



QUARTERLY STATEMENT

AS OF MARCH 31, 2014
OF THE CONDITION AND AFFAIRS OF THE

Upper Peninsula Health Plan, LLC

NAIC Group Code 00000 (Current Period) , 00000 (Prior Period) NAIC Company Code 52615 Employer's ID Number 46-0927995

Organized under the Laws of Michigan , State of Domicile or Port of Entry Michigan

Country of Domicile United States

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

Incorporated/Organized 10/14/1997 Commenced Business 08/01/1998

Statutory Home Office 228 W. Washington St. , Marquette, MI, US 49855
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 228 W. Washington St. Marquette, MI, US 49855 906-225-7500
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 228 W. Washington St. Marquette, MI, US 49855
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 228 W. Washington St. Marquette, MI, US 49855 906-225-7500
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address N/A

Statutory Statement Contact Regina Bergh 906-225-7500
(Name) (Area Code) (Telephone Number) (Extension)

rmbergh@uphp.com 906-225-8687
(E-Mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Dennis Smith</u>	<u>President</u>	<u>Regina Bergh</u>	<u>Treasurer</u>
<u>James Bogan</u>	<u>Chairman</u>		

OTHER OFFICERS

DIRECTORS OR TRUSTEES

<u>Michelle Tavernier</u>	<u>David Jahn</u>	<u>John Schon</u>	<u>Jeffrey Seraphine</u>
<u>James Bogan</u>	<u>Kevin Calhoun</u>	<u>Robert Vairo</u>	<u>Scott Pillion</u>
<u>Fred Jump #</u>			

State of Michigan

ss

County of Marquette

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

Dennis Smith
President

Regina Bergh
Treasurer

James Bogan
Chairman

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 _____

Subscribed and sworn to before me this
7th day of May, 2014

Tanya M. Jennings, HR Manager
October 11, 2019

STATEMENT AS OF MARCH 31, 2014 OF THE Upper Peninsula Health Plan, LLC

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	7,626,261		7,626,261	7,460,470
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$11,639,551), cash equivalents (\$0) and short-term investments (\$13,374,348)	25,013,899		25,013,899	23,665,890
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	32,640,160	0	32,640,160	31,126,360
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	88,500		88,500	57,311
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	129,000
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	197,891	187,996	9,895	7,342
21. Furniture and equipment, including health care delivery assets (\$)	358,486	358,486	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$682,276) and other amounts receivable	682,276		682,276	554,027
25. Aggregate write-ins for other-than-invested assets	214,845	214,845	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	34,182,158	761,327	33,420,831	31,874,040
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	34,182,158	761,327	33,420,831	31,874,040
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaids	214,845	214,845	0	0
2502.			0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	214,845	214,845	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	12,057,336		12,057,336	11,805,586
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	150,000		150,000	150,000
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act	259,000		259,000	259,000
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	1,862
9. General expenses due or accrued	704,534		704,534	413,671
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	13,170,870	0	13,170,870	12,630,119
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	3,582,870	3,592,171
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX		0
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	16,667,091	15,651,750
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	20,249,961	19,243,921
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	33,420,831	31,874,040
DETAILS OF WRITE-INS				
2301.			0	0
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	95,559	91,488	368,060
2. Net premium income (including \$ non-health premium income).....	XXX	27,283,282	25,946,495	107,146,900
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	147	0	2,700
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	27,283,429	25,946,495	107,149,600
Hospital and Medical:				
9. Hospital/medical benefits		17,531,179	17,285,093	73,580,435
10. Other professional services		1,058,505	1,306,054	5,062,405
11. Outside referrals			0	0
12. Emergency room and out-of-area		729,387	766,967	3,153,441
13. Prescription drugs		4,912,096	4,384,354	16,503,213
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15)	0	24,231,167	23,742,468	98,299,494
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	24,231,167	23,742,468	98,299,494
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ cost containment expenses.....		234,019	233,021	897,330
21. General administrative expenses.....		1,776,333	1,622,766	7,323,078
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	26,241,519	25,598,255	106,519,902
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	1,041,910	348,240	629,698
25. Net investment income earned		23,817	15,678	72,946
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	23,817	15,678	72,946
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	1,065,727	363,918	702,644
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	1,065,727	363,918	702,644
DETAILS OF WRITE-INS				
0601. Miscellaneous Revenue.....	XXX	147	0	2,700
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	147	0	2,700
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.			0	0
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.			0	0
2902.			0	0
2903.			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	19,243,920	18,684,441	18,684,441
34. Net income or (loss) from Line 32	1,065,727	363,918	702,644
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax		0	0
39. Change in nonadmitted assets	(19,686)	(35,671)	(143,165)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	(40,000)	0	0
48. Net change in capital and surplus (Lines 34 to 47)	1,006,041	328,247	559,479
49. Capital and surplus end of reporting period (Line 33 plus 48)	20,249,961	19,012,688	19,243,920
DETAILS OF WRITE-INS			
4701. Audit Entry.....	(40,000)	0	0
4702.		0	0
4703.		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	(40,000)	0	0

