SUPERIOR COURT FOR THE DISTRICT OF COLUMBIA
Civil Division

DISTRICT OF COLUMBIA Department of Insurance, Securities and Banking, Petitioner, v. D.C. CHARTERED HEALTH PLAN, INC., Respondent.	Civil Action No.: 2012 CA 008227 2 Judge: Melvin R. Wright Calendar No.: 15 Next Scheduled Event: Status Hearing September 11, 2014, at 9:30 a.m.

PRAECIPE

NOTICE OF FILING OF SPECIAL DEPUTY TO THE REHABILITATOR'S THIRTEENTH STATUS REPORT

D.C. Chartered Health Plan, Inc., acting through its Rehabilitator and his attorneys, files the attached Special Deputy to the Rehabilitator's Thirteenth Status Report.

Dated: September 3, 2014

Respectfully submitted,

By: /s/ Richard E. Hagerty
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Attorneys for the Rehabilitator and the
Special Deputy to the Rehabilitator for
D.C. Chartered Health Plan, Inc.

Certificate of Service

I hereby certify that on September 3, 2014, a copy of the foregoing *Notice of Filing of Special Deputy to the Rehabilitator's Thirteenth Status Report*, with exhibits, was filed and served by email upon:

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SPECIAL DEPUTY TO THE REHABILITATOR'S THIRTEENTH STATUS REPORT

Daniel L. Watkins, as Special Deputy to the Rehabilitator of D.C. Chartered Health Plan, Inc. in Rehabilitation ("Chartered"), files this *Thirteenth Status Report*.

1. **Update From Twelfth Status Report.** On July 2, 2014, the Special Deputy filed his Twelfth Status Report with the Court. The following information provides an update to the Twelfth Status Report.

   (a) **Pending Legal Matters.**

   i. **Court Registry Process**. As reported in the Twelfth Status Report, the D.C. Department of Health Care Finance ("DHCF") deposited $2,072,770.27 in the Court Registry on July 1, 2014 for the benefit of Chartered's providers to ensure equitable *pro rata* distribution of Part II settlement payments pursuant to the Court-approved Plan of Reorganization. Pursuant to a petition filed on July 30, 2014, and the Court's Order Approving Petition for Payment from the Court Registry, entered August 5, 2014, the Special Deputy has requested a check from the Court Registry after which payments to providers will be made by the Colbent Corporation in the amounts listed in *In Camera* Exhibit 1 to the July 30 petition.

ii. Oral argument on D.C. Healthcare Systems, Inc.'s appeals (which concern the approval of the Asset Purchase Agreement, the denial of a stay of the Asset Purchase Agreement, and approval of the DHCF settlement) has been scheduled for Wednesday, October 15, 2014 before the D.C. Court of Appeals.

(b) **Parent Company and Related Party Issues.**

i. The parties in *D.C. Chartered Health Plan, Inc. v. Jeffrey E. Thompson and D.C. Healthcare Systems, Inc.,* Civil Action No. 2013 CA 003752 B (D.C. Super. Ct.) continue to await rulings from Judge Mott on Chartered's motion for partial summary judgment and on the defendants' motion to dismiss three counts in the Rehabilitator's complaint in that action. Discovery and other pre-trial matters are stayed.

ii. As reported in the Tenth through Twelfth Status Reports, the Rehabilitator is working with tax professionals to determine whether Chartered has any outstanding federal income tax obligations. It is – and will continue to be – a slow process. As previously reported, no additional Class 3 payments to providers beyond the 83.88% pro rata share payments will be proposed by the Rehabilitator for the Court's consideration pending the completion of the Rehabilitator's review of Chartered's federal income tax matters.

(c) **Financial Matters.**

i. On August 13, 2014 Chartered timely filed its second quarter 2014 statutory financial statements with the Department of Insurance, Securities and Banking (DISB). That report is attached hereto as **Exhibit 1**. The highlights of the report are as follows:

✓ Chartered reported a year-to-date loss through June 30, 2014 in the amount of $742,510. However, the results for the second quarter alone were a profit of $33,341.

✓ The second quarter profit was driven by a journal entry (non-cash) recognizing $369,954 of pharmacy rebates which have been accumulated by Caremark, Chartered's former pharmacy benefit manager, since Chartered transferred its insured members to AmeriHealth District of Columbia on April 30, 2013. This entry eliminated a liability on Chartered's books to Caremark for $302,011 of unpaid pharmacy services previously provided to Chartered's members. Additionally, the entry established a receivable on Chartered's books from Caremark in the amount of $67,943 for the excess of the rebates over the unpaid pharmacy services. The Special Deputy is actively pursuing collection from Caremark.

✓ During the second quarter of 2014 Chartered also received approximately $137,000 from its subcontractors for healthcare claims subject to subrogation proceedings and from recoupments for previously overpaid healthcare claims.

✓ Chartered recorded approximately $477,000 of administrative expense during the second quarter, including consulting fees, legal and accounting work, and costs to maintain information systems and records.

