



ANNUAL STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2023
OF THE CONDITION AND AFFAIRS OF THE
UPPER PENINSULA HEALTH PLAN, LLC

NAIC Group Code 4734, 4734 NAIC Company Code 52615 Employer's ID Number 46-0927995
(Current) (Prior)

Organized under the Laws of MI State of Domicile or Port of Entry MI
Country of Domicile US
Licensed as business type: Health Maintenance Organization Is HMO Federally Qualified? NO
Incorporated/Organized 10/23/1997 Commenced Business 08/01/1998
Statutory Home Office 853 W. Washington St. Marquette, MI, US 49855
Main Administrative Office 853 W. Washington St. Marquette, MI, US 49855
906-225-7500
(Telephone)
Mail Address 853 W. Washington St. Marquette, MI, US 49855
Primary Location of Books and Records 853 W. Washington St. Marquette, MI, US 49855
906-225-7500
(Telephone)
Internet Website Address uphp.com
Statutory Statement Contact Jaime Susan Houghton 906-225-7491
(Telephone)
jhoughton@uphp.com 906-225-8687
(E-Mail) (Fax)

OFFICERS

Melissa Ann Holmquist, President Melanie Lyn Bicigo, Chief Operating Officer
Jaime Susan Houghton, Chief Financial Officer Johanna Marie Novak, Secretary

DIRECTORS OR TRUSTEES

Tonya Lynn Darner# Kevin Russell Kalchik
Charles Edward Nelson Robert Conrad Deese
Andrew Joseph Bertapelle Maggie Lyn Haupt
Hunter Kyle Nostrant Michelle Marie Tavernier

State of Michigan
County of Marquette SS

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

x x x
Melissa Ann Holmquist CEO Jaime Susan Houghton CFO Melanie Lyn Bicigo COO

Subscribed and sworn to before me
this day of
, 2024

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

x

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 Total individuals.....						
Group subscribers:						
0299997 Group subscriber subtotal.....						
0299998 Premiums due and unpaid not individually listed.....						
0299999 Total group.....						
0399999 Premiums due and unpaid from Medicare entities.....	26,583	26,583	26,583	4,022		83,770
0499999 Premiums due and unpaid from Medicaid entities.....	1,164,962	823,484	710,198	1,198,563		3,897,208
0599999 Accident and health premiums due and unpaid (Page 2, Line 15).....	1,191,545	850,067	736,781	1,202,585		3,980,978

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199998 – Aggregate of Amounts Not Individually Listed	735,483	745,264	783,784	4,490,193	6,754,724	
0199999 – Pharmaceutical Rebate Receivables	735,483	745,264	783,784	4,490,193	6,754,724	
0799999 – Gross Health Care Receivables	735,483	745,264	783,784	4,490,193	6,754,724	

EXHIBIT 3A - ANALYSIS OF HEALTH CARE RECEIVABLES COLLECTED AND ACCRUED

Type of Health Care Receivable	Health Care Receivables Collected or Offset During the Year		Health Care Receivables Accrued as of December 31 of Current Year		5	6
	1 On Amounts Accrued Prior to January 1 of Current Year	2 On Amounts Accrued During the Year	3 On Amounts Accrued December 31 of Prior Year	4 On Amounts Accrued During the Year	Health Care Receivables from Prior Years (Cols. 1 + 3)	Estimated Health Care Receivables Accrued as of December 31 of Prior Year
1. Pharmaceutical rebate receivables	4,570,568	4,589,116		6,754,724	4,570,568	6,666,188
2. Claim overpayment receivables						
3. Loans and advances to providers						
4. Capitation arrangement receivables						
5. Risk sharing receivables						
6. Other health care receivables						
7. Totals (Lines 1 through 6)	4,570,568	4,589,116		6,754,724	4,570,568	6,666,188

Note that the accrued amounts in Columns 3, 4 and 6 are the total health care receivables, not just the admitted portion.

EXHIBIT 4 - 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
0399999 – Aggregate accounts not individually listed-covered.....	9,678,837	575,546	41,479	–	584	10,296,446
0499999 – Subtotals.....	9,678,837	575,546	41,479	–	584	10,296,446
0599999 – Unreported claims and other claim reserves.....						24,802,302
0699999 – Total amounts withheld.....						81,258
0799999 – Total claims unpaid.....						35,180,006
0899999 – Accrued medical incentive pool and bonus amounts.....						1,528,301

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
0299999 – Receivables not individually listed.....	13,215					13,215	
0399999 – Total gross amounts receivable.....	13,215					13,215	

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Upper Peninsula Managed Care, LLC	Intercompany transfer to mgmt company	1,363,962	1,363,962	
0199999 – Individually listed payable		1,363,962	1,363,962	
0399999 – Total gross payables		1,363,962	1,363,962	

EXHIBIT 7 – PART 1 – SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups.....						
2. Intermediaries.....						
3. All other providers.....	12,049,917	3.850	53,423	100.000	12,049,917	
4. Total capitation payments.....	12,049,917	3.850	53,423	100.000	12,049,917	
Other Payments:						
5. Fee-for-service.....	9,998,707	3.194	XXX	XXX		9,998,707
6. Contractual fee payments.....	285,141,251	91.097	XXX	XXX	262,191,729	22,949,522
7. Bonus/withhold arrangements – fee-for-service.....			XXX	XXX		
8. Bonus/withhold arrangements – contractual fee payments.....	5,820,153	1.859	XXX	XXX	5,820,153	
9. Non-contingent salaries.....			XXX	XXX		
10. Aggregate cost arrangements.....			XXX	XXX		
11. All other payments.....			XXX	XXX		
12. Total other payments.....	300,960,111	96.150	XXX	XXX	268,011,882	32,948,229
13. Total (Line 4 plus Line 12).....	313,010,028	100.000 %	XXX	XXX	280,061,799	32,948,229

