



QUARTERLY STATEMENT
AS OF MARCH 31, 2024
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 Number)
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 Number)
Internet Website Address..... uphp.com.....
Statutory Statement Contact..... Jaime Susan Houghton..... 906-225-7491.....
(Telephone Number)
jhoughton@uphp.com..... 906-225-8687.....
(E-Mail Address) (Fax Number)

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 Darnier..... Christina Marie Taylor#.....
..... 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 13th day of
May, 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

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	43,077,561		43,077,561	42,018,440
2. Stocks:				
2.1 Preferred stocks.....				
2.2 Common stocks.....				
3. Mortgage loans on real estate:				
3.1 First liens.....				
3.2 Other than first liens.....				
4. Real estate:				
4.1 Properties occupied by the company (less \$..... encumbrances).....	10,053,240		10,053,240	10,113,879
4.2 Properties held for the production of income (less \$..... encumbrances).....				
4.3 Properties held for sale (less \$..... encumbrances).....				
5. Cash (\$.....68,646,443), cash equivalents (\$.....103,978) and short-term investments (\$.....1,997,578).....	70,747,999		70,747,999	57,858,443
6. Contract loans (including \$..... premium notes).....				
7. Derivatives.....				
8. Other invested assets.....				
9. Receivables for securities.....	282,363		282,363	730
10. Securities lending reinvested collateral assets.....				
11. Aggregate write-ins for invested assets.....				
12. Subtotals, cash and invested assets (Lines 1 to 11).....	124,161,163		124,161,163	109,991,492
13. Title plants less \$..... charged off (for Title insurers only).....				
14. Investment income due and accrued.....	362,886		362,886	353,687
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,165,166		2,165,166	3,980,976
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$..... earned but unbilled premiums).....				
15.3 Accrued retrospective premiums (\$.....1,522,520) and contracts subject to redetermination (\$.....).....	1,522,520		1,522,520	1,698,845
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....				
16.2 Funds held by or deposited with reinsured companies.....				
16.3 Other amounts receivable under reinsurance contracts.....				
17. Amounts receivable relating to uninsured plans.....	31,580,929		31,580,929	33,080,780
18.1 Current federal and foreign income tax recoverable and interest thereon.....				
18.2 Net deferred tax asset.....				
19. Guaranty funds receivable or on deposit.....				
20. Electronic data processing equipment and software.....	361,206	9,600	351,606	388,939
21. Furniture and equipment, including health care delivery assets (\$.....).....	110,046	110,046	-	-
22. Net adjustment in assets and liabilities due to foreign exchange rates.....				
23. Receivables from parent, subsidiaries and affiliates.....	10,528		10,528	13,215
24. Health care (\$.....) and other amounts receivable.....	4,276,291	4,276,291	-	-
25. Aggregate write-ins for other-than-invested assets.....	11,295,908	1,347,614	9,948,294	9,885,688
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	175,846,643	5,743,551	170,103,092	159,393,622
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....				
28. Total (Lines 26 and 27).....	175,846,643	5,743,551	170,103,092	159,393,622
Details of Write-Ins				
1101.....				
1102.....				
1103.....				
1198. Summary of remaining write-ins for Line 11 from overflow page.....				
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above).....				
2501. Prepays.....	1,314,655	1,314,655	-	-
2502. Vehicles.....	32,959	32,959	-	-
2503. IPA Tax receivable.....	9,848,902		9,848,902	9,848,902
2598. Summary of remaining write-ins for Line 25 from overflow page.....	99,392		99,392	36,786
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above).....	11,295,908	1,347,614	9,948,294	9,885,688

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....54,710 reinsurance ceded)	43,033,872		43,033,872	34,027,673
2. Accrued medical incentive pool and bonus amounts	2,641,436		2,641,436	1,528,301
3. Unpaid claims adjustment expenses	351,969		351,969	351,969
4. Aggregate health policy reserves, including the liability of \$..... for medical loss ratio rebate per the Public Health Service Act	1,722,000		1,722,000	1,722,000
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	12,713,042		12,713,042	12,455,547
10.1 Current federal and foreign income tax payable and interest thereon (including \$..... on realized gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others	343,084		343,084	957,844
13. Remittances and items not allocated				
14. Borrowed money (including \$..... current) and interest thereon \$..... (including \$..... current)				
15. Amounts due to parent, subsidiaries and affiliates	1,235,210		1,235,210	1,363,962
16. Derivatives				
17. Payable for securities				
18. Payable for securities lending				
19. Funds held under reinsurance treaties (with \$..... authorized reinsurers, \$..... unauthorized reinsurers and \$..... certified reinsurers)				
20. Reinsurance in unauthorized and certified (\$.....) companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans	35,207,275		35,207,275	37,128,116
23. Aggregate write-ins for other liabilities (including \$..... current)	11,627		11,627	17,627
24. Total liabilities (Lines 1 to 23)	97,259,515		97,259,515	89,553,039
25. Aggregate write-ins for special surplus funds	XXX	XXX		
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	3,427,727	3,427,727
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX		
31. Unassigned funds (surplus)	XXX	XXX	69,415,850	66,412,856
32. Less treasury stock, at cost:				
32.1 ... shares common (value included in Line 26 \$.....)	XXX	XXX		
32.2 ... shares preferred (value included in Line 27 \$.....)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	72,843,577	69,840,583
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	170,103,092	159,393,622
Details of Write-Ins				
2301. Unearned revenue	11,627		11,627	17,627
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	11,627		11,627	17,627
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year To Date	Prior Year Ended December 31
	1	2	3	4
	Uncovered	Total	Total	Total
1. Member Months.....	XXX	154,591	177,105	696,228
2. Net premium income (including \$..... non-health premium income)	XXX	83,033,649	86,485,992	353,241,516
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	-	-	-
4. Fee-for-service (net of \$..... medical expenses).....	XXX	-	-	-
5. Risk revenue.....	XXX	-	-	-
6. Aggregate write-ins for other health care related revenues.....	XXX	9,850,839	7,196,570	36,763,164
7. Aggregate write-ins for other non-health revenues.....	XXX	-	-	176,435
8. Total revenues (Lines 2 to 7).....	XXX	92,884,488	93,682,562	390,181,115
Hospital and Medical:				
9. Hospital/medical benefits.....		41,522,954	39,799,572	153,205,418
10. Other professional services.....		8,445,822	7,172,392	32,224,815
11. Outside referrals.....		4,642,851	4,589,348	20,335,203
12. Emergency room and out-of-area.....		4,203,175	4,849,107	31,026,284
13. Prescription drugs.....		17,392,854	17,136,265	71,725,918
14. Aggregate write-ins for other hospital and medical.....		61,836	70,842	278,491
15. Incentive pool, withhold adjustments and bonus amounts.....		1,205,125	2,051,389	5,237,887
16. Subtotal (Lines 9 to 15).....		77,474,617	75,668,915	314,034,016
Less:				
17. Net reinsurance recoveries.....		-	172,890	1,709,920
18. Total hospital and medical (Lines 16 minus 17).....		77,474,617	75,496,025	312,324,096
19. Non-health claims (net).....		-	-	-
20. Claims adjustment expenses, including \$.....1,460,823 cost containment expenses.....		2,262,472	2,079,867	8,953,867
21. General administrative expenses.....		13,452,163	10,400,699	51,312,110
22. Increase in reserves for life and accident and health contracts (including \$..... increase in reserves for life only).....		-	-	-
23. Total underwriting deductions (Lines 18 through 22).....		93,189,252	87,976,591	372,590,073
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	(304,764)	5,705,971	17,591,042
25. Net investment income earned.....		1,344,572	969,005	4,776,918
26. Net realized capital gains (losses) less capital gains tax of \$.....		-	-	-
27. Net investment gains (losses) (Lines 25 plus 26).....		1,344,572	969,005	4,776,918
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....) (amount charged off \$.....)].....		-	-	-
29. Aggregate write-ins for other income or expenses.....		-	-	-
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	1,039,808	6,674,976	22,367,960
31. Federal and foreign income taxes incurred.....	XXX	-	-	-
32. Net income (loss) (Lines 30 minus 31).....	XXX	1,039,808	6,674,976	22,367,960
Details of Write-Ins				
0601. Miscellaneous Revenue.....	XXX	1,937	3,497	23,386
0602. IPA Tax Revenue.....	XXX	9,848,902	7,193,073	36,739,778
0603.....	XXX	-	-	-
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	-	-	-
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX	9,850,839	7,196,570	36,763,164
0701. Gain/Loss on Asset Disposal.....	XXX	-	-	-
0702. Tiff Revenue.....	XXX	-	-	176,435
0703.....	XXX	-	-	-
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	-	-	-
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX	-	-	176,435
1401. UPHIE Expenses.....		61,836	70,842	278,491
1402.....		-	-	-
1403.....		-	-	-
1498. Summary of remaining write-ins for Line 14 from overflow page.....		-	-	-
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....		61,836	70,842	278,491
2901.....		-	-	-
2902.....		-	-	-
2903.....		-	-	-
2998. Summary of remaining write-ins for Line 29 from overflow page.....		-	-	-
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above).....		-	-	-

STATEMENT OF REVENUE AND EXPENSES (CONTINUED)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	69,840,583	72,517,378	72,517,378
34. Net income or (loss) from Line 32.....	1,039,808	6,674,976	22,367,960
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....			
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....			
39. Change in nonadmitted assets.....	1,963,186	(322,873)	(244,755)
40. Change in unauthorized and certified reinsurance.....			
41. Change in treasury stock.....			
42. Change in surplus notes.....			
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....			
44.2 Transferred from surplus (Stock Dividend).....			
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	-	-	-
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			
47. Aggregate write-ins for gains or (losses) in surplus.....	-	-	(24,800,000)
48. Net change in capital and surplus (Lines 34 to 47).....	3,002,994	6,352,103	(2,676,795)
49. Capital and surplus end of reporting period (Line 33 plus 48).....	72,843,577	78,869,481	69,840,583
Details of Write-Ins			
4701. Distribution of Equity.....	-	-	(24,800,000)
4702.....			
4703.....			
4798. Summary of remaining write-ins for Line 47 from overflow page.....			
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above).....	-	-	(24,800,000)

CASH FLOW

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	85,025,784	97,530,019	353,204,006
2. Net investment income.....	1,276,971	1,002,270	4,788,288
3. Miscellaneous income.....	9,850,839	7,196,570	36,939,599
4. Total (Lines 1 to 3).....	96,153,594	105,728,859	394,931,893
5. Benefit and loss related payments.....	64,876,850	72,837,961	313,010,025
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	15,878,130	13,441,221	54,460,107
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$..... tax on capital gains (losses).....			
10. Total (Lines 5 through 9).....	80,754,980	86,279,182	367,470,132
11. Net cash from operations (Line 4 minus Line 10).....	15,398,614	19,449,677	27,461,761
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	5,000,000	997,000	11,746,000
12.2 Stocks.....			
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			40,772
12.7 Miscellaneous proceeds.....	-	-	157
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	5,000,000	997,000	11,786,929
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	5,940,080	2,432,350	11,970,587
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	281,633	690	40,772
13.7 Total investments acquired (Lines 13.1 to 13.6).....	6,221,713	2,433,040	12,011,359
14. Net increase (or decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(1,221,713)	(1,436,040)	(224,430)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....	-	-	-
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			
16.6 Other cash provided (applied).....	(1,287,345)	(350,786)	(27,166,692)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(1,287,345)	(350,786)	(27,166,692)
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).....	12,889,556	17,662,851	70,639
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	57,858,443	57,787,804	57,787,804
19.2 End of period (Line 18 plus Line 19.1).....	70,747,999	75,450,655	57,858,443