✓ Chartered's June 30, 2014 balance sheet shows a $12.0 million deficit in its Capital and Surplus account. Assets were approximately $8.5 million and composed entirely of cash and cash equivalents. Liabilities for unpaid provider claims were reduced from $10.9 million at March 31, 2014 to $10.5 million. This reduction was caused by the pharmacy transaction described above and a court-

approved payment of $132,776 for healthcare claim appeals. Other liabilities were $10.4 million, most of which represented unpaid premium taxes owed to DISB.

ii. The Special Deputy continues to work with his legal, financial and administrative professionals and consultants, along with an IT systems consultant and others at AmeriHealth District of Columbia, to prepare a document/data/ information preservation plan (and agreement with AmeriHealth District of Columbia) that will satisfy Chartered's post-contractual obligations under its now-expired Medicaid contract with the DHCF and common law obligations. Once the proposed preservation agreement is executed by the parties, we anticipate submitting it to the Court for approval. Over the long term, we also anticipate seeking additional Court approvals of modifications to the preservation agreement in the event that Chartered's retention obligations are narrowed by consent of the DHCF and/or by conclusion of the litigation in which Chartered is a party.

2. **Carrying Out the Plan of Reorganization and Payment of Chartered's Liabilities.**

(a) **Proofs of Claim Process.** As previously reported, the Special Deputy received 65 proofs of claim totaling approximately $14 million, with a few unquantified claims including one for indemnification from Jeff Thompson. The Special Deputy has continued to work to resolve both the amount and the priority class of those proofs of claim according to the process detailed in paragraph 2(a) of the Eleventh Status Report. To date, the Rehabilitator has mailed Notices of Determination to all but 3 claimants who filed proofs of claim, as described in the spreadsheet and summary narrative attached to the Twelfth Status Report. Claimants had 60 days from the date of the Notice of Determination to object to the Rehabilitator's Determination of Claim priority and/or amount allowed, if

any. The Special Deputy received five timely filed objections. New Determinations were mailed to two claimants, based on information provided in their objections. One provider withdrew its objection based on information provided by the Special Deputy, one provider was asked for additional documentation for its claim, and the Special Deputy sent a letter to one claimant with further explanation and information regarding the Determination. If there are any unresolved objections to these Determinations, the Special Deputy will notify the Court. Notice of Determinations on the 3 remaining proofs of claim will be sent to those claimants as reviews are completed.

(b) **Provider Claims and Payments.**

i. As previously reported, Chartered paid healthcare providers $18 million for Part I payments under the DHCF Settlement Agreement. DHCF distributed approximately $28 million of the $30 million DHCF Settlement Agreement Part II payments through its grant program. (Together, the Part I and Part II payments for each approved provider claim constitute the 83.88% pro rata share mentioned herein.) The outstanding balance of unpaid Part II settlement payments will be made to providers as described in paragraph 1(a)(i) above.

ii. Chartered has also paid with estate assets 83.88% of the (a) $8.4 million settlement with MedStar; and (b) approximately $1.14 million in claim appeals approved through July 2014.

(c) **Claim Appeals.** Chartered has continued to determine claim appeals. To date, there have been four petitions requesting approval of payment of claim appeals. The Court issued orders granting payment approval on December 12, 2013, April 3, 2014, June 6, and July 9, 2014, with total approved payments of approximately $957,000.

3. **Rehabilitation Expenses.**

(a) The Court has approved all of the Rehabilitator's petitions for approval of Submissions of Fees and Expenses through the Eleventh Submission.

(b) On August 15, 2014, Chartered filed a Notice of Filing by the Special Deputy to the Rehabilitator of the Twelfth Submission of Fee and Expense Statements for *In Camera* Review and Petition for Approval of Payment. **Exhibit 2** is a spreadsheet showing the Class 1 fees and expenses in the Twelfth Fee Submissions.

4. **Chartered Assets.** Chartered will have cash assets of approximately $8 million after the May through July invoices are approved and paid.

Respectfully submitted,

/s/ Daniel L. Watkins
DANIEL L. WATKINS
Special Deputy to the Rehabilitator for
D.C. Chartered Health Plan, Inc.

EXHIBIT 1

QUARTERLY STATEMENT

OF THE

DC CHARTERED HEALTH PLAN, INC.

of

Washington

in the state of

District of Columbia

2014

TO THE

Insurance Department

OF THE STATE OF

District of Columbia

FOR THE QUARTER ENDED
JUNE 30, 2014

HEALTH

2014

95748201420100102 2014 Document Code: 201

QUARTERLY STATEMENT

AS OF JUNE 30, 2014

OF THE CONDITION AND AFFAIRS OF THE

DC CHARTERED HEALTH PLAN, INC.

