



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013
OF THE CONDITION AND AFFAIRS OF THE

HealthSpring Life & Health Insurance Company, Inc.

NAIC Group Code 0901 0901 NAIC Company Code 12902 Employer's ID Number 20-8534298
(Current) (Prior)

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

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health

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

Incorporated/Organized 02/27/2007 Commenced Business 02/27/2007

Statutory Home Office 2900 North Loop West, Suite 1300, Houston, TX, US 77092
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 500 Great Circle Road
(Street and Number)
Nashville, TN, US 37228, 615-291-7000
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 9009 Carothers Parkway, Franklin, TN, US 37067
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 500 Great Circle Road
(Street and Number)
Nashville, TN, US 37228, 615-291-7000
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.cignahealthspring.com

Statutory Statement Contact Beth Ann Hollingsworth, 615-236-6252
(Name) (Area Code) (Telephone Number)
regulatory@healthspring.com, 615-401-4566
(E-mail Address) (FAX Number)

OFFICERS

President, Chairman & Chief Executive Officer Scott Christian Huebner Vice President & Secretary Gregory James Allen #
Chief Financial Officer Brian David Setzer Co-Chief Executive Officer Matthew Shawn Morris

OTHER

<u>Dirk Oliver Wales MD Corporate Medical Director</u>	<u>Richard Alan Appel Compliance Officer</u>	<u>David Lowell Terry Chief Actuary</u>
<u>Jay Landon Hurt Divisional President</u>	<u>Peter Ronald Gardner Vice President</u>	<u>Kristinn Klunkert Benton Vice President</u>
<u>Allen Curtis Perez Vice President</u>	<u>Barry Richard McHale Vice President & Treasurer</u>	<u>James Patrick Foley Divisional President</u>
<u>Robert Lambdin Dawson # Divisional President</u>	<u>Maureen Hardiman Ryan Vice President & Assistant Treasurer</u>	<u>Matthew Satoshi Collins # Vice President</u>
<u>Scott Ronald Lambert Vice President & Assistant Treasurer</u>	<u>Jumana Nadeem Siddiqui Assistant Treasurer</u>	<u>Kevin James Oleksak Assistant Secretary</u>
<u>Rhiannon Ashley Bernier Assistant Secretary</u>	<u>Anna Krishtul Assistant Secretary</u>	

DIRECTORS OR TRUSTEES

Scott Christian Huebner Robert Lambdin Dawson Matthew Shawn Morris
Gregory James Allen # Jay Landon Hurt

State of Maryland SS:
County of Baltimore City

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.

Scott Christian Huebner Brian David Setzer Gregory James Allen #
President, Chairman and Chief Executive Officer Chief Financial Officer Vice President and Secretary

Subscribed and sworn to before me this _____ day of November, 2013
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.....

