

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

**of
Chattanooga
in the state of
Tennessee**

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

**FOR THE QUARTER ENDED
SEPTEMBER 30, 2016**

2016



QUARTERLY STATEMENT
AS OF SEPTEMBER 30, 2016
OF THE CONDITION AND AFFAIRS OF THE
Volunteer State Health Plan, Inc.

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

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
Kristy Leanne White	Assistant Secretary #

ADMINISTRATIVE OFFICERS

Jeanne James MD, VP, Chief Medical 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.

<u>Amber Jeanine Cambron</u> <small>(Signature)</small>	<u>Shelia Dian Clemons</u> <small>(Signature)</small>	_____ <small>(Signature)</small>
Amber Jeanine Cambron <small>(Printed Name)</small>	Shelia Dian Clemons <small>(Printed Name)</small>	_____ <small>(Printed Name)</small>
1. President & Chief Executive Officer <small>(Title)</small>	2. Secretary <small>(Title)</small>	3. <small>(Title)</small>

Subscribed and sworn to before me this 9 day of November, 2016

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

Ellen M. Stapp
(Notary Public Signature)



My commission expires February 22, 2017

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	365,320,932	0	365,320,932	368,625,687
2. Stocks:				
2.1 Preferred stocks	10,763,278	0	10,763,278	0
2.2 Common stocks	51,398,754	0	51,398,754	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 (\$.....56,523,931), cash equivalents (\$.....0) and short-term investments (\$.....88,111,982)	144,635,913	0	144,635,913	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	33,020	0	33,020	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)	572,151,897	0	572,151,897	759,038,081
13. Title plants less \$.....0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	2,460,807	0	2,460,807	2,727,694
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	91,434,712	0	91,434,712	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 (\$.....3,916,386) and contracts subject to redetermination (\$.....0)	3,916,386	0	3,916,386	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	31,362,730	0	31,362,730	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	7,168,033	0	7,168,033	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 (\$.....1,901,308) and other amounts receivable	7,205,392	5,304,084	1,901,308	771,404
25. Aggregate write-ins for other-than-invested assets	454,773	454,773	0	0
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	716,154,730	5,758,857	710,395,873	805,478,036
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. TOTAL (Lines 26 and 27)	716,154,730	5,758,857	710,395,873	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	454,773	454,773	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)	454,773	454,773	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)	192,876,937	0	192,876,937	190,476,505
2. Accrued medical incentive pool and bonus amounts	602,482	0	602,482	694,583
3. Unpaid claims adjustment expenses	7,531,462	0	7,531,462	7,834,589
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	451,221	0	451,221	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	18,063,276	0	18,063,276	169,792,096
9. General expenses due or accrued	20,866,783	0	20,866,783	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	32,480	0	32,480	10,919
13. Remittances and items not allocated	4,959,588	0	4,959,588	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	42,580,207	0	42,580,207	34,160,004
16. Derivatives	0	0	0	0
17. Payable for securities	7,628,839	0	7,628,839	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	268,315	0	268,315	391,067
23. Aggregate write-ins for other liabilities (including \$.....0 current)	38,304,146	0	38,304,146	44,522,993
24. Total liabilities (Lines 1 to 23)	334,165,736	0	334,165,736	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	220,930,137	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	376,230,137	330,831,416
34. Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	710,395,873	805,478,036
DETAILS OF WRITE-INS				
2301. Insured Premium Tax Payable	37,969,697	0	37,969,697	37,246,661
2302. Pending Escheatment to State	334,449	0	334,449	301,296
2303. Due State of Tennessee, Premium Payable	0	0	0	6,975,036
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	38,304,146	0	38,304,146	44,522,993
2501. ACA 2016 Annual Assessment Fee	X X X	X X X	0	31,512,055
2502.	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	4,899,324	4,391,289	5,967,655
2. Net premium income (including \$.....0 non-health premium income)	X X X	1,808,862,616	1,626,181,034	2,197,139,098
3. Change in unearned premium reserves and reserves for rate credits	X X X	(51,221)	(1,050,000)	(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	1,808,811,395	1,625,131,034	2,196,739,098
Hospital and Medical:				
9. Hospital/medical benefits	0	1,041,928,388	975,553,064	1,325,453,190
10. Other professional services	0	307,670,353	254,053,947	366,198,098
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	82,502,131	42,736,407	40,126,513
13. Prescription drugs	0	9,616,968	3,903,523	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	1,782,033	728,544	1,918,045
16. Subtotal (Lines 9 to 15)	0	1,443,499,873	1,276,975,485	1,740,316,163
Less:				
17. Net reinsurance recoveries	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	1,443,499,873	1,276,975,485	1,740,316,163
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$.....45,161,291 cost containment expenses	0	77,563,059	83,866,817	109,775,251
21. General administrative expenses	0	192,497,211	167,207,099	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	1,713,560,143	1,528,049,401	2,069,886,568
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	95,251,252	97,081,633	126,852,530
25. Net investment income earned	0	6,243,785	2,999,661	4,799,222
26. Net realized capital gains (losses) less capital gains tax of \$.....0	0	(1,139,801)	1,460,273	596,093
27. Net investment gains or (losses) (Lines 25 plus 26)	0	5,103,984	4,459,934	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	100,355,236	101,541,567	132,247,845
31. Federal and foreign income taxes incurred	X X X	34,701,918	35,121,378	57,035,301
32. Net income (loss) (Lines 30 minus 31)	X X X	65,653,318	66,420,189	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	65,653,318	66,420,189	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	5,037,020	(1,384,688)	1,338,448
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(11,301,011)	(8,641,282)	2,428,692
39. Change in nonadmitted assets	(1,990,606)	(2,124,931)	(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	(17,000,000)	(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	(12,000,000)	(59,800,000)	(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)	45,398,721	(22,530,712)	777,041
49. Capital and surplus end of reporting period (Line 33 plus 48)	376,230,137	307,523,663	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			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	209,309	649,078	744,786
Estimated Revenues:			
1. TennCare Capitation	106,472,584	318,610,039	431,908,069
2. Investment	-	-	-
3. Other Revenues	-	-	-
4. Total Estimated Revenues (Lines 1 to 3)	106,472,584	318,610,039	431,908,069
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	285,298	810,882	1,145,405
6. Fee-for Service Physician Services	11,251,677	34,940,699	49,229,461
7. Inpatient Hospital Services	13,149,315	42,416,608	64,142,338
8. Outpatient Hospital Services	8,462,241	26,229,534	37,676,211
9. Emergency Room Services	(8,836)	(2,931)	4,380,237
10. Dental Services	87	103	348
11. Vision Services	131,248	365,452	470,989
12. Pharmacy Services	-	-	-
13. Home Health Services	33,485,077	97,600,902	126,509,031
14. Chiropractic Services	-	-	-
15. Radiology Services	308,850	945,929	1,217,488
16. Laboratory Services	214,466	660,100	1,006,424
17. Durable Medical Equipment Services	6,574,965	18,446,922	23,783,658
18. Transportation Services	1,099,975	3,443,014	4,717,196
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	100,468	117,206	206,650
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	166,283	549,450	351,293
23. HCBS Services	1,820	3,279	1,350
24. Other Medical and Hospital Services - Write-Ins	2,076,790	4,483,228	6,256,178
25. Subtotal Medical and Hospital (Lines 5 to 24)	77,299,724	231,010,377	321,094,257
Mental Health and Substance Abuse Services			
26. Inpatient Psychiatric Facility Services	2,124,932	6,224,088	8,510,141
27. Inpatient Substance Abuse Treatment and Detox	3,911	144,636	309,883
28. Outpatient Mental Health Services	5,791,647	17,788,721	21,505,410
29. Outpatient Substance Abuse Treatment and Detox	-	-	(10,599)
30. Housing/Residential Treatment	3,157,046	9,203,618	9,517,966
31. Specialized Crisis Services	283,448	890,575	1,126,111
32. Psychiatric Rehab and Support Services	119,163	322,400	358,285
33. Case Management	1,719,867	5,399,272	7,892,708
34. Forensics	-	-	-
35. Other Judicial	-	-	-
36. Pharmacy	-	-	-
37. Lab Services	22,222	83,477	80,027
38. Transportation	-	-	-
39. Medical Incentive Pool and Withhold Adjustments	-	-	-
40. Occupancy, Depreciation and Amortization	-	-	-
41. Other Mental Health and Substance Abuse Services	436,570	977,725	1,917,066
42. PCP and Specialist Services	-	-	-
43. Other Mental Health Services - Write-Ins	-	-	-
44. Subtotal MH & SAS (Lines 26 to 43)	13,658,806	41,034,512	51,206,998
45. Value Based Payouts	419,747	419,747	-
46. Value Based Recoveries	-	-	-
47. Subtotal Hospital, Medical, MH&SAS (Lines 25, 44, 45 and 46)	91,378,277	272,464,636	372,301,255
LESS:			
48. Net Reinsurance Recoveries Incurred	-	-	-
49. Copayments	5,113	19,562	16,275
50. Subrogation and Coordination of Benefits	-	-	60,511
51. Subtotal Reinsurance, Copay, Subrogation (Lines 48 to 50)	5,113	19,562	76,786
52. Total Hospital, Medical, MH&SAS (Lines 47 and 51)	91,373,164	272,445,074	372,224,469
Administration:			
53. Compensation	4,250,044	14,193,438	18,291,925
54. Marketing	19,749	65,954	84,999
55. Interest Expense	-	-	-
56. Premium Tax Expense	6,388,355	19,116,602	24,877,407
57. Occupancy, Depreciation, and Amortization	287,937	961,592	1,239,260
58. Other Administration - Write-Ins	1,831,922	6,117,887	7,884,482
59. Total Administration Expenses (Lines 53 to 58)	12,778,007	40,455,473	52,378,073
60. Total Expenses (Lines 52 and 59)	104,151,171	312,900,547	424,602,542
61. Extraordinary Item	-	-	-
62. Provision for Income Tax	1,051,312	1,688,575	2,685,705
63. Net Income (Loss) (Line 4 Less Lines 60, 61 and 62)	1,270,101	4,020,917	4,619,822
Write-Ins for Other Expense			
Detail of Other Revenues			
0301.	-	-	-
0399. Total Other Revenues	-	-	-
Detail of Other Medical and Hospital:			
2401. PT/OT/ST, Supplies, Prosthetics, etc.	1,404,451	4,018,794	5,567,266
2402. Bad Debt Expense	672,339	464,434	688,912
2403. Out of Area Claims Expense	-	-	-
2499. Total Other Medical and Hospital	2,076,790	4,483,228	6,256,178
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5801. Equipment Rental	763,819	2,550,849	3,287,429
5802. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	339,768	1,134,690	1,462,342
5803. Auditing, Actuarial, and Other Consulting	273,726	914,134	1,178,099
5804. Outsourced Services	222,668	743,622	958,349
5805. Postage/Telephone	155,534	519,422	669,410
5806. Printing and Stationary	76,407	255,170	328,853
5899. Total Other Administration	1,831,922	6,117,887	7,884,482

Report #2A: BlueCare West Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	462,223	1,378,226	1,766,682
Estimated Revenues:			
1. TennCare Capitation	149,456,646	445,996,969	613,184,517
2. Investment	533,166	1,473,579	1,612,713
3. Other Revenues	156,009	12,887,588	17,982,486
4. Total Estimated Revenues (Lines 1 to 3)	150,145,821	460,358,136	632,779,716
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	23,450,025	71,102,715	92,954,767
7. Inpatient Hospital Services	21,296,871	59,700,897	80,285,098
8. Outpatient Hospital Services	19,727,269	56,498,721	60,906,215
9. Emergency Room Services	(413,932)	1,107,240	13,025,021
10. Dental Services	-	-	-
11. Vision Services	147,259	399,804	467,948
12. Pharmacy Services	-	-	-
13. Home Health Services	5,916,963	16,689,751	23,266,307
14. Chiropractic Services	-	-	-
15. Radiology Services	1,112,099	3,103,757	4,167,195
16. Laboratory Services	929,562	2,781,167	3,769,854
17. Durable Medical Equipment Services	1,917,780	6,011,212	7,684,658
18. Transportation Services	2,979,642	9,260,538	12,326,843
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	432,231	519,603	423,586
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	20,774,904	62,774,602	95,626,543
23. HCBS Services	12,691,170	36,917,829	47,146,468
24. ECF	139	139	-
25. Other Medical and Hospital Services - Write-Ins	3,349,947	9,829,590	11,650,834
26. Subtotal Medical and Hospital (Lines 5 to 25)	114,311,929	336,697,565	453,701,337
Mental Health and Substance Abuse Services			
27. Inpatient Psychiatric Facility Services	2,449,636	6,950,837	9,736,642
28. Inpatient Substance Abuse Treatment and Detox	143,423	677,722	941,938
29. Outpatient Mental Health Services	2,073,240	6,169,372	8,120,362
30. Outpatient Substance Abuse Treatment and Detox	-	-	(10,310)
31. Housing/Residential Treatment	4,101,546	10,204,933	11,987,735
32. Specialized Crisis Services	498,412	1,363,034	1,717,280
33. Psychiatric Rehab and Support Services	300,468	803,499	1,142,366
34. Case Management	1,358,133	3,872,584	6,160,117
35. Forensics	-	-	-
36. Other Judicial	-	-	-
37. Pharmacy	-	-	-
38. Lab Services	31,830	107,934	96,358
39. Transportation	-	-	-
40. Medical Incentive Pool and Withhold Adjustments	-	-	-
41. Occupancy, Depreciation and Amortization	-	-	-
42. Other Mental Health and Substance Abuse Services	126,281	429,516	698,068
43. PCP and Specialist Services	-	-	-
44. Other Mental Health Services - Write-Ins	-	-	-
45. Subtotal MH & SAS (Lines 27 to 44)	11,082,969	30,579,431	40,590,556
46. Value Based Payouts	82,719	82,719	-
47. Value Based Recoveries	-	-	-
48. Subtotal Hospital, Medical, MH&SAS (Lines 26, 45, 46 and 47)	125,477,617	367,359,715	494,291,893
LESS:			
49. Net Reinsurance Recoveries Incurred	-	-	-
50. Copayments	7,267	24,636	39,495
51. Subrogation and Coordination of Benefits	-	-	(1,504)
52. Subtotal Reinsurance, Copay, Subrogation (Lines 49 to 51)	7,267	24,636	37,991
53. Total Hospital, Medical, MH&SAS (Lines 48 and 52)	125,470,350	367,335,079	494,253,902
Administration:			
54. Compensation	9,326,538	26,121,613	34,975,095
55. Marketing	43,339	121,382	162,522
56. Health Insurer Fee	28,946	7,807,941	10,814,411
57. Premium Tax Expense	8,976,759	27,533,073	36,330,062
58. Occupancy, Depreciation, and Amortization	631,865	1,769,715	2,369,529
59. Other Administration - Write-Ins	4,020,080	11,259,366	15,075,535
60. Total Administration Expenses (Lines 54 to 59)	23,027,527	74,613,090	99,727,154
61. Total Expenses (Lines 53 and 60)	148,497,877	441,948,169	593,981,056
62. Extraordinary Item	-	-	-
63. Provision for Income Tax	1,058,419	6,687,478	17,820,032
64. Net Income (Loss) (Line 4 Less Lines 61, 62 and 63)	589,525	11,722,489	20,978,628
Write-Ins for Other Expense			
Detail of Other Revenues			
0301. Insurer Provider Revenue	47,374	12,778,953	17,699,527
0302. Pay-for-Performance Bonus	108,635	108,635	282,959
0399. Total Other Revenues	156,009	12,887,588	17,982,486
Detail of Other Medical and Hospital:			
2501. PT/OT/ST, Supplies, Prosthetics, etc.	3,259,251	9,847,838	11,366,645
2502. Bad Debt Expense	90,696	(18,248)	284,278
2503. Out of Area Claims Expense	-	-	(89)
2599. Total Other Medical and Hospital	3,349,947	9,829,590	11,650,834
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5901. Equipment Rental	1,676,171	4,694,589	6,285,737
5902. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	745,607	2,088,284	2,796,073
5903. Auditing, Actuarial, and Other Consulting	600,679	1,682,372	2,252,584
5904. Outsourced Services	488,636	1,368,561	1,832,412
5905. Postage/Telephone	341,314	955,945	1,279,946
5906. Printing and Stationary	167,673	469,615	628,783
5999. Total Other Administration	4,020,080	11,259,366	15,075,535

Report #2A: BlueCare East Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	631,239	1,876,402	2,308,193
Estimated Revenues:			
1. TennCare Capitation	216,353,871	644,624,683	820,992,914
2. Investment	729,409	2,011,603	2,093,614
3. Other Revenues	164,766	19,469,971	25,119,537
4. Total Estimated Revenues (Lines 1 to 3)	217,248,046	666,106,257	848,206,065
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	36,689,237	115,875,880	144,551,528
7. Inpatient Hospital Services	35,066,799	113,235,447	152,739,844
8. Outpatient Hospital Services	25,740,172	73,132,769	76,591,679
9. Emergency Room Services	(343,407)	1,418,188	12,098,387
10. Dental Services	1,808	7,926	8,168
11. Vision Services	207,578	547,744	665,412
12. Pharmacy Services	-	-	-
13. Home Health Services	6,515,139	20,218,295	28,541,432
14. Chiropractic Services	-	-	-
15. Radiology Services	1,461,294	4,535,453	5,616,374
16. Laboratory Services	1,122,551	3,631,220	6,354,609
17. Durable Medical Equipment Services	3,316,598	10,761,061	13,390,742
18. Transportation Services	4,098,300	12,685,895	16,327,825
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	786,486	1,027,630	1,194,818
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	30,469,478	87,393,143	124,613,020
23. HCBS Services	10,243,040	29,703,667	37,679,867
24. ECF	4,419	4,419	-
25. Other Medical and Hospital Services - Write-Ins	4,017,522	12,217,488	14,183,408
26. Subtotal Medical and Hospital (Lines 5 to 25)	159,397,014	486,396,225	634,557,113
Mental Health and Substance Abuse Services			
27. Inpatient Psychiatric Facility Services	1,999,324	5,284,312	6,874,610
28. Inpatient Substance Abuse Treatment and Detox	210,415	533,230	536,917
29. Outpatient Mental Health Services	4,356,932	11,672,085	12,767,324
30. Outpatient Substance Abuse Treatment and Detox	-	-	-
31. Housing/Residential Treatment	3,323,783	8,904,253	11,150,141
32. Specialized Crisis Services	829,758	2,365,300	2,721,849
33. Psychiatric Rehab and Support Services	875,019	2,192,527	2,133,848
34. Case Management	3,577,855	10,693,770	14,140,823
35. Forensics	-	-	-
36. Other Judicial	-	-	-
37. Pharmacy	-	-	-
38. Lab Services	64,550	175,026	164,803
39. Transportation	-	-	-
40. Medical Incentive Pool and Withhold Adjustments	-	-	-
41. Occupancy, Depreciation and Amortization	-	-	-
42. Other Mental Health and Substance Abuse Services	445,039	1,276,522	1,929,800
43. PCP and Specialist Services	-	-	-
44. Other Mental Health Services - Write-Ins	-	-	-
45. Subtotal MH & SAS (Lines 27 to 44)	15,682,675	43,097,025	52,420,115
46. Value Based Payouts	203,891	203,891	-
47. Value Based Recoveries	-	-	-
48. Subtotal Hospital, Medical, MH&SAS (Lines 26, 45, 46 and 47)	175,283,580	529,697,141	686,977,228
LESS:			
49. Net Reinsurance Recoveries Incurred	-	-	-
50. Copayments	16,522	55,245	78,694
51. Subrogation and Coordination of Benefits	-	-	2,561
52. Subtotal Reinsurance, Copay, Subrogation (Lines 49 to 51)	16,522	55,245	81,255
53. Total Hospital, Medical, MH&SAS (Lines 48 and 52)	175,267,058	529,641,896	686,895,973
Administration:			
54. Compensation	11,587,219	32,983,697	44,430,557
55. Marketing	53,844	153,270	206,461
56. Health Insurer Fee	55,892	11,851,372	15,213,006
57. Premium Tax Expense	12,991,118	39,845,679	48,823,100
58. Occupancy, Depreciation, and Amortization	785,023	2,234,614	3,010,126
59. Other Administration - Write-Ins	4,994,514	14,217,170	19,151,182
60. Total Administration Expenses (Lines 54 to 59)	30,467,610	101,285,802	130,834,432
61. Total Expenses (Lines 53 and 60)	205,734,668	630,927,698	817,730,405
62. Extraordinary Item	-	-	-
63. Provision for Income Tax	4,084,300	12,290,343	16,216,932
64. Net Income (Loss) (Line 4 Less Lines 61, 62 and 63)	7,429,078	22,888,216	14,258,728
Write-Ins for Other Expense			
Detail of Other Revenues			
0301. Insurer Provider Revenue	91,476	19,396,681	24,898,537
0302. Pay-for-Performance Bonus	73,290	73,290	221,000
0399. Total Other Revenues	164,766	19,469,971	25,119,537
Detail of Other Medical and Hospital:			
2501. PT/OT/ST, Supplies, Prosthetics, etc.	3,881,464	12,128,381	13,766,692
2502. Bad Debt Expense	136,058	89,107	416,716
2503. Out of Area Claims Expense	-	-	-
2599. Total Other Medical and Hospital	4,017,522	12,217,488	14,183,408
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5901. Equipment Rental	2,082,461	5,927,840	7,985,074
5902. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	926,337	2,636,871	3,551,987
5903. Auditing, Actuarial, and Other Consulting	746,279	2,124,328	2,861,568
5904. Outsourced Services	607,077	1,728,080	2,327,802
5905. Postage/Telephone	424,045	1,207,069	1,625,977
5906. Printing and Stationary	208,315	592,982	798,774
5999. Total Other Administration	4,994,514	14,217,170	19,151,182

