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QUARTERLY STATEMENT

AS OF MARCH 31, 2017

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 [X]

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

Statutory Home Office 853 W. Washington St. (Street and Number), Marquette, MI, US 49855 (City or Town, State, Country and Zip Code)

Main Administrative Office 853 W. Washington St. (Street and Number) Marquette, MI, US 49855 (City or Town, State, Country and Zip Code) 906-225-7500 (Area Code) (Telephone Number)

Mail Address 853 W. Washington St. (Street and Number or P.O. Box), Marquette, MI, US 49855 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 853 W. Washington St. (Street and Number) Marquette, MI, US 49855 (City or Town, State, Country and Zip Code) 906-225-7500 (Area Code) (Telephone Number)

Internet Web Site Address N/A

Statutory Statement Contact Leslie Ellen Luke (Name) 906-225-7500 (Area Code) (Telephone Number) (Extension)

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

OFFICERS

Name	Title	Name	Title
Dennis Harold Smith	President	Leslie Ellen Luke #	Treasurer
Stephen Robert Embree	Director		

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Michelle Marie Tavernier	David Barry Jahn	John Joseph Schon	Donald Michael Pawelski #
James Steven Bogan	Charles Edward Nelson	Robert Vincent Vairo	Scott Frederick Pillion
Stephen Robert Embree			

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 Harold Smith	Leslie Ellen Luke	Stephen Robert Embree
President	Treasurer	Director

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 27th day of April, 2017

Tanya M. Jennings, Director of Human Resources
October 11, 2019

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	14,061,359		14,061,359	13,073,052
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)	12,292,009		12,292,009	12,392,213
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 ($ 43,131,244), cash equivalents ($ 0) and short-term investments ($ 5,438,019)	48,569,262		48,569,262	45,536,738
6. Contract loans (including $ ..... premium notes)			0	0
7. Derivatives	0		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)	74,922,630	0	74,922,630	71,002,003
13. Title plants less $ ..... charged off (for Title insurers only)			0	0
14. Investment income due and accrued	63,065		63,065	113,735
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	11,149,309		11,149,309	9,858,334
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 ($ 607,000) and contracts subject to redetermination ($ .....)	607,000		607,000	607,000
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	651,000		651,000	651,000
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	439,553	60,218	379,335	410,712
21. Furniture and equipment, including health care delivery assets ($ .....)	751,254	751,254	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	0
24. Health care ($ 858,068) and other amounts receivable	858,068		858,068	0
25. Aggregate write-ins for other-than-invested assets	1,038,172	1,038,172	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	90,480,051	1,849,644	88,630,407	82,642,784
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	90,480,051	1,849,644	88,630,407	82,642,784
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	974,490	974,490	0	0
2502. Vehicles	63,682	63,682	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)	1,038,172	1,038,172	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ ..... reinsurance ceded)	32,992,889		32,992,889	34,721,252
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	256,000		256,000	228,000
4. Aggregate health policy reserves including the liability of $ ..... for medical loss ratio rebate per the Public Health Service Act			0	0
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	6,990,457		6,990,457	19,206
9. General expenses due or accrued	2,125,799		2,125,799	2,298,329
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	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	691,000		691,000	691,000
23. Aggregate write-ins for other liabilities (including $ ..... current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	43,056,145	0	43,056,145	37,957,787
25. Aggregate write-ins for special surplus funds	XXX	XXX	967,432	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	3,582,870	3,582,870
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	41,023,960	41,102,127
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	45,574,262	44,684,997
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	88,630,407	82,642,784
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. ACA Tax	XXX	XXX	967,432	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	967,432	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	145,993	140,322	566,438
2. Net premium income (including $ non-health premium income)	XXX	70,629,645	68,387,418	283,599,869
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	24,950	92,115	158,400
7. Aggregate write-ins for other non-health revenues	XXX	(577)	0	(155,667)
8. Total revenues (Lines 2 to 7)	XXX	70,654,018	68,479,533	283,602,602
Hospital and Medical:				
9. Hospital/medical benefits		49,707,601	45,959,191	186,446,295
10. Other professional services		4,931,268	4,536,224	19,127,360
11. Outside referrals			0	0
12. Emergency room and out-of-area		2,115,226	1,923,648	8,023,310
13. Prescription drugs		8,936,437	9,314,199	32,137,838
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	65,690,532	61,733,262	245,734,803
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	65,690,532	61,733,262	245,734,803
19. Non-health claims (net)			0	0
20. Claims adjustment expenses, including $ 128,416 cost containment expenses		396,346	336,112	1,576,489
21. General administrative expenses		3,733,696	6,850,781	27,829,621
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	69,820,574	68,920,155	275,140,913
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	833,444	(440,622)	8,461,689
25. Net investment income earned		73,262	58,651	416,236
26. Net realized capital gains (losses) less capital gains tax of $			2,623	(1,128)
27. Net investment gains (losses) (Lines 25 plus 26)	0	73,262	61,274	415,108
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	906,706	(379,348)	8,876,797
31. Federal and foreign income taxes incurred	XXX		0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	906,706	(379,348)	8,876,797
DETAILS OF WRITE-INS				
0601. Miscellaneous Revenues	XXX	24,950	92,115	158,400
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	24,950	92,115	158,400
0701. Gain/Loss on asset disposal	XXX	(577)	0	(155,667)
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	(577)	0	(155,667)
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 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	44,684,997	36,261,749	36,261,749
34.	Net income or (loss) from Line 32	906,706	(379,348)	8,876,797
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	0
38.	Change in net deferred income tax		0	0
39.	Change in nonadmitted assets	(17,441)	196,861	(511,107)
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	(3,582,870)
	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	3,582,870
	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	0	57,558	57,558
48.	Net change in capital and surplus (Lines 34 to 47)	889,265	(124,929)	8,423,248
49.	Capital and surplus end of reporting period (Line 33 plus 48)	45,574,262	36,136,820	44,684,997
	DETAILS OF WRITE-INS			
4701.	Prior period adjustment for HICA tax payment		57,558	57,558
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)	0	57,558	57,558

