

QUARTERLY STATEMENT

OF THE

BLUE CROSS & BLUE SHIELD OF RHODE ISLAND

of PROVIDENCE COUNTY

in the state of RHODE ISLAND

TO THE

Insurance Department

OF THE

STATE OF

FOR THE QUARTER ENDED

September 30, 2016

HEALTH

2016



53473201620100103

QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2016
OF THE CONDITION AND AFFAIRS OF THE

BLUE CROSS & BLUE SHIELD OF RHODE ISLAND

| | | | | | | |
|---------------------------------------|---|----------------|-----------------------------|---|---|--------------------|
| NAIC Group Code | 0000 | 0000 | NAIC Company Code | 53473 | Employer's ID Number | 05-0158952 |
| | (Current Period) | (Prior Period) | | | | |
| Organized under the Laws of | RHODE ISLAND | | | State of Domicile or Port of Entry | RHODE ISLAND | |
| Country of Domicile | USA | | | | | |
| Licensed as business type | Life, Accident & Health | [] | Property/Casualty | [] | Hospital, Medical & Dental Service or Indemnity | [X] |
| | Dental Service Corporation | [] | Vision Service Corporation | [] | Health Maintenance Organization | [] |
| | Other | [] | Is HMO Federally Qualified? | Yes [] No [] | | |
| Incorporated/Organized | February 27, 1939 | | | Commenced Business | September 1, 1939 | |
| Statutory Home Office | 500 EXCHANGE STREET | | | PROVIDENCE, RI US 02903 | | |
| | (Street and Number) | | | (City or Town, State, Country and Zip Code) | | |
| Main Administrative Office | 500 EXCHANGE STREET | | | | | |
| | (Street and Number) | | | | | |
| | PROVIDENCE, RI US 02903 | | | 401-459-1000 | | |
| | (City or Town, State, Country and Zip Code) | | | (Area Code) | (Telephone Number) | |
| Mail Address | 500 EXCHANGE STREET | | | PROVIDENCE, RI US 02903 | | |
| | (Street and Number or P.O. Box) | | | (City or Town, State, Country and Zip Code) | | |
| Primary Location of Books and Records | 500 EXCHANGE STREET | | | PROVIDENCE, RI US 02903 | 401-459-1000 | |
| | (Street and Number) | | | (City or Town, State, Country and Zip Code) | (Area Code) | (Telephone Number) |
| Internet Website Address | WWW.BCBSRI.COM | | | | | |
| Statutory Statement Contact | MARK C. STEWART | | | 401-459-5886 | | |
| | (Name) | | | (Area Code) | (Telephone Number) (Extension) | |
| | MARK.STEWART@BCBSRI.ORG | | | 401-459-1198 | | |
| | (E-Mail Address) | | | (Fax Number) | | |

OFFICERS

| | Name | Title |
|----|----------------------|-----------------------------|
| 1. | KIM A. KECK # | PRESIDENT & CEO |
| 2. | MICHELE B. LEDERBERG | EVP. & GEN. COUNSEL |
| 3. | MARK C. STEWART | SENIOR VICE PRESIDENT & CFO |

VICE-PRESIDENTS

| Name | Title | Name | Title |
|-----------------------|--------------------------------|-----------------------------|----------------------------------|
| CHRISTOPHER G. BUSH | VP - UNDERWRITING | MATTHEW COLLINS M.D. | VP - CLINICAL INTEGRATION |
| DEREK E. COSTA | VP - CHIEF INFORMATION OFFICER | MELISSA B. CUMMINGS | SVP - CHIEF CUSTOMER OFFICER |
| KATHERINE DALLOW M.D. | VP - CLINICAL AFFAIRS | TARA L. DEMOURA # | VP - OPERATIONS |
| JEREMY S. DUNCAN | VP - COMMUNICATIONS | MARC HUDAK | VP - CARE INNOVAT. & INTEGRATION |
| JEFFREY J. KOLARIK | VP - STRATEGIC RELATIONSHIPS | AUGUSTINE A. MANOCCHIA M.D. | SVP - CHIEF MEDICAL OFFICER |
| COREY R. MCCARTY | VP - CONSUMER SEGMENT | MONICA A. NERONHA | VP - LEGAL SERVICES |
| KURT C. RINGO # | VP - CHIEF ANALYTICS OFFICER | VISAEAL RODRIGUEZ | VP - CHIEF DIVERSITY OFFICER |
| SAMUEL B. SLADE # | VP - EMPLOYER SEGMENT | MARK D. WAGGONER | SVP - CARE INTEGRATION & MGMT |

DIRECTORS OR TRUSTEES

| | | | |
|-----------------------|-------------------------|---------------------|----------------------|
| DENISE A. BARGE | CHRISTOPHER CROSBY # | NICHOLAS DENICE # | MICHAEL DICHIRO |
| SCOTT DUHAMEL | SCOTT GUNN | JAMES A. HARRINGTON | DONNA HUNTLEY-NEWBY |
| MICHAEL A ISRAELITE # | ELIZABETH B. LANGE M.D. | JOHN C. LANGENUS | WARREN E. LICHT M.D. |
| JOHN P. MAGUIRE | ROBERT G. NORTON | DEBRA PAUL | PETER QUATTROMANI |
| ROBERT A. SANDERS # | MERRILL SHERMAN | RANDY A. WYROFSKY | |

State of RHODE ISLAND

County of PROVIDENCE 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.

| | | |
|-----------------|----------------------|-----------------------------|
| (Signature) | (Signature) | (Signature) |
| KIM A. KECK | MICHELE B. LEDERBERG | MARK C. STEWART |
| (Printed Name) | (Printed Name) | (Printed Name) |
| 1. | 2. | 3. |
| PRESIDENT & CEO | EVP. & GEN. COUNSEL | SENIOR VICE PRESIDENT & CFO |
| (Title) | (Title) | (Title) |

Subscribed and sworn to before me this _____ day of _____, 2016

a. Is this an original filing? Yes No

b. If no: 1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

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 | 294,737,397 | | 294,737,397 | 319,019,113 |
| 2. Stocks: | | | | |
| 2.1 Preferred stocks | | | | |
| 2.2 Common stocks | 85,400,888 | | 85,400,888 | 35,387,361 |
| 3. Mortgage loans on real estate: | | | | |
| 3.1 First liens | | | | |
| 3.2 Other than first liens | | | | |
| 4. Real estate: | | | | |
| 4.1 Properties occupied by the company (less \$ 70,393,040 encumbrances) | 36,373,383 | | 36,373,383 | 34,991,884 |
| 4.2 Properties held for the production of income (less \$ 0 encumbrances) | | | | |
| 4.3 Properties held for sale (less \$ 0 encumbrances) | | | | |
| 5. Cash (\$ 8,934,534), cash equivalents (\$ 32,059), and short-term investments (\$ 10,584,428) | 19,551,021 | | 19,551,021 | 4,634,263 |
| 6. Contract loans (including \$ 0 premium notes) | | | | |
| 7. Derivatives | | | | |
| 8. Other invested assets | 16,276,919 | | 16,276,919 | 41,579,161 |
| 9. Receivables for securities | | | | |
| 10. Securities lending reinvested collateral assets | | | | |
| 11. Aggregate write-ins for invested assets | | | | |
| 12. Subtotals, cash and invested assets (Lines 1 to 11) | 452,339,608 | | 452,339,608 | 435,611,782 |
| 13. Title plants less \$ 0 charged off (for Title insurers only) | | | | |
| 14. Investment income due and accrued | 1,557,754 | | 1,557,754 | 1,529,790 |
| 15. Premiums and considerations: | | | | |
| 15.1 Uncollected premiums and agents' balances in the course of collection | 47,931,604 | 3,527,316 | 44,404,288 | 49,820,033 |
| 15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums) | | | | |
| 15.3 Accrued retrospective premiums (\$ 0) and contracts subject to redetermination (\$ 20,021,174) | 20,348,899 | 327,725 | 20,021,174 | 13,273,904 |
| 16. Reinsurance: | | | | |
| 16.1 Amounts recoverable from reinsurers | 4,860,088 | | 4,860,088 | 12,666,138 |
| 16.2 Funds held by or deposited with reinsured companies | | | | |
| 16.3 Other amounts receivable under reinsurance contracts | | | | |
| 17. Amounts receivable relating to uninsured plans | 32,988,855 | | 32,988,855 | 40,097,248 |
| 18.1 Current federal and foreign income tax recoverable and interest thereon | | | | |
| 18.2 Net deferred tax asset | 17,884,131 | 5,986,574 | 11,897,557 | 14,433,993 |
| 19. Guaranty funds receivable or on deposit | | | | |
| 20. Electronic data processing equipment and software | 41,017,887 | 38,808,110 | 2,209,777 | 2,765,570 |
| 21. Furniture and equipment, including health care delivery assets (\$ 0) | 4,135,192 | 4,135,192 | | |
| 22. Net adjustment in assets and liabilities due to foreign exchange rates | | | | |
| 23. Receivables from parent, subsidiaries and affiliates | | | | |
| 24. Health care (\$ 24,820,637) and other amounts receivable | 26,960,773 | 2,140,136 | 24,820,637 | 23,806,880 |
| 25. Aggregate write-ins for other than invested assets | 52,791,035 | 15,909,295 | 36,881,740 | 29,703,808 |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) | 702,815,826 | 70,834,348 | 631,981,478 | 623,709,146 |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts | | | | |
| 28. Total (Lines 26 and 27) | 702,815,826 | 70,834,348 | 631,981,478 | 623,709,146 |

| DETAILS OF WRITE-IN LINES | | | | |
|---|------------|------------|------------|------------|
| 1101. | | | | |
| 1102. | | | | |
| 1103. | | | | |
| 1198. Summary of remaining write-ins for Line 11 from overflow page | | | | |
| 1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above) | | | | |
| 2501. OTHER RECEIVABLES | 25,281,996 | | 25,281,996 | 23,209,523 |
| 2502. PREPAID EXPENSES | 15,530,948 | 15,530,948 | | |
| 2503. FEP UNPAID CLAIMS | 9,685,000 | | 9,685,000 | 6,256,768 |
| 2598. Summary of remaining write-ins for Line 25 from overflow page | 2,293,091 | 378,347 | 1,914,744 | 237,517 |
| 2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) | 52,791,035 | 15,909,295 | 36,881,740 | 29,703,808 |

NONE

LIABILITIES, CAPITAL AND SURPLUS

| | Current Period | | | Prior Year |
|--|----------------|----------------|-------------|-------------|
| | 1 Covered | 2 Uncovered | 3 Total | 4 Total |
| 1. Claims unpaid (less \$ 0 reinsurance ceded) | 121,051,558 | | 121,051,558 | 128,122,614 |
| 2. Accrued medical incentive pool and bonus amounts | 22,013,151 | | 22,013,151 | 14,839,049 |
| 3. Unpaid claims adjustment expenses | 21,787,853 | | 21,787,853 | 21,861,146 |
| 4. Aggregate health policy reserves, including the liability of \$ 0 for medical loss ratio rebate per the Public Health Service Act | 23,932,573 | | 23,932,573 | 21,437,726 |
| 5. Aggregate life policy reserves | | | | |
| 6. Property/casualty unearned premium reserve | | | | |
| 7. Aggregate health claim reserves | 3,349,000 | | 3,349,000 | 3,603,000 |
| 8. Premiums received in advance | 70,255,294 | | 70,255,294 | 16,998,131 |
| 9. General expenses due or accrued | 49,800,769 | | 49,800,769 | 37,089,968 |
| 10.1 Current federal and foreign income tax payable and interest thereon (including \$ 0 on realized gains (losses)) | 98,754 | | 98,754 | 380,526 |
| 10.2 Net deferred tax liability | | | | |
| 11. Ceded reinsurance premiums payable | 360,695 | | 360,695 | 194,729 |
| 12. Amounts withheld or retained for the account of others | 219,945 | | 219,945 | 507,014 |
| 13. Remittances and items not allocated | 1,507,787 | | 1,507,787 | 1,744,365 |
| 14. Borrowed money (including \$ 35,000,000 current) and interest thereon \$ 34,616 (including \$ 34,616 current) | 35,034,616 | | 35,034,616 | 40,095,650 |
| 15. Amounts due to parent, subsidiaries and affiliates | | | | |
| 16. Derivatives | | | | |
| 17. Payable for securities | 42,515 | | 42,515 | 89,477 |
| 18. Payable for securities lending | | | | |
| 19. Funds held under reinsurance treaties (with \$ 0 authorized reinsurers, \$ 0 unauthorized reinsurers, and \$ 0 certified reinsurers) | | | | |
| 20. Reinsurance in unauthorized and certified (\$ 0) companies | | | | |
| 21. Net adjustments in assets and liabilities due to foreign exchange rates | | | | |
| 22. Liability for amounts held under uninsured plans | 22,629,773 | | 22,629,773 | 33,072,432 |
| 23. Aggregate write-ins for other liabilities (including \$ 11,053,898 current) | 15,355,918 | | 15,355,918 | 9,938,420 |
| 24. Total liabilities (Lines 1 to 23) | 387,440,201 | | 387,440,201 | 329,974,247 |
| 25. Aggregate write-ins for special surplus funds | X X X | X X X | | 29,500,000 |
| 26. Common capital stock | X X X | X X X | | |
| 27. Preferred capital stock | X X X | X X X | | |
| 28. Gross paid in and contributed surplus | X X X | X X X | | |
| 29. Surplus notes | X X X | X X X | | |
| 30. Aggregate write-ins for other than special surplus funds | X X X | X X X | | |
| 31. Unassigned funds (surplus) | X X X | X X X | 244,541,277 | 264,234,899 |
| 32. Less treasury stock, at cost: | | | | |
| 32.1 0 shares common (value included in Line 26 \$ 0) | X X X | X X X | | |
| 32.2 0 shares preferred (value included in Line 27 \$ 0) | X X X | X X X | | |
| 33. Total capital and surplus (Lines 25 to 31 minus Line 32) | X X X | X X X | 244,541,277 | 293,734,899 |
| 34. Total liabilities, capital and surplus (Lines 24 and 33) | X X X | X X X | 631,981,478 | 623,709,146 |

| DETAILS OF WRITE-IN LINES | | | | |
|---|------------|-------|------------|------------|
| 2301. OTHER ACCOUNTS PAYABLE | 6,711,191 | | 6,711,191 | 3,326,226 |
| 2302. UNFUNDED ACCUMULATED BENEFIT OBLIGATION | 4,567,780 | | 4,567,780 | 4,599,580 |
| 2303. ACCRUED CAPITAL EXPENSES | 4,036,417 | | 4,036,417 | 1,970,092 |
| 2398. Summary of remaining write-ins for Line 23 from overflow page | 40,530 | | 40,530 | 42,522 |
| 2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above) | 15,355,918 | | 15,355,918 | 9,938,420 |
| 2501. PPACA HEALTH INSURER FEE 2015 | X X X | X X X | | 29,500,000 |
| 2502. | X X X | X X X | | |
| 2503. | X X X | X X X | | |
| 2598. Summary of remaining write-ins for Line 25 from overflow page | X X X | X X X | | |
| 2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) | X X X | X X X | | 29,500,000 |
| 3001. | X X X | X X X | | |
| 3002. | X X X | X X X | | |
| 3003. | X X X | X X X | | |
| 3098. Summary of remaining write-ins for Line 30 from overflow page | X X X | X X X | | |
| 3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above) | X X X | X X X | | |