EXHIBIT 7 – PART 2 – SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
9999999 – Totals.....			XXX	XXX	XXX

NONE

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment	906,774		792,100	114,674	114,674	
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total	906,774		792,100	114,674	114,674	



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION Upper Peninsula Health Plan, LLC

2. Marquette, MI
(LOCATION)

NAIC Group Code: 4734

BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR 2023

NAIC Company Code: 52615

	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 Credit A&H	11 Disability Income	12 Long-Term Care	13 Other Health	14 Other Non-Health
		2 Individual	3 Group											
Total Members at end of:														
1. Prior Year	59,308							5,484	53,824					
2. First Quarter	57,791							5,009	52,782					
3. Second Quarter	58,271							5,091	53,180					
4. Third Quarter	58,924							5,387	53,537					
5. Current Year	53,423							4,650	48,773					
6. Current Year Member Months	696,228							57,412	638,816					
Total Member Ambulatory Encounters for Year:														
7. Physician	342,430							46,982	295,448					
8. Non-Physician	335,581							62,050	273,531					
9. Total	678,011							109,032	568,979					
10. Hospital Patient Days Incurred	22,185							6,915	15,270					
11. Number of Inpatient Admissions	4,558							1,116	3,442					
12. Health Premiums Written (b)	353,972,555							125,674,610	228,297,945					
13. Life Premiums Direct														
14. Property/Casualty Premiums Written														
15. Health Premiums Earned	363,132,019							125,674,610	237,457,409					
16. Property/Casualty Premiums Earned														
17. Amount Paid for Provision of Health Care Services	313,010,028							114,555,961	198,454,067					
18. Amount Incurred for Provision of Health Care Services	314,034,016							114,600,312	199,433,704					

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products .

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 70,671,037



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION Upper Peninsula Health Plan, LLC

2. Marquette, MI
(LOCATION)

NAIC Group Code: 4734

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR 2023

NAIC Company Code: 52615

	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 Credit A&H	11 Disability Income	12 Long-Term Care	13 Other Health	14 Other Non-Health
		2 Individual	3 Group											
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18. Amount Incurred for Provision of Health Care Services	314,034,016							114,600,312	199,433,704					

30.GT

(a) For health business: number of persons insured under PPO managed care products and number of persons insured under indemnity only products .
 (b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 70,671,037

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Effective Date	Name of Reinsured	Domiciliary Jurisdiction	Type of Reinsurance Assumed	Type of Business Assumed	Premiums	Unearned Premiums	Reserve Liability Other Than For Unearned Premiums	Reinsurance Payable on Paid and Unpaid Losses	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
9999999 - Total (Sum of 0799999 and 1099999)												

NONE

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7
NAIC Company Code	ID Number	Effective Date	Name of Company	Domiciliary Jurisdiction	Paid Losses	Unpaid Losses
Accident and Health, Non-Affiliates, U.S. Non-Affiliates						
23680	47-0698507	01/01/2023	ODYSSEY REINS CO	CT		1,152,333
1999999 - Accident and Health, Non-Affiliates, U.S. Non-Affiliates						1,152,333
2199999 - Accident and Health, Non-Affiliates, Total Non-Affiliates						1,152,333
2299999 - Total Accident and Health						1,152,333
2399999 - Total U.S. (Sum of 0399999, 0899999, 1499999 and 1999999)						1,152,333
9999999 - Total (Sum of 1199999 and 2299999)						1,152,333

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Business Ceded	8 Premiums	9 Unearned Premiums (Estimated)	10 Reserve Credit Taken Other than for Unearned Premiums	Outstanding Surplus Relief		13 Modified Coinsurance Reserve	14 Funds Withheld Under Coinsurance
										11 Current Year	12 Prior Year		
General Account, Authorized, Non-Affiliates, U.S. Non-Affiliates													
..... 23680	47-0698507.....	01/01/2023	ODYSSEY REINS CO.....	CT.....	SSL/I.....	MC.....	..... 670,756	.....	.....	.....	.....	.....	.....
..... 23680	47-0698507.....	01/01/2023	ODYSSEY REINS CO.....	CT.....	SSL/I.....	MR.....	..... 60,283	.....	.....	.....	.....	.....	.....
0899999 – General Account, Authorized, Non-Affiliates, U.S. Non-Affiliates.....							731,039	.....	.....	.....	.....	.....	.....
1099999 – General Account, Authorized, Total Authorized Non-Affiliates.....							731,039	.....	.....	.....	.....	.....	.....
1199999 – Total General Account Authorized.....							731,039	.....	.....	.....	.....	.....	.....
4599999 – Total General Account Authorized, Unauthorized, Reciprocal Jurisdiction and Certified.....							731,039	.....	.....	.....	.....	.....	.....
9199999 – Total U.S.....							731,039	.....	.....	.....	.....	.....	.....
9999999 – Total (Sum of 4599999 and 9099999).....							731,039	.....	.....	.....	.....	.....	.....