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	76,309,921	68,780,208	273,136,688
2. Net investment income	135,625	16,572	483,732
3. Miscellaneous income	24,373	92,115	2,733
4. Total (Lines 1 to 3)	76,469,919	68,888,895	273,623,153
5. Benefit and loss related payments	67,418,895	63,403,004	245,906,609
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	4,274,577	7,320,031	29,359,905
8. Dividends paid to policyholders		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)	71,693,472	70,723,035	275,266,514
11. Net cash from operations (Line 4 minus Line 10)	4,776,447	(1,834,140)	(1,643,361)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	250,000	703,738	5,700,575
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	1
12.7 Miscellaneous proceeds	100,205	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	350,205	703,738	5,700,576
13. Cost of investments acquired (long-term only):			
13.1 Bonds	1,250,000	704,774	6,396,573
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	789,528	8,510,470
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)	1,250,000	1,494,302	14,907,043
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)	(899,795)	(790,564)	(9,206,467)
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
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(844,128)	256,228	(597,085)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(844,128)	256,228	(597,085)
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)	3,032,524	(2,368,476)	(11,446,913)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	45,536,738	56,983,651	56,983,651
19.2 End of period (Line 18 plus Line 19.1)	48,569,262	54,615,175	45,536,738

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	47,852	0	0	0	0	0	0	4,304	43,548	0
2. First Quarter	49,212	0	0	0	0	0	0	4,435	44,777	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	145,993							13,118	132,875	
Total Member Ambulatory Encounters for Period:										
7. Physician	42,822							9,020	33,802	
8. Non-Physician	30,724							10,454	20,270	
9. Total	73,546	0	0	0	0	0	0	19,474	54,072	0
10. Hospital Patient Days Incurred	3,042							1,040	2,002	
11. Number of Inpatient Admissions	837							253	584	
12. Health Premiums Written (a)	70,505,913							13,000,743	57,505,170	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	70,505,913							13,000,743	57,505,170	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	67,418,895							14,498,627	52,920,268	
18. Amount Incurred for Provision of Health Care Services	65,690,532							12,194,954	53,495,578	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 13,000,743

