS	379,000	35,819	XXX	0	L
03073E105	AMERISOURCEBERGEN CORP COM	F	01/12/2016	Merrill Lynch	273,000	25,960	XXX	0	L
031100100	AMETEK INC	F	01/14/2016	Investment Tech Group	22,000	1,053	XXX	0	L
031162100	AMGEN INC	F	01/14/2016	VARIOUS	560,000	83,700	XXX	0	L
032095101	AMPHENOL CORP NEW CL A	F	01/12/2016	Merrill Lynch	499,000	23,335	XXX	0	L
032511107	ANADARKO PETE CORP COM	F	01/14/2016	VARIOUS	954,000	35,381	XXX	0	L
032654105	ANALOG DEVICES INC COM	F	01/14/2016	VARIOUS	616,000	31,695	XXX	0	L
036752103	ANTHEM INC	F	01/14/2016	VARIOUS	514,000	69,480	XXX	0	L
037411105	APACHE CORP COM	F	01/14/2016	Investment Tech Group	165,000	6,039	XXX	0	L
037833100	APPLE COMPUTER INC	F	01/14/2016	VARIOUS	4,102,000	405,621	XXX	0	L
038222105	APPLIED MATLS INC COM	F	01/14/2016	Investment Tech Group	904,000	15,042	XXX	0	L
039483102	ARCHER DANIELS MIDLAND CO COM	F	01/14/2016	VARIOUS	1,133,000	38,448	XXX	0	L
00206R102	AT & T INC COM	F	01/14/2016	VARIOUS	4,359,000	148,397	XXX	0	L
052769106	AUTODESK INC COM	F	01/14/2016	Investment Tech Group	101,000	5,233	XXX	0	L
053015103	AUTOMATIC DATA PROCESSING INC	F	01/14/2016	Investment Tech Group	543,000	42,794	XXX	0	L
05329W102	AUTONATION INC COM	F	01/14/2016	Investment Tech Group	64,000	3,018	XXX	0	L
053332102	AUTOZONE INC COM	F	01/14/2016	Investment Tech Group	22,000	15,576	XXX	0	L
053484101	AVALONBAY CMINTYS INC COM	F	01/14/2016	Investment Tech Group	69,000	12,314	XXX	0	L

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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)
053611109	AVERY DENNISON CORP COM		01/14/2016	Investment Tech Group	80,000	4,795	XXX	0	L
058498106	BALL CORP COM		01/14/2016	Investment Tech Group	117,000	7,948	XXX	0	L
064058100	BANK NEW YORK MELLON CORP COM		01/14/2016	Investment Tech Group	459,000	17,024	XXX	0	L
060505104	BANK OF AMERICA CORP		01/12/2016	Merrill Lynch	7,557,000	115,102	XXX	0	L
067383109	BARD C R INC		01/14/2016	Investment Tech Group	32,000	5,693	XXX	0	L
07177M103	BAXALTA INC		01/14/2016	Investment Tech Group	410,000	16,509	XXX	0	L
071813109	BAXTER INTL INC COM		01/14/2016	Investment Tech Group	484,000	16,974	XXX	0	L
054937107	BB&T CORP COM		01/14/2016	Investment Tech Group	341,000	11,563	XXX	0	L
075687109	BECTON DICKINSON & CO COM		01/14/2016	Investment Tech Group	95,000	13,774	XXX	0	L
084670702	BERKSHIRE HATHAWAY INC DEL		01/14/2016	VARIOUS	1,407,000	180,546	XXX	0	L
086516101	BEST BUY INC COM		01/14/2016	Investment Tech Group	246,000	6,603	XXX	0	L
09062X103	BIODERMA INC COM		01/14/2016	VARIOUS	140,000	38,756	XXX	0	L
09247X101	BLACKROCK INC		01/14/2016	Investment Tech Group	53,000	16,246	XXX	0	L
097023105	BOEING CO COM		01/14/2016	VARIOUS	403,000	52,510	XXX	0	L
101121101	BOSTON PPTYS INC COM		01/14/2016	Investment Tech Group	69,000	8,307	XXX	0	L
101137107	BOSTON SCIENTIFIC CORP COM		01/12/2016	Merrill Lynch	1,129,000	19,878	XXX	0	L
110122108	BRISTOL MYERS SQUIBB CO COM		01/14/2016	VARIOUS	1,056,000	66,539	XXX	0	L
111320107	BROADCOM CORP CL A COM		01/14/2016	Investment Tech Group	425,000	22,742	XXX	0	L
Y09827109	BROADCOM LTD		02/01/2016	VARIOUS	1,269,288	157,801	XXX	0	L
115637209	BROWN FORMAN CORP CL B		01/14/2016	Investment Tech Group	111,000	10,264	XXX	0	L
12541W209	C H ROBINSON WORLDWIDE INC		01/14/2016	Investment Tech Group	131,000	8,223	XXX	0	L
12673P105	CA INC COM		01/14/2016	Investment Tech Group	272,000	7,284	XXX	0	L
12686C109	CABLEVISION SYSTEMS CORP		01/14/2016	Investment Tech Group	33,000	1,021	XXX	0	L
127097103	CABOT OIL & GAS CORP COM		01/14/2016	Investment Tech Group	364,000	5,682	XXX	0	L
13057Q107	CALIFORNIA RESOURCES CORP		02/25/2016	VARIOUS	183,210	53	XXX	0	L
13342B105	CAMERON INTL CORP COM		01/14/2016	Investment Tech Group	85,000	5,041	XXX	0	L
134429109	CAMPBELL SOUP CO COM		01/14/2016	Investment Tech Group	78,000	4,171	XXX	0	L
14040H105	CAPITAL ONE FINL CORP		01/14/2016	VARIOUS	744,000	48,225	XXX	0	L
14149Y108	CARDINAL HEALTH INC COM		01/14/2016	Investment Tech Group	295,000	23,694	XXX	0	L
143658300	CARNIVAL CORP PAIRED CTF 1 COM		01/14/2016	Investment Tech Group	403,000	20,472	XXX	0	L
149123101	CATERPILLAR INC		01/14/2016	VARIOUS	443,000	27,201	XXX	0	L
12504L109	CBRE GROUP INC CL A		01/14/2016	Investment Tech Group	131,000	3,790	XXX	0	L
124857202	CBS CORP NEW CL B		01/14/2016	Investment Tech Group	290,000	13,384	XXX	0	L
151020104	CELGENE CORP		01/14/2016	VARIOUS	688,000	71,907	XXX	0	L
15189T107	CENTERPOINT ENERGY INC		01/14/2016	Investment Tech Group	504,000	8,694	XXX	0	L
156782104	CERNER CORP		01/12/2016	Merrill Lynch	491,000	28,635	XXX	0	L
165167107	CHESAPEAKE ENERGY CORP COM		01/14/2016	Investment Tech Group	1,500,000	5,547	XXX	0	L
169656105	CHIPOTLE MEXICAN GRILL INC		01/14/2016	VARIOUS	83,000	34,526	XXX	0	L
171232101	CHUBB CORP COM		01/20/2016	Investment Tech Group	1,050,000	118,850	XXX	0	L
H1467J104	CHUBB LTD		01/20/2016	VARIOUS	1,131,861	123,115	XXX	0	L
171340102	CHURCH & DWIGHT CO INC		01/14/2016	Investment Tech Group	322,000	25,438	XXX	0	L
125509109	CIGNA CORP COM		01/14/2016	Investment Tech Group	185,000	25,347	XXX	0	L
172908105	CINTAS CORP		01/14/2016	Investment Tech Group	53,000	4,534	XXX	0	L
17275R102	CISCO SYS INC COM		01/14/2016	VARIOUS	3,295,000	82,858	XXX	0	L
172967424	CITIGROUP INC		01/12/2016	Merrill Lynch	2,455,000	114,729	XXX	0	L
177376100	CITRIX SYS INC COM		01/14/2016	Investment Tech Group	122,000	8,186	XXX	0	L
189054109	CLOROX CO COM		01/14/2016	Investment Tech Group	58,000	7,418	XXX	0	L
12572Q105	CME GROUP INC COM		01/14/2016	Investment Tech Group	255,000	21,559	XXX	0	L
189754104	COACH INC COM		01/14/2016	Investment Tech Group	205,000	6,439	XXX	0	L
191216100	COCA COLA CO COM		01/14/2016	Investment Tech Group	2,939,000	123,588	XXX	0	L
19122T109	COCA-COLA ENTERPRISES INC		01/14/2016	VARIOUS	89,000	4,106	XXX	0	L
192446102	COGNIZANT TECH SOLUTIONS CL A		01/12/2016	Merrill Lynch	507,000	29,853	XXX	0	L
194162103	COLGATE PALMOLIVE CO		01/14/2016	Investment Tech Group	660,000	42,181	XXX	0	L
198280109	COLUMBIA PIPELINE GROUP INC		01/14/2016	Investment Tech Group	59,000	1,032	XXX	0	L