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001.			
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13	14
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Credit A&H	Disability Income	Long-Term Care	Other Health	Other Non- Health
Total Members at end of:														
1. Prior Year.....	53,423							4,650	48,773					
2. First Quarter.....	50,433							4,426	46,007					
3. Second Quarter.....														
4. Third Quarter.....														
5. Current Year.....														
6. Current Year Member Months.....	154,591							13,585	141,006					
Total Member Ambulatory Encounters for Period:														
7. Physician.....	62,709							7,344	55,365					
8. Non-Physician.....	50,948							9,647	41,301					
9. Total.....	113,657							16,991	96,666					
10. Hospital Patient Days Incurred.....	1,918							712	1,206					
11. Number of Inpatient Admissions.....	468							144	324					
12. Health Premiums Written (a).....	83,216,066							32,069,779	51,146,287					
13. Life Premiums Direct.....														
14. Property/Casualty Premiums Written.....														
15. Health Premiums Earned.....	83,216,066							32,069,779	51,146,287					
16. Property/Casualty Premiums Earned.....														
17. Amount Paid for Provision of Health Care Services.....	64,876,850							25,193,839	39,683,011					
18. Amount Incurred for Provision of Health Care Services.....	77,474,617							30,923,501	46,551,116					

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$17,585,879

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)						
0399999 – Aggregate accounts not individually listed-covered.....	9,417,543	493,791	288,039	22,479	266	10,222,118
0499999 – Subtotals.....	9,417,543	493,791	288,039	22,479	266	10,222,118
0599999 – Unreported claims and other claim reserves.....						32,771,378
0699999 – Total amounts withheld.....						95,086
0799999 – Total claims unpaid.....						43,088,582
0899999 – Accrued medical incentive pool and bonus amounts.....						2,641,436

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
1. Comprehensive (hospital and medical) individual.....						
2. Comprehensive (hospital and medical) group.....						
3. Medicare Supplement.....						
4. Vision only.....						
5. Dental only.....						
6. Federal Employees Health Benefits Plan.....						
7. Title XVIII – Medicare.....	14,097,999	11,095,839	1,483,060	17,398,426	15,581,059	15,532,515
8. Title XIX – Medicaid.....	14,921,365	24,669,658	3,502,048	20,650,338	18,423,413	18,495,158
9. Credit A&H.....						
10. Disability income.....						
11. Long-term care.....						
12. Other health.....						
13. Health subtotal (Lines 1 to 12).....	29,019,364	35,765,497	4,985,108	38,048,764	34,004,472	34,027,673
14. Health care receivables (a).....			2,264,530	2,011,761	2,264,530	6,754,723
15. Other non-health.....				2,641,436	85,662	1,528,301
16. Medical incentive pools and bonus amounts.....	85,662	6,328				
17. Totals (Lines 13-14+15+16).....	29,105,026	35,771,825	2,720,578	38,678,439	31,825,604	28,801,251

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

Notes to the Financial Statements

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 #	03/31/2024	12/31/2023
Net Income					
(1) State basis (Page 4, Line 32, Columns 2 & 4)	XXX	XXX	XXX	\$ 1,039,808	\$ 22,367,960
(2) State prescribed practices that are an increase / (decrease) from NAIC SAP:					
(3) State permitted practices that are an increase / (decrease) from NAIC SAP:					
(4) NAIC SAP (1-2-3=4)	XXX	XXX	XXX	\$ 1,039,808	\$ 22,367,960
Surplus					
(5) State basis (Page 3, Line 33, Columns 3 & 4)	XXX	XXX	XXX	\$ 72,843,577	\$ 69,840,583
(6) State prescribed practices that are an increase / (decrease) from NAIC SAP:					
(7) State permitted practices that are an increase / (decrease) from NAIC SAP:					
(8) NAIC SAP (5-6-7=8)	XXX	XXX	XXX	\$ 72,843,577	\$ 69,840,583

B. Use of Estimates in the Preparation of the Financial Statements - No Significant Changes

C. Accounting Policy

(1) Short-term investments - No Significant Changes

(2) Bonds, Mandatory Convertible Securities & SVO-Identified investments

The Company does not have any mandatory convertible securities or SVO identified investments.

(3) Common stocks - None

(4) Preferred stocks - None

(5) Mortgage loans - None

(6) Loan-backed securities - None

(7) Investments in subsidiaries, controlled and affiliated entities - None

(8) Investments in joint ventures, partnerships and limited liability companies - None

(9) Derivatives - None

(10) Investment income as a factor in the premium deficiency calculation - No Significant Changes

(11) Liabilities for losses and loss/claim adjustment expenses - No Significant Changes

(12) Changes in capitalization policy - No Significant Changes

(13) Pharmaceutical rebate receivables - No Significant Changes

D. Going Concern

There are no conditions or events that would prevent the Company to continue as a going concern.

2. Accounting Changes and Corrections of Errors - None

3. Business Combinations and Goodwill - None

4. Discontinued Operations - None

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans - None

B. Debt Restructuring - None

C. Reverse Mortgages - None

D. Loan-Backed Securities - None

E. Dollar Repurchase Agreements and/or Securities Lending Transactions - None

F. Repurchase Agreements Transactions Accounted for as Secured Borrowing - None

G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing - None

H. Repurchase Agreements Transactions Accounted for as a Sale - None

Notes to the Financial Statements

5. Investments (Continued)

- I. Reverse Repurchase Agreements Transactions Accounted for as a Sale - None
- J. Real Estate - None
- K. Low-Income Housing Tax Credits (LIHTC) - None
- L. Restricted Assets - No Significant Changes
- M. Working Capital Finance Investments - None
- N. Offsetting and Netting of Assets and Liabilities - None
- O. 5GI Securities - None
- P. Short Sales - None
- Q. Prepayment Penalty and Acceleration Fees - None
- R. Reporting Entity's Share of Cash Pool by Asset type - None

6. Joint Ventures, Partnerships and Limited Liability Companies - None

7. Investment Income

A. Due and Accrued Income Excluded from Surplus

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loans in default are excluded from surplus.

B. Total Amount Excluded - None

C. The gross, nonadmitted and admitted amounts for interest income due and accrued

	Interest Income Due and Accrued	Amount
1. Gross.....		\$..... 362,886
2. Nonadmitted.....		\$.....
3. Admitted.....		\$..... 362,886

D. The aggregate deferred interest - None

E. The cumulative amounts of paid-in-kind (PIK) interest included in the current principal balance - None

8. Derivative Instruments - None

9. Income Taxes - None

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties - No Significant Changes

11. Debt - None

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans - None

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations - None

14. Liabilities, Contingencies and Assessments - No Significant Changes

15. Leases - None

16. Information About Financial Instruments With Off-Balance-Sheet Risk And Financial Instruments With Concentrations of Credit Risk - None

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities - None

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

A. ASO Plans

The gain (loss) from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans were as follows during 2024:

	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses.....	\$..... 8,186	\$.....	\$..... 8,186
b. Total net other income or expenses (including interest paid to or received from plans).....	\$.....	\$.....	\$.....
c. Net gain or (loss) from operations (a+b).....	<u>\$..... 8,186</u>	<u>\$.....</u>	<u>\$..... 8,186</u>
d. Total claim payment volume.....	\$..... 29,467,403	\$.....	\$..... 29,467,403

B. ASC Plans - None

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract - No Significant Changes

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators - None

20. Fair Value Measurements

A. Fair Value Measurement

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.

Notes to the Financial Statements

20. Fair Value Measurements (Continued)

(1) Fair value at reporting date

Description for each class of asset or liability	Level 1	Level 2	Level 3	Net Asset Value (NAV)	Total
a. Assets at fair value					
Cash Equivalents	\$ 103,978	\$	\$	\$	\$ 103,978
Total assets at fair value/NAV	\$ 103,978	\$	\$	\$	\$ 103,978
b. Liabilities at fair value					
Total liabilities at fair value	\$	\$	\$	\$	\$

(2) Fair value measurements in Level 3 of the fair value hierarchy - None

(3) The Company's policy for determining transfers between levels are recognized and determined at the end of the reporting period.

(4) As of March 31, 2024, the reported fair value of the reporting entity's investments in Level 3, NAIC designated 6, residential mortgage-backed securities was \$0.

(5) Derivatives - None

B. Other Fair Value Disclosures - None

C. Fair Values for All Financial Instruments by Level 1, 2 and 3

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Net Asset Value (NAV)	Not Practicable (Carrying Value)
Bonds	\$ 42,885,501	\$ 43,077,561	\$ 42,885,501	\$	\$	\$	\$
Short Term Investments	1,997,578	1,997,578	1,997,578				
Cash Equivalents	103,978	103,978	103,978				

D. Not Practicable to Estimate Fair Value - None

E. Nature and Risk of Investments Reported at NAV - None

21. Other Items - None

22. Events Subsequent - No Significant Changes

23. Reinsurance - No Significant Changes

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. Method Used to Estimate - No Significant Changes

B. Method Used to Record - No Significant Changes

C. Amount and Percent of Net Retrospective Premiums - No Significant Changes

D. Medical Loss Ratio Rebates Required Pursuant to the Public Health Service Act - None

E. Risk-Sharing Provisions of the Affordable Care Act (ACA) - None

25. Change in Incurred Claims and Claim Adjustment Expenses

A. Reasons for Changes in the Provision for Incurred Claim and Claim Adjustment Expenses Attributable to Insured Events of Prior Years

Reserves as of December 31, 2023 were \$34,027,672 for unpaid claims. As of March 31, 2024, \$29,019,362 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Claims expense reserves remaining for prior years are now \$4,985,108 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a favorable prior year development of \$23,202 during 2024 for the year ended December 31, 2023. Original estimates are increased or decreased as additional information becomes know regarding individual claims.

B. Significant Changes in Methodologies and Assumptions Used in Calculating the Liability for Unpaid Claims and Claim Adjustment Expenses - None

26. Intercompany Pooling Arrangements - None

27. Structured Settlements - None

Notes to the Financial Statements

28. Health Care Receivables

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
03/31/2024	\$ 4,276,291	\$ -	\$ -	\$ -	\$ 2,317,993
12/31/2023	6,754,724	-	-	-	2,271,123
09/30/2023	6,325,606	-	-	-	2,317,047
06/30/2023	6,276,077	-	-	-	2,253,521
03/31/2023	6,521,752	-	-	-	2,195,794
12/31/2022	6,666,188	-	-	-	2,131,948
09/30/2022	5,408,770	-	-	-	2,048,353
06/30/2022	5,266,560	-	-	-	1,945,898
03/31/2022	5,392,550	-	-	-	1,666,880
12/31/2021	5,267,618	-	-	-	5,336,642
09/30/2021	4,860,959	-	-	-	1,889,172
06/30/2021	5,408,677	-	-	-	1,914,151

B. Risk-Sharing Receivables - None

29. Participating Policies - None

30. Premium Deficiency Reserves

- 1. Liability carried for premium deficiency reserves: \$-
- 2. Date of the most recent evaluation of this liability: 03/31/2024
- 3. Was anticipated investment income utilized in the calculation? YES

31. Anticipated Salvage and Subrogation - None

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? NO
- 1.2 If yes, has the report been filed with the domiciliary state?
- 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? NO
- 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
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? NO
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
- 3.4 Is the reporting entity publicly traded or a member of a publicly traded group? YES
- 3.5 If the response to 3.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group. 0001411494
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? NO
- 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? NO
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. 12/31/2020
- 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. 12/31/2020
- 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). 02/24/2022
- 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? N/A
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? N/A
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? NO
- 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? NO
- 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
- 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 affiliates primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
Apollo Capital Management, L.P.	New York, NY	NO	NO	NO	YES
Apollo Credit Management, LLC	New York, NY	NO	NO	NO	YES
Apollo Investment Management, L.P.	New York, NY	NO	NO	NO	YES
Apollo Global Securities, LLC	New York, NY	NO	NO	NO	YES
Apollo Senior Floating Rate Fund, Inc.	New York, NY	NO	NO	NO	YES
Apollo Tactical Income Fund, Inc.	New York, NY	NO	NO	NO	YES
MidCap Financial Investment Corporation	New York, NY	NO	NO	NO	YES
Apollo Capital Credit Advisor, LLC	Wilmington, DE	NO	NO	NO	YES
Aris Management, LLC	Wilmington, DE	NO	NO	NO	YES
Apollo Commercial Real Estate Finance, Inc.	New York, NY	NO	NO	NO	YES
Apollo Real Estate Fund Advisor, LLC	Wilmington, DE	NO	NO	NO	YES
Griffin Capital Securities, LLC	Wilmington, DE	NO	NO	NO	YES
Apollo Diversified Real Estate Fund	Wilmington, DE	NO	NO	NO	YES
Apollo Diversified Credit Fund	Wilmington, DE	NO	NO	NO	YES
Athene Securities, LLC	West De Moines, IA	NO	NO	NO	YES
Apollo Manager, LLC	New York, NY	NO	NO	NO	YES
Apollo S3 RIC Management, LP	New York, NY	NO	NO	NO	YES

GENERAL INTERROGATORIES
PART 1 - COMMON 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.....
- (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? NO.....

