

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
January 28, 2014, at 9:30 a.m.

PRAECIPE

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

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

Dated: January 24, 2014

Respectfully submitted,

By: /s/ Prashant K. Khetan
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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 January 24, 2014, a copy of the foregoing *Notice of Filing of Special Deputy to the Rehabilitator's Tenth Status Report*, with attachments, was filed and served by email upon:

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Prashant K. Khetan

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SPECIAL DEPUTY TO THE REHABILITATOR'S TENTH STATUS REPORT

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

1. **Update From Ninth Status Report**. On November 14, 2013, the Special Deputy filed his Ninth Status Report with the Court. The following information provides an update to the Ninth Status Report.

(a) **Pending Legal Matters.**

- i. The Rehabilitator and MedStar completed implementation of the settlement terms and conditions, including dismissal of all legal actions between them, in accord with the Settlement Agreement and Mutual Release approved by the Court on October 17, 2013.
- ii. The Court previously granted the Rehabilitator's request, made in the Eighth Status Report, that an order be entered permitting the District of Columbia Department of Health Care Finance ("DHCF") to deposit certain funds into the Court Registry for the benefit of Chartered's providers to facilitate equitable *pro rata* distribution of Part II settlement payments pursuant to the Court-approved

Plan of Reorganization. As outlined in paragraph 2 below, the Rehabilitator is now in the process of moving forward with DHCF to quantify the remaining amounts owed providers not yet paid a pro rata (52.42%) Part II share of approved claim amounts through the now-completed grant program, so that the Court Registry process can begin.

- iii. On December 6, 2013, Chartered filed a Petition for Approval of Payment for Provider Claims and Claim Appeals. That Petition, designed to ensure equitable treatment of certain DentaQuest claims and other providers' claim appeals (processed during the 90 day appeal period), was approved by the Court's Order dated December 12, 2013. Payment of \$800,248.09 for the pro rata Part I and Part II shares (totaling 83.87%) of certain approved provider claims and appeals has now been made from Chartered assets.
- iv. On November 18, 2013, the Court of Appeals granted DCHSI's motion to consolidate its third appeal (concerning the DHCF settlement) with its first two appeals (concerning the approval of the Asset Purchase Agreement and denial of a stay). In December, MedStar dismissed its appeal – which had been consolidated with DCHSI's appeals – after Chartered satisfied the MedStar Settlement Agreement's terms and conditions for dismissal. On December 30, 2013, DCHSI filed its brief in the third appeal, having previously filed a brief on the first two appeals in June 2013. Chartered's consolidated brief opposing all three appeals currently is due February 3, 2014, but it has filed a motion with the D.C. Court of Appeals requesting an extension until March 5, 2014.

(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.) are awaiting rulings 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. On January 9, 2014, Chartered filed its witness list, and the defendants filed a motion to extend certain discovery and pre-trial deadlines. On January 10, 2014, the defendants filed their witness list. On January 23, 2014, Chartered filed its Rule 26(b)(4) Statement disclosing potential expert witnesses. On January 24, 2014, the court granted the defendants' motion to extend deadlines and stayed all discovery and pretrial deadlines until after the court's ruling on the pending dispositive motions.
- ii. On November 27, 2013, the Rehabilitator's counsel forwarded another CD-ROM containing financial tax documents to DCHSI's counsel, supplementing prior productions.
- iii. The Rehabilitator received on January 16, 2014, a limited production from DCHSI regarding its 2010 consolidated tax return and is continuing the process of seeking other information necessary to determine whether Chartered has any outstanding federal income tax obligations. As a general matter, DCHSI is required to file the consolidated federal income tax return with the Internal Revenue Service on behalf of the consolidated group, which includes Chartered. No additional Class 3 payments to providers beyond the 83.87% 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) **Claim Settlement.** Chartered has settled a claim by a former Chartered employee, with Federal Insurance Company (Chartered's insurer) paying the full settlement amount (\$10,000) to the former employee. Since the settlement amount was within the Federal policy's deductible, the Rehabilitator agreed that Federal would have a Class 6 general creditor claim against Chartered for that amount and further agreed that the settlement payment will reduce the Federal policy's limits unless and until its general creditor claim is repaid.

(d) **Financial Matters.**

- i. The auditing firm of Brown Smith Wallace is completing its audit of Chartered's 2013 financials through April 30, 2013 (when Chartered's Medicaid contract with DHCF ended). That report will be filed with the Rehabilitator's next Status Report.
- ii. On December 5, 2013, Chartered submitted to the District of Columbia Department of Insurance, Securities and Banking its third quarter 2013 financial statement, attached hereto as **Exhibit 1**.
- iii. Chartered received approximately \$600,000 from one reinsurer in reimbursement for certain large claims. Chartered is continuing to seek additional reinsurance reimbursements. The Rehabilitator intends to make by early March 2014 a premium payment of approximately \$184,000 to secure physician/nurse professional liability tail insurance coverage. That proposed payment is included in the Eighth Submission referred to in paragraph 3(c) below. The Special Deputy continues to examine whether to cancel or extend various other insurance policies; to discuss with Chartered's insurers available coverage for pending claims; and to address various other insurance-related issues as they arise.