Report #2A: BlueCare Middle Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	523,783	1,546,905	1,822,136
Estimated Revenues:			
1. TennCare Capitation	187,399,773	560,785,031	650,417,989
2. Investment	604,794	1,667,066	1,710,498
3. Other Revenues	151,684	15,987,091	-
4. Total Estimated Revenues (Lines 1 to 3)	188,156,251	578,439,188	652,128,487
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	25,431,968	85,047,326	99,058,095
7. Inpatient Hospital Services	28,812,722	89,535,199	118,010,785
8. Outpatient Hospital Services	19,306,944	58,684,464	56,607,810
9. Emergency Room Services	(956,784)	2,522,544	13,692,822
10. Dental Services	66	481	1,976
11. Vision Services	140,382	405,370	450,960
12. Pharmacy Services	-	-	-
13. Home Health Services	1,980,620	5,336,001	5,449,608
14. Chiropractic Services	-	-	-
15. Radiology Services	1,443,163	4,735,565	5,701,213
16. Laboratory Services	548,444	1,973,620	3,000,499
17. Durable Medical Equipment Services	1,746,058	4,994,689	4,983,022
18. Transportation Services	3,504,759	10,542,964	12,409,655
19. Outside Referrals	-	-	-
20. Medical Incentive Pool and Withhold Adj	64,732	44,482	33,815
21. Occupancy, Depreciation and Amortization	-	-	-
22. Nursing Facility Care	38,934,420	113,629,933	111,157,301
23. HCBS Services	7,867,000	21,382,743	15,932,771
24. ECF	2,550	2,550	-
25. Other Medical and Hospital Services - Write-Ins	3,428,030	11,252,033	11,474,377
26. Subtotal Medical and Hospital (Lines 5 to 25)	132,255,074	410,089,964	457,964,709
Mental Health and Substance Abuse Services			
27. Inpatient Psychiatric Facility Services	3,128,395	8,534,244	8,514,503
28. Inpatient Substance Abuse Treatment and Detox	428,173	1,129,683	1,118,947
29. Outpatient Mental Health Services	5,350,545	16,330,143	16,494,934
30. Outpatient Substance Abuse Treatment and Detox	-	-	-
31. Housing/Residential Treatment	2,121,247	5,359,203	4,055,088
32. Specialized Crisis Services	994,312	2,959,375	3,314,610
33. Psychiatric Rehab and Support Services	565,814	1,423,805	1,380,360
34. Case Management	1,389,254	4,016,108	5,068,017
35. Forensics	-	-	-
36. Other Judicial	-	-	-
37. Pharmacy	-	-	-
38. Lab Services	32,314	100,959	99,072
39. Transportation	-	-	-
40. Medical Incentive Pool and Withhold Adjustments	-	-	-
41. Occupancy, Depreciation and Amortization	-	-	-
42. Other Mental Health and Substance Abuse Services	286,375	863,002	1,008,450
43. PCP and Specialist Services	-	-	-
44. Other Mental Health Services - Write-Ins	-	-	-
45. Subtotal MH & SAS (Lines 27 to 44)	14,296,429	40,716,522	41,053,981
46. Value Based Payouts	28,110	28,110	-
47. Value Based Recoveries	-	-	-
48. Subtotal Hospital, Medical, MH&SAS (Lines 26, 45, 46 and 47)	146,579,613	450,834,596	499,018,690
LESS:			
49. Net Reinsurance Recoveries Incurred	-	-	-
50. Copayments	7,339	26,646	39,080
51. Subrogation and Coordination of Benefits	-	-	-
52. Subtotal Reinsurance, Copay, Subrogation (Lines 49 to 51)	7,339	26,646	39,080
53. Total Hospital, Medical, MH&SAS (Lines 48 and 52)	146,572,274	450,807,950	498,979,610
Administration:			
54. Compensation	10,338,751	27,533,164	32,766,691
55. Marketing	48,042	127,941	152,260
56. Health Insurer Fee	92,679	9,768,113	-
57. Premium Tax Expense	11,253,087	34,606,327	37,586,175
58. Occupancy, Depreciation, and Amortization	700,440	1,865,345	2,219,912
59. Other Administration - Write-Ins	4,456,379	11,867,794	14,123,637
60. Total Administration Expenses (Lines 54 to 59)	26,889,378	85,768,684	86,848,675
61. Total Expenses (Lines 53 and 60)	173,461,652	536,576,634	585,828,285
62. Extraordinary Item	-	-	-
63. Provision for Income Tax	5,745,539	13,935,543	24,118,725
64. Net Income (Loss) (Line 4 Less Lines 61, 62 and 63)	8,949,060	27,927,011	42,181,477
Write-Ins for Other Expense			
Detail of Other Revenues			
0301. Insurer Provider Revenue	151,684	15,987,091	-
0302. Pay-for-Performance Bonus	-	-	-
0399. Total Other Revenues	151,684	15,987,091	-
Detail of Other Medical and Hospital:			
2501. PT/OT/ST, Supplies, Prosthetics, etc.	3,352,708	10,962,530	11,447,475
2502. Bad Debt Expense	75,322	289,503	26,902
2503. Out of Area Claims Expense	-	-	-
2599. Total Other Medical and Hospital	3,428,030	11,252,033	11,474,377
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5901. Equipment Rental	1,858,083	4,948,268	5,888,845
5902. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	826,529	2,201,131	2,619,522
5903. Auditing, Actuarial, and Other Consulting	665,872	1,773,285	2,110,352
5904. Outsourced Services	541,668	1,442,516	1,716,710
5905. Postage/Telephone	378,357	1,007,602	1,199,127
5906. Printing and Stationary	185,870	494,992	589,081
5999. Total Other Administration	4,456,379	11,867,794	14,123,637

Report #2A: CoverKids Plan Only			
Member Months	Current Year		Previous Year
	Current Period	Year-to-Date Total	Total
	211,745	644,469	
Estimated Revenues:			
1. CoverKids Revenue	39,907,572	118,524,051	-
2. Investment	-	-	-
3. Other Revenues	-	-	-
4. Total Estimated Revenues (Lines 1 to 3)	39,907,572	118,524,051	-
Estimated Expenses:			
Hospital and Medical (w/o Mental Health)			
5. Capitated Physician Services	-	-	-
6. Fee-for Service Physician Services	12,077,378	35,449,430	-
7. Inpatient Hospital Services	7,328,438	22,515,721	-
8. Outpatient Hospital Services	3,894,747	11,416,495	-
9. Emergency Room Services	-	-	-
10. Dental Services	97,723	221,020	-
11. Vision Services	237,353	709,903	-
12. Pharmacy Services	6,705,036	19,960,191	-
13. Home Health Services	38,125	174,896	-
14. Chiropractic Services	-	-	-
15. Radiology Services	218,180	705,257	-
16. Laboratory Services	300,757	727,420	-
17. Durable Medical Equipment Services	238,434	608,713	-
18. Transportation Services	75,499	169,550	-
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	851,194	2,673,686	-
25. Subtotal Medical and Hospital (Lines 5 to 24)	32,062,864	95,332,282	-
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. Value Based Payouts	-	-	-
46. Value Based Recoveries	-	-	-
47. Subtotal Hospital, Medical, MH&SAS (Lines 25, 44, 45 and 46)	32,062,864	95,332,282	-
LESS:			
48. Net Reinsurance Recoveries Incurred	-	-	-
49. Copayments	381,415	1,717,115	-
50. Subrogation and Coordination of Benefits	-	-	-
51. Subtotal Reinsurance, Copay, Subrogation (Lines 48 to 50)	381,415	1,717,115	-
52. Total Hospital, Medical, MH&SAS (Lines 47 and 51)	31,681,449	93,615,167	-
Administration:			
53. Compensation	2,591,067	7,702,273	-
54. Marketing	12,040	35,791	-
55. Interest Expense	8,917	25,454	-
56. Premium Tax Expense	2,394,454	7,111,443	-
57. Occupancy, Depreciation, and Amortization	175,542	521,821	-
58. Other Administration - Write-Ins	1,116,842	3,319,957	-
59. Total Administration Expenses (Lines 53 to 58)	6,298,862	18,716,739	-
60. Total Expenses (Lines 52 and 59)	37,980,311	112,331,906	-
61. Extraordinary Item	-	-	-
62. Provision for Income Tax	1,029,138	1,831,319	-
63. Net Income (Loss) (Line 4 Less Lines 60, 61 and 62)	898,123	4,360,826	-
Write-Ins for Other Expense			
Detail of Other Revenues			
0301.	-	-	-
0399. Total Other Revenues	-	-	-
Detail of Other Medical and Hospital:			
2401. PT/OT/ST, Supplies, Prosthetics, etc.	851,194	2,673,686	-
2402. Bad Debt Expense	-	-	-
2403. Out of Area Claims Expense	-	-	-
2499. Total Other Medical and Hospital	851,194	2,673,686	-
Detail of Other MH & SAS:			
4101.	-	-	-
4102.	-	-	-
4103.	-	-	-
4199. Total Other MH & SAS	-	-	-
Detail of Other Administration:			
5801. Equipment Rental	465,665	1,384,253	-
5802. Legal Fees, Books, Board and Assoc. fees, Collection fees, etc.	207,141	615,756	-
5803. Auditing, Actuarial, and Other Consulting	166,879	496,068	-
5804. Outsourced Services	135,751	403,536	-
5805. Postage/Telephone	94,823	281,872	-
5806. Printing and Stationary	46,583	138,472	-
5899. Total Other Administration	1,116,842	3,319,957	-

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	1,564,759,488	1,403,833,256	2,218,903,205
2. Net investment income	9,596,383	7,320,511	10,041,793
3. Miscellaneous income	0	0	0
4. TOTAL (Lines 1 to 3)	1,574,355,871	1,411,153,767	2,228,944,998
5. Benefit and loss related payments	1,444,670,575	1,220,355,785	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	277,381,473	258,492,541	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)	34,701,918	35,048,907	57,060,635
10. TOTAL (Lines 5 through 9)	1,756,753,966	1,513,897,233	2,107,044,516
11. Net cash from operations (Line 4 minus Line 10)	(182,398,095)	(102,743,466)	121,900,482
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	209,427,293	176,291,774	220,479,615
12.2 Stocks	17,975,021	11,554,116	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	5,059,260	2,340,701	786,448
12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	232,461,574	190,186,591	237,113,933
13. Cost of investments acquired (long-term only):			
13.1 Bonds	208,359,324	189,362,452	235,831,957
13.2 Stocks	45,977,289	41,623,317	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	1,035,255	65,281	417,675
13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	255,371,868	231,051,050	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)	(22,910,294)	(40,864,459)	(45,177,065)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	(17,000,000)	(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	12,000,000	59,800,000	59,800,000
16.6 Other cash provided (applied)	2,332,593	3,892,039	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)	(9,667,407)	(72,907,961)	(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)	(214,975,796)	(216,515,886)	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)	144,635,913	130,563,252	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	549,428	0	0	0	0	0	0	11,056	538,372	0
4. Third Quarter	552,036	0	0	0	0	0	0	12,488	539,548	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	4,899,324	0	0	0	0	0	0	96,791	4,802,533	0
Total Member Ambulatory Encounters for Period:										
7. Physician	3,936,607	0	0	0	0	0	0	222,440	3,714,167	0
8. Non-Physician	342,314	0	0	0	0	0	0	19,343	322,971	0
9. Total	4,278,921	0	0	0	0	0	0	241,783	4,037,138	0
10. Hospital Patient Days Incurred	276,585	0	0	0	0	0	0	21,279	255,306	0
11. Number of Inpatient Admissions	38,076	0	0	0	0	0	0	2,271	35,805	0
12. Health Premiums Written (a)	1,808,360,174	0	0	0	0	0	0	109,961,366	1,698,398,808	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	1,808,811,395	0	0	0	0	0	0	110,412,587	1,698,398,808	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	1,442,800,441	0	0	0	0	0	0	91,719,376	1,351,081,065	0
18. Amount Incurred for Provision of Health Care Services	1,443,499,873	0	0	0	0	0	0	95,990,217	1,347,509,656	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....109,961,366.

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	6,851,076	4,348,662	1,625,477	1,933,683	1,288,644	16,047,542
0499999 Subtotals	6,851,076	4,348,662	1,625,477	1,933,683	1,288,644	16,047,542
0599999 Unreported claims and other claim reserves						176,829,395
0699999 Total Amounts Withheld						0
0799999 Total Claims Unpaid						192,876,937
0899999 Accrued Medical Incentive Pool And Bonus Amounts						602,482

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	10,081,767	81,637,609	76,864	16,409,955	10,158,631	9,834,456
7. Title XIX - Medicaid	168,608,317	1,182,472,748	(1,012,799)	177,402,917	167,595,518	180,642,049
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	178,690,084	1,264,110,357	(935,935)	193,812,872	177,754,149	190,476,505
10. Healthcare receivables (a)	500,263	6,275,450	0	429,679	500,263	3,722,359
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	170,589	1,703,545	0	602,482	170,589	694,583
13. Totals (Lines 9 - 10 + 11 + 12)	178,360,410	1,259,538,452	(935,935)	193,985,675	177,424,475	187,448,729

(a) Excludes \$.....0 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 September 30, 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. At the request of the Company, effective June 30, 2016, the TDCI has permitted an exception to this prescribed practice whereby the Company can admit bonds with an SVO rating of 4 to the extent those bonds do not exceed 3% of admitted assets. As of September 30, 2016 and December 31, 2015, \$0 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.

T.C.A. § 56-1-405, *Assets Allowable as Credits in Account of Financial Condition*, prescribes that receivables due from a parent shall not be reported as admitted assets by an affiliate. At the request of the Company, the TDCI has permitted an exception to this prescribed practice whereby the Company can admit receivables from the parent company, BlueCross BlueShield of Tennessee (BCBST). As of September 30, 2016 and December 31, 2015, the Company had no receivables from BCBST.

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:

	State of Domicile	SSAP #	F/S Page	F/S Line #	September 30, 2016	December 31, 2015
<u>NET INCOME</u>						
(1) VSHP state basis	TN				\$ 65,653,318	\$ 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>\$ 65,653,318</u>	<u>\$ 75,212,544</u>
<u>SURPLUS</u>						
(5) VSHP state basis	TN				\$ 376,230,137	\$ 330,831,416
(6) State prescribed practices that (increase)/decrease NAIC SAP:						
Investments non-admitted under T.C.A § 56-3-303	TN	26	2	1	0	(315,250)
(7) State permitted practices that (increase)/decrease NAIC SAP:	TN				0	0
(8) NAIC SAP (5-6-7=8)	TN				<u>\$ 376,230,137</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

Notes to Financial Statement**3. Business Combinations and Goodwill**

- A. No Change
- B. No Change
- C. No Change
- 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 September 30, 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 during the nine months ended September 30, 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 September 30, 2016 and for which OTTI has not been recognized is as follows:

- a. The aggregate amount of unrealized losses:

1. Less than 12 months	\$ 51,616
2. 12 months or longer	\$ 52,393

- b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months	\$ 12,839,369
2. 12 months or longer	\$ 10,461,844

- (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 September 30, 2016.
- F. No Change
- G. No Change
- H. No Change
- I. The Company had no working capital finance investments as of September 30, 2016.
- J. The Company did not offset any derivative, repurchase, reverse repurchase, securities borrowing or securities lending assets and liabilities as of September 30, 2016.
- K. No Change

Notes to Financial Statement

6. Joint Ventures, Partnerships and Limited Liability Companies

- A. No Change
B. No Change

7. Investment Income

- A. No Change
B. No Change

8. Derivative Instruments

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

9. Income Taxes

The application of SSAP No. 101, *Income Taxes*, requires a company to evaluate the recoverability of its deferred tax asset (DTA) and to establish a valuation allowance, if necessary, to reduce the DTA to an amount which is more likely than not to be realized. Considerable judgment is required in determining whether a valuation allowance is necessary, and if so, the amount of such valuation allowance. In evaluating the need for a valuation allowance the Company considers many factors, including: (1) the nature of DTAs and deferred tax liabilities (DTLs); (2) whether they are ordinary or capital; (3) the timing of their reversal; (4) taxable income in prior carryback years as well as projected taxable earnings exclusive of reversing temporary differences and carryforwards; (5) the length of time that carryovers can be utilized; (6) unique tax rules that would impact the utilization of the DTAs; and (7) tax planning strategies that the Company would employ to avoid a tax benefit from expiring unused. Management believes it is more likely than not that the DTA will be realized. Accordingly, the Company has not recorded a valuation allowance as of September 30, 2016.

- A. The components of the net DTA recognized in the Company's balance sheet as of September 30, 2016 and December 31, 2015 are as follows:

	9/30/2016			12/31/2015			Change		
	1 Ordinary	2 Capital	3 (Col1+2) Total	4 Ordinary	5 Capital	6 (Col4+5) Total	7 (Col1-4) Ordinary	8 (Col2-5) Capital	9 (Col7+8) Total
(a) Gross DTA	\$ 9,194,003	\$ 201,451	\$ 9,395,454	\$ 18,734,054	\$ 262,045	\$ 18,996,099	\$ (9,540,051)	\$ (60,594)	\$ (9,600,645)
(b) Statutory valuation allowance	0	0	0	0	0	0	0	0	0
(c) Adjusted gross DTA (1a - 1b)	9,194,003	201,451	9,395,454	18,734,054	262,045	18,996,099	(9,540,051)	(60,594)	(9,600,645)
(d) DTA nonadmitted	0	0	0	167,058	0	167,058	(167,058)	0	(167,058)
(e) Subtotal net admitted DTA (1c - 1d)	9,194,003	201,451	9,395,454	18,566,996	262,045	18,829,041	(9,372,993)	(60,594)	(9,433,587)
(f) DTL	0	2,227,421	2,227,421	0	527,055	527,055	0	1,700,366	1,700,366
(g) Net admitted DTA / (Net DTL) (1e - 1f)	\$ 9,194,003	\$ (2,025,970)	\$ 7,168,033	\$ 18,566,996	\$ (265,010)	\$ 18,301,986	\$ (9,372,993)	\$ (1,760,960)	\$ (11,133,953)

2.

Admission calculation components (SSAP No. 101)

(a) Federal income taxes paid in prior years recoverable through loss carrybacks	\$ 8,458,543	\$ 201,451	\$ 8,659,994	\$ 18,150,279	\$ 151,707	\$ 18,301,986	\$ (9,691,736)	\$ 49,744	\$ (9,641,992)
(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)	735,460	0	735,460	0	0	0	735,460	0	735,460
1. Adjusted gross DTA expected to be realized following the balance sheet date	735,460	0	735,460	0	0	0	735,460	0	735,460
2. Adjusted gross DTA allowed per limitation threshold	xxx	xxx	55,359,316	xxx	xxx	46,879,414	xxx	xxx	8,479,902
(c) Adjusted gross DTA (excluding the amount of DTA from 2(a) and 2(b) above) offset by gross DTL	0	0	0	416,717	110,338	527,055	(416,717)	(110,338)	(527,055)
(d) DTA admitted as the result of application of SSAP No. 101 (Total 2(a)+2(b)+2(c))	\$ 9,194,003	\$ 201,451	\$ 9,395,454	\$ 18,566,996	\$ 262,045	\$ 18,829,041	\$ (9,372,993)	\$ (60,594)	\$ (9,433,587)

3. No Change

Notes to Financial Statement

4.	9/30/2016		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)	\$ 9,194,003	\$ 201,451	\$ 18,734,054	\$ 262,045	\$ (9,540,051)	\$ (60,594)
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)	\$ 9,194,003	\$ 201,451	\$ 18,566,996	\$ 262,045	\$ (9,372,993)	\$ (60,594)
4. Percentage of net admitted adjusted gross DTAs by tax character admitted because of the impact of tax planning strategies	0%	0%	0%	0%	0%	0%

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

Yes _____ No X

B. No Change

C. The provisions for incurred income taxes for the periods ended September 30, 2016 and December 31, 2015 are:

1 9/30/2016	2 12/31/2015	3 (Col 1-2) Change
----------------	-----------------	--------------------------

1. Current income tax:

(a) Federal	\$ 34,701,918	\$ 57,035,301	\$ (22,333,383)
(b) Foreign	0	0	0
(c) Subtotal	34,701,918	57,035,301	(22,333,383)
(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	\$ 34,701,918	\$ 57,035,301	\$ (22,333,383)

2. DTA:

(a) Ordinary

(1) Discounting of unpaid claims	\$ 1,832,342	\$ 1,869,373	\$ (37,031)
(2) Unearned premium reserve	1,264,429	11,885,447	(10,621,018)
(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	1,339,684	1,192,550	147,134
(9) Pension accrual	0	0	0
(10) Receivables – nonadmitted	4,596,627	3,648,591	948,036
(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)	160,921	138,093	22,828
(99) Subtotal	9,194,003	18,734,054	(9,540,051)

(b) Statutory valuation allowance adjustment

0 0 0

(c) Nonadmitted

0 167,058 (167,058)

(d) Admitted ordinary DTA

(2a99 – 2b – 2c)

9,194,003 18,566,996 (9,372,993)

(e) Capital

(1) Investments	201,451	262,045	(60,594)
(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	201,451	262,045	(60,594)

(f) Statutory valuation allowance adjustment

0 0 0

(g) Nonadmitted

0 0 0

(h) Admitted capital DTA

(2e99 – 2f – 2g)

201,451 262,045 (60,594)

(i) Admitted DTA (2d + 2h)

\$ 9,395,454 \$ 18,829,041 \$ (9,433,587)

Notes to Financial Statement

	1	2	3
	9/30/2016	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	2,227,421	527,055	1,700,366
(2) Real estate	0	0	0
(3) Other (including items <5% of total capital tax liabilities)	0	0	0
(99) Subtotal	<u>2,227,421</u>	<u>527,055</u>	<u>1,700,366</u>
(c) DTA (3a99 + 3b99)	<u>\$ 2,227,421</u>	<u>\$ 527,055</u>	<u>\$ 1,700,366</u>
4. Net DTA/(DTL) (2i - 3c)	<u>\$ 7,168,033</u>	<u>\$ 18,301,986</u>	<u>\$ (11,133,953)</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>September 30, 2016</u>	<u>Effective Tax Rate</u>
Provision computed at statutory rate	\$ 35,124,332	35.0%
ACA health insurer fee	10,773,016	10.7%
2015 federal tax true-up adjustment	178,172	0.2%
Other permanent differences	(99,095)	(0.1%)
Tax exempt interest income	(828,709)	(0.8%)
Change in net deferred income taxes	(10,445,798)	(10.4%)
Federal income taxes incurred	<u>\$ 34,701,918</u>	<u>34.6%</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). BCBST owns 100% of SDBS.