STATEMENT AS OF MARCH 31, 2014 OF THE Upper Peninsula Health Plan, LLC

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.....	27,281,420	25,946,495	107,407,762
2. Net investment income	59,205	49,153	297,973
3. Miscellaneous income	147	0	2,700
4. Total (Lines 1 to 3)	27,340,772	25,995,648	107,708,435
5. Benefit and loss related payments	24,107,667	21,527,980	96,981,030
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	1,590,489	1,659,554	8,704,689
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	25,698,156	23,187,534	105,685,719
11. Net cash from operations (Line 4 minus Line 10)	1,642,616	2,808,114	2,022,716
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	250,000	0	1,550,000
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	250,000	0	1,550,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds	482,368	0	2,094,365
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	482,368	0	2,094,365
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(232,368)	0	(544,365)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	(62,238)	(35,360)	(140,766)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(62,238)	(35,360)	(140,766)
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)	1,348,010	2,772,754	1,337,585
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	23,665,890	22,328,305	22,328,305
19.2 End of period (Line 18 plus Line 19.1)	25,013,900	25,101,059	23,665,890

STATEMENT AS OF MARCH 31, 2014 OF THE Upper Peninsula Health Plan, LLC

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	31,097	1,351	.0	.0	.0	.0	.0	375	29,371	.0
2. First Quarter	32,264	1,199	.0	.0	.0	.0	.0	479	30,586	.0
3. Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	95,559	3,845						1,403	90,311	
Total Member Ambulatory Encounters for Period:										
7. Physician	40,942	881						1,417	38,644	
8. Non-Physician	21,781	341						1,024	20,416	
9. Total	62,723	1,222	0	0	0	0	0	2,441	59,060	0
10. Hospital Patient Days Incurred	1,674	9						69	1,596	
11. Number of Inpatient Admissions	541	2						20	519	
12. Health Premiums Written (a).....	27,362,429	478,572						1,611,090	25,272,767	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	27,362,429	478,572						1,611,090	25,272,767	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	23,979,416	306,437						1,536,092	22,136,887	
18. Amount Incurred for Provision of Health Care Services	24,231,168	355,524						1,544,234	22,331,410	