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)						
0199999 Individually listed claims unpaid	0	0	0	0	0	0
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	5,556,637	270,114	4,810	171	878	5,832,610
0499999 Subtotals	5,556,637	270,114	4,810	171	878	5,832,610
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	27,114,226
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	46,053
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	32,992,889
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 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	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
1. Comprehensive (hospital and medical)					0	0
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	4,254,697	10,243,930	79,843	4,364,208	4,334,540	5,505,000
7. Title XIX - Medicaid	17,357,112	36,421,224	1,348,201	27,200,638	18,705,313	29,216,253
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	21,611,809	46,665,154	1,428,044	31,564,846	23,039,853	34,721,253
10. Health care receivables (a)		858,068			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	21,611,809	45,807,086	1,428,044	31,564,846	23,039,853	34,721,253

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies and Going Concern

A) **Accounting Practices**

The accompanying statutory financial statements of Upper Peninsula Health Plan, LLC (the "Company") have been prepared in conformity with accounting practices prescribed or permitted by the Michigan Department of Insurance and Financial Services ("DIFS"). DIFS recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company, which include accounting practices and procedures adopted by the National Association of Insurance Commissioners' ("NAIC") Accounting Practices and Procedures Manual ("NAIC SAP").

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Michigan is shown below:

		SSAP#	F/S Page	F/S Line	2017	2016
NET INCOME						
(1)	Upper Peninsula Health Plan, LLC state basis (Page 4, Line 32, Columns 2 & 3)				$ 906,706	$ 8,876,797
(2)	State Prescribed Practices that increase/(decrease) NAIC SAP:	N/A				
(201)	e.g., Depreciation of fixed assets					
(299)	Total	N/A				
(3)	State Permitted Practices that increase/(decrease) NAIC SAP:	N/A				
(301)	e.g., Depreciation, home office property					
(399)	Total	N/A				
(4)	NAIC SAP (1-2-3 = 4)				$ 906,706	$ 8,876,797
SURPLUS						
(5)	Upper Peninsula Health Plan, LLC state Basis (Page 3, Line 33, Columns 3 & 4)				$ 45,574,262	$ 44,753,065
(6)	State Prescribed Practices that increase/(decrease) NAIC SAP:	N/A				
(601)	e.g., Goodwill, net; Fixed Assets, net					
(699)	Total	N/A				
(7)	State Permitted Practices that increase/(decrease) NAIC SAP:	N/A				
(701)	e.g., Home office property					
(799)	Total	N/A				
(8)	NAIC SAP (5-6-7 = 8)				$ 45,574,262	$ 44,753,065

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

The estimates used in the preparation of the financial statements conformed to the Quarterly Statement Instructions and Accounting Practices and Procedures manual.

C) **Accounting Policy**

Reinsurance premiums were netted against premium revenue and pharmaceutical rebates and psychotropic drug reimbursements were netted against pharmacy expenses.

In addition, the Company applies the following accounting policies:

(1) Short-term Investments – stated at fair value.

(2) Bonds – 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 – NONE

(10) Investment income in premium deficiency calculation – NONE

(11) Claims Unpaid – The claims unpaid liability for incurred but unpaid and unreported claims is accrued in the period during which the services are provided, and includes actuarial estimates of services performed that have not been reported to Upper Peninsula Health Plan by providers.

(12) Fixed Asset Capitalization – there was no change in the capitalization policy from prior periods.

