



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2016
OF THE CONDITION AND AFFAIRS OF THE

LifeWise Health Plan of Oregon, Inc.

NAIC Group Code 0962 0962 NAIC Company Code 84930 Employer's ID Number 93-0931709
(Current Period) (Prior Period)

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

Country of Domicile United States

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

Incorporated/Organized 08/07/1986 Commenced Business 01/02/1987

Statutory Home Office 2020 SW 4th Street, Suite 1000 Portland, OR, US 97201
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 2020 SW 4th Street, Suite 1000 Portland, OR, US 97201 503-295-6707
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 2020 SW 4th Street, Suite 1000 Portland, OR, US 97201
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 2020 SW 4th Street, Suite 1000 Portland, OR, US 97201 503-295-6707
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.lifewiseor.com

Statutory Statement Contact Walter Nelson Foster 425-918-4684
(Name) (Area Code) (Telephone Number) (Extension)
walt.foster@premera.com 425-918-5182
(E-Mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Majd Fowzi El-Azma</u>	<u>President & CEO</u>	<u>John Hayes Pierce</u>	<u>Secretary</u>
<u>Sharilyn Ann Campbell</u>	<u>Treasurer</u>		

OTHER OFFICERS

<u>David John Braza</u>	<u>Senior Vice President</u>	<u>James Dwayne Havens</u>	<u>Vice President</u>
<u>David Antony Lechner</u>	<u>Vice President</u>	<u>Elizabeth Baier Johnson #</u>	<u>Senior Vice President</u>
<u>Kirsten Connell Kemp</u>	<u>Executive Vice President</u>	<u>John Phillip Colmenares #</u>	<u>Senior Vice President</u>

DIRECTORS OR TRUSTEES

<u>Kent Steven Marquardt</u>	<u>James Michael Messina</u>	<u>Majd Fowzi El-Azma</u>	<u>David Antony Lechner</u>
<u>John Mercier Espinola</u>			

State of Washington ss
 County of Snohomish

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.

David John Braza Sharilyn Ann Campbell
 David John Braza Sharilyn Ann Campbell
 President & CEO Treasurer
 (SVP - HCI & Chief Actuary)

Subscribed and sworn to before me this
14th day of November, 2016

Erin Morrow
 Erin Morrow, Notary Public in and for the State of Washington
 August 1, 2017

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





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OF THE CONDITION AND AFFAIRS OF THE

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Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [X]	Property/Casualty []	Hospital, Medical & Dental Service or Indemnity []			
	Dental Service Corporation []	Vision Service Corporation []	Health Maintenance Organization []			
	Other []		Is HMO Federally Qualified? Yes [] No []			
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Internet Web Site Address	www.lifewiseor.com					
Statutory Statement Contact	Walter Nelson Foster <small>(Name)</small>		425-918-4684 <small>(Area Code) (Telephone Number) (Extension)</small>			
	walt.foster@premera.com <small>(E-Mail Address)</small>		425-918-5182 <small>(FAX Number)</small>			

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Sharilyn Ann Campbell	Treasurer		

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David John Braza
President & CEO
(SVP - HCI & Chief Actuary)

Sharilyn Ann Campbell
Treasurer

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1. State the amendment number _____
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Subscribed and sworn to before me this
14th day of November, 2016

Erin Morrow, Notary Public in and for the State of Washington
August 1, 2017

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	39,534,582	0	39,534,582	74,911,275
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ _____ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ _____ encumbrances)			0	0
4.3 Properties held for sale (less \$ _____ encumbrances)			0	0
5. Cash (\$ _____, 3,126,834), cash equivalents (\$ _____, 0) and short-term investments (\$ _____, 293,400)	3,420,234		3,420,234	7,213,248
6. Contract loans (including \$ _____ premium notes)			0	0
7. Derivatives	0		0	0
8. Other invested assets	0		0	0
9. Receivables for securities	2,317,503		2,317,503	502
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	45,272,319	0	45,272,319	82,125,025
13. Title plants less \$ _____ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	283,686		283,686	518,867
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,172,221	9,091	1,163,130	566,724
15.2 Deferred premiums, agents' balances and instalments booked but deferred and not yet due (including \$ _____ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums (\$ _____, 17,236) and contracts subject to redetermination (\$ _____, 13,545)	30,781	0	30,781	397,687
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	5,794,083	0	5,794,083	14,476,666
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	1,550,506	0	1,550,506	2,075,672
18.1 Current federal and foreign income tax recoverable and interest thereon	5,869,296	0	5,869,296	4,606,881
18.2 Net deferred tax asset	51,363	0	51,363	0
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$ _____)	189,026	189,026	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	314,949	0	314,949	131,923
24. Health care (\$ _____, 869,995) and other amounts receivable	869,995	0	869,995	2,341,076
25. Aggregate write-ins for other-than-invested assets	588,159	51,562	536,597	24,677
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	61,986,384	249,679	61,736,705	107,265,198
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	61,986,384	249,679	61,736,705	107,265,198
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Deposits, prepaid expenses and miscellaneous	588,159	51,562	536,597	24,677
2502. Risk adjustment receivable			0	0
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	588,159	51,562	536,597	24,677