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20030N101	COMCAST CORP NEW CL A		01/14/2016	VARIOUS	1,632,000	89,280	XXX	0	L
205687102	CONAGRA FOODS INC COM		01/14/2016	Investment Tech Group	513,000	20,284	XXX	0	L
20825C104	CONOCOPHILLIPS		01/14/2016	VARIOUS	2,427,000	97,942	XXX	0	L
20854P109	CONSOL ENERGY INC COM		01/14/2016	Investment Tech Group	201,000	1,202	XXX	0	L
209115104	CONSOLIDATED EDISON INC COM		01/14/2016	Investment Tech Group	328,000	22,138	XXX	0	L
21036P108	CONSTELLATION BRANDS INC CL A		01/14/2016	Investment Tech Group	132,000	18,955	XXX	0	L
219350105	CORNING INC COM		01/14/2016	VARIOUS	1,649,000	28,568	XXX	0	L
22160K105	COSTCO WHSL CORP NEW COM		01/14/2016	VARIOUS	325,000	50,576	XXX	0	L
22822V101	CROWN CASTLE INTL CORP NEW		01/12/2016	Merrill Lynch	662,000	55,763	XXX	0	L
12650T104	CSRA INC		01/14/2016	Investment Tech Group	71,000	2,060	XXX	0	L
231021106	CSX CORP COM		01/14/2016	Investment Tech Group	200,000	4,650	XXX	0	L
126650100	CUMMINS ENGINE INC COM		01/14/2016	VARIOUS	476,000	40,935	XXX	0	L
23331A109	CVS CORP		01/14/2016	VARIOUS	1,029,000	98,453	XXX	0	L
235651102	D R HORTON INC		01/14/2016	Investment Tech Group	149,000	4,020	XXX	0	L
237194105	DANAHER CORP COM		01/14/2016	Investment Tech Group	450,000	39,245	XXX	0	L
23918K108	DARDEN RESTAURANTS INC		01/14/2016	Investment Tech Group	104,000	6,314	XXX	0	L
247361702	DAVITA INC COM		01/14/2016	VARIOUS	319,000	21,517	XXX	0	L
249030107	DELTA AIR LINES INC		01/12/2016	Merrill Lynch	644,000	30,384	XXX	0	L
24906P109	DENTSPLY INTL INC NEW COM		01/14/2016	Investment Tech Group	19,000	1,069	XXX	0	L
25179M103	DENTSPLY SIRONA INC		03/01/2016	VARIOUS	301,000	15,538	XXX	0	L
254709108	DEVON ENERGY CORP NEW COM		01/14/2016	Investment Tech Group	168,000	4,272	XXX	0	L
254687106	DISCOVER FINL SVCS COM		01/14/2016	Investment Tech Group	363,000	17,878	XXX	0	L
256677105	DISNEY WALT CO COM		01/14/2016	VARIOUS	1,227,000	123,468	XXX	0	L
25746J109	DOLLAR GENERAL CORP		01/14/2016	Investment Tech Group	212,000	14,490	XXX	0	L
260003108	DOLLAR TREE INC		01/14/2016	Investment Tech Group	177,000	13,362	XXX	0	L
260543103	DOMINION RES INC VA NEW COM		01/12/2016	Merrill Lynch	752,000	51,852	XXX	0	L
26138E109	DOVER CORP COM		01/14/2016	Investment Tech Group	134,000	7,480	XXX	0	L
233331107	DOW CHEM CO COM		01/14/2016	VARIOUS	553,000	24,828	XXX	0	L
263534109	DR PEPPER SNAPPLE INC		01/14/2016	Investment Tech Group	138,000	12,426	XXX	0	L
26441C204	DTE ENERGY CO COM		01/14/2016	Investment Tech Group	80,000	6,480	XXX	0	L
277432100	DU PONT E IDE NEMOURS & CO		01/14/2016	Investment Tech Group	332,000	18,961	XXX	0	L
G29183103	DUKE ENERGY CORP NEW COM		01/14/2016	VARIOUS	757,000	53,903	XXX	0	L
278642103	EASTMAN CHEM CO COM		01/14/2016	VARIOUS	324,000	20,198	XXX	0	L
278865100	EATON CORP PLC		01/14/2016	Investment Tech Group	396,000	19,075	XXX	0	L
281020107	EBAY INC COM		01/14/2016	Investment Tech Group	803,000	20,485	XXX	0	L
285512109	ECOLAB INC COM		01/14/2016	Investment Tech Group	151,000	15,731	XXX	0	L
286648102	ELECTRONIC ARTS		01/14/2016	Investment Tech Group	144,000	8,584	XXX	0	L
291011104	EMC CORP MASS		01/14/2016	VARIOUS	318,000	20,637	XXX	0	L
29364G103	EMERSON ELEC CO COM		01/14/2016	VARIOUS	46,261	4,261	XXX	0	L
26875P101	ENTERGY CORP NEW COM		01/14/2016	VARIOUS	720,000	31,672	XXX	0	L
29444J105	EOG RES INC COM		01/14/2016	Investment Tech Group	77,000	5,281	XXX	0	L
29476L107	EQUIFAX INC COM		01/14/2016	VARIOUS	484,000	30,994	XXX	0	L
297178105	EQUINIX INC		01/14/2016	Investment Tech Group	10,000	1,019	XXX	0	L
518439104	EQUITY RESIDENTIAL PPTY'S TR SH		02/19/2016	Merrill Lynch	0.120	.35	XXX	0	L
30040W108	ESSEX PPTY TR		01/14/2016	Investment Tech Group	162,000	12,842	XXX	0	L
30161N101	ESTE LAUDER COS INC CL A		01/12/2016	Merrill Lynch	168,000	39,266	XXX	0	L
30212P303	EVERSOURCE ENERGY		01/14/2016	Investment Tech Group	92,000	7,735	XXX	0	L
302130109	EXPEDIA INC		01/14/2016	Investment Tech Group	124,000	6,374	XXX	0	L
30219G108	EXPRESS SCRIPTS HLDG CO		01/14/2016	Investment Tech Group	807,000	22,209	XXX	0	L
30231G102	EXXON MOBIL CORP		01/14/2016	Investment Tech Group	118,000	12,470	XXX	0	L
30303M102	FACEBOOK INC		01/14/2016	Investment Tech Group	160,000	6,834	XXX	0	L
			01/14/2016	VARIOUS	3,083,000	233,295	XXX	0	L
			01/14/2016	VARIOUS	1,724,000	168,129	XXX	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)
311900104	FASTENAL CO		01/14/2016	Investment Tech Group	215,000	8,337	XXX	0	L
