



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2015

OF THE CONDITION AND AFFAIRS OF THE

SilverScript Insurance Company

NAIC Group Code 4667 4667 NAIC Company Code 12575 Employer's ID Number 20-2833904
(Current) (Prior)

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

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 05/11/2005 Commenced Business 01/01/2006

Statutory Home Office 445 Great Circle Road, Nashville, TN, US 37228
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 445 Great Circle Road
(Street and Number)
Nashville, TN, US 37228, 615-743-6600
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 445 Great Circle Road, Nashville, TN, US 37228
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 445 Great Circle Road
(Street and Number)
Nashville, TN, US 37228, 615-743-6600
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address http://www.silverscript.com

Statutory Statement Contact Edward Reed Averill, 401-770-7702
(Name) (Area Code) (Telephone Number)
Edward.Averill@CVSCaremark.com, 401-733-0552
(E-mail Address) (FAX Number)

OFFICERS

President Todd Dean Meek Treasurer Anthony Graham Strong
Vice President Albert Franklin Moffett Secretary Michele Wugalter Buchanan

OTHER

Rebecca Conway Justice Actuary

DIRECTORS OR TRUSTEES

Harold Neil Lund Todd Dean Meek Jane Frances Barlow
Mary Kristina Meyer David Scott Azzolina

State of _____ SS:
County of _____

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.

Todd Dean Meek
President

Michele Wugalter Buchanan
Secretary

Anthony Graham Strong
Treasurer

Subscribed and sworn to before me this _____ day of _____

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

STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company

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	2,813,768	504,090	2,309,678	2,819,579
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 (\$(845,444)), cash equivalents (\$) and short-term investments (\$12,821,402)	11,975,958		11,975,958	63,769,746
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	14,789,726	504,090	14,285,636	66,589,325
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	14,228		14,228	18,171
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	55,104,593	41,345,520	13,759,073	13,601,218
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums	255,496,600		255,496,600	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts	4,630,960		4,630,960	0
17. Amounts receivable relating to uninsured plans	2,214,290,367	4,467,693	2,209,822,674	2,650,870,627
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	33,175,400	38,987	33,136,413	33,136,413
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$) and other amounts receivable			0	0
25. Aggregate write-ins for other than invested assets	15,949,893	15,949,893	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	2,593,451,767	62,306,183	2,531,145,584	2,764,215,754
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	2,593,451,767	62,306,183	2,531,145,584	2,764,215,754
DETAILS OF WRITE-INS				
1101.			0	0
1102.				
1103.				
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. Prepaid Expense	15,949,893	15,949,893	0	
2502.				
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)	15,949,893	15,949,893	0	0

STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 32,426,841 reinsurance ceded)	170,636,857		170,636,857	115,324,366
2. Accrued medical incentive pool and bonus amounts	16,452,735		16,452,735	14,381,096
3. Unpaid claims adjustment expenses			0	0
4. Aggregate health policy reserves, including the liability of \$ for medical loss ratio rebate per the Public Health Service Act	226,090,576		226,090,576	225,652,067
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	7,669,593		7,669,593	3,624,788
9. General expenses due or accrued	63,807,415		63,807,415	5,388,075
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	60,611,161		60,611,161	97,399,362
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	26,964,341		26,964,341	52,390,591
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	32,070		32,070	232,905
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	450,640,266		450,640,266	451,922,329
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ 3,291,253 authorized reinsurers, \$ 17,659,690 unauthorized reinsurers and \$ certified reinsurers)	20,950,943		20,950,943	81,937,407
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	1,138,789,372		1,138,789,372	1,267,884,755
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	2,182,645,329	0	2,182,645,329	2,316,137,741
25. Aggregate write-ins for special surplus funds	XXX	XXX	13,382,985	61,556,686
26. Common capital stock	XXX	XXX	2,750,000	2,750,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	124,750,000	124,750,000
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	207,617,270	259,021,327
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	348,500,255	448,078,013
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	2,531,145,584	2,764,215,754
DETAILS OF WRITE-INS				
2301.			0	
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	0	0	0	0
2501. Section 9010 Special Surplus	XXX	XXX	13,382,985	61,556,686
2502.	XXX	XXX		
2503.	XXX	XXX		
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	13,382,985	61,556,686
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
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	10,179,904	9,401,620	36,635,427
2. Net premium income (including \$ non-health premium income).....	XXX	625,565,388	689,400,859	2,519,810,780
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	255,058,091	94,655,851	(3,576,602)
4. Fee-for-service (net of \$ medical expenses).....	XXX			
5. Risk revenue	XXX			
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	880,623,479	784,056,710	2,516,234,178
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services				
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs		1,086,363,482	952,893,007	2,487,843,197
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		8,678,739	5,310,602	22,394,710
16. Subtotal (Lines 9 to 15)	0	1,095,042,221	958,203,609	2,510,237,907
Less:				
17. Net reinsurance recoveries		217,795,582	188,142,872	513,789,533
18. Total hospital and medical (Lines 16 minus 17)	0	877,246,639	770,060,737	1,996,448,374
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$6,163,049 cost containment expenses		31,153,315	36,758,329	171,353,561
21. General administrative expenses		85,707,991	26,473,276	101,788,780
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	0	994,107,945	833,292,342	2,269,590,715
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(113,484,466)	(49,235,632)	246,643,463
25. Net investment income earned		6,471	5,808	24,029
26. Net realized capital gains (losses) less capital gains tax of \$				
27. Net investment gains (losses) (Lines 25 plus 26)	0	6,471	5,808	24,029
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$211,069) (amount charged off \$53,599,385)].....		(53,388,316)	(147,135)	(24,714,285)
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(166,866,311)	(49,376,959)	221,953,207
31. Federal and foreign income taxes incurred	XXX	(36,788,202)	(17,281,936)	97,391,991
32. Net income (loss) (Lines 30 minus 31)	XXX	(130,078,109)	(32,095,023)	124,561,216
DETAILS OF WRITE-INS				
0601. ~	XXX			0
0602. ~	XXX			
0603. ~	XXX			
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
0702. ~	XXX			
0703. ~	XXX			
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
1402. ~				0
1403. ~				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. ~				0
2902. ~				0
2903. ~				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	448,078,013	331,862,104	331,862,104
34. Net income or (loss) from Line 32.....	(130,078,109)	(32,095,023)	124,561,216
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.....	0		3,966,359
39. Change in nonadmitted assets.....	30,500,351	(12,211,050)	(12,311,666)
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.....			
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.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
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.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	(99,577,758)	(44,306,073)	116,215,909
49. Capital and surplus end of reporting period (Line 33 plus 48)	348,500,255	287,556,031	448,078,013
DETAILS OF WRITE-INS			
4701.			0
4702.			
4703.			
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

STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company

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	623,522,188	681,523,085	2,487,800,707
2. Net investment income	16,228	16,037	49,335
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	623,538,416	681,539,122	2,487,850,042
5. Benefit and loss related payments	819,862,509	605,618,519	2,070,565,376
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	(144,530,305)	125,353,739	357,955,213
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)		0	44,498,957
10. Total (Lines 5 through 9)	675,332,204	730,972,258	2,473,019,546
11. Net cash from operations (Line 4 minus Line 10)	(51,793,788)	(49,433,136)	14,830,496
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	0	640,000
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	260,000	260,000
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	260,000	900,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	633,063
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)	0	0	633,063
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)	0	260,000	266,937
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	0	0	0
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	0	0	0
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)	(51,793,788)	(49,173,136)	15,097,433
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	63,769,746	48,672,313	48,672,313
19.2 End of period (Line 18 plus Line 19.1)	11,975,958	(500,823)	63,769,746

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

STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	2,994,368	0	0	0	0	0	0	0	0	2,994,368
2. First Quarter	3,424,531									3,424,531
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	10,179,904									10,179,904
Total Member Ambulatory Encounters for Period:										
7. Physician	0									
8. Non-Physician	0									
9. Total	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred	0									
11. Number of Inpatient Admissions	0									
12. Health Premiums Written (a)	779,913,243									779,913,243
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,099,422,923									1,099,422,923
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	1,033,619,626									1,033,619,626
18. Amount Incurred for Provision of Health Care Services	1,095,042,221									1,095,042,221

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$779,913,243

STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company

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)						
CVS Caremark Part D Services, L.L.C.	132,907,318					132,907,318
0199999. Individually listed claims unpaid	132,907,318	0	0	0	0	132,907,318

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 December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid					0	0
8. Other health	51,998,762	761,256,650	61,658,778	108,978,079	113,657,540	115,324,366
9. Health subtotal (Lines 1 to 8)	51,998,762	761,256,650	61,658,778	108,978,079	113,657,540	115,324,366
10. Healthcare receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	4,791,130	1,815,967	9,188,867	7,263,868	13,979,997	14,381,096
13. Totals (Lines 9-10+11+12)	56,789,892	763,072,617	70,847,645	116,241,947	127,637,537	129,705,462

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

SilverScript Insurance Company (the "Company"), a Tennessee domiciled insurance company, is a wholly owned subsidiary of Part D Holding Company, L.L.C. (the "Parent"), and a wholly owned indirect subsidiary of CVS Health Corporation (the "Ultimate Parent"). The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance (the "Department").

The Department recognizes only statutory accounting practices prescribed or permitted by the State of Tennessee for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under Tennessee Insurance Law. The National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures Manual* has been adopted as a component of prescribed or permitted practices by the State of Tennessee.

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

<u>NET INCOME :</u>	<u>State of Domicile</u>	<u>Three months ending</u>	
		<u>March 31, 2015</u>	<u>December 31, 2014</u>
State basis	<u>Tennessee</u>	\$ (130,078,109)	\$ 124,561,216
State Prescribed Practices that increase/(decrease) NAIC SAP:	<u>Tennessee</u>	-	-
State Permitted Practices that increase/(decrease) NAIC SAP:	<u>Tennessee</u>	-	-
NAIC SAP	<u>Tennessee</u>	\$ <u>(130,078,109)</u>	\$ <u>124,561,216</u>
 <u>SURPLUS :</u>		 <u>March 31, 2015</u>	
State basis	<u>Tennessee</u>	\$ 348,500,255	\$ 448,078,013
State Prescribed Practices that increase/(decrease) NAIC SAP:	<u>Tennessee</u>	(504,090)	-
State Permitted Practices that increase/(decrease) NAIC SAP:	<u>Tennessee</u>	-	-
NAIC SAP	<u>Tennessee</u>	\$ <u>349,004,345</u>	\$ <u>448,078,013</u>

The Company owns a special revenue bond with the U.S. territory of Puerto Rico. Based on Tennessee Code Ann. §56-1-405, the Company is required to non-admit special deposits held for the benefit of a specific state's policyholders to the extent that the deposit exceeds liabilities associated with that state's policyholders. Accordingly, the Company non-admitted its special deposit with Puerto Rico of \$504 thousand.

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with the *Quarterly Statement Instructions* and Statutory Accounting Principles requires management to make estimates and assumptions that affect amounts reported on the financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period.

C. Accounting Policy

The Company has adopted accounting policies with respect to particular accounts or transactions which could materially affect its assets, liabilities, capital and surplus or results of operations as follows:

- (1) Short-term investments include money market holdings that are stated at fair value. In addition, bonds with an original purchase maturity date of less than one year are stated at amortized cost using the straight-line method of amortization on premiums or discounts and are classified as short-term investments.
- (2) Bonds with an original purchase maturity date greater than one year are stated at amortized cost using the straight-line method of amortization on premiums or discounts. None of the Company's bonds became impaired during the three months ending March 31, 2015 or the year ending December 31, 2014.

Notes to Financial Statement

1. Summary of Significant Accounting Policies (continued)

- (3) As of March 31, 2015 and December 31, 2014, the Company had 10.0 million shares, (\$1 par), of Class A common capital stock authorized, and 2.75 million of such shares issued and outstanding
- (4) Preferred Stocks: None
- (5) Mortgage Loans: None
- (6) Loan-backed Securities: None
- (7) Investment in Subsidiaries, Controlled and Affiliated Companies: None
- (8) Joint Ventures, Partnerships, and Limited Liability Companies: None
- (9) Derivatives: None
- (10) The Company does not utilize anticipated investment income as a factor in determining premium deficiencies.
- (11) The Company has recorded estimates of incurred but not reported claims for claims paid by external entities and subsequently billed to the Company such as claims paid by state pharmaceutical assistance programs and for paper claims. Incurred but not reported claims are estimated based on historical experience.
- (12) The Company has not modified its capitalization policy from the prior period.
- (13) Amounts recorded in the Company's financial statements for pharmaceutical rebates are determined based on the amounts CVS Caremark Part D Services, L.L.C. ("Part D Services") an affiliates of the Parent Company, expects to collect from various pharmaceutical manufacturers.