NAIC Group Code 0000 (Current Period), 0000 (Prior Period) NAIC Company Code 95748 Employer's ID Number 52-1492499

Organized under the Laws of District of Columbia, State of Domicile or Port of Entry District of Columbia

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health[ ] Property/Casualty[ ] Hospital, Medical & Dental Service or Indemnity[ ]
Dental Service Corporation[ ] Vision Service Corporation[ ] Health Maintenance Organization[X]
Other[ ] Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]

Incorporated/Organized 09/12/1986 Commenced Business 09/12/1986

Statutory Home Office 1120 Vermont Avenue NW (Street and Number), Washington, DC, US 20005 (City or Town, State, Country and Zip Code)

Main Administrative Office 1120 Vermont Avenue NW (Street and Number)
Washington, DC, US 20005 (City or Town, State, Country and Zip Code) (202)326-8924 (Area Code) (Telephone Number)

Mail Address 1120 Vermont Avenue NW (Street and Number or P.O. Box), Washington, DC, US 20005 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1120 Vermont Avenue NW (Street and Number)
Washington, DC, US 20005 (City or Town, State, Country and Zip Code) (202)326-8924 (Area Code) (Telephone Number)

Internet Web Site Address www.chartered-health.com

Statutory Statement Contact Edward Frederick Oswald (Name) (202)326-8924 (Area Code)(Telephone Number)(Extension)
eoswald@chartered-health.com (E-Mail Address) (Fax Number)

OFFICERS

OTHERS

Daniel Lawrence Watkins, Special Deputy to the Rehabilitator for DC Charter

DIRECTORS OR TRUSTEES

State of District of Columbia
County of _____ ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Daniel Lawrence Watkins	Edward Frederick Oswald	
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
Special Deputy Rehabilitator	Interim CFO	
(Title)	(Title)	(Title)

Subscribed and sworn to before me this
_____ day of _____, 2014

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

(Notary Public Signature)

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds				
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
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 $.....0 encumbrances)				
4.2 Properties held for the production of income (less $.....0 encumbrances)				
4.3 Properties held for sale (less $.....0 encumbrances)				
5. Cash ($.....311,407), cash equivalents ($.....8,189,385) and short-term investments ($.....0)	8,500,792		8,500,792	9,852,621
6. Contract loans (including $.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
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)	8,500,792		8,500,792	9,852,621
13. Title plants less $.....0 charged off (for Title insurers only)				
14. Investment income due and accrued				
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection				
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				143,039
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset				
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets ($.....0)				
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care ($.....0) and other amounts receivable				
25. Aggregate write-ins for other than invested assets	259,469	259,469		0
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	8,760,262	259,469	8,500,792	9,995,659
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	8,760,262	259,469	8,500,792	9,995,659
DETAILS OF WRITE-INS				
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. PREPAIDS	187,526	187,526		0
2502. ACCOUNTS RECEIVABLE - OTHER	71,943	71,943		
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	259,469	259,469		0

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	10,499,675		10,499,675	10,767,051
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses				
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance				
9.	General expenses due or accrued	10,023,587		10,023,587	10,377,063
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates				
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with ($.....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				
23.	Aggregate write-ins for other liabilities (including $.....0 current)				
24.	Total liabilities (Lines 1 to 23)	20,523,262		20,523,262	21,144,114
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
26.	Common capital stock	XXX	XXX	100	100
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	4,690,419	4,690,419
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	(16,712,989)	(15,838,974)
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX		
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	(12,022,470)	(11,148,455)
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	8,500,792	9,995,659
DETAILS OF WRITE-INS					
2301.					
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				
2501.		XXX	XXX		
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date 1 Uncovered	Current Year To Date 2 Total	Prior Year To Date 3 Total	Prior Year Ended December 31 4 Total
1.	Member Months	XXX		418,165	418,165
2.	Net premium income (including $.....0 non-health premium income)	XXX		118,103,296	117,391,081
3.	Change in unearned premium reserves and reserves for rate credits	XXX			
4.	Fee-for-service (net of $.....0 medical expenses)	XXX			
5.	Risk revenue	XXX			
6.	Aggregate write-ins for other health care related revenues	XXX			
7.	Aggregate write-ins for other non-health revenues	XXX		(589,913)	(589,913)
8.	Total revenues (Lines 2 to 7)	XXX		117,513,383	116,801,168
Hospital and Medical:					
9.	Hospital/medical benefits		(117,533)	49,479,621	48,564,072
10.	Other professional services		21,419	28,713,077	28,719,788
11.	Outside referrals				
12.	Emergency room and out-of-area		7,529	19,949,241	19,849,134
13.	Prescription drugs		(369,954)	11,486,551	11,486,106
14.	Aggregate write-ins for other hospital and medical		(368)	987,784	1,041,683
15.	Incentive pool, withhold adjustments and bonus amounts				
16.	Subtotal (Lines 9 to 15)		(458,907)	110,616,274	109,660,783
Less:					
17.	Net reinsurance recoveries			227,476	993,575
18.	Total hospital and medical (Lines 16 minus 17)		(458,907)	110,388,798	108,667,208
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....0 cost containment expenses			4,022,668	3,001,242
21.	General administrative expenses		1,208,373	16,514,262	17,721,345
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				(5,000,000)
23.	Total underwriting deductions (Lines 18 through 22)		749,466	130,925,728	124,389,794
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(749,466)	(13,412,345)	(7,588,627)
25.	Net investment income earned		5,364	98,191	94,510
26.	Net realized capital gains (losses) less capital gains tax of $.....0				
27.	Net investment gains or (losses) (Lines 25 plus 26)		5,364	98,191	94,510
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				15,978,610
29.	Aggregate write-ins for other income or expenses		1,592	(14,231,704)	(11,353,245)
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(742,510)	(27,545,858)	(2,868,751)
31.	Federal and foreign income taxes incurred	XXX			
32.	Net income (loss) (Lines 30 minus 31)	XXX	(742,510)	(27,545,858)	(2,868,751)
DETAILS OF WRITE-INS					
0601.		XXX			
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.	Loss on Disposal of Fixed Assets	XXX		(589,913)	(589,913)
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX		(589,913)	(589,913)
1401.	OTHER MEDICAL CLAIMS - DME		(368)	987,784	1,041,683
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)		(368)	987,784	1,041,683
2901.	Write-off of balances Due To/From Parent				(70,224)
2902.	Other Miscellaneous Income		1,592	50,284	131,292
2903.	Write-off Notes Receivable and AR-Other				118,285
2998.	Summary of remaining write-ins for Line 29 from overflow page			(14,281,988)	(11,532,598)
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		1,592	(14,231,704)	(11,353,245)