B&C. VSHP paid an ordinary dividend of \$12,000,000 to SDBS on September 26, 2016, of which \$11,000,000 was passed through to BCBST. VSHP paid an ordinary dividend of \$59,800,000 to SDBS on September 15, 2015 which was passed through to BCBST. The Company also paid \$17,314,485 to BCBST on September 15, 2015 for repayment of two surplus notes and the related accrued interest. No capital contributions were made to VSHP during the periods ended September 30, 2016 and December 31, 2015.

The Company paid BCBST \$146,155,628 and \$185,645,096 for services performed under administrative services and tax sharing agreements for the periods ended September 30, 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 September 30, 2016 or 2015.

Notes to Financial Statement

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

- A. All disclosures related to defined benefit plans are included in the quarterly statement of BCBST.
- B. No Change
- C. No Change
- D. No Change
- E. No Change
- F. No Change
- G. No Change
- H. No Change
- I. No Change

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

- (1) No Change
- (2) No Change
- (3) No Change
- (4) 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 nine months ended September 30, 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 nine months ended September 30, 2016.

Notes to Financial Statement**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.

Amounts receivable from ASO plans at September 30, 2016 as reflected on page 2, line 17, are as follows:

	Amount
Unbilled expenses (timing differences)	\$ 15,915,923
CMS low income subsidy and reinsurance	12,576,110
Select Community premium accrual	1,139,360
Employment and Community First Choices	826,020
Case management	552,000
Miscellaneous	353,317
Total amounts receivable relating to ASO plans	<u>\$ 31,362,730</u>

The gain from operations from ASO uninsured plans and the uninsured portion of partially insured plans was as follows during the nine months ended September 30, 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	\$ 11,927,091	\$ 0	\$ 11,927,091
b. Total net other income or expenses (including interest paid to or received from plans)	0	0	0
c. Net gain from operations	\$ 11,927,091	\$ 0	\$ 11,927,091
d. Total claim payment volume	\$ 366,887,866	\$ 35,725,640	\$ 402,613,506

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 \$3,916,386 and \$2,976,790 as of September 30, 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 September 30, 2016 and December 31, 2015.

Description for each class of asset	September 30, 2016			
	Level 1	Level 2	Level 3	Total
a. Assets at fair value				
Bonds below investment grade:				
High yield corporate bonds	\$ 81,469	\$ 399,391	\$ 0	\$ 480,860
Stocks:				
Preferred stocks	8,138,565	2,624,713	0	10,763,278
Domestic large capitalization common stocks	51,356,339	42,415	0	51,398,754
Total assets at fair value	<u>\$ 59,576,373</u>	<u>\$ 3,066,519</u>	<u>\$ 0</u>	<u>\$ 62,642,892</u>
b. Liabilities at fair value	\$ 0	\$ 0	\$ 0	\$ 0
Total liabilities at fair value	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

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	<u>\$ 31,440,029</u>	<u>\$ 3,615,375</u>	<u>\$ 0</u>	<u>\$ 35,055,404</u>
b. Liabilities at fair value	\$ 0	\$ 0	\$ 0	\$ 0
Total liabilities at fair value	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

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	Nine Months Ended September 30, 2016	
	Transfers from	Transfers from
	Level 1 to Level 2	Level 2 to Level 1
Domestic large capitalization common stock	\$ 42,415	\$ 0
Total transfers	<u>\$ 42,415</u>	<u>\$ 0</u>

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 September 30, 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 September 30, 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 September 30, 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 September 30, 2016 and December 31, 2015:

Type of Financial Instrument	September 30, 2016					
	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds:						
U.S. government and government agencies and authorities	\$ 62,902,552	\$ 62,206,512	\$ 58,891,624	\$ 4,010,928	\$ 0	\$ 0
States, municipalities and political subdivisions	112,481,895	108,725,186	0	112,481,895	0	0
Foreign securities, including Canada	24,638,974	24,399,200	688,304	23,950,670	0	0
Agency mortgage-backed securities	18,600,884	18,088,994	0	18,600,884	0	0
Commercial mortgage-backed securities	27,328,364	27,307,364	0	27,328,364	0	0
High yield corporate bonds	5,607,915	5,462,419	146,644	5,461,271	0	0
Asset-backed securities	25,591,261	25,475,383	0	25,591,261	0	0
Investment grade corporate bonds	95,029,757	93,655,874	1,092,942	93,936,815	0	0
Total bonds	372,181,602	365,320,932	60,819,514	311,362,088	0	0
Stocks:						
Preferred stocks	10,763,278	10,763,278	8,138,565	2,624,713	0	0
Domestic large capitalization common stocks	51,398,754	51,398,754	51,356,339	42,415	0	0
Total stocks	62,162,032	62,162,032	59,494,904	2,667,128	0	0
Short-term investments	88,108,300	88,111,982	86,749,387	1,358,913	0	0
Total bonds, stocks and short-term investments	\$ 522,451,934	\$ 515,594,946	\$ 207,063,805	\$ 315,388,129	\$ 0	\$ 0

Type of Financial Instrument	December 31, 2015					
	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 September 30, 2016 and December 31, 2015.

21. Other Items

- A. No Change
B. No Change

Notes to Financial Statement

- C. Expenses are shown on the Statement of Revenue and Expenses net of administrative fees from ASO contracts. The following provides a comparison of expenses adjusted for ASO administrative fees, the Affordable Care Act (ACA) annual fee assessment and premium tax for the nine months ended September 30, 2016 and 2015:

<u>Line#</u>	<u>Administrative Expenses:</u>	<u>September 30, 2016</u>	<u>September 30, 2015</u>	<u>% Change</u>
20	Claims adjustment expense	\$ 77,563,059	\$ 83,866,817	
21	General administrative expense	192,497,211	167,207,099	
	Total expense	270,060,270	251,073,916	7.6%
	ASO administrative fees	72,911,945	44,658,721	
	ACA annual fee assessment	(30,780,047)	(26,320,521)	
	Premium tax	(128,240,938)	(107,681,786)	
	Expenses, net of adjustments	<u>\$ 183,951,230</u>	<u>\$ 161,730,330</u>	13.7%

- 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 September 30, 2016, \$185,815,144 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 \$10,443,227. The reserve remaining for prior years is \$(975,053) as of September 30, 2016 due to the estimation that recoveries will exceed payouts.

26. Intercompany Pooling Arrangements

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

27. Structured Settlements

No Change

Notes to Financial Statement

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

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	Cohen & Steers Capital Management	280 Park Avenue, 10th Floor, New York, New York 10017
Exempt	Income Research and Management	Two International Place 23rd Floor, Boston, MA 02110-4106
Exempt	MackKay Shields, LLC	1345 Avenue of the Americas, New York, New York 10705
Exempt	Wellington Management Company, LLP	280 Congress Street, Boston, MA 02210

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC 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	..... 82.301%
1.2 A&H cost containment percent	..... 2.497%
1.3 A&H expense percent excluding cost containment expenses	..... 12.434%
2.1 Do you act as a custodian for health savings accounts?	Yes[] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

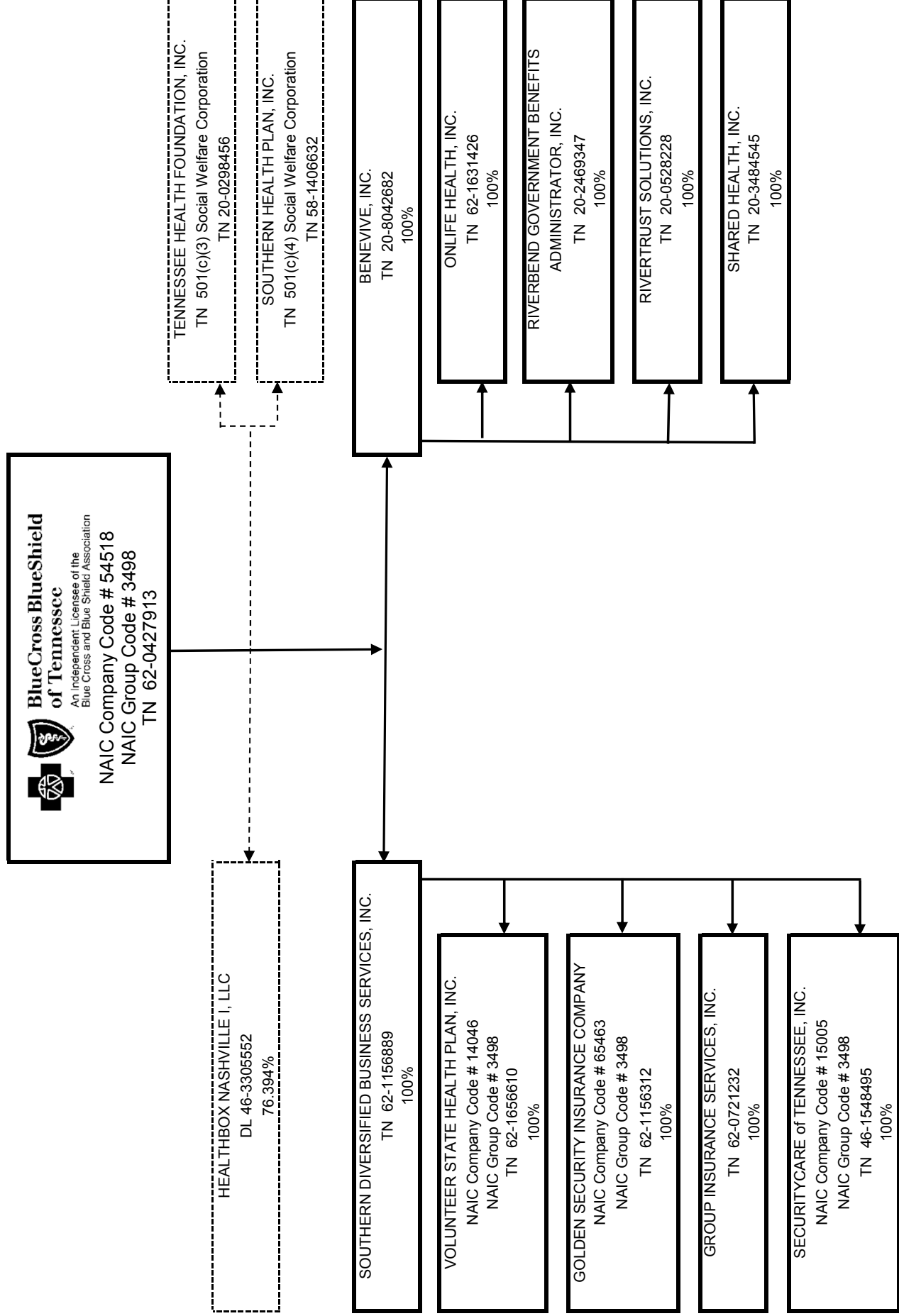
		Direct Business Only							
State, Etc.	1 Active Status	2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama (AL)	N	0	0	0	0	0	0	0	0
2. Alaska (AK)	N	0	0	0	0	0	0	0	0
3. Arizona (AZ)	N	0	0	0	0	0	0	0	0
4. Arkansas (AR)	N	0	0	0	0	0	0	0	0
5. California (CA)	N	0	0	0	0	0	0	0	0
6. Colorado (CO)	N	0	0	0	0	0	0	0	0
7. Connecticut (CT)	N	0	0	0	0	0	0	0	0
8. Delaware (DE)	N	0	0	0	0	0	0	0	0
9. District of Columbia (DC)	N	0	0	0	0	0	0	0	0
10. Florida (FL)	N	0	0	0	0	0	0	0	0
11. Georgia (GA)	N	0	0	0	0	0	0	0	0
12. Hawaii (HI)	N	0	0	0	0	0	0	0	0
13. Idaho (ID)	N	0	0	0	0	0	0	0	0
14. Illinois (IL)	N	0	0	0	0	0	0	0	0
15. Indiana (IN)	N	0	0	0	0	0	0	0	0
16. Iowa (IA)	N	0	0	0	0	0	0	0	0
17. Kansas (KS)	N	0	0	0	0	0	0	0	0
18. Kentucky (KY)	N	0	0	0	0	0	0	0	0
19. Louisiana (LA)	N	0	0	0	0	0	0	0	0
20. Maine (ME)	N	0	0	0	0	0	0	0	0
21. Maryland (MD)	N	0	0	0	0	0	0	0	0
22. Massachusetts (MA)	N	0	0	0	0	0	0	0	0
23. Michigan (MI)	N	0	0	0	0	0	0	0	0
24. Minnesota (MN)	N	0	0	0	0	0	0	0	0
25. Mississippi (MS)	N	0	0	0	0	0	0	0	0
26. Missouri (MO)	N	0	0	0	0	0	0	0	0
27. Montana (MT)	N	0	0	0	0	0	0	0	0
28. Nebraska (NE)	N	0	0	0	0	0	0	0	0
29. Nevada (NV)	N	0	0	0	0	0	0	0	0
30. New Hampshire (NH)	N	0	0	0	0	0	0	0	0
31. New Jersey (NJ)	N	0	0	0	0	0	0	0	0
32. New Mexico (NM)	N	0	0	0	0	0	0	0	0
33. New York (NY)	N	0	0	0	0	0	0	0	0
34. North Carolina (NC)	N	0	0	0	0	0	0	0	0
35. North Dakota (ND)	N	0	0	0	0	0	0	0	0
36. Ohio (OH)	N	0	0	0	0	0	0	0	0
37. Oklahoma (OK)	N	0	0	0	0	0	0	0	0
38. Oregon (OR)	N	0	0	0	0	0	0	0	0
39. Pennsylvania (PA)	N	0	0	0	0	0	0	0	0
40. Rhode Island (RI)	N	0	0	0	0	0	0	0	0
41. South Carolina (SC)	N	0	0	0	0	0	0	0	0
42. South Dakota (SD)	N	0	0	0	0	0	0	0	0
43. Tennessee (TN)	L	0	109,961,366	1,698,398,808	0	0	0	1,808,360,174	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	109,961,366	1,698,398,808	0	0	0	1,808,360,174	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	109,961,366	1,698,398,808	0	0	0	1,808,360,174	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. River Trust 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



1404620163650003

2016

Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF **September 30, 2016** OF THE **Volunteer State Health Plan, Inc.**
SCHEDULE A - VERIFICATION

Real Estate

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

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	254,336,613	281,873,323
3. Accrual of discount	107,386	(1,001,032)
4. Unrealized valuation increase (decrease)	5,032,506	1,333,472
5. Total gain (loss) on disposals	(104,546)	1,013,768
6. Deduct consideration for bonds and stocks disposed of	227,402,314	236,327,486
7. Deduct amortization of premium	3,193,098	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	1,035,206	417,675
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	427,482,964	399,741,622
11. Deduct total nonadmitted amounts	0	315,250
12. Statement value at end of current period (Line 10 minus Line 11)	427,482,964	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)	446,968,950	768,065,979	833,284,552	(4,233,308)	450,381,808	446,968,950	377,517,069	643,268,812
2. NAIC 2 (a)	66,775,938	14,299,851	12,734,420	3,405,245	67,237,702	66,775,938	70,746,614	64,731,094
3. NAIC 3 (a)	4,367,293	761,434	0	(604,112)	4,306,636	4,367,293	4,524,615	4,795,168
4. NAIC 4 (a)	180,210	257,729	179,813	386,490	508,688	180,210	644,617	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	517,292,390	783,384,992	846,198,784	(1,045,685)	522,434,834	517,292,390	453,432,914	713,110,324
PREFERRED STOCK								
8. NAIC 1	0	740,821	60,000	(6,140)	0	0	674,682	0
9. NAIC 2	0	9,348,317	633,239	21,337	0	0	8,736,415	0
10. NAIC 3	0	1,505,554	151,416	(1,957)	0	0	1,352,181	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	11,594,692	844,654	13,240	0	0	10,763,278	0
15. Total Bonds & Preferred Stock	517,292,390	794,979,685	847,043,439	(1,032,445)	522,434,834	517,292,390	464,196,192	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 \$.....1,362,595; 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	88,111,982	X X X	88,127,138	457,028	4,428

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	1,792,877,490	2,152,128,734
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	(49)	0
6. Deduct consideration received on disposals	2,048,916,415	2,140,209,163
7. Deduct amortization of premium	18,431	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)	88,111,982	344,169,387
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	88,111,982	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 Number	Replication (Synthetic Asset) Transactions				Components of the Replication (Synthetic Asset) Transactions										
	2 Description	3 NAIC Designation or Other Description	4 Notional Amount	5 Book/Adjusted Carrying Value	6 Fair Value	7 Effective Date	8 Maturity Date	9 Derivative Instrument(s) Open		10 Cash Instrument(s) Held					
								9 Description	10 Book/Adjusted Carrying Value	11 Fair Value	12 CUSIP	13 Description	14 NAIC Designation or Other Description	15 Book/Adjusted Carrying Value	16 Fair Value
								NONE							
9999999 Totals				0	0	XXX	XXX	XXX	0	0	XXX	XXX	XXX	0	0

SCHEDULE DB - PART C - SECTION 2

Replication (Synthetic Asset) Transactions Open

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

NONE

NONE

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

1 Loan Number	2 Location		3 State	4 Loan Type	5 Date Acquired	6 Rate of Interest	7 Actual Cost at Time of Acquisition	8 Additional Investment Made After Acquisition	9 Value of Land and Buildings
	City	City							
NONE									
3399999 Total Mortgages (sum of Lines 0899999, 1699999, 2499999 and 3299999)							0	0	0

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

1 Loan Number	2 Location		3 State	4 Loan Type	5 Date Acquired	6 Disposal Date	7 Book Value/Recorded Investment Excluding Accrued Interest Prior Year	8 Unrealized Valuation Increase (Decrease)	9 Current Year's (Amortization)/ Accretion	10 Current Year's Other-Than-Temporary Impairment Recognized	11 Capitalized Deferred Interest and Other	12 Total Change in Book Value (8-9-10-11)	13 Total Foreign Exchange Change in Book Value	14 Book Value/Recorded Investment Excluding Accrued Interest on Disposal	15 Consideration	16 Foreign Exchange Gain (Loss) on Disposal	17 Realized Gain (Loss) on Disposal	18 Total Gain (Loss) on Disposal	
	City	City																	
NONE																			
0599999 Totals							0	0	0	0	0	0	0	0	0	0	0	0	0