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

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? NO.....

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

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? YES.....
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 10,528.....

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.) NO.....
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ -.....
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? NO.....
- 14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book / Adjusted Carrying Value	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).....		
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? NO.....
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
- If no, attach a description with this statement.

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

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? YES.....

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

1	2
Name of Custodian(s)	Custodian Address
Wells Fargo Institutional Trust Services.....	666 Walnut Street, Des Moines, IA 50309.....
Principal Trust Company.....	510 N. Valley Mills Drive, Suite 400, Waco TX 76710-6075.....

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	2	3
Name(s)	Location(s)	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? NO.....
- 17.4 If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	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"]

GENERAL INTERROGATORIES
PART 1 - COMMON INTERROGATORIES

1 Name of Firm or Individual	2 Affiliation
Jaime Houghton, CFO	I
Melissa Holmquist, CEO	I

- 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 invested assets? 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 invested assets? 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

- 18.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed? YES
- 18.2 If no, list exceptions:

19. By self-designating 5GI securities, the reporting entity is certifying the following elements for each self-designated 5GI security:
- a. Documentation necessary to permit a full credit analysis of the security does not exist or an NAIC CRP credit rating for an FE or PL security is not available.
 - b. Issuer or obligor is current on all contracted interest and principal payments.
 - c. The insurer has an actual expectation of ultimate payment of all contracted interest and principal.
- Has the reporting entity self-designated 5GI securities? NO

20. By self-designating PLGI securities, the reporting entity is certifying the following elements of each self-designated PLGI security:
- a. The security was purchased prior to January 1, 2018.
 - b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.
 - c. The NAIC Designation was derived from the credit rating assigned by an NAIC CRP in its legal capacity as a NRSRO which is shown on a current private letter rating held by the insurer and available for examination by state insurance regulators.
 - d. The reporting entity is not permitted to share this credit rating of the PL security with the SVO.
- Has the reporting entity self-designated PLGI securities? NO

21. By assigning FE to a Schedule BA non-registered private fund, the reporting entity is certifying the following elements of each self-designated FE fund:
- a. The shares were purchased prior to January 1, 2019.
 - b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.
 - c. The security had a public credit rating(s) with annual surveillance assigned by an NAIC CRP in its legal capacity as an NRSRO prior to January 1, 2019.
 - d. The fund only or predominantly holds bonds in its portfolio.
 - e. The current reported NAIC Designation was derived from the public credit rating(s) with annual surveillance assigned by an NAIC CRP in its legal capacity as an NRSRO.
 - f. The public credit rating(s) with annual surveillance assigned by an NAIC CRP has not lapsed.
- Has the reporting entity assigned FE to Schedule BA non-registered private funds that complied with the above criteria? NO

GENERAL INTERROGATORIES

PART 2 – HEALTH

- 1. Operating Percentages:
 - 1.1 A&H loss percent 95.100 %
 - 1.2 A&H cost containment percent 1.800 %
 - 1.3 A&H expense percent excluding cost containment expenses 17.200 %
- 2.1 Do you act as a custodian for health savings accounts? NO
- 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? NO
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date. \$
- 3. Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states? NO
- 3.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity? NO

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1	2	3	4	5	6	7	8	9	10
NAIC Company Code	ID Number	Effective Date	Name of Reinsurer	Domiciliary Jurisdiction	Type of Reinsurance Ceded	Type of Business Ceded	Type of Reinsurer	Certified Reinsurer Rating (1 through 6)	Effective Date of Certified Reinsurer Rating

NONE

SCHEDULE T – PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

		Direct Business Only									
States, Etc.		1	2	3	4	5	6	7	8	9	10
		Active Status (a)	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	CHIP Title XXI	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 8	Deposit-Type Contracts
1.	Alabama	AL	N								
2.	Alaska	AK	N								
3.	Arizona	AZ	N								
4.	Arkansas	AR	N								
5.	California	CA	N								
6.	Colorado	CO	N								
7.	Connecticut	CT	N								
8.	Delaware	DE	N								
9.	District of Columbia	DC	N								
10.	Florida	FL	N								
11.	Georgia	GA	N								
12.	Hawaii	HI	N								
13.	Idaho	ID	N								
14.	Illinois	IL	N								
15.	Indiana	IN	N								
16.	Iowa	IA	N								
17.	Kansas	KS	N								
18.	Kentucky	KY	N								
19.	Louisiana	LA	N								
20.	Maine	ME	N								
21.	Maryland	MD	N								
22.	Massachusetts	MA	N								
23.	Michigan	MI	L	32,069,779	51,146,287					83,216,066	
24.	Minnesota	MN	N								
25.	Mississippi	MS	N								
26.	Missouri	MO	N								
27.	Montana	MT	N								
28.	Nebraska	NE	N								
29.	Nevada	NV	N								
30.	New Hampshire	NH	N								
31.	New Jersey	NJ	N								
32.	New Mexico	NM	N								
33.	New York	NY	N								
34.	North Carolina	NC	N								
35.	North Dakota	ND	N								
36.	Ohio	OH	N								
37.	Oklahoma	OK	N								
38.	Oregon	OR	N								
39.	Pennsylvania	PA	N								
40.	Rhode Island	RI	N								
41.	South Carolina	SC	N								
42.	South Dakota	SD	N								
43.	Tennessee	TN	N								
44.	Texas	TX	N								
45.	Utah	UT	N								
46.	Vermont	VT	N								
47.	Virginia	VA	N								
48.	Washington	WA	N								
49.	West Virginia	WV	N								
50.	Wisconsin	WI	N								
51.	Wyoming	WY	N								
52.	American Samoa	AS	N								
53.	Guam	GU	N								
54.	Puerto Rico	PR	N								
55.	U.S. Virgin Islands	VI	N								
56.	Northern Mariana Islands	MP	N								
57.	Canada	CAN	N								
58.	Aggregate Other Alien	OT	XXX								
59.	Subtotal	XXX		32,069,779	51,146,287					83,216,066	
60.	Reporting entity contributions for employee benefits plans	XXX									
61.	Total (Direct Business)	XXX		32,069,779	51,146,287					83,216,066	
Details of Write-Ins											
58001.		XXX									
58002.		XXX									
58003.		XXX									
58998.	Summary of remaining write-ins for Line 58 from overflow page	XXX									
58999.	Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX									

(a) Active Status Counts

1. L – Licensed or Chartered - Licensed insurance carrier or domiciled RRG	1	4. Q – Qualified - Qualified or accredited reinsurer	–
2. R – Registered – Non-domiciled RRGs	–	5. N – None of the above - Not allowed to write business in the state	56
3. E – Eligible - Reporting entities eligible or approved to write surplus lines in the state	–		

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

PART 1 - ORGANIZATIONAL CHART

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

PART 1 – ORGANIZATIONAL CHART

Marc Rowan, Joshua Harris, Leon Black
Apollo Global Management, Inc.
Athene Holding Ltd.
Athene USA Corporation
A-A Funding Holdco Offshore I, LLC
A-A Funding Holdco Onshore, LLC
A-A Funding Holdco Offshore II, LLC
A-A Funding Holdco Onshore, LLC
A-A Onshore Fund, LLC
ARPH (Headquarters Building), LLC
Athene Employee Services LLC
Athene London Assignment Corporation
Athene Re Services, LLC
Athene Securities, LLC
Athene Assignment Corporation
Athene Noctua, LLC
Athene Risk Aggregator, LLC
ACM Trademarks, L.L.C.
Athene Annuity Re Ltd.
A-A Funding Holdco Offshore I, LLC
A-A Funding Holdco Onshore, LLC
AARE Structured Holdings LLC
Athene Annuity & Life Assurance Company
Athene Annuity and Life Company
Athene Annuity & Life Assurance Company of New York
Athene Life Insurance Company of New York
Structured Annuity Reinsurance Company
Athene Re USA IV, Inc.
Centralife Annuities Service, Inc.
AAIA RML, LLC
141 W. Jackson Owner LLC
660 NC LLC
W 28 Street Funding LLC
P.L. Assigned Services, Inc.
AADE RML, LLC
A-A Funding Holdco Offshore II, LLC
A-A Funding Holdco Onshore, LLC
Athene Life Re International Ltd.
Athene Life Re Ltd.
A-A Onshore Fund, LLC
ADIP (Athene) Carry Plan, L.P
Athene Annuity Re II Ltd.

The organizational chart shows the ultimate controlling persons of the reporting entity together with Apollo Global Management, Inc. (“AGM”), the Apollo Operating Group, subsidiaries of the Apollo Operating Group and the Apollo Funds. The Apollo Operating Group refers to (i) the limited partnerships through which the ultimate controlling persons currently operate Apollo’s business and (ii) one or more limited partnerships formed for the purposes of, among other activities, holding certain of Apollo’s gains or losses on its principal investments in the Apollo Funds. The Apollo Funds refers to the funds, alternative asset companies and other entities that are managed by the Apollo Operating Group. The organizational chart does not include subsidiaries or alternative investment vehicles of the Apollo Funds, which are included in Part 1A. Pursuant to a disclaimer of affiliation filed with the domiciliary insurance department of the reporting entity, the organizational chart also does not include any (i) personal investment entities of AGM Inc.’s controlling individuals, Marc Rowan, Joshua Harris and Leon Black, or (ii) portfolio companies, other than the following portfolio companies that control a United States domiciled insurer (excluding a captive insurer of a portfolio company) and their respective subsidiaries: Aspen Insurance Holdings Limited; Athene Holding Ltd.; Catalina Holdings (Bermuda) Ltd.; LifePoint Health, Inc.; and VA Capital Company LLC.