2. Accounting Changes and Corrections of Errors

None

3. Business Combinations and Goodwill

- A. Statutory Purchase Method: None
- B. Statutory Merger: None
- C. Assumption Reinsurance: None
- D. Impairment Loss: 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. Repurchase Agreements and/or Securities Lending Transactions: None
- F. Real Estate: None
- G. Low-Income Housing Tax Credits ("LIHTC"): None
- H. Restricted Assets:
 - (1) Restricted Assets (Including Pledged)

Notes to Financial Statement

5. Investments (continued)

Restricted Asset Category	1 Total Gross Restricted from Current Year	2 Total Gross Restricted from Prior Year	3 Increase/(Decrease) (1 minus 2)	4 Total Current Year Admitted Restricted	5 Percentage Gross Restricted to Total Assets	6 Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown	\$ 0	\$ 0	\$ 0	\$ 0	0.000 %	0.000 %
b. Collateral held under security lending agreements	0	0	0	0	0.000	0.000
c. Subject to repurchase agreements	0	0	0	0	0.000	0.000
d. Subject to reverse repurchase agreements	0	0	0	0	0.000	0.000
e. Subject to dollar repurchase agreements	0	0	0	0	0.000	0.000
f. Subject to dollar reverse repurchase agreements	0	0	0	0	0.000	0.000
g. Placed under option contracts	0	0	0	0	0.000	0.000
h. Letter stock or securities restricted as to sale - excluding FHLB capital stock	0	0	0	0	0.000	0.000
i. FHLB capital stock	0	0	0	0	0.000	0.000
j. On deposit with states	3,674,722	3,676,518	(1,796)	3,674,722	0.142	0.145
k. On deposit with other regulatory bodies	504,090	508,091	(4,001)	0	0.019	0.000
l. Pledged collateral to FHLB (including assets backing funding agreements)	0	0	0	0	0.000	0.000
m. Pledged as collateral not captured in other categories	0	0	0	0	0.000	0.000
n. Other restricted assets	0	0	0	0	0.000	0.000
o. Total Restricted Assets	\$ 4,178,812	\$ 4,184,609	\$ (5,797)	\$ 3,674,722	0.161 %	0.145 %

(2) Detail of Assets Pledged as Collateral Not Captured in Other categories: None

(3) Detail of Other Restricted Assets: None

I. Working Capital Finance Investments: None

J. Offsetting and Netting of Assets and Liabilities: None

K. Structured Notes: None

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets.

B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

Notes to Financial Statement

7. Investment Income

A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts over 90 days past due are excluded from surplus.

B. The total amount excluded was: None

8. Derivative Instruments

None

9. Income Taxes

No material changes.

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

A., B., C During the three months ending March 31, 2015 and the year ended December 31, 2014 the Company did not have any material transfer of assets to affiliates.

D. The Company reported a net \$450.6 million and \$451.9 million payable to affiliates as of March 31, 2015 and December 31, 2014, respectively.

E. The Company does not have any guarantees or undertakings for the benefit of an affiliate, which result in a material contingent exposure of the Company's or any related party's assets or liabilities.

F. The following is a description of management and service contracts and cost sharing agreements involving the Company and any related party:

In general, the Company relies on its Parent Company and other affiliates under common control of the Ultimate Parent for all support and operations functions. For specific owner/affiliate relationships, refer to the Legal Entities Organizational Chart contained in Schedule Y.

Except for amounts due to other PDPs, all claims paid and incurred are based on amounts billed by the Parent Company and its affiliates for pharmacy claims filled by pharmacies in the Parent Company's pharmacy network or claims submitted to the Parent Company for pharmacy claims paid by state agencies. Additionally, all pharmaceutical rebates are received or receivable from Part D Services, which contracts with pharmaceutical manufacturers for such rebates.

The Company owes the Parent Company and its affiliates \$610.5 million and \$581.2 million as of March 31, 2015 and December 31, 2014, respectively.

The following is a summary of the financial statement presentation of amounts due to the Company's Parent and affiliates.

Liabilities, Capital and Surplus	<u>March 31, 2015</u>	<u>December 31, 2014</u>
<i>Unpaid claims (line 1)</i>	\$ 132,907,314	\$ 76,862,186
<i>Ceded Reinsurance Premiums payable (line 11)</i>	26,964,341	52,390,590
<i>Amounts due to parent, subsidiaries and affiliates (line 15)</i>	450,640,266	451,922,329
	<u>\$ 610,511,921</u>	<u>\$ 581,175,105</u>

Claims unpaid represents an insured liability of the Company and is included in the accompanying balance sheets. *Ceded reinsurance premiums payable* is related to the Company's reinsurance agreement with CVS Caremark Indemnity, Ltd., an affiliate of the Company. *Amounts due to parent, subsidiaries and affiliates* is primarily comprised of amounts due for uninsured pharmacy claims processed, management fees from the Parent Company and intercompany funding.

The Company pays Part D Services a management fee for sales, accounting, tax, legal, information technology, compliance, claims processing and other administrative functions under a management services agreement that has been filed with the Department. The management fee is assessed on a per-member, per-month ("pmpm") and a per claim basis. In addition, related to the Company's reinsurance agreement with CVS Caremark Indemnity, Ltd., the Company recognizes a reduction of expenses related to ceded expenses.

Notes to Financial Statement

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

The following is a summary of the financial statement presentation of management fees owed to Part D Services and reinsurance expenses ceded to the CVS Caremark Indemnity, Ltd.:

Statement of Revenue and Expenses	<u>March 31, 2015</u>	<u>March 31, 2014</u>
Management fee		
<i>Claims adjustment expenses(line 20)</i>	\$ 48,653,674	\$ 44,841,502
<i>General and administrative expenses (line 21)</i>	41,621,235	41,946,444
Total management fee	<u>\$ 90,274,909</u>	<u>\$ 86,787,946</u>
Reinsurance expenses ceded		
<i>Claims adjustment expenses(line 20)</i>	\$ 7,018,440	\$ 13,914,174
<i>General and administrative expenses (line 21)</i>	19,308,903	10,023,110
Total reinsurance expenses ceded	<u>\$ 26,327,343</u>	<u>\$ 23,937,284</u>

Payment terms require settlement of rebates within sixty days of the beginning of the calendar quarter following receipt of such rebates by Part D Services.

The Company has a written tax-sharing agreement with the Ultimate Parent, and its allocation of the Ultimate Parent's federal and state income and premium taxes is based on the Company's federal and state tax liability determined as if the Company were filing its own separate tax return each year. The Company's tax sharing agreement with the Ultimate Parent provides that the Ultimate Parent will pay the Company for its net operating losses to the extent that such net operating loss is utilized in the reduction of the consolidated federal income tax liability. As of March 31, 2015 and December 31, 2014, the Company owed the Ultimate Parent \$60.6 million and \$97.4 million, respectively, for federal income taxes, which is reported as *current federal and foreign income tax payable* in the Statement of Liabilities, Capital and Surplus. As of March 31, 2015 and December 31, 2014, the Company owed the Ultimate Parent \$1.7 million and \$4.3 million, respectively, for state taxes, which is reported as *general expenses due or accrued* in the Statement of Liabilities, Capital and Surplus. Intercompany tax balances are settled annually.

- G. All outstanding shares of the Company are owned by the Parent Company.
- H. The Company does not own shares of stock of its Parent Company.
- I. The Company does not hold any interest in another company or limited partnership.
- J. The Company did not recognize any impairment write down for its investments in Subsidiary, Controlled or Affiliated Companies during the statement period.
- K. The Company does not have any investments in a foreign insurance subsidiary.
- L. The Company did not have any investments in a downstream non-insurance holding company.

11. Debt

None

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

No change.