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

(a) **Proofs of Claim.** The additional Class 6 claim described in paragraph 1(c) above has been added to the proofs of claim, which therefore now total approximately \$13,800,182, with a few unquantified claims including one for indemnification from Jeff Thompson. The report made in paragraph 2(a) of the Ninth Report otherwise continues to be accurate.

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

i. As previously reported, Chartered has paid healthcare providers \$18 million for Part I payments under the DHCF Settlement Agreement. DHCF has 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 83.87% pro rata share mentioned herein.) As of year-end 2013, the status of unpaid providers under DHCF's Part II payment grant program were as follows:

Provider Group	# of Providers	Amount
Providers with no grant application	467	\$756,726
Providers that submitted incomplete grant applications	111	\$1,092,050
Providers with approved applications but no signed Notice of Grant Award / release forms	31	\$333,284
Total	609	\$2,182,060

The DHCF grant application deadline was October 31, 2013, and no more grant awards will be approved for payment through DHCF after January 17, 2014.

ii. Chartered and DHCF have made their Part I and Part II settlement payments to Beacon and DentaQuest, for services of various behavioral health and dental providers. Beacon is still in the process of distributing those payments to its providers.

iii. CareMark is offsetting pharmacy rebates due Chartered from amounts Chartered owes CareMark. In December 2013, CareMark offset a \$131,583 rebate against the \$302,012 Chartered owes CareMark. Chartered has notified CareMark that no additional amounts will be paid to CareMark from Chartered assets until the ultimate pharmacy rebates due Chartered are known.

(c) **Next Steps.** The Rehabilitator discussed with the DHCF the most expeditious way to get all providers paid (both grant applicants in process and non-applicants) for their pro rata share of the Part II settlement, including use of the Court Registry as approved by the Court on October 17, 2013 and as described in the Ninth Status Report. DHCF gave providers in process until January 17, 2014 to complete grant applications. DHCF and the Colbent Corporation (which has been coordinating and documenting the settlement payment process) will then calculate the difference between the \$30 million Part II settlement amount and the amount awarded to grant applicants by DHCF. (As noted above, the difference as of year-end 2013 was \$2,182,060.) DHCF will then transfer the exact unpaid amounts to the Court Registry, likely in February 2014.

3. **Rehabilitation Expenses.**

(a) The Court approved the Rehabilitator's petition for approval of the Fourth and Fifth Submissions of Fees and Expense, described in the Eighth and Ninth Status Reports.

(b) On November 27, 2013, and on December 20, 2013, Chartered filed Notices of Filing by the Special Deputy to the Rehabilitator of the Sixth and Seventh Submissions of Fee and Expense Statements for *In Camera* Review and Petitions for Approval of Payment. The Court granted the Rehabilitator's petitions. **Exhibit 2** and **Exhibit 3** are spreadsheets showing the Class 1 fees and expenses in the Sixth and Seventh Submissions, respectively.

- (c) Today, January 24, 2014, Chartered filed a Notice of Filing by the Special Deputy to the Rehabilitator of the Eighth Submission of Fee and Expense Statements for *In Camera* Review and Petitions for Approval of Payment. The Petition includes a request for approval of a premium payment for physician/nurse tail insurance coverage, as described in Paragraph 1(d)(iii) above. **Exhibit 4** is a spreadsheet showing the Class I fees and expenses in the Eighth Submission.
4. **Chartered Assets.** Chartered currently has cash assets of approximately \$9 million, with approximately \$275,000 in outstanding Class 1 administrative fees and expenses pending court approval for payment. Class 1 administrative fees and expenses declined materially during the past few months, as anticipated and for the reasons described in the Ninth Status Report. The Rehabilitator projects that, going forward, fees and expenses generally will remain well below the levels in the last quarter of 2013.

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**

**TO THE
Insurance Department
OF THE STATE OF
District of Columbia**

**FOR THE QUARTER ENDED
September 30, 2013**

2013

HEALTH

2013



QUARTERLY STATEMENT
AS OF September 30, 2013
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 52-1482489

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 09/12/1988 Commenced Business 09/12/1988

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

Main Administrative Office 1120 Vermont Avenue NW
 (Street and Number)

Mall Address Washington, DC, US 20005 (202)326-8924
 (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

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

Internet Web Site Address www.chartered-health.com (202)326-8924
 (Area Code) (Telephone Number)

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

OFFICERS

OTHERS

Daneil 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) Daniel Lawrence Watkins _____ (Printed Name) 1. Special Deputy Rehabilitator _____ (Title)	_____ (Signature) Edward Frederick Oswald _____ (Printed Name) 2. Interim CFO _____ (Title)	_____ (Signature) _____ (Printed Name) 3. _____ (Title)
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Subscribed and sworn to before me this _____ day of _____, 2013

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

Yes[X] No[]

 (Notary Public Signature)