NONE

STATEMENT OF REVENUE AND EXPENSES

| | Current Year | | Prior Year | Prior Year Ended |
|---|----------------|---------------|---------------|------------------|
| | To Date | | To Date | December 31 |
| | 1 Uncovered | 2 Total | 3 Total | 4 Total |
| 1. Member Months | X X X | 3,068,341 | 3,172,715 | 4,219,900 |
| 2. Net premium income (including \$ 0 non-health premium income) | X X X | 1,288,878,828 | 1,248,692,363 | 1,664,052,254 |
| 3. Change in unearned premium reserves and reserve for rate credits | X X X | 4,312,841 | (2,456,711) | (2,733,445) |
| 4. Fee-for-service (net of \$ 0 medical expenses) | X X X | | | |
| 5. Risk revenue | X X X | | | |
| 6. Aggregate write-ins for other health care related revenues | X X X | | | |
| 7. Aggregate write-ins for other non-health revenues | X X X | | | |
| 8. Total revenues (Lines 2 to 7) | X X X | 1,293,191,669 | 1,246,235,652 | 1,661,318,809 |
| Hospital and Medical: | | | | |
| 9. Hospital/medical benefits | | 755,592,453 | 731,457,414 | 950,509,999 |
| 10. Other professional services | | 17,185,500 | 17,689,387 | 23,015,825 |
| 11. Outside referrals | | | | |
| 12. Emergency room and out-of-area | | 122,273,551 | 102,874,023 | 137,913,199 |
| 13. Prescription drugs | | 182,095,093 | 162,788,556 | 238,123,175 |
| 14. Aggregate write-ins for other hospital and medical | | 36,406,141 | 35,471,181 | 44,823,600 |
| 15. Incentive pool, withhold adjustments and bonus amounts | | 10,208,972 | 8,959,422 | 10,630,179 |
| 16. Subtotal (Lines 9 to 15) | | 1,123,761,710 | 1,059,239,983 | 1,405,015,977 |
| Less: | | | | |
| 17. Net reinsurance recoveries | | 2,114,521 | 11,552,445 | 16,585,067 |
| 18. Total hospital and medical (Lines 16 minus 17) | | 1,121,647,189 | 1,047,687,538 | 1,388,430,910 |
| 19. Non-health claims (net) | | | | |
| 20. Claims adjustment expenses, including \$ 19,856,704 cost containment expenses | | 49,130,878 | 56,748,244 | 75,948,457 |
| 21. General administrative expenses | | 156,803,006 | 138,536,926 | 175,298,154 |
| 22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only) | | | | |
| 23. Total underwriting deductions (Lines 18 through 22) | | 1,327,581,073 | 1,242,972,708 | 1,639,677,521 |
| 24. Net underwriting gain or (loss) (Lines 8 minus 23) | X X X | (34,389,404) | 3,262,944 | 21,641,288 |
| 25. Net investment income earned | | 2,419,078 | 1,498,314 | 2,316,909 |
| 26. Net realized capital gains (losses) less capital gains tax of \$ 0 | | 2,075,071 | 11,948,883 | 8,243,719 |
| 27. Net investment gains (losses) (Lines 25 plus 26) | | 4,494,149 | 13,447,197 | 10,560,628 |
| 28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 0) (amount charged off \$ 0)] | | | | |
| 29. Aggregate write-ins for other income or expenses | | (15,839,370) | (92,766,719) | (157,234,781) |
| 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 | (45,734,625) | (76,056,578) | (125,032,865) |
| 31. Federal and foreign income taxes incurred | X X X | 42,306 | 721,774 | 914,457 |
| 32. Net income (loss) (Lines 30 minus 31) | X X X | (45,776,931) | (76,778,352) | (125,947,322) |

| DETAILS OF WRITE-IN LINES | | | | |
|---|-------|--------------|--------------|---------------|
| 0601. | X X X | | | |
| 0602. | X X X | | | |
| 0603. | X X X | | | |
| 0698. Summary of remaining write-ins for Line 06 from overflow page | X X X | | | |
| 0699. Totals (Lines 0601 through 0603 plus 0698) (Line 06 above) | X X X | | | |
| 0701. | X X X | | | |
| 0702. | X X X | | | |
| 0703. | X X X | | | |
| 0798. Summary of remaining write-ins for Line 07 from overflow page | X X X | | | |
| 0799. Totals (Lines 0701 through 0703 plus 0798) (Line 07 above) | X X X | | | |
| 1401. MENTAL HEALTH | | 36,406,141 | 35,471,181 | 44,823,600 |
| 1402. | | | | |
| 1403. | | | | |
| 1498. Summary of remaining write-ins for Line 14 from overflow page | | | | |
| 1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) | | 36,406,141 | 35,471,181 | 44,823,600 |
| 2901. GOOD HEALTH BENEFIT REVENUE | | 2,040,522 | 2,110,195 | 2,806,622 |
| 2902. OTHER INCOME (NOTE RECEIVABLE) | | | | 6,167 |
| 2903. PREMIUM ASSISTANCE PROGRAM | | 902 | (200) | 1,522 |
| 2998. Summary of remaining write-ins for Line 29 from overflow page | | (17,880,794) | (94,876,714) | (160,049,092) |
| 2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) | | (15,839,370) | (92,766,719) | (157,234,781) |

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 | 293,734,899 | 264,045,437 | 264,045,437 |
| 34. Net income or (loss) from Line 32 | (45,776,931) | (76,778,352) | (125,947,322) |
| 35. Change in valuation basis of aggregate policy and claim reserves | | | |
| 36. Change in net unrealized capital gains (losses) less capital gains tax of \$ 0 | 4,115,352 | (12,831,145) | (11,787,921) |
| 37. Change in net unrealized foreign exchange capital gain or (loss) | | | |
| 38. Change in net deferred income tax | (3,467,521) | | 21,351,652 |
| 39. Change in nonadmitted assets | (4,064,522) | 85,121,511 | 164,958,121 |
| 40. Change in unauthorized and certified reinsurance | | | |
| 41. Change in treasury stock | | | |
| 42. Change in surplus notes | | | |
| 43. Cumulative effect of changes in accounting principles | | | |
| 44. Capital Changes: | | | |
| 44.1 Paid in | | | |
| 44.2 Transferred from surplus (Stock Dividend) | | | |
| 44.3 Transferred to surplus | | | |
| 45. Surplus adjustments: | | | |
| 45.1 Paid in | | | |
| 45.2 Transferred to capital (Stock Dividend) | | | |
| 45.3 Transferred from capital | | | |
| 46. Dividends to stockholders | | | |
| 47. Aggregate write-ins for gains or (losses) in surplus | | | (18,885,068) |
| 48. Net change in capital and surplus (Lines 34 to 47) | (49,193,622) | (4,487,986) | 29,689,462 |
| 49. Capital and surplus end of reporting period (Line 33 plus 48) | 244,541,277 | 259,557,451 | 293,734,899 |

| DETAILS OF WRITE-IN LINES | | | |
|---|--|--|--------------|
| 4701. QUALIFIED PENSION EXPENSE TERMINATION SETTLEMENT | | | 2,650,500 |
| 4702. NON-QUALIFIED PENSION PLAN | | | 61,615 |
| 4703. CHANGE IN UNRECOGNIZED PRIOR SERVICE COST | | | |
| 4798. Summary of remaining write-ins for Line 47 from overflow page | | | (21,597,183) |
| 4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above) | | | (18,885,068) |

CASH FLOW

| | 1 | 2 | 3 |
|--|-------------------------|-----------------------|---------------------------------|
| Cash from Operations | Current Year To Date | Prior Year To Date | Prior Year Ended December 31 |
| 1. Premiums collected net of reinsurance | 1,347,888,772 | 1,250,022,992 | 1,646,289,659 |
| 2. Net investment income | 3,705,768 | 2,561,301 | 3,623,858 |
| 3. Miscellaneous income | (15,836,594) | (2,919,550) | (3,265,193) |
| 4. Total (Lines 1 to 3) | 1,335,757,946 | 1,249,664,743 | 1,646,648,324 |
| 5. Benefit and loss related payments | 1,110,687,381 | 1,054,762,844 | 1,390,027,018 |
| 6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts | | | |
| 7. Commissions, expenses paid and aggregate write-ins for deductions | 195,362,147 | 198,996,820 | 233,583,663 |
| 8. Dividends paid to policyholders | | | |
| 9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses) | 324,078 | 952,576 | 725,819 |
| 10. Total (Lines 5 through 9) | 1,306,373,606 | 1,254,712,240 | 1,624,336,500 |
| 11. Net cash from operations (Line 4 minus Line 10) | 29,384,340 | (5,047,497) | 22,311,824 |
| Cash from Investments | | | |
| 12. Proceeds from investments sold, matured or repaid: | | | |
| 12.1 Bonds | 232,070,144 | 57,898,247 | 65,981,170 |
| 12.2 Stocks | 23,181,581 | 42,326,714 | 44,449,419 |
| 12.3 Mortgage loans | | | |
| 12.4 Real estate | | | |
| 12.5 Other invested assets | 30,343,503 | 31,660,948 | 48,957,275 |
| 12.6 Net gains (or losses) on cash, cash equivalents and short-term investments | | | |
| 12.7 Miscellaneous proceeds | | | |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7) | 285,595,228 | 131,885,909 | 159,387,864 |
| 13. Cost of investments acquired (long-term only): | | | |
| 13.1 Bonds | 208,048,437 | 107,040,982 | 129,002,482 |
| 13.2 Stocks | 68,224,839 | 9,903,795 | 11,945,443 |
| 13.3 Mortgage loans | | | |
| 13.4 Real estate | 3,264,974 | 313,964 | 3,408,420 |
| 13.5 Other invested assets | 4,840,081 | 482,975 | 6,860,221 |
| 13.6 Miscellaneous applications | | 31 | |
| 13.7 Total investments acquired (Lines 13.1 to 13.6) | 284,378,331 | 117,741,747 | 151,216,566 |
| 14. Net increase (or decrease) in contract loans and premium notes | | | |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) | 1,216,897 | 14,144,162 | 8,171,298 |
| Cash from Financing and Miscellaneous Sources | | | |
| 16. Cash provided (applied): | | | |
| 16.1 Surplus notes, capital notes | | | |
| 16.2 Capital and paid in surplus, less treasury stock | | | |
| 16.3 Borrowed funds | (5,061,033) | (19,981,303) | (9,956,500) |
| 16.4 Net deposits on deposit-type contracts and other insurance liabilities | | | |
| 16.5 Dividends to stockholders | | | |
| 16.6 Other cash provided (applied) | (10,623,445) | (23,239,599) | (23,130,473) |
| 17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) | (15,684,478) | (43,220,902) | (33,086,973) |
| 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) | 14,916,759 | (34,124,237) | (2,603,851) |
| 19. Cash, cash equivalents and short-term investments: | | | |
| 19.1 Beginning of year | 4,634,263 | 7,238,114 | 7,238,114 |
| 19.2 End of period (Line 18 plus Line 19.1) | 19,551,022 | (26,886,123) | 4,634,263 |

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

| | | | |
|---------|--|--|--|
| 20.0001 | | | |
| 20.0002 | | | |
| 20.0003 | | | |

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 | 334,034 | 23,582 | 136,039 | 23,661 | | 19,110 | 22,615 | 52,379 | | 56,648 |
| 2. First Quarter | 341,641 | 27,805 | 137,385 | 23,579 | | 18,016 | 22,639 | 52,579 | | 59,638 |
| 3. Second Quarter | 340,978 | 28,453 | 135,984 | 23,583 | | 17,777 | 22,559 | 52,760 | | 59,862 |
| 4. Third Quarter | 342,024 | 28,429 | 135,128 | 23,704 | | 17,719 | 22,537 | 53,143 | | 61,364 |
| 5. Current Year | | | | | | | | | | |
| 6. Current Year Member Months | 3,068,341 | 249,904 | 1,223,553 | 212,694 | | 161,062 | 203,322 | 474,991 | | 542,815 |
| Total Member Ambulatory Encounters for Period: | | | | | | | | | | |
| 7. Physician | 1,395,989 | 118,350 | 582,223 | | | | 128,923 | 566,493 | | |
| 8. Non-Physician | 982,644 | 100,030 | 427,651 | | | | 90,584 | 364,379 | | |
| 9. Totals | 2,378,633 | 218,380 | 1,009,874 | | | | 219,507 | 930,872 | | |
| 10. Hospital Patient Days Incurred | 88,597 | 4,388 | 40,926 | | | | 1,661 | 41,622 | | |
| 11. Number of Inpatient Admissions | 19,500 | 1,017 | 9,390 | | | | 604 | 8,489 | | |
| 12. Health Premiums Written (a) | 1,295,064,420 | 106,262,764 | 579,444,695 | 42,965,939 | | 23,134,171 | 86,832,662 | 437,400,096 | | 19,024,093 |
| 13. Life Premiums Direct | | | | | | | | | | |
| 14. Property/Casualty Premiums Written | | | | | | | | | | |
| 15. Health Premiums Earned | 1,293,191,669 | 105,820,960 | 579,444,695 | 42,965,939 | | 23,134,171 | 86,832,662 | 437,400,096 | | 17,593,146 |
| 16. Property/Casualty Premiums Earned | | | | | | | | | | |
| 17. Amount Paid for Provision of Health Care Services | 1,094,027,503 | 97,046,139 | 462,813,332 | 34,284,145 | | 17,585,239 | 75,352,793 | 396,114,331 | | 10,831,524 |
| 18. Amount Incurred for Provision of Health Care Services | 1,123,761,710 | 91,541,608 | 494,128,055 | 34,325,208 | | 17,185,499 | 77,653,023 | 398,019,731 | | 10,908,586 |

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 0

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 On Claims Incurred Prior to January 1 of Current Year | 2 On Claims Incurred During the Year | 3 On Claims Unpaid Dec. 31 of Prior Year | 4 On Claims Incurred During the Year | | |
| 1. Comprehensive (hospital and medical) | 51,982,845 | 528,802,439 | 1,755,114 | 62,195,774 | 53,737,959 | 70,071,631 |
| 2. Medicare Supplement | 5,229,351 | 29,054,794 | 70,177 | 5,447,823 | 5,299,528 | 5,548,000 |
| 3. Dental only | 1,691,181 | 15,894,058 | 17,234 | 1,432,766 | 1,708,415 | 1,837,000 |
| 4. Vision only | | | | | | |
| 5. Federal Employees Health Benefits Plan | 7,219,638 | 68,133,155 | 382,277 | 9,337,254 | 7,601,915 | 7,419,301 |
| 6. Title XVIII - Medicare | 40,311,759 | 355,802,572 | 2,153,437 | 40,226,202 | 42,465,196 | 45,544,244 |
| 7. Title XIX - Medicaid | | | | | | |
| 8. Other health | 1,622,182 | 9,209,342 | 1,319,409 | 63,091 | 2,941,591 | 1,305,438 |
| 9. Health subtotal (Lines 1 to 8) | 108,056,956 | 1,006,896,360 | 5,697,648 | 118,702,910 | 113,754,604 | 131,725,614 |
| 10. Health care receivables (a) | 4,202,709 | 19,757,974 | | | 4,202,709 | 27,770,640 |
| 11. Other non-health | | | | | | |
| 12. Medical incentive pools and bonus amounts | 2,784,870 | 250,000 | 6,931,199 | 15,081,952 | 9,716,069 | 14,839,049 |
| 13. Totals (Lines 9 - 10 + 11 + 12) | 106,639,117 | 987,388,386 | 12,628,847 | 133,784,862 | 119,267,964 | 118,794,023 |

(a) Excludes \$ 3,000,090 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

- (1) The annual statement has been completed in accordance with the NAIC Accounting Practices and Procedures manual and as prescribed by the State of Rhode Island Department of Business Regulation – Insurance Division.
- (2) The Plan's 3rd Qtr 2016 annual statement excludes Administrative Service Contract (ASC) business from revenue, and medical and hospital claims. The ASC reimbursement has been classified as a reduction to claims adjustment and general administrative expenses.
- (3) Effective for 2006, the Plan obtained a permitted practice to recognize a liability for premium assistance for direct pay subscribers in addressing healthcare affordability. The liability at September 30, 2016 and December 31, 2015 was \$0 and \$0, respectively.

Also, effective for 2009, the Plan obtained a permitted practice to depreciate blue-transit software over 15 years instead of the prescribed 5 years. The Plan has revised the useful life of its BlueTransIT computer system effective January 1, 2015. This was based upon the State of Rhode Island Office of Health Insurance Commissioner modifying the cost recovery duration of BlueTransIT. The useful life has been revised from fifteen years to three years.

The Plan implemented the BlueTransIT computer system for membership and claims processing beginning in September 2009. The BlueTransIT system replaced the current legacy system in 2015.

As a result of the substantial migration of the Plan's product lines and the future expected economic benefit to the organization, the BlueTransIT useful life was revised to a shorter duration to three years in 2015.