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$807,561 reinsurance ceded).....	19,007,370	1,988,288	20,995,658	29,394,414
2. Accrued medical incentive pool and bonus amounts	0	0	0	826
3. Unpaid claims adjustment expenses	465,480	0	465,480	851,986
4. Aggregate health policy reserves including the liability of \$98,465 for medical loss ratio rebate per the Public Health Service Act	8,820,653	0	8,820,653	30,332,782
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	0	0	0	0
8. Premiums received in advance	4,364,101	0	4,364,101	6,213,071
9. General expenses due or accrued	1,812,889	0	1,812,889	5,447,560
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	0	0	0	0
10.2 Net deferred tax liability.....	0	0	0	6,508
11. Ceded reinsurance premiums payable	262,756	0	262,756	1,106,424
12. Amounts withheld or retained for the account of others	40	0	40	0
13. Remittances and items not allocated	0	0	0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	6,794,418	0	6,794,418	6,204,284
16. Derivatives.....	0	0	0	0
17. Payable for securities	2,308,345	0	2,308,345	2,054,752
18. Payable for securities lending	0	0	0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers).....	0	0	0	0
20. Reinsurance in unauthorized and certified (\$) companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	787,897	0	787,897	701,464
23. Aggregate write-ins for other liabilities (including \$1,364,027 current)	1,364,027	0	1,364,027	3,533,184
24. Total liabilities (Lines 1 to 23).....	45,987,976	1,988,288	47,976,264	85,847,255
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	2,770,584
26. Common capital stock	XXX	XXX	2,002,050	2,002,050
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	29,408,579	29,408,579
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(17,650,188)	(12,763,270)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX	0	0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	13,760,441	21,417,943
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	61,736,705	107,265,198
DETAILS OF WRITE-INS				
2301. Misc Accounts Payable.....	798,290	0	798,290	1,405,167
2302. Unclaimed Property.....	565,737	0	565,737	366,836
2303. Miscellaneous unapplied receipts.....	0	0	0	3,184
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	1,757,997
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	1,364,027	0	1,364,027	3,533,184
2501. Subsequent year ACA health insurer fee.....	XXX	XXX	0	2,770,584
2502.	XXX	XXX	0	0
2503.	XXX	XXX	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	2,770,584
3001.	XXX	XXX	0	0
3002.	XXX	XXX	0	0
3003.	XXX	XXX	0	0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	347,729	640,523	844,723
2. Net premium income (including \$ non-health premium income).....	XXX	107,891,370	170,445,680	197,371,103
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	307,262	(16,903,873)	947,716
4. Fee-for-service (net of \$ medical expenses).....	XXX		.0	.0
5. Risk revenue.....	XXX		.0	.0
6. Aggregate write-ins for other health care related revenues.....	XXX	.0	.0	.0
7. Aggregate write-ins for other non-health revenues.....	XXX	.0	.0	.0
8. Total revenues (Lines 2 to 7).....	XXX	108,198,632	153,541,807	198,318,819
Hospital and Medical:				
9. Hospital/medical benefits.....	7,424,617	78,401,445	133,694,869	174,782,826
10. Other professional services.....	.0	.0	.0	.0
11. Outside referrals.....	.0	.0	.0	.0
12. Emergency room and out-of-area.....	1,337,585	14,124,446	19,332,828	25,914,582
13. Prescription drugs.....	.0	13,603,517	17,330,893	24,735,921
14. Aggregate write-ins for other hospital and medical.....	.0	.0	.0	.0
15. Incentive pool, withhold adjustments and bonus amounts.....	.0	(826)	(520)	(223)
16. Subtotal (Lines 9 to 15).....	8,762,202	106,128,582	170,358,070	225,433,106
Less:				
17. Net reinsurance recoveries.....	.0	4,933,864	13,794,503	19,168,215
18. Total hospital and medical (Lines 16 minus 17).....	8,762,202	101,194,718	156,563,567	206,264,891
19. Non-health claims (net).....	.0	.0	.0	.0
20. Claims adjustment expenses, including \$ 4,702,714 cost containment expenses.....	.0	11,314,386	13,430,214	17,801,088
21. General administrative expenses.....	.0	15,678,779	25,493,241	32,592,730
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		(6,117,462)	(7,135,320)	(1,654,437)
23. Total underwriting deductions (Lines 18 through 22).....	8,762,202	122,070,421	188,351,702	255,004,272
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	(13,871,789)	(34,809,895)	(56,685,453)
25. Net investment income earned.....		1,386,848	1,713,984	2,456,834
26. Net realized capital gains (losses) less capital gains tax of \$.....		1,863,476	36,102	29,679
27. Net investment gains (losses) (Lines 25 plus 26).....	.0	3,250,324	1,750,086	2,486,513
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ (amount charged off \$)].....			.0	.0
29. Aggregate write-ins for other income or expenses.....	.0	23,059	(62,859)	(57,559)
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	(10,598,406)	(33,122,668)	(54,256,499)
31. Federal and foreign income taxes incurred.....	XXX	(2,809,129)	(10,516,484)	(18,516,778)
32. Net income (loss) (Lines 30 minus 31).....	XXX	(7,789,277)	(22,606,184)	(35,739,721)
DETAILS OF WRITE-INS				
0601.	XXX		.0	.0
0602.	XXX		.0	.0
0603.	XXX		.0	.0
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	.0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX	0	0	0
0701.	XXX		.0	.0
0702.	XXX		.0	.0
0703.	XXX		.0	.0
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX	.0	.0	.0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX	0	0	0
1401. ....			.0	.0
1402. ....			.0	.0
1403. ....			.0	.0
1498. Summary of remaining write-ins for Line 14 from overflow page.....	.0	.0	.0	.0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901. Miscellaneous income (expense).....		23,059	(62,859)	(57,559)
2902. ....			.0	.0
2903. ....			.0	.0
2998. Summary of remaining write-ins for Line 29 from overflow page.....	.0	.0	.0	.0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above).....	0	23,059	(62,859)	(57,559)