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

PART 1 - ORGANIZATIONAL CHART

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

PART 1 – ORGANIZATIONAL CHART

Athene Asset L.P.
Athene Co-Invest Reinsurance Affiliate Holding Ltd.
Athene Co-Invest Reinsurance Affiliate 1A Ltd.
Athene Co-Invest Reinsurance Affiliate International Ltd.
Athene Co-Invest Reinsurance Affiliate LP
Athene Co-Invest Reinsurance Affiliate 1B Ltd.
Athene Co-Invest Reinsurance Affiliate Holding 2 Ltd.
Athene Co-Invest Reinsurance Affiliate 2A Ltd.
Athene Co-Invest Reinsurance Affiliate 2B Ltd.
ACRA 2B US LLC

Rosencrantz Depositor, LLC
NNN AGP Opportunities GP, LLC
NNN AGP Opportunities Fund, L.P.
NNN AGP Mezz Borrower, LLC
NNN AGP Opp Owner I, LLC
NNN AGP Opportunities Fund II, L.P.
NNN AGP Mezz Borrower II, LLC
NNN AGP Opp Owner II, LLC
NNN AGP Opp II Owner I, LLC
NNN AGP Opp II Owner II, LLC
NNN AGP Opp II Owner III, LLC
NNN AGP Opp II Owner IV, LLC
NNN AGP Opp II Owner V, LLC
NNN AGP Opp II Owner VI, LLC
NNN AGP Mezz Borrower III, LLC
NNN AGP Opp III Owner I, LLC
NNN AGP Opp III Owner II, LLC
NNN AGP Opp III Owner III, LLC
NNN AGP Opportunities Fund III, L.P.
A-A Offshore 2021-1 (Java), L.P.
A-A Mortgage Investor, LLC
A-A Mortgage Holdco, LLC
A-A Mortgage Investor, LLC
Athene Re Japan Solutions Co., Ltd.
Athene Bermuda Employee Company Ltd.
Athene IP Holding Ltd.
Athene North Employment Service Corporation
Athora Holding Ltd.
Athora UK Services Ltd.
Athora Ireland Services Limited
Athora Bermuda Services Ltd.
Athora IP Company Ltd.
Athora MEP Ltd.
Athora Europe Holding (Bermuda) Ltd.
Athora Europe Holding Limited
Generali Belgium S.A./N.V.

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

PART 1 - ORGANIZATIONAL CHART

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

PART 1 – ORGANIZATIONAL CHART

Groupe GVA-BC Assurances S.A.
Generali Real Estate Investment B.V.

Athora Life Re Ltd.
Athora Ireland plc
Athora Lux Invest S.C.Sp
Athora Europe Investments DAC
Athora Lux Invest S.C.Sp

Athora Deutschland Verwaltungs GmbH
Athora Deutschland Holding GmbH & Co. KG
Athora Deutschland GmbH
Athora Pensionkasse AG
Athora Deutschland Service GmbH
Athora Lux Invest Management S.a.r.l.
Athora Lux Invest SCSp
Athora Real Estate Finance GP, LLC
Athora US Invest (AH), LLC
Athora HD Investors, L.P.

Athora Lebensversicherung AG
Athora Real Estate (Lux) S.C.Sp
Athora Real Estate (Lux) Services S.a.r.l.
Athora Real Estate S.a.r.l.

A-A Euro Investment Fund (Lux) GP, S.a r.l.
Athene Japan K.K.

Apollo Asset Management, Inc.
APO Asset Co., LLC
Apollo Principal Holdings I GP, LLC
Apollo Principal Holdings I, L.P.
Apollo Capital Management IV, Inc.
Apollo Advisors IV, L.P.
Apollo Investment Fund IV, L.P.
Apollo Overseas Partners IV, L.P.
Apollo Fund Administration IV, L.L.C.

Apollo Capital Management V, Inc
Apollo Advisors V, L.P.
Apollo Fund Administration V, L.L.C
Apollo Verwaltungs V GmbH
Apollo German Partners V GmbH & Co.KG

Apollo Capital Management VI, LLC
Apollo Advisors VI, L.P.
Apollo Investment Fund VI, L.P.
Apollo Overseas Partners VI, L.P.
Apollo Overseas Partners (Delaware) VI, L.P.
Apollo Overseas Partners (Delaware 892) VI, L.P.
Apollo Overseas Partners (Germany) VI, L.P.
Apollo Management (Germany) VI, L.P.
Apollo Fund Administration VI, LLC

Apollo Capital Management VII, LLC
Apollo Advisors VII, L.P.

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

PART 1 - ORGANIZATIONAL CHART

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

PART 1 – ORGANIZATIONAL CHART

Apollo Fund Administration VII, LLC
Apollo Investment Fund VII, L.P.
Apollo Investment Fund (I) VII, L.P.
Apollo Investment Fund (PB) VII, L.P.
Apollo Overseas Partners VII, L.P.
Apollo Overseas Partners (I) VII, L.P.
Apollo Overseas Partners (Delaware) VII, L.P.
Apollo Overseas Partners (Delaware 892) VII, L.P.
AGRE CMBS GP LLC
AGRE CMBS GP II LLC
2012 CMBS-I GP LLC
2012 CMBS-II GP LLC
2012 CMBS-III GP LLC
Apollo ANRP Capital Management, LLC
 Apollo ANRP Advisors, L.P.
 Apollo ANRP Fund Administration, LLC
 Apollo Natural Resources Partners, L.P.
Apollo Converse Co-Investors, LLC
Apollo Co-Investors Manager, LLC
 AGRE Europe Co-Investors (A), L.P.
 AGRE Europe Co-Investors (A), L.P., with respect to Series CAI thereof
 AGRE Europe Co-Investors (A), L.P., with respect to Series GSS thereof
 AGRE Europe Co-Investors (A), L.P., with respect to Series Prime thereof
 AOP Co-Investors (A), L.P.
 AOP Co-Investors (D), L.P.
 AP Auxo Holdings Co-Investors (A), L.P.
 Apollo A-N Credit Co-Investors (FC-D), L.P.
 Apollo Accord Co-Investors II (D), L.P.
 Apollo Accord Co-Investors III (D), L.P.
 Apollo Accord Co-Investors III B (D), L.P.
 Apollo Accord Co-Investors IV (A), L.P.
 Apollo Accord Co-Investors IV (D), L.P.
 Apollo Accord Co-Investors V (A), L.P.
 Apollo Accord Co-Investors V (D), L.P.
 Apollo Accord Co-Investors VI (A), L.P.
 Apollo Accord Co-Investors VI (D), L.P.
 Apollo Accord+ Co-Investors (A), L.P.
 Apollo Accord+ Co-Investors (B), L.P.
 Apollo Accord+ Co-Investors (D), L.P.
 Apollo Accord+ II Co-Investors (A), L.P.
 Apollo Accord+ II Co-Investors (D), L.P.
 Apollo ADIP Co-Investors (A), L.P.
 Apollo ADIP Co-Investors (D), L.P.
 Apollo ADIP Co-Investors II (A), L.P.
 Apollo ADIP Co-Investors II (D), L.P.
 Apollo AGRE APREF Co-Investors (D), L.P.
 Apollo AIE II Co-Investors (B), L.P.
 Apollo Alamo Co-Investors (D), L.P.

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

PART 1 – ORGANIZATIONAL CHART

Apollo Aligned Alternatives Co-Investors (A), L.P.
Apollo Aligned Alternatives IDF Co-Investors (A), L.P.
Apollo ANRP Co-Investors (A), L.P.
Apollo ANRP Co-Investors (B), L.P.
Apollo ANRP Co-Investors (D), L.P.
Apollo ANRP Co-Investors (DC-D), L.P.
Apollo ANRP Co-Investors (FC-D), LP
Apollo ANRP Co-Investors (IH-A), LP
Apollo ANRP Co-Investors (IH-D), LP
Apollo ANRP Co-Investors II (A), L.P.
Apollo ANRP Co-Investors II (D), L.P.
Apollo ANRP Co-Investors II (IH-A), L.P.
Apollo ANRP Co-Investors II (IH-D), L.P.
Apollo ANRP Co-Investors II (DC-D), L.P.
Apollo ANRP Co-Investors III (A), L.P.
Apollo ANRP Co-Investors III (D), L.P.
Apollo ANRP Co-Investors III (DC-D), L.P.
Apollo APC Co-Investors (A), L.P.
Apollo Asia Co-Investors, LLC
Apollo Asia Real Estate Co-Investors (A), L.P.
Apollo Asia Real Estate II Co-Investors (A), L.P.
Apollo Asia Real Estate II Co-Investors (D), L.P.
Apollo Asset-Backed Fund Co-Investors (A), L.P.
Apollo Calliope Co-Investors (D), L.P.
Apollo Capital Efficient Co-Investors (D), L.P.
Apollo Centre Street Co-Investors (DC-D), L.P.
Apollo Champ Co-Investors, L.P.
Apollo Chiron Credit Co-Investors (D), L.P.
Apollo Clean Transition Equity Partners II Co-Investors (A), L.P.
Apollo Co-Investors VI (DC-D), L.P.
Apollo Co-Investors VI (EH-GP), LLC
Apollo Co-Investors VI (FC-D), LP
Apollo Co-Investors VII (B), LLC
Apollo Co-Investors VII (C), LLC
Apollo Co-Investors VII (D), L.P.
Apollo Co-Investors VII (DC-D), L.P.
Apollo Co-Investors VII (EH-A), L.P.
Apollo Co-Investors VII (EH-D), LP
Apollo Co-Investors VII (FC-D), L.P.
Apollo Co-Investors VII (NR D), L.P.
Apollo Co-Investors VII (NR DC-D), L.P.
Apollo Co-Investors VII (NR EH-D), L.P.
Apollo Co-Investors VII (NR FC-D), LP
Apollo Co-Investors VIII (A), L.P.
Apollo Co-Investors VIII (D), L.P.
Apollo Co-Investors VI (EH-D), LP
Apollo Co-Investors VIII (DC-D), L.P.
Apollo Co-Investors VIII (EH-A), L.P.

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

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Apollo Co-Investors VIII (EH-D), L.P.
Apollo Co-Investors VIII (FC-D), L.P.
Apollo Co-Investors X (A), L.P.
Apollo Co-Investors X (D), L.P.
Apollo Co-Investors IX (A), L.P.
Apollo Co-Investors IX (D), L.P.
 Apollo Co-Investors VI (A), LLC
 Apollo Co-Investors VI (B), LLC
 Apollo Co-Investors VI (C), LLC
 Apollo Co-Investors VI (D), L.P.
 Apollo Co-Investors VII (A), L.P.
Apollo Credit Fund Co-Investors, LP
Apollo Credit Opportunity Co-Investors III (A) LP
Apollo Credit Opportunity Co-Investors III (B) LP
Apollo Credit Strategies Co-Investors, LP
Apollo Credit Strategies Co-Investors (D), L.P.
Apollo Credit Strategies IDF Co-Investors (A), L.P.
Apollo Defined Return Co-Investors (A), L.P.
Apollo Delphi Co-Investors (D), L.P.
Apollo EPF Co-Investors II (A), L.P.
Apollo EPF Co-Investors II (D), L.P.
Apollo EPF Co-Investors II (Euro), L.P.
Apollo EPF Co-Investors III (A), L.P.
Apollo EPF Co-Investors III (D), L.P.
Apollo EPF Co-Investors IV (D), L.P.
Apollo Excelsior Co-Investors (D), L.P.
Apollo Franklin Co-Investors (DC-D), L.P.
Apollo HSF I Co-Invest, L.P.
Apollo HVF Co-Investors (A), L.P.
Apollo HVF Co-Investors (D), L.P.
Apollo HVF Co-Investors (DC-D), L.P.
Apollo HVF Co-Investors II (A), L.P.
Apollo HVF Co-Investors II (D), L.P.
Apollo Impact Mission Co-Investors (A), L.P.
Apollo Impact Mission Co-Investors (D), L.P.
Apollo Infra Equity Co-Investors (A), L.P.
Apollo Infra Equity Co-Investors (D), L.P.
Apollo Infra Equity Co-Investors (IH-D), L.P.
Apollo Infrastructure Opportunities II Co-Investors (A), L.P.
Apollo Infrastructure Opportunities II Co-Investors (D), L.P.
Apollo Infrastructure Opportunities III Co-Investors (A), L.P.
Apollo Kings Alley Credit Co-Investors (D), L.P.
Apollo Lincoln Private Credit Co-Investors (DC-D), L.P.
Apollo Navigator Co-Investors I (A), L.P.
Apollo Navigator Co-Investors I (D), L.P.
Apollo Navigator Co-Investors I (DC-D), L.P.
Apollo Origination Partnership II Co-Investors (A), L.P.
Apollo PPF Credit Strategies Co-Investors (FC-D), L.P.