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

STATEMENT AS OF MARCH 31, 2014 OF THE Upper Peninsula Health Plan, LLC

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
Claims unpaid (Reported)						
Aspirus Grand View Hospital.....	55,276					55,276
Aspirus Keweenaw Hospital.....	44,511					44,511
Baraga County Memorial Hospital.....	15,317	3,389				18,706
Bell Memorial Hospital.....	65,092	65				65,157
Bronson Methodist Hospital.....	13,150					13,150
Childrens Hospital of Michigan.....	64,438					64,438
Childrens Hospital of Wisconsin.....		139,905				139,905
Covenant Medical Center, Inc.....	10,550					10,550
Detroit Receiving Hospital.....	13,250					13,250
Dickinson County Healthcare System.....	98,415					98,415
Harper Hutzel.....		91,963				91,963
Harper University Hospital.....	50,968					50,968
Helen Newberry Joy Hospital.....	16,129					16,129
Henry Ford Hospital.....	55,982					55,982
Hurley Medical Center.....	22,600		52,154			74,754
Mackinac Straits Hospital.....	6,950					6,950
Marquette General Hospital.....	445,335	58,949				504,284
McLaren - Northern Michigan.....	20,820					20,820
Northstar Health System.....	26,930					26,930
Northern Michigan Hospital.....	9,819	2,808				12,627
Oakland University.....			61,150			61,150
Oakwood Hospital and Medical Center.....	15,150					15,150
Portage Health Hospital.....	69,948	4,576				74,524
Regents of the U of M.....		220,364				220,364
Schoolcraft Memorial Hospital.....	16,197					16,197
Sinai-Grace Hospital.....	14,700					14,700
Sparrow Hospital & Health System.....	16,300					16,300
Spectrum Health.....	45,450					45,450
St. Francis Hospital.....	93,618					93,618
St. John Hospital and Medical Center.....	18,200					18,200
University of Michigan.....	157,031		219,725			376,756
Michigan State University.....			222,571			222,571
War Memorial Hospital.....	99,710	2,960				102,670
Western Michigan University.....			8,656			8,656
Wayne State University.....			313,239			313,239
Catalyst Health Solutions.....	418,816					418,816
.....						0
0199999 Individually listed claims unpaid.....	2,000,652	524,979	877,495	0	0	3,403,126
0299999 Aggregate accounts not individually listed-uncovered.....						0
0399999 Aggregate accounts not individually listed-covered.....						0
0499999 Subtotals.....	2,000,652	524,979	877,495	0	0	3,403,126
0599999 Unreported claims and other claim reserves.....	XXX	XXX	XXX	XXX	XXX	8,654,210
0699999 Total amounts withheld.....	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid.....	XXX	XXX	XXX	XXX	XXX	12,057,336
0899999 Accrued medical incentive pool and bonus amounts.....	XXX	XXX	XXX	XXX	XXX	

STATEMENT AS OF MARCH 31, 2014 OF THE Upper Peninsula Health Plan, LLC

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	122,461	183,976	7,026	95,133	129,487	96,855
2. Medicare Supplement .....					.0	.0
3. Dental only .....					.0	.0
4. Vision only .....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare	557,080	979,012	168,784	965,539	725,864	774,000
7. Title XIX - Medicaid	8,130,690	14,688,473	1,472,990	9,347,864	9,603,680	10,934,731
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	8,810,231	15,851,461	1,648,800	10,408,536	10,459,031	11,805,586
10. Health care receivables (a)		682,276			.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....					.0	.0
13. Totals (Lines 9-10+11+12)	8,810,231	15,169,185	1,648,800	10,408,536	10,459,031	11,805,586

6

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A) Accounting Practices

The 2014 Quarterly Statement as of March 31, 2014 has been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual, and the preparation of the financial statements are in conformity with the Annual Statement Instructions.

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

No Change.

C) Accounting Policy

No Change.

Note 2 - Accounting Changes and Corrections of Errors

Beginning January 1, 2012, certain third party administrators, carriers and self-insured entities are required to pay an assessment of 1% on certain paid health care claims. Health Insurance Claims Assessment (HICA) tax expense through March 31, 2014 is \$167,359. In addition, the State of Michigan implemented a hospital supplemental payments protocol that assesses the hospitals operating revenue, uses those funds to generate matching dollars from CMS to increase funding for the state Medicaid program. These funds are paid directly to the hospitals for Graduate Medical Education (GME) or Hospital Rate Adjustments (HRA) and are reported as hospital payments. These supplemental payments included in the Quarterly filing totaled \$5,603,039.

Note 3 - Business Combinations and Goodwill

NONE

Note 4 - Discontinued Operations

NONE

Note 5 - Investments

No change.

Note 6 - Joint Ventures, Partnerships, and Limited Liability Companies

NONE

Note 7 - Investment Income

As of March 31, 2014 the Company had \$23,817 of admitted investment income received and accrued and included in the statement of revenue and expenses.

Note 8 - Derivative Instruments

NONE

Note 9 - Income Taxes

NONE

Note 10-Information Concerning Parent, Subsidiaries, and Affiliates

No change. Total amount due to/from affiliates was \$464,697 as of March 31, 2014.

Note 11-Debt

NONE

Note 12-Retirement Plans, Deferred Compensation, Postemployment Benefits & Compensated Absences, and other Postretirement Benefit Plans

NONE

Note 13-Capital, Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations

No Change.

Note 14-Contingencies

NONE

NOTES TO FINANCIAL STATEMENTS

Note 15-Leases

NONE

Note 16-Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

NONE

Note 17-Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities

NONE

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

NONE

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

NONE

Note 20 – Fair Value of Investments

	Fair Value Measurement Using			
	Level 1	Level 2	Level 3	Total
Assets at fair value:				
Short-term investments	\$13,374,348	\$0	\$0	\$13,374,348
Total assets at fair value	\$13,374,348	\$0	\$0	\$13,374,348

In general, the Level 1 fair values are established from quoted (unadjusted) market prices in active markets for identical assets and liabilities that the Company has the ability to access.