(34) Schedule S - Part 4

NONE

(34) Schedule S - Part 4 - Bank Footnote

NONE

(35) Schedule S - Part 5

NONE

(35) Schedule S - Part 5 - Bank Footnote

NONE

SCHEDULE S - PART 6

Five-Year Exhibit of Reinsurance Ceded Business
(\$000 Omitted)

	2023	2022	2021	2020	2019
A. OPERATIONS ITEMS					
1 Premiums.....					
2 Title XVIII-Medicare.....	60	122	120	133	114
3 Title XIX-Medicaid.....	671	1,242	1,188	1,214	450
4 Commissions and reinsurance expense allowance.....					
5 Total hospital and medical expenses.....					
B. BALANCE SHEET ITEMS					
6 Premiums receivable.....					
7 Claims payable.....					
8 Reinsurance recoverable on paid losses.....					
9 Experience rating refunds due or unpaid.....					
10 Commissions and reinsurance expense allowances due.....					
11 Unauthorized reinsurance offset.....					
12 Offset for reinsurance with Certified Reinsurers.....					
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
13 Funds deposited by and withheld from (F).....					
14 Letters of credit (L).....					
15 Trust agreements (T).....					
16 Other (O).....					
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17 Multiple Beneficiary Trust.....					
18 Funds deposited by and withheld from (F).....					
19 Letters of credit (L).....					
20 Trust agreements (T).....					
21 Other (O).....					

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1 Cash and invested assets (Line 12)	109,991,492		109,991,492
2 Accident and health premiums due and unpaid (Line 15)	5,679,821		5,679,821
3 Amounts recoverable from reinsurers (Line 16.1)			
4 Net credit for ceded reinsurance	XXX	1,152,333	1,152,333
5 All other admitted assets (Balance)	43,722,309		43,722,309
6 Total assets (Line 28)	159,393,622	1,152,333	160,545,955
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7 Claims unpaid (Line 1)	34,027,673	1,152,333	35,180,006
8 Accrued medical incentive pool and bonus payments (Line 2)	1,528,301		1,528,301
9 Premiums received in advance (Line 8)			
10 Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			
11 Reinsurance in unauthorized companies (Line 20 minus inset amount)			
12 Reinsurance with Certified Reinsurers (Line 20 inset amount)			
13 Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount)			
14 All other liabilities (Balance)	53,997,065		53,997,065
15 Total liabilities (Line 24)	89,553,039	1,152,333	90,705,372
16 Total capital and surplus (Line 33)	69,840,583	XXX	69,840,583
17 Total liabilities, capital and surplus (Line 34)	159,393,622	1,152,333	160,545,955
NET CREDIT FOR CEDED REINSURANCE			
18 Claims unpaid	1,152,333	XXX	XXX
19 Accrued medical incentive pool		XXX	XXX
20 Premiums received in advance		XXX	XXX
21 Reinsurance recoverable on paid losses		XXX	XXX
22 Other ceded reinsurance recoverables		XXX	XXX
23 Total ceded reinsurance recoverables	1,152,333	XXX	XXX
24 Premiums receivable		XXX	XXX
25 Funds held under reinsurance treaties with authorized and unauthorized reinsurers		XXX	XXX
26 Unauthorized reinsurance		XXX	XXX
27 Reinsurance with Certified Reinsurers		XXX	XXX
28 Funds held under reinsurance treaties with Certified Reinsurers		XXX	XXX
29 Other ceded reinsurance payables/offsets		XXX	XXX
30 Total ceded reinsurance payables/offsets		XXX	XXX
31 Total net credit for ceded reinsurance	1,152,333	XXX	XXX

SCHEDULE T – PART 2
 INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN
 Allocated By States And Territories

States, Etc.		Direct Business Only					Totals
		1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	
1.	Alabama	AL					
2.	Alaska	AK					
3.	Arizona	AZ					
4.	Arkansas	AR					
5.	California	CA					
6.	Colorado	CO					
7.	Connecticut	CT					
8.	Delaware	DE					
9.	District of Columbia	DC					
10.	Florida	FL					
11.	Georgia	GA					
12.	Hawaii	HI					
13.	Idaho	ID					
14.	Illinois	IL					
15.	Indiana	IN					
16.	Iowa	IA					
17.	Kansas	KS					
18.	Kentucky	KY					
19.	Louisiana	LA					
20.	Maine	ME					
21.	Maryland	MD					
22.	Massachusetts	MA					
23.	Michigan	MI					
24.	Minnesota	MN					
25.	Mississippi	MS					
26.	Missouri	MO					
27.	Montana	MT					
28.	Nebraska	NE					
29.	Nevada	NV					
30.	New Hampshire	NH					
31.	New Jersey	NJ					
32.	New Mexico	NM					
33.	New York	NY					
34.	North Carolina	NC					
35.	North Dakota	ND					
36.	Ohio	OH					
37.	Oklahoma	OK					
38.	Oregon	OR					
39.	Pennsylvania	PA					
40.	Rhode Island	RI					
41.	South Carolina	SC					
42.	South Dakota	SD					
43.	Tennessee	TN					
44.	Texas	TX					
45.	Utah	UT					
46.	Vermont	VT					
47.	Virginia	VA					
48.	Washington	WA					
49.	West Virginia	WV					
50.	Wisconsin	WI					
51.	Wyoming	WY					
52.	American Samoa	AS					
53.	Guam	GU					
54.	Puerto Rico	PR					
55.	U.S. Virgin Islands	VI					
56.	Northern Mariana Islands	MP					
57.	Canada	CAN					
58.	Aggregate Other Alien	OT					
59.	Totals						

