

QUARTERLY STATEMENT
AS OF SEPTEMBER 30, 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..... 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 Melissa Ann Holmquist x Jaime Susan Houghton x Melanie Lyn Bicigo
Melissa Ann Holmquist Jaime Susan Houghton Melanie Lyn Bicigo
CEO CFO COO

Subscribed and sworn to before me

this 7th day of
November, 2024

x Lauren Ogle

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

Lauren ogle

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.....	37,519,085		37,519,085	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).....	9,932,692		9,932,692	10,113,879
	4.2 Properties held for the production of income (less \$..... encumbrances).....				
	4.3 Properties held for sale (less \$..... encumbrances).....				
5.	Cash (\$.....46,644,460), cash equivalents (\$.....6,740,738) and short-term investments (\$.....1,969,251).....	55,354,449		55,354,449	57,858,443
6.	Contract loans (including \$..... premium notes).....				
7.	Derivatives.....				
8.	Other invested assets.....				
9.	Receivables for securities.....	14,154		14,154	730
10.	Securities lending reinvested collateral assets.....				
11.	Aggregate write-ins for invested assets.....				
12.	Subtotals, cash and invested assets (Lines 1 to 11).....	102,820,380		102,820,380	109,991,492
13.	Title plants less \$..... charged off (for Title insurers only).....				
14.	Investment income due and accrued.....	333,590		333,590	353,687
15.	Premiums and considerations:				
	15.1 Uncollected premiums and agents' balances in the course of collection.....	884,736		884,736	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 (\$.....2,838,127) and contracts subject to redetermination (\$.....).....	2,838,127		2,838,127	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.....	28,028,930		28,028,930	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.....	341,789	7,200	334,589	388,939
21.	Furniture and equipment, including health care delivery assets (\$.....).....	107,113	107,113	-	-
22.	Net adjustment in assets and liabilities due to foreign exchange rates.....				
23.	Receivables from parent, subsidiaries and affiliates.....	14,463		14,463	13,215
24.	Health care (\$.....) and other amounts receivable.....	6,434,531	6,434,531	-	-
25.	Aggregate write-ins for other-than-invested assets.....	9,417,463	1,004,016	8,413,447	9,885,688
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	151,221,122	7,552,860	143,668,262	159,393,622
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....				
28.	Total (Lines 26 and 27).....	151,221,122	7,552,860	143,668,262	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.....	961,490	961,490	-	-
2502.	Vehicles.....	42,526	42,526	-	-
2503.	TIFF Revenue.....	175,000	-	175,000	-
2598.	Summary of remaining write-ins for Line 25 from overflow page.....	8,238,447		8,238,447	9,885,688
2599.	Totals (Lines 2501 through 2503 plus 2598) (Line 25 above).....	9,417,463	1,004,016	8,413,447	9,885,688