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds				13,479,363
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 (\$.....3,377,828), cash equivalents (\$.....15,805,374) and short-term investments (\$.....0)	19,183,202		19,183,202	4,821,623
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)	19,183,202		19,183,202	18,300,986
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued				136,847
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	21,380		21,380	5,164,863
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	14,000,000		14,000,000	32,000,000
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	4,507		4,507	351,586
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				148,063
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	239,274	239,274		
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	33,448,373	239,274	33,209,098	56,100,345
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	33,448,373	239,274	33,209,098	56,100,345
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	235,274	235,274		
2502. OTHER RECEIVABLES	4,000	4,000		
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	239,274	239,274		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	49,105,802		49,105,802	47,889,416
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses				1,275,722
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act				5,000,000
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	11,409,693		11,409,693	11,270,616
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				28,217
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)	321,183		321,183	247,480
24. Total liabilities (Lines 1 to 23)	60,836,678		60,836,678	65,711,451
25. Aggregate write-ins for special surplus funds	X X X	X X X		
26. Common capital stock	X X X	X X X	100	100
27. Preferred capital stock	X X X	X X X		
28. Gross paid in and contributed surplus	X X X	X X X	4,690,419	4,690,419
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	(32,318,099)	(14,301,625)
32. Less treasury stock, at cost:				
32.10 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.20 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	(27,627,580)	(9,611,106)
34. Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	33,209,098	56,100,345
DETAILS OF WRITE-INS				
2301. UNCLAIMED CHECKS	321,183		321,183	247,480
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)	321,183		321,183	247,480
2501.	X X X	X X X		
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		
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		

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1	2	3	4
	Uncovered	Total	Total	Total
1. Member Months	X X X	418,165	987,152	1,315,078
2. Net premium income (including \$.....0 non-health premium income)	X X X	117,561,365	300,950,889	398,256,303
3. Change in unearned premium reserves and reserves for rate credits	X X X			
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	(589,913)		
8. Total revenues (Lines 2 to 7)	X X X	116,971,453	300,950,889	398,256,303
Hospital and Medical:				
9. Hospital/medical benefits		48,611,074	117,070,127	164,745,313
10. Other professional services		28,650,069	57,536,995	78,536,768
11. Outside referrals				
12. Emergency room and out-of-area		19,832,687	45,199,329	61,167,510
13. Prescription drugs		11,486,106	40,768,282	53,403,020
14. Aggregate write-ins for other hospital and medical		1,039,289	1,662,645	2,316,744
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)		109,619,226	262,237,378	360,169,355
Less:				
17. Net reinsurance recoveries		227,476	215,574	619,220
18. Total hospital and medical (Lines 16 minus 17)		109,391,750	262,021,804	359,550,135
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....2,591,185 cost containment expenses		3,348,956	7,981,318	13,369,721
21. General administrative expenses		16,562,629	23,937,896	34,321,277
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)		129,303,335	293,941,018	412,241,133
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(12,331,883)	7,009,871	(13,964,830)
25. Net investment income earned			210,605	268,434
26. Net realized capital gains (losses) less capital gains tax of \$.....0				(188,599)
27. Net investment gains or (losses) (Lines 25 plus 26)			210,605	79,835
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]		91,253	(6,000,000)	(6,000,000)
29. Aggregate write-ins for other income or expenses		(6,995,935)	(482,254)	(258,760)
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	(19,236,564)	728,222	(20,163,755)
31. Federal and foreign income taxes incurred	X X X		254,878	
32. Net income (loss) (Lines 30 minus 31)	X X X	(19,236,564)	473,344	(20,163,755)
DETAILS OF WRITE-INS				
0601.	X X X			
0602.	X X X			
0603.	X X X			
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701. Realized Loss on disposal of Fixed Assets	X X X	(589,913)		
0702.	X X X			
0703.	X X X			
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X	(589,913)		
1401. OTHER MEDICAL CLAIMS - DME		1,039,289	1,662,645	2,316,744
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)		1,039,289	1,662,645	2,316,744
2901. Dental Settlement with DCHF				(8,427)
2902. Write-off balances - Notes Receivable and AR - Other			(428,694)	31,807
2903. Write-off balances Due To/From Parent			(66,251)	(282,140)
2998. Summary of remaining write-ins for Line 29 from overflow page		(6,995,935)	2,691	
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		(6,995,935)	(482,254)	(258,760)