SCHEDULE BA - PART 2

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

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

SCHEDULE BA - PART 3

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

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

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
9128282G4	U S TREASURY NOTE		09/29/2016	Goldman Sachs NY	X X X	2,990,584	2,990,000	1,301	1
912828543	U S TREASURY NOTE		09/26/2016	VARIOUS	X X X	17,729,099	17,772,000	7,844	1
9128282A7	UNITED STATES TREAS NTS		08/31/2016	Goldman Sachs NY	X X X	1,292,637	1,300,000	1,166	1
0599999	Subtotal - Bonds - U.S. Governments				X X X	22,012,319	22,062,000	10,310	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
087365VY5	BETHLEHEM PA AREA SCH DIST		08/04/2016	Janney Montgomery Scott	X X X	633,060	500,000	0	1FE
463612HJ3	IRVINE CA UNIF SCH DIST SPL TA		08/05/2016	US Bank/Municipal	X X X	500,000	500,000	16	1FE
672325ZX8	OAKLAND CA UNIF SCH DIST ALAME		08/05/2016	National Finl Svcs Corp	X X X	948,315	750,000	0	1FE
914325EL5	UNIV OF ILLINOIS IL BRD OF TRU		09/16/2016	Morgan Stanley	X X X	538,590	500,000	0	1FE
2499999	Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions				X X X	2,619,965	2,250,000	16	X X X
Bonds - U.S. Special Revenue, Special Assessment									
010869HF5	ALAMEDA CA CORRIDOR TRANSPRTNA		08/01/2016	Merrill Lynch	X X X	552,715	500,000	3,889	1FE
044293AZ1	ASHLAND KY MED CENTER REVENUE		09/09/2016	Dain Rauscher	X X X	153,040	130,000	0	2FE
048501HK9	ATLANTIC CNTY NJ IMPT AUTH		09/23/2016	CITIGROUP GLOBAL MARKETS, INC., NEW YORK	X X X	597,530	500,000	0	1FE
113807BF7	BROOKLYN ARENA NY LOCAL DEV CO		08/17/2016	Goldman Sachs NY	X X X	453,940	400,000	0	1FE
113807BM2	BROOKLYN ARENA NY LOCAL DEV CO		08/17/2016	Goldman Sachs NY	X X X	883,328	800,000	0	1FE
13032JDT2	CALIFORNIA ST HLTH FACS FING A		07/27/2016	Morgan Stanley	X X X	554,980	500,000	0	1FE
13033JRS3	CALIFORNIA ST HLTH FACS FING A		08/24/2016	Merrill Lynch	X X X	566,990	500,000	0	1FE
13033LER4	CALIFORNIA ST HLTH FACS FING A		08/04/2016	US Bank/Municipal	X X X	500,000	500,000	18	1FE
13033LFJ1	CALIFORNIA ST HLTH FACS FING A		08/18/2016	Wells Fargo Secs	X X X	500,000	500,000	83	1FE
13077VD58	CALIFORNIA ST STWD CMNTYS DEV		08/05/2016	JP Morgan Chase	X X X	500,000	500,000	12	1FE
153476BL9	CENTRAL FLA EXPWY AUTH SR LIEN		08/04/2016	Chemical Securities	X X X	500,000	500,000	14	1FE
167736Y77	CHICAGO IL WTR REVENUE		09/23/2016	Merrill Lynch	X X X	807,288	725,000	0	1FE
222345HD5	COUNTRY CLUB HILLS IL		08/09/2016	Robert Baird & Co	X X X	718,488	680,000	7,631	1FE
226405AY4	CRESTWOOD VLG IL		08/11/2016	Hutchinson Shockey Erley & Co, Chicago	X X X	166,655	150,000	0	1FE
24918ECZ1	DENVER CO HLTH & HOSP AUTH HLT		08/11/2016	Hutchinson Shockey Erley & Co, Chicago	X X X	746,007	645,000	0	1FE
266711AA8	DURHAM CNTY NC INDL FACS & POL		08/04/2016	BB&T Securities, LLC, Richmond	X X X	821,940	750,000	6,021	2FE
40065NAM9	GUAM GOVT BUSINESS PRIVILEGE T		08/18/2016	Morgan Stanley	X X X	500,000	500,000	104	1FE
407287MF5	HAMILTON CNTY OH SALES TAX		08/15/2016	CITIGROUP GLOBAL MARKETS, INC., NEW YORK	X X X	640,205	575,000	3,941	1FE
414010AA6	HARRIS CNTY TX CULTURAL EDU FA		08/04/2016	Dain Rauscher	X X X	803,557	710,000	0	1FE
45204EGS1	ILLINOIS FIN AUTH REV		08/18/2016	Chemical Securities	X X X	500,000	500,000	83	1FE
45204EGT9	ILLINOIS FIN AUTH REV		08/22/2016	Non Broker Trade	X X X	6,036	5,000	0	1
45204EHB7	ILLINOIS ST FIN AUTH REVENUE		08/22/2016	Non Broker Trade	X X X	597,384	495,000	0	2FE
45204EHL5	ILLINOIS ST FIN AUTH REVENUE		08/10/2016	Chemical Securities	X X X	608,590	500,000	0	1FE
468473DR1	JACKSON MS WTR & SWR SYS REVEN		08/25/2016	Goldman Sachs NY	X X X	320,805	250,000	0	1FE
523743BF8	LEE CNTY S C SCH FACS INC INST		08/25/2016	George K Baum Co	X X X	576,332	520,000	0	1FE
5462824V3	LOUISIANA ST LOCAL GOVT ENVRNM		09/27/2016	Piper Jaffray Hopwood	X X X	694,625	570,000	0	1FE
54659LBP8	LOUISVILLE & JEFFERSON CNTY KY		08/09/2016	Raymond James/FL/Saint Petersburg	X X X	535,665	500,000	0	1FE
574217V36	MARYLAND ST HLTH & HGR EDUC TNL		07/13/2016	Chemical Securities	X X X	615,855	500,000	0	1FE
574218D91	MARYLAND ST HLTH & HGR EDUC TNL		08/09/2016	Piper Jaffray Hopwood	X X X	500,000	500,000	47	1FE
57583JUB49	MASSACHUSETTS ST DEV FIN AGY R		09/15/2016	Merrill Lynch	X X X	244,368	200,000	0	2FE
59259NH97	MASSACHUSETTS ST DEV FIN AGYRE		08/05/2016	US Bank/Municipal	X X X	500,000	500,000	17	1FE
59333PT57	MET TRANSPRTN AUTH NY DEDICATE		08/24/2016	National Finl Svcs Corp	X X X	760,038	625,000	0	1FE
59447TLV3	MIAMI-DADE CNTY FLA AVIATION R		09/09/2016	Dain Rauscher	X X X	928,508	750,000	62	1FE
60636ADT7	MICHIGAN ST FIN AUTH REVENUE		08/04/2016	Merrill Lynch	X X X	573,070	500,000	0	1FE
6069014P8	MISSOURI ST HEALTH & EDL FACS		08/30/2016	Goldman Sachs NY	X X X	500,000	500,000	107	1
	MISSOURI ST HLTH & EDUC TNL FAC		08/04/2016	Wachovia Cap Mkts	X X X	500,000	500,000	12	1FE

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)
606901VH6	MISSOURI ST HLTH & EDUC TNL FAC		08/26/2016	US Bank/Municipal	X X X	500,000	500,000	140	1FE
63165TWW3	NASSAU CNTY NY		08/01/2016	Morgan Stanley	X X X	1,107,212	900,000	0	1FE
64763FVX4	NEW YORKS LA		09/15/2016	Merrill Lynch	X X X	729,086	650,000	0	1FE
649716DY0	NEW YORK CITY NY TRANSITIONAL		08/26/2016	Morgan Stanley	X X X	350,000	350,000	113	1FE
64966MFC8	NEW YORK NY		08/08/2016	Goldman Sachs NY	X X X	1,238,950	1,000,000	0	1FE
64986MKH7	NEW YORK ST HSG FIN AGY		08/04/2016	Goldman Sachs NY	X X X	500,000	500,000	14	1FE
659231AQ7	NORTH EAST TX REGL MOBILITY AU		08/25/2016	Donaldson Lufkin	X X X	455,840	400,000	4,111	2FE
665250CD6	NTHRN IL MUNI PWR AGY PWR PROJ		08/24/2016	Goldman Sachs NY	X X X	289,003	250,000	0	1FE
665250CK0	NTHRN IL MUNI PWR AGY PWR PROJ		08/24/2016	Goldman Sachs NY	X X X	317,628	250,000	0	1FE
67910HPZ7	OKLAHOMA ST MUNI PWR AUTH		08/04/2016	Merrill Lynch	X X X	820,868	750,000	0	1FE
67910HOA1	OKLAHOMA ST MUNI PWR AUTH		08/04/2016	Merrill Lynch	X X X	109,109	100,000	0	1FE
682747HG8	ONONDAGA CNTY NY INDL DEV AGY		09/02/2016	Goldman Sachs NY	X X X	1,000,000	1,000,000	17	1FE
7178238H4	PHILADELPHIA PA GAS WKS REVENUE		08/19/2016	Merrill Lynch	X X X	1,026,469	830,000	0	2FE
745392JM3	PULASKI CNTY AR HOSP REVENUE		07/22/2016	Stephens Inc.	X X X	606,230	500,000	0	1FE
762244FP1	RHODE ISLAND HLTH & EDUC TNL BL		07/27/2016	Morgan Stanley	X X X	584,050	500,000	0	2FE
764603BM7	RICHMOND CNTY GA HOSP AUTH REV		09/16/2016	Morgan Stanley	X X X	494,040	400,000	0	1FE
783116AF3	RUSTON LA SALES TAX REVENUE		08/25/2016	Stifel Nicolaus	X X X	857,542	720,000	0	1FE
861395HD6	STOCKTON CA PUBLIC FING AUTH		08/04/2016	Southwest Secs	X X X	791,399	700,000	0	1FE
8827566R5	TEXAS ST PUBLIC FIN AUTH		08/24/2016	Donaldson Lufkin	X X X	548,240	500,000	0	2FE
8827566X2	TEXAS ST PUBLIC FIN AUTH		08/24/2016	Donaldson Lufkin	X X X	372,516	300,000	0	2FE
92268PAS7	VENICE FL HLTH CARE REVENUE		09/29/2016	Chemical Securities	X X X	525,000	525,000	35	1FE
927676RL2	VIRGIN ISLANDS PUBLIC FIN AUTH		08/04/2016	Donaldson Lufkin	X X X	257,729	235,000	4,178	4FE
3199999	Subtotal - Bonds - U.S. Special Revenue, Special Assessment				X X X	33,908,866	30,340,000	30,649	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00131L2A2	AIA GROUP LTD 144A	F	07/26/2016	First Union Cap Mkts	X X X	734,577	725,000	6,253	1FE
05254HAA2	AUSTRALIA & NEW ZEALAND B 144A	F	07/19/2016	SBC Capital Mkts	X X X	212,700	200,000	1,388	2FE
05523UAJ9	BAE SYS HLDGS INC	F	09/28/2016	First Union Cap Mkts	X X X	905,636	811,000	17,521	2FE
05565AAQ6	BNP PARIBAS SA 144A	F	07/19/2016	SBC Capital Mkts	X X X	203,780	200,000	4,744	2FE
60637AED0	MISSOURI ST HLTH & EDUC TNL FAC		08/05/2016	Piper Jaffray Hopwood	X X X	500,000	500,000	17	1FE
88167AAB7	TEVA PHARMACEUTICAL FINANCE NE	F	07/18/2016	Bank of America	X X X	840,924	841,000	0	2FE
023767AA4	AMERICAN AIRLINES 2011-1 CLASS		09/20/2016	Salomon Brothers	X X X	803,479	738,831	5,711	1FE
028874BS5	AMERICAN INTERNATIONAL GROUP I		09/20/2016	VARIOUS	X X X	130,438	100,000	2,038	2FE
030288AA2	AMERICAN TRANSMISSION SYS 144A		09/29/2016	Chemical Securities	X X X	519,107	450,000	5,184	2FE
03065DAD9	AMERICREDIT AUTOMOBILE RE 3 A3		08/02/2016	Salomon Brothers	X X X	214,989	215,000	0	1FE
060505EL4	BANK OF AMERICA CORP		07/19/2016	Salomon Brothers	X X X	136,213	125,000	2,009	3FE
060505EU4	BANK OF AMERICA CORP		09/16/2016	VARIOUS	X X X	146,715	135,000	1,848	3FE
17275RBH4	CISCO SYSTEMS INC		09/13/2016	Montgomery Secs	X X X	523,919	525,000	0	1FE
19075QAC6	COBANK ACB		07/26/2016	Morgan Stanley	X X X	241,875	225,000	4,336	2FE
12591QAM4	COMM MORTGAGE TR 14-UBS4 CL A2		08/18/2016	Salomon Brothers	X X X	1,081,113	1,040,000	1,883	1FM
25746JUCJ6	DOMINION RESOURCES INC/A		08/04/2016	BNY/Mizuho Secs.	X X X	149,786	150,000	0	2FE
67019EAB3	EVERSOURCE ENERGY		09/20/2016	Robert Baird & Co.	X X X	1,032,061	950,000	15,200	2FE
416515AW4	HARTFORD FINANCIAL SERVICES GR		09/20/2016	First Union Cap Mkts	X X X	82,500	75,000	1,659	2FE
465685AK1	ITC HOLDINGS CORP		08/04/2016	FTN Financial Secs	X X X	514,250	500,000	1,535	2FE
46625HJQ4	JPMORGAN CHASE & CO		09/16/2016	VARIOUS	X X X	185,132	165,000	4,496	2FE
48203RAL8	JUNIPER NETWORKS INC		09/14/2016	Robert Baird & Co.	X X X	478,053	465,000	928	2FE
50116WAC9	KUBOTA CREDIT OWNER 1A A3 144A		07/26/2016	Chemical Securities	X X X	798,804	799,000	0	1FE
53079EAN4	LIBERTY MUTUAL GROUP INC 144A		07/21/2016	Chemical Securities	X X X	184,594	165,000	4,683	3FE
59156RBP2	METLIFE INC		09/16/2016	VARIOUS	X X X	340,390	340,000	2,265	2FE
61747YCG8	MORGAN STANLEY		08/12/2016	Chemical Securities	X X X	2,192,413	1,910,000	36,407	1FE
637432NK7	NATIONAL RURAL UTILS COOP FIN		07/28/2016	Chemical Securities	X X X	260,760	246,000	3,659	2FE
65339KAE0	NEXTERA ENERGY CAPITAL HOLDING		09/01/2016	Salomon Brothers	X X X	856,783	850,000	291	2FE
744320AM4	PRUDENTIAL FINANCIAL INC		09/19/2016	Jefferies & Co.	X X X	701,545	660,000	5,034	2FE
74432QBG9	PRUDENTIAL FINANCIAL INC		09/26/2016	VARIOUS	X X X	1,070,604	927,000	14,484	2FE

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)
89172JAA6	TOWD POINT MORTGAGE 4 A1 144A		09/27/2016	Chemical Securities	X X X	185,783	185,000	335	1FE
92347XAA4	VERIZON OWNER TRUST 1A A 144A		07/12/2016	Montgomery Secs	X X X	1,134,809	1,135,000	0	1FE
949746RN3	WELLS FARGO & CO NEW		09/21/2016	VARIOUS	X X X	98,176	90,000	648	2FE
95000GAY0	WELLS FARGO COM1 TR 2016-BNK1		08/04/2016	Wells Fargo Securities LLC	X X X	690,080	670,000	839	1FE
290876AD3	EMERA INC	F	09/19/2016	VARIOUS	X X X	293,913	275,000	2,419	3FE
891160MJ9	TORONTO-DOMINION BANK/THE	F	09/08/2016	Goldman Sachs NY	X X X	47,916	48,000	0	1FE
89356BAA6	TRANSCANADA TRUST	F	07/25/2016	Donaldson Lufkin	X X X	205,421	208,000	2,210	2FE
89356BAB4	TRANSCANADA TRUST	F	09/21/2016	VARIOUS	X X X	466,084	11,400,000	1,292	2FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	19,165,317	29,043,831	151,317	X X X
8399997	Subtotal - Bonds - Part 3				X X X	77,706,467	83,695,831	192,293	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	77,706,467	83,695,831	192,293	X X X
Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)									
007924400	AEGON NV	F	09/21/2016	Bear Stearns	3,000,000	78,389	0.00	0	P2LFE
40427LAB0	HSBC CAPITAL FUNDING DOLL 144A	F	09/20/2016	VARIOUS	125,000,000	185,625	100.00	1,491	P2LFE
00850L203	AGRIBANK FCB		07/20/2016	Janney Montgomery Scott	657,000	70,956	0.00	0	P2LFE
020002309	ALLSTATE CORP/THE		09/19/2016	Bear Stearns	2,700,000	74,800	25.00	0	P2LFE
020002606	ALLSTATE CORP/THE		07/19/2016	Bear Stearns	2,100,000	58,423	0.00	0	L
020002879	ALLSTATE CORP/THE		09/23/2016	Bear Stearns	563,000	15,738	0.00	0	P2LFE
025932708	AMERICAN FINANCIAL GROUP INC/O		07/19/2016	Bear Stearns	431,000	11,758	25.00	0	2FE
045488608	ASSOCIATED BANC-CORP		09/07/2016	VARIOUS	2,400,000	60,008	0.00	0	P3L
060505260	BANK OF AMERICA CORP		07/19/2016	Bear Stearns	4,600,000	118,972	0.00	0	P3L
060505286	BANK OF AMERICA CORP		09/19/2016	Bear Stearns	2,400,000	63,872	0.00	0	P3L
064058AF7	BANK OF NEW YORK MELLON CORP/T		09/16/2016	VARIOUS	270,000,000	269,250	0.00	321	P2LFE
054937206	BB&T CORP		09/20/2016	Bear Stearns	1,500,000	38,503	0.00	0	P2LFE
054937875	BB&T CORP		09/26/2016	Bear Stearns	14,000,000	378,575	25.00	0	P2LFE
808513600	CHARLES SCHWAB CORP/THE		09/19/2016	VARIOUS	14,800,000	404,450	0.00	0	P2LFE
12542R803	CHS INC		09/19/2016	Bear Stearns	17,307,000	510,304	0.00	0	P2L
172967358	CITIGROUP INC		09/19/2016	Bear Stearns	5,000,000	148,045	0.00	0	P3L
172967KD2	CITIGROUP INC		09/16/2016	VARIOUS	170,000,000	176,880	0.00	2,540	P3L
172967KM2	CITIGROUP INC		07/19/2016	Montgomery Secs	175,000,000	185,500	0.00	2,643	P3L
19075Q805	COBANK ACB		09/21/2016	VARIOUS	1,700,000	180,200	0.00	0	P2LFE
23385H406	DAIRY FARMERS OF AMERICA 144A		08/05/2016	Piper Jaffray Hopwood	1,300,000	138,450	0.00	0	P2LFE
25746U844	DOMINION RESOURCES INC/VA		07/20/2016	VARIOUS	7,000,000	174,994	25.00	0	P2LFE
233331800	DTE ENERGY CO		07/20/2016	VARIOUS	6,800,000	175,391	25.00	0	P2LFE
278642202	EBAY INC		09/20/2016	VARIOUS	11,000,000	294,989	25.00	0	P2LFE
29364D100	ENERGY ARKANSAS INC		08/09/2016	Wells Fargo Securities LLC	6,000,000	150,000	25.00	0	P1L
30767E406	FARM CREDIT BANK OF TEXAS		07/20/2016	Piper Jaffray Hopwood	2,468,000	262,225	0.00	0	P2LFE
33616C837	FIRST REPUBLIC BANK/CA		08/11/2016	Bear Stearns	4,551,000	123,855	0.00	0	P2LFE
33616C852	FIRST REPUBLIC BANK/CA		09/21/2016	VARIOUS	5,007,000	135,436	0.00	0	P2LFE
33616C860	FIRST REPUBLIC BANK/CA		09/21/2016	Bear Stearns	1,400,000	38,073	0.00	0	P2LFE
369604BQ5	GENERAL ELECTRIC CO		09/16/2016	VARIOUS	550,000,000	590,821	0.00	3,851	P1L
38143VAA7	GOLDMAN SACHS CAPITAL I		07/27/2016	Stifel Nicolaus	100,000,000	120,874	100.00	2,926	P2LFE
381488504	GOLDMAN SACHS GROUP INC/THE		09/19/2016	Bear Stearns	6,600,000	180,625	0.00	0	P3L
446150401	HUNTINGTON BANCSHARES INC/OH		07/20/2016	JP Morgan Chase	59,000	84,954	0.00	0	P3L
446150708	HUNTINGTON BANCSHARES INC/OH		09/19/2016	VARIOUS	4,500,000	122,402	0.00	0	P3L
45822P204	INTEGRYS HOLDING INC		09/21/2016	Janney Montgomery Scott	12,200,000	327,894	0.00	0	P2LFE
48127X542	JPMORGAN CHASE & CO		09/19/2016	VARIOUS	3,600,000	97,756	0.00	0	P2LFE
46625HHA1	JPMORGAN CHASE & CO DEP SHS		09/16/2016	VARIOUS	420,000,000	436,080	0.00	8,593	P2LFE
49446R745	KIMCO REALTY CORP		07/20/2016	Bear Stearns	1,266,000	32,778	0.00	0	2FE
524901600	LEGG MASON INC		09/19/2016	Bear Stearns	3,200,000	80,103	25.00	0	P2LFE
591560AA5	METLIFE CAPITAL TRUST IV 144A		09/28/2016	Chemical Securities	115,000,000	143,805	100.00	1,295	P2LFE