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.....	21,417,943	40,755,951	40,755,951
34. Net income or (loss) from Line 32	(7,789,277)	(22,606,184)	(35,739,721)
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ 8,004	14,871	(15,021)	(34,124)
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	65,875	(8,088)	(402,970)
39. Change in nonadmitted assets	51,029	(47,529)	(161,193)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles	0	0	0
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)	0	0	0
44.3 Transferred to surplus	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	4,600,000	17,000,000
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(7,657,502)	(18,076,822)	(19,338,008)
49. Capital and surplus end of reporting period (Line 33 plus 48)	13,760,441	22,679,129	21,417,943
DETAILS OF WRITE-INS			
4701.	0	0	0
4702.	0	0	0
4703.	0	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	89,879,722	169,947,138	220,755,394
2. Net investment income.....	1,764,144	1,937,360	2,796,886
3. Miscellaneous income.....	0	0	0
4. Total (Lines 1 to 3).....	91,643,866	171,884,498	223,552,280
5. Benefit and loss related payments.....	99,463,179	146,490,101	207,724,193
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	30,294,485	39,048,280	51,398,529
8. Dividends paid to policyholders.....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ _____ tax on capital gains (losses).....	(1,546,714)	(12,046,413)	(19,284,877)
10. Total (Lines 5 through 9).....	128,210,950	173,491,968	239,837,845
11. Net cash from operations (Line 4 minus Line 10).....	(36,567,084)	(1,607,470)	(16,285,565)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	63,336,351	13,298,788	20,499,682
12.2 Stocks.....	0	0	0
12.3 Mortgage loans.....	0	0	0
12.4 Real estate.....	0	0	0
12.5 Other invested assets.....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0	0
12.7 Miscellaneous proceeds.....	0	2,797,242	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	63,336,351	16,096,030	20,499,682
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	28,278,830	14,266,815	24,211,178
13.2 Stocks.....	0	0	0
13.3 Mortgage loans.....	0	0	0
13.4 Real estate.....	0	0	0
13.5 Other invested assets.....	0	0	0
13.6 Miscellaneous applications.....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	28,278,830	14,266,815	24,211,178
14. Net increase (or decrease) in contract loans and premium notes.....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	35,057,521	1,829,215	(3,711,496)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	4,600,000	17,000,000
16.3 Borrowed funds.....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0	0
16.5 Dividends to stockholders.....	0	0	0
16.6 Other cash provided (applied).....	(2,283,451)	5,969,177	4,876,185
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(2,283,451)	10,569,177	21,876,185
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17).....	(3,793,014)	10,790,922	1,879,124
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	7,213,248	5,334,124	5,334,124
19.2 End of period (Line 18 plus Line 19.1).....	3,420,234	16,125,046	7,213,248

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE LifeWise Health Plan of Oregon, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	66,007	37,577	20,080	888	.0	7,462	.0	.0	.0	.0
2. First Quarter	39,977	18,121	17,400	842	.0	3,614	.0	.0	.0	.0
3. Second Quarter	37,893	17,210	16,796	798	.0	3,089	.0	.0	.0	.0
4. Third Quarter	34,069	16,174	14,318	762		2,815				
5. Current Year	0									
6. Current Year Member Months	347,729	158,337	151,091	7,315		30,986				
Total Member Ambulatory Encounters for Period:										
7. Physician	182,643	83,071	86,294	9,558		3,720				
8. Non-Physician	66,964	32,400	32,091	2,473						
9. Total	249,607	115,471	118,385	12,031	0	3,720	0	0	0	0
10. Hospital Patient Days Incurred	5,612	2,498	2,379	735						
11. Number of Inpatient Admissions	1,255	540	570	145						
12. Health Premiums Written (a)	108,505,547	51,107,588	53,894,434	2,276,872		1,226,653				
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	108,812,809	51,107,588	54,201,696	2,276,872		1,226,653				
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	114,611,828	61,789,015	50,353,935	1,555,627		913,251				
18. Amount Incurred for Provision of Health Care Services	106,128,582	53,046,132	50,773,101	1,471,405		837,944				

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

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE LifeWise Health Plan of Oregon, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
0199999 Individually listed claims unpaid	0	0	0	0	0	0
0299999 Aggregate accounts not individually listed-uncovered	386,730	186,035	18,996	4,749	3,717	600,227
0399999 Aggregate accounts not individually listed-covered	3,697,013	1,778,435	181,594	45,388	35,529	5,737,969
0499999 Subtotals	4,083,743	1,964,470	200,590	50,147	39,246	6,338,196
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	15,465,023
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	21,803,219
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE LifeWise Health Plan of Oregon, Inc.

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	23,665,745	93,099,366	392,261	20,308,295	24,058,006	28,937,100
2. Medicare Supplement	290,312	1,331,123	295	228,959	290,607	316,159
3. Dental only	112,147	801,104	165	65,683	112,312	141,155
4. Vision only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	24,068,204	95,231,593	392,721	20,602,937	24,460,925	29,394,414
10. Health care receivables (a)	3,773,539	7,380,496	4,601	763,681	3,778,140	2,216,820
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	826
13. Totals (Lines 9-10+11+12)	20,294,665	87,851,097	388,120	19,839,256	20,682,785	27,178,420

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

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NOTES TO FINANCIAL STATEMENTS

1. Significant Accounting Policies

A. Accounting Practices

The financial statements of LifeWise Health Plan of Oregon, Inc. (the Company) are prepared in accordance with accounting practices prescribed or permitted by the State of Oregon Department of Consumer and Business Services.