NONE

Annual Statement for the Year 2023 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	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names 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)	Is an SCA Filing Required? (Yes/No)	*
			36-4712385				RCHP, LLC	DE	NIA	LifePoint Health, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			37-1789615				RCHP-Clinical Trials, LLC	DE	NIA	RegionalCare Hospital Partners, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-2451336				RCHP-Florence, LLC	DE	NIA	RegionalCare Hospital Partners, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			61-1900376				RCHP-McCurtain Memorial Holdings, LLC	DE	NIA	RegionalCare Hospital Partners, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			90-0937832				RCHP-Montana, LLC	DE	NIA	RegionalCare Hospital Partners, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			90-0920245				RCHP-Ottumwa Holdings, Inc.	DE	NIA	Lima HoldCo, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-2200283				RCHP-Ottumwa, LLC	DE	NIA	RCHP-Ottumwa Holdings, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			46-2534603				RCHP-Sierra Vista Development, LLC	DE	NIA	RCHP-Sierra Vista Holding, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			38-3903795				RCHP-Sierra Vista Holding, Inc.	DE	NIA	RegionalCare Hospital Partners, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			46-2547212				RCHP-Sierra Vista Medical Office Complex, LLC	DE	NIA	RCHP-Sierra Vista Holding, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			46-2557986				RCHP-Sierra Vista Physicians Holdings, LLC	DE	NIA	RCHP-Sierra Vista Holding, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			46-2564299				RCHP-Sierra Vista Properties, LLC	DE	NIA	RCHP-Sierra Vista Holding, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			46-2534144				RCHP-Sierra Vista Residents, LLC	DE	NIA	RCHP-Sierra Vista, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			90-0942222				RCHP-Sierra Vista, Inc.	DE	NIA	RCHP-Sierra Vista Holding, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			93-2421611				Realpoint Properties Intermediate Holdings, LLC	DE	NIA	Realpoint Properties, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			93-2370075				Realpoint Properties, LLC	DE	NIA	DSB Holdings, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			32-0551895				RegionalCare AR, LLC	DE	NIA	LifePoint Health, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-0470646				RegionalCare Hospital Partners, LLC	DE	NIA	RCHP, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			85-3490777				Rehabilitation Hospital of Louisville East, LLC	KY	NIA	LPNT IRF Development 54, LLC	Ownership	49.000	AGM; M. Rowan; J. Harris; L. Black	No	
			85-3490777				Rehabilitation Hospital of Louisville East, LLC	KY	NIA	University of Louisville	Ownership	51.000	AGM; M. Rowan; J. Harris; L. Black	No	
			26-2332250				Rehabilitation Hospital of Wisconsin, LLC	DE	NIA	CRH of Waukesha, LLC	Ownership	51.000	AGM; M. Rowan; J. Harris; L. Black	No	
			26-2332250				Rehabilitation Hospital of Wisconsin, LLC	DE	NIA	Waukesha Memorial Hospital, Inc.	Ownership	49.000	AGM; M. Rowan; J. Harris; L. Black	No	
			84-4845184				Rhode Island Rehabilitation Hospital, LLC	DE	NIA	LPNT IRF Development 44, LLC	Ownership	60.000	AGM; M. Rowan; J. Harris; L. Black	No	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names 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)	Is an SCA Filing Required? (Yes/No)	*
			84-4845184				Rhode Island Rehabilitation Hospital, LLC	DE	NIA	Prime Healthcare Services-Landmark, LLC	Ownership	40.000	AGM; M. Rowan; J. Harris; L. Black	No	
			20-0959379				River Parishes Hospital, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			20-2502853				River Parishes Partner, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			20-1227403				River Parishes Physician Practices, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			26-3839861				Riverton Oncology Practice, LLC	DE	NIA	LifePoint Hospitals Holdings, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1762469				Riverview Medical Center, LLC	DE	NIA	HighPoint Healthcare, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			45-3853399				Riverview Physician Practices, LLC	DE	NIA	HighPoint Healthcare, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			45-4282120				Rockdale Clinically Integrated Medical Care Organization, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			26-3202930				Rockdale Hospital, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-1363956				Rockdale Physician Practices, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			61-1703148				Rock Springs, LLC	DE	NIA	Springstone Health Opco, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			35-2527258				Rock Springs Physician Group, LLC	DE	NIA	Rock Springs, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-2258662				RRL Ottumwa, LLC	DE	NIA	RCHP-Ottumwa, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1771866				Russellville Holdings, LLC	DE	NIA	St. Mary's Holdings, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			83-1595018				Sacramento Sierra Rehabilitation Hospital, LLC	CA	NIA	LPNT Development 13, L.L.C.	Ownership	51.000	AGM; M. Rowan; J. Harris; L. Black	No	
			83-1595018				Sacramento Sierra Rehabilitation Hospital, LLC	CA	NIA	The Regents of the University of California on behalf of UC Davis Medical Center	Ownership	49.000	AGM; M. Rowan; J. Harris; L. Black	No	
			35-2632651				Saint Mary's Primary Care Network, LLC	DE	NIA	St. Mary's Holdings, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			81-4303298				Saint Thomas Rehabilitation Hospital, LLC	TN	NIA	LifePoint Rehab, LLC	Ownership	51.000	AGM; M. Rowan; J. Harris; L. Black	No	
			81-4303298				Saint Thomas Rehabilitation Hospital, LLC	TN	NIA	St. Thomas Health	Ownership	49.000	AGM; M. Rowan; J. Harris; L. Black	No	
			81-2831831				Saline Clinics, LLC	DE	NIA	Saline County Medical Center Joint Venture, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			37-1875655				Saline County Hospital, LLC	DE	NIA	Capella Healthcare, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			37-1828157				Saline County Medical Center Joint Venture, LLC	DE	NIA	Capella Healthcare, LLC	Ownership	51.000	AGM; M. Rowan; J. Harris; L. Black	No	