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)
59156CAB7	METLIFE CAPITAL TRUST X 144A		09/22/2016	VARIOUS	225,000,000	320,813	100.00	8,254	P2FE
61761J406	MORGAN STANLEY		09/19/2016	VARIOUS	8,000,000	222,855	0.00	0	P3L
61762V200	MORGAN STANLEY		09/19/2016	VARIOUS	4,700,000	141,442	0.00	0	P3L
65339K100	NEXTERA ENERGY CAPITAL HOLDING		07/21/2016	Bear Stearns	9,300,000	234,374	25.00	0	P2LFE
665859AQ7	NORTHERN TRUST CORP		08/01/2016	Morgan Stanley	120,000,000	120,000	0.00	0	P2LFE
693475AK1	PNC FINANCIAL SERVICES GROUP I		09/22/2016	Bear Stearns	2,500,000	73,062	0.00	0	P2LFE
69352P202	PPL CAPITAL FUNDING INC		09/22/2016	VARIOUS	515,000,000	580,090	25.00	13,439	P2LFE
744320706	PRUDENTIAL FINANCIAL INC		09/21/2016	Bear Stearns	432,000	11,340	0.00	0	P2LFE
69360J644	PS BUSINESS PARKS INC		09/20/2016	Bear Stearns	1,457,000	37,975	0.00	0	P2LFE
74460W206	PS BUSINESS PARKS INC		07/20/2016	Bear Stearns	1,620,000	42,106	0.00	0	P2LFE
74460W735	PUBLIC STORAGE		09/20/2016	Bear Stearns	4,000,000	103,004	0.00	0	P2LFE
74913G303	PUBLIC STORAGE		09/22/2016	VARIOUS	2,046,000	51,991	0.00	0	P2LFE
74913G402	QWEST CORP		07/19/2016	Morgan Stanley	4,100,000	102,574	0.00	0	P2LFE
74913G881	QWEST CORP		07/19/2016	Morgan Stanley	37,000	1,033	0.00	0	2FE
759351802	REINSURANCE GROUP OF AMERICA I		07/28/2016	Bear Stearns	2,300,000	58,957	0.00	0	2FE
78406T201	SCE TRUST I		09/22/2016	VARIOUS	3,300,000	86,557	25.00	0	2FE
78409W201	SCE TRUST V		09/22/2016	VARIOUS	7,095,000	178,622	25.00	0	P2LFE
81721M307	SENIOR HOUSING PROPERTIES TRUS		07/20/2016	Bear Stearns	1,500,000	38,912	0.00	0	P2LFE
84258T206	SOUTHERN CO/THE		07/19/2016	Morgan Stanley	6,100,000	175,180	0.00	0	P2LFE
857477855	STATE STREET CORP		09/20/2016	Bear Stearns	3,300,000	87,447	25.00	0	P2LFE
857477889	STATE STREET CORP		09/20/2016	Bear Stearns	6,635,000	184,784	25.00	0	P2LFE
857477AQ6	STATE STREET CORP		09/22/2016	VARIOUS	12,300,000	339,440	0.00	0	P2LFE
902973833	US BANCORP		09/19/2016	VARIOUS	2,800,000	75,040	0.00	0	P2LFE
949746556	WELLS FARGO & CO		09/19/2016	VARIOUS	210,000,000	220,928	0.00	3,184	P2LFE
949746PM7	WELLS FARGO & CO		09/22/2016	Bear Stearns	1,300,000	39,231	0.00	0	P2LFE
94988U672	WELLS FARGO & CO		09/19/2016	VARIOUS	4,100,000	112,415	0.00	0	P2LFE
94988U714	WELLS FARGO & CO		07/19/2016	First Boston Corp	165,000,000	174,653	0.00	4,645	P2LFE
949746804	WELLS FARGO & CO NEW		09/27/2016	VARIOUS	7,200,000	188,339	0.00	0	P2LFE
084423607	WR BERKLEY CORP		09/19/2016	Bear Stearns	2,800,000	72,722	0.00	0	P2LFE
8499999 Subtotal - Preferred Stocks - Industrial and Miscellaneous (Unaffiliated)			09/19/2016	VARIOUS	16,800,000	85,280	25.00	0	P2LFE
8999997 Subtotal - Preferred Stocks - Part 3			09/21/2016	VARIOUS	X X X	11,653,115	X X X	53,183	X X X
8999998 Subtotal - Preferred Stocks - Part 3			09/21/2016	VARIOUS	X X X	11,653,115	X X X	53,183	X X X
8999999 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)			09/21/2016	VARIOUS	X X X	X X X	X X X	X X X	X X X
8999999 Subtotal - Preferred Stocks			09/21/2016	VARIOUS	X X X	11,653,115	X X X	53,183	X X X
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
G27823106	DELPHI AUTOMOTIVE PLC	F	09/19/2016	ITG INC, NEW YORK	414,000	29,179	X X X	0	L
G30401106	ENDO INTERNATIONAL PLC	F	07/08/2016	ITG INC, NEW YORK	659,000	11,500	X X X	0	L
G98294104	XL GROUP LTD	F	07/25/2016	VARIOUS	928,000	33,254	X X X	0	L
00287Y109	ABBVIE INC		08/10/2016	ITG INC, NEW YORK	783,000	51,927	X X X	0	L
008252108	AFFILIATED MANAGERS GROUP INC		08/10/2016	ITG INC, NEW YORK	174,000	24,953	X X X	0	L
012653101	ALBEMARLE CORP		07/08/2016	ITG INC, NEW YORK	361,000	30,252	X X X	0	4
015351109	ALEXION PHARMACEUTICALS INC		08/10/2016	ITG INC, NEW YORK	531,000	70,420	X X X	0	L
G0177J108	ALLERGAN PLC		09/19/2016	ITG INC, NEW YORK	757,000	184,211	X X X	0	L
018581108	ALLIANCE DATA SYSTEMS CORP		08/10/2016	ITG INC, NEW YORK	190,000	41,353	X X X	0	L
018802108	ALLIANT ENERGY CORP		09/19/2016	ITG INC, NEW YORK	737,000	28,559	X X X	0	L
02376R102	AMERICAN AIRLINES GROUP INC		08/10/2016	ITG INC, NEW YORK	1,707,000	57,937	X X X	0	L
025816109	AMERICAN EXPRESS CO COM		07/08/2016	ITG INC, NEW YORK	1,071,000	65,759	X X X	0	L
026874784	AMERICAN INTL GROUP INC COM		07/08/2016	ITG INC, NEW YORK	739,000	39,019	X X X	0	L
030420103	AMERICAN WATER WORKS CO INC		07/08/2016	ITG INC, NEW YORK	572,000	47,373	X X X	0	L
031100100	AMETEK INC		09/19/2016	ITG INC, NEW YORK	753,000	35,474	X X X	0	L

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
032511107	ANADARKO PETE CORP COM		07/08/2016	ITG INC, NEW YORK	506,000	28,225	XXX	0	L
037833100	APPLE COMPUTER INC		07/08/2016	ITG INC, NEW YORK	848,000	81,959	XXX	0	L
363576109	ARTHUR J GALLAGHER & CO		09/19/2016	ITG INC, NEW YORK	573,000	28,656	XXX	0	L
057224107	BAKER HUGHES INC COM		09/19/2016	ITG INC, NEW YORK	779,000	38,212	XXX	0	L
060505104	BANK OF AMERICA CORP		08/10/2016	ITG INC, NEW YORK	8,833,000	130,892	XXX	0	L
09062X103	BIOMGEN IDEC INC COM		08/10/2016	ITG INC, NEW YORK	136,000	41,906	XXX	0	L
097023105	BOEING CO COM		08/10/2016	ITG INC, NEW YORK	748,000	98,601	XXX	0	L
110122108	BRISTOL MYERS SQUIBB CO COM		09/19/2016	ITG INC, NEW YORK	930,000	51,466	XXX	0	L
14149Y108	CARDINAL HEALTH INC COM		08/10/2016	ITG INC, NEW YORK	362,000	30,206	XXX	0	L
143130102	CARMAX INC		07/08/2016	ITG INC, NEW YORK	422,000	22,071	XXX	0	L
143658300	CARNIVAL CORP PAIRED CTF 1 COM		09/19/2016	ITG INC, NEW YORK	859,000	39,746	XXX	0	L
12504L109	CBRE GROUP INC CL A		08/10/2016	ITG INC, NEW YORK	940,000	28,106	XXX	0	L
151020104	CELGENE CORP		08/10/2016	ITG INC, NEW YORK	557,000	62,650	XXX	0	L
156782104	CERNER CORP		09/19/2016	ITG INC, NEW YORK	454,000	28,180	XXX	0	L
125289100	CF INDS HLDGS INC		08/10/2016	ITG INC, NEW YORK	751,000	16,183	XXX	0	L
16119P108	CHARTER COMMUNICATIONS INC		09/19/2016	ITG INC, NEW YORK	683,000	182,095	XXX	0	L
166764100	CHEVRONTXACO CORP		07/08/2016	ITG INC, NEW YORK	10,000	1,045	XXX	0	L
125509109	CIGNA CORP COM		09/19/2016	ITG INC, NEW YORK	778,000	102,342	XXX	0	L
172967424	CITIGROUP INC		07/08/2016	ITG INC, NEW YORK	3,335,000	140,137	XXX	0	L
192446102	COGNIZANT TECH SOLUTIONS CL A		09/19/2016	ITG INC, NEW YORK	755,000	40,476	XXX	0	L
20030N101	COMCAST CORP NEW CL A		08/10/2016	ITG INC, NEW YORK	581,000	38,933	XXX	0	L
20825C104	CONOCOPHILLIPS		09/19/2016	ITG INC, NEW YORK	1,351,000	54,057	XXX	0	L
209115104	CONSOLIDATED EDISON INC COM		08/10/2016	ITG INC, NEW YORK	260,000	20,339	XXX	0	L
126650100	CVS CORP		08/10/2016	ITG INC, NEW YORK	1,417,000	137,463	XXX	0	L
24703L103	DELL TECHNOLOGIES INC		09/07/2016	VARIOUS	626,182	28,232	XXX	0	L
253868103	DIGITAL REALTY TRUST INC		08/10/2016	ITG INC, NEW YORK	44,000	4,475	XXX	0	L
254709108	DISCOVER FINL SVCS COM		07/08/2016	ITG INC, NEW YORK	328,000	17,997	XXX	0	L
25470F302	DISCOVERY COMMUNICATIONS INC		09/19/2016	ITG INC, NEW YORK	544,000	12,947	XXX	0	L
254687106	DISNEY WALT CO COM		07/08/2016	ITG INC, NEW YORK	962,000	95,748	XXX	0	L
260543103	DOW CHEM CO COM		09/19/2016	ITG INC, NEW YORK	790,000	41,917	XXX	0	L
26875P101	EOG RES INC COM		08/10/2016	ITG INC, NEW YORK	804,000	68,057	XXX	0	L
297178105	ESSEX PPTY TR		08/10/2016	ITG INC, NEW YORK	211,000	48,896	XXX	0	L
30219G108	EXPRESS SCRIPTS HLDG CO		08/10/2016	ITG INC, NEW YORK	890,000	67,457	XXX	0	L
30225T102	EXTRA SPACE STORAGE INC		09/19/2016	ITG INC, NEW YORK	408,000	31,591	XXX	0	L
313747206	FEDERAL REALTY INVESTMENT TRUS		09/19/2016	ITG INC, NEW YORK	230,000	35,917	XXX	0	L
30249U101	FMC TECHNOLOGIES INC COM		07/08/2016	ITG INC, NEW YORK	729,000	19,340	XXX	0	L
344849104	FOOT LOCKER INC		08/10/2016	ITG INC, NEW YORK	439,000	25,592	XXX	0	L
345370860	FORD MTR CO DEL COM PAR \$0.01		09/19/2016	ITG INC, NEW YORK	3,884,000	47,579	XXX	0	L
34959J108	FORTIVE CORP		07/05/2016	Non Broker Trade	732,000	30,873	XXX	0	L
354613101	FRANKLIN RES INC COM		09/19/2016	ITG INC, NEW YORK	732,000	26,132	XXX	0	L
37045V100	GENERAL MOTORS CO		07/08/2016	ITG INC, NEW YORK	1,333,000	39,603	XXX	0	L
375558103	GILEAD SCIENCES INC COM		09/19/2016	ITG INC, NEW YORK	2,704,000	220,546	XXX	0	L
37940X102	GLOBAL PAYMENTS INC		07/08/2016	ITG INC, NEW YORK	496,000	36,431	XXX	0	L
38141G104	GOLDMAN SACHS GROUP INC COM		07/08/2016	ITG INC, NEW YORK	354,000	53,330	XXX	0	L
410345102	HANESBRANDS INC		09/19/2016	ITG INC, NEW YORK	1,223,000	31,994	XXX	0	L
413086109	HARMAN INTL INDS INC NEW COM		07/08/2016	ITG INC, NEW YORK	227,000	16,852	XXX	0	L
416515104	HARTFORD FINL SVCS GROUP INC		09/19/2016	ITG INC, NEW YORK	539,000	22,703	XXX	0	L
40414L109	HCP INC COM		07/08/2016	ITG INC, NEW YORK	1,313,000	46,585	XXX	0	L
437076102	HOME DEPOT INC COM		09/19/2016	ITG INC, NEW YORK	306,000	38,937	XXX	0	L
444859102	HUMANA INC COM		08/10/2016	ITG INC, NEW YORK	193,000	34,607	XXX	0	L
452327109	ILLUMINA INC		07/08/2016	ITG INC, NEW YORK	474,000	67,113	XXX	0	L
G491BT108	INVESCO LTD SHS		07/08/2016	ITG INC, NEW YORK	1,342,000	34,557	XXX	0	L
478160104	JOHNSON & JOHNSON COM		08/10/2016	ITG INC, NEW YORK	29,000	3,575	XXX	0	L
G51502105	JOHNSON CONTROLS INTERNATIONAL		09/06/2016	VARIOUS	2,430,728	104,164	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)
478366107	JOHNSON CTLS INC COM		07/08/2016	ITG INC, NEW YORK	241,000	10,517	XXX	0	L
48203R104	JUNIPER NETWORKS INC COM		08/10/2016	ITG INC, NEW YORK	1,006,000	23,168	XXX	0	L
500255104	KOHL'S CORP COM		07/08/2016	ITG INC, NEW YORK	590,000	23,382	XXX	0	L
501044101	KROGER CO COM		09/19/2016	ITG INC, NEW YORK	3,074,000	95,263	XXX	0	L
532457108	LILLY ELI & CO COM		08/10/2016	ITG INC, NEW YORK	1,238,000	99,418	XXX	0	L
501889208	LKQ CORP		08/10/2016	ITG INC, NEW YORK	838,000	29,309	XXX	0	L
N53745100	LYONDELLBASELL INDUSTRIES NV		08/10/2016	ITG INC, NEW YORK	408,000	30,441	XXX	0	L
55616P104	MACYS INC COM		09/19/2016	ITG INC, NEW YORK	999,000	35,634	XXX	0	L
565849106	MARATHON OIL		07/08/2016	ITG INC, NEW YORK	1,404,000	21,144	XXX	0	L
56585A102	MARATHON PETROLEUM CORP		07/08/2016	ITG INC, NEW YORK	1,238,000	45,571	XXX	0	L
571903202	MARRIOTT INTL INC NEW CL A		09/23/2016	VARIOUS	428,800	29,797	XXX	0	L
57636Q104	MASTERCARD INC CL A		08/10/2016	ITG INC, NEW YORK	917,000	88,305	XXX	0	L
580135101	MCDONALDS CORP COM		08/10/2016	ITG INC, NEW YORK	573,000	67,990	XXX	0	L
58933Y105	MERCK & CO INC NEW		08/10/2016	ITG INC, NEW YORK	603,000	37,633	XXX	0	L
59156R108	METLIFE INC COM		09/19/2016	ITG INC, NEW YORK	1,443,000	64,156	XXX	0	L
637071101	NATIONAL-OILWELL INC		07/08/2016	ITG INC, NEW YORK	478,000	15,583	XXX	0	L
64110L106	NETFLIX INC		07/08/2016	ITG INC, NEW YORK	158,000	15,283	XXX	0	L
654106103	NIKE INC CL B COM		07/08/2016	ITG INC, NEW YORK	1,380,000	77,968	XXX	0	L
655664100	NORDSTROM INC WASH COM		07/08/2016	ITG INC, NEW YORK	412,000	16,641	XXX	0	L
67103H107	O'REILLY AUTOMOTIVE INC		09/19/2016	ITG INC, NEW YORK	57,000	15,613	XXX	0	L
674599105	OCCIDENTAL PETE CORP COM		09/19/2016	ITG INC, NEW YORK	830,000	59,511	XXX	0	L
713448108	PEPSICO INC COM		09/19/2016	ITG INC, NEW YORK	864,000	91,563	XXX	0	L
717081103	PFIZER INC COM STK USD0.05		09/19/2016	ITG INC, NEW YORK	29,000	983	XXX	0	L
74144T108	PRICE T ROWE GROUP INC COM		09/19/2016	ITG INC, NEW YORK	595,000	40,198	XXX	0	L
741503403	PRICELINE COM INC		08/10/2016	ITG INC, NEW YORK	26,000	36,553	XXX	0	L
74251V102	PRINCIPAL FINANCIAL GROUP INC		07/08/2016	ITG INC, NEW YORK	867,000	36,033	XXX	0	L
742718109	PROCTER & GAMBLE CO COM		08/10/2016	ITG INC, NEW YORK	985,000	84,830	XXX	0	L
744320102	PRUDENTIAL FINL INC		07/08/2016	ITG INC, NEW YORK	421,000	29,992	XXX	0	L
751212101	RALPH LAUREN CORP		09/19/2016	ITG INC, NEW YORK	182,000	18,204	XXX	0	L
75886F107	REGENERON PHARMACEUTICALS INC		07/08/2016	ITG INC, NEW YORK	131,000	49,272	XXX	0	L
V7780T103	ROYAL CARIBBEAN CRUISES LTD		08/10/2016	ITG INC, NEW YORK	541,000	37,765	XXX	0	L
824348106	SHERWIN WILLIAMS CO COM		08/10/2016	ITG INC, NEW YORK	94,000	27,819	XXX	0	L
G81276100	SIGNET JEWELERS LTD		07/08/2016	ITG INC, NEW YORK	250,000	21,083	XXX	0	L
857477103	STATE STREET CORP		07/08/2016	ITG INC, NEW YORK	569,000	30,316	XXX	0	L
858912108	STERICYCLE INC COM		09/19/2016	ITG INC, NEW YORK	548,000	49,948	XXX	0	L
871503108	SYMANTEC CORP COM		07/08/2016	ITG INC, NEW YORK	1,969,000	40,837	XXX	0	L
87162E106	TARGET CORP COM		07/08/2016	ITG INC, NEW YORK	438,000	31,015	XXX	0	L
881609101	TESORO PETE CORP		08/10/2016	ITG INC, NEW YORK	386,000	29,264	XXX	0	L
886547108	TIFFANY & CO NEW COM		09/19/2016	ITG INC, NEW YORK	347,000	25,244	XXX	0	L
887317303	TIME WARNER INC NEW COM NEW		08/10/2016	ITG INC, NEW YORK	574,000	45,811	XXX	0	L
892356106	TRACTOR SUPPLY CO		09/19/2016	ITG INC, NEW YORK	234,000	15,907	XXX	0	L
896945201	TRIPADVISOR INC		09/19/2016	ITG INC, NEW YORK	370,000	22,589	XXX	0	L
90130A101	TWENTY FIRST CENTURY FOX INC		09/19/2016	ITG INC, NEW YORK	3,447,000	82,556	XXX	0	L
902653104	UDR INC		08/10/2016	ITG INC, NEW YORK	734,000	27,165	XXX	0	L
910047109	UNITED CONTINENTAL HOLDINGS IN		08/10/2016	ITG INC, NEW YORK	1,080,000	50,691	XXX	0	L
91324P102	UNITED HEALTH GROUP INC COM		07/08/2016	ITG INC, NEW YORK	475,000	66,942	XXX	0	L
91913Y100	VALERO ENERGY CORP COM NEW		08/10/2016	ITG INC, NEW YORK	1,198,000	63,482	XXX	0	L
949746101	WELLS FARGO & CO NEW COM		08/10/2016	ITG INC, NEW YORK	1,653,000	79,590	XXX	0	L
969457100	WILLIAMS COS INC COM		09/19/2016	ITG INC, NEW YORK	291,000	8,843	XXX	0	L
98310W108	WYNDHAM WORLDWIDE CORP COM		09/19/2016	ITG INC, NEW YORK	235,000	16,107	XXX	0	L
984332106	YAHOO INC		09/19/2016	ITG INC, NEW YORK	143,000	6,196	XXX	0	L
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)				XXX	5,617,990	XXX	0	XXX
9799997	Subtotal - Common Stocks - Part 3				XXX	5,617,990	XXX	0	XXX

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)
9799998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)								
9799999	Subtotal - Common Stocks					5,617,990		0	
9899999	Subtotal - Preferred and Common Stocks					17,271,104		53,183	
9999999	Total - Bonds, Preferred and Common Stocks					94,977,572		245,475	