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1	2	3	4
	Covered	Uncovered	Total	Total
1. Claims unpaid (less \$..... reinsurance ceded)	30,960,131		30,960,131	34,027,673
2. Accrued medical incentive pool and bonus amounts	4,312,947		4,312,947	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	1,683,189		1,683,189	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	11,586,783		11,586,783	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	1,048,876		1,048,876	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	1,280,476		1,280,476	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	34,772,950		34,772,950	37,128,116
23. Aggregate write-ins for other liabilities (including \$..... current)	2,274,034		2,274,034	17,627
24. Total liabilities (Lines 1 to 23)	88,271,355		88,271,355	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	51,969,180	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	55,396,907	69,840,583
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	143,668,262	159,393,622
Details of Write-Ins				
2301. MHL Risk Adjustment Mid-Year Recon Payment	2,262,407		2,262,407	
2302. Unearned revenue	11,627		11,627	17,627
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	2,274,034		2,274,034	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	436,602	532,564	696,228
2. Net premium income (including \$..... non-health premium income).....	XXX	249,360,764	265,535,866	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	26,184,333	26,907,210	36,763,164
7. Aggregate write-ins for other non-health revenues.....	XXX	177,000	145,000	176,435
8. Total revenues (Lines 2 to 7).....	XXX	275,722,097	292,588,076	390,181,115
Hospital and Medical:				
9. Hospital/medical benefits.....		114,095,490	114,694,235	153,205,418
10. Other professional services.....		25,660,268	23,470,270	32,224,815
11. Outside referrals.....		12,711,735	14,902,123	20,335,203
12. Emergency room and out-of-area.....		23,044,107	22,107,001	31,026,284
13. Prescription drugs.....		54,376,755	53,354,275	71,725,918
14. Aggregate write-ins for other hospital and medical.....		174,641	213,026	278,491
15. Incentive pool, withhold adjustments and bonus amounts.....		3,586,103	3,306,623	5,237,887
16. Subtotal (Lines 9 to 15).....		233,649,099	232,047,553	314,034,016
Less:				
17. Net reinsurance recoveries.....		55,853	546,729	1,709,920
18. Total hospital and medical (Lines 16 minus 17).....		233,593,246	231,500,824	312,324,096
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....4,441,590 cost containment expenses.....		6,810,079	6,013,541	8,953,867
21. General administrative expenses.....		38,084,533	38,466,980	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).....		278,487,858	275,981,345	372,590,073
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	(2,765,761)	16,606,731	17,591,042
25. Net investment income earned.....		4,068,168	3,457,102	4,776,918
26. Net realized capital gains (losses) less capital gains tax of \$.....		40		
27. Net investment gains (losses) (Lines 25 plus 26).....		4,068,208	3,457,102	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	1,302,447	20,063,833	22,367,960
31. Federal and foreign income taxes incurred.....	XXX			
32. Net income (loss) (Lines 30 minus 31).....	XXX	1,302,447	20,063,833	22,367,960
Details of Write-Ins				
0601. Miscellaneous Revenue.....	XXX	10,992	16,333	23,386
0602. IPA Tax Revenue.....	XXX	26,173,341	26,890,877	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	26,184,333	26,907,210	36,763,164
0701. Gain/Loss on Asset Disposal.....	XXX	2,000	—	
0702. Tiff Revenue.....	XXX	175,000	145,000	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	177,000	145,000	176,435
1401. UPHIE Expenses.....		174,641	213,026	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).....		174,641	213,026	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.....	1,302,447	20,063,833	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.....	153,877	269,663	(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.....	(15,900,000)	(24,800,000)	(24,800,000)
48.	Net change in capital and surplus (Lines 34 to 47).....	(14,443,676)	(4,466,504)	(2,676,795)
49.	Capital and surplus end of reporting period (Line 33 plus 48).....	55,396,907	68,050,874	69,840,583
Details of Write-Ins				
4701.	Distribution of Equity.....	(15,900,000)	(24,800,000)	(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).....	(15,900,000)	(24,800,000)	(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.....	251,278,911	277,376,403	353,204,006
2. Net investment income.....	3,910,527	3,584,021	4,788,288
3. Miscellaneous income.....	26,361,333	27,052,210	36,939,599
4. Total (Lines 1 to 3).....	281,550,771	308,012,634	394,931,893
5. Benefit and loss related payments.....	233,555,949	223,794,391	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.....	43,066,692	41,139,692	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).....	276,622,641	264,934,083	367,470,132
11. Net cash from operations (Line 4 minus Line 10).....	4,928,130	43,078,551	27,461,761
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	16,750,000	8,246,000	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	40,772
12.7 Miscellaneous proceeds.....	—	—	157
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	16,750,000	8,286,772	11,786,929
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	11,891,680	6,387,567	11,970,587
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....	13,424	44,356	40,772
13.7 Total investments acquired (Lines 13.1 to 13.6).....	11,905,104	6,431,923	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).....	4,844,896	1,854,849	(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).....	(12,277,020)	(27,841,606)	(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).....	(12,277,020)	(27,841,606)	(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).....	(2,503,994)	17,091,794	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).....	55,354,449	74,879,598	57,858,443
Note: Supplemental disclosures of cash flow information for non-cash transactions:			
20.0001.			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Credit A&H	11 Disability Income	12 Long-Term Care	13 Other Health	14 Other Non- Health
		2 Individual	3 Group											
Total Members at end of:														
1. Prior Year.....	53,423							4,650	48,773					
2. First Quarter.....	50,433							4,426	46,007					
3. Second Quarter.....	46,657							4,354	42,303					
4. Third Quarter.....	45,691							4,136	41,555					
5. Current Year.....														
6. Current Year Member Months.....	436,602							39,483	397,119					
Total Member Ambulatory Encounters for Period:														
7. Physician.....	227,356							31,052	196,304					
8. Non-Physician.....	229,255							43,998	185,257					
9. Total.....	456,611							75,050	381,561					
10. Hospital Patient Days Incurred.....	12,506							4,595	7,911					
11. Number of Inpatient Admissions.....	2,664							812	1,852					
12. Health Premiums Written (a).....	249,875,953							99,188,251	150,687,702					
13. Life Premiums Direct.....														
14. Property/Casualty Premiums Written.....														
15. Health Premiums Earned.....	249,875,953							99,188,251	150,687,702					
16. Property/Casualty Premiums Earned.....														
17. Amount Paid for Provision of Health Care Services.....	233,555,949							94,963,012	138,592,937					
18. Amount Incurred for Provision of Health Care Services.....	233,649,099							93,483,398	140,165,701					

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$54,830,621

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (REPORTED AND UNREPORTED)
Aging Analysis of Unpaid Claims

1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
0399999 – Aggregate accounts not individually listed-covered.....	8,294,258	812,518	15,199	1,657		9,123,632
0499999 – Subtotals.....	8,294,258	812,518	15,199	1,657		9,123,632
0599999 – Unreported claims and other claim reserves.....						21,768,654
0699999 – Total amounts withheld.....						67,845
0799999 – Total claims unpaid.....						30,960,131
0899999 – Accrued medical incentive pool and bonus amounts.....						4,312,947

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.....	13,309,884	81,653,129	479,284	13,300,932	13,789,168	15,532,515
8. Title XIX – Medicaid.....	17,653,583	120,137,896	1,807,304	15,372,611	19,460,887	18,495,158
9. Credit A&H.....						
10. Disability income.....						
11. Long-term care.....						
12. Other health.....						
13. Health subtotal (Lines 1 to 12).....	30,963,467	201,791,025	2,286,588	28,673,543	33,250,055	34,027,673
14. Health care receivables (a).....			373,512	6,061,018	373,512	6,754,723
15. Other non-health.....						
16. Medical incentive pools and bonus amounts.....	736,860	64,597	999,999	3,312,948	1,736,859	1,528,301
17. Totals (Lines 13-14+15+16).....	31,700,327	201,855,622	2,913,075	25,925,473	34,613,402	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 #	09/30/2024	12/31/2023
Net Income					
(1) State basis (Page 4, Line 32, Columns 2 & 4)	XXX	XXX	XXX	\$ 1,302,447	\$ 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	<u>\$ 1,302,447</u>	<u>\$ 22,367,960</u>
Surplus					
(5) State basis (Page 3, Line 33, Columns 3 & 4)	XXX	XXX	XXX	\$ 55,396,907	\$ 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	<u>\$ 55,396,907</u>	<u>\$ 69,840,583</u>