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	(11,148,455)	(9,611,106)	(9,611,106)
34.	Net income or (loss) from Line 32	(742,510)	(27,545,858)	(2,868,751)
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....0			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			
39.	Change in nonadmitted assets	(131,505)	905,391	1,331,402
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			0
	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			
48.	Net change in capital and surplus (Lines 34 to 47)	(874,015)	(26,640,467)	(1,537,349)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	(12,022,470)	(36,251,573)	(11,148,455)
DETAILS OF WRITE-INS				
4701.	CORRECTION OF PRIOR PERIOD ACCOUNTING ERROR			
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance		117,039,524	165,534,554
2.	Net investment income	5,364	213,707	231,357
3.	Miscellaneous income		(589,913)	(589,913)
4.	TOTAL (Lines 1 to 3)	5,364	116,663,318	165,175,999
5.	Benefit and loss related payments	(334,570)	91,006,519	140,581,025
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	1,560,257	25,580,035	34,245,106
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)			
10.	TOTAL (Lines 5 through 9)	1,225,688	116,586,554	174,826,131
11.	Net cash from operations (Line 4 minus Line 10)	(1,220,323)	76,764	(9,650,133)
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds		13,499,363	13,979,364
	12.2 Stocks			
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds			
	12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)		13,499,363	13,979,364
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds		500,000	500,000
	13.2 Stocks			
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications			
	13.7 TOTAL investments acquired (Lines 13.1 to 13.6)		500,000	500,000
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)		12,999,363	13,479,364
	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			0
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders			
	16.6 Other cash provided (applied)	(131,506)	1,278,128	1,201,769
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(131,506)	1,278,128	1,201,769
	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)	(1,351,829)	14,354,255	5,031,000
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	9,852,621	4,821,621	4,821,621
	19.2 End of period (Line 18 plus Line 19.1)	8,500,792	19,175,876	9,852,621

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

20.0001	Long-term CDARs were reported as cash in the 12/31/11 annual statement - this was corrected in the 1			
20.0002	Notes Receivable were reported as aggregate write-ins at 12/31/11 - at 3/31/12 a reclassification wa			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
Total Member Ambulatory Encounters for Period:										
7. Physician										
8. Non-Physician										
9. Total										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Health Premiums Written (a)										
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned										
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	(334,570)		14,344						(348,914)	
18. Amount Incurred for Provision of Health Care Services	(458,907)								(458,907)	

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

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0399999 Aggregate Accounts Not Individually Listed - Covered					10,499,675	10,499,675
0499999 Subtotals					10,499,675	10,499,675
0799999 Total Claims Unpaid						10,499,675
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

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	6
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
1. Comprehensive (hospital & medical)	14,344		563,280		577,624	577,624
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare						
7. Title XIX - Medicaid	(205,875)		9,936,395		9,730,520	10,189,427
8. Other health						
9. Health subtotal (Lines 1 to 8)	(191,531)		10,499,675		10,308,144	10,767,051
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Lines 9 - 10 + 11 + 12)	(191,531)		10,499,675		10,308,144	10,767,051

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of DC Chartered Health Plan (Chartered) are presented on the basis of accounting practices prescribed or permitted by the District of Columbia Department of Insurance, Securities and Banking (DISB).

The DISB recognizes only statutory accounting practices prescribed or permitted by the District of Columbia (District) for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under the District of Columbia Insurance Code. The DISB has adopted the National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual* as a component of prescribed and permitted practices for the District. The DISB has the right to permit specific practices that deviate from prescribed practices. There is no deviation from the NAIC *Accounting Practices and Procedures Manual.*

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the District of Columbia Department of Insurance, Securities and Banking is shown below:

		State of Domicile	2014	2013
NET INCOME				
(1)	State basis (Page 4, Line 32, Columns 2 & 3)	DC	$(742,510)	$(2,868,750)
(2)	State Prescribed Practices that increase/(decrease) NAIC SAP:			
(201)				
(299)	Total		$0	$0
(3)	State Permitted Practices that increase/(decrease) NAIC SAP:			
(301)				
(399)	Total		$0	$0
(4)	NAIC SAP (1-2-3=4)		$(742,510)	$(2,868,750)
SURPLUS				
(5)	State basis (Page 3, Line 33, Columns 3 & 4)	DC	$(12,022,470)	$(11,148,454)
(6)	State Prescribed Practices that increase/(decrease) NAIC SAP:			
(601)				
(699)	Total		$0	$0
(7)	State Permitted Practices that increase/(decrease) NAIC SAP:			
(701)				
(799)	Total		$0	$0
(8)	NAIC SAP (5-6-7=8)		$(12,022,470)	$(11,148,454)

B. Use of Estimates in the Preparation of the Financial Statements - No Material Change

C. Accounting Policy - No Material Change

2. Accounting Changes and Corrections of Errors

No Material Change

3. Business Combinations and Goodwill

A. Statutory Purchase Method – No Material Change

B. Statutory Merger – No Material Change

C. Assumption Reinsurance – No Material Change

D. Impairment Loss - No Material Change

Notes to Financial Statement

4. Discontinued Operations

No Material Change

5. Investments

A, B, C – No Material Change

D. Debt Restructuring – None

E. Repurchase Agreements and/or Securities Lending Transactions

(1) Policy for requiring collateral or other security – No material change

(2) Carrying amount and classification of both those assets and associated liabilities – No material change

(3) Collateral accepted that it is permitted by contract or custom to sell or repledge:

a. Aggregate amount of contractually obligated open collateral positions – No material change

b. Fair value of that collateral and of the portion of that collateral that it has sold or repledged – None

c. Information about the sources and uses of that collateral – No material change

(4) Aggregate value of the reinvested collateral which is "one-line" reported and the aggregate reinvested collateral which is reported in the investment schedules – No material change

(5) Reinvestment of the cash collateral and any securities which it or its agent receives as collateral that can be sold or repledged – No material change

(6) Collateral accepted that it is not permitted by contract or custom to sell or repledge – No material change

(7) Collateral for transactions that extend beyond one year from the reporting date – No material change

F, G, H – No Material Change

I. Working Capital Finance Investments

(2) Aggregate book/adjusted carrying value maturity distributions on the underlying Working Capital Finance Programs – None

(3) Events of default of working capital finance investments during the reporting period - None

6. Joint Ventures, Partnerships and Limited Liability Companies

No Material Change

7. Investment Income

No Material Change

8. Derivative Instruments

No Material Change

9. Income Taxes

No Material Change

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

No Material Change

11. Debt

A. Outstanding Debt – No Material Change

B. FHLB (Federal Home Loan Bank) Agreements – None

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

A. Defined Benefit Plan – No Material Change

Notes to Financial Statement

(1) Change in benefit obligation – No Material Change

(2) Change in plan assets- No Material Change

(3) Funded status – No Material Change

(4) Amount of Net Periodic Benefit Cost recognized – None

(5) Net Gain or Loss and Net Prior Service Cost or credit recognized in unassigned funds (surplus) – No Material Change

(6) Amount in unassigned funds (surplus) expected to be recognized as components of net periodic benefit cost over the fiscal year – No Material Change

(7) Amount in unassigned funds (surplus) that have not been recognized as components of net periodic benefit cost – No Material Change

(8) Weighted-average assumptions used to determine net period benefit cost – No Material Change

(9) Amount of accumulated benefit obligations for defined benefit pension plans – No Material Change

(10) Assumed Health care cost trend rate for the next year used to measure the expected cost of benefit covered by the plan – No Material Change

(11) Effect of one percentage point increase and decrease in the assumed health cast trend rates – No Material Change

(12) Estimated future payments, which reflect expected future service, as appropriate, are expected to be paid in the years – No Material Change

(13) Regulatory contribution requirements – No Material Change

(14) Amounts and types of securities of the employer and related parties included in the plan assets – No Material Change

(15) Alternative amortization – No Material Change

(16) Substantive commitment – No Material Change

(17) Cost of providing special or contractual termination benefits – No Material Change

(18) Explanation of any significant change in benefit obligations or plan assets – No Material Change

(19) Amount and timing of any plan assets expected to be returned to the employer – No Material Change

(20) First year accumulated postretirement and pension benefit obligation – No Material Change

(21) Election of transition guidance – No Material Change

B. Defined Contribution Plan – No Material Change

C. Multi-Employer Plan – No Material Change

D. Consolidated/Holding Company Plans – No Material Change

E. Post-Employment Benefits and Compensated Absences – No Material Change

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) – No Material Change

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

No Material Change

14. Contingencies

A. Contingent Commitments – No Material Change

B. Assessments – No Material Change

C. Gain Contingencies – No Material Change

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits – No Material Change

Notes to Financial Statement

E. All Other Contingencies – No Material Change

15. Leases

A. Lessee Operating Lease – No Material Change

B. Lessor Leases – No Material Change

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

No Material Change

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

A. Transfers of Receivables reported as Sales – No Material Change

B. Transfer and Servicing of Financial Assets

(1) Description of loaned securities – No material change

(2) Servicing Assets and Liabilities
a. Risks inherent in servicing assets and servicing liabilities – No Material Change
b. Amounts of contractually specified servicing fees, late fees and ancillary fees earned for each period – None
c. Assumptions used to estimate the fair value – No Material Change