(13) Pharmaceutical Rebate Receivables – NONE

D) Going Concern - NONE

Note 2 - Accounting Changes and Corrections of Errors

NOTES TO FINANCIAL STATEMENTS

No material change.

Note 3 - Business Combinations and Goodwill

No material change.

Note 4 - Discontinued Operations

No material change.

Note 5 - Investments

A. Mortgage Loans – NONE

B. Debt Restructuring – NONE

C. Reverse Mortgages – NONE

D. Loan-Backed Securities – NONE

E. Repurchase Agreements and/or Securities Lending Transactions – NONE

F. Real Estate – NONE

G. Low-Income Housing Tax Credits – NONE

H. Restricted Assets – No material change.

I. Working Capital Finance Investments – NONE

J. Offsetting and Netting of Assets and Liabilities – NONE

K. Structured Notes - NONE

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

No material change.

Note 7 – Investment Income

No material change.

Note 8 - Derivative Instruments

No material change

Note 9 - Income Taxes

No material change.

Note 10-Information Concerning Parent, Subsidiaries, and Affiliates

A. No material change

B. No material change

C. No material change

D. Affiliate Guarantees – NONE

E. No material change

F. No material change

G. No material change

H. No material change

I. No material change

J. No material change

K. No material change

L. No material change

NOTES TO FINANCIAL STATEMENTS

M. No material change

N. No material change

Note 11-Debt

A. NONE

B. FHLB (Federal Home Loan Bank) Agreements: Not Applicable

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

A.(4) Defined Benefit Plan Net Periodic Benefit Cost: Not Applicable

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

(1) No material change

(2) No material change

(3) No material change

(4) No material change

(5) No material change

(6) No material change

(7) No material change

(8) No material change

(9) No material change

(10) No material change

(11) No material change

(12) No material change

(13) No material change

Note 14-Contingencies

No material change.

Note 15-Leases

No material change.

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

No material change.

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

A. Transfers of Receivables Reported as Sales: NONE

B. Transfer and Servicing of Financial Assets: NONE

C. Wash Sales: NONE

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

No material change.

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

NOTES TO FINANCIAL STATEMENTS

No material change.

Note 20 – Fair Value Measurements

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.

A. Fair Value at Reporting Date

1. Fair Value Measurements at Reporting Date – None
2. Fair Value Measurements in Level 3 – None
3. The Company's policy for determining transfers between levels are recognized and determined at the end of the reporting period.
4. Securities valued at Level 3 – None
5. Derivative assets and liabilities - None

B. Fair value information disclosed 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
Bonds	$ 14,027,388	$ 14,061,358	$ 12,812,056	$ 1,249,302	$ -	$ -
Short Term Investments	$ 5,431,604	$ 5,438,018	$ 5,438,018			
Total	$ 19,458,992	$ 19,499,376	$ 18,250,074	$ 1,249,302	$ -	$ -

D. Not practicable to estimate fair value - None

Note 21 – Other Items

A. No material change

B. No material change

C. No material change

D. No material change

E. No material change

F. No material change

G. No material change

H. No material change.

Note 22-Events Subsequent

No material change.

Note 23-Reinsurance

No material change.

Note 24-Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. No material change

B. No material change

C. No material change

D. No material change

E. Risk Sharing Provisions of the Affordable Care Act: NONE

NOTES TO FINANCIAL STATEMENTS

Note 25-Change in Incurred Claims and Claim Adjustment Expense

Reserves as of December 31, 2016 were $34,721,252 for unpaid claims and $228,000 for unpaid claims adjustment expenses. As of March 31, 2017, $21,611,809 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Claims and claims adjustment expense reserves remaining for prior years are now $13,109,443. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

Note 26-Intercompany Pooling Arrangements

No material change.

Note 27-Structured Settlement

No material change.

Note 28-Health Care Receivables

At March 31, 2017 the identified pharmacy rebates recorded as healthcare receivables are $858,068.