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Apollo Revolver Co-Investors (A), L.P.
Apollo Revolver Co-Investors (D), L.P.
Apollo Revolver Co-Investors II (A), L.P.
Apollo Royalties Co-Investors I (D), L.P.
Apollo RRH Co-Investors (A), L.P.
Apollo Senior Loan Fund Co-Investors (D), L.P.
Apollo S3 Equity & Hybrid Solutions Fund Co-Investors (A), L.P.
Apollo SOMA Co-Investors, LLC
Apollo SPAC Co-Investors I (A), L.P.
Apollo SPAC Co-Investors I (D), L.P.
Apollo Special Situations Co-Investors (A), L.P.
Apollo Special Situations Co-Investors (D), L.P.
Apollo Special Situations Co-Investors (IH-A), L.P.
Apollo Special Situations Co-Investors (IH-D), L.P.
Apollo SPN Co-Investors (D), L.P.
Apollo SPN Co-Investors (DC-D), L.P.
Apollo SPN Co-Investors (FC-D), L.P.
Apollo Structured Credit Recovery Co-Investors IV (A) LP
Apollo Tactical Value SPN Co-Investors (DC-D), L.P.
Apollo Total Return Co-Investors (A) LP
Apollo Total Return Fund - Investment Grade Co-Investors (D), L.P.
Apollo Tower Credit Co-Investors (DE FC-D), L.P.
Apollo Union Street Co-Investors (D), L.P.
Apollo Union Street SPV Co-Investors (D), L.P.
Apollo USREF Co-Investors II (A), L.P.
Apollo USREF Co-Investors III (A), L.P.
Apollo USREF Co-Investors III (D), L.P.
Apollo USREF III Royce Co-Investors (A), L.P.
Apollo Venerable Co-Investors (A), L.P.
FCI Co-Investors II (A), L.P.
FCI Co-Investors III (A), L.P.
FCI Co-Investors IV (A), L.P.
FCI Co-Investors IV (D), L.P.
VA Capital Management CIV GP, LLC
VA Capital Management Co-Investors, L.P.
APH Holdings, L.P.
ACC Advisors A/B, LLC
Apollo U.S. Real Estate Advisors GP III, LLC
Apollo U.S. Real Estate Advisors III, L.P.
Apollo U.S. Real Estate Fund III, L.P.
Apollo U.S. Real Estate Fund III Acquisitions, LLC
Apollo U.S. Real Estate Partners III (Offshore), L.P.
Apollo U.S. Real Estate Partners III (TE), L.P.
Apollo Cardinal Advisors, L.P.
Apollo Cardinal Coinvest Fund, L.P.
Apollo 100 West Putnam Advisors GP, LLC
Apollo Capital Management X, LLC
Apollo Advisors X, L.P.

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Apollo Co-Investors X (B), L.P.
Apollo Co-Investors X (C), L.P.
Apollo Investment Fund (DE-I) X, L.P.
Apollo Investment Fund (ESC) X, L.P.
Apollo Investment Fund X, L.P.
Apollo Overseas Partners (Delaware) X, L.P.
Apollo Overseas Partners (Delaware 892) X, L.P.
Apollo Overseas Partners (I) X, L.P.
Apollo Overseas Partners X, L.P.
Apollo Advisors X (EH-GP), LLC
Apollo ADIP Capital Management II, LLC
Apollo ADIP Advisors II, L.P.
Apollo/Athene Dedicated Investment Program II, L.P.
Apollo ADIP Co-Investors II (B), L.P.
Apollo Clean Transition Equity Partners II Capital Management, LLC
Apollo Clean Transition Equity Partners II Advisors, L.P.
Apollo Clean Transition Equity Partners II, L.P.
Apollo Clean Transition Equity Partners II (TE 892), L.P.
Apollo Clean Transition Equity Partners II Co-Investors (B), L.P.
Apollo Clean Transition Equity Overseas Partners II (Lux) GP, S.a r.l.
Apollo Clean Transition Equity Overseas Partners II (Lux), SCSp
Apollo Broad Middle Markets Lending Advisors GP LLC
Apollo Broad Middle Markets Lending Advisors, L.P.
Apollo Broad Middle Markets Lending Fund, L.P.
AA X Holdings, LLC
AP Violet Advisors GP, LLC
VLS Holdings Advisors GP LLC
VLS Holdings Advisors, L.P.
Apollo Principal Holdings III GP, Ltd.
Apollo Principal Holdings III, L.P.
Apollo Administration GP Ltd.
Apollo Advisors V (EH), LLC
Apollo Advisors V (EH Cayman), L.P.
Apollo Advisors VI (EH-GP), Ltd.
Apollo Advisors VI (EH), L.P.
Apollo Advisors VII (EH-GP), Ltd.
Apollo Advisors VII (EH), L.P.
AAA Life Re Carry, L.P.
Apollo ANRP Advisors (IH-GP), LLC
Apollo ANRP Advisors (IH), L.P.
Financial Credit I Capital Management, LLC
Financial Credit Investment Advisors I, L.P.
Apollo SPN Capital Management, LLC
Apollo SPN Advisors, L.P.
Apollo SPN Investments I, L.P.
AAA MIP Limited
AAA Associates, L.P.
AP Caps II Holdings GP, LLC

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

PART 1 – ORGANIZATIONAL CHART

Acropolis Infrastructure Acquisition Sponsor, L.P.
APSG Sponsor, L.P.
APSG Sponsor II, L.P.
APSG Sponsor III, L.P.
Delphi Growth Capital Sponsor, L.P.
APSG Advisors GP, LLC
Acropolis Infrastructure Acquisition Advisors, L.P.
APSG Advisors, L.P.
APSG Advisors II, L.P.
Delphi Growth Capital Advisors, L.P.
Delaware Rose GP L.L.C
Apollo Rose GP, L.P.
Apollo Rose II Co-Investors (H), L.P.
Apollo Rose II (A), L.P.
Apollo Rose II (B), L.P.
Apollo Rose II (C), L.P.
Apollo Rose II (D), L.P.
Apollo Rose II (E), L.P.
Apollo Rose II (F), L.P.
Apollo Rose II (G), L.P.
Catalina Holdings (Bermuda) Ltd.
Catalina Alpha Ltd
Alea Group Holdings (Bermuda) Ltd.
FIN LLC
Alea Holdings US Company
Alea North America Insurance Company
SPARTA Insurance Company
National American Insurance Company of California
QLT Buffalo LLC
AHUSCO Statutory Trust I
AHUSCO Statutory Trust II
AHUSCO Statutory Trust III
Catalina Alpha US Holding Company
Catalina U.S. Insurance Services LLC
Catalina Re Bermuda Ltd
Catalina Re Archdale Life Insurance Company Ltd.
Catalina Finance LLP
Elbow Re Ltd.
Catalina Oxenwood European Investments Ltd
Catalina Oxenwood Investments Ltd
Catalina Services Asia Pacific PTE Ltd.
Catalina General Insurance Ltd.
Asia Capital Reinsurance Group PTE. Ltd.
Asia Capital Reinsurance Malaysia SDN BHD
ACCR Sendirian Berhad
Catalina Corporate Capital Limited
Catalina Echo Limited
Residential Loss Control Holdings LLC

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PART 1 – ORGANIZATIONAL CHART

Home Construction Management Inc
ProBuilders Specialty Insurance Company, RRG
Catalina Services Switzerland AG
Catalina Foxtrot Holdings Limited
Catalina Oxenwood Real Estate II Ltd
OXW Capital LP
Oxenwood Luxembourg S.à r.l.
Oxenwood Real Estate LLP
OXW Capital Management Limited
OXW Partners LP
Oxenwood JV Capital Limited
Oxenwood Luxembourg S.à r.l.
OXW Partners 2 LP
Oxenwood JV Capital 2 Limited
Oxenwood Luxembourg 2 S.à r.l.
OLF1 Partners LP
Catalina Permian Ltd
Catalina Oxenwood European Investments Ltd
Oxenwood Catalina III Limited
OXW Catalina European Holdco S.à r.l.
Oxenwood Catalina (Germany II) S.à.r.l.
Oxenwood Catalina Neuss S.à.r.l.
OXW Catalina PropCo 1 S.à r.l.
OXW Catalina PropCo 2 S.à r.l.
Catalina Permian Ltd
Catalina Acra Zurich Reinsurance Trust
Catalina Oxenwood Investments Ltd
Propco (Newport) Limited
Propco (Greenock) Limited
Propco (Yeovil) Limited
Catalina Oxenwood Investments Ltd
OXW Catalina UK Limited
OXW Catalina (Logistics XVII) Limited
OXW Catalina (Logistics XXV) Limited
OXW Catalina (Logistics XXVI) Limited
OXW Catalina (Logistics XXVII) Limited
AD Land Exeter Ltd
Catalina Holdings UK Limited
Catalina Worthing Insurance Limited
Catalina Oxenwood Investments Ltd
Propco (Swansea) Limited
Catalina Services UK Limited
Lightning Top-Up Trust
Catalina Oxenwood European Investments Ltd.
Catalina Oxenwood Investments Ltd.
Catalina Re Archdale US LLC
Propco (Telford) Limited
Catalina Beta Ltd.

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Catalina Services (Bermuda) Ltd.

Apollo Rose II (I), L.P.

Wessex GP LLC

Athene Wessex Investor A, L.P.

Apollo Wessex Advisors GP, LLC

Apollo Wessex Advisors, L.P.

Wessex Holdings, L.P.

AP Extreme Advisors GP, LLC

APH Holdings, L.P.

Apollo ANRP Capital Management II, LLC

Apollo ANRP Advisors II, L.P.

Apollo Natural Resources Partners II, L.P.

AP Boardwalk GP, LLC

Apollo ANRP Co-Investors II (B), L.P.

Apollo ANRP Capital Management III, LLC

Apollo ANRP Advisors III, L.P.

Apollo Natural Resources Partners (Lux) III GP, S.a r.l.

Apollo Natural Resources Partners (Lux) III, SCSp

Apollo Natural Resources Partners III, L.P.

Apollo ANRP Co-Investors III (B), L.P.

ANRP III (T-P1) Holdings, L.P.

Apollo ANRP Advisors III (P2), L.P.

Apollo Natural Resources Partners (P2) III, L.P.

Apollo Capital Management VIII, LLC

Apollo Advisors VIII, L.P.

Apollo Fund Administration VIII, LLC

Apollo Investment Fund VIII, L.P.

Apollo Investment Fund (I) VIII, L.P.

Apollo Overseas Partners VIII, L.P.

Apollo Overseas Partners (I) VIII, L.P.

Apollo Overseas Partners (Delaware) VIII, L.P.

Apollo Overseas Partners (Delaware 892) VIII, L.P.

Apollo Hybrid Value Capital Management, LLC

Apollo Hybrid Value Advisors, L.P.

Apollo HVF Co-Investors (B), L.P.

Apollo HVF Co-Investors (C), L.P.

Apollo Hybrid Value Fund, L.P.

Apollo Hybrid Value Overseas Partners (Delaware 892), L.P.

Apollo Hybrid Value Overseas Partners (Lux) GP, S.a r.l.

Apollo Hybrid Value Overseas Partners (Lux), SCSp

Apollo Hybrid Value Overseas Partners, L.P.