31428X106	FEDEX CORP COM		01/14/2016	VARIOUS	501,000	66,689	XXX	0	L
31620M106	FIDELITY NATL INFORMATION SVCS		01/14/2016	Investment Tech Group	115,000	6,880	XXX	0	L
316773100	FIFTH THIRD BANCORP		01/14/2016	Investment Tech Group	679,000	11,883	XXX	0	L
337932107	FIRSTENERGY CORP COM		01/14/2016	Investment Tech Group	372,000	11,837	XXX	0	L
337738108	FISERV INC COM		01/14/2016	Investment Tech Group	162,000	14,327	XXX	0	L
302445101	FLIR SYS INC		01/14/2016	Investment Tech Group	401,000	12,640	XXX	0	L
34354P105	FLOWERVE CORP COM		01/14/2016	Investment Tech Group	226,000	8,473	XXX	0	L
343412102	FLUOR CORP NEW COM		01/14/2016	Investment Tech Group	119,000	5,002	XXX	0	L
302491303	FMC CORP NEW COM		01/14/2016	Investment Tech Group	118,000	4,134	XXX	0	L
30249U101	FMC TECHNOLOGIES INC COM		01/14/2016	Investment Tech Group	199,000	4,959	XXX	0	L
345370860	FORD MTR CO DEL COM PAR \$0.01		01/14/2016	VARIOUS	2,760,000	34,599	XXX	0	L
354613101	FRANKLIN RES INC COM		01/14/2016	Investment Tech Group	316,000	10,428	XXX	0	L
35671D857	FREEMPT MCMORAN COPPER B		01/14/2016	Investment Tech Group	1,062,000	4,290	XXX	0	L
35906A108	FRONTIER COMMUNICATIONS CORP		01/14/2016	Investment Tech Group	1,036,000	4,362	XXX	0	L
36467W109	GAMESTOP CORP NEW		01/14/2016	Investment Tech Group	306,000	7,873	XXX	0	L
364760108	GAP INC COM		01/14/2016	Investment Tech Group	183,000	4,196	XXX	0	L
369550108	GENERAL DYNAMICS CORP COM		01/14/2016	Investment Tech Group	255,000	32,974	XXX	0	L
369604103	GENERAL ELEC CO COM		01/14/2016	VARIOUS	6,506,000	186,067	XXX	0	L
370023103	GENERAL GROWTH PROPERTIES INC		01/14/2016	Investment Tech Group	254,000	6,622	XXX	0	L
370334104	GENERAL MLS INC COM		01/14/2016	Investment Tech Group	447,000	24,773	XXX	0	L
37045V100	GENERAL MOTORS CO		01/14/2016	VARIOUS	735,000	22,013	XXX	0	L
375558103	GILEAD SCIENCES INC COM		01/14/2016	VARIOUS	1,304,000	124,146	XXX	0	L
38141G104	GOLDMAN SACHS GROUP INC COM		01/14/2016	VARIOUS	641,000	105,824	XXX	0	L
382550101	GOODYEAR TIRE & RUBR CO COM		01/14/2016	Investment Tech Group	238,000	6,566	XXX	0	L
384802104	GRAINGER W W INC COM		01/14/2016	Investment Tech Group	17,000	3,194	XXX	0	L
410345102	HANESBRANDS INC		01/14/2016	Investment Tech Group	326,000	9,617	XXX	0	L
413086109	HARMAN INTL INDS INC NEW COM		01/14/2016	Investment Tech Group	142,000	11,333	XXX	0	L
413875105	HARRIS CORP DEL COM		01/14/2016	Investment Tech Group	56,000	4,747	XXX	0	L
416515104	HARTFORD FINL SVCS GROUP INC		01/14/2016	Investment Tech Group	171,000	6,826	XXX	0	L
418056107	HASBRO INC COM		01/14/2016	Investment Tech Group	98,000	6,805	XXX	0	L
40412C101	HCA HOLDINGS INC		01/14/2016	Investment Tech Group	140,000	9,199	XXX	0	L
40414L109	HCP INC COM		01/14/2016	Investment Tech Group	413,000	14,946	XXX	0	L
423452101	HELMERICH & PAYNE INC		01/14/2016	Investment Tech Group	95,000	4,363	XXX	0	L
427866108	HERSHEY FOODS CORP		01/14/2016	Investment Tech Group	31,000	4,526	XXX	0	L
437076102	HOME DEPOT INC COM		01/14/2016	Investment Tech Group	108,000	9,084	XXX	0	L
438516106	HONEYWELL INTL INC COM		01/14/2016	VARIOUS	925,000	115,966	XXX	0	L
444859102	HUMANA INC COM		01/12/2016	Merrill Lynch	639,000	62,761	XXX	0	L
446150104	HUNTINGTON BANCSHARES INC		01/14/2016	Investment Tech Group	206,000	35,152	XXX	0	L
452308109	ILLINOIS TOOL WKS INC COM		01/14/2016	Investment Tech Group	1,957,000	19,100	XXX	0	L
452327109	ILLUMINA INC		01/14/2016	Investment Tech Group	286,000	23,791	XXX	0	L
458140100	INTEL CORP CALIF COM		01/14/2016	VARIOUS	3,267,000	105,776	XXX	0	L
45866F104	INTERCONTINENTALEXCHANGE GROUP		01/12/2016	Merrill Lynch	114,000	28,780	XXX	0	L
460146103	INTERNATIONAL PAPER CO COM		01/14/2016	Investment Tech Group	358,000	12,970	XXX	0	L
460690100	INTERPUBLIC GROUP COS INC COM		01/14/2016	Investment Tech Group	173,000	3,806	XXX	0	L
459506101	INTL FLAVORS & FRAGRANCES INC		01/14/2016	Investment Tech Group	71,000	8,291	XXX	0	L
461202103	INTUIT COM		01/14/2016	VARIOUS	362,000	34,045	XXX	0	L
46120E602	INTUITIVE SURGICAL INC		01/14/2016	Investment Tech Group	18,000	9,793	XXX	0	L
G491BT108	INVESCO LTD SHS		01/14/2016	Investment Tech Group	224,000	6,500	XXX	0	L
46284V101	IRON MTN INC PA COM		01/14/2016	Investment Tech Group	172,000	4,275	XXX	0	L
46625H100	J P MORGAN CHASE & CO		01/14/2016	VARIOUS	2,254,000	131,827	XXX	0	L
469814107	JACOBS ENGR GROUP INC COM		01/14/2016	Investment Tech Group	108,000	4,166	XXX	0	L
445658107	JB HUNT TRANSPORT SERVICES INC		01/14/2016	Investment Tech Group	79,000	5,172	XXX	0	L