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	(9,611,106)	5,949,445	5,949,445
34. Net income or (loss) from Line 32	(19,236,564)	473,344	(20,163,755)
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	1,220,091	2,614,428	4,603,204
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			
48. Net change in capital and surplus (Lines 34 to 47)	(18,016,473)	3,087,772	(15,560,551)
49. Capital and surplus end of reporting period (Line 33 plus 48)	(27,627,579)	9,037,217	(9,611,106)
DETAILS OF WRITE-INS			
4701. CORRECTION OF PRIOR PERIOD ACCOUNTING ERROR			
4702. CHANGE IN CAPITAL ASSETS & FIXED ASSET DEPRECIATION			
4703. ADJUSTMENT FOR DTA			
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	135,704,839	289,299,226	391,422,122
2.	Net investment income	136,847	157,581	254,270
3.	Miscellaneous income	(589,913)		
4.	TOTAL (Lines 1 to 3)	135,251,773	289,456,807	391,676,392
5.	Benefit and loss related payments	107,828,285	257,456,561	357,310,956
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	27,952,912	39,424,330	49,992,662
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)	135,781,197	296,880,891	407,303,618
11.	Net cash from operations (Line 4 minus Line 10)	(529,424)	(7,424,084)	(15,627,226)
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds	13,979,363	2,313,819	5,189,260
12.2	Stocks			
12.3	Mortgage loans			
12.4	Real estate			
12.5	Other invested assets		13,283	13,283
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7	Miscellaneous proceeds		188,599	
12.8	TOTAL investment proceeds (Lines 12.1 to 12.7)	13,979,363	2,515,701	5,202,543
13.	Cost of investments acquired (long-term only):			
13.1	Bonds	500,000	2,916,667	3,642,667
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	2,916,667	3,642,667
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)	13,479,363	(400,966)	1,559,876
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)	1,411,641	842,747	1,913,653
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	1,411,641	842,747	1,913,653
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)	14,361,580	(6,982,303)	(12,153,697)
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year	4,821,621	16,975,318	16,975,318
19.2	End of period (Line 18 plus Line 19.1)	19,183,201	9,993,015	4,821,621
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 1Q 2012 filing and they were properly reported as Schedule D assets			
20.0002	Notes Receivable were reported as aggregate write-ins at 12/31/11 - at 3/31/12 a reclassification was made as these assets should be reported as Other Invested Assets			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1			2		3		4	5	6	7	8	9	10
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan							
Total Members at end of:														
1. Prior Year	109,373		7,974										101,399	
2. First Quarter	103,367		7,012										96,355	
3. Second Quarter														
4. Third Quarter														
5. Current Year														
6. Current Year Member Months	418,165		28,680										369,475	
Total Member Ambulatory Encounters for Period:														
7. Physician	153,116		12,930										140,185	
8. Non-Physician	71,026		7,052										63,974	
9. Total	224,141		19,982										204,159	
10. Hospital Patient Days Incurred	8,177		44										8,133	
11. Number of Inpatient Admissions	2,284		15										2,269	
12. Health Premiums Written (a)	117,869,936		4,688,790										113,171,146	
13. Life Premiums Direct														
14. Property/Casualty Premiums Written														
15. Health Premiums Earned	117,869,936		4,688,790										113,171,146	
16. Property/Casualty Premiums Earned														
17. Amount Paid for Provision of Health Care Services	108,402,840		5,890,046										102,512,794	
18. Amount Incurred for Provision of Health Care Services	108,619,225		5,769,002										103,850,223	

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

STATEMENT AS OF September 30, 2013 OF THE DC CHARTERED HEALTH PLAN, INC.
CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 days	Over 120 Days	Total
0198989 Individually Listed Claims Unpaid						
0399999 Aggregate Accounts Not Individually Listed - Covered	960,657	7,021,397	6,654,606	25,911,241	988,967	41,536,869
0498989 Subtotals	960,657	7,021,397	6,654,606	25,911,241	988,967	41,536,869
0598989 Unreported claims and other claim reserves						7,568,933
0799999 Total Claims Unpaid						49,105,802
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 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 & medical)	1,841,996	4,048,051	470,343	2,119,354	2,312,339	2,710,741
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	41,460,270	60,825,048	12,380,560	34,135,544	53,840,830	45,178,675
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	43,302,266	64,873,099	12,850,903	36,254,898	56,153,169	47,889,416
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Lines 9 - 10 + 11 + 12)	43,302,266	64,873,099	12,850,903	36,254,898	56,153,169	47,889,416

(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	2013	2012
NET INCOME				
(1)	State basis (Page 4, Line 32, Columns 2 & 3)	DC	\$(19,236,565)	\$(20,163,755)
(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)		\$(19,236,565)	\$(20,163,755)
SURPLUS				
(5)	State basis (Page 3, Line 33, Columns 3 & 4)	DC	\$(27,627,580)	\$(9,611,106)
(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)		\$(27,627,580)	\$(9,611,106)

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of the financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Chartered writes only Medicaid contracts primarily through a contract with the District of Columbia Department of Health (DOH). Medicaid premiums from the DOH are due monthly and are recognized as revenue during the period in which Chartered is obligated to provide service to members.

In addition, the Company uses the following accounting policies:

- (1) Cash, cash equivalents and short-term investments include cash and US government and agency obligations with original dates of maturity less than twelve months when purchases. Short-term investments are stated at amortized cost.