AA Direct GP, LLC

AA Direct, L.P.

AP Ulysses Advisors, LLC

AP Beta 7, L.P.

VA Capital Company LLC

Venerable Holdings, Inc.

Venerable Insurance and Annuity Company

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Corporate Solutions Life Reinsurance Company
Rocky Range, Inc.
Directed Services LLC
VIAC Services Company
Venerable Investment Advisers, LLC
Apollo Special Situations Advisors GP, LLC
 Apollo Special Situations Advisors, L.P.
 Apollo Special Situations Fund, L.P.
AA GP Solutions Advisors GP, LLC
 AA GP Solutions Advisors, L.P.
 AA GP Solutions Fund, L.P.
Apollo Credit Secondaries I GP, LLC
 Apollo Credit Secondaries Fund I, L.P.
 Apollo Credit Secondaries Fund I (A), L.P.
 Apollo Credit Secondaries Fund I (B), L.P.
Apollo Credit Secondaries I Advisors GP, LLC
 Apollo Credit Secondaries I Advisors, L.P.
Apollo Advisors IX (EH-GP), LLC
 Apollo Advisors IX (EH), L.P.
 AP Highlands Co-Invest, L.P.
 Highlands Bermuda Holdco, Ltd.
 AIF IX International Holdings, L.P.
 AP Highlands Holdings (GP), LLC
 AP Highlands Holdings, L.P.
 Highlands Bermuda Holdco, Ltd.
 Aspen Insurance Holdings Limited
 Aspen Bermuda Limited
 Aspen (UK) Holdings Limited
 Aspen UK Syndicate Services Limited
 APJ Asset Protection Jersey Limited
 Aspen U.S. Holdings, Inc.
 Aspen American Insurance Company
 Aspen Specialty Insurance Company
 Aspen Insurance U.S. Services Inc.
 Aspen Specialty Insurance Management, Inc.
 Aspen Specialty Insurance Solutions, LLC
 Aspen Re America, Inc.
 Digital Risk Resources, LLC
 Aspen Insurance UK Services Limited
 Aspen Australia Service Company Pty Limited
 Aspen European Holdings Limited
 Aspen Insurance UK Limited
 Acorn Limited
 Blue Waters Insurers, Corp.
 Aspen Managing Agency Limited
 Aspen Singapore Pte. Limited
 Aspen Underwriting Limited
 Silverton Re Ltd.

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

PART 1 - ORGANIZATIONAL CHART

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

PART 1 – ORGANIZATIONAL CHART

Aspen Capital Management Limited

Peregrine Reinsurance Ltd

Aspen Cat Fund Limited

Harvest Holdings II GP, LLC
Harvest Holdings II (C), L.P.
Harvest Holdings II (V), L.P.
Karpos Investments II (C), L.P.
Karpos Investments II (V), L.P.
Apollo Infra Equity Advisors (IH-GP), LLC
Apollo Infra Equity Advisors (IH UT), L.P.
Apollo Infra Equity Advisors (IH), L.P.
Apollo Infra Equity Feeder Fund (TE Debt), L.P.
Apollo Infra Equity International Fund, L.P.
Apollo FIG Carry Pool Aggregator GP, LLC
Apollo FIG Carry Pool Aggregator, L.P.
Apollo FIG Carry Pool Intermediate, L.P.
Apollo FIG Carry Pool Intermediate (FC), L.P.
Apollo Advisors VIII (EH-GP), Ltd.
Apollo Advisors VIII (EH), L.P.
Apollo Co-Investors VIII (EH-E), L.P.
Financial Credit II Capital Management, LLC
Financial Credit Investment Advisors II, L.P.
Financial Credit Investment II, L.P.
Financial Credit III Capital Management, LLC
Financial Credit Investment Advisors III, L.P.
Financial Credit Investment III, L.P.
Financial Credit IV Capital Management, LLC
Financial Credit Investment Advisors IV, L.P.
Financial Credit Investment IV, L.P.
Financial Credit Investment IV (Feeder), L.P.
Financial Credit Investment (PF) IV, L.P.
Apollo ADIP Capital Management, LLC
Apollo ADIP Advisors, L.P.
Apollo/Athene Dedicated Investment Program (A), L.P.
Apollo/Athene Dedicated Investment Program (B), L.P.
Apollo/Athene Dedicated Investment Program (C), L.P.
Apollo/Athene Dedicated Investment Program (D), L.P.
Apollo/Athene Dedicated Investment Program (E), L.P.
Apollo ADIP (Lux) GP, S.a r.l.
Apollo/Athene Dedicated Investment Program (Lux), SCSp
Apollo Hybrid Value Capital Management II, LLC
Apollo Hybrid Value Advisors II, L.P.
Apollo Grizzly Bear Co-Invest Ultimate GP, LLC
Apollo HVF Co-Investors II (B), L.P.
Apollo Hybrid Value Fund II, L.P.
Apollo Hybrid Value Fund (MS I) II, L.P.
Apollo Hybrid Value Overseas Partners II, L.P.
Apollo Hybrid Value Overseas Partners (Delaware 892) II, L.P.

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

PART 1 - ORGANIZATIONAL CHART

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PART 1 – ORGANIZATIONAL CHART

Apollo Hybrid Value Overseas Partners (Lux) GP II, S.a r.l.
 Apollo Hybrid Value Overseas Partners (Lux) II, SCSp
 Apollo Hybrid Value Overseas Partners (MS I) II, L.P.
 Apollo TAMF Co-Invest Ultimate GP, LLC
 Apollo TAMF Co-Invest GP, L.P.
 Apollo TAMF Co-Invest, L.P.

AA IX Holdings, LLC
Apollo Impact Mission Capital Management, LLC
 Apollo Impact Mission Advisors, L.P.
 Apollo Impact Mission Co-Investors (B), L.P.
 Apollo Impact Mission Fund, L.P.
 Apollo Impact Mission Fund (Overseas), L.P.
 Apollo Impact Mission Overseas Partners (Delaware 892), L.P.
 Apollo Impact Mission Overseas Partners (Lux) GP, S.a r.l.
 Apollo Impact Mission Overseas Partners (Lux), SCSp

Apollo Capital Management IX, LLC
 Apollo Advisors IX, L.P.
 Apollo Co-Investors IX (B), L.P.
 Apollo Co-Investors IX (C), L.P.
 Apollo Fund Administration IX, LLC
 Apollo Investment Fund IX, L.P.
 Apollo Investment Fund (I) IX, L.P.
 Apollo Overseas Partners IX, L.P.
 Apollo Overseas Partners (I) IX, L.P.
 Apollo Overseas Partners (Delaware) IX, L.P.
 Apollo Overseas Partners (Delaware 892) IX, L.P.
 Apollo Overseas Partners (Lux) IX GP, S.a r.l.
 Apollo Overseas Partners (Lux) IX, SCSp

AP Castle Holdings GP S.a r.l.
AP IX GenPar, LLC
AP IX DSB Holdings, L.P.
 DSB Parent GP, LLC
 Knight Parent Ventures LP
 Forward Health Ventures L.P.
 Forward Health Ventures Holdings, Inc.
 Forward Health Ventures (A) LLC
 Forward Health Ventures (B) LLC
 STeM Parent L.P.
 STeM Holdings Inc.
 STeM Management, LLC
 STeM Operating, LLC
 Forward Health Ventures Investments GP, LLC

DSB Holdings II GP, LLC
 DSB Holdings II, L.P.
 DSB Parent L.P.
 DSB Holdings, Inc.
 DSB Acquisition LLC
 LifePoint Health, Inc.

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

PART 1 - ORGANIZATIONAL CHART

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

PART 1 – ORGANIZATIONAL CHART

Legacy LifePoint Health, LLC

Province Healthcare Company, LLC

Brim Hospitals, Inc.

Colorado Plains Physician Practices, LLC

Las Cruces Cardiology Group, LLC

Las Cruces Endoscopy Partner, LLC

Las Cruces Endoscopy, LLC

Lohman Endoscopy Center, LLC

Las Cruces Physician Practices, LLC

Los Alamos Physician Practices, LLC

Martinsville Physician Practices, LLC

Memorial Prompt Care, LLC

Northeastern Nevada Physician Practices, LLC

PHC-Aviation, Inc.

PHC-Elko, Inc.

PHC-Fort Mohave, Inc.

PHC-Fort Morgan, Inc.

PHC-Lake Havasu, Inc.

Havasu Regional Medical Center, LLC

HRMC, LLC

PHC-Lakewood, Inc

PHC-Morgan City, L.P.

PHC-Las Cruces, Inc.

PHC-Los Alamos, Inc.

PHC-Minden G.P., Inc

PHC-Minden, LLC

PHC-Morgan Lake, Inc.

PHC-Morgan City, L.P.

PHC-Selma, LLC

PHC-Tennessee, Inc.

Principal-Needles, Inc.

Teche Regional Physician Practices, LLC

Valley View Physician Practices, LLC

Historic LifePoint Hospitals, LLC

LifePoint Hospitals Holdings, LLC

AdvantagePoint Health Alliance, LLC

AdvantagePoint Health Alliance – Blue Ridge, LLC

AdvantagePoint Health Alliance – Bluegrass, LLC

AdvantagePoint Health Alliance - Hot Springs, LLC

AdvantagePoint Health Alliance - Mesilla Valley, LLC

AdvantagePoint Health Alliance - Paris, LLC

AdvantagePoint Health Alliance – Tennessee Valley, LLC

AdvantagePoint Health Alliance – Great Lakes, LLC

AdvantagePoint Health Alliance – Laurel Highlands, LLC

AdvantagePoint Health Alliance – Northwest, LLC

AdvantagePoint Health Alliance – Western North Carolina, LLC

Ashley Valley Medical Center, LLC

Ashley Valley Physician Practice, LLC

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

PART 1 - ORGANIZATIONAL CHART

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

PART 1 – ORGANIZATIONAL CHART

- Castleview Medical, LLC
 - Castleview Hospital, LLC
 - Castleview Physician Practice, LLC
- HealthyHub, LLC
- Home Health Partner, LLC
- HSC Credentialing Support Services, LLC
- HSCGP, LLC
 - LifePoint Corporate Services, General Partnership
 - America Management Companies, LLC
 - LifePoint Billing Services, LLC
 - Forward Health Ventures (A) LLC
 - Forward Health Ventures (B) LLC
- LifePoint CSLP, LLC
 - LifePoint Corporate Services, General Partnership
 - Forward Health Ventures (A) LLC
 - Forward Health Ventures (B) LLC
- LifePoint Holdings 2, LLC
 - Acquisition Bell Hospital, LLC
 - Upper Peninsula Health Plan, LLC
 - Upper Peninsula Managed Care, LLC
 - AMG-Crockett, LLC
 - AMG-Southern Tennessee, LLC
 - AMG-Trinity, LLC
 - Athens Physicians Practice, LLC
 - Athens Regional Medical Center, LLC
 - Athens Surgery Center Partner, LLC
 - Athens Surgery Center, LLC
 - Bell JV, LLC
 - Bell Physician Practices, Inc.
 - Clark Regional Physician Practices, LLC
 - Community Medical, LLC
 - Community-Based Services, LLC
 - Crockett Hospital, LLC
 - Crockett PHO, LLC
 - Danville Diagnostic Imaging Center, LLC
 - Danville Physician Practices, LLC
 - Danville Regional Medical Center, LLC
 - Danville Regional Medical Center School of Health Professions, LLC
 - Gateway Health Alliance, Inc.
 - Memorial Hospital of Martinsville & Henry County Ambulatory Surgery Center, LLC
 - Two Rivers Physician Practices, LLC
- DLP Partner, LLC
 - DLP Healthcare, LLC
 - DLP Marquette Holding Company, LLC
 - DLP Marquette Health Plan, LLC
 - Upper Peninsula Health Plan, LLC
 - Upper Peninsula Managed Care, LLC
 - DLP Marquette General Hospital, LLC