			37-1828157				Saline County Medical Center Joint Venture, LLC	DE	NIA	Saline County Medical Center	Ownership	49.000	AGM; M. Rowan; J. Harris; L. Black	No	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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			71-0799300				Saline FirstCare, Inc.	AK	NIA	Saline Hospital, LLC	Ownership	50.000	AGM; M. Rowan; J. Harris; L. Black	No	
			71-0799300				Saline FirstCare, Inc.	AK	NIA	Physician Investors	Ownership	50.000	AGM; M. Rowan; J. Harris; L. Black	No	
			81-2816675				Saline Hospital, LLC	DE	NIA	Saline County Medical Center Joint Venture, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			47-4681738				Shared Business Services, LLC	DE	NIA	LifePoint Hospitals Holdings, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			33-1032693				Sharon Hospital Holding Company	DE	NIA	EHCO, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			32-0381422				Shoals Health Group, LLC	DE	NIA	Florence Physicians, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			37-1741217				Shoals Obstetrics and Gynecology, LLC	DE	NIA	Florence Physicians, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			45-5495321				Sierra Vista Regional Health Center Medical Group, L.L.C.	AZ	NIA	RCHP-Sierra Vista Physicians Holding, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1762275				Siletchnik Practice, LLC	DE	NIA	LifePoint of Kentucky, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1762490				Smith County Memorial Hospital, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1864098				Somerset Surgery Partner, LLC	DE	NIA	LifePoint of Lake Cumberland, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			87-2766253				South Florida Health Rehabilitation Hospital, LLC	FL	NIA	LPNT IRF Development 63, LLC	Ownership	51.000	AGM; M. Rowan; J. Harris; L. Black	No	
			87-2766253				South Florida Health Rehabilitation Hospital, LLC	FL	NIA	SFH Rehabilitation Holdings, LLC	Ownership	49.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1763622				Southern Tennessee EMS, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1762535				Southern Tennessee Medical Center, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1824632				Southern Tennessee PHO, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			61-1787537				Spokane Springs, LLC	DE	NIA	Springstone Health Opco, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			20-0155414				Spring View Hospital, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			20-4302480				Spring View Physician Practices, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1754936				Springhill Medical Center, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-2975073				Springstone Health Opco, LLC	DE	NIA	LPNT Autumn Holdco, LLC	Ownership	79.080	AGM; M. Rowan; J. Harris; L. Black	No	
			27-2975073				Springstone Health Opco, LLC	DE	NIA	MPT Development Services, Inc.	Ownership	20.920	AGM; M. Rowan; J. Harris; L. Black	No	
			82-1701388				Springstone Physicians, LLC	DE	NIA	Springstone Health Opco, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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			36-4840000				Springstone Physician Management, LLC	DE	NIA	Springstone Health Opco, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			20-4269117				SRMC Healthcare Group, LLC	DE	NIA	Essent Healthcare - Pennsylvania, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1835614				SST Community Health, L.L.C.	TN	NIA	Sumner Regional Medical Center, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-3938747				St. Mary Rehabilitation Hospital, LLP	DE	NIA	CRH of Langhorne, LLC	Ownership	41.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-3938747				St. Mary Rehabilitation Hospital, LLP	DE	NIA	St. Mary Medical Center	Ownership	59.000	AGM; M. Rowan; J. Harris; L. Black	No	
			26-4088270				St. Mary's Holdings, LLC	DE	NIA	Capella Healthcare, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1769626				St. Mary's Physician Services, LLC	DE	NIA	St. Mary's Holdings, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			32-0609817				St. Mary's Specialty, LLC	DE	NIA	St. Mary's Holdings, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			88-1922569				STeM Holdings Inc.	DE	NIA	STeM Parent L.P.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			88-1887635				STeM Management, LLC	DE	NIA	STeM Holdings, Inc.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			88-1900004				STeM Operating, LLC	DE	NIA	STeM Management, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			88-1944356				STeM Parent L.P.	DE	NIA	Forward Health Ventures (B) LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			84-5159736				Sumner Ambulatory Surgery Center, LLC	DE	NIA	Sumner Partner, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			84-5127938				Sumner Partner, LLC	DE	NIA	HighPoint Healthcare, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-2618964				Sumner Physician Practices, LLC	DE	NIA	HighPoint Healthcare, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-2618993				Sumner Real Estate Holdings, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-2618766				Sumner Regional Medical Center, LLC	DE	NIA	HighPoint Healthcare, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-5458146				Sycamore Springs, LLC	DE	NIA	Springstone Health Opco, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			35-2497671				Sycamore Springs Physician Group, LLC	DE	NIA	Sycamore Springs, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			92-1331902				Tampa Behavioral Hospital, LLC	FL	NIA	Florida Health Sciences Center, Inc.	Ownership	60.000	AGM; M. Rowan; J. Harris; L. Black	No	
			92-1331902				Tampa Behavioral Hospital, LLC	FL	NIA	LPNT BH Development 3, LLC	Ownership	40.000	AGM; M. Rowan; J. Harris; L. Black	No	
			84-4952844				Tampa Rehabilitation Hospital, LLC	FL	NIA	Florida Health Sciences Center, Inc.	Ownership	51.000	AGM; M. Rowan; J. Harris; L. Black	No	
			84-4952844				Tampa Rehabilitation Hospital, LLC	FL	NIA	LPNT IRF Development 50, LLC	Ownership	49.000	AGM; M. Rowan; J. Harris; L. Black	No	