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

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	11 Change in Book/Adjusted Carrying Value				15 Total Foreign Exchange Change in B./A.C.V.	16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (e)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Years (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)								
Bonds - U.S. Governments																					
83162CQX4	SBA GTP PARTN CTFES 2007-20C 1		09/01/2016	PRINCIPAL RECEIPT	XXX	101,778	101,778	113,228	112,084	0	(10,307)	0	0	101,778	0	0	0	5,450	03/01/2027	1	
91282R052	U.S. TREASURY NOTE	XXX	08/25/2016	VARIOUS	XXX	14,605,241	14,575,000	14,548,871	0	0	2,162	0	0	14,551,033	0	54,208	54,208	37,331	04/15/2019	1	
91282R055	U.S. TREASURY NOTE	XXX	09/29/2016	VARIOUS	XXX	11,100,460	11,103,000	11,151,576	0	0	(2,763)	0	0	11,148,813	0	(48,353)	(48,353)	20,527	06/15/2019	1	
91282R543	U.S. TREASURY NOTE	XXX	09/26/2016	Salomon Brothers	XXX	470,746	472,000	477,000	0	0	54	0	0	471,058	0	(312)	(312)	712	07/15/2019	1	
91282RWT3	U.S. TREASURY NOTES	XXX	08/12/2016	Chase Greenwich	XXX	651,574	650,000	647,588	648,736	0	502	0	0	649,238	0	2,336	2,336	6,167	07/15/2017	1	
0695989	Subtotal - Bonds - U.S. Governments	XXX			XXX	26,929,799	26,901,778	26,932,267	760,820	0	(10,351)	0	0	26,921,920	0	7,879	7,879	70,187	.. X X X	.. X X X	
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
659155FR1	NORTH EAST TX INDEP SCH DIST	XXX	08/01/2016	CALLED @ 100.0000000	XXX	20,000	20,000	20,504	20,468	0	(9)	0	0	20,459	0	(459)	(459)	400	08/01/2042	1FE	
796263VC9	SAN ANTONIO TX INDEP SCH DIST	XXX	08/01/2016	CALLED @ 100.0000000	XXX	15,000	15,000	15,497	15,468	0	(8)	0	0	15,460	0	(460)	(460)	300	08/01/2044	1FE	
2495989	Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions	XXX			XXX	35,000	35,000	36,001	35,986	0	(17)	0	0	35,919	0	(919)	(919)	700	.. X X X	.. X X X	
Bonds - U.S. Special Revenue, Special Assessment																					
113807BM2	BROOKLYN ARENA NY LOCAL DEV CO	XXX	08/17/2016	Goldman Sachs NY	XXX	893,968	800,000	883,328	0	0	0	0	0	883,328	0	10,640	10,640	0	07/15/2035	1FE	
31300ML7	FHLMC POOL #64-9343	XXX	09/01/2016	PRINCIPAL RECEIPT	XXX	50,075	50,075	51,483	0	0	(1,408)	0	0	50,075	0	0	0	63	08/01/2043	1	
312839V73	FHLMC POOL #49-1638	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	68,365	68,365	73,919	73,948	0	(5,483)	0	0	68,365	0	0	0	2,109	03/01/2040	1	
3128MLV56	FHLMC POOL #60-8635	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	50,943	50,943	51,811	51,800	0	(857)	0	0	50,943	0	0	0	1,047	04/01/2045	1	
3128MLW00	FHLMC POOL #60-8635	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	25,326	25,326	25,387	25,387	0	(61)	0	0	25,326	0	0	0	520	08/01/2045	1	
3132GDM9	FHLMC POOL #60-0876	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	37,520	37,520	40,514	40,514	0	(2,994)	0	0	37,520	0	0	0	1,136	05/01/2041	1	
3132GDM9	FHLMC POOL #60-0876	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	46,939	46,939	46,775	46,754	0	(165)	0	0	46,939	0	0	0	1,094	05/01/2042	1	
3132JNTP7	FHLMC POOL #Q2-7938	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	23,924	23,924	23,441	23,441	0	482	0	0	23,924	0	0	0	471	09/01/2043	1	
3132MXP8	FHLMC POOL #Q2-7286	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	118,212	118,212	120,262	120,190	0	(1,979)	0	0	118,212	0	0	0	2,810	07/01/2044	1	
3132QRQ40	FHLMC POOL #Q3-4650	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	31,813	31,813	31,674	31,675	0	138	0	0	31,813	0	0	0	643	07/01/2044	1	
3132QRK24	FHLMC POOL #Q3-4957	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	11,944	11,944	11,974	11,944	0	(30)	0	0	11,944	0	0	0	240	07/01/2045	1	
313393K24	FHLMC MULTICLASS MTG	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	54,952	54,952	59,142	54,952	0	0	0	0	54,952	0	0	0	1,902	07/15/2039	1	
3137ACT41	FHLMC MULTICLASS MTG 3902 MA	XXX	08/25/2016	VARIOUS	XXX	334,545	326,444	350,826	326,444	0	0	0	0	326,444	0	8,101	8,101	10,898	07/15/2039	1	
3137ALYX6	FHLMC MULTICLASS MTG 3907 AD	XXX	08/25/2016	VARIOUS	XXX	1,039,253	1,021,465	1,053,733	1,030,669	0	(1,742)	0	0	1,028,927	0	10,326	10,326	22,631	09/15/2039	1	
31417ALS9	FNMA POOL #0AB3872	XXX	09/25/2016	VARIOUS	XXX	97,975	97,975	103,267	103,158	0	(5,183)	0	0	97,975	0	0	0	2,408	11/01/2041	1	
3138ETG59	FNMA POOL #0AL8319	XXX	09/23/2016	PRINCIPAL RECEIPT	XXX	70,229	70,229	72,643	70,229	0	(2,414)	0	0	70,229	0	0	0	245	09/01/2042	1	
3138ETW45	FNMA POOL #0AL8476	XXX	09/23/2016	PRINCIPAL RECEIPT	XXX	173,958	173,958	180,388	173,958	0	(6,221)	0	0	173,958	0	0	0	533	09/01/2044	1	
3138ETND4	FNMA POOL #0AL8487	XXX	09/25/2016	PRINCIPAL RECEIPT	XXX	57,775	57,775	59,423	57,775	0	(1,648)	0	0	57,775	0	0	0	276	04/01/2046	1	
3138W9ZG4	FNMA POOL #0AS0774	XXX	09/25/2016	PRINCIPAL RECEIPT	XXX	27,947	27,947	27,986	27,986	0	(38)	0	0	27,947	0	0	0	520	10/01/2043	1	
3138X0Y28	FNMA POOL #0AU1628	XXX	09/25/2016	PRINCIPAL RECEIPT	XXX	29,033	29,033	29,072	29,072	0	(40)	0	0	29,033	0	0	0	541	07/01/2043	1	
3138X3E21	FNMA POOL #0AU3751	XXX	09/25/2016	PRINCIPAL RECEIPT	XXX	154,809	154,809	163,154	162,972	0	(8,163)	0	0	154,809	0	0	0	3,782	08/01/2043	1	
3136A1HC2	FNMA POOL #0A13751	XXX	09/25/2016	PRINCIPAL RECEIPT	XXX	23,797	23,797	25,567	24,669	0	(672)	0	0	23,797	0	0	0	513	01/25/2023	1	
31397UX42	FNMA GTD REMIC PIT 2011-16 1MG	XXX	09/26/2016	VARIOUS	XXX	447,647	420,058	443,555	432,288	0	(1,440)	0	0	430,848	0	16,799	16,799	13,828	07/25/2026	1	
41410AA6	HARRIS CNTY TX CULTURAL EDU FA	XXX	09/12/2016	Chemical Securities	XXX	500,000	500,000	500,000	500,000	0	0	0	0	500,000	0	0	0	263	09/01/2031	1FE	
45200FA1	ILLINOIS ST FIN AUTH REVENUE	XXX	08/22/2016	Chemical Securities	XXX	603,420	500,000	606,540	597,906	0	(16,814)	0	0	581,092	0	22,328	22,328	38,750	08/15/2034	2FE	
57583JUB49	MASSACHUSETTS ST DEV FIN AGY R	XXX	09/12/2016	US Bank/Municipal	XXX	500,000	500,000	500,000	500,000	0	0	0	0	500,000	0	0	0	263	07/01/2048	1FE	
63165TWW3	NASSAU COUNTY NY	XXX	08/01/2016	Morgan Stanley	XXX	553,606	450,000	553,606	0	0	(497)	0	0	553,109	0	497	497	0	04/01/2039	1FE	
65919WAB9	NORTH CAROLINA ST ESTRIN MIUNI P	XXX	08/22/2016	Raymond James FLSaint Petersb	XXX	917,288	915,000	915,000	915,000	0	0	0	0	915,000	0	2,288	2,288	15,275	07/01/2017	1FE	
842475WF8	STHRN CALIFORNIA ST PUBLIC PWR	XXX	08/22/2016	Raymond James FLSaint Petersb	XXX	520,625	500,000	612,080	539,200	0	(18,247)	0	0	520,953	0	(328)	(328)	26,950	05/15/2017	1FE	
3195989	Subtotal - Bonds - U.S. Special Revenue, Special Assessment	XXX			XXX	7,464,497	7,087,113	7,621,571	4,669,901	0	(76,925)	0	0	7,393,847	0	70,650	70,650	149,711	.. X X X	.. X X X	
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
00182EAW9	ANZ NEW ZEALAND INT'L LDN 144A	F	08/22/2016	BK OF NEW YORK	XXX	251,098	250,000	249,970	249,968	0	9	0	0	249,977	0	1,120	1,120	3,962	03/29/2018	1FE	
55608IAD0	MACQUARIE GROUP LTD 144A	XXX	08/23/2016	SBC Capital Mkts	XXX	464,049	450,000	482,013	470,800	0	(8,258)	0	0	462,542	0	1,507	1,507	22,913	08/10/2017	2FE	
60637AFD0	MISSOURI ST HLTH & EDUC'TNL FAC	XXX	09/12/2016	Piper, Jeffrey Hopwood	XXX	500,000	500,000	500,000	0	0	0	0	0	500,000	0	2,107	2,107	274	01/19/2031	1FE	
6186CAD2	BAROBANK NEDERLAND UTREC	F	08/22/2016	Goldman Sachs NY	XXX	504,925	500,000	528,440	507,197	0	(4,379)	0	0	502,818	0	2,107	2,107	18,563	01/19/2017	1FE	
00287YAN9	ABVIE INC	XXX	08/22/2016	U.S. Bancorp	XXX	604,630	600,000	599,388	599,518	0	129	0	0	599,646	0	4,884	4,884	8,430	05/14/2018	2FE	
00404EAK6	ACE INA HOLDINGS INC	XXX	08/22/2016	Donaldson Lukin	XXX	735,762	720,000	842,801	755,171	0	(20,050)	0	0	735,121	0	661	661	42,180	02/15/2017	1FE	
001055AH5	AFLAC INC	XXX	07/26/2016	Salomon Brothers	XXX	1,31648	1,285,000	1,596,296	1,539,483	0	(5,192)	0	0	1,570	0	1,570	1,570	18,359	02/02/2017	1FE	
002050AA2	AGRI BANK FCB	XXX	08/24/2016	VARIOUS	XXX	1,265,000	1,265,000	1,265,000	1,265,000	0	0	0	0	1,265,000	0	(234,310)	(234,310)	15,431	07/15/2019	1FE	
03064JAD7	ALLY MASTER OWNER TRUST 4 A2	XXX	09/08/2016	VARIOUS	XXX	500,879	500,000	501,914	501,298	0	(795)	0	0	500,504	0	375	375	4,965	05/08/2018	1FE	
03061UAE3	AMERICREDIT AUTOMOBILE REC 3 C	XXX	09/08/2016	VARIOUS	XXX	148,608	148,608	148,608	148,642	0	8	0	0	148,642	0	(43)	(43)	1,180	05/08/2018	1FE	
04032YAB5	ARI FLEET LEASE TRUS A2 144A	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	207,079	207,079	207,079	207,064	0	(15)	0	0	207,079	0	(319)	(319)	1,543	11		

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	11				13	14	15	16	17	18	19	20	21	22
										Unrealized Valuation Increase/ (Decrease)	Current Years (Amortization)/ Accretion	Current Years Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)											Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
07274EAB9	BAYER US FINANCE LLC 144A		08/22/2016	BK OF NEW YORK	XXX	700,343	700,000	699,531	699,723	0	100	0	0	0	699,823	0	520	520	520	9,304	10/06/2017	IFE	
07388PAE1	BEAR STEARNS COMMERCIA PW14 A4	XXX	09/12/2016	MELLONTORONTO	XXX	880,499	880,499	889,167	880,499	0	(8,667)	0	0	880,499	0	0	880,499	0	13,370	12/11/2038	1FM		
07388RAE2	BEAR STEARNS COMMERCIA PW15 A4	XXX	09/12/2016	PRINCIPAL RECEIPT	XXX	66,570	66,570	67,764	67,764	0	(2,194)	0	0	66,570	0	0	66,570	0	2,647	02/11/2044	1FM		
07388QAE9	BEAR STEARNS COMMERCIA PW16 A4	XXX	09/13/2016	PRINCIPAL RECEIPT	XXX	16,069	16,069	17,887	16,717	0	(647)	0	0	16,069	0	0	16,069	0	664	06/11/2040	1FM		
07401DBCA	BEAR STEARNS COMMERCIA PW17 A4	XXX	09/13/2016	PRINCIPAL RECEIPT	XXX	131,665	131,665	136,685	136,685	0	(4,712)	0	0	131,665	0	0	131,665	0	1,245	06/11/2050	1FM		
073945AET	BEAR STEARNS COMMERCIAL T28 A4	XXX	09/13/2016	PRINCIPAL RECEIPT	XXX	6,744	6,744	7,046	7,046	0	(302)	0	0	6,744	0	0	6,744	0	230	06/11/2050	1FM		
07392RUA	BEAR STEARNS COS LLC/THE	XXX	08/22/2016	Donaldson Lufkin	XXX	124,632	124,632	138,586	130,585	0	(6,953)	0	0	124,632	0	0	124,632	0	5,980	09/10/2042	1FM		
14024NE14	CAPITAL ONE MULTI-ASSET AS A	XXX	08/24/2016	VARIOUS	XXX	703,658	650,000	770,309	721,662	0	(21,782)	0	0	699,880	0	3,777	3,777	0	50,287	02/01/2018	IFE		
14986DAF7	CD 2006-C03 MORTGAGE TR C03 A5	XXX	09/16/2016	PRINCIPAL RECEIPT	XXX	3,219,123	3,203,000	3,230,150	3,217,957	0	(7,766)	0	0	3,210,191	0	8,932	8,932	0	30,946	07/15/2048	1FM		
12813YAF7	CD 2007-C04 COMMERCIAL CDA A4	XXX	09/13/2016	PRINCIPAL RECEIPT	XXX	402,072	402,072	411,904	409,214	0	(7,142)	0	0	402,072	0	0	402,072	0	15,147	07/15/2048	1FM		
12814AAE1	CD 2007-C05 MORTGAGE TR C05 A4	XXX	09/16/2016	PRINCIPAL RECEIPT	XXX	180,296	180,296	194,895	184,961	0	(4,665)	0	0	180,296	0	0	180,296	0	6,635	12/11/2049	1FM		
151020AG9	CELGENE CORP	XXX	08/22/2016	Donaldson Lufkin	XXX	3,532	3,532	3,744	3,744	0	(212)	0	0	3,532	0	0	3,532	0	164	11/15/2044	1FM		
166182BR6	CHESAPEAKE FDG 15-1A 144A	XXX	09/07/2016	PRINCIPAL RECEIPT	XXX	604,350	600,000	604,004	602,459	0	(965)	0	0	604,004	0	2,856	2,856	0	11,717	08/15/2017	2FE		
17305EDY8	CITIBANK CR CARD 07-A8 CL A8	XXX	09/07/2016	Salomon Brothers	XXX	1,048,570	1,000,000	1,142,070	1,043,314	0	(24,296)	0	0	1,019,017	0	29,733	29,733	0	308	02/07/2027	IFE		
17313KAF8	CITIGROUP COMMERCIAL MOR C7 A4	XXX	09/12/2016	PRINCIPAL RECEIPT	XXX	7,325	7,325	7,688	7,325	0	(363)	0	0	7,019,017	0	0	7,019,017	0	52,576	09/20/2019	1FE		
1282HAD5	CNH EQUIPMENT TRUST 2012-D A4	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	67,468	67,468	67,196	67,372	0	(96)	0	0	67,468	0	0	67,468	0	408	11/15/2019	1FE		
19075CAD5	COBALT CHBS COMMERCIAL M2 C2 A3	XXX	09/16/2016	PRINCIPAL RECEIPT	XXX	19,057	19,057	20,000	19,782	0	(725)	0	0	19,057	0	0	19,057	0	788	04/15/2047	1FM		
20029PAG4	COMCAST CABLE COMMUNICATIONS L	XXX	08/22/2016	U.S Bancorp	XXX	917,084	870,000	1,019,753	955,295	0	(40,832)	0	0	914,463	0	2,622	2,622	0	63,057	05/01/2017	IFE		
20047RAE3	COMM/2007-C03 MORTGAGE TR C03 A4	XXX	09/16/2016	PRINCIPAL RECEIPT	XXX	5,137	5,137	5,588	5,137	0	(236)	0	0	5,137	0	0	5,137	0	229	07/10/2049	1FM		
22845RAD3	COMMERCIAL MORTGAGE PASS C2 A3	XXX	09/12/2016	PRINCIPAL RECEIPT	XXX	736,924	736,924	796,388	757,153	0	(20,229)	0	0	736,924	0	0	736,924	0	30,469	07/15/2049	1FM		
20773VAE0	COMMERCIAL MORTGAGE TR G311 A4	XXX	09/12/2016	PRINCIPAL RECEIPT	XXX	3,631	3,631	4,008	3,797	0	(166)	0	0	3,631	0	0	3,631	0	130	02/10/2049	1FM		
20773VAE1	COMMERCIAL MORTGAGE TR G39 A4	XXX	09/12/2016	PRINCIPAL RECEIPT	XXX	613,708	613,708	643,302	634,819	0	(21,111)	0	0	613,708	0	0	613,708	0	24,121	03/10/2039	1FM		
21051BCG9	CONSUMERS ENERGY CO	XXX	08/22/2016	Spear Leeds & Kellogg	XXX	856,279	840,000	902,336	879,172	0	(22,348)	0	0	856,824	0	(545)	(545)	0	44,462	02/15/2017	1FE		
20773TAE9	CREDIT SUISSE COMMERCIAL C4 A4	XXX	09/16/2016	PRINCIPAL RECEIPT	XXX	6,136	6,136	6,594	6,424	0	(288)	0	0	6,136	0	0	6,136	0	248	09/15/2039	1FM		
22545LAD1	CVS HEALTH CORP	XXX	09/16/2016	VARIOUS	XXX	996,808	996,808	1,072,269	1,022,980	0	(24,725)	0	0	996,255	0	(1,447)	(1,447)	0	36,893	12/15/2038	1FM		
126650CH1	CVS PASS-THROUGH TR 2014 144A	XXX	08/22/2016	Merrill Lynch	XXX	861,781	850,000	849,405	849,495	0	(125)	0	0	849,619	0	12,162	12,162	0	17,720	07/20/2018	2FE		
126650AA0	DAMER FINANCE NA LLC 144A	XXX	09/10/2016	BK OF NEW YORK	XXX	2,149	2,149	2,149	2,149	0	0	0	0	2,149	0	0	2,149	0	52	08/10/2036	2FE		
233851BF0	DAMER FINANCE NA LLC 144A	XXX	08/22/2016	Stk Pmt @ 100.0000000	XXX	2,149	2,149	2,149	2,149	0	0	0	0	2,149	0	0	2,149	0	0	0	0	0	
30219GAD0	EXPRESS SCRIPTS HOLDING CO	XXX	07/01/2016	MELLONTORONTO	XXX	901,647	900,000	896,806	898,954	0	(662)	0	0	899,016	0	2,631	2,631	0	13,200	08/01/2017	1FE		
30231GAP7	EXXON MOBIL CORP	XXX	07/01/2016	Nomura Sees NY	XXX	1,314,660	1,300,000	1,332,890	1,317,188	0	(7,621)	0	0	1,309,567	0	5,123	5,123	0	30,814	02/15/2017	2FE		
34629WAG5	FORD CREDIT AUTO OWNER TRU1 B	XXX	08/22/2016	Donaldson Lufkin	XXX	405,340	400,000	400,000	400,000	0	0	0	0	400,000	0	5,340	5,340	0	3,084	03/01/2019	IFE		
34629YAD8	FORD CREDIT AUTO OWNER TRU1 C B	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	250,000	250,000	255,938	252,462	0	(1,229)	0	0	251,233	0	(1,233)	(1,233)	0	4,883	12/15/2017	IFE		
34628QDE1	FORD CREDIT FLOORPLAN WAS1 A1	XXX	08/24/2016	BMO CAPITAL MARKETS	XXX	146,528	146,528	147,284	146,713	0	(184)	0	0	146,528	0	0	146,528	0	1,264	12/15/2017	IFE		
34539TWZ2	FORD MOTOR CREDIT CO LLC	XXX	08/22/2016	CORP. CHIC	XXX	750,293	750,000	750,469	750,102	0	(75)	0	0	750,027	0	266	266	0	6,250	02/15/2019	1FE		
446438RL9	HUNTINGTON NATIONAL BANK	XXX	08/22/2016	VENDOR CODE 968 NOT IN TABLE	XXX	579,037	575,000	575,000	575,000	0	0	0	0	575,000	0	4,037	4,037	0	13,910	01/09/2018	2FE		
44492UAD2	HYUNDAI AUTO LEASE S B A3 144A	XXX	08/22/2016	First Union Cap Mkts	XXX	250,950	250,000	249,650	249,686	0	92	0	0	249,778	0	1,172	1,172	0	4,238	02/26/2018	1FE		
44691AAE7	HYUNDAI CAPITAL AMERICA 144A	XXX	08/24/2016	VARIOUS	XXX	1,152,965	1,150,000	1,149,787	1,149,851	0	75	0	0	1,149,926	0	3,039	3,039	0	11,181	11/15/2018	1FE		
46829YAC3	J.P. MORGAN CHASE 07-CB18 CL A4	XXX	09/12/2016	U.S Bancorp	XXX	618,494	600,000	599,586	599,644	0	(58)	0	0	599,644	0	13,850	13,850	0	6,542	03/18/2019	2FE		
47787UAD5	JOHN DEERE OWNER TRUST 20 A3	XXX	08/24/2016	PRINCIPAL RECEIPT	XXX	608,285	608,285	639,128	629,128	0	(20,843)	0	0	608,285	0	0	608,285	0	24,260	06/12/2047	1FM		
46629PAC2	JP MORGAN CHASE COMM LDP9 A3	XXX	08/24/2016	Chemical Securities	XXX	1,984,101	1,948,000	1,948,845	1,948,906	0	(39)	0	0	1,948,945	0	5,156	5,156	0	17,866	06/17/2019	IFE		
46630JAC3	JP MORGAN CHASE COMM LDPX A3	XXX	09/15/2016	PRINCIPAL RECEIPT	XXX	290,006	290,006	312,810	299,770	0	(9,764)	0	0	290,006	0	0	290,006	0	1,089	05/15/2047	1FM		
494550AAU	KINDER MORGAN ENERGY PARTNERS	XXX	08/22/2016	Morgan Stanley	XXX	210,078	210,078	222,370	218,049	0	(7,972)	0	0	210,078	0	0	210,078	0	8,179	07/15/2049	1FM		
50180JAC4	LB-US COMMERCIAL MORTGA C1 A2	XXX	09/16/2016	PRINCIPAL RECEIPT	XXX	576,955	566,000	636,953	591,814	0	(15,825)	0	0	576,989	0	(33)	(33)	0	36,160	02/01/2017	2FE		
50179AAE7	LB-US COMMERCIAL MORTGA C1 A1	XXX	09/16/2016	PRINCIPAL RECEIPT	XXX	13,095	13,095	14,565	13,823	0	(728)	0	0	13,095	0	0	13,095	0	484	04/15/2041	1FM		
50209BM2	LB-US COMMERCIAL MORTGA C7 A3	XXX	09/16/2016	PRINCIPAL RECEIPT	XXX	257,199	257,199	279,734	261,577	0	(4,378)	0	0	257,199	0	0	257,199	0	8,314	02/15/2040	1FM		
586505B08	MEDTRONIC INC	XXX	09/16/2016	PRINCIPAL RECEIPT	XXX	5,474	5,474	6,074	5,706	0	(232)	0	0	5,474	0	0	5,474	0	217	09/15/2045	1FM		
59217GBH1	MET LIFE GLOB FUNDING 144A	XXX	08/22/2016	Montgomery Sees	XXX	402,948	400,000	398,848	399,221	0	224	0	0	398,445	0	3,503	3,503	0	5,667	03/10/2018	1FE		
59156RP22	MEL LIFE INC	XXX	08/22/2016	Donaldson Lufkin	XXX	1,297,590	1,295,000	1,293,213	1,294,234	0	(384)	0	0	1,294,234	0	2,972	2,972	0	14,731	04/10/2017	1FE		
59312YAE2	MEL-FCF COMMERCIAL MORTGAG 5 A4	XXX	09/14/2016	Mellon Financial Mkts	XXX	75,075																	