Notes to Financial Statement

- (2) Bonds not backed by other loans are stated at amortized cost using the scientific interest method.
- (3) Common stocks – None
- (4) Preferred stocks – None
- (5) Mortgage loans on real estate – None
- (6) Loan-backed securities – None
- (7) Investments in subsidiaries, controlled or affiliated companies – None
- (8) Investments in joint ventures, partnerships and limited liability companies – None
- (9) Derivatives instruments – None
- (10) Chartered does not utilize anticipated investment income as a factor in the premium deficiency calculation.
- (11) Medical and hospital costs are accrued based on claims received but unpaid and an estimate for claims incurred but not yet received (IBNR). These estimates are projected through an actuarial model, which calculates the outstanding liability based on payment trends and membership. Chartered uses actuarially sound methodologies developed by its actuarial consultants, OptumInsight, to calculate its medical liability. Claims and claims adjustment expenses are expensed as incurred. The Company establishes an unpaid claims liability for claims in the process of review and for claims incurred but not reported. The liability for claims incurred but not reported is actuarially estimated based on the most current historical claims experience, changes in number of members and participants and estimates of health care trend (cost, utilization and intensity of services) changes. Estimates for claims incurred but not reported are continually reviewed and revised as changes in these factors occur and revisions are reflected in the current year's statements of revenue and expenses.
- (12) Chartered has not modified its capitalization policy from the prior period.
- (13) Chartered has not recorded any pharmacy rebate receivables.

2. Accounting Changes and Corrections of Errors

No Material Change

3. Business Combinations and Goodwill

No Material Change

4. Discontinued Operations

No Material Change

5. Investments

- A. Mortgage Loans, including Mezzanine Real Estate Loans – No Material Change
- B. Debt Restructuring – No Material Change
- C. Reverse Mortgages – No Material Change
- D. Loan-Backed Securities – No Material Change
- 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 is 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 agents receives as collateral that can be resold or repledged – No Material Change

Notes to Financial Statement

- 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. Real Estate – No Material Change
- G. Low-Income Housing Tax Credits (LIHTC) – No Material Change
- 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**
No Material Change
- 12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans.**
 - A. Defined Benefit Plan
 - 1) Change in benefit obligation – No Material Change
 - 2) Change in plan assets – No Material Change
 - 3) Funded status – No Material Change
 - 4) Accumulated benefit obligation for vested employees and partially vested employees to the extent vested – No Material Change
 - 5) Benefit obligation for non-vested employees – No Material Change
 - 6) Components of net periodic benefit cost – None
 - 7) The amount included in unassigned funds (surplus) for the period arising from a change in the additional minimum pension liability recognized – No Material Change
 - 8) Weighted-average assumptions used to determine net period benefit cost – No Material Change
 - 9) Measurement date – 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) Affect of one percentage point increase and decrease in the assumed health care trend rates – No Material Change
 - 12) The defined benefit pension plan asset allocation as of the measurement date, and the target asset allocation, presented as a percentage of the total plan assets – No Material Change
 - 13) Estimated future payments, which reflect expected future service, as appropriate, are expected to be paid in the years - No Material Change
 - 14) Regulatory contribution requirements – No Material Change
 - 15) Amounts and types of securities of the employer and related parties included in the plan assets – No Material Change
 - 16) Alternative amortization – No Material Change
 - 17) Substantive commitment – No Material Change

Notes to Financial Statement

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

19) Explanation of any significant change in benefit obligations or plan assets – 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

No Material Change

15. 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. Amount 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

(5) Transfers of financial assets accounted for as secured borrowing value – No Material Change

(6) Transfers of receivables with recourse – No Material Change

(7) Securities underlying repurchase and reverse repurchase agreements – No Material Change

C. Wash Sales – None

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

No Material Change

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

No Material Change

Notes to Financial Statement**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 2 or 3.
5. Derivative assets and liabilities – None

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	\$15,805,374	\$15,805,374	\$0	\$15,805,374	\$0	\$0

D. Not Practicable to Estimate Fair Value – None**21. Other Items**

No Material Change

22. Events Subsequent

Type I – Recognized Subsequent Events

Subsequent events have been considered through December 1, 2013 for the statutory statement issued on September 30, 2013.

None

Type II – Nonrecognized Subsequent Events

Subsequent events have been considered through December 1, 2013 for the statutory statement issued on September 30, 2013.

None

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, 2012 were \$47,889,416 for unpaid claims and \$1,275,722 for unpaid claims adjustment expenses. As of September 30, 2013, \$44,577,988 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Therefore there has been a \$8,263,753 unfavorable prior year development since December 31, 2012 to September 30, 2013. There are \$12,850,904 reserves remaining for prior years. The increase is general the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes know regarding individual claims.