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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)
832696405	JM SMUCKER COMPANY		01/14/2016	Investment Tech Group	87,000	10,474	XXX	0	L
478160104	JOHNSON & JOHNSON COM		01/14/2016	VARIOUS	2,075,000	203,951	XXX	0	L
478366107	JOHNSON CTLS INC COM		01/14/2016	VARIOUS	1,055,000	37,415	XXX	0	L
48203R104	JUNIPER NETWORKS INC COM		01/14/2016	Investment Tech Group	277,000	7,196	XXX	0	L
487836108	KELLOGG CO COM		01/14/2016	Investment Tech Group	115,000	8,200	XXX	0	L
49271M100	KEURIG GREEN MOUNTAIN INC		01/14/2016	Investment Tech Group	12,000	1,063	XXX	0	L
493267108	KEYCORP NEW COM		01/14/2016	Investment Tech Group	313,000	3,673	XXX	0	L
494368103	KIMBERLY CLARK CORP COM		01/12/2016	Merrill Lynch	302,000	37,930	XXX	0	L
494566B101	KINDER MORGAN INC/DELAWARE		01/14/2016	VARIOUS	4,729,000	63,935	XXX	0	L
482480100	KLA TENCOR CORP		01/14/2016	Investment Tech Group	135,000	8,867	XXX	0	L
500255104	KOHL'S CORP COM		01/14/2016	Investment Tech Group	150,000	7,499	XXX	0	L
500754106	KRAFT HEINZ CO/THE		01/14/2016	Investment Tech Group	448,000	31,804	XXX	0	L
501044101	KROGER CO COM		01/14/2016	VARIOUS	844,000	34,586	XXX	0	L
502424104	L-3 COMMUNICATIONS HLDGS INC		01/14/2016	Investment Tech Group	29,000	3,307	XXX	0	L
50540R409	LABORATORY CORP AMER HLDGS		01/14/2016	Investment Tech Group	46,000	5,128	XXX	0	L
512807108	LAM RESEARCH CORP		01/14/2016	Investment Tech Group	138,000	9,689	XXX	0	L
524901105	LEGG MASON INC		01/14/2016	Investment Tech Group	44,000	1,425	XXX	0	L
524660107	LEGGITT & PLATT INC COM		01/14/2016	Investment Tech Group	394,000	15,134	XXX	0	L
526057104	LENNAR CORP COM		01/14/2016	Investment Tech Group	169,000	6,954	XXX	0	L
52729N308	LEVEL 3 COMMUNICATIONS INC		01/14/2016	Investment Tech Group	227,000	10,742	XXX	0	L
532457108	LILLY ELI & CO COM		01/14/2016	Investment Tech Group	734,000	58,815	XXX	0	L
501797104	LIMITED INC COM		01/14/2016	Investment Tech Group	181,000	16,748	XXX	0	L
534187109	LINCOLN NATL CORP IND COM		01/14/2016	Investment Tech Group	212,000	8,790	XXX	0	L
539830109	LOCKHEED MARTIN CORP COM		01/14/2016	Investment Tech Group	193,000	41,705	XXX	0	L
540424108	LOEWS CORP COM		01/14/2016	Investment Tech Group	235,000	8,354	XXX	0	L
548661107	LOWES COS INC COM		01/12/2016	Merrill Lynch	750,000	54,787	XXX	0	L
55261F104	M & T BK CORP COM		01/14/2016	Investment Tech Group	125,000	13,319	XXX	0	L
554382101	MAGERICH CO/THE		01/14/2016	Investment Tech Group	119,000	9,264	XXX	0	L
55616P104	MACYS INC COM		01/14/2016	VARIOUS	910,000	34,518	XXX	0	L
65785G107	MALLINCKRODT PLC		01/14/2016	Investment Tech Group	48,000	3,070	XXX	0	L
56565A102	MARATHON PETROLEUM CORP		01/14/2016	Investment Tech Group	466,000	20,001	XXX	0	L
571903202	MARriott INTL INC NEW CL A		01/14/2016	Investment Tech Group	292,000	17,459	XXX	0	L
571748102	MARSH & MCLENNAN COS INC COM		01/14/2016	VARIOUS	898,000	46,916	XXX	0	L
573284106	MARTIN MARIETTA MATERIALS INC		01/14/2016	Investment Tech Group	28,000	3,456	XXX	0	L
574599106	MASCO CORP COM		01/14/2016	Investment Tech Group	40,000	986	XXX	0	L
57636Q104	MASTERCARD INC CL A		01/14/2016	VARIOUS	731,000	66,442	XXX	0	L
577081102	MATTEL INC COM		01/14/2016	Investment Tech Group	299,000	7,894	XXX	0	L
579780206	MCCORMICK & CO NON VOTING		01/14/2016	Investment Tech Group	52,000	4,428	XXX	0	L
580135101	MCDONALDS CORP COM		01/14/2016	Investment Tech Group	375,000	43,110	XXX	0	L
580645109	MCGRAW HILL COS INC COM		01/12/2016	Merrill Lynch	305,000	26,909	XXX	0	L
58155Q103	MCKESSON HBOS INC COM		01/14/2016	Investment Tech Group	227,000	36,508	XXX	0	L
582839106	MEAD JOHNSON NUTRITION CO COM		01/14/2016	VARIOUS	255,000	18,086	XXX	0	L
58933Y105	MERCK & CO INC NEW		01/14/2016	VARIOUS	2,316,000	119,020	XXX	0	L
59156R108	METLIFE INC COM		01/14/2016	VARIOUS	1,805,000	75,939	XXX	0	L
595017104	MICROCHIP TECHNOLOGY INC COM		01/14/2016	Investment Tech Group	164,000	6,842	XXX	0	L
595112103	MICRON TECHNOLOGY INC COM		01/14/2016	VARIOUS	1,635,000	20,668	XXX	0	L
594918104	MICROSOFT CORP COM		01/14/2016	VARIOUS	5,984,000	313,330	XXX	0	L
608190104	MOHAWK INDUSTRIES INC		01/14/2016	Investment Tech Group	35,000	5,999	XXX	0	L
60871R209	MOLSON COORS BREWING CO CL B		01/14/2016	Investment Tech Group	69,000	5,933	XXX	0	L
609207105	MONDELEZ INTERNATIONAL INC		01/12/2016	Merrill Lynch	1,753,000	73,238	XXX	0	L
61166W101	MONSANTO CO NEW COM		01/14/2016	Investment Tech Group	381,000	35,006	XXX	0	L
61174X109	MONSTER BEVERAGE CORP		01/12/2016	Merrill Lynch	206,000	30,356	XXX	0	L
615369105	MOODYS CORP COM		01/14/2016	Investment Tech Group	70,000	6,114	XXX	0	L
617446448	MORGAN STANLEY DEAN WITTER & CO		01/12/2016	Merrill Lynch	761,000	21,458	XXX	0	L