Christina D. Youngworth
Notary Public
October 31, 2016

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	255,468,855	0	255,468,855	139,077,212
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$0 encumbrances)	0	0	0	0
5. Cash (\$140,468,407), cash equivalents (\$513) and short-term investments (\$189,351,054)	329,819,974	0	329,819,974	512,566,220
6. Contract loans (including \$0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	3,650	0	3,650	204,732
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	585,292,480	0	585,292,480	651,848,164
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	2,513,681	17,755	2,495,926	1,270,221
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	18,935,596	714,248	18,221,348	19,332,565
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
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	18,450,115	0	18,450,115	41,577,250
18.1 Current federal and foreign income tax recoverable and interest thereon	10,954,346	0	10,954,346	0
18.2 Net deferred tax asset	8,286,833	448,896	7,837,937	6,540,046
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 (\$0)	0	0	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	0	0	0	48,555
24. Health care (\$73,843,975) and other amounts receivable	80,588,087	6,744,112	73,843,975	75,624,235
25. Aggregate write-ins for other than invested assets	1,048,117	212,613	835,504	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	726,069,256	8,137,624	717,931,631	796,241,036
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	726,069,256	8,137,624	717,931,631	796,241,036
DETAILS OF WRITE-INS				
1101.				
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. State Income Tax Recoverable	835,504	0	835,504	0
2502. Intangible Asset - Membership	850,451	850,451	0	0
2503. Accumulated Amortization	(637,838)	(637,838)	0	0
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)	1,048,117	212,613	835,504	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded)	153,920,051	0	153,920,051	166,865,393
2. Accrued medical incentive pool and bonus amounts	10,841,722	0	10,841,722	10,554,670
3. Unpaid claims adjustment expenses	1,718,663	0	1,718,663	1,803,555
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act	51,235,947	0	51,235,947	39,763,915
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	259,248	0	259,248	186,356
9. General expenses due or accrued	827,399	0	827,399	1,562,664
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))	0	0	0	8,894,570
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	0	0	0	0
12. Amounts withheld or retained for the account of others	2,293,182	0	2,293,182	2,208,149
13. Remittances and items not allocated	0	0	0	101,000
14. Borrowed money (including \$0 current) and interest thereon \$0 (including \$0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	36,590,604	0	36,590,604	36,128,146
16. Derivatives	0	0	0	0
17. Payable for securities	999,370	0	999,370	0
18. Payable for securities lending	0	0	0	0
19. Funds held under reinsurance treaties (with \$0 authorized reinsurers, \$0 unauthorized reinsurers and \$0 certified reinsurers)	0	0	0	0
20. Reinsurance in unauthorized and certified (\$0) 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	91,020,845	0	91,020,845	88,366,814
23. Aggregate write-ins for other liabilities (including \$0 current)	448,200	0	448,200	486,850
24. Total liabilities (Lines 1 to 23)	350,155,232	0	350,155,232	356,922,081
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	116,703,127	116,703,127
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	248,573,272	320,115,829
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$0)	XXX	XXX	0	0
32.2 .....0 shares preferred (value included in Line 27 \$0)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	367,776,399	439,318,956
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	717,931,631	796,241,036
DETAILS OF WRITE-INS				
2301. Fines and penalties	448,200	0	448,200	486,850
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)	448,200	0	448,200	486,850
2501.	XXX	XXX		
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	0	0
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	5,446,998	6,790,044	9,023,887
2. Net premium income (including \$ 0 non-health premium income)	XXX	1,622,357,024	1,637,691,558	2,167,787,015
3. Change in unearned premium reserves and reserve for rate credits	XXX	0	0	0
4. Fee-for-service (net of \$ 0 medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	(8,355,108)	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,622,357,024	1,629,336,450	2,167,787,015
Hospital and Medical:				
9. Hospital/medical benefits	0	794,054,632	694,296,239	971,544,595
10. Other professional services	0	18,120,400	13,476,935	17,688,982
11. Outside referrals	0	53,547,630	38,371,160	24,124,410
12. Emergency room and out-of-area	0	17,344,714	12,588,426	18,950,564
13. Prescription drugs	0	448,841,770	551,668,796	663,936,853
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	946,165	12,484,946	14,850,773
16. Subtotal (Lines 9 to 15)	0	1,332,855,312	1,322,886,502	1,711,096,177
Less:				
17. Net reinsurance recoveries	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	1,332,855,312	1,322,886,502	1,711,096,177
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$ 55,357,052 cost containment expenses	0	68,543,196	67,593,146	84,215,413
21. General administrative expenses	0	141,056,190	135,487,376	183,561,772
22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only)	0	0	(202,689)	(202,689)
23. Total underwriting deductions (Lines 18 through 22)	0	1,542,454,697	1,525,764,335	1,978,670,673
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	79,902,327	103,572,115	189,116,342
25. Net investment income earned	0	4,038,831	2,989,550	4,039,115
26. Net realized capital gains (losses) less capital gains tax of \$ 5,331	0	9,743	98,373	98,386
27. Net investment gains (losses) (Lines 25 plus 26)	0	4,048,574	3,087,923	4,137,501
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 0) (amount charged off \$ 0)]	0	(10,632,599)	0	(11,603,607)
29. Aggregate write-ins for other income or expenses	0	(45,970)	315,760	296,585
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	73,272,332	106,975,798	181,946,821
31. Federal and foreign income taxes incurred	XXX	25,571,760	36,212,915	63,944,765
32. Net income (loss) (Lines 30 minus 31)	XXX	47,700,572	70,762,883	118,002,056
DETAILS OF WRITE-INS				
0601. Bad debt expense	XXX	0	(8,355,108)	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	(8,355,108)	0
0701.	XXX			
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.				
1402.				
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. Penalties and fines	0	(45,970)	(10,321)	(29,697)
2902. Other Income	0	0	326,081	326,282
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	(45,970)	315,760	296,585

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.....	439,318,956	317,502,279	317,502,279
34. Net income or (loss) from Line 32.....	47,700,572	70,762,883	118,002,056
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 \$..... 0	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....	0	0	0
38. Change in net deferred income tax.....	1,492,671	(1,967,641)	47,891
39. Change in nonadmitted assets.....	(2,735,799)	5,505,115	3,460,073
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	306,657	306,657
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	0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....	0	0	0
46. Dividends to stockholders.....	(118,000,000)	0	0
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	(71,542,556)	74,607,014	121,816,677
49. Capital and surplus end of reporting period (Line 33 plus 48)	367,776,399	392,109,293	439,318,956
DETAILS OF WRITE-INS			
4701.			
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