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

- (1) As of March 31, 2015 and December 31, 2014, the Company had 10.0 million shares, (\$1 par); of Class A *common capital stock* authorized and 2.75 million of such shares issued and outstanding.
- (2) The Company has no preferred stock outstanding.

Notes to Financial Statement

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations (continued)

- (3) Without prior approval of the domiciliary commissioner, dividends to shareholders are limited by the laws of Tennessee and are based on the restrictions relating to statutory surplus.
- (4) No dividends were paid by the Company during the three months ending March 31, 2015 or the year ending December 31, 2014.
- (5) The portion of the Company's profits that may be paid as ordinary dividends are limited by the laws of Tennessee. Tennessee law states that ordinary dividends must follow Tennessee Code Ann. § 56-11-105(e) and Tennessee Code Ann. § 56-11-106(b) for extraordinary dividends. Ordinary dividends from the previous twelve months are limited to the greater of ten percent of surplus or the net gain from operations.

Based on the previous financial statements, the Company would be permitted a \$124.6 million ordinary dividend based on 2014 net income. The Company does not currently intend to issue any dividends in 2015.
- (6) The Company is subject to certain Risk-Based Capital ("RBC") requirements as specified by the NAIC. Under those requirements, the amount of capital and surplus maintained by a life/health insurance company is to be determined based on the various risk factors related to it. As of March 31, 2015 and December 31, 2014, there were no restrictions placed on the unassigned funds (surplus).
- (7) The Company has no mutual reciprocals or any similarly organized entities.
- (8) The Company does not hold any stock of the Ultimate Parent, including stock of affiliated entities for special purposes.
- (9) The Company had a special surplus of \$13.4 million and \$61.6 million as of March 31, 2015 and December 31, 2014, respectively. The balance reported as special surplus funds is due to health plan fees incurred under Section 9010 of the Affordable Care Act ("ACA").
- (10) As of March 31, 2015 and December 31, 2014, the Company had no unrealized gains or losses.
- (11) The Company did not issue any surplus debenture of similar obligations.
- (12) The Company did not experience an impact of any restatement due to prior quasi-reorganization.
- (13) Not applicable.

14. Liabilities, Contingencies and Assessments

- A. Contingent Commitments: None
- B. Assessments: None
- C. Gain Contingencies: None
- D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming from Lawsuits: None
- E. Joint and Several Liabilities: None
- F. All Other Contingencies: None

15. Leases

- A. Lessee Operating Lease: None
- B. Lessor Leases: None

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

None

Notes to Financial Statement

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

- A. Transfers of Receivables Reported as Sales: None
- B. Transfer and Servicing of Financial Assets: None
- C. Wash Sales: None

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

- A. ASO Plans: None
- B. ASC Plans

For the three months ending March 31, 2015 and 2014, the gain from operations from Administrative Services Contract ("ASC") with uninsured plans is as follows:

March 31, 2015

	<u>ASC Uninsured Plans</u>	<u>Uninsured Portion of Partially Insured Plans</u>	<u>Total ASC</u>
a. Gross reimbursement for medical costs incurred	\$ 524,809,594	\$ -	\$ 524,809,594
b. Gross administrative fees accrued	20,777,643	-	20,777,643
c. Other income or expense (including interest paid to or received from plans)	-	-	-
d. Gross expenses incurred (claims and administrative)	<u>(545,587,237)</u>	<u>-</u>	<u>(545,587,237)</u>
e. Total Net Operations	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

March 31, 2014

	<u>ASC Uninsured Plans</u>	<u>Uninsured Portion of Partially Insured Plans</u>	<u>Total ASC</u>
a. Gross reimbursement for medical costs incurred	\$ 522,059,471	\$ -	\$ 522,059,471
b. Gross administrative fees accrued	21,930,070	-	21,930,070
c. Other income or expense (including interest paid to or received from plans)	-	-	-
d. Gross expenses incurred (claims and administrative)	<u>(543,989,541)</u>	<u>-</u>	<u>(543,989,541)</u>
e. Total Net Operations	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract:

- (1) Revenue and prescription drug amounts for the three months ending March 31, 2015 and 2014, exclude \$1,768.3 million and \$1,804.1 million, respectively, in subsidies from the Centers for Medicare and Medicaid Services ("CMS") for catastrophic reinsurance subsidies, low income cost sharing subsidies ("LICS") and the coverage gap discount program ("CGDP") pursuant to the Company's contracts with CMS.
- (2) As of March 31, 2015 and December 31, 2014, *amounts receivable relating to uninsured plans* includes \$2,090.9 million and \$2,544.6 million, respectively, due from CMS or drug manufacturers for LICS, CGDP and drug costs covered by the catastrophic reinsurance feature. Amounts due from clients and other sources as of March 31, 2015 and December 31, 2014 were \$123.4 million and \$110.0 million, respectively.

Amounts due to or from CMS for a plan year for LICS and drugs covered by the catastrophic reinsurance feature are typically settled in the fourth quarter of the following year. As of March 31, 2015, the Company expects to receive \$1,733.6 million in the fourth quarter of 2015 related to the 2014 plan year and has recorded an asset of \$57.7 million related to the 2015 plan year, expected to be received in the fourth quarter of 2016.

- (3) As of March 31, 2015 and December 31, 2014, there were no allowances or reserves for adjustment of recorded revenues.
- (4) The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

Notes to Financial Statement

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

None

20. Fair Value Measurements

SSAP 100, *Fair Value Measurements*, defines fair value, establishes a framework for measuring fair value under accounting principles generally accepted in the United States, and enhances disclosures about fair value measurements. SSAP 100 provides guidance on how to measure fair value when required under existing accounting standards. The statement establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels (“Level 1, 2 and 3”). Level 1 inputs are observable inputs that reflect quoted prices for identical assets or liabilities in active markets the Company has the ability to access at the measurement date. Level 2 inputs are observable inputs, other than quoted prices included in Level 1, for the asset or liability. Level 3 inputs are unobservable inputs reflecting the Company’s estimates of the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk).

The hierarchy requires the use of market observable information when available for assessing fair value. As the fair value of the Company’s U.S. Treasury securities are based on unadjusted market prices, they are classified within Level 1.

The following methods and assumptions were used by the Company in estimating the “fair value” disclosures for financial instruments in the accompanying financial statements and notes thereto:

Cash and short-term investments: The carrying amounts reported in the accompany balance sheets for these financial instruments approximate their fair values.

Investment Securities: Fair values for bonds are based on the price that would be received to sell an asset or would be paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Company utilizes the three-level valuation hierarchy for the recognition and disclosure of fair value measurements. The categorization of assets and liabilities within this hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. The three levels of the hierarchy consist of the following:

- *Level 1* - Inputs to the valuation methodology are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- *Level 2* - Inputs to the valuation methodology are quoted prices for similar assets and liabilities in active markets, quoted prices in markets that are not active or inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the instrument.
- *Level 3* - Inputs to the valuation methodology are unobservable inputs based upon management’s best estimate of inputs market participants could use in pricing the asset or liability at the measurement date, including assumptions about risk.