26. Intercompany Pooling Arrangements

No Material Change

27. Structured Settlements

No Material Change

28. Health Care Receivables

No Material Change

Notes to Financial Statement

29. Participating Policies

No Material Change

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves
2. Date of the most recent evaluation of this liability

	(1)
\$	0
	<hr/>
	9/30/2013
	<hr/>

3. Was anticipated investment income utilized in the calculation? (Yes / No)

	No
	<hr/>

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 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No[X]
 3.2 If the response to 3.1 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 data 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. Yes [] No[X]
 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?
 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]			

- 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: Yes [] No[X]
 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
 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:

GENERAL INTERROGATORIES (Continued)

	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?
 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 [X]
 Yes [] No [] N/A [X]

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2
 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

\$ 0
 \$ 0
 \$ 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?
 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes [X] No []

1 Name of Custodian(s)	2 Custodian Address
CARDINAL BANK	8270 GREENSBORO DR. STE 500, MCLEAN, VA 22102
URBAN TRUST BANK	1350 I ST NW, WASHINGTON, DC 20005
PREMIER BANK	1501 K ST, N.W., WASHINGTON, DC 20005

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

Yes [] No [X]

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?
 18.2 If no, list exceptions:

Yes [X] No []

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	95.255%
1.2 A&H cost containment percent	2.204%
1.3 A&H expense percent excluding cost containment expenses	14.733%
2.1 Do you act as a custodian for health savings accounts?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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 <input type="checkbox"/> No <input checked="" type="checkbox"/>
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 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

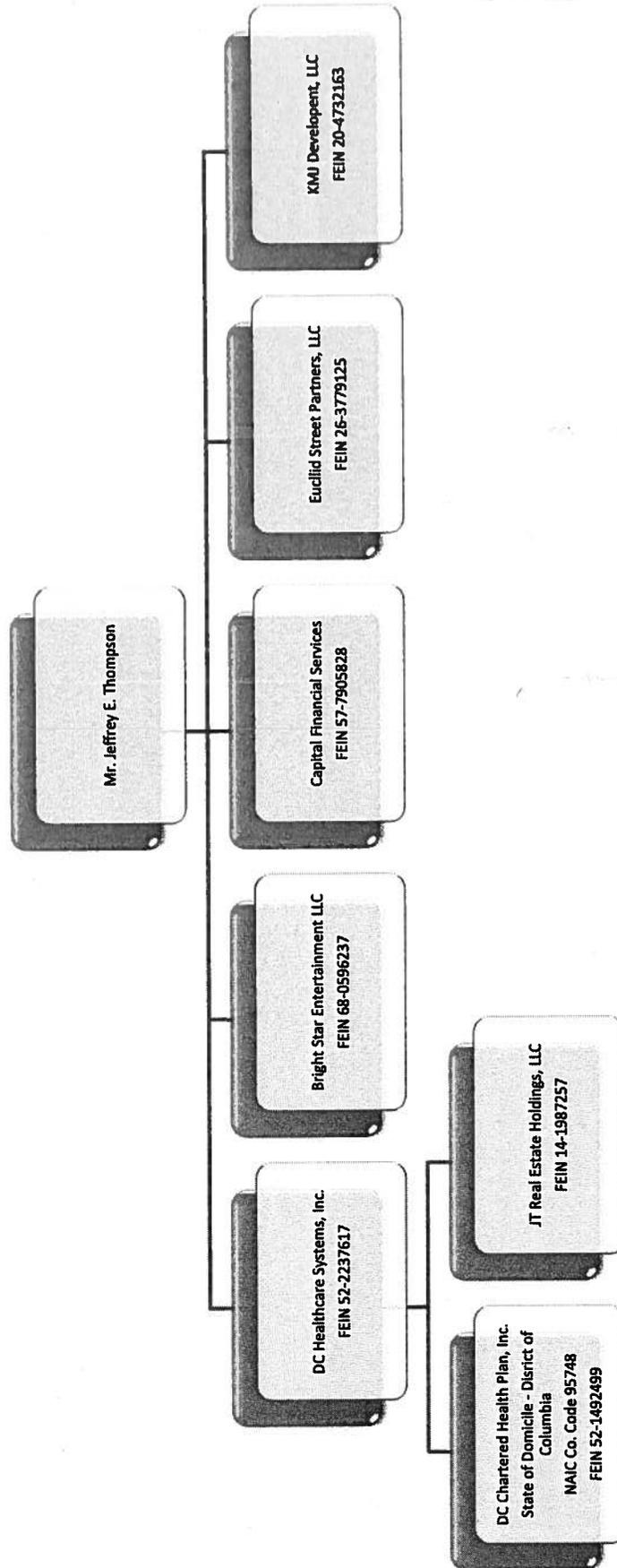
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**Current Year to Date - Allocated by States and Territories**

	1	Direct Business Only							9
		2	3	4	5	6	7	8	
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	4,698,790		113,171,146				117,869,936	
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)	X X X								
59. Subtotal	X X X	4,698,790		113,171,146				117,869,936	
60. Reporting entity contributions for Employee Benefit Plans	X X X								
61. Total (Direct Business)	(a) 1	4,698,790		113,171,146				117,869,936	
DETAILS OF WRITE-INS									
5801.	X X X								
5802.	X X X								
5803.	X X X								
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relation- ship to Report- ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	
0		0					JEFFREY EARL THOMPSON	DC	UIP	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	
0		95748	52-1492489				THOMPSON DC CHARTERED HEALTH PLAN INC	DC		DC HEALTHCARE SYSTEMS	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	14-1887257				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	DC	NIA	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	68-0586237				BAZILIO & ASSOCIATES, PC Bright Star Entertainment, LLC	DC	NIA	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	57-7805828				Capital Financial Services	DC	NIA	JEFFREY EARL THOMPSON	Ownership	100.0	JEFFREY EARL THOMPSON	
0		0	26-3779125				EUCLOUD 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	Footnote	Explanation
0000001		