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PART 1 – ORGANIZATIONAL CHART

- DLP Marquette JV, LLC
 - U.P. Imaging Management Services, LLC
 - DLP Marquette Physician Practices, Inc.
- DLP Cardiac Partners, LLC
- DLP Central NC Holding Company, LLC
 - DLP Central Carolina Medical Center, LLC
 - DLP Central Carolina Family Medicine, LLC
 - DLP Central Carolina Medical Group, LLC
 - DLP Central Carolina Physician Practices, LLC
- DLP Central NC JV, LLC
 - Guardian Health Service, L.L.C.
- DLP Frye Regional Medical Center, LLC
 - DLP Cardiology Associates, LLC
 - DLP Cardiology Physicians, LLC
 - DLP Frye Medical Group, LLC
 - DLP Frye Regional Physician Practices, LLC
 - DLP Graystone Family Practice Associates, LLC
 - DLP Hickory Family Practice Associates, LLC
- DLP Good Shepherd Holding Company, LLC
 - DLP Good Shepherd JV, LLC
 - DLP Gregg County Hospital, LLC
 - DLP Marshall Medical Center, LLC
- DLP Harris JV, LLC
- DLP Harris Regional Hospital, LLC
 - DLP Western Carolina Physician Practices, LLC
- DLP Haywood Regional Medical Center, LLC
- DLP Maria Parham Medical Center, LLC
 - DLP Maria Parham Physician Practices, LLC
- DLP Person Memorial Hospital, LLC
 - DLP Person Physician Practices, LLC
 - DLP Person Urgent Care, LLC
- DLP Rutherford Regional Health System, LLC
 - DLP Rutherford Physician Practices, LLC
- DLP Swain County Hospital, LLC
- DLP Twin County Holding Company, LLC
 - DLP Twin County Physician Practices, LLC
 - DLP Twin County Regional Healthcare, LLC
- DLP Wilson Holding Company, LLC
 - DLP WilMed Nursing Care and Rehabilitation Center, LLC
 - DLP Wilson Medical Center, LLC
 - DLP Wilson Physician Practices, LLC
- DLP Partner Central Carolina, LLC
- DLP Partner Conemaugh, LLC
- DLP Partner Frye, LLC
- DLP Partner Marquette, LLC
- DLP Partner MedWest, LLC
- DLP Partner Twin County, LLC
- DLP Partner Wilson Rutherford, LLC

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PART 1 – ORGANIZATIONAL CHART

Fauquier Partner, LLC
Fauquier Holding Company, LLC
Fauquier Diagnostic Imaging Center, LLC
Fauquier Long-Term Care, LLC
Fauquier Medical Center, LLC
Fauquier Physician Practices, LLC
Georgetown Rehabilitation, LLC
HDP Andalusia, LLC
HDP Georgetown, LLC
HighPoint Partner, LLC
HighPoint Healthcare, LLC
Riverview Medical Center, LLC
Riverview Physician Practices, LLC
Sumner Partner, LLC
Sumner Ambulatory Surgery Center, LLC
Sumner Physician Practices, LLC
Sumner Regional Medical Center, LLC
Trousdale Medical Center, LLC
Trousdale Physician Practices, LLC
Hillside Hospital, LLC
HSC Manager, LLC
Kansas Healthcare Management Company, Inc.
Kansas Healthcare Management Services, LLC
Kansas Healthcare Management Services, LLC
Kentucky Hospital, LLC
Kentucky Medserv, LLC
Kentucky Physician Services, Inc. LHSC, LLC
LifePoint Medical Group – Hillside, Inc.
AMG-Hillside, LLC
LifePoint of Kentucky, LLC
Bourbon Community Hospital, LLC
Bourbon Physician Practice, LLC
Buffalo Trace Radiation Oncology Associates, LLC
Fleming Medical Center, LLC
Georgetown Community Hospital, LLC
HCK Logan Memorial, LLC
Kentucky MSO, LLC
Meadowview Physician Practice, LLC
Meadowview Regional Medical Center, LLC
Meadowview Regional Medical Center Pain Management, LLC
PineLake Physician Practice, LLC
PineLake Regional Hospital, LLC
R. Kendall Brown Practice, LLC
Silechnik Practice, LLC
Woodford Hospital, LLC
LifePoint of Lake Cumberland, LLC
LCMC PET, LLC
Somerset Surgery Partner, LLC

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PART 1 – ORGANIZATIONAL CHART

Lake Cumberland Surgery Center, LP
Lake Cumberland Cardiology Associates, LLC
Lake Cumberland Physician Practices, LLC
LCMC MRI, LLC
Lake Cumberland Regional Hospital, LLC
Lake Cumberland Regional Physician Hospital Organization, LLC
LifePoint RC, Inc.
Logan Medical, LLC
Meadowview Rights, LLC
Northwest Medical Center-Winfield, LLC
Norton Partner, LLC
NWMC-Winfield Hospitalist Physicians, LLC
NWMC-Winfield Physician Practices, LLC
Piedmont Partner, LLC
Portage Holding Company, LLC
PH Copper Country Apothecaries, LLC
Portage Hospital, LLC
Portage Calumet MOB, LLC
Portage JV, LLC
Ontonagon Community Health Center, Inc.
Upper Peninsula Health Plan, LLC
Upper Peninsula Managed Care, LLC
Portage Physician Practices, Inc.
Portage Partner, LLC
Professional Billing Services, LLC
Providence Holding Company, LLC
Providence Group Practices, LLC
Providence Group Practices II, LLC
Providence Hospital, LLC
PERS Legacy, LLC
Providence Imaging Center, LLC
Providence Professional Services, LLC
Providence Physician Practices, LLC
River Parishes Hospital, LLC
River Parishes Partner, LLC
River Parishes Physician Practices, LLC
Rockdale Clinically Integrated Medical Care Organization, LLC
Rockdale Hospital, LLC
Rockdale Physician Practices, LLC
Smith County Memorial Hospital, LLC
Southern Tennessee EMS, LLC
Southern Tennessee Medical Center, LLC
Southern Tennessee PHO, LLC
Spring View Hospital, LLC
Spring View Physician Practices, LLC
Springhill Medical Center, LLC
Sumner Real Estate Holdings, LLC
SST Community Health, L.L.C.

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

PART 1 - ORGANIZATIONAL CHART

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

PART 1 – ORGANIZATIONAL CHART

THM Physician Practice, LLC
Ville Platte Medical Center, LLC
Wythe County Community Hospital, LLC
Wythe County Physician Practices, LLC
LifePoint NMTC, LLC
LifePoint PSO, LLC
My HealthPoint, LLC
Poitras Practice, LLC
Riverton Oncology Practice, LLC
Shared Business Services, LLC
LifePoint Acquisition Corp.
LifePoint VA Holdings, Inc.
Clinch Professional Physician Services, LLC
Clinch Valley Medical Center, Inc.
Clinch Valley Physicians Associates, LLC
Clinch Valley Pulmonology, LLC
Clinch Valley Urology, LLC
Orthopedics of Southwest Virginia, LLC
LifePoint WV Holdings, Inc.
Raleigh General Hospital, LLC
West Virginia Management Services Organization, Inc.
Lima HoldCo, LLC
Capella Health Holdings, LLC
Capella Holdings, LLC
Capella Healthcare, LLC
Capella DISCO, LLC
Kershaw Health Holdings, LLC
Kershaw Clinics, LLC
Kershaw Hospital, LLC
KershawHealth Ambulatory Surgery Center, LLC
KershawHealth Cancer Center, LLC
Muskogee Holdings, LLC
Capella Holdings of Oklahoma, LLC
Muskogee Medical and Surgical Associates, LLC
Muskogee Physician Group, LLC
Muskogee Regional Medical Center, LLC
Providence MRI Associates, L.L.C.
Providence Radiologic Services, L.C.
NPMC Holdings, LLC
Arkansas Healthcare Services, LLC
Hot Springs Imaging Center, LLC
Hot Springs National Park Hospital Holdings, LLC
National Park Real Property, LLC
National Park Cardiology Services, LLC
National Park Endoscopy Center, LLC
National Park Family Care, LLC
National Park GI Services, LLC
NPMC, LLC

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

PART 1 - ORGANIZATIONAL CHART

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

PART 1 – ORGANIZATIONAL CHART

Oregon Healthcorp, LLC
McMinnville Immediate Health Care, LLC
Willamette Valley Clinics, LLC
Willamette Valley Health Solutions, LLC
Willamette Valley Medical Center, LLC
Willamette Radiology Billing Services, LLC
RCCH PMDS, LLC
RCCH Trios Health Holdings, LLC
RCCH Washington Holdings, LLC
CMCH Holdings, LLC
Lourdes Holdings, LLC
Lourdes Hospital, LLC
Lourdes Physician Services, LLC
PNWCIN LLC
RCCH-Northwest, LLC
RCCH-UW Medicine Healthcare Holdings, LLC
CCMC Holdco, LLC
RCCH Trios Health, LLC
High Desert Surgery Center, L.L.C.
RCCH Trios Physicians, LLC
Saline County Hospital, LLC
St. Joseph Holdings, LLC
St. Joseph Hospital, LLC
SJRMC Interventional Radiology Services, LLC
St. Joseph Physician Services, LLC
St. Mary's Holdings, LLC
Russellville Holdings, LLC
Saint Mary's Primary Care Network, LLC
St. Mary's Physician Services, LLC
St. Mary's Specialty, LLC
Saline County Medical Center Joint Venture, LLC
Saline Clinics, LLC
Saline Hospital, LLC
Saline FirstCare, Inc.

DLP Lima Partner, LLC
DLP Conemaugh Holding Company, LLC
DLP Conemaugh Memorial Medical Center, LLC
DLP Conemaugh Miners Medical Center, LLC
DLP Conemaugh Meyersdale Medical Center, LLC
DLP Conemaugh Physician Practices, LLC
DLP Conemaugh JV, LLC

Nason Medical Center, LLC
Nason Physician Practices, LLC
RCHP-Ottumwa Holdings, Inc.
Ottumwa Physicians, LLC
Ottumwa ER, LLC
Ottumwa Health Group, LLC
RCHP-Ottumwa, LLC

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PART 1 - ORGANIZATIONAL CHART

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PART 1 – ORGANIZATIONAL CHART

Collaborative Laboratory Services, L.L.C.
RRL Ottumwa, LLC
Western Plains Regional Hospital, LLC
Dodge City Healthcare Group, LLC
Western Plains Physician Practices, LLC
Lima HoldCo Parent, LLC
RCHP, LLC
Point of Life Indemnity, LTD.
RCHP Management Company, Inc.
RegionalCare Hospital Partners, LLC
Essent Healthcare, Inc.
EHCO, LLC
Essent Healthcare of Massachusetts, Inc.
Essent Haverhill Healthcare Group, Inc.
Essent DISCO, LLC
Essent Healthcare – Ayer, Inc.
Essent – Ayer Healthcare Group, Inc.
Essent Healthcare – Paris, Inc.
EHC PRMC G.P., LLC
Essent PRMC, L.P.
Texas & Oklahoma Preferred Provider System
EHC PRMC L.P., LLC
Essent PRMC, L.P.
Lamar County Clinical Services, Inc.
PRMC ER Group, Inc.
PRMC Healthcare Group, Inc.
Essent Healthcare – Pennsylvania, Inc.
Essent Healthcare – Waynesburg, LLC
SRMC Healthcare Group, LLC
Essent Realty, Inc.
Sharon Hospital Holding Company
Essent Healthcare of Connecticut, Inc.
Florence Physicians, LLC
ECM Health Group, LLC
ECM TVCC, LLC
North Alabama Neuroservices, LLC
North Alabama Ob-Gyn, LLC
Shoals Health Group, LLC
Shoals Obstetrics and Gynecology, LLC
North Alabama RCO Holding Company, LLC
My Care Alabama, Inc.
RCHP-Clinical Trials, LLC
RCHP DISCO, LLC
RCHP-Florence, LLC
Florence-UCC, LLC
Med-Plus Muscle Shoals, LLC
NAMC Anesthesia Services, LLC
Northwest Alabama Emergency Medicine, 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	

Quarterly Statement as of March 31, 2024 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)	*
			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	

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	100.000	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	
			36-4840000				Springstone Physician Management, LLC	DE	NIA	Springstone Health Opco, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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			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	
			47-4583254				Teche Regional Physician Practices, LLC	DE	NIA	Province Healthcare Company, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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			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	
			38-3323620				Upper Peninsula Managed Care, LLC	MI	NIA	Acquisition Bell Hospital, LLC	Ownership	5.370	AGM; M. Rowan; J. Harris; L. Black	No	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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			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.														