Prescribed statutory accounting practices are defined in the National Association of Insurance Commissioner's (NAIC's) *Accounting Practices and Procedures* manual. "Permitted" statutory accounting practices encompass all accounting practices that are not prescribed. The Company does not currently utilize any permitted statutory accounting practices.

B - C. There were no significant changes since December 31, 2015.

2. Accounting Changes and Corrections of Errors

There were no significant changes since December 31, 2015.

3. Business Combinations and Goodwill

There were no significant changes since December 31, 2015.

4. Discontinued Operations

There were no significant changes since December 31, 2015.

5. Investments

A - C. There were no significant changes since December 31, 2015.

D. Loan-Backed Securities

(1) Prepayment assumptions for all loan-backed securities were obtained from investment manager survey values.

(2) - (3). None.

(4) All impaired securities for which an other than temporary impairment (OTTI) has not been recognized in earnings as a realized loss:

a. The aggregate amount of unrealized losses:

1. Less than 12 months	\$	3,752
2. 12 months or longer	\$	6,190

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months	\$	319,168
2. 12 months or longer	\$	798,101

(5) Management does not believe that any individual unrealized loss represents an OTTI. Any loan-backed securities for which it was probable that OTTI existed were subject to a detailed cash flow analysis to determine if the present value of cash flows expected to be collected is less than its amortized cost basis.

E. None.

F - H. There were no significant changes since December 31, 2015.

I - K. None.

6. Joint Ventures, Partnerships and Limited Liability Companies

There were no significant changes since December 31, 2015.

7. Investment Income

There were no significant changes since December 31, 2015.

NOTES TO FINANCIAL STATEMENTS

8. Derivative Instruments

There were no significant changes since December 31, 2015.

9. Income Taxes

There were no significant changes since December 31, 2015.

10. Information Concerning Parent, Subsidiaries, Affiliates, and Other Related Parties

There were no significant changes since December 31, 2015.

11. Debt

A. There were no significant changes since December 31, 2015.

B. None.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. None.

B - I. There were no significant changes since December 31, 2015.

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

There were no significant changes since December 31, 2015.

14. Contingencies

There were no significant changes since December 31, 2015.

15. Leases

There were no significant changes since December 31, 2015.

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

There were no significant changes since December 31, 2015.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. There were no significant changes since December 31, 2015.

B. None.

C. In the course of the Company's asset management, there are no securities with NAIC designation 3 or below sold and reacquired within 30 days of the sale.

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

There were no significant changes since December 31, 2015.

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

There were no significant changes since December 31, 2015.

NOTES TO FINANCIAL STATEMENTS

20. Fair Value Measurements

A. (1) Fair Value Measurements at Reporting Date

	Level 1	Level 2	Level 3	Total
Corporate debt securities	\$ -	\$ 455,000	\$ -	\$ 455,000
Total	\$ -	\$ 455,000	\$ -	\$ 455,000

There were no transfers to or from Levels 1 and 2 during the quarter ended September 30, 2016.

- (2) There were no transfers to or from Level 3 during the period ended September 30, 2016. The Company held no Level 3 securities as of September 30, 2016.
- (3) The Company recognizes transfers between fair value levels at the beginning of the reporting period.
- (4) The Company uses a market approach to value its Level 2 securities. Prices are obtained from third-party pricing services that utilize a variety of relevant market data inputs to determine the price. Inputs include, but are not limited to: prices of similar securities that traded as of the reporting date, prepayment speeds, estimated credit losses, interest rates, vintage, deal subordination, and other credit enhancements. The Company held no Level 3 securities as of September 30, 2016.
- (5) The Company has no derivative instruments.

B. None

C. The following table summarizes fair value measurements and admitted asset values for all financial instruments as of September 30, 2016:

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
U.S. Treasuries securities and obligations of U.S. government corporations	\$ 3,610,741	\$ 3,488,401	\$ 3,610,741	\$ -	\$ -	
Municipal debt securities	673,998	653,500	-	673,998	-	
Foreign government debt securities	330,625	265,762	-	330,625	-	
Corporate debt securities	16,218,127	15,473,537	-	16,218,127	-	
Residential loan-backed securities	13,373,509	12,618,472	-	13,373,509	-	
Commercial loan-backed securities	4,906,790	4,760,665	-	4,906,790	-	
Other loan-backed securities	2,288,281	2,274,245	-	2,288,281	-	
Total Bonds	41,402,071	39,534,582	3,610,741	37,791,330	-	-
Money market mutual funds	293,400	293,400	293,400	-	-	-
Total Assets at Fair Value	\$ 41,695,471	\$ 39,827,982	\$ 3,904,141	\$ 37,791,330	\$ -	\$ -

D. None

21. Other Items

There were no significant changes since December 31, 2015.

22. Events Subsequent

On April 21, 2016, the Company announced it is discontinuing the offer and renewal of all individual and group policies, including Medicare supplement policies, and withdrawing from the Oregon market. The Company will remain on the individual market Exchange through the end of 2016, and will discontinue all individual plans effective December 31, 2016. The Company stopped selling new employer group coverage in the state effective April 2, 2016, except for outstanding proposals which will be honored. Groups with effective dates of October 1, 2016 and prior may choose to renew for one more plan year, and for those groups their coverage will be discontinued at the end of the renewal plan year. All existing policies renewing November 1, 2016 or after will be discontinued at the end of their applicable plan year. The Company discontinued Medicare supplement policies effective July 1, 2016.