A. Pharmaceutical Rebate Receivables					
Quarter	**Estimated Pharmacy Rebates as Reported on Financial Statements**	**Pharmacy Rebates as Billed or Otherwise Confirmed**	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
3/31/17	**858,068**	**0**	0	0	1,061,451
12/31/2016	**0**	**0**	0	0	1,380,457
9/30/2016	**0**	**0**	0	0	92,296
6/30/2016	**0**	**0**	0	0	453,538
3/31/2016	**0**	**0**	0	186,048	476,262
12/31/2015	**0**	**0**	0	80,808	76,046
9/30/2015	**0**	**0**	0	0	48,192
6/30/2015	**0**	**0**	0	52,837	99,473
3/31/2015	**0**	**0**	0	0	83,586
12/31/2014	**0**	**0**	0	39,388	0

B. Risk Sharing Receivables – No material change.

Note 29-Participating Policies

No material change.

Note 30-Premium Deficiency Reserves

No material change.

Note 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 [ ]

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

2.2 If yes, date of change:

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No [ ]

If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]

3.3 If the response to 3.2 is yes, provide a brief description of those changes.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [ ] No [X]

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [X] 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. 12/31/2014

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. 12/31/2014

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). 04/06/2016

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 [X] No [ ]

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

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

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

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

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

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

FINANCIAL

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

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

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: $

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [ ] No [X]

14.2 If yes, please complete the following:

	1 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 [X]

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 $.....0

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $.....0

16.3 Total payable for securities lending reported on the liability page $.....0

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

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

1 Name of Custodian(s)	2 Custodian Address
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 [X]

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

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

17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. ["…that have access to the investment accounts"; "…handle securities"]

1 Name of Firm or Individual	2 Affiliation
n/a	

17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") manage more than 10% of the reporting entity's assets? Yes [ ] No [ ]

17.5098 For firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's assets? Yes [ ] No [ ]

17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 Investment Management Agreement (IMA) Filed
n/a				

18.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed? ..... Yes [X] No [ ]

18.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	93.2 %
1.2 A&H cost containment percent	0.2 %
1.3 A&H expense percent excluding cost containment expenses	5.7 %
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