There are no assets or liabilities recorded at fair value on a non-recurring basis as of March 31, 2014

Note 21 – Other Items

No Change.

Note 22-Events Subsequent

No change.

Note 23-Reinsurance

NONE

Note 24-Retrospectively Rated Contracts & Contracts Subject to Redetermination

No Change.

Note 25-Change in Incurred Claims and Claim Adjustment Expense

NONE

Note 26-Intercompany Pooling Arrangements

NONE

Note 27-Structured Settlement

NONE

Note 28-Health Care Receivables

The Plan's health care receivables as of March 31, 2014 totaled \$682,276 of which \$408,900 is for maternity case rates for children born to mothers in the Plan.

NOTES TO FINANCIAL STATEMENTS

Note 29-Participating Policies

NONE

Note 30-Premium Deficiency Reserves

There was a \$200,000 Premium Deficiency Reserve recorded for the Medicare Advantage - SNP Plan.

Note 31-Anticipated Salvage and Subrogation

The Company signed a contract with the First Recovery Group of Southfield, Michigan in September 2001. This contract enables The First Recovery Group to investigate, identify, and collect subrogation recoveries on behalf of the Upper Peninsula Health Plan, LLC. As of March 31, 2014, First Recovery Group has recovered \$4,627 for the Company.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [] No [X]
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
On 12/1/13, Portage Health transferred their 10.05% of the company's common stock to Portage JV, LLC. On 12/1/13, Bell Memorial Hospital transferred their 5.14% of the company's common stock to Acquisition Bell Hospital, LLC. See Organization Chart for more information.....
- 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] NA []
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.12/31/2011
- 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.12/31/2011
- 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).03/29/2013
- 6.4 By what department or departments?
Michigan Department of Insurance and Financial Services.....
- 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 [] NA []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []
- 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

GENERAL INTERROGATORIES

- 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 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

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

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

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No

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

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 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
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

- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No

If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 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 \$

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 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
Wells Fargo Institutional Trust Services.....	101 W. Washington St. Marquette, MI 49855.....

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes No

18.2 If no, list exceptions:
.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent..... 88.8 %
 - 1.2 A&H cost containment percent 0.0 %
 - 1.3 A&H expense percent excluding cost containment expenses..... 7.3 %
- 2.1 Do you act as a custodian for health savings accounts?..... Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date..... \$
- 2.3 Do you act as an administrator for health savings accounts?..... Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date..... \$