NOTES TO FINANCIAL STATEMENTS

23. Reinsurance

There were no significant changes since December 31, 2015.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A - D. There were no significant changes since December 31, 2015.

E. (1) Did the reporting entity write accident and health insurance premium that is subject to the Affordable Care Act risk-sharing provisions? YES

(2) Impact of Risk-Sharing Provisions of the Affordable Care Act on Admitted Assets, Liabilities and Revenue for the Current Year:

	<u>9/30/2016</u>
a. Permanent ACA Risk Adjustment Program	
Assets	
1. Premium adjustments receivable due to ACA Risk Adjustment	\$ 9,252
Liabilities	
2. Risk adjustment user fees payable for ACA Risk Adjustment	21,978
3. Premium adjustments payable due to ACA Risk Adjustment	7,916,244
Operations (Revenue & Expense)	
4. Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	7,906,992
5. Reported in expenses as ACA risk adjustment user fees (incurred/paid)	21,978
b. Transitional ACA Reinsurance Program	
Assets	
1. Amounts recoverable for claims paid due to ACA Reinsurance	\$ 2,031,969
2. Amounts recoverable for claims unpaid due to ACA Reinsurance (Contra Liability)	674,181
3. Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	-
Liabilities	
4. Liabilities for contributions payable due to ACA Reinsurance – not reported as ceded premium	483,966
5. Ceded reinsurance premiums payable due to ACA Reinsurance	213,356
6. Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance	-
Operations (Revenue & Expense)	
7. Ceded reinsurance premiums due to ACA Reinsurance	213,356
8. Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	2,706,150
9. ACA Reinsurance contributions – not reported as ceded premium	483,966
c. Temporary ACA Risk Corridors Program	
Assets	
1. Accrued retrospective premium due to ACA Risk Corridors	\$ -
Liabilities	
2. Reserve for rate credits or policy experience rating refunds due to ACA Risk Corridors	-
Operations (Revenue & Expense)	
3. Effect of ACA Risk Corridors on net premium income (paid/received)	-
4. Effect of ACA Risk Corridors on change in reserves for rate credits	-
2014 Risk Corridor Receivable as of 12/31/2015	\$ 86,225
Amounts Received in 2016	-
2014 Risk Corridor Receivable as of 9/30/2016	\$ 17,236

No risk corridor estimate has been made for 2016

NOTES TO FINANCIAL STATEMENTS

(3) Roll-forward of prior year ACA risk-sharing provisions for the following asset (gross of any nonadmission) and liability balances, along with the reasons for adjustments to prior year balance.

	Accrued During the Prior Year on Business Written Before December 31 of the Prior Year		Received or Paid as of the Current Year on Business Written Before December 31 of the Prior Year		Difference		Adjustments		Unsettled Business as of the Reporting Date		
	1	2	3	4	Prior Year	Prior Year	To Prior Year	To Prior Year	Cumulative	Cumulative	
					Accrued Less	Accrued Less					Ref	Balance from	Balance from
	Receivable	Payable	Receivable	Payable	Payments (Col 1)	Payments (Col 2)	Balances	Balances	1 - 3 + 7	2 - 4 + 8	
	Receivable	Payable	Receivable	Payable	Receivable	Payable	Receivable	Payable	9	10	
a. Permanent ACA Risk Adjustment Program											
1. Premium adjustments receivable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	A	\$ -	\$ -
2. Premium adjustments (payable)	-	21,770,421	-	21,615,269	-	155,152	-	(155,152)	B	-	-
3. Subtotal ACA Permanent Risk Adjustment Program	\$ -	\$ 21,770,421	\$ -	\$ 21,615,269	\$ -	\$ 155,152	\$ -	\$ (155,152)		\$ -	\$ -
b. Transitional ACA Reinsurance Program											
1. Amounts recoverable for claims paid	\$ 13,700,626	\$ -	\$ 15,148,573	\$ -	\$ (1,447,947)	\$ -	\$ 3,306,368	\$ -	C	\$ 1,858,421	\$ -
2. Amounts recoverable for claims unpaid (contra liability)	2,206,113	-	-	-	2,206,113	-	(2,206,113)	-	D	-	-
3. Amounts receivable relating to uninsured plans	-	-	-	-	-	-	-	-	E	-	-
4. Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	-	1,605,516	-	1,605,516	-	-	-	-	F	-	-
5. Ceded reinsurance premiums payable	-	1,056,924	-	1,056,924	-	-	-	-	G	-	-
6. Liability for amounts held under uninsured plans	-	-	-	-	-	-	-	-	H	-	-
7. Subtotal ACA Transitional Reinsurance Program	\$ 15,906,739	\$ 2,662,440	\$ 15,148,573	\$ 2,662,440	\$ 758,166	\$ -	\$ 1,100,255	\$ -		\$ 1,858,421	\$ -
c. Temporary ACA Risk Corridors Program											
1. Accrued retrospective premium	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	I	\$ -	\$ -
2. Reserve for rate credits or policy experience rating refunds	-	-	-	-	-	-	-	-	J	-	-
3. Subtotal ACA Risk Corridors Program	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		\$ -	\$ -
d. Total for ACA Risk Sharing Provisions	\$ 15,906,739	\$ 24,432,861	\$ 15,148,573	\$ 24,277,709	\$ 758,166	\$ 155,152	\$ 1,100,255	\$ (155,152)		\$ 1,858,421	\$ -