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		\$ 333,590
2. Nonadmitted		\$
3. Admitted		\$ 333,590
- 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	\$ 16,015	\$	\$ 16,015
b. Total net other income or expenses (including interest paid to or received from plans)			
c. Net gain or (loss) from operations (a+b)	\$ 16,015	\$	\$ 16,015
d. Total claim payment volume	\$ 85,326,058	\$	\$ 85,326,058
- 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	\$ 6,740,738	\$	\$	\$	\$ 6,740,738
	Total assets at fair value/NAV	<u>\$ 6,740,738</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$ 6,740,738</u>
b.	Liabilities at fair value					
	Total liabilities at fair value	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>

(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 ofSeptember 30, 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	\$ 37,836,453	\$ 37,519,084	\$ 37,836,453	\$	\$	\$	\$
Short Term Investments .....	..... 1,978,537	..... 1,969,251	..... 1,978,537				
Cash Equivalents .....	..... 6,740,738	..... 6,740,738	..... 6,740,738				

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 September 30, 2024, \$30,963,464 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 \$2,286,588 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a favorable prior year development of \$777,620 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
09/30/2024	\$ 6,434,531	\$ -	\$ -	\$ -	\$ 1,531,065
06/30/2024	5,994,090	-	-	-	21,152
03/31/2024	4,276,291	-	-	-	4,470,442
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

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:

09/30/2024
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	2	3
Name of Entity	NAIC Company Code	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.....12/31/2023.....
- 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	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	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:.....\$.....14,463

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	2
Name of Firm or Individual	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	2	3	4	5
Central Registration Depository Number	Name of Firm or Individual	Legal Entity Identifier (LEI)	Registered With	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
- 11.2

GENERAL INTERROGATORIES

PART 2 – HEALTH

1.	Operating Percentages:	
1.1	A&H loss percent.....	95.500 %
1.2	A&H cost containment percent.....	1.800 %
1.3	A&H expense percent excluding cost containment expenses.....	16.200 %
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

			1	Direct Business Only								
				2	3	4	5	6	7	8	9	10
States, Etc.			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		99,188,251	150,687,702					249,875,953	
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		99,188,251	150,687,702					249,875,953	
60.	Reporting entity contributions for employee benefits plans		XXX									
61.	Total (Direct Business)		XXX		99,188,251	150,687,702					249,875,953	
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

2. R – Registered – Non-domiciled RRGs –

3. E – Eligible - Reporting entities eligible or approved to write surplus lines in the state –

4. Q – Qualified - Qualified or accredited reinsurer –

5. N – None of the above - Not allowed to write business in the state 56

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
8445 Pacific Avenue, 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.

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

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.

- 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.
 - 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

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

Athora Bermuda Services Ltd.
Athora IP Holding Ltd.
Athora Class D Holdings Ltd.
Athora NL Class D Holdings Ltd.
Athora Co-Invest Management, Ltd.
 Athora Co-Invest, L.P.
Athora Europe Holding Limited
 .Athora Belgium S.A./N.V.
 Groupe GVA-BC Assurances S.A.
 .Athora Services Belgium S.A./N.V.
Athora Life Re Ltd.
 Athora Ireland plc
 Athora Europe Investments DAC
 Athora Note Programme Holdings GP Ltd.
 Athora General Account Programme LP
 Athora Series I Limited Partnership
 Athora Oyster Series LP
 Athora Oyster Series Modco LP
 Athora Rain Series LP
 Athora Rain OC Series LP
 Athora Verdi Series LP
 AP Credit Solutions IV Pte
Athora Deutschland Verwaltungs GmbH
 Athora Deutschland Holding GmbH & Co. KG
 Athora Deutschland GmbH
 Athora Pensionkasse AG
 Athora Deutschland Service GmbH
 Athora Lebensversicherung AG
 Athora Lux Invest SCSp
Athora Netherlands Holding Limited
 Athora Netherlands Services B.V.
 Athora Netherlands N.V.
 SRLEV N.V.
 N.V. Pensioen ESC
 REAAL De Ruyterkade B.V.
 REAAL Winkels I B.V.
 REAAL Winkels II B.V.
 REAAL Wognumsebuurt B.V.
 REAAL Kantoren I B.V.
 REAAL Woningen I B.V.
 GVR500 Building B.V.
 RE Young Urban Housing B.V.
 RE Griftlaan Zeist B.V.
 Bellecom N.V.
 PDC Industrial Center 143 Sp. Z o.o
 Dumenza Sp. Z o.o
 RE NL Holding 1 S.a.r.l
 RE NL Property AB