The impact on financial results in revising the useful life to three years resulted in an \$89.8 million charge to earnings in 2015. This was included on the 2015 Statement of Revenue page 4. However, there was no impact to reserves due to a corresponding decrease in software non-admitted assets. Also, this financial transaction did not trigger a company action level per the risk based capital calculation in the derivation of the authorized control level 2015.

| <u>NET INCOME</u> | State | <u>Sept 30, 2016</u> | <u>Dec 31, 2015</u> |
|---|-------|-----------------------|------------------------|
| (1) The Plan's state basis (RI) | RI | \$(45,776,931) | \$(125,947,322) |
| (2) State prescribed practice that increase/(decrease) NAIC SAP | | | |
| (3) State permitted practice that increase/(decrease) NAIC SAP income | | | |
| - Depreciation of software | RI | -- | -- |
| - Premium Assistance Program | RI | -- | -- |
| (4) NAIC SAP | RI | <u>\$(45,776,931)</u> | <u>\$(125,947,322)</u> |
| | | | |
| <u>SURPLUS</u> | | <u>Sept 30, 2016</u> | <u>Dec 31, 2015</u> |
| (5) The Plan's state basis (RI) | RI | \$244,541,277 | \$293,734,899 |
| (6) State prescribed practice that increase/(decrease) NAIC SAP | | | |
| (7) State permitted practice that increase/(decrease) NAIC SAP reserves | | | |
| - Premium Assistance Program | RI | -- | -- |
| (8) NAIC SAP | RI | <u>\$244,541,277</u> | <u>\$293,734,899</u> |

C. Accounting Policy

- (6) Loan-backed securities are stated at either amortized cost or the lower of amortized cost or fair market value. The prospective adjustment method is used to value all securities except for interest only securities or securities where the yield had become negative.

D. Going Concern

Management continually evaluates the Plan's ability to continue as a going concern. After considering management's plans, potential events and principal conditions, there is no substantial doubt about the Plan's ability to continue as a going concern.

2. Accounting Changes and Correction of Errors

NOTES TO FINANCIAL STATEMENTS

- no significant change

3. Business Combinations and Goodwill

- no significant change

4. Discontinued Operations

- no significant change

5. Investments

D. Loan-Backed Securities

(1) The Plan utilizes the prospective method for loan backed securities. The Plan obtains the prepayment assumptions for mortgage-backed/asset-backed securities from the following hierarchy: Bloomberg median speed; if none, then 6 month historical CPR; if none, then YieldBook prepayment model that runs fixed rate MBS at 100% of the model and Hybrid Arms at 100% of MTB (Model to Balloon). CMBS are run at a 0% constant prepayment rate. If this information is not obtainable from one of these sources then analysts determine the cash flows to be used. The Plan utilizes the fair market value as published by the NAIC Valuation Securities Manual. If the rate is not published by the Securities Valuation Office (SVO), the security is carried at amortized value in accordance with NAIC guidelines.

(2) The Plan did not recognize other-than-temporary impairment (OTTI) for loan-backed securities for September 30, 2016

| | 1 | 2 | 3 |
|-------------------------------------|---|--|---------------------|
| | Amortized Cost Basis Before other-than- Temporary- Impairment | Other-than- Temporary- Impairment Recognized in loss | Fair Value 1 - 2 |
| OTTI recognized 1 st Qtr | | | |
| a. Intent to sell | -- | -- | -- |
| b. Total 1 st Qtr | -- | -- | -- |
| c. Annual Aggregate Total | -- | -- | -- |
| OTTI recognized 2 nd Qtr | | | |
| d. Intent to sell | -- | -- | -- |
| e. Total 2 nd Qtr | -- | -- | -- |
| f. Annual Aggregate Total | -- | -- | -- |
| OTTI recognized 3 rd Qtr | | | |
| g. Intent to sell | -- | -- | -- |
| h. Total 3 rd Qtr | -- | -- | -- |
| i. Annual Aggregate Total | -- | -- | -- |

(3) The Plan did not recognize OTTI for loan-backed securities for September 30, 2016 see table below:

| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
|-------|--|--|---|--|-------------------------------|---|
| Cusip | Book Adjusted Carrying Value Before Current Period OTTI | Present Value of Projected Cash Flow | Recognized other-than Temporary Impairment | Amortized Cost after Other- Than-Temporary Impairment | Fair Value time of OTTI | Date of Financial where Reported |
| N/A | N/A | N/A | N/A | N/A | N/A | N/A |

(4) Loan-backed securities with unrealized losses as of September 30, 2016:

Loan-Backed Securities

a. The aggregate amount of unrealized losses:

1. Less than 12 Months \$18,876

NOTES TO FINANCIAL STATEMENTS

2. 12 Months or Longer \$0
- b. The aggregate related fair value of securities
with unrealized losses:
1. Less than 12 Months \$9,645,877
2. 12 Months or Longer \$0

(5) The evaluation of impairments is a quantitative and qualitative process, which is subject to risks and uncertainties and is intended to determine whether declines in the fair value of investments should be recognized in the current period. The risks and uncertainties include changes in general economic conditions, the issuer's financial condition or near term recovery prospects, the effects of changes in interest rates or credit spreads and the recovery period. As of September 30, 2016, the Plan does not consider loan-backed securities in an unrealized loss position to be other-than-temporarily impaired as reported in the table above.

E. Repurchase Agreements

3) The Plan has not accepted any collateral.

I. The Plan does not have any Working capital Finance Investments.

J. The Plan does not offset Assets and Liabilities of Investments.

6. Joint Ventures, Partnerships and Limited Liability Companies

- no significant change

7. Investment Income

- no significant change

8. Derivative Instruments

- no significant change

9. Income Taxes

- no significant change

10. Information Concerning Parent, Subsidiaries and Affiliates

- no significant change

11. Debt

- no significant change

B. The Plan does not have any Federal Home Loan Bank agreements.

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

A)

(4) Net periodic pension cost for January – September 30, 2016 and 2015 included the following components:

| | (In Thousands) | | | | | |
|-----------------------------------|-------------------------|---------|---------|---------|----------------|---------|
| | Defined Benefit Plan | | SERP | | Postretirement | |
| | 9/30/16 | 9/30/15 | 9/30/16 | 9/30/15 | 9/30/16 | 9/30/15 |
| a. Service cost | \$ -- | \$ 169 | \$ N/A | \$ -- | \$ N/A | \$ -- |
| b. Interest cost | -- | 6,711 | N/A | 125 | N/A | 449 |
| c. Expected return on plan assets | -- | (9,530) | N/A | -- | N/A | -- |
| d. Transition asset or obligation | -- | -- | N/A | -- | N/A | -- |
| e. Gains and losses | -- | -- | N/A | -- | N/A | 284 |
| f. Prior service cost or credit | -- | -- | N/A | -- | N/A | (159) |

NOTES TO FINANCIAL STATEMENTS

| | | | | | | |
|---|--------------|------------------|---------------|---------------|---------------|---------------|
| g. G/L due to settlement or curtailment | -- | -- | N/A | 42 | N/A | -- |
| h. Net periodic pension cost | <u>\$ --</u> | <u>\$(2,650)</u> | <u>\$ N/A</u> | <u>\$ 167</u> | <u>\$ N/A</u> | <u>\$ 574</u> |

The SERP and postretirement periodic pension cost for the period ended September 30, 2016 is unavailable at this time.

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

- no significant change

14. Contingencies

- no significant change

15. Leases

- no significant change

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

- no significant change

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

- no significant change

- 17B(2)b, 17B(4)a, 17B(4)b, 17C

The Plan did not have a sale, transfer and servicing of financial assets and extinguishments of liabilities.

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

A) The Plan is not an ASO Administrator for uninsured A&H Plans and the uninsured portion of partially insured plans.

B) The Plan is an ASC Administrator for uninsured A&H Plans and the uninsured portion of partially insured plans.

The gain from operations from Administrative Services Contract (ASC) uninsured plans and the uninsured portion of partially insured plans was as follows during January – September 30, 2016:

| | <u>ASC</u> <u>Uninsured</u> <u>Plans</u> | <u>Uninsured</u> <u>Portion of</u> <u>Partially</u> <u>Insured Plans</u> | <u>Total</u> <u>ASC</u> |
|--|--|---|----------------------------|
| a. Gross reimbursement for medical cost incurred | \$560,593,641 | -- | \$560,593,641 |
| b. Gross administrative fees accrued | <u>47,024,660</u> | -- | <u>47,024,660</u> |
| c. Total revenue | 607,618,301 | -- | 607,618,301 |
| d. Claims incurred | 560,593,641 | -- | 560,593,641 |
| e. Variable cost | <u>13,240,624</u> | -- | <u>13,240,624</u> |
| f. Contribution to fixed overhead | 33,784,036 | -- | 33,784,036 |

NOTES TO FINANCIAL STATEMENTS

| | | | |
|---|-------------|-----|-------------|
| g. Total fixed overhead | 41,928,644 | - - | 41,928,644 |
| h. Total net gain or (loss) from operations | (8,144,608) | - - | (8,144,608) |

C) The Plan has a Medicare or similarly structured cost based reimbursement contract during 2016 and 2015.

The Medicare Part D program is a partially insured plan.

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

- no significant change

20. Fair Value Measurements

A1) The following table provides information as of September 30, 2016 about the Plan's financial assets and liabilities measured at fair value on a recurring basis.

| | Level 1 | Level 2 | Level 3 | Total |
|-------------------|----------------------|----------------------|---------------------|----------------------|
| Assets | | | | |
| Bonds | \$ -- | \$191,881,991 | \$ -- | \$191,881,991 |
| Equity securities | <u>\$ 73,272,858</u> | <u>\$ 9,861,343</u> | <u>\$ 2,266,687</u> | <u>\$ 85,400,888</u> |
| Total Assets | <u>\$ 73,272,858</u> | <u>\$201,743,334</u> | <u>\$ 2,266,687</u> | <u>\$277,282,879</u> |

The fair value of the Plan's equity securities categorized as Level 1 is based on quoted market prices for identical securities traded in active markets that are readily and regularly available to the Plan.

The fair value of the Plan's equity securities classified as Level 3 consist of private placement stocks for three companies for which there are limited or no observable valuation inputs. The fair value of these Level 3 equities is based upon analytics derived by the respective companies for which a fair value per share is published in the Securities Valuation Office manual.

A2) The following table presents the changes in our equity securities classified as Level 3 for the year-ended September 30, 2016.

| | Beginning Balance 1/1/2016 | Total gains and (losses) included in Net Income | Total gains and losses included in Surplus | Purchases | Sales | Ending Balance at 9/30/2016 |
|----------------|----------------------------------|--|---|-----------|----------|-----------------------------------|
| Assets | | | | | | |
| Private Equity | <u>\$2,266,687</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>\$2,266,687</u> |
| Total Assets | <u>\$2,266,687</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>0</u> | <u>\$2,266,687</u> |

There were unrealized losses of \$0 attributable to the change in net unrealized losses relating to assets still held.

A3) There were no transfers between levels as of September 30, 2016.

A4 & A5) Included in various investment related line items in the financial statements are certain financial instruments carried at fair value. Other financial instruments are periodically measured at fair value, such as when impaired, or, for certain bonds and preferred stock when carried at the lower of cost or market.

The fair value of an asset is the amount at which that asset could be bought or sold in a current transaction between willing parties, that is, other than in a forced or liquidation sale. The fair value of a liability is the amount at which that liability could be incurred or settled in a current transaction between willing parties, that is, other than in a forced or liquidation sale.

Fair values are based on quoted market prices when available. When market prices are not available, fair value is generally estimated using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality (matrix pricing). In instances where there is little or no market activity for the same or similar instruments, the Plan

NOTES TO FINANCIAL STATEMENTS

estimates fair value using methods, models and assumptions that management believes market participants would use to determine a current transaction price. These valuation techniques involve some level of management estimation and judgment which becomes significant with increasingly complex instruments or pricing models. Where appropriate, adjustments are included to reflect the risk inherent in a particular methodology, model or input used.

The Plan's financial assets and liabilities carried at fair value have been classified, for disclosure purposes, based on a hierarchy defined by FASB ASC 820, *Fair Value Measurements and Disclosures*. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's or a liability's classification is based on the lowest level input that is significant to its measurement. For example, a Level 3 fair value measurement may include inputs that are both observable (Levels 1 and 2) and unobservable (Level 3). The levels of the fair value hierarchy are as follows:

- Level 1 - Values are unadjusted quoted prices for identical assets and liabilities in active markets accessible at the measurement date.
- Level 2 - Inputs include quoted prices for similar assets or liabilities in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument. Such inputs include market interest rates and volatilities, spreads and yield curves.
- Level 3 - Certain inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement. Unobservable inputs reflect the Plan's best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

B) Not applicable.

| C) | Aggregate Fair Value | Admitted Assets | Level 1 | Level 2 | Level 3 | Not Practicable (Carrying Value) |
|-------------------|-------------------------|----------------------|----------------------|----------------------|---------------------|-------------------------------------|
| Assets | | | | | | |
| Bonds | \$191,881,991 | \$191,881,991 | \$ -- | \$191,881,991 | \$ -- | \$ -- |
| Equity securities | <u>\$ 85,400,888</u> | <u>\$ 85,400,888</u> | <u>\$ 73,272,858</u> | <u>\$ 9,861,343</u> | <u>\$ 2,266,687</u> | <u>\$ --</u> |
| Total Assets | <u>\$277,282,879</u> | <u>\$277,282,879</u> | <u>\$ 73,272,858</u> | <u>\$201,743,334</u> | <u>\$ 2,266,687</u> | <u>\$ --</u> |

D) Not required for not practicable (carrying value assets)

21. Other Items

- no significant change

22. Events Subsequent

- no significant change

23. Reinsurance

- no significant change

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

E) Risk Sharing Provisions of the Affordable Care Act (ACA)

Effective January 1, 2014, the ACA imposed fees and premium stabilization provisions on health insurance issuers offering commercial health insurance. The three premium stabilization programs are commonly referred to as the 3R's – risk adjustment, risk corridor and reinsurance.

Risk Adjustment- This permanent program is designed to mitigate the potential impact of adverse selection and provide stability for health insurance issuers and applies to all non-grandfathered plans in the individual and small group markets both on and off the insurance exchanges. Premium adjustments pursuant to the risk adjustment program are accounted for as premium subject to redetermination and user fees are accounted for as assessments.

NOTES TO FINANCIAL STATEMENTS

Risk Corridor – This temporary program is designed to provide aggregate protection for variability for issuers in the individual and small group markets during the 2014 to 2016 time period and applies to qualified health plans (QHPs) in the individual and small group markets both on and off the insurance exchanges. Premium adjustments pursuant to the risk corridor program are accounted for as premium adjustments for retrospectively rated contracts.

Reinsurance – This temporary program from 2014 – 2016 is designed to protect issuers in the individual market both on and off exchange from anticipated increases in high cost claimants due to the elimination of the pre-existing condition limitation. The traditional reinsurance program applies to all issuers of major medical commercial products and third party administrators. Contributions attributable to enrollees in individual plans, including program administrative costs are accounted for as ceded premium and payments received are accounted for as ceded benefit recoveries. The amount of the individual contributions assigned for the U. S Treasury is accounted for as an assessment. Contributions initiated for enrollees in fully insured plans other than individual plans, including administrative costs and payments to the U. S. Treasury, are recorded as assessments.

The plan has accident and health insurance premiums for 3rd Qtr 2016 subject to the risk sharing provisions of ACA.

- (1) Did the reporting entity write accident and health insurance premium that is subject to the Affordable Care Act risk sharing provisions (YES/NO)? YES

The Plans risk corridor program calculation resulted in recording neither a receivable or a payable.