25. Changes in Incurred Claims and Claim Adjustment Expenses

As the unpaid claims and claims adjustment expenses liability includes various actuarially developed estimates, the Company's actual claims experience may be more or less than the Company's previously developed estimates. The Company's unpaid claims and claim adjustment expenses at December 31, 2015 decreased by \$6,494,809 in the following nine months and at December 31, 2014 decreased by \$6,062,116 in the following year for claims that had occurred on or prior to those balance sheet dates. These adjustments resulted from the Company's actual claims expenses related to prior years totaling less than the estimates previously made by the Company. These changes in reserves are generally the result of ongoing analysis of recent loss development trends. Adjustments of prior-year estimates may result in additional claims expenses or a reduction in claims expenses may be offset as the Company establishes its accrual for current-year claims expenses. No return premiums were due as a result of the adjustments in the claims liability. Adjustments made to the claims liability for unpaid claims processing expense during 2016 and 2015 were immaterial.

26. Intercompany Pooling Arrangements

There were no significant changes since December 31, 2015.

27. Structured Settlements

There were no significant changes since December 31, 2015.

28. Health Care Receivables

There were no significant changes since December 31, 2015.

29. Participating Policies

There were no significant changes since December 31, 2015.

30. Premium Deficiency Reserves

There were no significant changes since December 31, 2015.

NOTES TO FINANCIAL STATEMENTS

31. Anticipated Salvage and Subrogation

There were no significant changes since December 31, 2015.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes No
- 1.2 If yes, has the report been filed with the domiciliary state? Yes No
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes No
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes No
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes No
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
.....
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes No
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes No NA
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2014
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/2014
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).04/13/2016
- 6.4 By what department or departments?
Oregon Insurance Division.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes No NA
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes No NA
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes No
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes No
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes No
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

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

- 9.2 Has the code of ethics for senior managers been amended? Yes No

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

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

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

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: _____ \$ _____ 10,446

INVESTMENT

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: _____ \$ _____

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

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds _____	\$ _____	\$ _____
14.22 Preferred Stock _____	\$ _____	\$ _____
14.23 Common Stock _____	\$ _____	\$ _____
14.24 Short-Term Investments _____	\$ _____	\$ _____
14.25 Mortgage Loans on Real Estate _____	\$ _____	\$ _____
14.26 All Other _____	\$ _____	\$ _____
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) _____	\$ _____ 0	\$ _____ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above _____	\$ _____	\$ _____

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- | | |
|--|----------|
| 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 | \$.....0 |
| 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 | \$.....0 |
| 16.3 Total payable for securities lending reported on the liability page | \$.....0 |

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

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

1 Name of Custodian(s)	2 Custodian Address
BNY Mellon.....	One BNY Mellon Center, Room 151-1035, Pittsburgh, PA 15258.....

17.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes No

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
Not Applicable.....	Baird Advisors.....	777 E. Wisconsin Ave., Milwaukee, WI 53202-5391.....

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

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

GENERAL INTERROGATORIES
PART 2 - HEALTH

1. Operating Percentages:		
1.1 A&H loss percent.....	_____	92.2 %
1.2 A&H cost containment percent	_____	4.3 %
1.3 A&H expense percent excluding cost containment expenses.....	_____	20.6 %
2.1 Do you act as a custodian for health savings accounts?.....	_____	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	_____	\$ _____
2.3 Do you act as an administrator for health savings accounts?.....	_____	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	_____	\$ _____

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

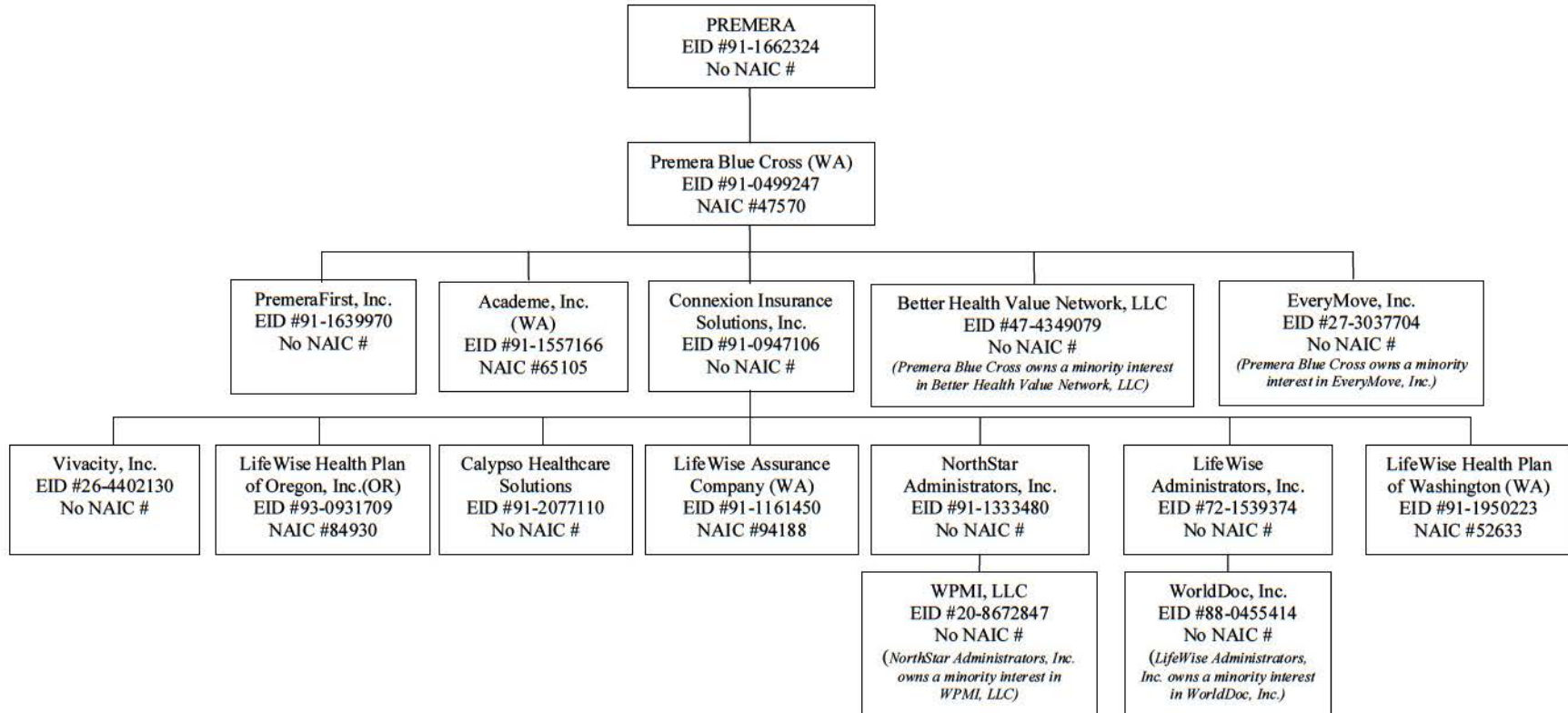
Current Year to Date - Allocated by States and Territories