(3) Servicing Assets and servicing liabilities are subsequently measured at fair value – No Material Change

(4) For securitizations, asset-backed financing arrangements, and similar transfers accounted for as sales when the transferor has continuing involvement (as defined in the glossary of the *Accounting Practices & Procedures Manual*) with the transferred financial assets:

a. Each income statement presented – None

b. Each statement of financial position presented, regardless of when the transfer occurred - None

c. Transfers of financial assets accounted for as secured borrowing – No Material Change

d. Transfers of receivables with recourse – No Material Change

e. Securities underlying repurchase and reverse repurchase agreements – No Material Change

B. Wash Sales – None

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

A. ASO Plans – No Material Change

B. ASC Plans – No Material Change

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract – No Material Change

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

No Material Change

20. Fair Value Measurements

A. Fair Market Value at Reporting Date

1. Fair Value Measurements at Reporting Date – None

2. Fair Value Measurements in (Level 3) of the Fair Value Hierarchy – None

3. The Company does not have any securities valued at fair value.

4. The Company has not valued any securities at a Level 3.

5. Derivative assets and liabilities – None

Notes to Financial Statement

B. Fair Value information under SSAP No. 100 combined with Fair Value information Under Other Accounting Pronouncements – None

C. Aggregate Fair Value of All Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Cash Equivalents	$8,189,385	$8,189,385	$0	$8,189,385	$0	$0

D. Not Practicable to Estimate Fair Value – None

21. Other Items

A. Extraordinary Items – No Material Change

B. Troubled Debt Restructuring – No Material Change

C. Other Disclosures and Unusual Items – No Material Change

D. Business Interruption Insurance Recoveries – No Material Change

E. State Transferable and Non-transferable Tax Credits – No Material Change

F. Subprime-Mortgage-Related Risk Exposure – No Material Change

G. Retained Assets – No Material Change

H. Offsetting and Netting of Assets and Liabilities – None

I. Joint and Several Liabilities – No Material Change

J. Risk Sharing Provisions of the Affordable Care Act – None

22. Events Subsequent

Type I – Recognized Subsequent Events

No Material Change

Type II – Nonrecognized Subsequent Events

No Material Change

23. Reinsurance

No Material Change

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

No Material Change

25. Changes in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2013 were $10,767,051 for unpaid claims. As of June 30, 2014, $(334,570) has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now $10,499,675 as a result of re-estimation of unpaid claims. Therefore there has been a $601,946 favorable prior year development since December 31, 2013 to June 30, 2014.

26. Intercompany Pooling Arrangements

No Material Change

27. Structured Settlements

No Material Change

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables – No Material Change

B. Risk Sharing Receivables – No Material Change

Notes to Financial Statement

29. Participating Policies

No Material Change

30. Premium Deficiency Reserves

No Material Change

31. Anticipated Salvage and Subrogation

No Material Change

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[ ] No[X]
1.2 If yes, has the report been filed with the domiciliary state? Yes[ ] No[ ] N/A[X]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[ ] No[X]
2.2 If yes, date of change:

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

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[ ] No[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. 12/31/2007
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. 12/31/2007
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). 12/31/2008
6.4 By what department or departments?
District of Columbia Department of Insurance and Securities Regulation
6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[X] No[ ] N/A[ ]
6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[ ] N/A[ ]

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

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[ ] No[X]
8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[ ] No[X]
8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
		Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.
9.11 If the response to 9.1 is No, please explain:
9.2 Has the code of ethics for senior managers been amended? Yes[ ] 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: $ 0

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[ ] No[X]
11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $ 0

13. Amount of real estate and mortgages held in short-term investments: $ 0

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[ ] No[X]
14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds		
14.22 Preferred Stock		
14.23 Common Stock		
14.24 Short-Term Investments		
14.25 Mortgages 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? Yes[ ] No[ ] N/A[X]
If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $ 0
16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $ 0
16.3 Total payable for securities lending reported on the liability page $ 0

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

1 Name of Custodian(s)	2 Custodian Address
CARDINAL BANK	8270 GREENSBORO DR. STE 500, MCLEAN, VA 22102

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes[ ] No[X]
17.4 If yes, give full and complete information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[ ]
18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
   1.1 A&H loss percent 0.000%
   1.2 A&H cost containment percent 0.000%
   1.3 A&H expense percent excluding cost containment expenses 0.000%

2.1 Do you act as a custodian for health savings accounts? Yes[ ] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date. $..... 0
2.3 Do you act as an administrator for health savings accounts? Yes[ ] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date. $..... 0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

			Direct Business Only							
		1	2	3	4	5	6	7	8	9
	State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N								
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)	L								
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)	N								
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)	XXX								
59.	Subtotal	XXX								
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 1								
DETAILS OF WRITE-INS										
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