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

RE NL Borås 1 AB
RE NL Vansbro 1 AB
RE NL Örebro 1 AB
Ireland TAM Dublin Property S.A.R.L
Athora Lux Earth Holdings 1 S.A.
Athora France Earth Holdings 1 SASU
Terra Nova V Montreuil SCI
Athora France Sky Holdings 1 SASU
Athora Sky 1 SCI
Athora Sky Douai SCI
Athora Sky Flassan SCI
Athora Sky Peynier SCI
Zwitserleven PPI N.V.
Athora Italy Holding DAC
Athora Italia S.p.A
Assi 90 S.r.l.
Amissima Diversified Income ICAV
Athora Agenzia Assicurazioni S.r.l.
Athora Lux Invest Management S.à r.l.
Athora Lux Invest S.C.Sp
Athora Lux Loan Administration S.à r.l
Treasury Fund Administration S.a r.l.
ATR Asia Credit VCC
AP Credit Solutions IV Pte
Athora Lux Invest NL SCSp
CRE Direct Lending Administration S.a.r.l.
Middle Market Direct Lending Administration S.a.r.l.
Large Cap Direct Lending Administration S.a.r.l.
AP Credit Solutions IV Pte
A-A Euro Investment Fund (Lux) GP, S.a r.l.
Athene Japan K.K.
Apollo Asset Management, Inc.
Apollo Principal Holdings C GP, Ltd.
Apollo Principal Holdings C, L.P.
AION Co-Investors (D) Ltd
Apollo Asia Real Estate Co-Investors (FC-D), Ltd.
Apollo Structured Credit Recovery Co-Investors IV (D) LLC
Apollo Asia Real Estate Advisors GP, LLC
Apollo Asia Real Estate Advisors, L.P.
Apollo Asia Real Estate Fund, L.P.
Apollo Asia Real Estate AAC Advisors, L.P.
Apollo Asia Real Estate AAC Fund, L.P.
Apollo Asia Link Coinvestment Advisors, L.P.
Apollo Asia Link Coinvestment Fund I, L.P.
Apollo Asia Hurstville Co-Investment Advisors L.P.
Apollo Asia Hurstville Co-Investment Fund L.P.
Apollo Athora Advisors GP, LLC
Apollo Athora Advisors, 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 AGER Co-Investors Management, LLC
 Apollo AGER Co-Investors (A-UK), L.P.
 Apollo AGER Co-Investors (A), L.P.
 Apollo (Athora) Co-Investors (A-UK), L.P.
 Apollo (Athora) Co-Investors (A), L.P.
Apollo Emerging Markets Fixed Income Strategies Advisors GP, LLC
Apollo Alternative Credit Long Short Advisors LLC
 Apollo Alternative Credit Long Short Fund, L.P.
Apollo SPN Capital Management (APO FC-GP), LLC
 Apollo SPN Advisors (APO FC), L.P.
Apollo Credit Advisors I, LLC
 Apollo/Palmetto Loan Portfolio, L.P.
Apollo Credit Advisors III, LLC
Apollo APC Capital Management, LLC
 Apollo APC Advisors, L.P.
 A-A Asia Private Credit Fund (Feeder), L.P.
 Apollo Asia Private Credit Fund, L.P.
Apollo Tail Convexity Advisors, LLC
MMJV LLC
 MMJV LP
Apollo Asia Real Estate Advisors II GP, LLC
 Apollo Asia Real Estate Advisors II, L.P.
 Apollo Asia Real Estate Fund II (Lux) GP, S.a r.l.
 Apollo Asia Real Estate Fund II (Lux), SCSp
 Apollo Asia Real Estate Fund II, L.P.
 Apollo Asia Real Estate Intermediate Fund II, L.P.
 Apollo Asia Real Estate II Overseas Partners, L.P.
 Apollo Asia Real Estate Fund II Administration, LLC
Apollo Asia Real Estate Shore Coinvest Advisors GP, LLC
Apollo Gretel Advisors GP, LLC
AP Liberty GP, LLC
 AP Liberty, L.P.
Apollo Advisors VI (APO FC-GP), LLC
 Apollo Advisors VI (APO FC), L.P.
Apollo Advisors VII (APO FC-GP), LLC
 Apollo Advisors VII (APO FC), L.P.
Apollo Aligned Alternatives (E-1)
Apollo ANRP Advisors (APO FC-GP), LLC
 Apollo ANRP Advisors (APO FC), L.P.
Apollo Capital Efficient Advisors, LLC
Apollo COF Investor, LLC
Apollo Energy Opportunity Co-Investors (D) LLC
Apollo Europe Co-Investors III (D), LLC
Apollo European Credit Co-Investors, LLC
Apollo European Private Credit Fund GP S.a r.l.
 Apollo European Private Credit (Master) SCSp
Apollo European Strategic Co-Investors, LLC
Apollo Origination Partnership (Lux B) II, SCSp

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 Private Markets SICAV
- Apollo Real Estate Debt Advisors (Lux) GP, S.a r.l.
 - Apollo Real Estate Debt - Europe Fund I (Levered Master), SCSp
 - Apollo Real Estate Debt - Europe Fund I (Levered), SCSp
 - Apollo Real Estate Debt - Europe Fund I (Unlevered), SCSp
- Apollo Realty Income Solutions GP S.a r.l.
- Apollo U.S. Private Credit Fund
- Redding Ridge Advisors LLC
 - Redding Ridge Holdings LP
- RRH Asset Management CIV GP, LLC
- RRH Asset Management Co-Investors, L.P.
- Apollo MidCap Holdings (Cayman) GP, Ltd.
 - Apollo Midcap Holdings (Cayman), L.P.
- APH Holdings (FC), L.P.
- ACC Advisors C, LLC
 - Apollo Hercules Advisors, L.P.
 - Apollo Hercules Partners, L.P.
- Apollo A-N Credit Advisors (APO FC-GP), LLC
 - Apollo A-N Credit Advisors (APO FC Delaware), L.P.
 - Apollo A-N Credit Fund (Delaware), L.P.
- Apollo Atlas Advisors (APO FC-GP), LLC
 - Apollo Atlas Advisors (APO FC), L.P.
 - Apollo Atlas Fund, LLC
 - Apollo Atlas Master Fund, LLC
- Apollo Hercules Advisors GP, LLC
- Apollo Navigator Capital Management I, LLC
 - Apollo Navigator Advisors I, L.P.
 - Apollo Navigator Aviation Fund I, L.P.
 - Apollo Navigator Aviation Offshore Fund I, L.P.
- Apollo Oasis Advisors GP, LLC
 - Apollo Oasis Advisors, L.P.
 - Apollo Oasis Partners, L.P.
- Apollo European MMPDF (B) Cayman GP, LLC
 - Apollo European MMPDF (B) Cayman, L.P.
- Apollo HD Advisors GP, LLC
 - Apollo HD Advisors, L.P.
 - Athene HD Investor, L.P.
 - HD Finance Holdings Limited
 - HD Bidco Limited
 - Athora HD Investor, L.P.
 - HD Finance Holdings Limited
- Apollo Energy Opportunity Advisors GP LLC
 - Apollo Energy Opportunity Advisors LP
 - Apollo Energy Opportunity Fund LP
- Apollo Alteri Investments Advisors II, S.a r.l.
 - Alteri Investments II, SCSp
 - Apollo Alteri Holdings II, SCSp
- Apollo Europe Capital Management III, 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