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	1,634,298,918	1,635,829,549	2,194,463,473
2. Net investment income	5,703,436	4,445,172	6,076,042
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	1,640,002,354	1,640,274,721	2,200,539,515
5. Benefit and loss related payments	1,346,097,546	1,274,128,408	1,657,948,205
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	196,403,712	105,341,452	103,542,800
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ 52,977 tax on capital gains (losses)	45,426,007	29,481,513	57,200,634
10. Total (Lines 5 through 9)	1,587,927,265	1,408,951,373	1,818,691,639
11. Net cash from operations (Line 4 minus Line 10)	52,075,089	231,323,348	381,847,876
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	26,732,650	24,403,681	36,807,809
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	30,000,000	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(157)	0	0
12.7 Miscellaneous proceeds	1,200,452	0	1,227
12.8 Total investment proceeds (Lines 12.1 to 12.7)	57,932,945	24,403,681	36,809,036
13. Cost of investments acquired (long-term only):			
13.1 Bonds	146,017,058	43,824,577	43,925,538
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	30,000,000	0	0
13.6 Miscellaneous applications	0	1,754,895	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	176,017,058	45,579,472	43,925,538
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)	(118,084,113)	(21,175,791)	(7,116,502)
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	118,000,000	0	0
16.6 Other cash provided (applied)	1,262,779	13,501,863	5,866,491
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(116,737,221)	13,501,863	5,866,491
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)	(182,746,246)	223,649,420	380,597,865
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	512,566,220	131,968,355	131,968,355
19.2 End of period (Line 18 plus Line 19.1)	329,819,974	355,617,775	512,566,220

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

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, 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 Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	741,913	0	0	0	0	0	0	97,326	23,113	621,474
2. First Quarter	608,766	0	0	0	0	0	0	107,774	23,403	477,589
3. Second Quarter	601,583	0	0	0	0	0	0	109,471	24,023	468,089
4. Third Quarter	596,727	0	0	0	0	0	0	111,329	24,520	460,878
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	5,446,998	0	0	0	0	0	0	981,113	214,277	4,251,608
Total Member Ambulatory Encounters for Period:										
7. Physician	1,868,196	0	0	0	0	0	0	1,486,580	381,616	0
8. Non-Physician	559,526	0	0	0	0	0	0	371,125	188,401	0
9. Total	2,427,722	0	0	0	0	0	0	1,857,705	570,017	0
10. Hospital Patient Days Incurred	118,886	0	0	0	0	0	0	109,368	9,518	0
11. Number of Inpatient Admissions	20,374	0	0	0	0	0	0	18,458	1,916	0
12. Health Premiums Written (a)	1,622,357,024	0	0	0	0	0	0	987,881,773	235,037,345	399,437,906
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	1,622,357,024	0	0	0	0	0	0	987,881,773	235,037,345	399,437,906
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	1,346,097,546	0	0	0	0	0	0	811,522,800	193,595,354	340,979,391
18. Amount Incurred for Provision of Health Care Services	1,332,855,312	0	0	0	0	0	0	814,114,746	187,392,270	331,348,295

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$1,387,319,679

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	0	0	0	0
2. Medicare Supplement	0	0	0	0	0	0
3. Dental Only	0	0	0	0	0	0
4. Vision Only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	55,651,405	755,212,283	3,591,364	89,650,949	59,242,769	84,456,063
7. Title XIX - Medicaid	14,234,220	179,361,134	280,175	18,118,541	14,514,395	24,601,798
8. Other health	(10,960,638)	351,940,029	3,589,562	38,689,461	(7,371,076)	57,807,531
9. Health subtotal (Lines 1 to 8)	58,924,987	1,286,513,446	7,461,101	146,458,950	66,386,088	166,865,392
10. Healthcare receivables (a)	0	69,723,545	0	10,864,542	0	80,004,141
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	6,060,083	(5,400,970)	2,652,717	8,189,005	8,712,800	10,554,670
13. Totals (Lines 9-10+11+12)	64,985,070	1,211,388,931	10,113,818	143,783,413	75,098,888	97,415,921

(a) Excludes \$0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies
 - A. Accounting Practices

The financial statements of HealthSpring Life & Health Insurance Company, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Texas Department of Insurance (the Department).