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

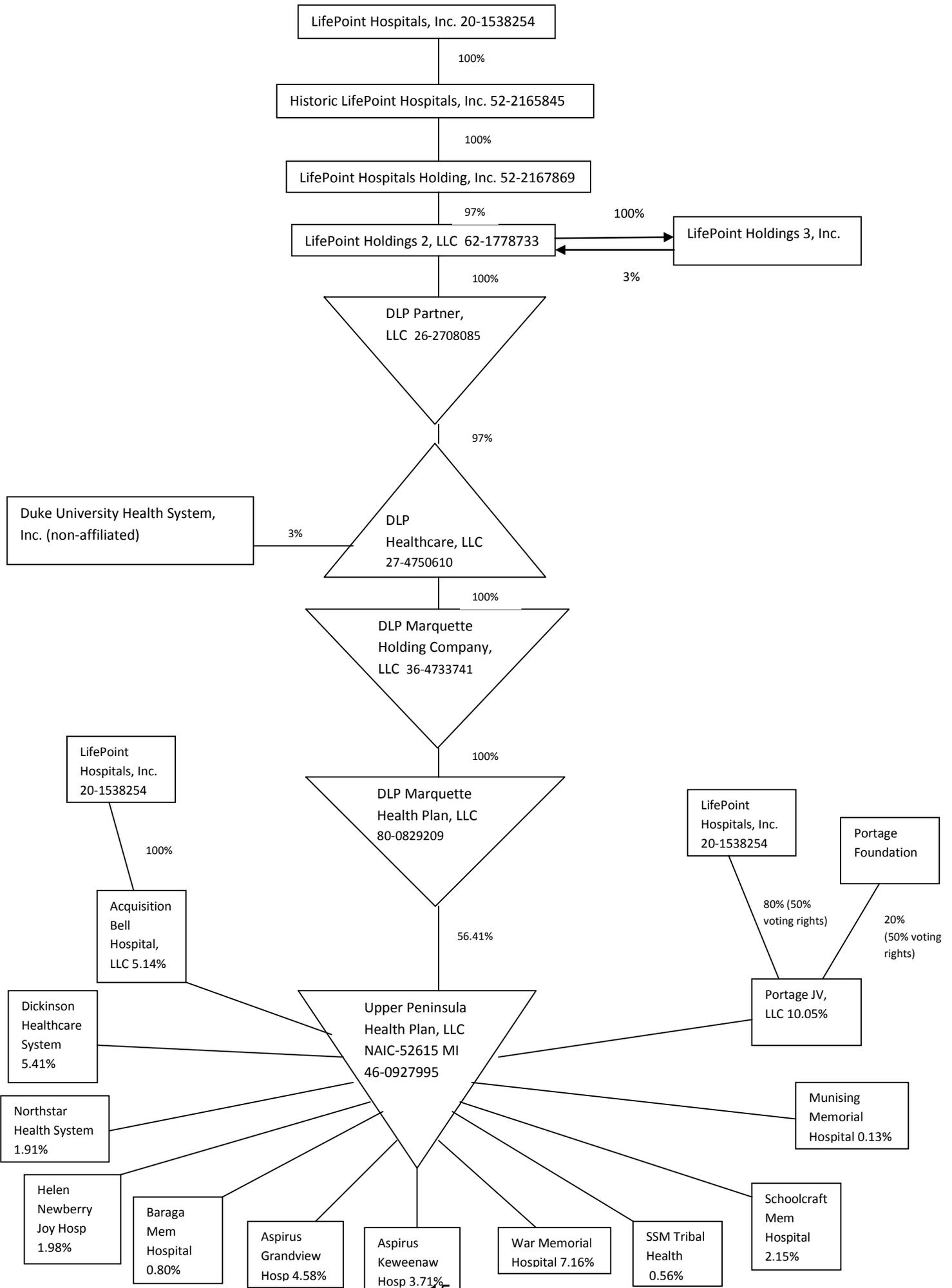
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. Dist. Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	N							0	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	L	478,572	1,611,090	25,272,767				27,362,429	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	N							0	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	N							0	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CAN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		478,572	1,611,090	25,272,767	0	0	0	27,362,429	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 1		478,572	1,611,090	25,272,767	0	0	0	27,362,429	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX		0	0	0	0	0	0	0	0

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

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



STATEMENT AS OF MARCH 31, 2014 OF THE Upper Peninsula Health Plan, LLC

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 Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting 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)	*
00000	Upper Peninsula Health Plan, LLC	00000	20-1538254				LifePoint Hospitals, Inc.	USA	UIP			0.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	00000	52-2165845				Historic LifePoint Hospitals, Inc.	USA	UIP	LifePoint Hospitals, Inc.	Ownership	100.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	00000	52-2167869				LifePoint Hospitals Holdings, Inc.	USA	UIP	Historic LifePoint Hospitals, Inc.	Ownership	100.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	00000	62-1778733				LifePoint Holdings 2, LLC	USA	UIP	LifePoint Hospitals Holdings, Inc.	Ownership	97.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	00000	62-1778733				LifePoint Holdings 2, LLC	USA	UIP	LifePoint Holdings 3, LLC	Ownership	3.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	00000	26-2708085				DLP Partner, LLC	USA	UIP	LifePoint Holdings 2, LLC	Ownership	100.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	00000	27-4750610				DLP Healthcare, LLC	USA	UIP	DLP Partner LLC	Ownership	97.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	00000	27-4750610				DLP Healthcare, LLC	USA	UIP	Duke University Health System, Inc.	Ownership	3.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	00000	36-4733741				DLP Marquette Holding Company, LLC	USA	UIP	DLP Healthcare, LLC	Ownership	100.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	00000	80-0829209				DLP Marquette Health Plan, LLC	USA	UDP	DLP Marquette Holding Company, LLC	Ownership	100.0	LifePoint Hospitals, Inc.	1
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		Baraga Memorial Hospital	Ownership	0.8	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		Acquisition Bell Hospital, LLC	Ownership	5.1	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		Dickinson Healthcare System	Ownership	5.4	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		Aspirus Grand View Hospital	Ownership	4.6	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		Northstar Health System	Ownership	1.9	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		Aspirus Keweenaw Hospital	Ownership	3.7	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		Helen Newberry Joy Hospital	Ownership	2.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		DLP Marquette Health Plan, LLC	Ownership	56.4	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		Munising Memorial Hospital	Ownership	0.1	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		Portage JV, LLC	Ownership	10.0	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		Schoolcraft Memorial Hospital	Ownership	2.2	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		SSM Tribal Health	Ownership	0.6	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA		War Memorial Hospital	Ownership	7.1	LifePoint Hospitals, Inc.	0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	USA	OTH	Upper Peninsula Managed Care, LLC	Management	0.0	LifePoint Hospitals, Inc.	0
												0.0		0