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61945C103	MOSAIC COITHE		01/14/2016	VARIOUS	971,000	23,373	XXX	0	L
620076307	MOTOROLA SOLUTIONS INC		01/14/2016	Investment Tech Group	71,000	4,516	XXX	0	L
626717102	MURPHY OIL CORP COM		01/14/2016	Investment Tech Group	142,000	2,940	XXX	0	L
N59465109	MYLAN N		01/14/2016	VARIOUS	436,000	21,694	XXX	0	L
637071101	NATIONAL-OILWELL INC		01/14/2016	VARIOUS	734,000	21,995	XXX	0	L
63938C108	NAVIENT CORP W/D		01/14/2016	Investment Tech Group	297,000	2,723	XXX	0	L
64110L106	NETFLIX INC		01/14/2016	VARIOUS	289,000	33,560	XXX	0	L
651229106	NEWELL RUBBERMAID INC		01/14/2016	Investment Tech Group	26,000	976	XXX	0	L
651290108	NEWFIELD EXPLORATION CO		01/14/2016	Investment Tech Group	69,000	1,960	XXX	0	L
651639106	NEWMONT MINING CORP COM		01/14/2016	Investment Tech Group	240,000	4,164	XXX	0	L
65249B109	NEWS CORP		01/14/2016	Investment Tech Group	544,000	6,778	XXX	0	L
65249B208	NEWS CORP		01/14/2016	Investment Tech Group	96,000	1,233	XXX	0	L
65339F101	NEXTERA ENERGY INC		01/12/2016	Merrill Lynch	386,000	40,709	XXX	0	L
G6518L108	NIELSEN HOLDINGS PLC		01/14/2016	Investment Tech Group	317,000	14,316	XXX	0	L
654106103	NIKE INC CL B COM		01/14/2016	VARIOUS	1,239,000	74,214	XXX	0	L
655044105	NOBLE ENERGY INC		01/14/2016	VARIOUS	592,000	16,688	XXX	0	L
655844108	NORFOLK SOUTHN CORP COM		01/14/2016	Investment Tech Group	13,000	948	XXX	0	L
666807102	NORTHROP GRUMMAN CORP COM		01/14/2016	Investment Tech Group	128,000	23,693	XXX	0	L
629377508	NRG ENERGY INC		01/14/2016	Investment Tech Group	207,000	2,113	XXX	0	L
67066G104	NVidia CORP COM		01/14/2016	Investment Tech Group	225,000	6,292	XXX	0	L
67103H107	O'REILLY AUTOMOTIVE INC		01/14/2016	Merrill Lynch	134,000	32,234	XXX	0	L
674599105	OCCIDENTAL PETE CORP COM		01/12/2016	VARIOUS	841,000	50,138	XXX	0	L
681919106	OMNICO GROUP INC COM		01/14/2016	Investment Tech Group	213,000	14,965	XXX	0	L
682680103	ONEOK INC		01/14/2016	Investment Tech Group	606,000	13,104	XXX	0	L
68389X105	ORACLE CORPORATION COM		01/14/2016	VARIOUS	3,551,000	124,845	XXX	0	L
693718108	PACCAR INC		01/14/2016	Investment Tech Group	475,000	21,313	XXX	0	L
701094104	PARKER HANNIFIN CORP COM		01/14/2016	Investment Tech Group	114,000	10,375	XXX	0	L
703395103	PATTERSON COS INC		01/14/2016	Investment Tech Group	67,000	2,691	XXX	0	L
704326107	PAYCHEX INC COM		01/14/2016	Investment Tech Group	143,000	6,744	XXX	0	L
70450Y103	PAYPAL HOLDINGS INC		01/12/2016	Merrill Lynch	937,000	30,840	XXX	0	L
712704105	PEOPLES UTID FINL INC COM		01/14/2016	Investment Tech Group	138,000	2,016	XXX	0	L
713448108	PEPSICO INC COM		01/14/2016	VARIOUS	1,074,000	104,623	XXX	0	L
714046109	PERKINELMER INC COM		01/14/2016	Investment Tech Group	274,000	13,182	XXX	0	L
717081103	PFIZER INC COM STK USD0.05		01/14/2016	VARIOUS	4,665,000	145,573	XXX	0	L
69331C108	PG&E CORP COM		01/14/2016	Investment Tech Group	19,000	1,009	XXX	0	L
718172109	PHILIP MORRIS INTL INC COM		01/14/2016	VARIOUS	961,000	84,966	XXX	0	L
718546104	PHILLIPS 66		01/14/2016	Investment Tech Group	296,000	22,943	XXX	0	L
724479100	PITNEY BOWES INC COM		01/14/2016	Investment Tech Group	164,000	3,052	XXX	0	L
693475105	PNC FINANCIAL SERVICES GROUP		01/14/2016	Investment Tech Group	371,000	32,051	XXX	0	L
69351T106	PPL CORP COM		01/14/2016	Investment Tech Group	302,000	10,199	XXX	0	L
740189105	PRECISION CASTPARTS CORP		01/14/2016	Investment Tech Group	61,000	14,162	XXX	0	L
74144T108	PRICE T ROWE GROUP INC COM		01/14/2016	Investment Tech Group	210,000	13,753	XXX	0	L
741503403	PRICELINE.COM INC		01/14/2016	VARIOUS	36,000	41,146	XXX	0	L
742718109	PROCTER & GAMBLE CO COM		01/14/2016	VARIOUS	1,869,000	142,265	XXX	0	L
743315103	PROGRESSIVE CORP OHIO COM		01/14/2016	Investment Tech Group	33,000	1,006	XXX	0	L
74340W103	PROLOGIS INC		01/14/2016	Investment Tech Group	446,000	17,827	XXX	0	L
74460D109	PUBLIC STORAGE INC COM		01/12/2016	Merrill Lynch	184,000	46,026	XXX	0	L
744573106	PUBLIC SVC ENTERPRISE GROUP		01/14/2016	VARIOUS	1,465,000	56,330	XXX	0	L
693656100	PVH CORP		01/14/2016	Investment Tech Group	73,000	5,038	XXX	0	L
74736K101	QORVO INC		01/14/2016	Investment Tech Group	47,000	1,883	XXX	0	L
747525103	QUALCOMM INC		01/12/2016	Merrill Lynch	1,650,000	75,691	XXX	0	L
74762E102	QUANTA SVCS INC COM		01/14/2016	Investment Tech Group	132,000	2,413	XXX	0	L
74834L100	QUEST DIAGNOSTICS INC COM		01/14/2016	Investment Tech Group	127,000	8,451	XXX	0	L
751212101	RALPH LAUREN CORP		01/14/2016	Investment Tech Group	50,000	5,059	XXX	0	L