- Apollo Europe Advisors III, L.P.
 - AP Investment Europe III, L.P.
- Apollo Union Street Capital Management, LLC
 - Apollo Union Street Advisors, L.P.
 - Apollo Union Street Partners, L.P.
- AP Kent Advisors GP, LLC
 - AP Kent Advisors, L.P.
 - AP Kent Credit Fund, L.P.
 - AP Kent Credit Master Fund, L.P.
- Apollo EPF Capital Management, Limited
 - Apollo EPF Advisors, L.P.
 - Apollo European Principal Finance Fund (Feeder), L.P.
 - Apollo EPF Administration, Limited
 - Apollo EPF Co-Investors (A), L.P.
 - Apollo EPF Co-Investors (B), L.P.
- Apollo EPF Advisors II, L.P.
 - Apollo European Principal Finance Fund II (Dollar A), L.P.
 - Apollo European Principal Finance Fund II (Euro A), L.P.
 - Apollo European Principal Finance Fund II (Dollar B), L.P.
 - Apollo European Principal Finance Fund II (Master Dollar B), L.P.
 - Apollo European Principal Finance Fund II (Euro B), L.P.
 - Apollo European Principal Finance Fund II (Master Euro B), L.P.
- Apollo EPF II Capital Management, LLC
- Apollo EPF III Capital Management, LLC
 - Apollo EPF Advisors III, L.P.
 - Apollo European Principal Finance Fund III (Dollar A), L.P.
 - Apollo European Principal Finance Fund III (Master Dollar B), L.P.
 - Apollo European Principal Finance Fund III (Master Euro B), L.P.
 - Apollo European Principal Finance Fund III (Dollar B), L.P.
 - Apollo European Principal Finance Fund III (Euro B), L.P.
- Apollo Tower Credit Advisors, LLC
 - Apollo Tower Credit Fund, L.P.
- ANRP II GenPar, Ltd.
- Apollo Kings Alley Credit Capital Management, LLC
 - Apollo Kings Alley Credit Advisors, L.P.
 - Apollo Kings Alley Credit Fund, L.P.
- Apollo Accord Advisors, LLC
- Apollo European Credit Advisors GP, LLC
 - Apollo European Credit Advisors, L.P.
 - Apollo European Credit Master Fund, L.P.
 - Apollo European Credit Fund, L.P.
 - Apollo European Credit Fund (Offshore), L.P.
- Apollo European Strategic Advisors GP, LLC
 - Apollo European Strategic Advisors, L.P.
- Apollo AION Capital Partners GP, LLC
 - Apollo AION Capital Partners, L.P.
- Apollo India Partners II GP (KY), LLC
 - Apollo India Partners II (KY), 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 Structured Credit Recovery Advisors IV LLC
 - Apollo Structured Credit Recovery Fund IV LP
 - Apollo Structured Credit Recovery Master Fund IV LP
 - Apollo Offshore Structured Credit Recovery Fund IV Ltd.
- Apollo Delos Investments Advisors, S.a r.l.
 - Apollo Delos Investments III, SCSp
 - Apollo Delos Investments IV, SCSp
 - Apollo Delos Investments V, SCSp
- Apollo Accord Advisors GP II, LLC
 - Apollo Accord Advisors II, L.P.
- Apollo Chiron Advisors GP, LLC
- Apollo Chiron Advisors, L.P.Apollo PPF Advisors GP, LLC
 - Apollo PPF Advisors, L.P.
 - Apollo PPF (Lux) GP, S.a r.l.
 - Apollo PPF Opportunistic Credit Partners (Lux), SCSp
- Apollo Accord Advisors GP III, LLC
 - Apollo Accord Advisors III, L.P.
 - Apollo Accord Master Fund III, L.P.
 - Apollo Accord Offshore Fund III, L.P.
 - Apollo Accord Fund III, L.P.
- Apollo Accord Advisors GP IV, LLC
 - Apollo Accord Advisors IV, L.P.
 - Apollo Accord Fund IV (Lux) GP, S.a r.l.
- Apollo Accord Advisors GP III B, LLC
 - Apollo Accord Advisors III B, L.P.
- Apollo SPAC Advisors I GP, LLC
 - Apollo SPAC Advisors I, L.P.
 - Apollo SPAC Fund I, L.P.
 - Apollo SPAC Fund I (A), L.P.
 - Apollo SPAC Fund I (B FC), L.P.
- Apollo European Direct Lending (Lux) GP, S.a r.l.
 - AEDL Credit SCA SICAV-RAIF
 - Apollo European Direct Lending SCSp
- Apollo Accord+ Advisors GP, LLC
 - Apollo Accord+ Advisors, L.P.
 - Apollo Accord+ Fund, L.P.
 - Apollo Accord+ Fund (Lux) GP, S.a r.l.
 - Apollo Accord+ Fund (Lux), SCSp
 - Apollo Accord+ II Fund (Lux), SCSp
 - Apollo Accord+ Offshore Fund, L.P.
- Apollo Total Return Fund - Investment Grade Advisors GP, LLC