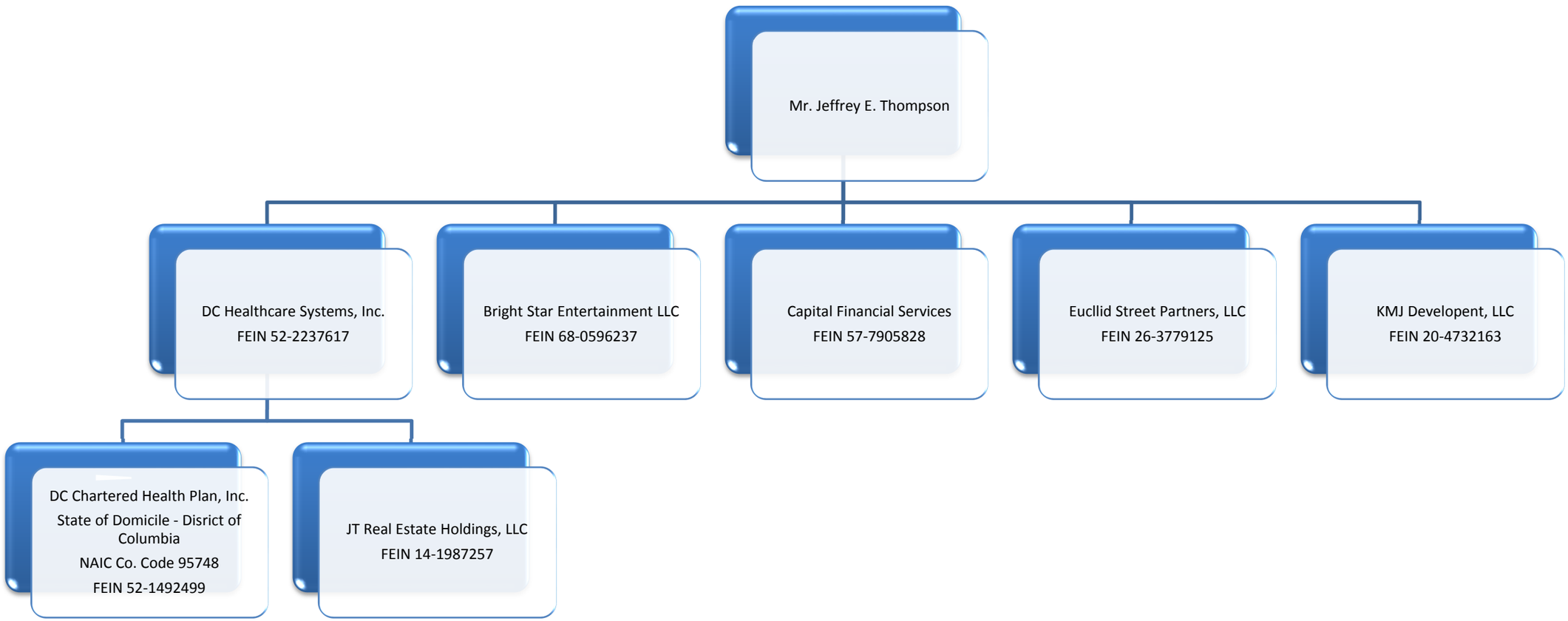
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
0		0					JEFFREY EARL THOMPSON	DC	UIP	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	
0		95748	52-1492499				DC CHARTERED HEALTH PLAN INC	DC	RE	DC HEALTHCARE SYSTEMS	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	14-1987257				JT Real Estate Holdings, LLC	DC	NIA	DC HEALTHCARE SYSTEMS	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	52-2237617				DC HEALTHCARE SYSTEMS	DC	UDP	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	52-1563500				THOMPSON, COBB, BAZILIO & ASSOCIATES, PC	DC	NIA	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	68-0596237				Bright Star Entertainment LLC	DC	NIA	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	57-7905828				Capital Financial Services	DC	NIA	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	26-3779125				EUCLID STREET PARTNERS, LLC	DC	NIA	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	20-4732163				KMJ Development, LLC	DC	NIA	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	

Asterisk	Explanation
0000001	Footnote

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement

95748201436500002 2014 Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

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
2904.	Proceeds from Asset Purchase			5,000,000	(12,175,288)
2905.	Write-off of Pledged Assets			(12,200,288)	642,690
2906.	Write-off of Rent Deposits			(132,837)	
2907.	Write-off of Capital Lease Obligations			131,292	
2908.	Write-off of Deferred Rent Liability			118,285	
2909.	Proceeds from Asset Purchase			5,000,000	
2910.	Write-off of Pledged Assets			(12,065,603)	
2911.	Write-off of Rent Deposits			(132,837)	
2997.	Summary of remaining write-ins for Line 29 (Lines 2904 through 2996)			(14,281,988)	(11,532,598)

SI01 Schedule A Verification . . . . . NONE

SI01 Schedule B Verification . . . . . NONE

SI01 Schedule BA Verification . . . . . NONE

SI01 Schedule D Verification . . . . . NONE

SI02 Schedule D Part 1B . . . . . NONE

SI03 Schedule DA Part 1 . . . . . NONE

SI03 Schedule DA Verification . . . . . NONE

SI04 Schedule DB - Part A Verification . . . . . NONE

SI04 Schedule DB - Part B Verification . . . . . NONE

SI05 Schedule DB Part C Section 1 . . . . . NONE

SI06 Schedule DB Part C Section 2 . . . . . NONE

SI07 Schedule DB - Verification . . . . . NONE

SCHEDULE E - Verification

(Cash Equivalents)