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755111507	RAYTHEON CO NEW		01/14/2016	Investment Tech Group	222,000	26,882	XXX	0	L
756577102	RED HAT INC COM		01/14/2016	Investment Tech Group	80,000	6,081	XXX	0	L
75886F107	REGENERON PHARMACEUTICALS INC		01/14/2016	Investment Tech Group	59,000	27,728	XXX	0	L
760759100	REPUBLIC SVCS INC COM		01/14/2016	Investment Tech Group	104,000	4,556	XXX	0	L
761713106	REYNOLDS AMERN INC		01/14/2016	Investment Tech Group	1,022,000	48,433	XXX	0	L
770323103	ROBERT HALF INTL INC COM		01/14/2016	Investment Tech Group	287,000	12,266	XXX	0	L
774341101	ROCKWELL COLLINS INC		01/14/2016	Investment Tech Group	58,000	5,072	XXX	0	L
776696106	ROPER INDUSTRIES INC		01/14/2016	Investment Tech Group	5,000	857	XXX	0	L
778296103	ROSS STORES INC COM		01/14/2016	Investment Tech Group	19,000	1,000	XXX	0	L
V7780T103	ROYAL CARIBBEAN CRUISES LTD		01/14/2016	Investment Tech Group	78,000	6,819	XXX	0	L
783549108	RYDER SYS INC COM		01/14/2016	Investment Tech Group	154,000	7,789	XXX	0	L
79466L302	SALESFORCE COM INC		01/12/2016	Merrill Lynch	529,000	39,247	XXX	0	L
80004C101	SANDISK CORP		01/14/2016	Investment Tech Group	170,000	12,332	XXX	0	L
80589M102	SCANA CORP NEW COM		01/14/2016	Investment Tech Group	16,000	969	XXX	0	L
806857108	SCHLUMBERGER LTD COM		01/14/2016	VARIOUS	1,722,000	110,388	XXX	0	L
808513105	SCHWAB CHARLES CORP NEW COM		01/14/2016	Investment Tech Group	517,000	14,309	XXX	0	L
G7945M107	SEAGATE TECHNOLOGY		01/14/2016	VARIOUS	602,000	18,786	XXX	0	L
81211K100	SEALED AIR CORP NEW COM		01/12/2016	Merrill Lynch	501,000	20,751	XXX	0	L
816851109	SEMPRA ENERGY COM		01/14/2016	VARIOUS	499,000	44,957	XXX	0	L
G81276100	SIGNET JEWELERS LTD		01/14/2016	Investment Tech Group	35,000	4,366	XXX	0	L
828806109	SIMON PTY GROUP INC NEW COM		01/12/2016	Merrill Lynch	259,000	48,066	XXX	0	L
842587107	SOUTHERN CO COM		01/14/2016	Investment Tech Group	684,000	32,203	XXX	0	L
844741108	SOUTHWEST AIRLS CO COM		01/12/2016	Merrill Lynch	530,000	22,382	XXX	0	L
845467109	SOUTHWESTERN ENERGY CO (DEL)		01/14/2016	Investment Tech Group	300,000	1,980	XXX	0	L
78462F103	SPDR TR UNIT SER 1 STANDARD &		01/06/2016	Investment Tech Group	38,169,000	7,616,254	XXX	0	L
847560109	SPECTRA ENERGY CORP COM		01/14/2016	Investment Tech Group	596,000	15,126	XXX	0	L
790849103	ST JUDE MED INC COM		01/14/2016	VARIOUS	474,000	27,701	XXX	0	L
85030102	STAPLES INC COM		01/14/2016	Investment Tech Group	1,864,000	17,180	XXX	0	L
855244109	STARBUCKS CORP COM		01/14/2016	VARIOUS	1,116,000	65,808	XXX	0	L
85590A401	STARWOOD HOTELS & RESORTS COM		01/12/2016	Merrill Lynch	291,000	18,770	XXX	0	L
857471103	STATE STREET CORP		01/14/2016	Investment Tech Group	331,000	19,056	XXX	0	L
858912108	STERICYCLE INC COM		01/14/2016	Investment Tech Group	208,000	24,049	XXX	0	L
867914103	SUNTRUST BKS INC		01/14/2016	Investment Tech Group	210,000	8,064	XXX	0	L
871503108	SYMANTEC CORP COM		01/14/2016	Investment Tech Group	1,218,000	24,823	XXX	0	L
87165B103	SYNCHRONY FINANCIAL		01/12/2016	Merrill Lynch	692,000	19,820	XXX	0	L
871829107	SYSCO CORP COM		01/14/2016	Investment Tech Group	177,000	7,126	XXX	0	L
87612E106	TARGET CORP COM		01/14/2016	VARIOUS	893,000	64,958	XXX	0	L
87901J105	TEGNA INC		01/14/2016	Investment Tech Group	187,000	4,409	XXX	0	L
88033G407	TENET HEALTHCARE CORP		01/14/2016	Investment Tech Group	44,000	1,046	XXX	0	L
88076W103	TERADATA CORP DEL COM		01/14/2016	Investment Tech Group	385,000	8,786	XXX	0	L
881609101	TESORO PETE CORP		01/14/2016	Investment Tech Group	48,000	4,466	XXX	0	L
882508104	TEXAS INSTRS INC COM		01/14/2016	Investment Tech Group	438,000	21,909	XXX	0	L
883203101	TEXTRON INC COM		01/14/2016	Investment Tech Group	472,000	17,714	XXX	0	L
883556102	THERMO ELECTRON CORP COM		01/12/2016	Merrill Lynch	314,000	42,783	XXX	0	L
886547108	TIFFANY & CO NEW COM		01/14/2016	VARIOUS	242,000	16,447	XXX	0	L
88732J207	TIME WARNER CABLE INC COM		01/14/2016	Investment Tech Group	135,000	24,416	XXX	0	L
887317303	TIME WARNER INC NEW COM NEW		01/14/2016	VARIOUS	1,137,000	80,430	XXX	0	L
872540109	TJX COS INC NEW COM		01/12/2016	Merrill Lynch	553,000	37,929	XXX	0	L
891027104	TORCHMARK CORP		01/14/2016	Investment Tech Group	99,000	5,315	XXX	0	L
891906109	TOTAL SYS SVCS INC		01/14/2016	Investment Tech Group	22,000	1,002	XXX	0	L
892356106	TRACTOR SUPPLY CO		01/14/2016	Investment Tech Group	12,000	988	XXX	0	L
89417E109	TRAVELERS COS INC COM		01/14/2016	Investment Tech Group	216,000	23,157	XXX	0	L
896945201	TRIPADVISOR INC		01/14/2016	Investment Tech Group	50,000	3,571	XXX	0	L
90130A200	TWENTY-FIRST CENTURY FOX INC		01/14/2016	Investment Tech Group	382,000	10,173	XXX	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)
G91442106	TYCO INTERNATIONAL PLC		01/14/2016	Investment Tech Group	377,000	11,434	XXX	0	L
902494103	TYSON FOODS INC CL A		01/14/2016	Investment Tech Group	114,000	6,041	XXX	0	L
902973304	U S BANCORP DEL NEW		01/14/2016	Investment Tech Group	1,217,000	48,437	XXX	0	L
904311107	UNDER ARMOUR INC		01/14/2016	VARIOUS	346,000	24,138	XXX	0	L
907818108	UNION PAC CORP COM		01/12/2016	Merrill Lynch	1,359,000	102,248	XXX	0	L
910047109	UNITED CONTINENTAL HOLDINGS IN		01/14/2016	Investment Tech Group	241,000	11,358	XXX	0	L
91324P102	UNITED HEALTH GROUP INC COM		01/14/2016	VARIOUS	716,000	79,866	XXX	0	L
911363109	UNITED RENTALS INC		01/14/2016	VARIOUS	186,000	11,160	XXX	0	L
91529Y106	UNIMPROVIDENT CORP		01/14/2016	Investment Tech Group	209,000	6,097	XXX	0	L
917047102	URBAN OUTFITTERS INC		01/14/2016	Investment Tech Group	251,000	5,331	XXX	0	L
91913Y100	VALERO ENERGY CORP COM NEW		01/14/2016	Investment Tech Group	204,000	13,532	XXX	0	L
92220P105	VARIAN MED SYS INC COM		01/14/2016	Investment Tech Group	81,000	6,125	XXX	0	L
92276F100	VENTAS INC		01/14/2016	Investment Tech Group	149,000	8,123	XXX	0	L
92343E102	VERISIGN INC COM		01/14/2016	Investment Tech Group	87,000	6,559	XXX	0	L
92345Y106	VERISK ANALYTICS INC		01/14/2016	Investment Tech Group	70,000	5,050	XXX	0	L
92343V104	VERIZON COMMUNICATIONS COM		01/14/2016	VARIOUS	3,725,000	166,666	XXX	0	L
92552F100	VERTEX PHARMACEUTICALS INC		01/14/2016	Investment Tech Group	187,000	18,683	XXX	0	L
92826C839	VISA INC COM CL A		01/14/2016	VARIOUS	1,483,000	110,167	XXX	0	L
929042109	VORNADO RLTY TR COM		01/14/2016	Investment Tech Group	79,000	7,340	XXX	0	L
929160109	VULCAN MATLS CO COM		01/14/2016	Investment Tech Group	11,000	932	XXX	0	L
931427108	WALGREENS BOOTS ALLIANCE INC		01/14/2016	VARIOUS	649,000	52,907	XXX	0	L
94106L109	WASTE MGMT INC DEL COM		01/14/2016	Investment Tech Group	229,000	11,979	XXX	0	L
941848103	WATERS CORP COM		01/14/2016	Investment Tech Group	8,000	1,008	XXX	0	L
92399U106	WEC ENERGY GROUP INC		01/14/2016	Investment Tech Group	19,000	991	XXX	0	L
949746101	WELLS FARGO & CO NEW COM		01/14/2016	VARIOUS	4,103,000	207,655	XXX	0	L
95040Q104	WELLTOWER INC		01/14/2016	Investment Tech Group	159,000	10,551	XXX	0	L
958102105	WESTERN DIGITAL CORP DEL COM		01/14/2016	Investment Tech Group	206,000	10,165	XXX	0	L
959802109	WESTERN UN CO COM		01/14/2016	Investment Tech Group	435,000	7,360	XXX	0	L
96145D105	WESTROCK CO		01/14/2016	VARIOUS	705,000	27,377	XXX	0	L
962166104	WEYERHAEUSER CO COM		02/22/2016	VARIOUS	1,001,600	25,541	XXX	0	L
963320106	WHIRLPOOL CORP COM		01/14/2016	Investment Tech Group	69,000	9,138	XXX	0	L
966837106	WHOLE FOODS MKT INC		01/14/2016	Investment Tech Group	286,000	8,168	XXX	0	L
969457100	WILLIAMS COS INC COM		01/14/2016	VARIOUS	1,276,000	21,352	XXX	0	L
G96629103	WILLIS TOWERS WATSON PLC		01/14/2016	VARIOUS	398,000	45,670	XXX	0	L
983134107	WYNN RESORTS LTD		01/14/2016	Investment Tech Group	71,000	3,632	XXX	0	L
98389B100	XCEL ENERGY INC COM		01/14/2016	Investment Tech Group	27,000	989	XXX	0	L
984121103	XEROX CORP COM		01/14/2016	Investment Tech Group	737,000	6,799	XXX	0	L
983919101	XILINX INC COM		01/14/2016	Investment Tech Group	224,000	9,383	XXX	0	L
98956P102	ZIMMER HOLDINGS		01/14/2016	VARIOUS	319,000	32,059	XXX	0	L
989701107	ZIONS BANCORP		01/14/2016	Investment Tech Group	88,000	2,017	XXX	0	L
98978V103	ZOETIS INC		01/14/2016	Investment Tech Group	197,000	8,579	XXX	0	L
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					XXX	20,619,330	XXX	0	XXX
9799997 Subtotal - Common Stocks - Part 3					XXX	20,619,330	XXX	0	XXX
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					XXX	XXX	XXX	XXX	XXX
9799999 Subtotal - Common Stocks					XXX	20,619,330	XXX	0	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX	20,619,330	XXX	0	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	65,296,483	XXX	64,050	XXX