 - Apollo Total Return Fund - Investment Grade Advisors, L.P.
 - Apollo Total Return Fund - Investment Grade, L.P.
 - Apollo Total Return Fund - Investment Grade (RN), L.P.
 - Apollo Total Return Fund - Investment Grade (RN - Offshore), L.P.
- Apollo Accord Advisors GP V, LLC
 - Apollo Accord Advisors V, L.P.
 - Apollo Accord Offshore Fund V, 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 Accord Fund V, L.P.
- Apollo Accord Co-Investors V (B), L.P.
- Apollo Accord (Lux) GP, S.a r.l.
 - Apollo Accord Fund V (Lux), SCSp
 - Apollo Accord Fund VI (Lux), SCSp
- Apollo Defined Return Advisors GP, LLC
 - Apollo Defined Return Advisors, L.P.
 - Apollo Defined Return Fund, L.P.
 - Apollo Defined Return Offshore Fund, L.P.
- Apollo Accord Advisors GP VI, LLC
 - Apollo Accord Advisors VI, L.P.
 - Apollo Accord Co-Investors VI (B), L.P.
 - Apollo Accord Fund VI, L.P.
 - Apollo Accord Offshore Fund VI, L.P.
- Apollo Credit Opportunity Advisors III (APO FC) GP LLC
 - Apollo Credit Opportunity Advisors III (APO FC) LP
 - Apollo Credit Opportunity Fund (Offshore) III LP
- Apollo Delphi Advisors, LLC
 - Apollo Delphi Fund, L.P.
 - Apollo Pythia Fund, L.P.
- Apollo Accord+ II Advisors GP, LLC
 - Apollo Accord+ II Advisors, L.P.
 - Apollo Accord+ II Fund, L.P.
 - Apollo Accord+ II Co-Investors (B), L.P.
 - Apollo Accord+ II Offshore Fund, L.P.
- Apollo ST Advisors, LLC
- Apollo Revolver Capital Management, LLC
 - Apollo Revolver Advisors, L.P.
 - Apollo Revolver Fund, L.P.
 - Apollo Revolver Feeder Fund, L.P.
- Apollo Hybrid Value Advisors (APO FC-GP), LLC
 - Apollo Hybrid Value Advisors (APO FC), L.P.
- Apollo PPF Credit Strategies Advisors GP, LLC
 - Apollo PPF Credit Strategies Advisors, L.P.
 - Apollo PPF Credit Strategies (Lux) GP, S.a r.l.
 - Apollo PPF Credit Strategies (Lux), SCSp
- Apollo Revolver Capital Management II, LLC
 - Apollo Revolver Advisors II, L.P.
 - Apollo Revolver Fund II (Offshore), L.P.
 - Apollo Revolver Fund II, L.P.
 - AP Revolver Fund II Holdings, L.P.
- Apollo Revolver Advisors II (ATH), L.P.
 - Apollo Revolver Fund II (ATH), L.P.
- A-M Direct Lending GP (Lux) S.a r.l.
 - AM-EDL (Lux) SCSp
- Apollo Digital Origin Advisors GP, LLC
 - Apollo Digital Origin Advisors, L.P.
 - Apollo Digital Origin Aggregator A, 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 Digital Origin Aggregator B, L.P.
Apollo Digital Origin Co-Investors (B), L.P.
Apollo Digital Origin Offshore Partners, L.P.
Apollo Origination Holdings, LLC
 Apollo Origination Europe (Lux B) GP, S.a r.l.
 Apollo Origination Partnership (Lux B) II, SCSp
Apollo Total Return Fund - Investment Grade II Advisors GP, LLC
 Apollo Total Return Fund - Investment Grade II Advisors, L.P.
 Apollo Total Return Fund - Investment Grade II (Parallel), L.P. - Series 1
 Apollo Total Return Fund - Investment Grade II (Parallel), L.P.
 Apollo Total Return Fund - Investment Grade II, L.P. - Series 1
 Apollo Total Return Fund - Investment Grade II, L.P.
Apollo IPF Advisors, LLC
 India Property Fund, LP
 India Property Fund Cayman, L.P.
 India Property Fund, LLC
 India Property Fund II LP
 India Property Fund II Cayman LP
 India Property Fund Cayman PS, L.P.
 IPF II Co-Invest Cayman Master LP
 IPF II Co-Invest BPS Cayman LP
 IPF II Co-Invest Cayman LP
 India Property Fund II Cayman BPS, L.P.
Apollo/Athora Preferred Share Partnership Management, LLC
 Apollo/Athora Preferred Share Partnership (UA), L.P.
 Apollo/Athora Preferred Share Partnership, L.P.
Apollo Athora KG Management, LLC
Apollo Athora KG Partnership, L.P.
APO Corp.
 Apollo Principal Holdings A GP, Ltd.
 Apollo Principal Holdings A, 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 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