1 States, Etc.	2 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		3 Accident & Health Premiums	4 Medicare Title XVIII	5 Medicaid Title XIX	6 Federal Employees Health Benefits Program Premiums	7 Life & Annuity Premiums & Other Considerations	8 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. Dist. Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	L							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	N							0	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	N							0	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	N							0	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	L	108,505,547						108,505,547	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	N							0	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CAN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		108,505,547	0	0	0	0	0	108,505,547	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a)	2	108,505,547	0	0	0	0	0	108,505,547	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page	XXX		0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX		0	0	0	0	0	0	0	0

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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



Note: Except where otherwise noted, each subsidiary shown above is 100% owned by its respective parent company.

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE LifeWise Health Plan of Oregon, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
00962	Premera Blue Cross Group	00000	91-1662324			N/A	PREMERA	WA	UIP	Board of Directors	Board of Directors	100.0	Board of Directors	0
00962	Premera Blue Cross Group	47570	91-0499247			N/A	Premera Blue Cross	WA	UIP	PREMERA	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	00000	91-1639970			N/A	PremeraFirst, Inc	WA	NIA	Premera Blue Cross	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	00000	91-0947106			N/A	Connexion Insurance Solutions, Inc	WA	UDP	Premera Blue Cross	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	65105	91-1557166			N/A	Academe, Inc	WA	IA	Premera Blue Cross	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	00000	47-4349079			N/A	Better Health Value Network, LLC	WA	NIA	Premera Blue Cross	Ownership	20.0	PREMERA	0
00962	Premera Blue Cross Group	00000	27-3037704			N/A	EveryMove, Inc	DE	NIA	Premera Blue Cross	Ownership	22.4	PREMERA	0
00962	Premera Blue Cross Group	00000	26-4402130			N/A	Vivacity, Inc	WA	NIA	Connexion Insurance Solutions, Inc	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	84930	93-0931709			N/A	LifeWise Health Plan of Oregon, Inc	OR	RE	Connexion Insurance Solutions, Inc	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	00000	91-2077110			N/A	Calypto Healthcare Solutions	WA	NIA	Connexion Insurance Solutions, Inc	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	94188	91-1161450			N/A	LifeWise Assurance Company	WA	IA	Connexion Insurance Solutions, Inc	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	00000	91-1333480			N/A	NorthStar Administrators, Inc.	WA	NIA	Connexion Insurance Solutions, Inc	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	00000	72-1539374			N/A	LifeWise Administrators, Inc	WA	NIA	Connexion Insurance Solutions, Inc	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	52633	91-1950223			N/A	LifeWise Health Plan of Washington	WA	IA	Connexion Insurance Solutions, Inc	Ownership	100.0	PREMERA	0
00962	Premera Blue Cross Group	00000	20-8672847			N/A	WPMI, LLC	DE	NIA	NorthStar Administrators, Inc	Ownership	20.3	PREMERA	0
00962	Premera Blue Cross Group	00000	88-0455414			N/A	WorldDoc, Inc	NV	NIA	LifeWise Administrators, Inc	Ownership	13.5	PREMERA	0

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

MQ003 Additional Aggregate Lines for Page 03 Line 23.
 *LIAB

	1 Covered	2 Uncovered	3 Total	4 Total
2304. Advance Deposit.....			0	1,757,997
2397. Summary of remaining write-ins for Line 23 from Page 03	0	0	0	1,757,997

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

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

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other-than-temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	74,911,275	68,645,085
2. Cost of bonds and stocks acquired	28,532,423	26,265,930
3. Accrual of discount	140,428	147,715
4. Unrealized valuation increase (decrease)	22,876	(52,499)
5. Total gain (loss) on disposals	1,863,476	29,679
6. Deduct consideration for bonds and stocks disposed of	65,653,353	19,608,832
7. Deduct amortization of premium	282,543	515,803
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other-than-temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	39,534,582	74,911,275
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	39,534,582	74,911,275

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE LifeWise Health Plan of Oregon, Inc.