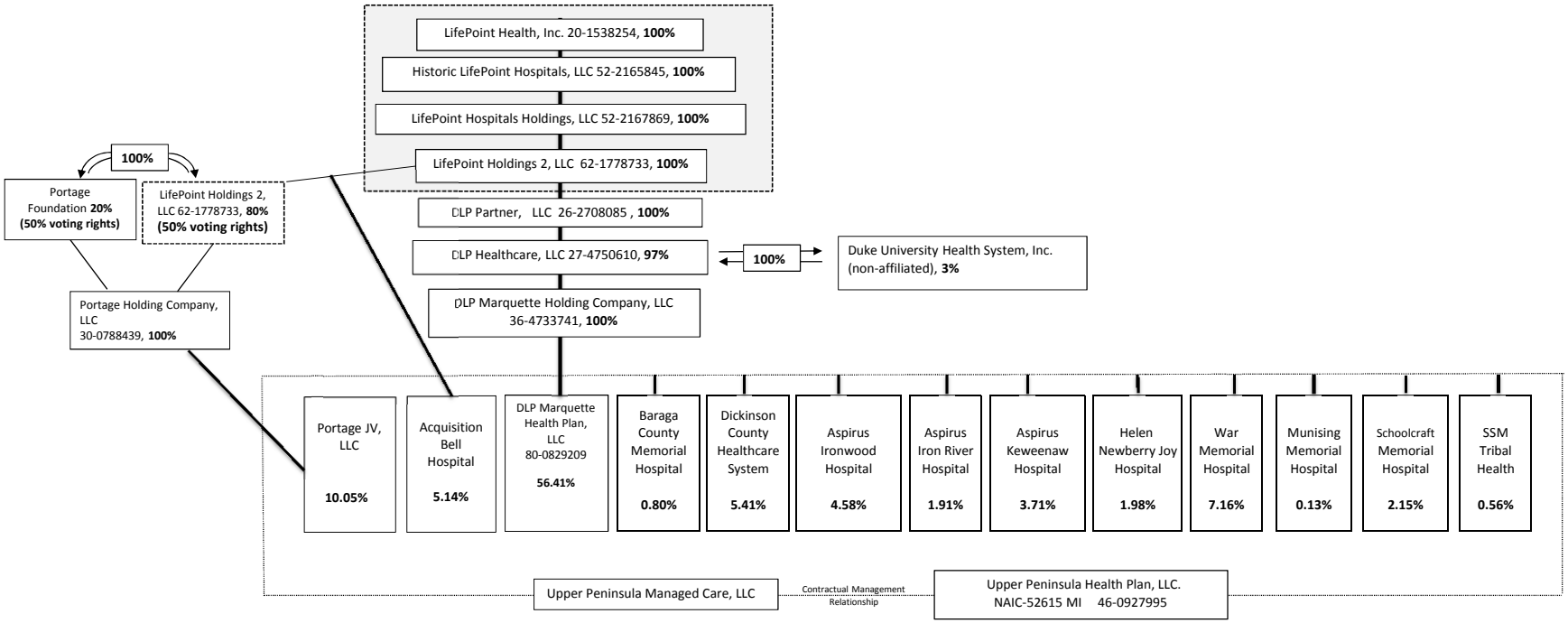
States, Etc.	1 Active Status	Direct Business Only 2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
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		13,000,743	57,505,170				70,505,913	
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	0	13,000,743	57,505,170	0	0	0	70,505,913	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	13,000,743	57,505,170	0	0	0	70,505,913	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.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Required? (Y/N)	16 *
00000		00000	20-1538254				LifePoint Health, Inc.	DE	UIP			0.0			0
00000		00000	52-2165845				Historic LifePoint Hospitals, LLC	DE	UIP	LifePoint Health, Inc.	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	52-2167869				LifePoint Hospitals Holdings, LLC	DE	UIP	Historic LifePoint Hospitals, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	62-1778733				LifePoint Holdings 2, LLC	DE	UIP	LifePoint Hospitals Holdings, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	46-0927995				Acquisition Bell Hospital	MI	UIP	LifePoint Holdings 2, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	30-0788439				Portage Holding Company, LLC	MI	UIP	Portage Foundation	Ownership	20.0	LifePoint Health, Inc.		0
00000		00000	30-0788439				Portage Holding Company, LLC	MI	UIP	LifePoint Holdings 2, LLC	Ownership	80.0	LifePoint Health, Inc.		0
00000		00000	46-0927995				Portage JV, LLC	MI	UIP	Portage Holding Company, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	26-2708085				DLP Partner	TN	UIP	LifePoint Holdings 2, LLC	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	27-4750610				DLP Healthcare, LLC	TN	UIP	Baraga County Memorial Hospital	Ownership	3.0	LifePoint Health, Inc.		0
00000		00000	27-4750610				DLP Healthcare, LLC	TN	UIP	DLP Partner, LLC	Ownership	97.0	LifePoint Health, Inc.		0
00000		00000	36-4733741				DLP Marquette Holding Company, LLC	TN	UIP	Dickinson County Healthcare System	Ownership	100.0	LifePoint Health, Inc.		0
00000		00000	80-0829209				DLP Marquette Health Plan, LLC	TN	UDP	Aspirus Ironwood Hospital	Ownership	100.0	LifePoint Health, Inc.		1
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Aspirus Iron River Hospital	Ownership	0.8	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Acquisition Bell Hospital, LLC	Ownership	5.1	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Dickinson Healthcare System	Ownership	5.4	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	DLP Marquette Helath Plan, LLC	Ownership	4.6	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Northstar Health System	Ownership	1.9	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Aspirus Keweenaw Hospital	Ownership	3.7	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Helen Newberry Joy Hospital	Ownership	2.0	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Aspirus Iron River Hospital	Ownership	56.4	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Munising Memorial Hospital	Ownership	0.1	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Portage JV, LLC	Ownership	10.0	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Schoolcraft Memorial Hospital	Ownership	2.2	LifePoint Health, Inc.		0