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	11				15	16	17	18	19	20	21	22
										Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)									Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
64229FA09	NEW RESIDENTIAL MOR VA A1 144A		08/25/2016	PRINCIPAL RECEIPT	XXX	27,519	27,519	24,906	0	0	0	0	0	27,519	0	0	0	0	386	03/25/2066	IFE
6425WBR3	NEW YORK LIFE GLOBAL FUND 144A		08/22/2016	Scott Stringfellow	XXX	700,988	700,000	698,509	0	0	0	0	0	698,509	0	842	842	7,744	06/01/2017	IFE	
65339KAB6	NEXTERA ENERGY CAPITAL HOLDING		09/12/2016	Donaldson Lufkin	XXX	1,103,762	1,100,000	1,104,015	0	0	0	0	0	1,104,015	0	2,248	2,248	12,794	06/01/2017	2FE	
66056Z60	NEXTEAR FLOORPLAN IA A2 144A		09/15/2016	VARIOUS	XXX	17,029	17,029	17,025	1	0	0	0	0	17,025	0	(17,025)	(17,025)	140	04/15/2021	IFE	
664058A7	BANK OF AMERICA CORP		09/01/2016	VARIOUS	XXX	179,813	175,000	169,750	11,613	0	0	0	0	169,750	0	179,813	179,813	14,438	09/01/2020	4FE	
690513600	CHARLES SCHWAB CORP/THE		08/22/2016	Called @ 102,7500000	XXX	1,203,888	1,200,000	1,199,436	120	0	0	0	0	1,199,436	0	4,088	4,088	17,200	09/11/2017	IFE	
172967K02	CHITGROUP INC		09/01/2016	Stifel Nicolaus	XXX	244,531	230,000	248,852	0	0	0	0	0	248,852	0	1,379	1,379	38,393	12/01/2017	2FE	
25746U844	DOMINION RESOURCES INC/VA		09/15/2016	BNY/Mizuho Secs	XXX	603,000	603,000	618,672	0	0	0	0	0	603,000	0	1,379	1,379	16,583	09/15/2016	2FE	
233331800	DTE ENERGY CO		08/23/2016	MATURITY	XXX	203,752	200,000	199,795	49	0	0	0	0	199,795	0	3,908	3,908	5,111	08/15/2018	2FE	
33816C852	ENERGY ARKANSAS INC		08/22/2016	Morgan Stanley	XXX	904,482	900,000	828,662	0	0	0	0	0	828,662	0	597	597	24,500	01/15/2017	IFE	
33816C852	FIRST REPUBLIC BANK/CA		08/22/2016	BK OF NEW YORK	XXX	91,785	91,785	92,043	0	0	0	0	0	91,785	0	1,107	1,107	1,107	03/15/2018	IFE	
49446R745	GOLDMAN SACHS GROUP INC/THE		09/15/2016	MELNOR/TORONTO	XXX	115,304	115,304	116,961	0	0	0	0	0	116,961	0	1,530	1,530	1,530	09/15/2019	IFE	
61762V200	MORGAN STANLEY		09/15/2016	PRINCIPAL RECEIPT	XXX	89,535	89,535	92,354	0	0	0	0	0	92,354	0	2,169	2,169	2,169	05/15/2018	IFE	
74460V735	NEXTERA ENERGY CAPITAL HOLDING		09/15/2016	PRINCIPAL RECEIPT	XXX	713,202	700,000	699,918	0	0	0	0	0	699,918	0	13,267	13,267	11,149	12/21/2018	IFE	
74460V792	PUBLIC STORAGE		09/15/2016	VARIOUS	XXX	869,983	860,000	865,826	17	0	0	0	0	865,826	0	34,179	34,179	67,068	04/01/2019	IFE	
74913G303	QWEST CORP		09/22/2016	Donaldson Lufkin	XXX	640,320	600,000	668,630	0	0	0	0	0	668,630	0	3,328	3,328	37,458	10/15/2017	2FE	
74913G402	QWEST CORP		09/22/2016	Morgan Stanley	XXX	22,206	22,206	22,179	0	0	0	0	0	22,179	0	240	240	240	02/25/2065	IFE	
842423607	WIR-BERKLEY CORP		09/26/2016	PRINCIPAL RECEIPT	XXX	27,084	27,084	27,084	0	0	0	0	0	27,084	0	0	0	492	04/26/2065	1FM	
842423607	WIR-BERKLEY CORP		09/25/2016	PRINCIPAL RECEIPT	XXX	10,352	10,352	10,370	18	0	0	0	0	10,370	0	0	0	182	04/26/2065	1FM	
842423607	WIR-BERKLEY CORP		09/28/2016	PRINCIPAL RECEIPT	XXX	24,985	24,985	24,754	0	0	0	0	0	24,754	0	0	0	458	04/25/2065	1FM	
842423607	WIR-BERKLEY CORP		08/22/2016	Raymond James/FUSaint Peters	XXX	1,091,549	1,079,000	1,078,871	0	0	0	0	0	1,078,871	0	12,666	12,666	9,477	02/19/2019	IFE	
87305QCL3	TTX CO 144A		08/22/2016	Montgomery Secs	XXX	506,765	500,000	499,355	0	0	0	0	0	499,355	0	7,285	7,285	6,719	02/01/2019	IFE	
90269CAR6	UBS-BARCLAYS COMMERCIAL C2 A2		08/24/2016	VARIOUS	XXX	1,678,169	1,668,589	1,668,589	125	0	0	0	0	1,668,589	0	1,667	1,667	25,832	09/10/2063	1FM	
92343VCH6	VERIZON COMMUNICATIONS		08/22/2016	U S Bancorp	XXX	776,400	750,000	753,104	0	0	0	0	0	753,104	0	23,965	23,965	10,063	08/23/2022	2FE	
92553PAH5	VIACOM INC		09/26/2016	Morgan Stanley	XXX	1,002,360	1,000,000	1,022,080	0	0	0	0	0	1,022,080	0	(100)	(100)	19,722	12/15/2017	2FE	
98558PAA0	WEA FINANCE LLOYD/STEELE 144A		09/22/2016	Goldman Sachs NY	XXX	400,824	400,000	399,884	25	0	0	0	0	399,884	0	866	866	6,111	09/15/2017	2FE	
98558PAE2	ZIMMER HOLDINGS INC		08/22/2016	Morgan Stanley	XXX	302,196	300,000	299,849	42	0	0	0	0	299,849	0	2,305	2,305	5,400	04/01/2018	2FE	
891160MJ9	TORONTO-DOMINION BANK/THE		09/09/2016	VARIOUS	XXX	48,079	48,000	47,916	0	0	0	0	0	47,916	0	163	163	500	09/15/2031	IFE	
3899999 Subtotal - Industrial and Miscellaneous (Unaffiliated)					XXX	50,194,119	49,408,965	51,483,770	11,613	(472,083)	3,448	(483,917)	0	50,159,270	0	34,849	34,849	1,312,810	XXX	XXX	
8399997 Subtotal - Bonds - Part 4					XXX	84,623,416	83,522,855	86,073,608	11,613	(559,375)	3,448	(551,210)	0	84,510,957	0	112,458	112,458	1,533,408	XXX	XXX	
8399998 Subtotal - Bonds					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999 Subtotal - Bonds					XXX	84,623,416	83,522,855	86,073,608	11,613	(559,375)	3,448	(551,210)	0	84,510,957	0	112,458	112,458	1,533,408	XXX	XXX	
020002606	ALLSTATE CORP/THE		08/17/2016	Bear Stearns	2,100,000	58,369	0.00	58,423	0	0	0	0	0	58,423	0	(54)	(54)	0	XXX	XXX	
025932708	AMERICAN FINANCIAL GROUP INC/O		09/12/2016	Bear Stearns	431,000	11,730	25.00	11,758	0	0	0	0	0	11,758	0	(28)	(28)	162	XXX	XXX	
06050Z680	BANK OF AMERICA CORP		09/08/2016	Bear Stearns	1,300,000	35,149	0.00	33,623	0	0	0	0	0	33,623	0	1,527	1,527	0	XXX	XXX	
064058A7	BANK OF NEW YORK/MELLON CORP/T		09/08/2016	First Union/Cap Mkts	45,000,000	44,888	0.00	45,000	0	0	0	0	0	45,000	0	(113)	(113)	58	XXX	XXX	
609513600	CHARLES SCHWAB CORP/THE		08/11/2016	Bear Stearns	1,200,000	33,225	0.00	32,725	0	0	0	0	0	32,725	0	500	500	0	XXX	XXX	
172967K02	CHITGROUP INC		08/09/2016	First Union/Cap Mkts	55,000,000	57,475	0.00	57,321	0	0	0	0	0	57,321	0	154	154	814	XXX	XXX	
25746U844	DOMINION RESOURCES INC/VA		09/12/2016	Bear Stearns	2,400,000	60,728	25.00	59,880	0	0	0	0	0	59,880	0	848	848	0	XXX	XXX	
233331800	DTE ENERGY CO		09/16/2016	Bear Stearns	2,270,000	57,993	25.00	58,571	0	0	0	0	0	58,571	0	(577)	(577)	421	XXX	XXX	
33816C852	ENERGY ARKANSAS INC		09/13/2016	Bear Stearns	2,400,000	59,440	25.00	60,000	0	0	0	0	0	60,000	0	(560)	(560)	0	XXX	XXX	
33816C852	FIRST REPUBLIC BANK/CA		08/11/2016	Bear Stearns	1,440,000	39,672	0.00	39,243	0	0	0	0	0	39,243	0	430	430	0	XXX	XXX	
49446R745	GOLDMAN SACHS GROUP INC/THE		08/26/2016	Bear Stearns	1,100,000	30,467	0.00	30,237	0	0	0	0	0	30,237	0	230	230	478	XXX	XXX	
61762V200	MORGAN STANLEY		09/08/2016	Bear Stearns	1,266,000	33,425	0.00	32,778	0	0	0	0	0	32,778	0	647	647	0	XXX	XXX	
74460V735	NEXTERA ENERGY CAPITAL HOLDING		09/14/2016	Bear Stearns	1,000,000	30,445	0.00	30,235	0	0	0	0	0	30,235	0	211	211	0	XXX	XXX	
74460V792	PUBLIC STORAGE		09/12/2016	Morgan Stanley	4,700,000	119,459	0.00	118,384	0	0	0	0	0	118,384	0	1,075	1,075	674	XXX	XXX	
74913G303	QWEST CORP		09/12/2016	Bear Stearns	1,200,000	30,221	0.00	29,940	0	0	0	0	0	29,940	0	281	281	0	XXX	XXX	
74913G402	QWEST CORP		08/09/2016	Bear Stearns	37,000	1,061	0.00	1,033	0	0	0	0	0	1,033	0	28	28	0	XXX	XXX	
842423607	WIR-BERKLEY CORP		08/29/2016	VARIOUS	2,300,000	86,438	25.00	86,957	0	0	0	0	0	86,957	0	(519)	(519)	1,078	XXX	XXX	
842423607	WIR-BERKLEY CORP		08/09/2016	Bear Stearns	3,300,000	86,618	25.00	86,557	0	0	0	0	0	86,557	0	61	61	0	XXX	XXX	
842423607	WIR-BERKLEY CORP		08/12/2016	Bear Stearns	2,300,000	86,751	25.00	86,414	0	0	0	0	0	86,414	0	337	337	762	XXX	XXX	
842423607	WIR-BERKLEY CORP		08/12/2016	Bear Stearns	2,300,000	86,751	25.00	86,414	0	0	0	0	0	86,414	0	337	337	762	XXX	XXX	
842423607	WIR-BERKLEY CORP		08/12/2016	Bear Stearns	2,300,000	86,751	25.00	86,414	0	0	0	0	0	86,414	0	337	337	762	XXX	XXX	
842423607	WIR-BERKLEY CORP		08/12/2016	Bear Stearns	2,300,000	86,751	25.00	86,414	0	0	0	0	0	86,414	0	337	337	762	XXX	XXX	
842423607	WIR-BERKLEY CORP		08/12/2016	Bear Stearns	2,300,0																

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

1	2	3	4	5	6	7	8	9	10	11			12	13	14	15	16	17	18	19	20	21	22
										Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized												Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																							
G25839104	COCA-COLA EUROPEAN PARTNERS	F	07/08/2016	ITG INC. NEW YORK	666,000	23,902	XXX	23,770	0	0	0	0	0	1,669	(1,669)	0	23,770	0	133	0	0	XXX	L
G27823106	DELPHI AUTOMOTIVE PLC	F	08/10/2016	ITG INC. NEW YORK	35,835	27,249	XXX	31,741	0	(4,094)	0	0	0	478	(4,094)	0	31,741	0	(4,493)	242	0	XXX	L
G31575106	ENSCO PLC	F	07/08/2016	ITG INC. NEW YORK	508,000	5,202	XXX	4,933	0	(4,933)	0	0	0	0	(4,933)	0	4,933	0	269	10	0	XXX	L
H84989104	TE CONNECTIVITY LTD	F	07/08/2016	ITG INC. NEW YORK	207,000	11,917	XXX	11,880	0	(1,62)	0	0	0	1,332	(1,694)	0	11,880	0	37	145	0	XXX	L
G98294104	XL GROUP LTD	F	09/19/2016	Investment Tech Group	828,000	31,208	XXX	33,254	0	(1,366)	0	0	0	0	(1,366)	0	33,254	0	(2,046)	186	0	XXX	L
G98290102	C592590102	F	07/23/2016	Investment Tech Group	925,000	33,284	XXX	33,254	0	(1,366)	0	0	0	0	(1,366)	0	33,254	0	328	2,403	0	XXX	L
00287Y109	ABBVIE INC.	F	09/19/2016	Investment Tech Group	1,405,000	88,860	XXX	83,232	0	0	0	0	0	0	0	0	83,232	0	5,648	0	0	XXX	L
009252108	AFFILIATED MANAGERS GROUP INC	F	07/08/2016	VARIOUS	172,000	23,737	XXX	24,212	0	819	0	0	0	4,459	(3,641)	0	24,212	0	(475)	0	0	XXX	L
012653101	ALBEMARLE CORP	F	09/19/2016	ITG INC. NEW YORK	361,000	28,065	XXX	30,252	0	0	0	0	0	0	0	0	30,252	0	(2,187)	0	0	XXX	L
015351109	ALEXION PHARMACEUTICALS INC	F	07/08/2016	ITG INC. NEW YORK	420,000	51,953	XXX	49,039	0	(6,660)	0	0	0	19,258	(27,918)	0	49,039	0	2,914	0	0	XXX	L
G0177J108	ALEXION PHARMACEUTICALS INC	F	08/10/2016	ITG INC. NEW YORK	37,000	93,714	XXX	107,009	0	(9,553)	0	0	0	0	(9,553)	0	107,009	0	(13,295)	0	0	XXX	L
016591108	ALLIANCE DATA SYSTEMS CORP	F	07/08/2016	ITG INC. NEW YORK	165,000	33,311	XXX	32,327	0	0	0	0	0	5,039	(5,039)	0	32,327	0	984	0	0	XXX	L
026874784	AMERICAN INTL GROUP INC COM	F	09/19/2016	VARIOUS	807,000	47,104	XXX	49,271	0	(92)	0	0	0	0	(92)	0	49,271	0	(2,167)	516	0	XXX	L
034920103	AMERICAN WATER WORKS CO INC	F	08/10/2016	ITG INC. NEW YORK	572,000	44,592	XXX	47,373	0	0	0	0	0	0	0	0	47,373	0	(2,781)	215	0	XXX	L
031100100	AMETEK INC	F	07/08/2016	ITG INC. NEW YORK	345,000	15,839	XXX	15,949	0	(38)	0	0	0	995	(1,034)	0	15,949	0	(111)	36	0	XXX	L
036752103	ANTHEM INC	F	09/19/2016	Investment Tech Group	92,000	91,093	XXX	98,509	0	135	0	0	0	0	(1,466)	0	98,509	0	(7,417)	1,375	0	XXX	L
037411105	APACHE CORP COM	F	09/10/2016	ITG INC. NEW YORK	729,000	13,530	XXX	12,229	0	(1,466)	0	0	0	0	(1,466)	0	12,229	0	2,766	152	0	XXX	L
037833100	APPLE COMPUTER INC	F	08/10/2016	ITG INC. NEW YORK	275,000	10,493	XXX	10,763	0	22,314	0	0	0	19,491	(1,466)	0	10,763	0	(1,222)	1,061	0	XXX	L
052242107	BANK HUGHES INC COM	F	07/08/2016	ITG INC. NEW YORK	765,000	34,116	XXX	11,715	0	4,093	0	0	0	4,893	(801)	0	11,715	0	(1,311)	287	0	XXX	L
064058100	BANK NEW YORK MELLON CORP COM	F	09/19/2016	Investment Tech Group	601,000	24,359	XXX	24,773	0	0	0	0	0	40,143	(41,983)	0	24,773	0	(414)	319	0	XXX	L
060505104	BANK OF AMERICA CORP	F	07/08/2016	ITG INC. NEW YORK	155,546	15,546	XXX	15,493	0	(1,840)	0	0	0	0	(1,840)	0	15,493	0	(947)	972	0	XXX	L
09062X103	BIOGEN IDEC INC COM	F	07/08/2016	ITG INC. NEW YORK	161,000	40,390	XXX	38,933	0	(1,751)	0	0	0	0	(1,751)	0	38,933	0	(6,983)	479	0	XXX	L
097023105	BOEING CO COM	F	07/08/2016	ITG INC. NEW YORK	332,000	43,192	XXX	43,117	0	(1,946)	0	0	0	2,942	(4,887)	0	43,117	0	1,457	0	0	XXX	L
110122108	BRISTOL MYERS SQUIBB CO COM	F	08/10/2016	ITG INC. NEW YORK	1,620,000	98,251	XXX	106,894	0	(4,546)	0	0	0	0	(4,546)	0	106,894	0	(6,643)	724	0	XXX	L
14149Y108	CARNIVAL HEALTH INC COM	F	09/19/2016	VARIOUS	689,000	54,111	XXX	32,137	0	(1,162)	0	0	0	2,891	(4,054)	0	32,137	0	(1,425)	1,847	0	XXX	L
149658300	CARNIVAL CORP PAIRED CTF 1 COM	F	08/10/2016	ITG INC. NEW YORK	790,000	35,731	XXX	38,579	0	(4,460)	0	0	0	0	(4,460)	0	38,579	0	(2,848)	440	0	XXX	L
12504L109	CBS CORP NEW C/L B	F	09/19/2016	VARIOUS	1,866,000	50,948	XXX	52,626	0	206	0	0	0	5,857	(5,652)	0	52,626	0	(1,678)	514	0	XXX	L
124857202	CBS CORP NEW C/L B	F	09/19/2016	Investment Tech Group	409,000	20,748	XXX	20,478	0	206	0	0	0	0	(5,652)	0	20,478	0	269	206	0	XXX	L
151020104	CELGENE CORP	F	07/08/2016	ITG INC. NEW YORK	439,000	45,042	XXX	47,752	0	(3,745)	0	0	0	0	(3,745)	0	47,752	0	(2,710)	0	0	XXX	L
150700106	CENTURY TEL INC COM	F	09/19/2016	Investment Tech Group	1,441,000	38,661	XXX	41,141	0	0	0	0	0	0	0	0	41,141	0	(2,460)	1,556	0	XXX	L
125259100	CF INDUST HLDGS INC	F	07/08/2016	ITG INC. NEW YORK	742,000	18,468	XXX	17,882	0	0	0	0	0	5,127	(6,127)	0	17,882	0	586	0	0	XXX	L
1619P108	CHARTER COMMUNICATIONS INC	F	08/10/2016	VARIOUS	339,401	96,174	XXX	64,384	0	(4,719)	0	0	0	0	(4,719)	0	64,384	0	(4,784)	0	0	XXX	L
125509109	CIGNA CORP COM	F	09/10/2016	ITG INC. NEW YORK	579,000	74,002	XXX	78,786	0	(4,719)	0	0	0	0	(4,719)	0	78,786	0	(6,983)	23	0	XXX	L
172967424	CITIGROUP INC	F	09/19/2016	VARIOUS	1,845,000	84,446	XXX	91,429	0	(4,050)	0	0	0	0	(4,050)	0	91,429	0	(2,383)	1,574	0	XXX	L
191216100	COCA COLA CO COM	F	09/19/2016	Investment Tech Group	95,156	95,156	XXX	97,539	0	0	0	0	0	0	0	0	97,539	0	(2,383)	0	0	XXX	L
192446102	COGNIZANT TECH SOLUTIONS CL A	F	08/10/2016	ITG INC. NEW YORK	704,000	40,500	XXX	43,732	0	1,478	0	0	0	0	1,478	0	43,732	0	(3,232)	222	0	XXX	L
198280109	COLUMBIA PIPELINE GROUP INC	F	07/01/2016	Investment Tech Group	1,272,000	32,436	XXX	15,740	0	(369)	0	0	0	5,659	(369)	0	27,215	0	(11,127)	954	0	XXX	L
126650100	CVS CORP	F	09/19/2016	VARIOUS	2,319,000	212,811	XXX	223,938	0	3,868	0	0	0	0	(1,791)	0	223,938	0	(11,127)	0	0	XXX	L
235851102	DANAHER CORP COM	F	07/05/2016	COST ADJ	0,000	30,873	XXX	30,873	0	0	0	0	0	0	0	0	30,873	0	0	0	0	XXX	L
23918K108	DAVITA INC COM	F	09/19/2016	Investment Tech Group	209,000	13,453	XXX	15,402	0	305	0	0	0	0	305	0	15,402	0	(1,949)	0	0	XXX	L
24703L103	DELL TECHNOLOGIES INC	F	09/19/2016	VARIOUS	68,736	30,557	XXX	28,232	0	(1,372)	0	0	0	0	(1,372)	0	28,232	0	2,325	0	0	XXX	L
247361702	DELTA AIRLINES INC	F	08/10/2016	ITG INC. NEW YORK	1,363,000	49,544	XXX	57,694	0	(1,372)	0	0	0	0	(1,372)	0	57,694	0	(6,150)	368	0	XXX	L
253688103	DIGITAL REALTY TRUST INC	F	09/19/2016	Investment Tech Group	4,111	4,111	XXX	4,475	0	0	0	0	0	0	0	0	4,475	0	(364)	39	0	XXX	L
25470F302	DISCOVERY COMMUNICATIONS INC	F	07/08/2016	ITG INC. NEW YORK	575,000	14,093	XXX	13,787	0	(177)	0	0	0	675	(852)	0	13,787	0	305	0	0	XXX	L
254667106	DISNEY WALT CO COM	F	08/10/2016	ITG INC. NEW YORK	844,000	82,710	XXX	83,818	0	(4,397)	0	0	0	9,267	(4,870)	0	83,818	0	(1,107)	1,140	0	XXX	L
256671105	DOLLAR GENERAL CORP	F	09/19/2016	Investment Tech Group	38,266	38,266	XXX	42,625	0	1,839	0	0	0	0	1,839	0	42,625	0	(4,359)	285	0	XXX	L
260543103	DOW CHEM CO COM	F	07/08/2016	ITG INC. NEW YORK	54,863	54,863	XXX	55,625	0	88	0	0	0	2,088	(1,981)	0	55,625	0	(762)	1,300	0	XXX	L
269246401	E-TRADE FINANCIAL CORP	F	07/08/2016	ITG INC. NEW YORK	1,909,000	21,186	XXX	21,141	0	(470)	0	0	0	0	(470)	0	21,141	0	45	0	0	XXX	L
268648102	EMC CORP MASS	F	09/07/2016	Investment Tech Group	5,616,000	163,345	XXX	142,476	0	274	0	0	0	0	274	0	142,476	0	(20,869)	1,722	0	XXX	L
29476L107	EQUITY RESIDENTIAL PPTYS TR SH	F	09/19/2016	Investment Tech Group	711,000	46,143	XXX	51,861	0	(6,150)	0	0	0	0	(6,150)	0	51,861	0	(5,718)	6,797	0	XXX	L
30279G108	EXTRA SPACE STORAGE INC	F	09/19/2016	VARIOUS	1,861,000	137,609	XXX	140,922	0														