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



95746201336500003

2013

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	2	3	4
	Uncovered	Total	Total	Total
2904. Goodwill Impairment		5,000,000		
2905. Other miscellaneous income		62,612	2,681	
2906. Claims Adjudication Services		(132,836)		
2907. Write-off of Capital Lease Obligations		131,292		
2908. Write-off of Deferred Rent Liability		118,285		
2909. Write-off of Pledged Cardinal Bank Assets		(12,175,288)		
2997. Summary of remaining write-ins for Line 29 (Lines 2904 through 2906)		(6,995,935)	2,681	

STATEMENT AS OF September 30, 2013 OF THE DC CHARTERED HEALTH PLAN, INC.
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		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
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		
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE

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 paid		
9. Total foreign exchange change in book value/recorded investment		
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		201,882
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		(188,599)
7. Deduct amounts received on disposals		13,283
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		
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

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	13,479,363	15,025,957
2. Cost of bonds and stocks acquired	500,000	3,642,667
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration for bonds and stocks disposed of	13,979,363	5,189,260
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)	0	13,479,364
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	0	13,479,364

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	480,000		480,000		14,065,827	480,000	0	14,288,887
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	480,000		480,000		14,065,827	480,000	0	14,288,887
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	480,000		480,000		14,065,827	480,000	0	14,288,887
(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0								

SCHEDULE DA - PART 1
Short - Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value		Annual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999. Totals	NONE				

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	809,524	836,254
2. Cost of short-term investments acquired	1,183,784	2,573,579
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	1,993,317	2,600,309
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)	0	809,524
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	0	809,524

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	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	10,225,639	19,955,717
2.	Cost of cash equivalents acquired	1,617,063,090	4,998,854,426
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	1,611,483,355	5,008,584,505
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)	15,805,374	10,225,638
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	15,805,374	10,225,638

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

SCHEDULE D - PART 4
Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of
During the Current Quarter

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	For	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	MAC Designation or Market Indicator (A)
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
309929	Premier Bank		08/20/2013	Premier Bank	XXX	153,000	153,000	153,000	153,000						153,000				3,696	07/26/2016	IFE
309929	Premier Bank		08/20/2013	Premier Bank	XXX	317,000	317,000	317,000	317,000						317,000				7,789	07/26/2016	IFE
309929	Subsidiary - Industrial and Miscellaneous (Unaffiliated)				XXX	480,000	480,000	480,000	480,000						480,000				11,794	XXX	XXX
202897	Subsidiary - Bonds - Part I				XXX	480,000	480,000	480,000	480,000						480,000				11,794	XXX	XXX
202899	Subsidiary - Bonds				XXX	480,000	480,000	480,000	480,000						480,000				11,794	XXX	XXX
202899	Subsidiary - Preferred and Common Stocks				XXX	480,000	480,000	480,000	480,000						480,000				11,794	XXX	XXX
202899	Total - Bonds, Preferred and Common Stocks				XXX	480,000	480,000	480,000	480,000						480,000				11,794	XXX	XXX

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

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			9 *
					6	7	8	
					First Month	Second Month	Third Month	
open depositories								
CARDINAL BANK - GENERAL CHECKING	WASHINGTON DC				18,369,054	17,547,983	4,740,495	X X X
CARDINAL BANK - MEDCLMS	WASHINGTON DC				112,602	112,602	(1,801,816)	X X X
CARDINAL BANK - ALLIANCE CLAIMS	WASHINGTON DC				84,063	84,063	84,063	X X X
CARDINAL BANK - MH CLAIMS	WASHINGTON DC				65,064	65,064	65,064	X X X
CARDINAL BANK - FLEX BENEFITS	WASHINGTON DC				644	644	644	X X X
BANK OF AMERICA - PAYROLL	WASHINGTON DC				287,069	282,869	286,369	X X X
CARDINAL BANK - TRANSPORTATION	WASHINGTON DC				3,010	3,010	3,010	X X X
URBAN TRUST BANK	LAKE MARY FL	09/10/2013	94		18,922	18,922		X X X
CARDINAL BANK - ESCROW	WASHINGTON DC		71		151,395	151,422		X X X
0199998 Deposits in0 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	164		19,091,822	18,266,578	3,377,828	X X X
0299998 Deposits in0 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	164		19,091,822	18,266,578	3,377,828	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	164		19,091,822	18,266,578	3,377,828	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
6399999 Subtotals - Bonds							
Sweep Accounts							
CASH-CARDINAL BANK MEDICAID REPO		09/30/2013	0.002	10/31/2013	15,805,374		12,358
8499999 Sweep Accounts					15,805,374		12,358
8599999 Other Cash Equivalents							
8699999 Total - Cash Equivalents					15,805,374		12,358