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			47-4583254				Teche Regional Physician Practices, LLC	DE	NIA	Province Healthcare Company, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			75-2623970				Texas & Oklahoma Preferred Provider System	TX	NIA	Essent PRMC, L.P.	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			37-1748838				Texas Rehabilitation Hospital of Arlington, LLC	TX	NIA	CRH of Arlington, LLC	Ownership	51.000	AGM; M. Rowan; J. Harris; L. Black	No	
			37-1748838				Texas Rehabilitation Hospital of Arlington, LLC	TX	NIA	North Texas Health Facilities Management, Inc.	Ownership	19.000	AGM; M. Rowan; J. Harris; L. Black	No	
			37-1748838				Texas Rehabilitation Hospital of Arlington, LLC	TX	NIA	Texas Health Resources	Ownership	30.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-0863232				Texas Rehabilitation Hospital of Fort Worth, LLC	TX	NIA	CRH of Fort Worth, LLC	Ownership	70.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-0863232				Texas Rehabilitation Hospital of Fort Worth, LLC	TX	NIA	Texas Health Harris Methodist Fort Worth	Ownership	30.000	AGM; M. Rowan; J. Harris; L. Black	No	
			82-3939985				The Rehabilitation Hospital of Montana, LLC	MT	NIA	LPNT Development 69, LLC	Ownership	33.300	AGM; M. Rowan; J. Harris; L. Black	No	
			82-3939985				The Rehabilitation Hospital of Montana, LLC	MT	NIA	Billings Clinic	Ownership	33.300	AGM; M. Rowan; J. Harris; L. Black	No	
			82-3939985				The Rehabilitation Hospital of Montana, LLC	MT	NIA	SCL Health Partners, LLC	Ownership	33.300	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1732653				TherEx, LLC	DE	NIA	LPNT Rehab Development 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1762591				THM Physician Practice, LLC	DE	NIA	LifePoint Holdings 2, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			30-0921509				Triangle Springs, LLC	DE	NIA	Springstone Health Opco, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			82-5003908				Triangle Springs Physician Group, LLC	DE	NIA	Triangle Springs, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			45-2956602				Triumph Rehabilitation Hospital of Northeast Houston, LLC	DE	NIA	LifePoint Rehab, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-4061273				Triumph Rehabilitation Hospital of Northern Indiana, LLC	IN	NIA	LifePoint Rehab, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-2618876				Trousdale Medical Center, LLC	DE	NIA	HighPoint Healthcare, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			45-3853454				Trousdale Physician Practices, LLC	DE	NIA	HighPoint Healthcare, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			36-4796940				Two Rivers Physician Practices, LLC	DE	NIA	Danville Regional Medical Center, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			27-2272410				U.P. Imaging Management Services, LLC	MI	NIA	DLP Marquette JV, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
4734	Apollo Global Mgmt Grp	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	IA	Acquisition Bell Hospital, LLC	Ownership	5.370	AGM; M. Rowan; J. Harris; L. Black	No	
4734	Apollo Global Mgmt Grp	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	IA	DLP Marquette Health Plan	Ownership	58.970	AGM; M. Rowan; J. Harris; L. Black	No	
4734	Apollo Global Mgmt Grp	52615	46-0927995				Upper Peninsula Health Plan, LLC	MI	IA	Portage JV, LLC	Ownership	10.500	AGM; M. Rowan; J. Harris; L. Black	No	