- (2) Impact of Risk-Sharing Provisions of the Affordable Care Act on Admitted Assets, Liabilities and Revenue for the Current Year

a. Permanent ACA Risk Adjustment Program

Assets

1) Premium adjustments receivable due to ACA Risk Adjustment \$19,119,174

Liabilities

2) Risk adjustment user fees payable for ACA Risk Adjustment \$98,273

3) Premium adjustments payable due to ACA Risk Adjustment \$0

Operations (Revenue & Expense)

4) Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment \$12,944,330

5) Reported in expenses as ACA risk adjustment user fees (incurred/paid) \$97,547

b. Transitional ACA Reinsurance Program

Assets

1) Amounts recoverable for claims paid due to ACA Reinsurance \$4,550,948

2) Amounts recoverable for claims unpaid due to ACA Reinsurance \$0

3) Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance \$0

Liabilities

4) Liabilities for contributions payable due to ACA Reinsurance – not reported as ceded premium \$5,286,032

5) Ceded reinsurance premiums payable due to ACA Reinsurance \$441,804

6) Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance \$112,992

Operations (Revenue & Expense)

7) Ceded reinsurance premiums due to ACA Reinsurance \$441,804

8) Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments \$2,114,521

9) ACA Reinsurance contributions – not reported as ceded premium \$3,275,826

c. Temporary ACA Risk Corridors Program

Assets

1) Accrued retrospective premium due to ACA Risk Corridors \$0

Liabilities

2) Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors \$659,655

Operations (Revenue & Expense)

3) Effect of ACA Risk Corridors on net premium income (paid/received) \$0

4) Effect of ACA Risk Corridors on change in reserves for rate credits \$659,655

NOTES TO FINANCIAL STATEMENTS

(3) Roll-forward of prior year ACA risk-sharing provisions for the following asset (gross of any nonadmission) and liability balances, along with the reasons for adjustments to prior year balance. Table in (\$000)

| | Accrued During the Prior Year on Business Written Before December 31 of the Prior Year | | Received or Paid as of the Current Year on Business Written Before December 31 of the Prior Year | | Differences | | Adjustments | | Ref | Unsettled Balances as of the Reporting Date | |
|--|--|----------------|--|----------------|--|---|--|---|-----|---|--|
| | 1 Receivable | 2 (Payable) | 3 Receivable | 4 (Payable) | Prior Year Accrued Less Payments (Col 1 - 3) 5 Receivable | Prior Year Accrued Less Payments (Col 2 - 4) 6 (Payable) | To Prior Year Balances 7 Receivable | To Prior Year Balances 8 (Payable) | | 9 Cumulative Balance from Prior Years (Col 1-3+7) Receivable | 10 Cumulative Balance from Prior Years (Col 2-+8) (Payable) |
| a. Permanent ACA Risk Adjustment Program | | | | | | | | | | | |
| 1. Premium adjustments receivable | \$12,764 | \$ -- | \$ 6,589 | \$ -- | \$6,175 | \$ -- | \$2,831 | \$ -- | A | \$9,006 | \$ -- |
| 2. Premium adjustments (payable) | -- | (72) | -- | (72) | -- | -- | -- | -- | B | -- | -- |
| 3. Subtotal ACA Permanent Risk Adjustment Program | 12,764 | (72) | 6,589 | (72) | 6,175 | -- | 2,831 | -- | | 9,006 | -- |
| b. Transitional ACA Reinsurance Program | | | | | | | | | | | |
| 1. Amounts recoverable for claims paid | 11,297 | -- | 8,860 | -- | 2,437 | -- | (1,199) | -- | C | 1,238 | -- |
| 2. Amounts recoverable for claims unpaid (contra liability) | 1,262 | -- | 1,262 | -- | -- | -- | -- | -- | D | -- | -- |
| 3. Amounts receivable relating to uninsured plans | -- | -- | -- | -- | -- | -- | -- | -- | E | -- | -- |
| 4. Liabilities for contributions payable due to ACA Reinsurance-not reported as ceded premiums | -- | (7,210) | -- | (5,407) | -- | (1,803) | -- | -- | F | -- | (1,803) |
| 5. Ceded reinsurance premiums payable | -- | (831) | -- | (624) | -- | (207) | -- | -- | G | -- | (207) |
| 6. Liability for amounts held under uninsured plans | -- | (452) | -- | (339) | -- | (113) | -- | -- | H | -- | (113) |
| 7. Subtotal ACA Transitional Reinsurance Program | 12,559 | (8,493) | 10,122 | (6,370) | 2,437 | (2,123) | (1,199) | -- | | 1,238 | (2,123) |
| c. Temporary ACA Risk Corridors Program | | | | | | | | | | | |
| 1. Accrued retrospective premium | -- | -- | -- | -- | -- | -- | -- | -- | I | -- | -- |
| 2. Reserve for rate credits of policy experience rating refunds | -- | -- | -- | -- | -- | -- | -- | (660) | J | -- | (660) |
| 3. Subtotal ACA Risk Corridors Program | -- | -- | -- | -- | -- | -- | -- | (660) | | -- | (660) |
| d. Total for ACA Risk Sharing Provisions | 25,323 | (8,565) | 16,711 | (6,442) | 8,612 | (2,123) | 1,632 | (660) | | 10,244 | (2,783) |

Explanations of Adjustments

- A Risk Adjuster updated based on 12/31/2015 HHS Notification
- B Non Applicable
- C Reinsurance updated based on 12/31/2015 HHS Notification
- D Non Applicable
- E Non Applicable
- F Non Applicable
- G Non Applicable
- H Non Applicable
- I Non Applicable
- J Risk Corridor updated based upon 2015 MLR / Risk Corridor filing

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2015 were \$153,587,000. As of September 30, 2016, \$112,162,000 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$6,696,000 as a result of re-estimation of unpaid claims and claim adjustment expenses principally on Comprehensive and Medicare lines of insurance. Therefore, there has been a \$5,597,000 unfavorable prior-year development since December 31, 2015 to September 30, 2016. The increase is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. The Plan did not experience prior year claim development on retrospectively rated policies.

26. Intercompany Pooling Arrangements

- no significant change

27. Structured Settlements

Not Applicable for Health Insurance entities.

28. Health Care Receivables

- no significant change

29. Participating Policies

Participating policies do not apply to the Plan.

NOTES TO FINANCIAL STATEMENTS

30. Premium Deficiency Reserves

- no significant change

31. Anticipated Salvage and Subrogation

- no significant 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 []

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 [] No [X]

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 [X] N/A []
 If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. _____ 12/31/2013 _____

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. _____ 12/31/2013 _____

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). _____ 10/19/2014 _____

6.4 By what department or departments?
 RHODE ISLAND DEPARTMENT OF BUSINESS REGULATION - INSURANCE DIVISION

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

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

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

GENERAL INTERROGATORIES

7.2 If yes, give full information

.....

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

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

.....

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

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

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

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

- (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.

Yes [X] No []

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

.....

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

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

.....

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

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

.....

FINANCIAL

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

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

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]

GENERAL INTERROGATORIES

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: \$ _____

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

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

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 []

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

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

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

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

| 1 Name of Custodian(s) | 2 Custodian Address |
|---------------------------|---|
| STATE STREET BANK | 200 CLARENDON ST., BOSTON, MA 02111 |
| | |

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]

GENERAL INTERROGATORIES

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

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

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

| 1 Central Registration Depository | 2 Name(s) | 3 Address |
|--|--------------------------------|---|
| 107423 | CONNING ASSET MANAGEMENT | ONE FINANCIAL PLAZA, HARTFORD, CT 06103 |
| 115093 | CAMBIAR INVESTORS | 2401 EAST SECOND AVE., SUITE 500 |
| 115093 | CAMBIAR INVESTORS | DENVER, CO 80206 |
| 104945 | LONGFELLOW INVESTMENT MANAGEME | 20 WINTHROP SQUARE, 2ND FLOOR |
| 104945 | LONGFELLOW INVESTMENT MANAGEME | BOSTON, MA 02110 |

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 | 88.27 % |
| 1.2 A&H cost containment percent | 1.54 % |
| 1.3 A&H expense percent excluding cost containment expenses | 14.39 % |
- 2.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date. \$ _____
- 2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date. \$ _____

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 |
|---------------------------|-------------------|------------------------|---------------------------|----------------------------------|--------------------------------------|---------------------------|---|---|
| <p>NONE</p> | | | | | | | | |

SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

| States, Etc. | 1 | | Direct Business Only | | | | | | |
|---|---------------|----------------------------|----------------------|--------------------|--|--|------------------------------|---------------------------|------------------------|
| | | | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
| | Active Status | Accident & Health Premiums | Medicare Title XVIII | Medicaid Title XIX | Federal Employees Health Benefits Program Premiums | Life & Annuity Premiums & Other Considerations | Property / Casualty Premiums | Total Columns 2 Through 7 | Deposit-Type Contracts |
| 1. Alabama | AL | N | | | | | | | |
| 2. Alaska | AK | N | | | | | | | |
| 3. Arizona | AZ | N | | | | | | | |
| 4. Arkansas | AR | N | | | | | | | |
| 5. California | CA | N | | | | | | | |
| 6. Colorado | CO | N | | | | | | | |
| 7. Connecticut | CT | N | | | | | | | |
| 8. Delaware | DE | N | | | | | | | |
| 9. District of Columbia | DC | N | | | | | | | |
| 10. Florida | FL | N | | | | | | | |
| 11. Georgia | GA | N | | | | | | | |
| 12. Hawaii | HI | N | | | | | | | |
| 13. Idaho | ID | N | | | | | | | |
| 14. Illinois | IL | N | | | | | | | |
| 15. Indiana | IN | N | | | | | | | |
| 16. Iowa | IA | N | | | | | | | |
| 17. Kansas | KS | N | | | | | | | |
| 18. Kentucky | KY | N | | | | | | | |
| 19. Louisiana | LA | N | | | | | | | |
| 20. Maine | ME | N | | | | | | | |
| 21. Maryland | MD | N | | | | | | | |
| 22. Massachusetts | MA | N | | | | | | | |
| 23. Michigan | MI | N | | | | | | | |
| 24. Minnesota | MN | N | | | | | | | |
| 25. Mississippi | MS | N | | | | | | | |
| 26. Missouri | MO | N | | | | | | | |
| 27. Montana | MT | N | | | | | | | |
| 28. Nebraska | NE | N | | | | | | | |
| 29. Nevada | NV | N | | | | | | | |
| 30. New Hampshire | NH | N | | | | | | | |
| 31. New Jersey | NJ | N | | | | | | | |
| 32. New Mexico | NM | N | | | | | | | |
| 33. New York | NY | N | | | | | | | |
| 34. North Carolina | NC | N | | | | | | | |
| 35. North Dakota | ND | N | | | | | | | |
| 36. Ohio | OH | N | | | | | | | |
| 37. Oklahoma | OK | N | | | | | | | |
| 38. Oregon | OR | N | | | | | | | |
| 39. Pennsylvania | PA | N | | | | | | | |
| 40. Rhode Island | RI | L | 770,387,627 | 437,199,296 | | 86,832,661 | | 1,294,419,584 | |
| 41. South Carolina | SC | N | | | | | | | |
| 42. South Dakota | SD | N | | | | | | | |
| 43. Tennessee | TN | N | | | | | | | |
| 44. Texas | TX | N | | | | | | | |
| 45. Utah | UT | N | | | | | | | |
| 46. Vermont | VT | N | | | | | | | |
| 47. Virginia | VA | N | | | | | | | |
| 48. Washington | WA | N | | | | | | | |
| 49. West Virginia | WV | N | | | | | | | |
| 50. Wisconsin | WI | N | | | | | | | |
| 51. Wyoming | WY | N | | | | | | | |
| 52. American Samoa | AS | N | | | | | | | |
| 53. Guam | GU | N | | | | | | | |
| 54. Puerto Rico | PR | N | | | | | | | |
| 55. U.S. Virgin Islands | VI | N | | | | | | | |
| 56. Northern Mariana Islands | MP | N | | | | | | | |
| 57. Canada | CAN | N | | | | | | | |
| 58. Aggregate other alien | OT | X X X | | | | | | | |
| 59. Subtotal | X X X | | 770,387,627 | 437,199,296 | | 86,832,661 | | 1,294,419,584 | |
| 60. Reporting entity contributions for Employee Benefit Plans | X X X | | 444,036 | 200,800 | | | | 644,836 | |
| 61. Totals (Direct Business) | (a) 1 | | 770,831,663 | 437,400,096 | | 86,832,661 | | 1,295,064,420 | |

| DETAILS OF WRITE-INS | | | | | | | | | |
|--|-------|--|--|--|--|--|--|--|--|
| 58001. | X X X | | | | | | | | |
| 58002. | X X X | | | | | | | | |
| 58003. | X X X | | | | | | | | |
| 58998. Summary of remaining write-ins for Line 58 | X X X | | | | | | | | |
| 58999. Totals (Lines 58001 through 58003 plus 58998) (Line 58 above) | X X X | | | | | | | | |

NONE

(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

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

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

..... YES

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

Page 2 - Continuation**ASSETS**

| | Current Year | | | Prior Year |
|---|--------------|-----------------------|---|------------------------|
| | 1 | 2 | 3 | 4 |
| REMAINING WRITE-INS AGGREGATED AT LINE 25 FOR OTHER THAN INVESTED ASSETS | Assets | Nonadmitted Assets | Net Admitted Assets (Cols. 1 - 2) | Net Admitted Assets |
| 2504. PBM IMPLEMENTATION COST RECOVERY | 1,683,198 | | 1,683,198 | |
| 2505. LEASEHOLD IMPROVEMENTS | 378,347 | 378,347 | | |
| 2506. COLLATERAL FUND HOME & HOST | 231,546 | | 231,546 | 237,517 |
| 2597. Totals (Lines 2501 through 2596) (Page 2, Line 2598) | 2,293,091 | 378,347 | 1,914,744 | 237,517 |

OVERFLOW PAGE FOR WRITE-INS

Page 3 - Continuation

LIABILITIES, CAPITAL AND SURPLUS

| | Current Year | | | Prior Year |
|--|--------------|----------------|------------|------------|
| | 1 Covered | 2 Uncovered | 3 Total | 4 Total |
| WRITE-INS AGGREGATED AT LINE 23 FOR OTHER LIABILITIES | | | | |
| 2304. FEP & MISCELLANEOUS CLAIMS PAYABLES | 40,530 | | 40,530 | 42,522 |
| 2397. Totals (Lines 2304 through 2396) (Page 3, Line 23) | 40,530 | | 40,530 | 42,522 |

OVERFLOW PAGE FOR WRITE-INS

Page 4 - Continuation**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 |
| REMAINING WRITE-INS AGGREGATED AT LINE 29 FOR GAINS AND LOSSES IN SURPLUS | | | | |
| 2904. INDIGO COMMISSIONS | | 7,870 | | |
| 2905. INTEREST INCOME (NET OF PENALTIES) | | (4,076) | (25,964) | (19,242) |
| 2906. INTEREST EXPENSE IRS | | (2,776) | | (68,073) |
| 2907. INTEREST EXPENSE TENANT COMMISSIONS | | | (69,093) | (69,093) |
| 2908. BANK SERVICE CHARGES | | (230,226) | (243,399) | (325,661) |
| 2909. INTEREST EXPENSE LINE OF CREDIT | | (630,439) | (590,168) | (747,684) |
| 2910. HEALTH INFORMATION EXCHANGE | | (1,530,000) | (1,693,752) | (1,693,752) |
| 2911. GOOD HEALTH BENEFIT EXPENSE | | (2,491,147) | (2,407,169) | (3,224,072) |
| 2912. PENSION TERMINATION SETTLEMENT | | | | (64,054,346) |
| 2913. BLUETRANSIT CHANGE IN USEFUL LIFE | | | (89,847,169) | (89,847,169) |
| 2914. PBM TERMINATION FEE | | (13,000,000) | | |
| 2997. Totals (Lines 2904 through 2996) (Page 4, Line 2998) | | (17,880,794) | (94,876,714) | (160,049,092) |

OVERFLOW PAGE FOR WRITE-INS

Page 5 - Continuation

STATEMENT OF REVENUE AND EXPENSES (Continued)

| | 1 | 2 | 3 |
|---|-------------------------|-----------------------|---------------------------------|
| REMAINING WRITE-INS AGGREGATED AT LINE 47 FOR OTHER OPERATING INCOME | Current Year To Date | Prior Year To Date | Prior Year Ended December 31 |
| 4704. OTHER POSTEMPLOYMENT BENEFITS | | | (981,102) |
| 4705. CHANGE IN OTHER COMPREHENSIVE INCOME (QUALIFIED PENSION PLAN) | | | (20,616,081) |
| 4797. Totals (Lines 4704 through 4796) (Page 4, Line 4798) | | | (21,597,183) |

SCHEDULE A - VERIFICATION**Real Estate**

| | 1 Year To Date | 2 Prior Year Ended December 31 |
|--|-------------------|--------------------------------------|
| 1. Book/adjusted carrying value, December 31 of prior year | 34,991,883 | 34,089,466 |
| 2. Cost of acquired: | | |
| 2.1 Actual cost at time of acquisition | | |
| 2.2 Additional investment made after acquisition | 383,157 | 395,393 |
| 3. Current year change in encumbrances | 2,881,817 | 3,013,027 |
| 4. Total gain (loss) on disposals | | |
| 5. Deduct amounts received on disposals | | |
| 6. Total foreign exchange change in book/adjusted carrying value | | |
| 7. Deduct current year's other than temporary impairment recognized | | |
| 8. Deduct current year's depreciation | 1,883,474 | 2,506,003 |
| 9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8) | 36,373,383 | 34,991,883 |
| 10. Deduct total nonadmitted amounts | | |
| 11. Statement value at end of current period (Line 9 minus Line 10) | 36,373,383 | 34,991,883 |