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Servicing of Financial Assets; Q10, Note 17

Short-Term Investments; Q2; Q6; Q11.1; QSI03

Stockholder Dividends; Q5; Q6

Subsequent Events; Q10, Note 22

Surplus; Q3; Q5; Q6

Surplus Notes; Q3; Q5; Q6

Swaps; QE07; QSI04

Synthetic Assets; QSI04; QSI05

Third Party Administrator; Q10, Note 19

Treasury Stock; Q3; Q5

Uninsured Accident and Health; Q2; Q3; Q10, Note 18

Valuation Allowance; QSI01

Wash Sales; Q10, Note 17

Withholds; Q4; Q8

EXHIBIT 2

SIXTH SUBMISSION FOR *IN-CAMERA* REVIEW

INVOICE #	PERIOD ENDING	NAME	FEEES	EXPENSES	TOTAL
<i>Through October 31, 2013</i>					
11899	10/31/2013	Daniel L. Watkins	\$ 40,550.00	\$ 5,067.12	\$ 45,617.12
38001170	10/31/2013	Faegre Baker Daniels	\$ 55,926.50	\$ 430.31	\$ 56,356.81
38001171	10/31/2013	Faegre Baker Daniels	\$ 32,409.50	\$ 6,302.88	\$ 38,712.38
398789	5/31/2013	Navigant	\$ 1,600.00	\$ 13,177.00	\$ 14,777.00
399857	6/30/2013	Navigant	\$ 1,200.00	\$ 13,177.35	\$ 14,377.35
401964	7/31/2013	Navigant	\$ 2,020.00	\$ 13,177.70	\$ 15,197.70
404705	8/31/2013	Navigant	\$ 300.00	\$ 13,177.70	\$ 13,477.70
408799	9/30/2013	Navigant	\$ 2,280.00	\$ 14,889.10	\$ 17,169.10
41153	10/31/2013	Navigant	\$ 1,030.00	\$ 13,282.60	\$ 14,312.60
1533727	10/31/2013	Troutman Sanders	\$ 7,328.50	\$ 856.52	\$ 8,185.02

\$ 238,182.78

EXHIBIT 3

SEVENTH SUBMISSION FOR *IN-CAMERA* REVIEW

INVOICE #	PERIOD ENDING	NAME	FEES	EXPENSES	TOTAL
<i>Through November 30, 2013</i>					
11902	11/30/2013	Daniel L. Watkins	\$ 26,537.50	\$ 1,701.95	\$ 28,239.45
38001222	11/30/2013	Faegre Baker Daniels	\$ 27,830.00	\$ 369.83	\$ 28,199.83
38001223	11/30/2013	Faegre Baker Daniels	\$ 36,720.50	\$ 6,593.27	\$ 43,313.77
825528	10/31/2013	Epstein Becker Green	\$ 90.00		\$ 90.00
813752	4/30/2013	Epstein Becker Green	\$ 8,700.50	\$ 14.40	\$ 8,714.90
813753	4/30/2013	Epstein Becker Green	\$ 607.50	\$ 0.90	\$ 608.40
2486436	11/30/2013	Reed Smith	\$ 340.00		\$ 340.00
2486435	11/30/2013	Reed Smith	\$ 2,247.50	\$ 6.45	\$ 2,253.95
13718	10/31/2013	Scribner Hall	\$ 12,500.00		\$ 12,500.00
13766	11/30/2013	Scribner Hall	\$ 8,906.25		\$ 8,906.25
31-36	11/30/2013	Francis Smith, Esquire PLLC	\$ 3,842.50		\$ 3,842.50
1543217	11/30/2013	Troutman Sanders LLP	\$ 3,945.00	\$ 794.76	\$ 4,739.76
					\$ 141,748.81

EXHIBIT 4

EIGHTH SUBMISSION FOR *IN-CAMERA* REVIEW

INVOICE #	PERIOD ENDING	NAME	FEEES	EXPENSES	TOTAL
<i>Through December 31, 2013</i>					
11911	12/31/2013	Daniel L. Watkins	\$ 16,000.00	\$ 50.01	\$ 16,050.01
2772	12/31/2013	Colbent	\$ 4,790.38		\$ 4,790.38
38001301	12/31/2013	Faegre Baker Daniels	\$ 31,376.50	\$ 347.52	\$ 31,724.02
38001300	12/31/2013	Faegre Baker Daniels	\$ 1,422.50		\$ 1,422.50
235	12/31/2013	Martin Gltner	\$ 17,362.50		\$ 17,362.50
13852	12/31/2013	Scribner Hall	\$ 9,687.50		\$ 9,687.50
37-41	12/31/2013	Francis Smith, Esquire PLLC	\$ 4,337.50		\$ 4,337.50
1548427	12/31/2013	Troutman Sanders LLP	\$ 1,611.50	\$ 168.86	\$ 1,780.36
					\$ 87,154.77
8008	9/13/2013	DH Lloyd & Associates	\$ 184,859.70		\$ 184,859.70