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	51,265,283	29,565,185	51,233,251	548,687	49,002,659	51,265,283	30,145,904	67,110,923
2. NAIC 2 (a).....	9,519,201		1,418,519	(9,648)	9,535,705	9,519,201	8,091,034	10,208,930
3. NAIC 3 (a).....	1,411,720		194,005	14,892	2,081,696	1,411,720	1,232,607	1,087,976
4. NAIC 4 (a).....	356,957			1,480	325,301	356,957	358,437	305,613
5. NAIC 5 (a).....	0				0	0	0	0
6. NAIC 6 (a).....	611,776			(611,776)	614,907	611,776	0	0
7. Total Bonds	63,164,937	29,565,185	52,845,775	(56,365)	61,560,268	63,164,937	39,827,982	78,713,442
PREFERRED STOCK								
8. NAIC 1.....	0				0	0	0	0
9. NAIC 2.....	0				0	0	0	0
10. NAIC 3.....	0				0	0	0	0
11. NAIC 4.....	0				0	0	0	0
12. NAIC 5.....	0				0	0	0	0
13. NAIC 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	63,164,937	29,565,185	52,845,775	(56,365)	61,560,268	63,164,937	39,827,982	78,713,442

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ _____ ; NAIC 2 \$ _____ ;

NAIC 3 \$ _____ ; NAIC 4 \$ _____ ; NAIC 5 \$ _____ ; NAIC 6 \$ _____

S102

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	293,400	XXX	293,400	0	

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	3,802,167	530,404
2. Cost of short-term investments acquired	37,353,281	26,878,498
3. Accrual of discount		.0
4. Unrealized valuation increase (decrease)		.0
5. Total gain (loss) on disposals		.0
6. Deduct consideration received on disposals	40,862,048	23,606,735
7. Deduct amortization of premium		.0
8. Total foreign exchange change in book/adjusted carrying value		.0
9. Deduct current year's other-than-temporary impairment recognized		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	293,400	3,802,167
11. Deduct total nonadmitted amounts		.0
12. Statement value at end of current period (Line 10 minus Line 11)	293,400	3,802,167

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

Schedule E - Verification

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE LifeWise Health Plan of Oregon, Inc.

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 or Market Indicator ^(a)
Bonds - U.S. Governments									
912810-RR-6	UNITED STATES TREASURY		08/28/2016	Goldman Sachs		197,218	175,000	1,928	X
912828-2A-7	UNITED STATES TREASURY		08/26/2016	Goldman Sachs		11,482,533	11,590,000	10,424	X
912828-37-6	UNITED STATES TREASURY		08/23/2016	HSBC SECURITIES		435,461	425,000	3,678	X
912828-MS-6	UNITED STATES TREASURY		08/30/2016	Goldman Sachs		343,693	325,000	2,832	X
912828-WT-3	UNITED STATES TREASURY		08/17/2016	MERRILL LYNCH PIERCE FENNER & SMITH		132,714	125,000	62	X
912828-11-3	UNITED STATES TREASURY		08/31/2016	VIRTUOS		1,687,727	1,675,000	10,737	X
						14,399,495	14,275,000	29,561	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00782E-BA-6	ANZ NEW ZEALAND (INTL) LTD (LONDON BRANC	R	07/21/2016	JP MORGAN SECURITIES INC		299,730	300,000		IFE
34500N-AA-5	FORDO 14REV2 A - ABS		08/01/2016	RBC CAPITAL MARKETS		434,579	425,000	518	IFE
961214-CY-7	WESTPAC BANKING CORP	R	08/11/2016	CITI Group (SSS)		299,946	300,000		IFE
31330A-CR-7	PREDDIE MLC 6000B 3.50% 06/01/45		12/09/2015	JP MORGAN SECURITIES INC		2,764	2,669	3	X
						1,037,019	1,027,669	521	XXX
83999999	Bonds - Industrial and Miscellaneous (Unaffiliated)					15,436,515	15,302,669	30,182	XXX
83999997	Subtotals - Bonds - Part 3					15,436,515	15,302,669	30,182	XXX
83999999	Subtotals - Bonds					15,436,515	15,302,669	30,182	XXX
99999999	Totals					15,436,515	15,302,669	30,182	XXX

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

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE LifeWise Health Plan of Oregon, Inc.

SCHEDULE D - PART 4

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

1 CUSIP Ident- fication	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.								
13974H-AC-1...	Capital Auto Receivables Asset 2015-3			Adjustment							50			50		67	(48)	(48)	500	01/22/2019	1FE	
3899999	Bonds - Industrial and Miscellaneous (Unaffiliated)					12,185,288	11,349,382	11,572,513	8,726,526	0	(4,035)	0	(4,035)	0	11,464,576	0	720,709	720,709	326,502		XXX	XXX
8399997	Subtotals - Bonds - Part 4					37,847,704	36,168,015	36,886,722	19,914,133	0	(55,565)	0	(55,565)	0	36,699,805	0	1,147,899	1,147,899	657,914		XXX	XXX
8399999	Subtotals - Bonds					37,847,704	36,168,015	36,886,722	19,914,133	0	(55,565)	0	(55,565)	0	36,699,805	0	1,147,899	1,147,899	657,914		XXX	XXX
9999999	Totals					37,847,704	XXX	36,886,722	19,914,133	0	(55,565)	0	(55,565)	0	36,699,805	0	1,147,899	1,147,899	657,914		XXX	XXX

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

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF SEPTEMBER 30, 2016 OF THE LifeWise Health Plan of Oregon, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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