A.

(1) Fair Value Measurements at Reporting Date:

March 31, 2015

<u>Description for each class of asset or liability</u>	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Total</u>
Assets at fair value				
Cash	\$ (845,444)	\$ -	\$ -	\$ (845,444)
Short-Term investments	12,821,402	-	-	12,821,402
Matured investment being held by State for release	-	-	-	-
Total Assets at fair value	\$ <u>11,975,958</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>11,975,958</u>

December 31, 2014

<u>Description for each class of asset or liability</u>	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>	<u>Total</u>
Assets at fair value				
Cash	\$ (420,018)	\$ -	\$ -	\$ (420,018)
Short-Term investments	64,189,764	-	-	64,189,764
Matured investment being held by State for release	-	-	-	-
Total Assets at fair value	\$ <u>63,769,746</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>63,769,746</u>

STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company
Notes to Financial Statement

20. Fair Value Measurements (continued)

There have been no transfers between Level 1 and Level 2 of the Fair Value Hierarchy in the current reporting period.

(2) Fair Value Measurement (Level 3) of the Fair Value Hierarchy: Not Applicable

(3) Fair Value Measurement (Level 3) Transfers: Not Applicable

(4) Inputs for Valuation of Fair Value of Level 2 and Level 3 Investments: Bank valuation provided in monthly statements are utilized to estimate fair market value.

(5) Fair Value of Derivative Assets and Liabilities: Not Applicable

B. Other Accounting Pronouncements: Not Applicable

C. Aggregate fair value for all financial instruments at reporting date:

March 31, 2015

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 2,312,077	\$ 2,309,678	\$ 2,312,077	\$ -	\$ -	\$ -
Cash	\$ (845,444)	\$ (845,444)	\$ (845,444)	\$ -	\$ -	\$ -
Short Term Investments	\$ 12,821,402	\$ 12,821,402	\$ 12,821,402	\$ -	\$ -	\$ -

December 31, 2014

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 2,806,317	\$ 2,819,579	\$ 2,304,257	\$ 502,060	\$ -	\$ -
Cash	\$ (420,018)	\$ (420,018)	\$ (420,018)	\$ -	\$ -	\$ -
Short Term Investments	\$ 64,189,764	\$ 64,189,764	\$ 64,189,764	\$ -	\$ -	\$ -

D. Not Practicable to Estimate Fair Value:

As of March 31, 2015 and December 31, 2014, the Company did not own any financial instruments that were not practicable to estimate fair value.

Money market funds in active markets are classified within Level 1 as fair values are based on quoted market prices.

As of March 31, 2015, bonds, short-term investments, and cash with an admitted asset value of \$2.3 million, \$1.2 million and \$0.2 million, respectively, were on deposit with state insurance and other departments to satisfy regulatory requirements. As of December 31, 2014, bonds, short-term investments and cash with an admitted asset value of \$2.8 million, \$1.2 million, and \$0.2 million, respectively, were on deposit with state insurance and other departments to satisfy regulatory requirements.

Management regularly reviews the value of the Company's investments. If the value of any investment falls below its cost basis, the decline is analyzed to determine whether it is an other-than-temporary decline in value. To make this determination for each security, the following is considered:

- The length of time and the extent to which the fair value has been below cost;
- The financial condition and near-term prospects of the issuer of the security, including any specific events that may affect its operations or earnings potential; and
- Management's intent and ability to hold the security long enough for it to recover its value.

Based on that analysis, management makes a judgment as to whether the loss is other-than-temporary. If the loss is other-than-temporary, an impairment charge is recorded within net realized investment gains (losses) in the statements of operations in the period the determination is made. For the three months ending March 31, 2015 and the year ending December 31, 2014, management determined that none of the Company's investments had sustained an other-than-temporary decline in value.

Notes to Financial Statement

21. Other Items

- A. Extraordinary Items: None
- B. Troubled Debt Restructuring - Debtors: None
- C. Other Disclosures and Unusual Items: None
- D. Business Interruption Insurance Recoveries: None
- E. State Transferable Tax Credits: None
- F. Subprime-Mortgage-Related Risk Exposure: None
- G. Retained Assets: None

22. Events Subsequent

The Company has assessed and concluded that there were no material subsequent events, through May 15, 2015, the date which the financial statements were available to be issued.

23. Reinsurance

A. Ceded Reinsurance Report

The Company entered into a reinsurance agreement with FirstCare, an unaffiliated authorized insurance company, effective July 11, 2014 in which the Company cedes 100% of the business on an acquired contract to FirstCare. Effective January 1, 2015, the FirstCare membership was novated into the Company and the FirstCare contract (\$5766) is no longer an active contract with CMS. The Company's ceded premiums totaled \$0 million during the three months ending March 31, 2015 and \$15.1 million from purchase date through December 31, 2014.

Neither the Company nor any of its related parties control, directly or indirectly, First Care. No policies to First Care issued by the Company have been reinsured with a foreign company, which is controlled, either directly or indirectly, by a party not primarily engaged in the business of insurance. The Company does not have any reinsurance agreements in effect under which First Care may unilaterally cancel the agreement. As of March 31, 2015 there are no reinsurance agreements in effect such that the amount of losses paid or accrued exceed the total direct premium collected for First Care.

The Company has a quota share reinsurance agreement with an affiliate of the Parent Company, CVS Caremark Indemnity, Ltd., a Bermuda domiciled insurer. Under the terms of this agreement, the Company cedes 20% of the Company's share of the risk associated with individual and group premiums and claims. This agreement was approved by the Department on August 15, 2011, and was retroactive to January 1, 2011.

Notes to Financial Statement

23. Reinsurance (continued)

The following is a financial summary of the ceded amounts and related expenses under this agreement:

	<u>Three months ending March 31, 2015</u>	<u>Year ending December 31, 2014</u>
Statement of Revenue and Expense:		
Premiums	\$ 218,799,424	\$ 626,614,729
Benefits	(217,807,507)	(498,502,978)
Commissions expense	(26,327,343)	(74,238,026)
Interest (revenue) expense	44,382	66,593
Total revenue and expense ceded	\$ (25,291,044)	\$ 53,940,318
 Balance Sheet:		
Claims unpaid	\$ 32,426,841	\$ 27,522,498
Aggregate health policy reserves	47,289,993	47,116,664
Accrued retrospective premiums	(64,624,908)	-
Premiums received in advance	1,894,350	896,844
Premiums receivable	(3,439,768)	(3,400,305)
Accrued incentive pool	4,113,184	3,595,274
Total ceded balance sheet items	\$ 17,659,690	\$ 75,730,975
 Unsettled Prior Year Activity		
	\$ 52,255,385	\$ (1,549,727)
 Funds held by or deposited with reinsured companies		
	\$ 199,963,471	\$ 671,294,524
 Funds held under reinsurance treaties with unauthorized reinsurers		
	(155,339,440)	(543,172,958)
 Amount due to CVS Caremark Indemnity, Ltd.		
	\$ 44,624,031	\$ 128,121,566

B. Uncollectible Reinsurance: None

C. Commutation of Ceded Reinsurance

The Company did not commute any ceded reinsurance nor did it enter into or engage in any agreement that reinsures policies or contracts that were in-force or had existing reserves as of the effective date of such agreements.