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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			38-3323620				Upper Peninsula Managed Care, LLC	MI	NIA	Acquisition Bell Hospital, LLC	Ownership	5.370	AGM; M. Rowan; J. Harris; L. Black	No	
			38-3323620				Upper Peninsula Managed Care, LLC	MI	NIA	DLP Marquette Health Plan	Ownership	58.970	AGM; M. Rowan; J. Harris; L. Black	No	
			38-3323620				Upper Peninsula Managed Care, LLC	MI	NIA	Portage JV, LLC	Ownership	10.500	AGM; M. Rowan; J. Harris; L. Black	No	
Asterisk	Explanation														
	Upper Peninsula Managed Care, LLC has a contractual relationship only with the insurer.														

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
24899	06-1022232	Alea North America Insurance Company	-	-	-	-	-	-	-	-	-	15,229,667
43460	75-2344200	Aspen American Insurance Company	-	-	-	-	-	-	-	-	-	46,816,000
10717	06-1463851	Aspen Specialty Insurance Company	-	-	-	-	-	-	-	-	-	130,393,000
61492	44-0188050	Athene Annuity & Life Assurance Company	-	234,777,946	-	-	-	(419,989,446)	-	-	(185,211,500)	(11,425,859,292)
68039	13-2570714	Athene Annuity & Life Assurance Co of NY	-	207,154	-	-	-	-	-	-	207,154	2,754,996,715
61689	42-0175020	Athene Annuity and Life Company	-	1,155,283,870	-	-	-	-	-	-	1,155,283,870	14,104,397,508
63932	13-1970218	Athene Life Insurance Co of NY	-	54,436	-	-	-	-	-	-	54,436	-
14179	45-3727380	Athene Re USA IV, Inc.	-	81,239	-	-	-	-	-	-	81,239	(1,290,815,523)
68365	04-2729166	Corporate Solutions Life Reinsurance Co	-	(200,000,000)	-	-	-	112,760,135	-	-	(87,239,865)	(7,503,262,112)
44016	84-1028538	National Home Insurance Company	-	-	-	-	-	-	-	-	-	27,020
11671	88-0510283	ProBuilders Specialty Insurance Co, RRG	-	-	-	-	-	-	-	-	-	1,112,216
15306	46-2091695	Structured Annuity Reinsurance Company	-	65,303	-	-	-	-	-	-	65,303	(806,052,813)
52615	46-0927995	Upper Peninsula Health Plan, LLC	(18,560,320)	-	-	-	-	-	-	-	(18,560,320)	-
80942	41-0991508	Venerable Insurance and Annuity Company	-	200,000,000	-	-	-	1,998,270,449	-	300,000,000	2,498,270,449	9,158,361,766
		AADE RML, LLC	-	1,632,703	-	-	-	-	-	-	1,632,703	-
		AAIA RML, LLC	-	2,175,143	-	-	-	-	-	-	2,175,143	-
	80-0935981	Acquisition Bell Hospital, LLC	1,331,760	-	-	-	-	-	-	-	1,331,760	-
	AA-3194168	Aspen Bermuda Limited	-	-	-	-	-	-	-	-	-	(250,505,000)
	AA-1120337	Aspen Insurance UK Limited	-	-	-	-	-	-	-	-	-	73,537,000
		Athene Annuity Re Ltd.	-	(1,450,465,991)	-	-	-	(1,691,041,138)	-	-	(3,141,507,129)	(4,991,766,249)
		Catalina General Insurance Ltd.	-	-	-	-	-	-	-	-	-	(16,368,903)
	80-0829209	DLP Marquette Health Plan, LLC	14,624,560	-	-	-	-	-	-	-	14,624,560	-
	AA-1120090	Lloyd's Syndicate Number 4711	-	-	-	-	-	-	-	-	-	(241,000)
	90-1001138	Portage JV, LLC	2,604,000	-	-	-	-	-	-	-	2,604,000	-
	82-4345930	Venerable Holdings, Inc.	-	-	-	-	-	-	-	(300,000,000)	(300,000,000)	-
		A-A Funding Holdco Offshore II, LLC	-	(500,000)	-	-	-	-	-	-	(500,000)	-
	98-1586758	A-A Offshore 2021-1 (Java) L.P.	-	(124)	-	-	-	-	-	-	(124)	-
		A-A SPN-7 (RRH - IAFAMD), L.P.	-	5,634,440	-	-	-	-	-	-	5,634,440	-
		AAA Aviation Holdings, L.P.	-	850,995	-	-	-	-	-	-	850,995	-

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
		A-A Offshore (AAA), L.P.	-	(2,264,064)	-	-	-	-		-	(2,264,064)	-
	85-4228813	Apollo Asia Peridot Co-Investment Fund	-	1,069,521	-	-	-	-		-	1,069,521	-
		Apollo Asia Real Estate Fund, L.P.	-	(10,205,852)	-	-	-	-		-	(10,205,852)	-
	98-1595394	Apollo Credit Secondaries Fund I (A)	-	956,165	-	-	-	-		-	956,165	-
	98-1302629	Apollo European Principal Fin Fund III	-	4,249,642	-	-	-	-		-	4,249,642	-
		Apollo Investment Management Europe	-	41,214,741	-	-	-	-		-	41,214,741	-
	98-1176385	MidCap FinCo Designated Activity Company	-	10,983,873	-	-	-	-		-	10,983,873	-
	98-1428832	Motive Capital Fund II-A, LP	-	3,928,216	-	-	-	-		-	3,928,216	-
		NNN Investor 1, L.P.	-	(188,031)	-	-	-	-		-	(188,031)	-
		NNN Opportunities Fund, L.P.	-	484,736	-	-	-	-		-	484,736	-
	87-3573289	NNN Opportunities Fund IV, L.P.	-	(26,061)	-	-	-	-		-	(26,061)	-
9999999	-	Control Totals	-	-	-	-	-	-	XXX	-	-	-

42.1

SCHEDULE Y

Part 3 - ULTIMATE CONTROLLING PARTY AND LISTING OF OTHER U.S. INSURANCE GROUPS OR ENTITIES UNDER THAT ULTIMATE CONTROLLING PARTY'S CONTROL

1 Insurers in Holding Company	2 Owners with Greater than 10% Ownership	3 Ownership Percentage Column 2 of Column 1	4 Granted Disclaimer of Control / Affiliation of Column 2 Over Column 1 (Yes/No)	5 Ultimate Controlling Party	6 U.S. Insurance Groups or Entities Controlled by Column 5	7 Ownership Percentage (Column 5 of Column 6)	8 Granted Disclaimer of Control / Affiliation of Column 5 Over Column 6 (Yes/No)
Aspen American Insurance Company (43460)	Aspen U.S. Holdings, Inc.	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Aspen Insurance Holdings Limited	100.000 %	No
Aspen Specialty Insurance Company (10717)	Aspen American Insurance Company	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Aspen Insurance Holdings Limited	100.000 %	No
Athene Annuity & Life Assurance Company (61492)	Athene Annuity Re Ltd.	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Athene Holding Ltd.	100.000 %	No
Athene Annuity and Life Company (61689)	Athene Annuity & Life Assurance Company	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Athene Holding Ltd.	100.000 %	No
Athene Annuity & Life Assurance Company of New York (68039)	Athene Annuity and Life Company	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Athene Holding Ltd.	100.000 %	No
Athene Life Insurance Company of New York (63932)	Athene Annuity & Life Assurance Company of New York	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Athene Holding Ltd.	100.000 %	No
Structured Annuity Reinsurance Company (15306)	Athene Annuity and Life Company	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Athene Holding Ltd.	100.000 %	No
Athene Re USA IV, Inc. (14179)	Athene Annuity and Life Company	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Athene Holding Ltd.	100.000 %	No
Alea North America Insurance Company (24899)	Alea Holdings US Company	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Catalina Holdings (Bermuda) Ltd.	94.000 %	No
SPARTA Insurance Company (20613)	Alea Holdings US Company	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Catalina Holdings (Bermuda) Ltd.	94.000 %	No
National American Insurance Company of California (23671)	Alea Holdings US Company	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Catalina Holdings (Bermuda) Ltd.	94.000 %	No
ProBuilders Specialty Insurance Company, RRG (11671)	Residential Loss Control Holdings LLC	- %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Catalina Holdings (Bermuda) Ltd.	94.000 %	No
National Home Insurance Company (A Risk Retention Group) (44016)	Home Construction Management, Inc	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	Catalina Holdings (Bermuda) Ltd.	94.000 %	No
Upper Peninsula Health Plan, LLC (52615)	DLP Marquette Health Plan	58.970 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	LifePoint Health, Inc.	100.000 %	No
Upper Peninsula Health Plan, LLC (52615)	Portage JV, LLC	10.500 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	LifePoint Health, Inc.	100.000 %	No
Venerable Insurance and Annuity Company (80942)	Venerable Holdings, Inc.	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	VA Capital Company LLC	39.000 %	No
Venerable Insurance and Annuity Company (80942)	Venerable Holdings, Inc.	100.000 %	No	Crestview Partners III Management, LLC; Thomas S. Murphy; Barry S. Volpert	VA Capital Company LLC	24.000 %	No
Venerable Insurance and Annuity Company (80942)	Venerable Holdings, Inc.	100.000 %	No	RCP GenPar HoldCo LLC; Peter C. Aberg; Milton R. Berlinski; Alexander A. Chulack	VA Capital Company LLC	24.000 %	No
Rocky Range, Inc. (16308)	Venerable Insurance and Annuity Company	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	VA Capital Company LLC	39.000 %	No
Rocky Range, Inc. (16308)	Venerable Insurance and Annuity Company	100.000 %	No	Crestview Partners III Management, LLC; Thomas S. Murphy; Barry S. Volpert	VA Capital Company LLC	24.000 %	No