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

Asterisk	Explanation
0000010 0000024	DLP Marquette Holding Company, LLC is also the sole member of DLP Marquette General Hospital, LLC..... Upper Peninsula Managed Care, LLC has a contractual relationship only with the insurer.....

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.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

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

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	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other-than-temporary impairment recognized	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

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	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other-than-temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7+8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

NONE

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	7,460,470	7,133,345
2. Cost of bonds and stocks acquired	482,368	2,094,365
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration for bonds and stocks disposed of	250,000	1,550,000
7. Deduct amortization of premium	66,577	217,240
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other-than-temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	7,626,261	7,460,470
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	7,626,261	7,460,470

STATEMENT AS OF MARCH 31, 2014 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	21,013,607	1,738,261	1,751,259		21,000,609	0	0	21,013,607
2. NAIC 2 (a).....	0				0	0	0	0
3. NAIC 3 (a).....	0				0	0	0	0
4. NAIC 4 (a).....	0				0	0	0	0
5. NAIC 5 (a).....	0				0	0	0	0
6. NAIC 6 (a).....	0				0	0	0	0
7. Total Bonds	21,013,607	1,738,261	1,751,259	0	21,000,609	0	0	21,013,607
PREFERRED STOCK								
8. NAIC 1.....	0				0	0	0	0
9. NAIC 2.....	0				0	0	0	0
10. NAIC 3.....	0				0	0	0	0
11. NAIC 4.....	0				0	0	0	0
12. NAIC 5.....	0				0	0	0	0
13. NAIC 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	21,013,607	1,738,261	1,751,259	0	21,000,609	0	0	21,013,607

(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 \$; NAIC 2 \$;
NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	13,374,348	XXX	13,374,348	42,781	23,817

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.....	13,553,137	13,818,344
2. Cost of short-term investments acquired	806,551	279,158
3. Accrual of discount .....		.0
4. Unrealized valuation increase (decrease).....		.0
5. Total gain (loss) on disposals .....		.0
6. Deduct consideration received on disposals	985,340	544,365
7. Deduct amortization of premium.....		.0
8. Total foreign exchange change in book/adjusted carrying value.....		.0
9. Deduct current year's other-than-temporary impairment recognized.....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	13,374,348	13,553,137
11. Deduct total nonadmitted amounts.....		.0
12. Statement value at end of current period (Line 10 minus Line 11)	13,374,348	13,553,137

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

Schedule E - Verification

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF MARCH 31, 2014 OF THE Upper Peninsula Health Plan, LLC

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
92857W-AG-5	VODAFONE GROUP		03/26/2014	WELLS FARGO		250,000	250,000	282,713	269,147	0	(19,147)	0	(19,147)	0	250,000	0	0	0	6,250	09/15/2015	1Z
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						250,000	250,000	282,713	269,147	0	(19,147)	0	(19,147)	0	250,000	0	0	0	6,250	XXX	XXX
8399997 - Subtotals - Bonds - Part 4						250,000	250,000	282,713	269,147	0	(19,147)	0	(19,147)	0	250,000	0	0	0	6,250	XXX	XXX
8399999 - Subtotals - Bonds						250,000	250,000	282,713	269,147	0	(19,147)	0	(19,147)	0	250,000	0	0	0	6,250	XXX	XXX
9999999 Totals						250,000	XXX	282,713	269,147	0	(19,147)	0	(19,147)	0	250,000	0	0	0	6,250	XXX	XXX

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

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Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total Cash Equivalents					0	0	0