D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation: None

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. The Company's Medicare Part D contract with CMS contains a risk corridor feature. Due to the risk corridor feature, the Company's business is accounted for as a retrospectively rated contract. The Company estimates retrospective premium adjustments using a mathematical approach based on the Company's underwriting experience. As of March 31, 2015 and December 31, 2014, accrued retroactive premium adjustments were reported as an *aggregate health policy reserves* in the amount of \$226.1 million and \$225.7 million, respectively, and as *accrued retrospective premiums* of \$255.5 million and \$0, respectively.

B. The Company records the risk corridor adjustment as an adjustment to earned premiums.

C. The amount of net direct premiums written by the Company during the three months ending March 31, 2015 and 2014 that was subject to the retrospective rating feature was \$753.3 million and \$793.5 million, respectively, which represented 97% and 92%, respectively, of the total premiums written, excluding risk corridor adjustment.

D. Medical loss ratio rebates required pursuant to the Public Health Service Act: Not applicable

Notes to Financial Statement

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination (continued)

E. Risk Sharing Provisions of the ACA: The Company only offers health insurance coverage under Medicare Part D and is not a qualified health plan under the definition of the ACA.

(1) Did the reporting entity write accident and health insurance premium that is subject to the Affordable Care Act risk-sharing provisions (YES/NO)?

No

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

a. Permanent ACA Risk Adjustment Program

Assets

1. Premium adjustments receivable due to ACA Risk Adjustment: None

Liabilities

2. Risk adjustment user fees payable for ACA Risk Adjustment: None

3. Premium adjustments payable due to ACA Risk Adjustment: None

Operations (Revenue & Expense)

4. Reported as revenue in premium for accident and health contracts due to ACA Risk Adjustment: None

5. Reported in expenses as ACA Risk Adjustment user fees: None

b. Transitional ACA Reinsurance Program

Assets

1. Amounts recoverable for claims paid due to ACA Reinsurance: None

2. Amounts recoverable for claims unpaid due to ACA Reinsurance: None

3. Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance: None

Liabilities

4. Liabilities for contributions payable due to ACA Reinsurance: None

5. Ceded reinsurance premiums payable due to ACA Reinsurance: None

6. Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance: None

Operations (Revenue & Expense)

7. Ceded reinsurance premiums due to ACA Reinsurance: None

8. Reinsurance recoveries due to ACA Reinsurance payments or expected payments: None

9. ACA Reinsurance contributions: None

c. Temporary ACA Risk Corridors Program

Assets

1. Accrued retrospective premium due to ACA Risk Corridors: None

2. Reserve for rate credits or policy experience ratings refunds due to ACA Risk Corridor: None

Operations (Revenue & Expense)

3. Effect of ACA Risk Corridors on net premium income: None

4. Effect of ACA Risk Corridors on change in reserves for rate credits: None

STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company
Notes to Financial Statement

25. Change in Incurred Claims and Claim Adjustment Expenses

The following table provides a reconciliation of the beginning and ending balances of claims unpaid, accruals for medical incentive pool and bonus, and health care receivables as follows:

	Three months ending March 31, 2015	Year Ended December 31, 2014
Balances as of January 1:		
Reserves for unpaid claims	\$ 115,324,366	\$ 203,622,464
Reserve for incentive pools	<u>14,381,096</u>	<u>200,000</u>
	<u>\$ 129,705,462</u>	<u>\$ 203,822,464</u>
Incurred related to:		
Current year	\$ 879,314,564	\$ 2,034,743,325
Prior year	<u>(2,067,925)</u>	<u>(38,294,951)</u>
	<u>\$ 877,246,639</u>	<u>\$ 1,996,448,374</u>
Paid (received) related to:		
Current year	\$ 763,072,617	\$ 1,939,436,406
Prior year	<u>56,789,892</u>	<u>131,128,970</u>
	<u>\$ 819,862,509</u>	<u>\$ 2,070,565,376</u>
Balances as of March 31, 2015 and December 31, 2014:		
Reserves for unpaid claims	\$ 170,636,857	\$ 115,324,366
Reserve for incentive pools	<u>16,452,735</u>	<u>14,381,096</u>
	<u>\$ 187,089,592</u>	<u>\$ 129,705,462</u>

Changes in prior year reserves are generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding claims. It is at least reasonably possible that a further change in the incurred but not reported claims could occur within one year from the date of these financial statements and that such a change in these estimates could be material to the financial statements.

During 2015, the Company experienced \$2.1 million of favorable prior year claims development, all of which related to retrospectively rated policies. This favorable development occurred due primarily to favorable pharmaceutical rebates related to the prior year credited to the Company by Part D Services and changes in valuation of settlement amounts with CMS.

During 2014, the Company experienced \$38.3 million of favorable prior year claims development, all of which related to retrospectively rated policies. This favorable development occurred due primarily to reductions in reserve levels associated with favorable run out activity and additional pharmaceutical rebates related to the prior year credited to the Company by Part D Services.

These amounts do not include the LICs, CGDP or reinsurance portions of claims that have been or will be reimbursed by CMS or drug manufacturers.

26. Intercompany Pooling Arrangements

None

27. Structured Settlements

None

28. Health Care Receivables

The Company has contracted with its Part D Services for pharmaceutical rebates. Amounts recorded in the Company's financial statements are determined based on the amounts the Part D Services has collected or expects to collect or expects to collect as invoiced or otherwise confirmed by Part D Services. The Company reports pharmaceutical rebates due to/from Part D Services as health care receivables.