SCHEDULE Y

Part 3 - ULTIMATE CONTROLLING PARTY AND LISTING OF OTHER U.S. INSURANCE GROUPS OR ENTITIES UNDER THAT ULTIMATE CONTROLLING PARTY'S CONTROL

1 Insurers in Holding Company	2 Owners with Greater than 10% Ownership	3 Ownership Percentage Column 2 of Column 1	4 Granted Disclaimer of Control / Affiliation of Column 2 Over Column 1 (Yes/No)	5 Ultimate Controlling Party	6 U.S. Insurance Groups or Entities Controlled by Column 5	7 Ownership Percentage (Column 5 of Column 6)	8 Granted Disclaimer of Control / Affiliation of Column 5 Over Column 6 (Yes/No)
Rocky Range, Inc. (16308)	Venerable Insurance and Annuity Company	100.000 %	No	RCP GenPar HoldCo LLC; Peter C. Aberg; Milton R. Berlinski; Alexander A. Chulack	VA Capital Company LLC	24.000 %	No
Corporate Solutions Life Reinsurance Company (68365)	Venerable Insurance and Annuity Company	100.000 %	No	Apollo Global Management, Inc.; Marc Rowan; Joshua Harris; Leon Black	VA Capital Company LLC	39.000 %	No
Corporate Solutions Life Reinsurance Company (68365)	Venerable Insurance and Annuity Company	100.000 %	No	Crestview Partners III Management, LLC; Thomas S. Murphy; Barry S. Volpert	VA Capital Company LLC	24.000 %	No
Corporate Solutions Life Reinsurance Company (68365)	Venerable Insurance and Annuity Company	100.000 %	No	RCP GenPar HoldCo LLC; Peter C. Aberg; Milton R. Berlinski; Alexander A. Chulack	VA Capital Company LLC	24.000 %	No

SUPPLEMENTAL EXHIBITS AND SCHEDULE INTERROGATORIES

REQUIRED FILINGS

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** 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
March Filing	
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?.....	YES
2. Will an actuarial opinion be filed by March 1?.....	YES
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?.....	YES
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?.....	YES
April Filing	
5. Will Management's Discussion and Analysis be filed by April 1?.....	YES
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?.....	YES
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?.....	YES
June Filing	
8. Will an audited financial report be filed by June 1?.....	YES
9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?.....	YES

SUPPLEMENTAL FILINGS

The following supplemental reports are required to be filed as part of your statement filing **if your company is engaged in the type of business covered by the supplement. 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.


March Filing	
10. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?.....	NO
11. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?.....	NO
12. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?.....	NO
13. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?.....	NO
14. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?.....	NO
15. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?.....	NO
16. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?.....	NO
17. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?.....	NO
18. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?.....	NO
19. Will the Market Conduct Annual Statement (MCAS) Premium Exhibit for the Year be filed with the applicable jurisdictions and with the NAIC by March 1?.....	NO
April Filing	
20. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?.....	NO
21. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?.....	NO
22. Will the Supplemental Health Care Exhibit (Parts 1 and 2) be filed with the state of domicile and the NAIC by April 1?.....	NO
23. Will the Life, Health & Annuity Guaranty Association Assessable Premium Exhibit - Parts 1 and 2 be filed with the state of domicile and the NAIC by April 1?.....	NO
August Filing	
24. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?.....	YES

SUPPLEMENTAL EXHIBITS AND SCHEDULE INTERROGATORIES


Explanation

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OVERFLOW PAGE FOR WRITE-INS

ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1197. Summary of remaining write-ins for Line 11 from overflow page				
2504. Other Receivables	36,786		36,786	2,826
2597. Summary of remaining write-ins for Line 25 from overflow page	36,786		36,786	2,826

OVERFLOW PAGE FOR WRITE-INS