SCHEDULE B - VERIFICATION**Mortgage Loans**

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

NONE**SCHEDULE BA - VERIFICATION****Other Long-Term Invested Assets**

| | 1 Year To Date | 2 Prior Year Ended December 31 |
|--|-------------------|--------------------------------------|
| 1. Book/adjusted carrying value, December 31 of prior year | 41,579,161 | 85,786,452 |
| 2. Cost of acquired: | | |
| 2.1 Actual cost at time of acquisition | 4,840,081 | 6,860,222 |
| 2.2 Additional investment made after acquisition | | |
| 3. Capitalized deferred interest and other | | |
| 4. Accrual of discount | | |
| 5. Unrealized valuation increase (decrease) | 628,657 | (2,982,932) |
| 6. Total gain (loss) on disposals | (427,478) | 2,096,790 |
| 7. Deduct amounts received on disposals | 30,343,502 | 48,957,275 |
| 8. Deduct amortization of premium and depreciation | | |
| 9. Total foreign exchange change in book/adjusted carrying value | | |
| 10. Deduct current year's other than temporary impairment recognized | | 1,224,096 |
| 11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10) | 16,276,919 | 41,579,161 |
| 12. Deduct total nonadmitted amounts | | |
| 13. Statement value at end of current period (Line 11 minus Line 12) | 16,276,919 | 41,579,161 |

SCHEDULE D - VERIFICATION**Bonds and Stocks**

| | 1 Year To Date | 2 Prior Year Ended December 31 |
|---|-------------------|--------------------------------------|
| 1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year | 354,406,472 | 326,826,776 |
| 2. Cost of bonds and stocks acquired | 276,273,266 | 140,947,921 |
| 3. Accrual of discount | 121,018 | 60,169 |
| 4. Unrealized valuation increase (decrease) | 3,486,693 | (8,804,992) |
| 5. Total gain (loss) on disposals | 2,499,830 | 10,930,241 |
| 6. Deduct consideration for bonds and stocks disposed of | 255,251,724 | 110,430,585 |
| 7. Deduct amortization of premium | 1,397,271 | 1,563,841 |
| 8. Total foreign exchange change in book/adjusted carrying value | | |
| 9. Deduct current year's other than temporary impairment recognized | | 3,559,217 |
| 10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) | 380,138,284 | 354,406,472 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 380,138,284 | 354,406,472 |

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) | 266,808,871 | 107,296,911 | 100,408,658 | (416,639) | 291,428,180 | 266,808,871 | 273,280,485 | 281,928,140 |
| 2. NAIC 2 (a) | 29,243,511 | 4,416,708 | 1,549,299 | (69,582) | 34,894,486 | 29,243,511 | 32,041,338 | 42,717,701 |
| 3. NAIC 3 (a) | | | | | | | | |
| 4. NAIC 4 (a) | | | | | | | | |
| 5. NAIC 5 (a) | | | | | | | | |
| 6. NAIC 6 (a) | | | | | | | | |
| 7. Total Bonds | 296,052,382 | 111,713,619 | 101,957,957 | (486,221) | 326,322,666 | 296,052,382 | 305,321,823 | 324,645,841 |
| PREFERRED STOCK | | | | | | | | |
| 8. NAIC 1 | | | | | | | | |
| 9. NAIC 2 | | | | | | | | |
| 10. NAIC 3 | | | | | | | | |
| 11. NAIC 4 | | | | | | | | |
| 12. NAIC 5 | | | | | | | | |
| 13. NAIC 6 | | | | | | | | |
| 14. Total Preferred Stock | | | | | | | | |
| 15. Total Bonds & Preferred Stock | 296,052,382 | 111,713,619 | 101,957,957 | (486,221) | 326,322,666 | 296,052,382 | 305,321,823 | 324,645,841 |

2012

(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 \$ 2,300,323; NAIC 2 \$ 649,514; NAIC 3 \$ 0; NAIC 4 \$ 0; NAIC 5 \$ 0; NAIC 6 \$ 0

SCHEDULE DA - PART 1

Short-Term Investments

| | 1 | 2 | 3 | 4 | 5 |
|---------|---------------------------------|--------------|----------------|---------------------------------------|--|
| | Book/Adjusted Carrying Value | Par Value | Actual Cost | Interest Collected Year To Date | Paid for Accrued Interest Year To Date |
| 9199999 | 10,584,428 | X X X | 10,599,281 | 8,263 | 8,040 |

SCHEDULE DA - VERIFICATION

Short-Term Investments

| | 1 | 2 |
|---|--------------|---------------------------------|
| | Year To Date | Prior Year Ended December 31 |
| 1. Book/adjusted carrying value, December 31 of prior year | 5,626,730 | 9,616,487 |
| 2. Cost of short-term investments acquired | 468,557,600 | 181,248,392 |
| 3. Accrual of discount | 9,582 | |
| 4. Unrealized valuation increase (decrease) | | |
| 5. Total gain (loss) on disposals | 2,719 | |
| 6. Deduct consideration received on disposals | 463,564,220 | 185,238,149 |
| 7. Deduct amortization of premium | 47,983 | |
| 8. Total foreign exchange change in book/adjusted carrying value | | |
| 9. Deduct current year's other than temporary impairment recognized | | |
| 10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) | 10,584,428 | 5,626,730 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 10,584,428 | 5,626,730 |

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) | | |
| 2. | Cost Paid/(Consideration Received) on additions | | |
| 3. | Unrealized Valuation increase/(decrease) | | |
| 4. | Total gain (loss) on termination recognized | NONE | |
| 5. | Considerations received/(paid) on terminations | | |
| 6. | Amortization | | |
| 7. | Adjustment to the Book/Adjusted Carrying Value of hedged item | | |
| 8. | Total foreign exchange change in Book/Adjusted Carrying Value | | |
| 9. | Book/Adjusted Carrying Value at End of Current Period (Lines 1 + 2 + 3 + 4 - 5 + 6 + 7 + 8) | | |
| 10. | Deduct nonadmitted assets | | |
| 11. | Statement value at end of current period (Line 9 minus Line 10) | | |

SCHEDULE DB - PART B - VERIFICATION

Future Contracts

| | | | |
|------|--|-------------|--|
| 1. | Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year) | | |
| 2. | Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column) | | |
| 3.1 | Add: | | |
| | Change in variation margin on open contracts - Highly Effective Hedges | | |
| 3.11 | Section 1, Column 15, current year to date minus | | |
| 3.12 | Section 1, Column 15, prior year | | |
| | Change in variation margin on open contracts - All Other | | |
| 3.13 | Section 1, Column 18, current year to date minus | | |
| 3.14 | Section 1, Column 18, prior year | | |
| 3.2 | Add: | | |
| | Change in adjustment to basis of hedged item | | |
| 3.21 | Section 1, Column 17, current year to date minus | | |
| 3.22 | Section 1, Column 17, prior year | | |
| | Change in amount recognized | | |
| 3.23 | Section 1, Column 19, current year to date minus | NONE | |
| 3.24 | Section 1, Column 19, prior year | | |
| 3.3 | Subtotal (Line 3.1 minus Line 3.2) | | |
| 4.1 | Cumulative variation margin on terminated contracts during the year | | |
| 4.2 | Less: | | |
| 4.21 | Amount used to adjust basis of hedged item | | |
| 4.22 | Amount recognized | | |
| 4.3 | Subtotal (Line 4.1 minus Line 4.2) | | |
| 5. | Dispositions gains (losses) on contracts terminated in prior year: | | |
| 5.1 | Total gain (loss) recognized for terminations in prior year | | |
| 5.2 | Total gain (loss) adjusted into the hedged item(s) for terminations in prior year | | |
| 6. | Book/Adjusted carrying value at end of current period (Lines 1 + 2 + 3.3 - 4.3 - 5.1 - 5.2) | | |
| 7. | Deduct total nonadmitted amounts | | |
| 8. | Statement value at end of current period (Line 6 minus Line 7) | | |

SCHEDULE DB - PART C - SECTION 1

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

| Replicated (Synthetic Asset) Transactions | | | | | | | | Components of the Replication (Synthetic Asset) Transactions | | | | | | | | | | |
|---|------------------|---|-------------------------|--------------------------------------|-----------------|---------------------|--------------------|--|---------------------------------------|------------------|-------------------------|-------------------|--|---------------------------------------|------------------|--|--|--|
| 1 Number | 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 | Derivative Instrument(s) Open | | | 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 | | | | | XXX | XXX | XXX | | | | XXX | XXX | XXX | | | | |

505

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 | | |
| 2. Part B, Section 1, Column 15 plus Part B, Section 1 Footnote - Total Ending Cash Balance | | |
| 3. Total (Line 1 plus Line 2) | | |
| 4. Part D, Section 1, Column 5 | | |
| 5. Part D, Section 1, Column 6 | | |
| 6. Total (Line 3 minus Line 4 minus Line 5) | | |

NONE

Fair Value Check

| | | |
|--|--|--|
| 7. Part A, Section 1, Column 16 | | |
| 8. Part B, Section 1, Column 13 | | |
| 9. Total (Line 7 plus Line 8) | | |
| 10. Part D, Section 1, Column 8 | | |
| 11. Part D, Section 1, Column 9 | | |
| 12. Total (Line 9 minus Line 10 minus Line 11) | | |

Potential Exposure Check

| | | |
|--|--|--|
| 13. Part A, Section 1, Column 21 | | |
| 14. Part B, Section 1, Column 20 | | |
| 15. Part D, Section 1, Column 11 | | |
| 16. Total (Line 13 plus Line 14 minus Line 15) | | |

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 | 39,017 | 212,745 |
| 2. Cost of cash equivalents acquired | 1,123,430 | 3,355,959 |
| 3. Accrual of discount | | |
| 4. Unrealized valuation increase (decrease) | | |
| 5. Total gain (loss) on disposals | | |
| 6. Deduct consideration received on disposals | 1,130,388 | 3,529,687 |
| 7. Deduct amortization of premium | | |
| 8. Total foreign exchange change in book/adjusted carrying value | | |
| 9. Deduct current year's other than temporary impairment recognized | | |
| 10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) | 32,059 | 39,017 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 32,059 | 39,017 |

SCHEDULE A - PART 2

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

| 1 Description of Property | Location | | 4 Date Acquired | 5 Name of Vendor | 6 Actual Cost at Time of Acquisition | 7 Amount of Encumbrances | 8 Book/Adjusted Carrying Value Less Encumbrances | 9 Additional Investment Made After Acquisition |
|---------------------------------|------------|------------|--------------------|---------------------|---|-----------------------------|---|---|
| | 2 City | 3 State | | | | | | |
| Corporate Office - 500 Exchange | Providence | RI | 09/30/2016 | RBS Citizens | | 874,210 | | |
| Corporate Office - 500 Exchange | Providence | RI | 09/30/2016 | EW Burman | | | | 184,545 |
| 0199999 Acquired by Purchase | | | | | | 874,210 | | 184,545 |
| 0399999 Totals | | | | | | | | |

EO1

SCHEDULE A - PART 3

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

| 1 Description of Property | Location | | 4 Disposal Date | 5 Name of Purchaser | 6 Actual Cost | 7 Expended for Additions, Permanent Improvements and Changes in Encumbrances | 8 Book/Adjusted Carrying Value Less Encumbrances Prior Year | Change in Book/Adjusted Carrying Value Less Encumbrances | | | | | 14 Book/Adjusted Carrying Value Less Encumbrances on Disposal | 15 Amounts Received During Year | 16 Foreign Exchange Gain (Loss) on Disposal | 17 Realized Gain (Loss) on Disposal | 18 Total Gain (Loss) on Disposal | 19 Gross Income Earned Less Interest Incurred on Encumbrances | 20 Taxes, Repairs and Expenses Incurred |
|------------------------------|-----------|------------|--------------------|------------------------|------------------|---|--|--|---|---|---|--|--|------------------------------------|--|--|-------------------------------------|--|--|
| | 2 City | 3 State | | | | | | 9 Current Year's Depreciation | 10 Current Year's Other Than Temporary Impairment Recognized | 11 Current Year's Change in Encumbrances | 12 Total Change in B./A.C.V. (11 - 9 - 10) | 13 Total Foreign Exchange Change in B./A.C.V. | | | | | | | |
| NONE | | | | | | | | | | | | | | | | | | | |
| 0399999 Totals | | | | | | | | | | | | | | | | | | | |

SCHEDULE BA - PART 2

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

| 1 CUSIP Ident- ification | 2 Name or Description | Location | | 5 Name of Vendor or General Partner | 6 NAIC Desig- nation | 7 Date Originally Acquired | 8 Type and Strategy | 9 Actual Cost at Time of Acquisition | 10 Additional Investment Made After Acquisition | 11 Amount of Encumbrances | 12 Commitment for Additional Investment | 13 Percentage of Ownership |
|-----------------------------------|-----------------------------|-----------|------------|---|-------------------------------|-------------------------------------|------------------------------|---|--|---------------------------------|--|-------------------------------------|
| | | 3 City | 4 State | | | | | | | | | |
| NONE | | | | | | | | | | | | |
| 4699999 Totals | | | | | | | | | | | | X X X |