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	6,142,654	10,225,639
2.	Cost of cash equivalents acquired	953,890,552	2,157,015,255
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	951,843,821	2,161,098,240
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)	8,189,385	6,142,654
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	8,189,385	6,142,654

E01 Schedule A Part 2 . . . . . NONE

E01 Schedule A Part 3 . . . . . NONE

E02 Schedule B Part 2 . . . . . NONE

E02 Schedule B Part 3 . . . . . NONE

E03 Schedule BA Part 2 . . . . . NONE

E03 Schedule BA Part 3 . . . . . NONE

E04 Schedule D Part 3 . . . . . NONE

E05 Schedule D Part 4 . . . . . NONE

E06 Schedule DB Part A Section 1 . . . . . NONE

E07 Schedule DB Part B Section 1 . . . . . NONE

E08 Schedule DB Part D Section 1 . . . . . NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity . . . . . NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity . . . . . NONE

E10 Schedule DL - Part 1 - Securities Lending Collateral Assets . . . . . NONE

E11 Schedule DL - Part 2 - Securities Lending Collateral Assets . . . . . NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository			2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter 6 First Month	7 Second Month	8 Third Month	9 *
open depositories										
CARDINAL BANK - GENERAL CHECKING	WASHINGTON DC						320,771	297,374	186,465	X X X
CARDINAL BANK - MEDCLMS	WASHINGTON DC						5,831	121,054	124,942	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories			X X X	X X X						X X X
0199999 Totals - Open Depositories			X X X	X X X			326,602	418,428	311,407	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X			326,602	418,428	311,407	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X			326,602	418,428	311,407	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
8399999 Subtotals - Bonds							
Sweep Accounts							
CASH-CARDINAL BANK MEDICAID REPO		06/30/2014	0.002	07/01/2014	8,189,385		5,651
8499999 Sweep Accounts					8,189,385		5,651
8599999 Other Cash Equivalents							
8699999 Total - Cash Equivalents					8,189,385		5,651

INDEX TO HEALTH QUARTERLY STATEMENT

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EXHIBIT 2

TWELFTH SUBMISSION FOR *IN CAMERA* REVIEW

INVOICE #	PERIOD ENDING	NAME	FEES	EXPENSES	DEDUCTIONS/ ADJUSTMENT	TOTAL
		Through June 30, 2014				
11935	5/31/2014	Daniel L. Watkins	$11,262.50	$122.08		$11,384.58
11942	6/30/2014	Daniel L. Watkins	$18,525.00	$354.73		$18,879.73
38001572	5/31/2014	Faegre Baker Daniels	$41,193.00	$92.28		$41,285.28
38001618	6/30/2014	Faegre Baker Daniels	$19,660.00			$19,660.00
838921	4/30/2014	Epstein Becker Green	$807.50	$0.40		$807.90
842100	5/31/2014	Epstein Becker Green	$565.00	$8.70		$573.70
842101	5/31/2014	Epstein Becker Green	$86.00			$86.00
844465	6/30/2014	Epstein Becker Green	$322.50	$0.90		$323.40
844466	6/30/2014	Epstein Becker Green	$86.00			$86.00
48-50	5/31/2014	Francis Smith	$1,750.00			$1,750.00
246	1/31/2014	Martin & Gitner	$1,400.00			$1,400.00
320	4/30/2014	Martin & Gitner	$237.50			$237.50
354	5/31/2014	Martin & Gitner	$1,662.50			$1,662.50
370	6/30/2014	Martin & Gitner	$650.00			$650.00
413634	11/30/2013	Navigant	$1,070.00	$13,282.60	($5,435.40)	$8,917.20
416110	12/31/2013	Navigant	$2,165.00	$14,866.08	($5,439.60)	$11,591.48
418730	1/31/2014	Navigant	$345.00	$12,892.40	($5,439.60)	$7,797.80
421312	2/28/2014	Navigant	$0.00	$12,914.91	($5,439.60)	$7,475.31
423715	3/31/2014	Navigant	$0.00	$12,892.40	($5,439.60)	$7,452.80
426191	4/30/2014	Navigant		$3,626.40		$3,626.40
429569	5/31/2014	Navigant		$3,626.40		$3,626.40
2571563	5/31/2014	Reed Smith	$1,000.00			$1,000.00
14124	5/31/2014	Scribner Hall	$1,250.00			$1,250.00
14160	6/30/2014	Scribner Hall	$3,993.75			$3,993.75
1574977	5/31/2014	Troutman Sanders	$5,060.00	$53.50		$5,113.50
1589458	6/30/2014	Troutman Sanders	$844.00			$844.00
63014	10/1/2013 - 6/30/2014	The Warren Practice	$107,732.75			$107,732.75
						$269,207.98