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	11				13	14	15	16	17	18	19	20	21	22
										Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized											Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
437076102	HOME DEPOT INC COM		08/10/2016	ITG INC, NEW YORK	395,000	41,345	XXX	33,577	40,336	(6,759)	0	0	0	33,577	0	7,767	7,767	421	XXX				
441079P104	HOST HOTELS & RESORTS INC		09/19/2016	Investment Tech Group	356,000	5,699	XXX	5,461	0	5,461	0	0	0	5,461	0	238	238	214	XXX				
444859102	HUMANA INC COM		07/08/2016	ITG INC, NEW YORK	113,000	18,264	XXX	20,289	20,172	1,053	0	936	0	20,289	0	(2,025)	(2,025)	89	XXX				
46113M108	INTERVAL LEISURE GROUP INC COM		09/10/2016	ITG INC, NEW YORK	230,000	3,997	XXX	2,671	0	2,671	0	0	0	2,671	0	1,326	1,326	28	XXX				
G51502105	JOHNSON CONTROLS INTERNATIONAL		09/21/2016	Investment Tech Group	0	33	XXX	35	0	0	0	0	0	35	0	(2)	(2)	0	XXX				
478366107	JOHNSON CTLS INC COM		09/06/2016	ITG INC, NEW YORK	1,767,000	80,502	XXX	67,390	18,600	859	0	0	0	67,390	0	13,112	13,112	1,534	XXX				
48203R104	JUNIPER NETWORKS INC COM		08/10/2016	ITG INC, NEW YORK	988,000	22,318	XXX	22,220	19,624	(984)	0	3,616	0	22,220	0	98	98	198	XXX				
502044101	KROGER CO COM		08/10/2016	VARIOUS	3,119,000	100,740	XXX	113,313	69,229	(9,446)	0	0	0	113,313	0	(12,572)	(12,572)	357	XXX				
N53245108	LILLY ELI & CO COM		09/19/2016	VARIOUS	569,000	88,245	XXX	87,245	94,118	(333)	0	5,940	0	87,245	0	(2,278)	(2,278)	1,646	XXX				
N53745100	LYONDELBASELL INDUSTRIES NV		09/19/2016	VARIOUS	1,117,000	43,976	XXX	46,254	21,204	(886)	0	0	0	46,254	0	(3,534)	(3,534)	700	XXX				
565849106	MACY'S INC COM		08/10/2016	ITG INC, NEW YORK	897,000	33,883	XXX	37,418	0	0	0	0	0	37,418	0	(601)	(601)	70	XXX				
571903202	MARATHON OIL		09/19/2016	Investment Tech Group	1,404,000	20,344	XXX	21,144	0	0	0	0	0	21,144	0	(63)	(63)	0	XXX				
571903202	MARATHON INTL INC NEW CL A		09/23/2016	Investment Tech Group	0	0	XXX	53	54	3	0	0	0	53	0	(53)	(53)	0	XXX				
57036Q104	MASTERCARD INC CL A		07/08/2016	ITG INC, NEW YORK	536,000	47,419	XXX	50,020	52,185	(2,111)	0	94	0	50,020	0	(2,601)	(2,601)	304	XXX				
58155Q103	MESEKON HBCO INC COM		09/19/2016	Investment Tech Group	397,000	65,711	XXX	74,360	78,900	(3,941)	0	0	0	74,360	0	(6,649)	(6,649)	381	XXX				
582839106	MEAD JOHNSON NUTRITION CO COM		09/19/2016	Investment Tech Group	179,000	13,858	XXX	15,066	7,974	468	0	0	0	15,066	0	(1,208)	(1,208)	189	XXX				
59156R108	METLIFE INC COM		07/08/2016	ITG INC, NEW YORK	1,390,000	54,807	XXX	56,458	38,857	(910)	0	5,845	0	56,458	0	(1,651)	(1,651)	1,077	XXX				
617446448	MORGAN STANLEY DEAN WITTER & CO		07/08/2016	ITG INC, NEW YORK	1,379,000	36,212	XXX	35,522	43,643	(296)	0	8,023	0	35,522	0	690	690	670	XXX				
N59465109	MYLAN NV		09/19/2016	Investment Tech Group	1,072,000	44,669	XXX	51,783	34,389	(4,299)	0	0	0	51,783	0	(7,114)	(7,114)	0	XXX				
65249B208	NEWS CORP		08/10/2016	ITG INC, NEW YORK	312,000	4,252	XXX	4,002	3,015	(246)	0	0	0	4,002	0	250	250	31	XXX				
654106103	NIKE INC CL B COM		08/10/2016	ITG INC, NEW YORK	1,052,000	58,154	XXX	55,127	65,750	(10,623)	0	0	0	55,127	0	3,027	3,027	505	XXX				
668699104	NORTHERN TR CORP COM		08/10/2016	ITG INC, NEW YORK	139,000	9,492	XXX	10,741	10,021	720	0	0	0	10,741	0	(1,249)	(1,249)	150	XXX				
62937598	NRG ENERGY INC		08/10/2016	ITG INC, NEW YORK	1,004,000	12,813	XXX	14,444	0	0	0	0	0	14,444	0	(1,631)	(1,631)	66	XXX				
674599105	OCCIDENTAL PETE CORP COM		08/10/2016	ITG INC, NEW YORK	415,000	30,390	XXX	28,398	28,045	4,146	0	3,792	0	28,398	0	1,992	1,992	994	XXX				
68069X106	ORACLE CORPORATION COM		09/19/2016	Investment Tech Group	275,000	10,774	XXX	10,046	10,046	0	0	0	0	10,046	0	(34)	(34)	106	XXX				
724479100	PITNEY BOWES INC COM		07/08/2016	ITG INC, NEW YORK	570,000	10,112	XXX	9,364	10,146	(54)	0	936	0	10,146	0	(148)	(148)	214	XXX				
693475105	PNC FINANCIAL SERVICES GROUP		07/08/2016	ITG INC, NEW YORK	408,000	33,060	XXX	32,207	38,886	206	0	5,885	0	32,207	0	(1576)	(1576)	416	XXX				
69351T106	PPL CORP COM		09/16/2016	Investment Tech Group	494,000	19,925	XXX	18,925	0	0	0	0	0	18,925	0	(4,055)	(4,055)	625	XXX				
74144T108	PRICE T ROWE GROUP INC COM		08/10/2016	ITG INC, NEW YORK	281,000	39,747	XXX	43,802	36,960	2,781	0	0	0	43,802	0	7,060	7,060	984	XXX				
74460D109	PUBLIC STORAGE INC COM		08/10/2016	ITG INC, NEW YORK	62,000	25,680	XXX	29,124	47,063	(11,796)	0	0	0	29,124	0	(3,445)	(3,445)	0	XXX				
75896F107	REGENERON PHARMACEUTICALS INC		08/10/2016	ITG INC, NEW YORK	1,629	15,875	XXX	13,502	16,512	(232)	0	3,010	0	13,502	0	2,373	2,373	318	XXX				
7591EP100	REGIONS FINL CORP		08/10/2016	ITG INC, NEW YORK	1,720,000	22,214	XXX	23,451	24,367	(916)	0	0	0	23,451	0	(1,236)	(1,236)	174	XXX				
774341101	ROYAL CARIBBEAN CRUISES LTD		08/10/2016	ITG INC, NEW YORK	542,000	37,180	XXX	36,395	18,117	(4,201)	0	5,749	0	36,395	0	785	785	221	XXX				
808657108	SCHLIMBERGER LTD COM		07/08/2016	ITG INC, NEW YORK	84,000	66,641	XXX	59,078	59,078	0	0	0	0	59,078	0	7,562	7,562	1,270	XXX				
82348106	SHERWIN WILLIAMS CO COM		09/19/2016	Investment Tech Group	94,000	25,736	XXX	27,819	0	0	0	0	0	27,819	0	(2,064)	(2,064)	79	XXX				
82481R106	SHIRE PLC		08/10/2016	ITG INC, NEW YORK	321,298	63,202	XXX	62,078	0	0	0	0	0	62,078	0	1,124	1,124	0	XXX				
844741108	SOUTHWEST AIRLS CO COM		08/10/2016	ITG INC, NEW YORK	996,000	33,304	XXX	31,340	39,012	(7,673)	0	0	0	31,340	0	1,964	1,964	227	XXX				
855244109	STARBUCKS CORP COM		08/10/2016	ITG INC, NEW YORK	953,000	52,776	XXX	50,073	57,209	(7,136)	0	0	0	50,073	0	2,704	2,704	920	XXX				
85590A401	STARWOOD HOTELS & RESORTS CO		09/23/2016	Investment Tech Group	536,000	41,053	XXX	33,989	8,824	(374)	0	0	0	33,989	0	7,065	7,065	362	XXX				
858912108	STERICYCLE INC COM		08/10/2016	ITG INC, NEW YORK	273,000	23,914	XXX	28,515	0	0	0	0	0	28,515	0	(4,601)	(4,601)	0	XXX				
87168B103	SYNCHRONY FINANCIAL		09/19/2016	VARIOUS	1,929,000	52,469	XXX	53,486	26,213	(2,299)	0	1,761	0	53,486	0	(1,017)	(1,017)	0	XXX				
87612E106	TARGET CORP COM		08/10/2016	ITG INC, NEW YORK	362,000	26,361	XXX	28,365	26,285	2,080	0	0	0	28,365	0	(2,005)	(2,005)	524	XXX				
87901J105	TEGNA INC		07/08/2016	ITG INC, NEW YORK	497,000	10,393	XXX	11,338	11,338	(982)	0	0	0	11,338	0	(946)	(946)	183	XXX				
881609101	TESORO PETE CORP		07/08/2016	ITG INC, NEW YORK	378,000	27,754	XXX	28,395	26,026	(4,193)	0	4,451	0	28,395	0	(641)	(641)	337	XXX				
887331793	TIME WARNER INC NEW COM NEW		09/19/2016	Investment Tech Group	574,000	43,399	XXX	45,811	0	0	0	0	0	45,811	0	(2,412)	(2,412)	231	XXX				
89256106	TRACTOR SUPPLY CO		08/10/2016	ITG INC, NEW YORK	296,000	19,293	XXX	20,079	19,923	756	0	0	0	20,079	0	(786)	(786)	99	XXX				
89945201	TRIPADVISOR INC		08/10/2016	ITG INC, NEW YORK	306,000	18,600	XXX	21,434	0	0	0	0	0	21,434	0	(2,633)	(2,633)	0	XXX				
90130A101	TWENTY-FIRST CENTURY FOX INC		07/08/2016	ITG INC, NEW YORK	1,677,000	46,277	XXX	45,363	15,807	720	0	3,469	0	45,363	0	915	915	87	XXX				
90130A200	TWENTY-FIRST CENTURY FOX INC		09/19/2016	Investment Tech Group	1,249,000	30,338	XXX	33,623	23,608	(158)	0	0	0	33,623	0	(2,080)	(2,080)	187	XXX				
G91442106	TYCO INTERNATIONAL PLC		09/06/2016	Investment Tech Group	954,045	31,766	XXX	31,766	19,836	436	0	0	0	31,766	0	(1,505)	(1,505)	870	XXX				
902653104	UDR INC		09/19/2016	Investment Tech Group	734,000	25,660	XXX	27,165	0	0	0	0	0	27,165	0	(1,505)	(1,505)	0	XXX				
904311206	UNDER ARMOUR INC		07/29/2016	Investment Tech Group	0	4	XXX	4	0	0	0	0	0	4	0	0	0	0	XXX				
910047109	UNITED CONTINENTAL HOLDINGS IN		07/08/2016	ITG INC, NEW YORK	1,077,000	44,835	XXX	44,200	28,249	(2,130)	0	9,093	0	44,200	0	634	634	0	XXX				
919204108	V																						

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.							
9799997	Subtotal - Common Stocks - Part 4				XXX	5,278,079	XXX	5,394,675	3,852,971	(107,881)	XXX	270,300	(378,181)	XXX	0	(16,596)	(16,596)	61,584	XXX	XXX	XXX
9799998	Summary Item from Part 5 for Common Stocks (N/A to Quarterly)				XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Subtotal - Common Stocks				XXX	5,278,079	XXX	5,394,675	3,852,971	(107,881)	XXX	270,300	(378,181)	XXX	0	(16,596)	(16,596)	61,584	XXX	XXX	XXX
9899999	Subtotal - Preferred and Common Stocks				XXX	6,185,635	XXX	6,297,752	3,852,971	(107,881)	XXX	270,300	(378,181)	XXX	0	(12,117)	(12,117)	66,030	XXX	XXX	XXX
9999999	Total - Bonds, Preferred and Common Stocks				XXX	90,809,051	XXX	92,371,361	53,150,591	(66,268)	(559,375)	273,748	(929,391)	XXX	0	341	341	1,599,438	XXX	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	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	
Description	Description of Item(s) Hedged, Used for Income Generation or Replicated	Schedule/ Exhibit Identifier	Type(s) of Risk(s) (e)	Exchange, Counterparty or Central Clearinghouse	Trade Date	Date of Maturity or Expiration	Number of Contracts	National Amount	Strike Price, Rate or Indexed Received (Paid)	Cumulative Prior Year(s) Initial Cost of Premium (Received) Paid	Current Year Initial Cost of Premium (Received) Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase/ (Decrease)	Total Foreign Exchange Change in B/A/C.V.	Current Years (Amortization) Accretion	Adjustment to Carrying Value of Hedged Item	Potential Exposure	Credit Quality of Reference Entity	Hedge Effectiveness at inception and at Quarter end (b)	
144999 Totals										0	0	0	0	0	0	0	0	0	0	0	0	0	XXX

(a)

1	2
Code	Description of Hedged Risk(s)
	NONE

(b)

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

SCHEDULE DB - PART B - SECTION 1

Future Contracts Open as of the Current Statement Date

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

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

(a)	1 Code	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	9 Contracts With Fair Value < 0			
NONE											
0999999 Gross Total			0	0	0	0	0	0	0	0	0
1. Offset per SSAP No. 64			0	0	0	0	0	0	0	0	0
2. Net after right of offset per SSAP No. 64			0	0	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	12,534,128	16,974,995	33,651,953	X X X
US Bank - Disbursing	Nashville, TN		0.000	0	0	(816,944)	(103,975)	(871,174)	X X X
US Bank - Funding	Nashville, TN		0.000	0	0	(1,386,454)	(1,359,733)	(1,460,703)	X X X
US Bank - TCS	Nashville, TN		0.000	0	0	14,985,305	16,669,203	8,637,235	X X X
US Bank - VSHP Holding	Nashville, TN		0.000	0	0	714,887	685,308	685,354	X X X
US Bank - CoverKids	Nashville, TN		0.000	0	0	11,155,025	17,495,492	15,868,768	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	12,433	12,470	12,498	X X X
0199999 Totals - Open Depositories		X X X	X X X	0	0	37,198,380	50,373,760	56,523,931	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories		X X X	X X X	0	0	0	0	0	X X X
0299999 Totals - Suspended Depositories		X X X	X X X	0	0	0	0	0	X X X
0399999 Total Cash On Deposit		X X X	X X X	0	0	37,198,380	50,373,760	56,523,931	X X X
0499999 Cash in Company's Office		X X X	X X X	X X X	X X X	0	0	0	X X X
0599999 Total Cash		X X X	X X X	0	0	37,198,380	50,373,760	56,523,931	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								
869999 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	X X X	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.....						
0399999 Premiums due and unpaid from Medicare entities.....						
Medicaid Entities:						
ACA Fee Premium Receivable.....				48,162,726		48,162,726
State of Tennessee Premium Withhold Receivable	-					-
Premium Accrual.....	7,002,978	5,372,797	5,202,800	25,693,411		43,271,986
0499997 Subtotal - Medicaid Entities:.....	7,002,978	5,372,797	5,202,800	73,856,137		91,434,712
0499999 Premiums due and unpaid from Medicaid entities.....	-	-	-	-	-	-
0599999 Accident and health premiums due and unpaid (Page 2, Line 15).....	7,002,978	5,372,797	5,202,800	73,856,137		91,434,712

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1	2	3	4	5	6	7
Name of debtor	1 - 30 days	31 - 60 days	61 - 90 days	Over 90 days	Nonadmitted	Admitted
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed.....	658,836	632,186	610,286	2,509,032	2,509,032	1,901,308
0199999 Subtotal - Pharmaceutical Rebate Receivables.....	658,836	632,186	610,286	2,509,032	2,509,032	1,901,308
Provider Receivables	-	-	-	2,795,052	2,795,052	-
0299998 Claim Overpayment Receivables - Not Individually Listed.....	-	-	-	2,795,052	2,795,052	-
0299999 Subtotal - Claim Overpayment Receivables.....	-	-	-	2,795,052	2,795,052	-
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.....	658,836	632,186	610,286	5,304,084	5,304,084	1,901,308

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	42,580,207	42,580,207	-
0199999 Total - Individually listed payables	.....XXX	42,580,207	42,580,207	-
0299999 Payables not individually listed	.....XXX	.....	.....	.....
0399999 Total gross payables	.....XXX	42,580,207	42,580,207	-