EO3

SCHEDULE BA - PART 3

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

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

SCHEDULE D - PART 3

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

| 1 CUSIP Ident- ification | 2 Description | 3 Foreign | 4 Date Acquired | 5 Name of Vendor | 6 Number of Shares of Stock | 7 Actual Cost | 8 Par Value | 9 Paid for Accrued Interest and Dividends | 10 NAIC Designation or Market Indicator (a) |
|-----------------------------------|--|--------------|--------------------|-----------------------|--------------------------------------|------------------|----------------|--|--|
| 3130A8-Y7-2 | FHLB (FED HM LN BK) | | 08/03/2016 | WELLS FARGO | | 1,596,928 | 1,600,000.00 | | 1 |
| 313378-A4-3 | FHLB (FED HM LN BK) | | 08/18/2016 | KEYBANC CAPITAL MKTS | | 1,513,290 | 1,500,000.00 | 9,167 | 1 |
| 912828-S2-7 | US TREASURY NOTE | | 07/06/2016 | CGM | | 2,015,781 | 2,000,000.00 | 673 | 1 |
| 912828-XH-8 | US TREASURY NOTE | | 08/17/2016 | BANK OF AMERICA | | 2,043,516 | 2,000,000.00 | 4,416 | 1 |
| 912828-R3-6 | US TREASURY NOTES | | 08/08/2016 | CGM | | 1,707,305 | 1,700,000.00 | 6,456 | 1 |
| 912828-R8-5 | US TREASURY NOTES | | 07/06/2016 | CGM | | 3,015,938 | 3,000,000.00 | 1,865 | 1 |
| 912828-R9-3 | US TREASURY NOTES | | 07/06/2016 | JP MORGAN SECURITIES | | 5,003,320 | 5,000,000.00 | 934 | 1 |
| 912828-S3-5 | US TREASURY NOTES | | 07/06/2016 | DEUTSCHE BANK | | 1,011,133 | 1,000,000.00 | 411 | 1 |
| 912828-S7-6 | US TREASURY NOTES | | 08/17/2016 | VARIOUS | | 11,721,176 | 11,700,000.00 | 3,586 | 1 |
| 0599999 | Total Bonds U. S. Government | | | | X X X | 29,628,387 | 29,500,000.00 | 27,508 | X X X |
| 3138ET-NT-9 | FNMA POOL #AL8501 | | 07/06/2016 | BP BROKER | | 1,507,479 | 1,433,560.89 | 2,150 | 1 |
| 3138WG-DN-1 | FNMA POOL #AS6408 | | 07/06/2016 | JP MORGAN SECURITIES | | 1,559,292 | 1,474,072.63 | 1,863 | 1 |
| 31418A-X5-2 | FNMA POOL #MA1599 | | 08/15/2016 | NOMURA SECURITIES INC | | 3,769,403 | 3,621,705.00 | 5,131 | 1 |
| 3199999 | U.S. Total Bonds Special Revenue and Special Assessment and all Non-Guaranteed Obligations | | | | X X X | 6,836,174 | 6,529,338.52 | 9,144 | X X X |
| 13976A-AB-6 | AFIN 2016-3 A2A | | 09/12/2016 | BARCLAYS CAPITAL | | 199,990 | 200,000.00 | | 1FE |
| 009363-AN-2 | AIRGAS INC | | 09/22/2016 | KEYBANC CAPITAL MKTS | | 603,732 | 600,000.00 | 1,155 | 1FE |
| 02007C-AD-4 | ALLYA 2016-1 A3 | | 07/20/2016 | ROBERT W BAIRD & CO | | 100,254 | 100,000.00 | 41 | 1FE |
| 035242-AG-1 | ANHEUSER-BUSCH INBEV | | 09/15/2016 | DEUTSCHE BANK | | 656,663 | 650,000.00 | 1,681 | 1FE |
| 06367T-HQ-6 | BANK OF MONTREAL | I | 07/13/2016 | BMO CAPITAL MARKETS | | 1,198,848 | 1,200,000.00 | | 1FE |
| 142339-AE-0 | CARLISLE COS INC | | 07/27/2016 | KEYBANC CAPITAL MKTS | | 520,196 | 475,000.00 | 3,111 | 2FE |
| 12594D-AD-0 | CHN 2016-B A3 | | 09/23/2016 | WELLS FARGO | | 110,829 | 110,000.00 | 65 | 1FE |
| 12593N-AD-9 | CHN EQUIP TRUST 2012-B A4 | | 07/15/2016 | JP MORGAN SECURITIES | | 105,591 | 105,000.00 | 24 | 1FE |
| 12613S-AE-2 | CNH EQUIPMENT TRUST 2013-C B | | 07/21/2016 | RBC CAPITAL MARKETS | | 1,006,172 | 1,000,000.00 | 629 | 1FE |
| 12591R-AX-8 | COMM 2014-CR15 A2 | | 08/22/2016 | DEUTSCHE BANK | | 251,253 | 244,000.00 | 476 | 1FM |
| 06742L-AM-5 | DROCK 2016-1 A | | 07/27/2016 | BARCLAYS CAPITAL | | 499,926 | 500,000.00 | | 1FE |
| 33843P-AA-4 | FCAT 2016-3 A1 | | 08/02/2016 | DEUTSCHE BANK | | 759,991 | 760,000.00 | | 1FE |
| 31331F-AX-9 | FEDEX CORP 1998-1-A | | 08/10/2016 | MORGAN STANLEY | | 689,830 | 613,182.44 | 3,434 | 2FE |
| 36251M-AB-7 | GMALT 2016-3 A2A | | 09/13/2016 | AGRICOLE | | 409,994 | 410,000.00 | | 1FE |
| 38376G-A7-5 | GNR 2011-10 AC | | 08/02/2016 | FTN FINANCIAL | | 1,033,159 | 995,036.49 | 161 | 1FE |
| 38378X-FJ-5 | GNR 2014-112 AD | | 09/23/2016 | ROBERT W BAIRD & CO | | 897,135 | 891,700.83 | 1,204 | 1FE |
| 40414L-AN-9 | HCP INC | | 09/14/2016 | RAYMOND JAMES | | 512,220 | 500,000.00 | 6,000 | 2FE |
| 46629Y-AC-3 | JPMCC 2007-CB18 A4 | | 08/02/2016 | MORGAN STANLEY | | 975,193 | 965,537.15 | 584 | 1FM |
| 594918-BR-4 | MICROSOFT CORP | | 08/01/2016 | BANK OF AMERICA | | 873,373 | 875,000.00 | | 1FE |
| 60687Y-AE-9 | MIZUHO FINL GROUP | R | 09/07/2016 | MIZUHO SECURITIES | | 1,000,000 | 1,000,000.00 | | 1FE |
| 63254A-AR-9 | NATL AUSTRALIA BK/NY | R | 07/05/2016 | BANK OF AMERICA | | 997,150 | 1,000,000.00 | | 1FE |
| 655162-FH-3 | NOBLESVILLE IN TXBL | | 09/22/2016 | FTN FINANCIAL | | 688,550 | 625,000.00 | 6,713 | 1FE |
| 82481L-AA-7 | SHIRE ACQ INV IRELAND | R | 09/19/2016 | BARCLAYS CAPITAL | | 349,717 | 350,000.00 | | 2FE |
| 00254E-ML-3 | SWEDISH EXPT CR | R | 08/24/2016 | RBC DAIN | | 1,994,900 | 2,000,000.00 | | 1FE |

E4

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

SCHEDULE D - PART 3

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

| 1 CUSIP Ident- ification | 2 Description | 3 Foreign | 4 Date Acquired | 5 Name of Vendor | 6 Number of Shares of Stock | 7 Actual Cost | 8 Par Value | 9 Paid for Accrued Interest and Dividends | 10 NAIC Designation or Market Indicator (a) |
|-----------------------------------|--|--------------|--------------------|-----------------------|--------------------------------------|------------------|----------------|--|--|
| 88167A-AC-5 | TEVA PHARMACEUTICALS | R | 07/18/2016 | BARCLAYS CAPITAL | | 698,845 | 700,000.00 | | 2FE |
| 872540-AQ-2 | TJX COS INC | | 09/07/2016 | DEUTSCHE BANK | | 744,405 | 750,000.00 | | 1FE |
| 91913Y-AU-4 | VALERO ENERGY CORP | | 09/07/2016 | CGM | | 996,550 | 1,000,000.00 | | 2FE |
| 92347X-AA-4 | VZOT 2016-1A A | | 07/12/2016 | BANK OF AMERICA | | 399,933 | 400,000.00 | | 1FE |
| 981464-CW-8 | WFNMT 2012-A A | | 07/15/2016 | JP MORGAN SECURITIES | | 104,156 | 100,000.00 | 44 | 1FE |
| 3899999 | Total Bonds Industrial and Miscellaneous (Unaffiliated) | | | | X X X | 19,378,555 | 19,119,456.91 | 25,322 | X X X |
| 8399997 | Total Bonds Part 3 | | | | X X X | 55,843,116 | 55,148,795.43 | 61,974 | X X X |
| 8399998 | Summary Item from Part 5 for Bonds | | | | X X X | X X X | X X X | X X X | X X X |
| 8399999 | Total Bonds | | | | X X X | 55,843,116 | 55,148,795.43 | 61,974 | X X X |
| 05329W-10-2 | AUTONATION INC COM | | 08/30/2016 | MERRILL LYNCH | 1,870.000 | 89,612 | | | L |
| 06652K-10-3 | BANKUNITED INC | | 07/20/2016 | JP MORGAN SECURITIES | 160.000 | 4,931 | | | L |
| 525327-10-2 | LEIDOS HLDGS INC COM | | 08/19/2016 | COWEN AND COMPANY | 2,390.000 | 92,770 | | | L |
| G66721-10-4 | NORWEGIAN CRUISE LINE HLDGS | R | 08/12/2016 | WELLS FARGO | 2,300.000 | 88,699 | | | L |
| 74051N-10-2 | PREMIER INC-CLASS A | | 08/23/2016 | VARIOUS | 2,850.000 | 91,504 | | | L |
| 749660-10-6 | RPC INC | | 09/29/2016 | VARIOUS | 5,530.000 | 87,772 | | | L |
| 969904-10-1 | WILLIAMS SONOMA | | 09/27/2016 | ISI GROUP | 1,790.000 | 90,196 | | | L |
| 9099999 | Total Common Stock Industrial and Miscellaneous (Unaffiliated) | | | | X X X | 545,484 | X X X | | X X X |
| 024071-84-7 | AMERICAN BALANCED FUND-R4 | | 09/23/2016 | VARIOUS | 30.978 | 775 | | | L |
| 024524-12-6 | AMERICAN BEACON BR L/C VA-N | | 09/23/2016 | MASSMUTUAL | 11.674 | 288 | | | L |
| 24610C-85-7 | DELAWARE VALUE FUND-I | | 09/23/2016 | DIVIDEND REINVESTMENT | 3,011.954 | 57,830 | | | L |
| 464286-53-3 | ISHARES MSCI EMERG MKT VOLATILITY | R | 08/15/2016 | STATE STREET | 18,254.000 | 999,961 | | | L |
| 57629E-30-8 | MASSMUTUAL PREMIER INTL EQUITY FUN | R | 09/23/2016 | MASSMUTUAL | 86.628 | 1,031 | | | L |
| 57629S-73-7 | MASSMUTUAL SEL BLUE CHIP GROWTH | | 09/23/2016 | MASSMUTUAL | 210.166 | 3,448 | | | L |
| 57629S-68-7 | MASSMUTUAL SELECT INDEXED EQUITY | | 09/23/2016 | MASSMUTUAL | 304.048 | 5,905 | | | L |
| 649280-83-1 | NEW WORLD FD INC R5 | | 09/23/2016 | MASSMUTUAL | 5.729 | 311 | | | L |
| 665130-10-0 | NORTHERN MID CAP INDEX | | 09/23/2016 | MASSMUTUAL | 17.497 | 311 | | | L |
| 665162-72-3 | NORTHERN SMALL CAP INDEX | | 09/23/2016 | MASSMUTUAL | 50.229 | 599 | | | L |
| 72701U-40-1 | PLAN ULTRASHORT DURATION BONDS | | 09/30/2016 | DIVIDEND REINVESTMENT | 348.669 | 3,467 | | | L |
| 72701U-30-2 | PLAN ULTRASHORT DURATION GOV'T | | 09/30/2016 | DIVIDEND REINVESTMENT | 48.722 | 488 | | | L |
| 87279B-10-6 | T ROWE PRICE FLOATING RATE FUND | | 09/01/2016 | DIVIDEND REINVESTMENT | 10,128.213 | 99,503 | | | L |
| 779562-10-7 | T ROWE PRICE NEW HORIZONS FUND | | 09/23/2016 | MASSMUTUAL | 43.689 | 1,989 | | | L |
| 74149P-30-9 | T ROWE PRICE RETIREMENT 2030 FUND | | 09/23/2016 | MASSMUTUAL | 1,358.617 | 31,761 | | | L |
| 74149P-77-0 | T ROWE PRICE RETIREMENT 2035 FUND | | 09/23/2016 | MASSMUTUAL | 54.748 | 920 | | | L |
| 74149P-40-8 | T ROWE PRICE RETIREMENT 2040 FUND | | 09/23/2016 | MASSMUTUAL | 129.567 | 3,107 | | | L |
| 921908-87-7 | VANGUARD REIT INDEX FUND-ADM | | 09/13/2016 | DIVIDEND REINVESTMENT | 0.143 | 18 | | | L |

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

SCHEDULE D - PART 4

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

| 1 CUSIP Ident- ification | 2 Description | 3 F o r e i g n | 4 Disposal Date | 5 Name of Purchaser | 6 Number of Shares of Stock | 7 Consid- eration | 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 Desig- nation or Market Indicator (a) |
|-----------------------------------|----------------------------------|--------------------------------------|-----------------------|---------------------------|--|-------------------------|-------------------|---------------------|---|--|--|---|--|--|---|--|---|--|---|---|--|
| | | | | | | | | | | 11 Unrealized Valuation Increase/ (Decrease) | 12 Current Year's (Amort- ization)/ 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. | | | | | | | |
| 36200Q-YY-4 | GNMA I 15 YR #569627 | | 09/15/2016 | PRINCIPAL RECEIPT | | 608 | 607.66 | 629 | 607 | | (608) | | (608) | | | 608 | 608 | 25 | 02/15/2017 | 1 | |
| 36201F-RA-7 | GNMA I 15 YR #581981 | | 09/15/2016 | PRINCIPAL RECEIPT | | 288 | 288.27 | 293 | 288 | | (288) | | (288) | | | 288 | 288 | 11 | 05/15/2017 | 1 | |
| 36201B-HY-5 | GNMA I 15 YR P/T POOL #578147 | | 09/15/2016 | PRINCIPAL RECEIPT | | 20,824 | 20,824.46 | 21,208 | 20,813 | | (20,862) | | (20,862) | (49) | 20,873 | 20,873 | 767 | 06/15/2017 | 1 | | |
| 36201J-GM-5 | GNMA I 15 YR P/T POOL #584404 | | 09/15/2016 | PRINCIPAL RECEIPT | | 3,270 | 3,270.28 | 3,275 | 3,265 | | (1) | | (1) | 3,264 | 6 | 6 | 114 | 05/15/2017 | 1 | | |
| 36200R-KH-4 | GNMA I 15YR #570096 | | 09/15/2016 | PRINCIPAL RECEIPT | | 314 | 314.33 | 319 | 314 | | (220) | | (220) | 94 | 221 | 221 | 13 | 12/15/2016 | 1 | | |
| 36200R-LW-0 | GNMA I 30-YR #570141 | | 09/15/2016 | PRINCIPAL RECEIPT | | 615 | 614.92 | 615 | 615 | | | | | 615 | | | 29 | 12/15/2031 | 1 | | |
| 36179R-VB-2 | GNMA II #MA3310 3.5% 12/20/2045 | | 09/20/2016 | PRINCIPAL RECEIPT | | 144,135 | 144,135.32 | 152,175 | | | (109) | | (109) | 152,066 | (7,931) | (7,931) | 2,607 | 12/20/2045 | 1 | | |
| 36202E-ZG-7 | GNMA II POOL #004343 | | 09/20/2016 | PRINCIPAL RECEIPT | | 14,947 | 14,947.38 | 15,403 | 15,385 | | (10) | | (10) | 15,375 | (428) | (428) | 515 | 01/20/2039 | 1 | | |
| 36202E-NA-3 | GNMA II POOL #3985 | | 09/20/2016 | PRINCIPAL RECEIPT | | 11,183 | 11,183.42 | 11,285 | 11,263 | | (3) | | (3) | 11,260 | (77) | (77) | 374 | 05/20/2037 | 1 | | |
| 36205R-XM-4 | GNMA P/T POOL #398584 | | 09/15/2016 | PRINCIPAL RECEIPT | | 76 | 76.06 | 74 | 74 | | | | | 74 | 2 | 2 | 4 | 06/15/2029 | 1 | | |
| 36207J-2F-9 | GNMA P/T POOL #433774 | | 09/15/2016 | PRINCIPAL RECEIPT | | 1,593 | 1,593.00 | 1,626 | 1,619 | | (1) | | (1) | 1,618 | (25) | (25) | 69 | 05/15/2028 | 1 | | |
| 36210B-WF-8 | GNMA P/T POOL #487646 | | 09/15/2016 | PRINCIPAL RECEIPT | | 50 | 50.49 | 50 | 50 | | 1 | | 1 | 50 | | | 2 | 09/15/2029 | 1 | | |
| 36211R-MX-4 | GNMA P/T POOL #520674 | | 09/15/2016 | PRINCIPAL RECEIPT | | 119 | 119.18 | 120 | 120 | | | | | 120 | | | 6 | 04/15/2030 | 1 | | |
| 36225A-D2-3 | GNMA P/T POOL #780121 | | 09/15/2016 | PRINCIPAL RECEIPT | | 2,274 | 2,274.26 | 2,446 | 2,336 | | (8) | | (8) | 2,328 | (54) | (54) | 160 | 04/15/2025 | 1 | | |
| 38379K-FK-9 | GNR 2015-37 A | | 09/16/2016 | PRINCIPAL RECEIPT | | 67,730 | 67,730.03 | 68,640 | | | (20) | | (20) | 68,621 | (891) | (891) | 832 | 12/16/2050 | 1FE | | |
| 912828-SH-4 | US TREASURY NOTES | | 07/06/2016 | MORGAN STANLEY | | 1,528,301 | 1,500,000.00 | 1,507,852 | 1,507,093 | | (1,125) | | (1,125) | 1,505,967 | 22,333 | 22,333 | 17,767 | 02/28/2019 | 1 | | |
| 912828-XK-1 | US TREASURY NOTES | | 07/06/2016 | MORGAN STANLEY | | 1,005,703 | 1,000,000.00 | 997,227 | 997,608 | | 479 | | 479 | 998,087 | 7,616 | 7,616 | 8,654 | 07/15/2018 | 1 | | |
| 0599999 | Total - Bonds - U.S. Governments | | | | X X X | 2,802,030 | 2,768,029.06 | 2,783,237 | 2,561,450 | | (22,775) | | (22,775) | 2,759,490 | | 42,541 | 42,541 | 31,949 | X X X | X X X | |
| 312967-4A-7 | FEDERAL HOME LOAN GOLD | | 09/15/2016 | PRINCIPAL RECEIPT | | 1,924 | 1,923.85 | 1,929 | 1,923 | | (1) | | (1) | 1,923 | | 1 | 56 | 06/01/2019 | 1 | | |
| 312967-J7-8 | FEDERAL HOME LOAN GOLD | | 09/15/2016 | PRINCIPAL RECEIPT | | 6,238 | 6,238.05 | 6,250 | 6,234 | | (1) | | (1) | 6,232 | 6 | 6 | 180 | 05/01/2019 | 1 | | |
| 31335H-3N-1 | FGTW PL C90805 | | 09/15/2016 | PRINCIPAL RECEIPT | | 3,822 | 3,822.06 | 3,931 | 3,882 | | (5) | | (5) | 3,877 | (55) | (55) | 130 | 03/01/2024 | 1 | | |
| 31294M-AC-5 | FHLMC #E02703 | | 09/15/2016 | PRINCIPAL RECEIPT | | 15,654 | 15,654.18 | 15,928 | 15,880 | | (11) | | (11) | 15,869 | (215) | (215) | 422 | 07/01/2025 | 1 | | |
| 3128ME-SM-4 | FHLMC #G15724 | | 09/15/2016 | PRINCIPAL RECEIPT | | 51,941 | 51,941.41 | 55,383 | | | 46 | | 46 | 55,428 | (3,487) | (3,487) | 806 | 01/01/2029 | 1FE | | |
| 312966-W5-9 | FHLMC GOLD #B14268 | | 09/15/2016 | PRINCIPAL RECEIPT | | 3,741 | 3,740.80 | 3,736 | 3,735 | | | | | 3,735 | 6 | 6 | 117 | 10/01/2019 | 1 | | |
| 3128MJ-V2-3 | FHLMC GOLD #G08632 | | 09/15/2016 | PRINCIPAL RECEIPT | | 114,716 | 114,716.12 | 120,237 | 120,189 | | (76) | | (76) | 120,113 | (5,397) | (5,397) | 2,728 | 03/01/2045 | 1 | | |
| 31335A-QK-7 | FHLMC GOLD #G60458 3.5% 01/01/44 | | 09/15/2016 | PRINCIPAL RECEIPT | | 81,017 | 81,016.66 | 85,232 | | | (21) | | (21) | 85,211 | (4,194) | (4,194) | 951 | 01/01/2044 | 1 | | |
| 3132GU-KK-9 | FHLMC GOLD #Q08998 | | 09/15/2016 | PRINCIPAL RECEIPT | | 29,611 | 29,611.41 | 30,652 | 30,635 | | (16) | | (16) | 30,618 | (1,007) | (1,007) | 667 | 06/01/2042 | 1 | | |
| 3132M9-T5-3 | FHLMC GOLD #Q28972 | | 09/15/2016 | PRINCIPAL RECEIPT | | 211,676 | 211,676.28 | 225,634 | 225,472 | | (13,796) | | (13,796) | 211,676 | | | 5,460 | 10/01/2044 | 1 | | |
| 3128GW-2X-5 | FHLMC GOLD 15 YR #E92590 | | 09/15/2016 | PRINCIPAL RECEIPT | | 1,121 | 1,120.92 | 1,143 | 1,123 | | (2) | | (2) | 1,121 | (1) | (1) | 37 | 11/01/2017 | 1 | | |
| 3128GW-2U-1 | FHLMC GOLD 15YR #E92587 | | 09/15/2016 | PRINCIPAL RECEIPT | | 243 | 242.63 | 247 | 243 | | | | | 243 | | | 8 | 11/01/2017 | 1 | | |
| 31292H-BB-9 | FHLMC GOLD P/T POOL #C00934 | | 09/15/2016 | PRINCIPAL RECEIPT | | 80 | 80.35 | 80 | 80 | | | | | 80 | | | 5 | 03/01/2030 | 1 | | |
| 31403D-XF-1 | FNARM 5/1 POOL 745978 | | 09/26/2016 | PRINCIPAL RECEIPT | | 26,570 | 26,570.36 | 26,699 | 26,682 | | (4) | | (4) | 26,678 | (108) | (108) | 468 | 10/01/2036 | 1 | | |
| 3138ET-J2-3 | FNMA #AL8380 | | 09/26/2016 | PRINCIPAL RECEIPT | | 54,998 | 54,997.84 | 60,120 | | | (92) | | (92) | 60,027 | (5,029) | (5,029) | 701 | 09/01/2025 | 1FE | | |
| 3138WC-WA-7 | FNMA #AS3340 | | 09/26/2016 | PRINCIPAL RECEIPT | | 42,680 | 42,680.39 | 43,834 | | | | | | 43,835 | (1,154) | (1,154) | 397 | 09/01/2024 | 1FE | | |
| 3136G2-LD-7 | FNMA (FED NATL MTG) | | 08/17/2016 | FULL CALL | | 1,500,000 | 1,500,000.00 | 1,504,710 | | | (551) | | (551) | 1,504,159 | (4,159) | (4,159) | 13,125 | 08/17/2018 | 1FE | | |