(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	Change in Book/Adjusted Carrying Value				16 Book/Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation 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)								15 Total Foreign Exchange Change in B./A.C.V.
744320102	PRUDENTIAL FINL INC		01/12/2016	Investment Tech Group	492,000	35,863	XXX	40,054	40,054	0	0	0	0	40,054	0	(4,191)	(4,191)	0	XXX	L	
83088M102	SKYWORX SOLUTIONS INC		01/12/2016	Investment Tech Group	326,000	21,636	XXX	25,047	25,047	0	0	0	0	25,047	0	(3,411)	(3,411)	0	XXX	L	
78462F103	SPDR TR UNIT SER 1 STANDARD &		01/12/2016	Investment Tech Group	38,169,000	7,345,729	XXX	7,616,254	7,616,254	0	0	0	0	7,616,254	0	(270,524)	(270,524)	0	XXX	L	
918204108	V F CORP COM		01/12/2016	VARIOUS	580,000	33,294	XXX	36,105	36,105	0	0	0	0	36,105	0	(2,811)	(2,811)	0	XXX	L	
962166104	WEYERHAEUSER CO COM		03/22/2016	Merrill Lynch	0.600	14	XXX	15	15	0	0	0	0	15	0	0	0	0	XXX	L	
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)				XXX	8,111,400	XXX	8,383,037	608,479	0	0	0	(44,570)	8,383,037	0	(271,637)	(271,637)	827	XXX	XXX	
9799997	Subtotal - Common Stocks - Part 4				XXX	8,111,400	XXX	8,383,037	608,479	0	0	0	(44,570)	8,383,037	0	(271,637)	(271,637)	827	XXX	XXX	
9799998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				XXX	XXX	XXX	XXX	XXX	0	0	0	XXX	XXX	0	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Subtotal - Common Stocks				XXX	8,111,400	XXX	8,383,037	608,479	0	0	0	(44,570)	8,383,037	0	(271,637)	(271,637)	827	XXX	XXX	
9899999	Subtotal - Preferred and Common Stocks				XXX	8,111,400	XXX	8,383,037	608,479	0	0	0	(44,570)	8,383,037	0	(271,637)	(271,637)	827	XXX	XXX	
9999999	Total - Bonds, Preferred and Common Stocks				XXX	49,380,398	XXX	49,387,213	40,113,970	0	0	0	(184,982)	48,725,072	0	(944,674)	(944,674)	2,381,693	XXX	XXX	