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

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 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.
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.

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 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.
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.

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 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.
Apollo Clean Transition Equity Partners II Co-Investors (D), L.P.
VA Capital Management CIV GP, LLC
VA Capital Management Co-Investors, L.P.
AP Violet Advisors GP, LLC
VLS Holdings Advisors GP LLC
VLS Holdings Advisors, 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.

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

- AAA MIP Limited
 - AAA Associates, L.P.
- AP Caps II Holdings GP, LLC
 - 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 Re Bermuda Ltd (formerly Catalina Alpha Ltd)
 - Catalina General Insurance Ltd.
 - Propco (Telford) Limited
 - Asia Capital Reinsurance Group PTE. Ltd.
 - Asia Capital Reinsurance Malaysia SDN BHD
 - ACRR Sendirian Berhad
 - Catalina Echo Limited
 - Residential Loss Control Holdings LLC
 - Home Construction Management Inc
 - ProBuilders Specialty Insurance Company
 - 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

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

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
 Catalina Re Archdale Life Insurance Company Ltd.
Catalina Beta 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 Finance LLP
Elbow Re Ltd.
 Catalina Oxenwood European Investments Ltd
 Catalina Oxenwood Investments 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

Catalina Services (Bermuda) Ltd.

 Apollo Rose II (I), 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 Violet, L.P.

 VA Capital Company LLC

 Venerable Holdings, Inc.

 Venerable Insurance and Annuity Company

 Corporate Solutions Life Reinsurance Company

 Rocky Range, 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

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

PART 1 – ORGANIZATIONAL CHART

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.
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

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

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
Castleview Medical, LLC
Castleview Hospital, LLC
Castleview Physician Practice, LLC
HealthyHub, 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

- 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
 - DLP Marquette JV, LLC
 - U.P. Imaging Management Services, LLC
 - DLP Marquette Physician Practices, Inc.
 - DLP Cardiac Partners, 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

- 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.
 - American HomePatient of Sanford, LLC
 - American HomePatient of Unifour, LLC
 - 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
 - Catawba Valley Heart Services Management, LLC
 - Catawba Valley Imaging Services, 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

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

- 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

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

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

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	
			26-2332250				Rehabilitation Hospital of Wisconsin, LLC	DE	NIA	CRH of Waukesha, LLC	Ownership	51.000	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	
			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	

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
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			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	
			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	
			81-2831831				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	
			71-0799300				Saline FirstCare, Inc.	AK	NIA	Saline Hospital, LLC	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	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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			45-5495321				Sierra Vista Regional Health Center Medical Group, L.L.C.	AZ	NIA	RCHP-Sierra Vista Physicians Holding, LLC	Ownership	100.000	AGM; M. Rowan; J. Harris; L. Black	No	
			62-1762275				Silechnik 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	
			42-1717170				South Arlington, LLC	VA	NIA	LPNT IRF Development 80, LLC	Ownership	49.000	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	
			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	
			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	
			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	

SCHEDULE Y

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			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	LPNT BH Development 3, LLC	Ownership	40.000	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	
			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	
			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	
			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	
			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	

SCHEDULE Y

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							Tri-State Women's Services, LLC	CT	NIA	Sharon Hospital Holding Company	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, LLC	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	
			38-3323620				Upper Peninsula Managed Care, LLC	MI	NIA	DLP Marquette Health Plan, LLC	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
---	-----------

EXPLANATION:

1.
2.

BARCODES:

1. 
5 2 6 1 5 2 0 2 4 3 6 5 0 0 0 0 3

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. IPA Tax receivable.....	8,162,220		8,162,220	9,848,902
2505. Other Receivables.....	76,227		76,227	36,786
2597. Summary of remaining write-ins for Line 25 from overflow page.....	8,238,447		8,238,447	9,885,688

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.....		181,187	243,842
9.	Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8).....		9,932,692	10,113,879
10.	Deduct total nonadmitted amounts.....			
11.	Statement value at end of current period (Line 9 minus Line 10).....		9,932,692	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.....			
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.....		11,891,680	11,970,587
3.	Accrual of discount.....		367,292	294,614
4.	Unrealized valuation increase / (decrease).....			
5.	Total gain (loss) on disposals.....		40	
6.	Deduct consideration for bonds and stocks disposed of.....		16,750,000	11,746,000
7.	Deduct amortization of premium.....		8,367	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).....		37,519,085	42,018,440
12.	Deduct total nonadmitted amounts.....			
13.	Statement value at end of current period (Line 11 minus Line 12).....		37,519,085	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

	1	2	3	4	5	6	7	8
NAIC Designation	Book / Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book / Adjusted Carrying Value End of First Quarter	Book / Adjusted Carrying Value End of Second Quarter	Book / Adjusted Carrying Value End of Third Quarter	Book / Adjusted Carrying Value December 31 Prior Year
Bonds								
1. NAIC 1 (a).....	42,354,121	2,019,580	4,499,960	(2,875,868)	41,345,695	42,354,121	36,997,873	37,770,726
2. NAIC 2 (a).....	2,484,896		3,000,000	3,005,567	3,729,444	2,484,896	2,490,463	8,694,977
3. NAIC 3 (a).....	–				–	–	–	
4. NAIC 4 (a).....								
5. NAIC 5 (a).....								
6. NAIC 6 (a).....								
7. Total Bonds.....	44,839,017	2,019,580	7,499,960	129,699	45,075,139	44,839,017	39,488,336	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.....	44,839,017	2,019,580	7,499,960	129,699	45,075,139	44,839,017	39,488,336	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 \$ 1,969,251; 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.....	1,969,251	XXX.....	1,956,260		2,597