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

SCHEDULE D - PART 4

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

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | Change in Book/Adjusted Carrying Value | | | | | 16 | 17 | 18 | 19 | 20 | 21 | 22 |
|----------------------|--|----------|---------------|-----------------------|---------------------------|---------------|--------------|-------------|--|---|--|---|--------------------------------------|--|--|--|----------------------------------|-------------------------------|---|----------------------------------|--|
| | | | | | | | | | | 11 | 12 | 13 | 14 | 15 | | | | | | | |
| CUSIP Identification | Description | For eign | Disposal Date | Name of Purchaser | Number of Shares of Stock | Consideration | Par Value | Actual Cost | Prior Year Book/ Adjusted Carrying Value | Unrealized Valuation Increase/ (Decrease) | Current Year's (Amortization)/ Accretion | Current Year's Other Than Temporary Impairment Recognized | Total Change in B./A.C.V. (11+12-13) | Total Foreign Exchange Change in B./A.C.V. | Book/ Adjusted Carrying Value at Disposal Date | Foreign Exchange Gain (Loss) on Disposal | Realized Gain (Loss) on Disposal | Total Gain (Loss) on Disposal | Bond Interest/ Stock Dividends Received During Year | Stated Contractual Maturity Date | NAIC Designation or Market Indicator (a) |
| 31388V-MM-7 | FNMA 15-YR #616064 | | 09/26/2016 | PRINCIPAL RECEIPT | | 199 | 199.17 | 200 | 199 | | (64) | | (64) | | 134 | | 65 | 65 | 8 | 11/01/2016 | 1 |
| 3138EM-3Z-2 | FNMA AL5315 | | 09/26/2016 | PRINCIPAL RECEIPT | | 83,854 | 83,853.71 | 88,243 | 88,401 | | (85) | | (85) | | 88,316 | | (4,462) | (4,462) | 2,143 | 06/01/2042 | 1 |
| 31379R-EM-6 | FNMA P/T POOL #426840 | | 09/26/2016 | PRINCIPAL RECEIPT | | 414 | 414.24 | 453 | 421 | | (1) | | (1) | | 420 | | (5) | (5) | 26 | 01/01/2025 | 1 |
| 31371L-BA-6 | FNMA POOL #254833 | | 09/26/2016 | PRINCIPAL RECEIPT | | 173,249 | 173,248.65 | 178,500 | | | (778) | | (778) | | 177,722 | | (4,473) | (4,473) | 1,569 | 08/01/2018 | 1FE |
| 31407X-XZ-9 | FNMA POOL #844096 | | 09/26/2016 | PRINCIPAL RECEIPT | | 921 | 921.40 | 927 | 926 | | | | | | 926 | | (5) | (5) | 35 | 11/01/2035 | 1 |
| 31417A-JP-5 | FNMA POOL #AB3869 | | 09/26/2016 | PRINCIPAL RECEIPT | | 13,790 | 13,789.82 | 14,318 | 14,308 | | (10) | | (10) | | 14,298 | | (508) | (508) | 298 | 11/01/2041 | 1 |
| 31417G-F2-7 | FNMA POOL #AB9184 | | 09/26/2016 | PRINCIPAL RECEIPT | | 140,382 | 140,381.93 | 143,891 | | | (63) | | (63) | | 143,829 | | (3,447) | (3,447) | 2,214 | 04/01/2043 | 1 |
| 3138E0-KJ-7 | FNMA POOL #AJ7496 | | 09/26/2016 | PRINCIPAL RECEIPT | | 63,728 | 63,727.98 | 65,799 | 65,356 | | (92) | | (92) | | 65,264 | | (1,536) | (1,536) | 1,221 | 12/01/2026 | 1 |
| 3138ET-NT-9 | FNMA POOL #AL8501 | | 09/26/2016 | PRINCIPAL RECEIPT | | 58,772 | 58,772.49 | 61,803 | | | (46) | | (46) | | 61,757 | | (2,984) | (2,984) | 208 | 12/01/2030 | 1 |
| 3138WB-UK-9 | FNMA POOL #AS2385 | | 09/26/2016 | PRINCIPAL RECEIPT | | 80,290 | 80,289.70 | 84,831 | 84,717 | | (80) | | (80) | | 84,638 | | (4,348) | (4,348) | 2,267 | 05/01/2044 | 1 |
| 3138WD-BZ-3 | FNMA POOL #AS3655 | | 09/26/2016 | PRINCIPAL RECEIPT | | 200,710 | 200,710.44 | 217,802 | 217,710 | | (279) | | (279) | | 217,431 | | (16,721) | (16,721) | 5,542 | 10/01/2044 | 1 |
| 3138WE-KK-4 | FNMA POOL #AS4797 | | 09/26/2016 | PRINCIPAL RECEIPT | | 80,192 | 80,191.98 | 83,124 | 83,108 | | (50) | | (50) | | 83,058 | | (2,866) | (2,866) | 1,875 | 04/01/2045 | 1 |
| 3138WG-DN-1 | FNMA POOL #AS6408 | | 09/26/2016 | PRINCIPAL RECEIPT | | 50,216 | 50,216.18 | 53,119 | | | (22) | | (22) | | 53,097 | | (2,881) | (2,881) | 241 | 01/01/2046 | 1 |
| 3138Y4-6V-6 | FNMA POOL #AX3583 | | 09/26/2016 | PRINCIPAL RECEIPT | | 179,280 | 179,279.85 | 187,067 | 186,955 | | (147) | | (147) | | 186,808 | | (7,528) | (7,528) | 4,157 | 07/01/2042 | 1 |
| 31418A-X5-2 | FNMA POOL #MA1599 | | 09/26/2016 | PRINCIPAL RECEIPT | | 43,462 | 43,461.74 | 45,234 | | | (9) | | (9) | | 45,225 | | (1,764) | (1,764) | 109 | 09/01/2043 | 1 |
| 907833-AE-7 | UNP RR CO 1998 98-A | | 08/23/2016 | Sink PMT @ 100.000000 | | 86,125 | 86,125.37 | 90,991 | | | (4,866) | | (4,866) | | 86,125 | | | | 2,885 | 02/23/2019 | 1FE |
| 3199999 | U.S. Total - Bonds - Special Revenue and Special Assessment Non-Guaranteed Oblig | | | | X X X | 3,401,616 | 3,401,617.96 | 3,502,047 | 1,178,179 | | (21,122) | | (21,122) | | 3,479,873 | | (78,256) | (78,256) | 51,056 | X X X | X X X |
| 13975H-AC-0 | AFIN 2014-2 A3 | | 09/20/2016 | PRINCIPAL RECEIPT | | 242,144 | 242,144.33 | 242,315 | | | (58) | | (58) | | 242,257 | | (112) | (112) | 973 | 05/21/2018 | 1FE |
| 03523T-BE-7 | ANHEUSER BUSCH | R | 08/16/2016 | WELLS FARGO | | 630,003 | 550,000.00 | 639,480 | | | (15,395) | | (15,395) | | 624,085 | | 5,918 | 5,918 | 25,338 | 01/15/2019 | 1FE |
| 05531F-AM-5 | BB&T CORPORATION MTN | | 08/16/2016 | STIFEL | | 1,771,319 | 1,765,000.00 | 1,762,811 | 1,764,119 | | 268 | | 268 | | 1,764,387 | | 6,931 | 6,931 | 28,152 | 01/12/2018 | 1FE |
| 07388R-AE-7 | BSCMS 2007-PW15 A4 | | 09/12/2016 | PRINCIPAL RECEIPT | | 171,211 | 171,210.87 | 175,019 | | | (2,081) | | (2,081) | | 172,938 | | (1,728) | (1,728) | 4,918 | 02/11/2044 | 1FE |
| 07388Q-AE-9 | BSCMS 2007-PW17 A4 | | 09/13/2016 | PRINCIPAL RECEIPT | | 37,036 | 37,035.53 | 38,501 | | | (304) | | (304) | | 38,197 | | (1,162) | (1,162) | 363 | 06/11/2050 | 1FE |
| 07401D-BC-4 | BSCMS 2007-PW18 A4 | | 09/13/2016 | PRINCIPAL RECEIPT | | 34,844 | 34,844.02 | 36,260 | | | (451) | | (451) | | 35,809 | | (965) | (965) | 695 | 06/11/2050 | 1FE |
| 12189P-AG-7 | BURLINGTON NO SF 2000-1 TR | | 07/15/2016 | Sink PMT @ 100.000000 | | 75 | 75.46 | 87 | | | (11) | | (11) | | 75 | | | | 3 | 01/15/2021 | 1FE |
| 140420-NG-1 | CAP ONE BK USA NA | | 07/19/2016 | GOLDMAN, SACHS & C | | 425,081 | 425,000.00 | 424,826 | 424,935 | | 32 | | 32 | | 424,967 | | 114 | 114 | 4,788 | 02/13/2017 | 2FE |
| 14313K-AD-0 | CARMX 2012-3 A4 | | 09/15/2016 | PRINCIPAL RECEIPT | | 184,315 | 184,314.74 | 184,034 | | | 143 | | 143 | | 184,177 | | 137 | 137 | 721 | 04/16/2018 | 1FE |
| 14912L-6N-6 | CATERPILLAR FINL SVC | | 09/08/2016 | TD SECURITIES | | 515,700 | 500,000.00 | 499,555 | 499,567 | | 58 | | 58 | | 499,625 | | 16,075 | 16,075 | 10,382 | 11/13/2020 | 1FE |
| 14916R-AB-0 | CATHOLIC HEALTH INITIATION | | 07/19/2016 | RAYMOND JAMES | | 801,000 | 800,000.00 | 801,894 | | | (306) | | (306) | | 801,588 | | (588) | (588) | 6,560 | 01/01/2017 | 1FE |
| 17275R-AH-5 | CISCO SYSTEMS INC | | 09/08/2016 | BARCLAYS CAPITAL | | 549,040 | 500,000.00 | 550,015 | 545,612 | | (7,477) | | (7,477) | | 538,135 | | 10,905 | 10,905 | 25,773 | 01/15/2020 | 1FE |
| 126192-AB-9 | COMM 2012-LC4 A2 | | 09/12/2016 | PRINCIPAL RECEIPT | | 264,121 | 264,120.56 | 266,756 | 264,583 | | (319) | | (319) | | 264,264 | | (143) | (143) | 4,949 | 12/10/2044 | 1FM |
| 12625K-AA-3 | COMM 2013 CR8 A1 | | 09/12/2016 | PRINCIPAL RECEIPT | | 33,266 | 33,265.94 | 32,959 | | | 51 | | 51 | | 33,010 | | 256 | 256 | 125 | 06/10/2046 | 1FE |
| 233050-AN-3 | DBUBS 2011 LC1A A1 | | 09/12/2016 | PRINCIPAL RECEIPT | | 6,205 | 6,204.61 | 6,366 | 6,245 | | (19) | | (19) | | 6,226 | | (22) | (22) | 226 | 11/10/2046 | 1FM |
| 33843P-AA-4 | FCAT 2016-3 A1 | | 09/15/2016 | PRINCIPAL RECEIPT | | 34,668 | 34,667.68 | 34,667 | | | 12 | | 12 | | 34,680 | | (12) | (12) | | 12/15/2019 | 1FE |
| 38379K-KZ-0 | GNMA REMIC 2015-78 A | | 09/16/2016 | PRINCIPAL RECEIPT | | 127,295 | 127,295.14 | 130,259 | | | (231) | | (231) | | 130,028 | | (2,733) | (2,733) | 1,239 | 06/16/2040 | 1FE |
| 38376G-A7-5 | GNR 2011-10 AC | | 09/16/2016 | PRINCIPAL RECEIPT | | 3,758 | 3,757.50 | 3,901 | | | 1 | | 1 | | 3,903 | | (145) | (145) | 11 | 11/16/2044 | 1FE |