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Required? (Y/N)	16 *
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	SSM Tribal Health	Ownership	0.6	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	War Memorial Hospital	Ownership	7.1	LifePoint Health, Inc.		0
00000	Upper Peninsula Health Plan, LLC	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	RE	Upper Peninsula Managed Care, LLC	Management	0.0	LifePoint Health, Inc.		0
												0.0			0

Asterisk	Explanation
0000010	DLP Marquette Holding Company, LLC is also the sole member of DLP Marquette General Hospital, LLC.
0000023	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. 5 2 6 1 5 2 0 1 7 3 6 5 0 0 0 0 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	12,392,213	3,976,123
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		8,510,470
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other-than-temporary impairment recognized		0
8. Deduct current year's depreciation	100,205	94,380
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	12,292,008	12,392,213
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	12,292,008	12,392,213

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

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	13,073,051	12,418,125
2. Cost of bonds and stocks acquired	1,250,000	6,396,573
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	(1,129)
6. Deduct consideration for bonds and stocks disposed of	250,000	5,700,575
7. Deduct amortization of premium	11,693	39,947
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)	14,061,358	13,073,051
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	14,061,358	13,073,051

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)	21,305,634	2,729,121	5,750,000	(35,750)	18,249,005	0	0	21,305,634
2. NAIC 2 (a)	1,250,812			(441)	1,250,371	0	0	1,250,812
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	22,556,446	2,729,121	5,750,000	(36,191)	19,499,376	0	0	22,556,446
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	22,556,446	2,729,121	5,750,000	(36,191)	19,499,376	0	0	22,556,446

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of short-term and cash equivalent bonds by NAIC designation: NAIC 1 $ 5,438,018 ; NAIC 2 $; NAIC 3 $; NAIC 4 $; NAIC 5 $; NAIC 6 $

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	5,438,018	XXX	5,449,926	8,938	1,629

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	9,483,397	0
2. Cost of short-term investments acquired	1,479,121	21,599,706
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	5,500,000	11,966,999
7. Deduct amortization of premium	24,499	149,310
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)	5,438,019	9,483,397
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	5,438,019	9,483,397

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

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator [a]
Bonds - Industrial and Miscellaneous (Unaffiliated)									
02006L-Z4-8	Ally Bank		03/24/2017	WELLS FARGO SECURITIES LLC		250,000	250,000	0	1Z
05580A-HE-7	BMW Bank of North America	C	03/24/2017	WELLS FARGO SECURITIES LLC		250,000	250,000	0	1FE
32082B-ES-4	First Merchants Bank, National Assoc		03/24/2017	WELLS FARGO SECURITIES LLC		250,000	250,000	0	1Z
619165-HE-6	The Morton Community Bank Inc		03/24/2017	WELLS FARGO SECURITIES LLC		500,000	500,000	0	1Z
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,250,000	1,250,000	0	XXX
8399997 - Subtotals - Bonds - Part 3						1,250,000	1,250,000	0	XXX
8399999 - Subtotals - Bonds						1,250,000	1,250,000	0	XXX
9999999 Totals						1,250,000	XXX	0	XXX