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.....	1,956,260	5,867,710
3.	Accrual of discount.....	65,728	321,327
4.	Unrealized valuation increase / (decrease).....		
5.	Total gain (loss) on disposals.....		
6.	Deduct consideration received on disposals.....	4,500,000	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).....	1,969,251	4,447,263
11.	Deduct total nonadmitted amounts.....		
12.	Statement value at end of current period (Line 10 minus Line 11).....	1,969,251	4,447,263

(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.....	34,404,566	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.....	27,663,829	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).....	6,740,738	1
11.	Deduct total nonadmitted amounts.....		
12.	Statement value at end of current period (Line 10 minus Line 11).....	6,740,738	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)									
437076-CX-8	HOME DEPOT INC .....	.....	08/09/2024	WELLS FARGO SECURITIES LLC	XXX	2,019,580	2,000,000	13,317	1.F FE
1109999999 – Bonds: Industrial and Miscellaneous (Unaffiliated)						2,019,580	2,000,000	13,317	XXX
2509999997 – Subtotals - Bonds - Part 3						2,019,580	2,000,000	13,317	XXX
2509999998 – Summary Item from Part 5 for Bonds (N/A to Quarterly)									
2509999999 – Subtotals - Bonds						2,019,580	2,000,000	13,317	XXX
6009999999 – Totals						2,019,580	XXX	13,317	XXX

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book / Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book / Adjusted Carrying Value	Unrealized Valuation Increase / (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other-Than- Temporary Impairment Recognized	Total Change in B. / A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book / Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest / Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation, NAIC Designation Modifier and SVO Administrative Symbol
Bonds: Industrial and Miscellaneous (Unaffiliated)																					
025816-BR-9	AMERICAN EXPRESS CO		09/30/2024	Call @ 100.00	XXX	2,500,000	2,500,000	2,498,800	2,499,594		366		366	2,499,960			40	40	68,750	10/30/2024	1.F FE
254687-FK-7	WALT DISNEY CO		08/30/2024	Maturity @ 100.00	XXX	2,000,000	2,000,000	1,920,760	1,975,661		24,339		24,339	2,000,000					35,000	08/30/2024	1.G FE
38141E-C2-3	GOLDMAN SACHS GROUP INC		07/08/2024	Maturity @ 100.00	XXX	1,000,000	1,000,000	986,090	995,338		4,662		4,662	1,000,000					38,500	07/08/2024	2.A FE
94974B-GA-2	WELLS FARGO & CO		09/09/2024	Maturity @ 100.00	XXX	2,000,000	2,000,000	2,009,240	2,002,908		(2,908)		(2,908)	2,000,000					66,000	09/09/2024	2.A FE
1109999999 – Bonds: Industrial and Miscellaneous (Unaffiliated)						7,500,000	7,500,000	7,414,890	7,473,501		26,459		26,459	7,499,960			40	40	208,250	XXX	XXX
2509999997 – Subtotals - Bonds - Part 4						7,500,000	7,500,000	7,414,890	7,473,501		26,459		26,459	7,499,960			40	40	208,250	XXX	XXX
2509999998 – Summary Item from Part 5 for Bonds (N/A to Quarterly)																					
2509999999 – Subtotals - Bonds						7,500,000	7,500,000	7,414,890	7,473,501		26,459		26,459	7,499,960			40	40	208,250	XXX	XXX
6009999999 – Totals						7,500,000	XXX	7,414,890	7,473,501		26,459		26,459	7,499,960			40	40	208,250	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	7	8	
					First Month	Second Month	Third Month	
Wells Fargo Bank NA – 90 South 7th Street5th FL, Minneapolis, MN 55402		–			9,737,629	10,620,219	(176,843)	XXX
Wells Fargo Bank NA – 90 South 7th Street5th FL, Minneapolis, MN 55402		1.740		411			8,639,821	XXX
WELLS FARGO BANK OF MICHIGAN – 1205 Ludington Street, Escanaba, MI 49829		–			(8,978,890)	(6,903,407)	(7,261,204)	XXX
Nicolet Bank – 857 W. Washington Street, Marquette, MI 49855		2.940	41,023		5,417,355	5,430,534	5,443,955	XXX
Nicolet Bank – 857 W. Washington Street, Marquette, MI 49855		4.910	64,922	7,144	5,245,861	5,245,861	5,310,783	XXX
ALLSPRING:GOVT MM SEL – 711 HIGH STREET, DES MOINES, IA 50392	SD	4.850	22,154	4,171	1,000,722	1,005,174	1,000,722	XXX
Institutional Insured Liquid Deposit Demand Select – 90 South 7th Street 5th FL, Minneapolis, MN 55402		4.720	192,606		37,259,425	40,488,009	33,687,226	XXX
0199998 – Deposits in ... depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories					–	2,017,694	–	XXX
0199999 – Total Open Depositories			320,705	11,726	49,682,102	57,904,084	46,644,460	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			320,705	11,726	49,682,102	57,904,084	46,644,460	XXX
0499999 – Cash in Company's Office			XXX	XXX				XXX
0599999 – Total			320,705	11,726	49,682,102	57,904,084	46,644,460	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8	9
CUSIP	Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book / Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
All Other Money Market Mutual Funds								
825252-88-5.....	INVESCO GOV&AGENCY INST.....		09/30/2024.....	4.860.....	XXX.....	6,740,738	14,154	1
8309999999 – All Other Money Market Mutual Funds.....						6,740,738	14,154	1
8609999999 – Total Cash Equivalents.....						6,740,738	14,154	1