The Department recognizes only statutory accounting practices prescribed or permitted by the State of Texas for determining and reporting the financial condition and results of operations of an insurance company, for determining solvency under Texas Insurance Law. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual* (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Texas. While the Department has adopted certain prescribed accounting practices that differ from those found in NAIC SAP, the Company's financials were not affected by those differences in 2013 or 2012.
 - B. Use of Estimates in the Preparation of the Financial Statements

No change from the 2012 Annual Statement.
 - C. Accounting Policies

No change from the 2012 Annual Statement.
2. Accounting Changes and Corrections of Errors
 - A. Material Changes in Accounting Principles and/or Correction of Errors

Changes in Accounting Principles – no changes from 2012 annual statement.

Corrections of Errors – not applicable
3. Business Combinations and Goodwill
 - A. Statutory Purchase Method – not applicable.
 - B. Statutory Merger – not applicable.
 - C. Assumption Reinsurance – not applicable.
 - D. Impairment Loss – not applicable.
4. Discontinued Operations
 1. Identity of Segment Discontinued – not applicable.
 2. Expected Disposal Date – not applicable.
 3. Expected Manner of Disposal – not applicable.
 4. Description of Remaining Assets and Liabilities – not applicable.
 5. Amounts Related to Discontinued Operations – not applicable.
5. Investments
 - A. Mortgage Loans, including Mezzanine Real Estate Loans – not applicable.
 - B. Debt Restructuring – not applicable.
 - C. Reverse Mortgages – not applicable.
 - D. Loan-Backed Securities

NOTES TO FINANCIAL STATEMENTS

1. Prepayment assumptions for loan-backed securities and other structured securities were obtained from external financial data sources. These assumptions are consistent with the current interest rate and economic environment.
2. There are no loan-backed securities or structured securities with a recognized other-than-temporary impairment as of September 30, 2013
3. There are no loan-backed or structured securities where the present value of cash flows expected to be collected is less than amortized cost.
4. All impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains):
 - a. The aggregate amount of unrealized losses:
 1. Less than 12 months: \$50,392
 2. 12 months or longer: \$491
 - b. The aggregate related fair value of securities with unrealized losses:
 1. Less than 12 months: \$9,029,384
 2. 12 months or longer: \$47,491
5. Management reviews loan-backed and other structured securities with a decline in fair value from cost for impairment based on criteria that include:
 - length of time and severity of decline;
 - financial and specific near term prospects of the issuer;
 - changes in the regulatory, economic or general market environment of the issuer's industry or geographic region; and
 - the Company's intent to sell or the inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost.
- E. Repurchase Agreements and/or Securities Lending Transactions – not applicable.
- F. Real Estate – not applicable.
- G. Investments in Low Income Housing Tax Credits – not applicable.
6. Joint Ventures, Partnerships and Limited Liability Companies
 - A. Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.
 - B. Impaired Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.
7. Investment Income
 - A. Any investment income due and accrued with amounts that are over 90 days past due are non-admitted and excluded from surplus.
 - B. As of September 30, 2013 and December 31, 2012, the Company non-admitted \$17,755 and \$69, respectively, for amounts that are over 90 days past due.
8. Derivative Instruments
 - A. Market Risk, Credit Risk, and Cash Requirements for Derivatives – not applicable.
 - B. Objectives for the Use of Derivatives – not applicable.
 - C. Description of Accounting Policies for Derivatives – not applicable.

NOTES TO FINANCIAL STATEMENTS

D&E. Net Gain or Loss from Derivatives – not applicable.

F. Cash Flow Hedges – not applicable.

9. Income Taxes

No change from the 2012 Annual Statement.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. B. and C.

In 2013, the Company paid \$118,000,000 in dividends to NewQuest, LLC, the Parent. The Company did not pay any dividends or receive any capital contributions in 2012.

D. At September 30, 2013 and December 31, 2012, the Company reported \$36,590,604 and \$36,079,591, respectively, as the net amounts due to the parent, subsidiaries and affiliates. These amounts are settled periodically, usually monthly.

E. Guarantees Resulting in a Material Contingent Exposure – not applicable.

F. Management Services Agreement

Effective January 31, 2012, the Company entered into a line of credit agreement with Cigna Corporation, Inc. (Cigna) under which the Company may lend up to \$30,000,000. In February 2013, Cigna borrowed \$30,000,000. The loan was paid in June 2013. At September 30, 2013, there was no outstanding receivable, and interest of \$54,891 was paid to the Company.