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

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 Identi-fication	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 Desig-nation or Market Indicator (a)
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
80283L-AB-9	SANTANDER UK PLC	C	03/13/2017	Maturity @ 100.0		250,000	250,000	251,615	250,118	0	(118)	0	(118)	0	250,000	0	0	0	1,719	03/13/2017	1FE
844772-AV-5	SouthWest Bank		01/01/2017	Adjustment		0	0	0	0	0	0	0	0	0	0	0	0	0	(205)	01/29/2018	1
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						250,000	250,000	251,615	250,118	0	(118)	0	(118)	0	250,000	0	0	0	1,513	XXX	XXX
8399997 - Subtotals - Bonds - Part 4						250,000	250,000	251,615	250,118	0	(118)	0	(118)	0	250,000	0	0	0	1,513	XXX	XXX
8399999 - Subtotals - Bonds						250,000	250,000	251,615	250,118	0	(118)	0	(118)	0	250,000	0	0	0	1,513	XXX	XXX
9999999 Totals						250,000	XXX	251,615	250,118	0	(118)	0	(118)	0	250,000	0	0	0	1,513	XXX	XXX

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

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 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
WFB INSTITUTIONAL BANK DEPOSIT 101 W. Washington St., Marquette, MI 49855		0.000	9,436	0	17,255,593	18,269,778	17,627,882	XXX
CresCom Bank 07/28/2017 101 W. Washington St., Marquette, MI 49855		1.000	370	16	250,000	250,000	250,000	XXX
Essex Bank 04/28/2017 101 W. Washington St., Marquette, MI 49855		0.000	308	14	250,000	250,000	250,000	XXX
Enterprise Bank & Trust 04/28/2017 101 W. Washington St., Marquette, MI 49855		0.000	308	3	250,000	250,000	250,000	XXX
Bankfinancial, National Association 08/28/2017 101 W. Washington St., Marquette, MI 49855		1.000	401	18	250,000	250,000	250,000	XXX
Harborone Bank 07/27/2017 101 W. Washington St., Marquette, MI 49855		1.000	401	22	250,000	250,000	250,000	XXX
Safra National Bank of New York 08/01/2017 101 W. Washington St., Marquette, MI 49855		1.000	0	621	250,000	250,000	250,000	XXX
Bankunited, N.A. 12/29/2017 101 W. Washington St., Marquette, MI 49855		1.000	0	14	0	0	250,000	XXX
Bank of China Limited 12/29/2017 101 W. Washington St., Marquette, MI 49855		1.000	0	14	0	0	250,000	XXX
Bank of the West 01/02/2018 101 W. Washington St., Marquette, MI 49855		1.000	0	20	0	0	250,000	XXX
Pacific Western Bank 12/29/2017 101 W. Washington St., Marquette, MI 49855		1.000	0	14	0	0	250,000	XXX
Mbank 01/29/2018 101 W. Washington St., Marquette, MI 49855		1.000	0	27	0	0	250,000	XXX
Bank of Baroda 10/02/2017 101 W. Washington St., Marquette, MI 49855		1.000	0	7	0	0	250,000	XXX
Bar Harbor Bank & Trust 12/29/2017 101 W. Washington St., Marquette, MI 49855		1.000	0	18	0	0	250,000	XXX
City National Bank of Florida 01/02/2018 101 W. Washington St., Marquette, MI 49855		1.000	0	7	0	0	250,000	XXX
Beal Bank, SSB 01/31/2018 101 W. Washington St., Marquette, MI 49855		1.000	0	0	0	0	500,000	XXX
WFB MONEY MARKET DEPOSIT ACCOUNT 101 W. Washington St., Marquette, MI 49855	SD	0.000	639	0	1,000,722	1,000,722	1,000,722	XXX
WELLS FARGO BANK OF MICHIGAN 101 W. Washington St., Marquette, MI 49855		0.000	6,739	0	18,015,341	19,022,167	20,502,637	XXX
0199998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX	0	0	250,000	0	0	XXX
0199999 Total Open Depositories	XXX	XXX	18,602	815	38,021,656	39,792,667	43,131,241	XXX
0399999 Total Cash on Deposit	XXX	XXX	18,602	815	38,021,656	39,792,667	43,131,241	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX	3	3	3	XXX
0599999 Total	XXX	XXX	18,602	815	38,021,659	39,792,670	43,131,244	XXX

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