Notes to Financial Statement**28. Health Care Receivables (continued)**

A. Pharmaceutical Rebate Receivables:

Quarter	Estimated Pharmacy Rebates Pertaining to Current Quarter Scripts Filled and as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
3/31/2015	\$ 1,138,778,093	\$ 1,138,778,093	\$ 1,138,778,093	\$ -	\$ -
12/31/2014	1,048,350,504	1,050,618,614	1,050,618,614		
9/30/2014	985,349,924	998,900,828	998,900,828	-	-
6/30/2014	887,340,228	910,967,348	910,967,348	-	-
3/31/2014	839,870,328	844,238,709	844,238,709	-	-
12/31/2013	848,850,940	851,861,026	851,861,026	-	-
9/30/2013	810,829,528	822,402,375	822,402,375	-	-
6/30/2013	731,002,181	731,938,650	731,938,650	-	-
3/31/2013	668,954,875	704,349,149	704,349,149	-	-
12/31/2012	252,612,034	267,974,087	266,917,410	1,055,831	846
9/30/2012	232,787,574	254,188,241	253,608,373	401,263	178,604
6/30/2012	234,181,414	258,088,158	256,417,446	1,594,850	75,863

B. Risk Sharing Receivables:

None

29. Participating Policies

None

30. Premium Deficiency Reserves

None

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
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. 12/31/2013
- 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. 12/31/2010
- 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). 07/09/2013
- 6.4 By what department or departments?
State of Tennessee, Department of Commerce and Insurance
- 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 [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] 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? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]
- 14.2 If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | Current Quarter
Book/Adjusted
Carrying Value |
| 14.21 Bonds | \$.0 | \$.0 |
| 14.22 Preferred Stock | \$.0 | \$.0 |
| 14.23 Common Stock | \$.0 | \$.0 |
| 14.24 Short-Term Investments | \$.0 | \$.0 |
| 14.25 Mortgage Loans on Real Estate | \$.0 | \$.0 |
| 14.26 All Other | \$.0 | \$.0 |
| 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 | \$.0 | \$.0 |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [X]
- If no, attach a description with this statement.

STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company
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
Bank of America, N.A.	1655 Grant Street, Concord, CA 94520
Bank of America, N.A.	200 N College Street, Charlotte, NC 28255
Regions Bank	400 West Capital, Little Rock, AR 72201
Suntrust	919 East Main Street, 7th Floor, Richmond, VA 23219
US Bank	225 Water Street, Ste. 700, Jacksonville, FL 32202
Xerox State & Local Solutions, Inc	100 Hancock Street 10th Floor, Quincy, MA 02171

- 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 information relating thereto:

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

- 17.5 Identify all investment advisors, brokers/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

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes No
- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent100.3 %
 - 1.2 A&H cost containment percent0.7 %
 - 1.3 A&H expense percent excluding cost containment expenses12.6 %
- 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 S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
NONE								

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

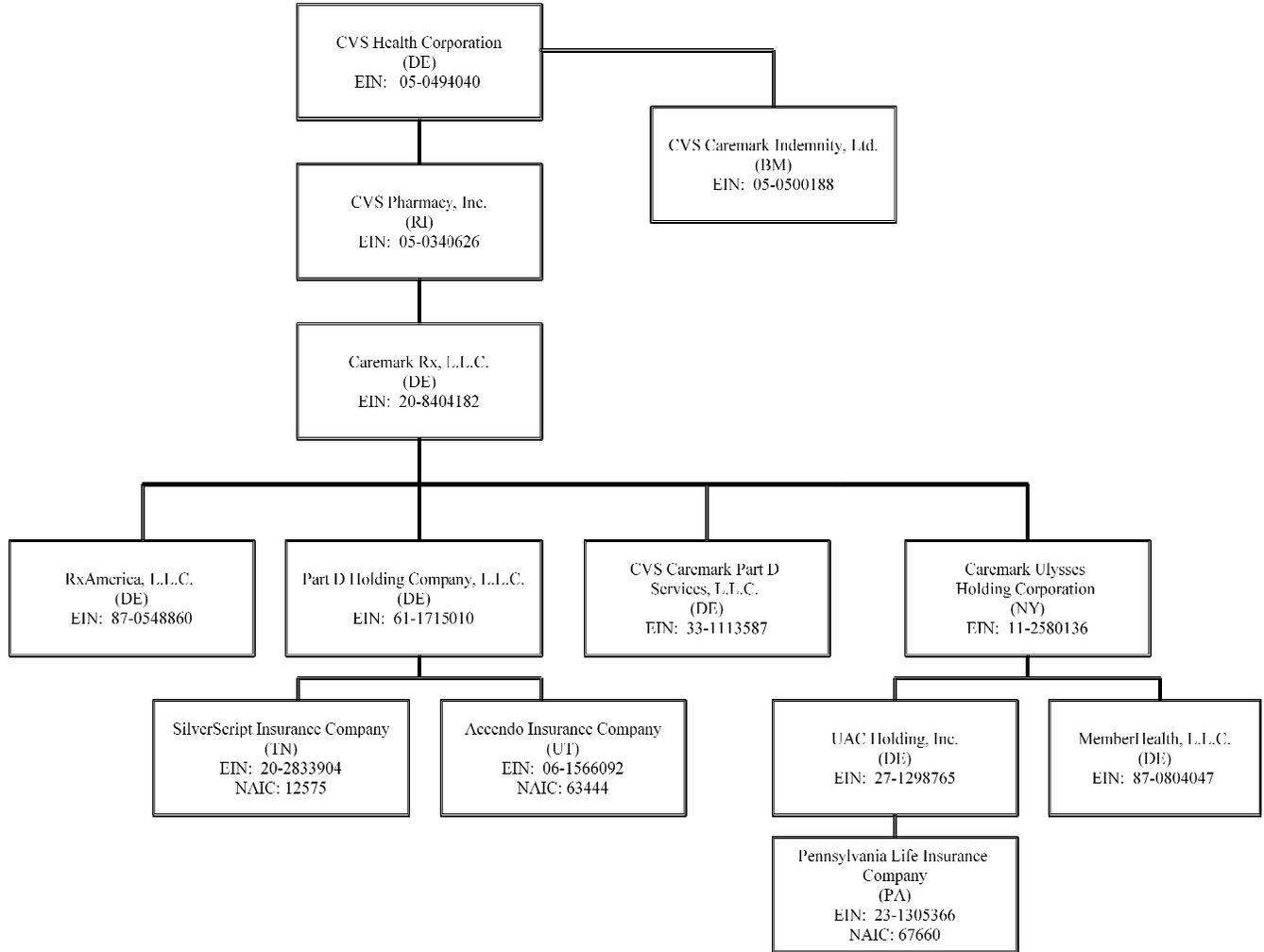
Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	L	12,617,941						12,617,941	
2. Alaska	AK	L	403,548						403,548	
3. Arizona	AZ	L	7,609,201						7,609,201	
4. Arkansas	AR	L	12,277,392						12,277,392	
5. California	CA	L	93,757,217						93,757,217	
6. Colorado	CO	L	4,302,177						4,302,177	
7. Connecticut	CT	L	12,168,440						12,168,440	
8. Delaware	DE	L	2,482,775						2,482,775	
9. District of Columbia	DC	L	1,641,345						1,641,345	
10. Florida	FL	L	28,332,692						28,332,692	
11. Georgia	GA	L	25,284,524						25,284,524	
12. Hawaii	HI	L	530,420						530,420	
13. Idaho	ID	L	3,388,183						3,388,183	
14. Illinois	IL	L	22,328,875						22,328,875	
15. Indiana	IN	L	15,413,425						15,413,425	
16. Iowa	IA	L	10,767,308						10,767,308	
17. Kansas	KS	L	8,378,280						8,378,280	
18. Kentucky	KY	L	15,383,660						15,383,660	
19. Louisiana	LA	L	18,684,677						18,684,677	
20. Maine	ME	L	1,265,836						1,265,836	
21. Maryland	MD	L	14,103,408						14,103,408	
22. Massachusetts	MA	L	28,914,708						28,914,708	
23. Michigan	MI	L	19,963,916						19,963,916	
24. Minnesota	MN	L	11,688,512						11,688,512	
25. Mississippi	MS	L	13,286,181						13,286,181	
26. Missouri	MO	L	26,973,252						26,973,252	
27. Montana	MT	L	3,129,826						3,129,826	
28. Nebraska	NE	L	6,048,272						6,048,272	
29. Nevada	NV	L	2,745,817						2,745,817	
30. New Hampshire	NH	L	2,324,361						2,324,361	
31. New Jersey	NJ	L	26,647,617						26,647,617	
32. New Mexico	NM	L	5,637,755						5,637,755	
33. New York	NY	L	52,235,294						52,235,294	
34. North Carolina	NC	L	31,170,964						31,170,964	
35. North Dakota	ND	L	3,230,671						3,230,671	
36. Ohio	OH	L	29,317,152						29,317,152	
37. Oklahoma	OK	L	15,268,506						15,268,506	
38. Oregon	OR	L	6,537,452						6,537,452	
39. Pennsylvania	PA	L	41,001,417						41,001,417	
40. Rhode Island	RI	L	4,456,558						4,456,558	
41. South Carolina	SC	L	13,532,689						13,532,689	
42. South Dakota	SD	L	3,017,649						3,017,649	
43. Tennessee	TN	L	14,424,663						14,424,663	
44. Texas	TX	L	42,589,736						42,589,736	
45. Utah	UT	L	2,675,180						2,675,180	
46. Vermont	VT	L	3,491,188						3,491,188	
47. Virginia	VA	L	16,089,990						16,089,990	
48. Washington	WA	L	14,928,530						14,928,530	
49. West Virginia	WV	L	10,516,566						10,516,566	
50. Wisconsin	WI	L	15,498,598						15,498,598	
51. Wyoming	WY	L	1,356,046						1,356,046	
52. American Samoa	AS	N	0						0	
53. Guam	GU	N	0						0	
54. Puerto Rico	PR	L	85,551						85,551	
55. U.S. Virgin Islands	VI	L	7,302						7,302	
56. Northern Mariana Islands	MP	N	0						0	
57. Canada	CAN	N	0						0	
58. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		779,913,243	0	0	0	0	0	779,913,243	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX								0	
61. Totals (Direct Business)	(a) 53		779,913,243	0	0	0	0	0	779,913,243	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**



STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company

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)	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)	*
4667	CVS CAREMARK GRP	00000	05-0494040			NYSE	CVS Caremark Corporation	DE	UIP	Board of Directors	Board of Directors	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	00000	05-0340626				CVS Pharmacy, Inc	RI	NIA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	00000	20-8404182				Caremark Rx, L.L.C.	DE	NIA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	00000	61-1715010				Part D Holding Company, L.L.C.	DE	UDP	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	00000	33-1113587				CVS Caremark Part D Services, L.L.C.	DE	NIA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	00000	87-0548860				RxAmerica, L.L.C.	DE	NIA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	00000	11-2580136				Caremark Ulysses Holding Corporation	NY	NIA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	00000	87-0804047				MemberHealth, L.L.C.	DE	NIA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	00000	05-0500188				CVS Caremark Indemnity, Ltd.	BMU	IA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	12575	20-2833904				SilverScript Insurance Company	TN	IA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	63444	06-1566092				Accendo Insurance Company	UT	IA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	67660	23-1305366				Pennsylvania Life Insurance Co.	PA	IA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	
4667	CVS CAREMARK GRP	00000	27-1298765				UAC Holding, Inc.	DE	NIA	CVS Caremark Corporation	Management	100.000	CVS Caremark Corporation	

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?

YES

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

NONE

STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company

SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
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		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
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 and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 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 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	2,819,579	2,852,200
2. Cost of bonds and stocks acquired	0	633,063
3. Accrual of discount	590	896
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration for bonds and stocks disposed of	0	640,000
7. Deduct amortization of premium	6,401	26,580
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	2,813,768	2,819,579
11. Deduct total nonadmitted amounts	504,090	0
12. Statement value at end of current period (Line 10 minus Line 11)	2,309,678	2,819,579

STATEMENT AS OF MARCH 31, 2015 OF THE SilverScript Insurance Company

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)	66,501,252	391,456,000	442,824,362	(1,810)	15,131,080			66,501,252
2. NAIC 2 (a)	0				0			0
3. NAIC 3 (a)	508,091			(508,091)	0			508,091
4. NAIC 4 (a)	0				0			0
5. NAIC 5 (a)	0			504,090	504,090			0
6. NAIC 6 (a)	0				0			0
7. Total Bonds	67,009,343	391,456,000	442,824,362	(5,811)	15,635,170	0	0	67,009,343
PREFERRED STOCK								
8. NAIC 1	0				0			
9. NAIC 2	0				0			
10. NAIC 3	0				0			
11. NAIC 4	0				0			
12. NAIC 5	0				0			
13. NAIC 6	0				0			
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	67,009,343	391,456,000	442,824,362	(5,811)	15,635,170	0	0	67,009,343

(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 Totals	12,821,402	xxx	12,821,402	759	

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	64,189,764	51,191,036
2. Cost of short-term investments acquired	391,456,000	1,144,325,349
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	442,824,362	1,131,326,621
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)	12,821,402	64,189,764
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	12,821,402	64,189,764

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives

N O N E

Schedule E - Verification - Cash Equivalents

N O N E

Schedule A - Part 2 - Real Estate Acquired and Additions Made

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made

N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired and Additions Made

N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

N O N E

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired

N O N E

Schedule D - Part 4 - Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed Of

N O N E

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By
N O N E

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To
N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

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 and Accrued	8 Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							



SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2015 OF THE SilverScript Insurance Company

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code 4667

NAIC Company Code 12575

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	612,574,065	XXX	10,948,123	XXX	623,522,188
2. Earned Premiums	869,192,246	XXX	11,431,233	XXX	XXX
3. Claims Paid	809,095,329	XXX	10,767,180	XXX	819,862,509
4. Claims Incurred	865,897,331	XXX	11,349,308	XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	XXX	(214,346,682)	XXX	(30,446,682)	(244,793,364)
6. Aggregate Policy Reserves - Change		XXX		XXX	XXX
7. Expenses Paid	70,695,763	XXX	929,760	XXX	71,625,523
8. Expenses Incurred	115,344,348	XXX	1,516,958	XXX	XXX
9. Underwriting Gain or Loss	(112,049,433)	XXX	(1,435,033)	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	(23,172,480)

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$1,968,945,602 due from CMS or \$276,588,995 due to CMS