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

SCHEDULE DB - PART A - SECTION 1

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

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

(a)

1 Code	2 Description of Hedged Risk(s)
	NONE

(b)

1 Code	2 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	XXX

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

(a)	1	
	Code	NONE

(b)	1	
	Code	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			
NONE										
0999999 Gross Total			0	0	0	0	0	0	0	0
1. Offset per SSAP No. 64				0	0	0	0	0	0	0
2. Net after right of offset per SSAP No. 64				0	0	0	0	0	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	10,725,367	12,488,681	11,761,862	X X X
US Bank - Disbursing	Nashville, TN		0.000	0	0	(988,897)	(1,038,450)	62,414,932	X X X
US Bank - Funding	Nashville, TN		0.000	0	0	(2,276,552)	(67,663,379)	(65,754,220)	X X X
US Bank - TCS	Nashville, TN		0.000	0	0	15,597,513	16,625,722	15,528,101	X X X
US Bank - VSHP Holding	Nashville, TN		0.000	0	0	685,164	685,187	685,209	X X X
US Bank - CoverKids	Nashville, TN		0.000	0	0	1,127,245	2,409,462	2,935,460	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	14,629	22,787	3,116	X X X
0199999 Totals - Open Depositories		X X X	X X X	0	0	24,884,469	(36,469,990)	27,574,460	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	24,884,469	(36,469,990)	27,574,460	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	24,884,469	(36,469,990)	27,574,460	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

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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.....	374,418	(70,655)	(13,757)	(14,444)		275,562
0399999 Premiums due and unpaid from Medicare entities.....						
Medicaid Entities:						
ACA Fee Premium Receivable.....				50,374,452		50,374,452
State of Tennessee Premium Withhold Receivable	4,452,652					4,452,652
Premium Accrual.....	6,472,664	5,086,087	4,308,347	(4,532,528)		11,334,570
0499997 Subtotal - Medicaid Entities:.....	10,925,316	5,086,087	4,308,347	45,841,924	-	66,161,674
0499999 Premiums due and unpaid from Medicaid entities.....	-	-	-	-	-	-
0599999 Accident and health premiums due and unpaid (Page 2, Line 15).....	11,299,734	5,015,432	4,294,590	45,827,480	-	66,437,236

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of debtor	2 1 - 30 days	3 31 - 60 days	4 61 - 90 days	5 Over 90 days	6 Nonadmitted	7 Admitted
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed.....	850,590	809,543	790,965	930,895	930,895	2,451,098
0199999 Subtotal - Pharmaceutical Rebate Receivables.....	850,590	809,543	790,965	930,895	930,895	2,451,098
Provider Receivables	-	-	-	2,400,489	2,400,489	-
0299998 Claim Overpayment Receivables - Not Individually Listed.....	-	-	-	2,400,489	2,400,489	-
0299999 Subtotal - Claim Overpayment Receivables.....	-	-	-	2,400,489	2,400,489	-
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.....	850,590	809,543	790,965	3,331,384	3,331,384	2,451,098

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	47,182,149	47,182,149	-
0199999 Total - Individually listed payables	.....XXX	47,182,149	47,182,149	-
0299999 Payables not individually listed	.....XXX	.....	.....	.....
0399999 Total gross payables	.....XXX	47,182,149	47,182,149	-