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

August Filing

2. Will the regulator-only (non-public) Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile and electronically with the NAIC (as a regulator-only non-public document) by August 1? The response for 1st and 3rd quarters should be N/A. A NO response resulting with a bar code is only appropriate in the 2nd quarter.....	N/A
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EXPLANATION:

1.
2.

BARCODES:



2.

OVERFLOW PAGE FOR WRITE-INS

ASSETS

	Current Statement Date			4
	1	2	3	December 31 Prior Year Net Admitted Assets
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
1197. Summary of remaining write-ins for Line 11 from overflow page				
2504. Other Receivables	99,392		99,392	36,786
2597. Summary of remaining write-ins for Line 25 from overflow page	99,392		99,392	36,786

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	10,113,879	10,357,721
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		
6. Total foreign exchange change in book / adjusted carrying value.....		
7. Deduct current year's other-than-temporary impairment recognized.....		
8. Deduct current year's depreciation.....	60,639	243,842
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8).....	10,053,240	10,113,879
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	10,053,240	10,113,879

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase / (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and mortgage interest points and comm. interest fees.....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....		
10. Deduct current year's other-than-temporary impairment recognized.....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....		
12. Total valuation allowance.....		
13. Subtotal (Line 11 plus Line 12).....		
14. Deduct total nonadmitted amounts.....		
15. Statement value at end of current period (Line 13 minus Line 14).....		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase / (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and depreciation.....		
9. Total foreign exchange change in book / adjusted carrying value.....		
10. Deduct current year's other-than-temporary impairment recognized.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....		
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....		

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	42,018,440	41,562,134
2. Cost of bonds and stocks acquired.....	5,940,080	11,970,587
3. Accrual of discount.....	123,294	294,614
4. Unrealized valuation increase / (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration for bonds and stocks disposed of.....	5,000,000	11,746,000
7. Deduct amortization of premium.....	4,253	62,895
8. Total foreign exchange change in book / adjusted carrying value.....		
9. Deduct current year's other-than-temporary impairment recognized.....		
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10).....	43,077,561	42,018,440
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	43,077,561	42,018,440

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)	37,770,726	5,940,080	2,500,000	134,889	41,345,695			37,770,726
2. NAIC 2 (a)	8,694,977		3,000,000	(1,965,533)	3,729,444			8,694,977
3. NAIC 3 (a)			2,000,000	2,000,000	-			
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	46,465,703	5,940,080	7,500,000	169,356	45,075,139			46,465,703
Preferred Stock								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	46,465,703	5,940,080	7,500,000	169,356	45,075,139			46,465,703

(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 \$ 1,997,578; NAIC 2 \$...; NAIC 3 \$...; NAIC 4 \$...; NAIC 5 \$...; NAIC 6 \$...

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book / Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
7709999999 Total	1,997,578	XXX	1,949,739	-	-

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	4,447,263	16,713,226
2. Cost of short-term investments acquired		5,867,710
3. Accrual of discount	50,315	321,327
4. Unrealized valuation increase / (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	2,500,000	18,455,000
7. Deduct amortization of premium		
8. Total foreign exchange change in book / adjusted carrying value		
9. Deduct current year's other-than-temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	1,997,578	4,447,263
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,997,578	4,447,263

Quarterly Statement as of March 31, 2024 of the Upper Peninsula Health Plan, LLC

(SI-04) Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

NONE

(SI-04) Schedule DB - Part B - Verification - Futures Contracts

NONE

(SI-05) Schedule DB - Part C - Section 1

NONE

(SI-06) Schedule DB - Part C - Section 2

NONE

(SI-07) Schedule DB - Verification

NONE

SCHEDULE E – PART 2 – VERIFICATION

(Cash Equivalents)

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	1	2,938,869
2. Cost of cash equivalents acquired.....	7,324,985	30,797,343
3. Accrual of discount.....		42,120
4. Unrealized valuation increase / (decrease).....		
5. Total gain (loss) on disposals.....		40,772
6. Deduct consideration received on disposals.....	7,221,008	33,819,103
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book / adjusted carrying value.....		
9. Deduct current year's other-than-temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	103,978	1
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	103,978	1

(E-01) Schedule A - Part 2

NONE

(E-01) Schedule A - Part 3

NONE

(E-02) Schedule B - Part 2

NONE

(E-02) Schedule B - Part 3

NONE

(E-03) Schedule BA - Part 2

NONE

(E-03) Schedule BA - Part 3

NONE

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation, NAIC Designation Modifier and SVO Administrative Symbol
Bonds: Industrial and Miscellaneous (Unaffiliated)									
00287Y-AQ-2	ABBVIE INC		02/13/2024	WELLS FARGO SECURITIES LLC	XXX	1,965,260	2,000,000	18,200	1.G FE
110122-EE-4	BRISTOL-MYERS SQUIBB CO		03/18/2024	WELLS FARGO SECURITIES LLC	XXX	2,002,620	2,000,000	7,622	1.F FE
20030N-CS-8	COMCAST CORP		03/05/2024	WELLS FARGO SECURITIES LLC	XXX	1,972,200	2,000,000	31,161	1.G FE
1109999999 – Bonds: Industrial and Miscellaneous (Unaffiliated)						5,940,080	6,000,000	56,983	XXX
2509999997 – Subtotals - Bonds - Part 3						5,940,080	6,000,000	56,983	XXX
2509999998 – Summary Item from Part 5 for Bonds (N/A to Quarterly)									
2509999999 – Subtotals - Bonds						5,940,080	6,000,000	56,983	XXX
6009999999 – Totals						5,940,080	XXX	56,983	XXX

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 Foreign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book / Adjusted Carrying Value	Change in Book / Adjusted Carrying Value					16 Book / Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest / Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation, NAIC Designation Modifier and SVO Administrative Symbol
										11 Unrealized Valuation Increase / (Decrease)	12 Current Year's (Amortization) / Accretion	13 Current Year's Other-Than- Temporary Impairment Recognized	14 Total Change in B. / A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
Bonds: Industrial and Miscellaneous (Unaffiliated)																					
38141G-ZP-2	GOLDMAN SACHS GROUP INC		03/15/2024	Maturity @ 100.00	XXX	3,000,000	3,000,000	2,957,560	2,993,675		6,325		6,325		3,000,000				45,000	03/15/2024	2.A FE
808513-BN-4	CHARLES SCHWAB CORP		03/18/2024	Maturity @ 100.00	XXX	2,000,000	2,000,000	1,931,180	1,991,858		8,142		8,142		2,000,000				7,500	03/18/2024	1.G FE
1109999999 - Bonds: Industrial and Miscellaneous (Unaffiliated)						5,000,000	5,000,000	4,888,740	4,985,533		14,467		14,467		5,000,000				52,500	XXX	XXX
2509999997 - Subtotals - Bonds - Part 4						5,000,000	5,000,000	4,888,740	4,985,533		14,467		14,467		5,000,000				52,500	XXX	XXX
2509999998 - Summary Item from Part 5 for Bonds (N/A to Quarterly)																					
2509999999 - Subtotals - Bonds						5,000,000	5,000,000	4,888,740	4,985,533		14,467		14,467		5,000,000				52,500	XXX	XXX
6009999999 - Totals						5,000,000	XXX	4,888,740	4,985,533		14,467		14,467		5,000,000				52,500	XXX	XXX

(E-06) Schedule DB - Part A - Section 1

NONE

(E-06) Schedule DB - Part A - Section 1 - Description of Hedged Risk(s)

NONE

(E-06) Schedule DB - Part A - Section 1 - Financial or Economic Impact of The Hedge at the End of the Reporting Period

NONE

(E-07) Schedule DB - Part B - Section 1

NONE

(E-07) Schedule DB - Part B - Section 1 - Broker Name

NONE

(E-07) Schedule DB - Part B - Section 1 - Description of Hedged Risk(s)

NONE

(E-07) Schedule DB - Part B - Section 1 - Financial or Economic Impact of The Hedge at the End of the Reporting Period

NONE

(E-08) Schedule DB - Part D - Section 1

NONE

(E-09) Schedule DB - Part D - Section 2 - Collateral Pledged By Reporting Entity

NONE

(E-09) Schedule DB - Part D - Section 2 - Collateral Pledged To Reporting Entity

NONE

(E-10) Schedule DB - Part E

NONE

(E-11) Schedule DL - Part 1

NONE

(E-12) Schedule DL - Part 2

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Wells Fargo Bank NA – 90 South 7th Street 5th FL, Minneapolis, MN 55402			–	–	5,825,416	10,578,497	14,436,864	XXX
Nicolet Bank – 857 W. Washington Street, Marquette, MI 49855		3.000	39,350	–	5,338,019	5,350,599	5,363,182	XXX
WELLS FARGO BANK OF MICHIGAN – 1205 Ludington Street, Escanaba, MI 49829			–	–	(4,450,577)	(530,002)	(9,649,123)	XXX
Nicolet Bank – 857 W. Washington Street, Marquette, MI 49855		3.210	41,315	5,034	5,162,442	5,162,442	5,203,757	XXX
ALLSPRING:GOVT MM SEL – 711 High Street, Des Moines, Iowa 50392		5.240	13,094	4,469	1,000,722	1,000,722	1,004,909	XXX
Institutional Insured Liquid Deposit Demand Select – 90 South 7th Street 5th FL, Minneapolis, MN 55402		5.250	360,057	–	39,406,302	39,204,698	52,286,854	XXX
0199998 – Deposits in ... depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories								XXX
0199999 – Total Open Depositories			453,816	9,503	52,282,324	60,766,956	68,646,443	XXX
0299998 – Deposits in ... depositories that do not exceed the allowable limit in any one depository (see Instructions) - Suspended Depositories								XXX
0299999 – Total Suspended Depositories								XXX
0399999 – Total Cash on Deposit			453,816	9,503	52,282,324	60,766,956	68,646,443	XXX
0499999 – Cash in Company's Office			XXX	XXX				XXX
0599999 – Total			453,816	9,503	52,282,324	60,766,956	68,646,443	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 CUSIP	2 Description	3 Code	4 Date Acquired	5 Rate of Interest	6 Maturity Date	7 Book / Adjusted Carrying Value	8 Amount of Interest Due and Accrued	9 Amount Received During Year
All Other Money Market Mutual Funds								
825252-88-5	INVESCO GOV&AGENCY INST		03/19/2024	5.210	XXX	103,978	3,115	-
8309999999 - All Other Money Market Mutual Funds						103,978	3,115	-
8609999999 - Total Cash Equivalents						103,978	3,115	-