E05.1

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

SCHEDULE D - PART 4

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

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | Change in Book/Adjusted Carrying Value | | | | | 16 | 17 | 18 | 19 | 20 | 21 | 22 |
|----------------------|--|----------|---------------|-----------------------|---------------------------|----------------|---------------|-------------|--|---|---|---|--------------------------------------|--|--|--|----------------------------------|-------------------------------|---|----------------------------------|---|
| | | | | | | | | | | 11 | 12 | 13 | 14 | 15 | | | | | | | |
| CUSIP Identification | Description | For eign | Disposal Date | Name of Purchaser | Number of Shares of Stock | Consid-eration | Par Value | Actual Cost | Prior Year Book/ Adjusted Carrying Value | Unrealized Valuation Increase/ (Decrease) | Current Year's (Amort-ization)/ 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 Design-ation or Market Indicator (a) |
| 38379K-LJ-5 | GNR 2015-75 AB | | 09/16/2016 | PRINCIPAL RECEIPT | | 5,632 | 5,631.61 | 5,760 | | | (3) | | (3) | | 5,758 | | (126) | (126) | 70 | 11/16/2044 | 1FE |
| 40414L-AH-2 | HCP INC | | 09/14/2016 | MILLER TABAK (MTHH) | | 506,820 | 500,000.00 | 498,645 | 499,201 | | 131 | | 131 | | 499,333 | | 7,487 | 7,487 | 14,875 | 02/01/2020 | 2FE |
| 427866-AT-5 | HERSHEY CO | | 09/08/2016 | US BANCORP PIPER | | 1,030,680 | 1,000,000.00 | 1,020,200 | | | (1,495) | | (1,495) | | 1,018,705 | | 11,975 | 11,975 | 22,677 | 05/01/2023 | 1FE |
| 24422E-SB-6 | JOHN DEERE CAP CORP | | 08/16/2016 | KEYBANC CAPITAL MKT | | 1,655,313 | 1,650,000.00 | 1,646,189 | 1,648,299 | | 479 | | 479 | | 1,648,778 | | 6,535 | 6,535 | 20,020 | 03/12/2018 | 1FE |
| 46629Y-AC-3 | JPMCC 2007-CB18 A4 | | 09/12/2016 | PRINCIPAL RECEIPT | | 229,095 | 229,095.09 | 231,386 | | | (235) | | (235) | | 231,152 | | (2,056) | (2,056) | | 06/12/2047 | 1FM |
| 59156R-AR-9 | METLIFE INC | | 09/08/2016 | BARCLAYS CAPITAL | | 550,635 | 500,000.00 | 622,870 | 560,299 | | (15,466) | | (15,466) | | 544,833 | | 5,802 | 5,802 | 36,641 | 08/15/2018 | 1FE |
| 59511V-AA-7 | MICRON SEMICONDUCTOR | | 07/15/2016 | Sink PMT @ 100.000000 | | 250,000 | 250,000.00 | 250,148 | | | (148) | | (148) | | 250,000 | | | | 1,573 | 01/15/2019 | 1 |
| 61750C-AH-0 | MSC 2006-HQ9 AJ | | 09/14/2016 | PRINCIPAL RECEIPT | | 558,397 | 558,396.86 | 560,142 | | | (619) | | (619) | | 559,523 | | (1,126) | (1,126) | 11,209 | 07/12/2044 | 1FE |
| 61755Y-AF-1 | MSC 2007-IQ15 A4 | | 09/13/2016 | PRINCIPAL RECEIPT | | 23,385 | 23,385.24 | 24,263 | | | (144) | | (144) | | 24,119 | | (734) | (734) | 260 | 06/11/2049 | 1FE |
| 62888W-AC-0 | NGN 2010-R3 3A | | 09/07/2016 | PRINCIPAL RECEIPT | | 74,159 | 74,159.27 | 75,017 | | | (56) | | (56) | | 74,961 | | (801) | (801) | 523 | 12/08/2020 | 1FE |
| 62889C-AA-7 | NGN 2011-R2 1A | | 09/07/2016 | PRINCIPAL RECEIPT | | 47,270 | 47,269.75 | 47,388 | | | (7) | | (7) | | 47,381 | | (111) | (111) | 190 | 02/06/2020 | 1FE |
| 709604-AA-0 | PENTA AIRCRAFT | | 07/29/2016 | Sink PMT @ 100.000000 | | 27,548 | 27,547.55 | 27,578 | | | (30) | | (30) | | 27,548 | | | | 116 | 04/29/2025 | 1FE |
| 873782-AA-4 | TAGUA LEASING LLC | | 07/12/2016 | Sink PMT @ 100.000000 | | 27,955 | 27,954.92 | 28,149 | | | (194) | | (194) | | 27,955 | | | | 133 | 07/12/2024 | 1FE |
| 906581-AA-1 | UNION 11 LEASING LLC | | 07/25/2016 | PRINCIPAL RECEIPT | | 39,995 | 39,994.64 | 40,683 | | | (34) | | (34) | | 40,649 | | (654) | (654) | 481 | 01/23/2024 | 1FE |
| 90783T-AA-8 | UNION PACIFIC RR CO 2004 PASS | | 07/02/2016 | Sink PMT @ 100.000000 | | 20,706 | 20,706.02 | 22,673 | | | (1,967) | | (1,967) | | 20,706 | | | | | 07/02/2025 | 1FE |
| 25468P-CV-6 | WALT DISNEY CO MTN | | 09/08/2016 | MILLIUM | | 500,620 | 500,000.00 | 496,515 | 497,937 | | 732 | | 732 | | 498,669 | | 1,951 | 1,951 | 4,293 | 12/01/2017 | 1FE |
| 92936Y-AB-7 | WFRBS 2012-C8 A2 | | 09/16/2016 | PRINCIPAL RECEIPT | | 277,571 | 277,570.79 | 283,111 | 279,448 | | (1,044) | | (1,044) | | 278,404 | | (833) | (833) | 5,002 | 08/15/2045 | 1FM |
| 3899999 | Total - Bonds - Industrial and Miscellaneous (Unaffiliated) | | | | X X X | 11,656,862 | 11,410,648.12 | 11,710,422 | 6,990,245 | | (46,187) | | (46,187) | | 11,596,825 | | 60,035 | 60,035 | 233,279 | X X X | X X X |
| 8399997 | Total - Bonds - Part 4 | | | | X X X | 17,860,508 | 17,580,295.14 | 17,995,706 | 10,729,874 | | (90,084) | | (90,084) | | 17,836,188 | | 24,320 | 24,320 | 316,284 | X X X | X X X |
| 8399998 | Summary Item from Part 5 for Bonds | | | | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X |
| 8399999 | Total Bonds | | | | X X X | 17,860,508 | 17,580,295.14 | 17,995,706 | 10,729,874 | | (90,084) | | (90,084) | | 17,836,188 | | 24,320 | 24,320 | 316,284 | X X X | X X X |
| 26483E-10-0 | DUN & BRADSTREET CORP | | 08/02/2016 | JP MORGAN SECURITIE | 90.00 | 12,435 | | 9,354 | 9,354 | | | | | | 9,354 | | 3,081 | 3,081 | 87 | | L |
| 336433-10-7 | FIRST SOLAR INC | | 08/10/2016 | MORGAN STANLEY | 1,630.00 | 62,956 | | 105,628 | | | | | | | 105,628 | | (42,672) | (42,672) | | | L |
| 695263-10-3 | PACWEST BANCORP | | 08/30/2016 | ALGO TRADER | 370.00 | 15,777 | | 11,743 | | | | | | | 11,743 | | 4,034 | 4,034 | 185 | | L |
| 714046-10-9 | PERKINELMER INC | | 08/05/2016 | VARIOUS | 1,630.00 | 90,354 | | 53,599 | 87,319 | (33,720) | | | (33,720) | | 53,599 | | 36,755 | 36,755 | 445 | | L |
| 69370C-10-0 | PTC INC | | 09/09/2016 | JP MORGAN SECURITIE | 550.00 | 23,881 | | 19,047 | 19,047 | | | | | | 19,047 | | 4,835 | 4,835 | | | L |
| 810186-10-6 | SCOTT'S MIRACLE-GRO CO-A | | 08/09/2016 | DEUTSCHE BANK | 1,150.00 | 94,769 | | 66,491 | 74,187 | (7,695) | | | (7,695) | | 66,491 | | 28,278 | 28,278 | 1,081 | | L |
| 871607-10-7 | SYNOPSIS INC | | 07/01/2016 | KEYBANC CAPITAL MKT | 1,530.00 | 82,326 | | 59,933 | 69,783 | (9,851) | | | (9,851) | | 59,933 | | 22,393 | 22,393 | | | L |
| 9099999 | Total - Common Stock - Industrial and Miscellaneous (Unaffiliated) | | | | X X X | 382,498 | | 325,795 | 259,690 | (51,266) | | | (51,266) | | 325,795 | | 56,704 | 56,704 | 1,798 | X X X | X X X |

E05.2

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

SCHEDULE D - PART 4

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

| 1 CUSIP Ident- ification | 2 Description | 3 F o r e i g n | 4 Disposal Date | 5 Name of Purchaser | 6 Number of Shares of Stock | 7 Consid- eration | 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 Desig- nation or Market Indicator (a) | |
|-----------------------------------|--|--------------------------------------|--------------------------|---------------------------|--|-------------------------|-------------------|---------------------|---|--|--|---|--|--|---|--|---|--|---|---|--|--------|
| | | | | | | | | | | 11 Unrealized Valuation Increase/ (Decrease) | 12 Current Year's (Amort- ization)/ 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. | | | | | | | | |
| 74149P-20-0 74149P-30-9 | T ROWE PRICE RETIREMENT 2020 F T ROWE PRICE RETIREMENT 2030 F | | 07/18/2016 09/09/2016 | MASSMUTUAL MASSMUTUAL | 355.19 7,401.11 | 7,395 170,818 | | 7,429 169,004 | 6,994 150,653 | 435 8,406 | | | 435 8,406 | | 7,429 169,004 | | (34) 1,813 | (34) 1,813 | | | | L L |
| 9299999 | Total - Common Stock - Mutual Funds | | | | X X X | 178,213 | X X X | 176,433 | 157,647 | 8,841 | | | 8,841 | | 176,433 | | 1,779 | 1,779 | | X X X | X X X | |
| 9799997 | Total - Common Stock - Part 4 | | | | X X X | 560,711 | X X X | 502,228 | 417,337 | (42,425) | | | (42,425) | | 502,228 | | 58,483 | 58,483 | 1,798 | X X X | X X X | |
| 9799998 | Summary Item from Part 5 for Common Stocks | | | | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X | X X X |
| 9799999 | Total Common Stocks | | | | X X X | 560,711 | X X X | 502,228 | 417,337 | (42,425) | | | (42,425) | | 502,228 | | 58,483 | 58,483 | 1,798 | X X X | X X X | |
| 9899999 | Total Preferred and Common Stocks | | | | X X X | 560,711 | X X X | 502,228 | 417,337 | (42,425) | | | (42,425) | | 502,228 | | 58,483 | 58,483 | 1,798 | X X X | X X X | |
| 9999999 | Totals | | | | | 18,421,219 | X X X | 18,497,934 | 11,147,211 | (42,425) | (90,084) | | (132,509) | | 18,338,416 | | 82,803 | 82,803 | 318,082 | X X X | X X X | |

E053

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

SCHEDULE DB - PART A - SECTION 1

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

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 | 19 | 20 | 21 | 22 | 23 | |
|---------------|---|------------------------------|------------------------|---|------------|--------------------------------|---------------------|-----------------|---|--|--|---------------------|-------------------------------|------|------------|---|--|--|---|--------------------|------------------------------------|---|--|
| Description | Description of Item(s) Hedged, Used for Income Generation or Replicated | Schedule/ Exhibit Identifier | Type(s) of Risk(s) (a) | Exchange, Counterparty or Central Clearinghouse | Trade Date | Date of Maturity or Expiration | Number of Contracts | Notional Amount | Strike Price, Rate or Index 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 Year's (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) | |
| NONE | | | | | | | | | | | | | | | | | | | | | | | |
| 1449999 Total | | | | | | | | | | | | | | | | | | | | | | | |

E06

(a)

| Code | Description of Hedged Risk(s) |
|-------------|-------------------------------|
| NONE | |

(b)

| Code | Financial or Economic Impact of the Hedge at the End of the Reporting Period |
|-------------|--|
| NONE | |

SCHEDULE DB - PART B - SECTION 1

Future Contracts Open as of the Current Statement Date

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

NONE

| Broker Name | Beginning Cash Balance | Cumulative Cash Change | Ending Cash Balance |
|--|------------------------|------------------------|---------------------|
| <div style="font-size: 4em; font-weight: bold;">NONE</div> | | | |
| Total Net Cash Deposits | | | |

E07

(a)

| Code | Description of Hedged Risk(s) |
|--|-------------------------------|
| <div style="font-size: 4em; font-weight: bold;">NONE</div> | |

(b)

| Code | Financial or Economic Impact of the Hedge at the End of the Reporting Period |
|--|--|
| <div style="font-size: 4em; font-weight: bold;">NONE</div> | |

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 | | | 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 | 10 Exposure Net of Collateral | | |
| NONE | | | | | | | | | | | |
| 0999999 Gross Totals | | | | | | | | | | | |
| 1. Offset per SSAP No. 64 | | | | | | | | | | | |
| 2. Net after right of offset per SSAP No. 64 | | | | | | | | | | | |

E08

SCHEDULE DB - PART D - SECTION 2

Collateral for Derivative Instruments Open as of Current Statement Date

Collateral Pledged by Reporting Entity

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
|---|--------------------------|-------------------------|-------------|------------|-----------|-----------------------------------|---------------|--------------------------------|
| Exchange, Counterparty or Central Clearinghouse | Type of Asset Pledged | CUSIP Identification | Description | Fair Value | Par Value | Book / Adjusted Carrying Value | Maturity Date | Type of Margin (I, V or IV) |
| | | | NONE | | | | | |
| 0199999 Total Collateral Pledged by Reporting Entity | | | | | | | X X X | X X X |

EO9

Collateral Pledged to Reporting Entity

| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
|---|--------------------------|-------------------------|-------------|------------|-----------|-----------------------------------|---------------|--------------------------------|
| Exchange, Counterparty or Central Clearinghouse | Type of Asset Pledged | CUSIP Identification | Description | Fair Value | Par Value | Book / Adjusted Carrying Value | Maturity Date | Type of Margin (I, V or IV) |
| | | | NONE | | | | | |
| 0299999 Total Collateral Pledged to Reporting Entity | | | | | | X X X | X X X | X X X |

SCHEDULE DL - PART 1

SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
|-------------------------|-------------|------|--|---------------|---|-------------------|
| CUSIP Identification | Description | Code | NAIC Desig- nation/ Market Indicator | Fair Value | Book / Adjusted Carrying Value | Maturity Dates |
| NONE | | | | | | |
| 999999 Totals | | | | | | XXX |

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 Desig- nation/ Market Indicator | 5 Fair Value | 6 Book / Adjusted Carrying Value | 7 Maturity Dates |
|----------------------------------|----------------------|---------------|---|------------------------|--|----------------------------|
| NONE | | | | | | |
| 9999999 Totals | | | | | | XXX |

General Interrogatories:

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



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MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code 0000

NAIC Company Code 53473

| | Individual Coverage | | Group Coverage | | 5 Total Cash |
|--|---------------------|----------------|----------------|----------------|--------------------|
| | 1 Insured | 2 Uninsured | 3 Insured | 4 Uninsured | |
| 1. Premiums Collected | 8,422,023 | XXX | 5,943,947 | XXX | 14,365,970 |
| 2. Earned Premiums | 4,965,958 | XXX | 6,851,181 | XXX | XXX |
| 3. Claims Paid | 3,635,826 | XXX | 7,902,759 | XXX | 11,538,585 |
| 4. Claims Incurred | 3,647,984 | XXX | 5,418,077 | XXX | XXX |
| 5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a) | XXX | | XXX | | |
| 6. Aggregate Policy Reserves - Change | | XXX | | XXX | XXX |
| 7. Expenses Paid | 568,925 | XXX | 253,192 | XXX | 822,117 |
| 8. Expenses Incurred | 971,950 | XXX | 432,553 | XXX | XXX |
| 9. Underwriting Gain or Loss | 346,024 | XXX | 1,000,551 | XXX | XXX |
| 10. Cash Flow Result | XXX | XXX | XXX | XXX | 2,005,268 |

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