G. Ownership

All outstanding shares of the Company are owned by NewQuest, LLC, a limited liability company domiciled in the state of Texas, which is a wholly owned subsidiary of HealthSpring, Inc., a Delaware corporation, which is an indirect wholly-owned subsidiary of Cigna Corporation.

H. Upstream Intermediate Entity – not applicable.

I. Investment in SCA Entity that Exceeds 10% of Admitted Assets – not applicable.

J. Investments in Impaired SCA's – not applicable.

K. Investments in Foreign Insurance Subsidiaries – not applicable.

L. Investment in a Downstream Non-Insurance Holding Company – not applicable.

11. Debt

A. Debt and Capital Notes – not applicable.

B. FHLB Agreements – not applicable.

12. Retirement Plans, Deferred Compensation, Post-Employment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan – not applicable.

B. Defined Contribution Plan – not applicable.

C. Multi-Employer Plan – not applicable.

D. Consolidated/Holding Company Plans – not applicable.

E. Postemployment Benefits and Compensated Absences – not applicable.

NOTES TO FINANCIAL STATEMENTS

- F. Impact of Medicare Modernization Act on Postretirement Benefits – not applicable.
13. Capital and Surplus, Shareholders' Dividend Restriction and Quasi-Reorganizations
1. The Company has 5,000,000 shares authorized, 2,500,000 shares issued and outstanding of \$1 par value Common Stock, owned entirely by NewQuest, LLC.
 2. The Company has no preferred stock outstanding.
 3. The payment of dividends by the Company to the shareholder is limited and can only be made from earned profits unless prior approval is received from the Department. The maximum amount of dividends that may be paid by insurance companies without prior approval is also subject to restrictions relating to statutory surplus and net income. The Company's dividends are noncumulative.
 4. In May 2013, the Company paid ordinary dividends of \$118,000,000 to its Parent. In 2012, the Company did not pay any dividends to its Parent.
 5. Within the limits of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
 6. Restrictions on Unassigned Surplus – none.
 7. For Mutual Companies, Advances to Surplus Not Repaid – not applicable.
 8. Stock Held by the Company, Including Stock of Affiliated Companies – not applicable.
 9. Special Surplus Funds – not applicable.
 10. Cumulative Unrealized Gains and Losses in Surplus – none.
 11. Surplus Note – none.
 12. Quasi-Reorganization – not applicable.
 13. Date of a Quasi –Reorganization – not applicable.
14. Contingencies
- A. Contingent Commitments – none.
 - B. Assessments – none.
 - C. Gain Contingencies – none.
 - D. Claims-Related Extra-contractual Obligations – none.
 - E. All Other Contingencies – no change from the 2012 Annual Statement.
15. Leases
- A. Lessee Operating Leases – none
 - B. Lessor Leases – none
16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
1. Financial Instruments with Off-Balance Sheet Risk – not applicable.
 2. Nature and Terms of Financial Instruments with Off-Balance Sheet Risk – not applicable.
 3. Amount of Loss – not applicable.

NOTES TO FINANCIAL STATEMENTS

4. Policy for Requiring Collateral – not applicable.
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
 - A. Transfer of Receivables Reported as Sales – not applicable.
 - B. Transfer and Servicing of Financial Assets – not applicable.
 - 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 – not applicable.
 - B. ASC Plans – not applicable.
 - C. Medicare or Similarly Structured Cost Based Reimbursement Contracts – not applicable.
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators
(A)-(F) Not applicable.
20. Fair Value Measurements
 - A. Fair Value Measurements at Reporting Date

As of September 30, 2013 and December 31, 2012, the Company had no financial instruments carried at fair value in the financial statements.

Fair value is defined as the price at which an asset could be exchanged in an orderly transaction between market participants at the balance sheet date. Fair values are based on quoted market prices when available. When market prices are not available, fair value is generally estimated using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality. In instances where there is little or no market activity for the same or similar instruments, the Company estimates fair value using methods, models, and assumptions that the Company believes a hypothetical market participant would use to determine a current transaction price.

The Company's financial assets and liabilities have been classified based upon a hierarchy by NAIC SAP. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to the fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's or a liability's classification is based on the lowest level input that is significant to its measurement. For example, a financial asset or liability carried at fair value would be classified in Level 3 if unobservable inputs were significant to the instrument's fair value, even though the measurement may be derived using inputs that are both observable (Levels 1 and 2) and unobservable (Level 3).

The prices the Company uses to value the Company's investment assets are representative of prices that would be received to sell the assets at the measurement date (exit price) and are classified appropriately in the fair value hierarchy. The Company performs ongoing analyses of prices used to value invested assets to determine that they represent appropriate estimates of fair value. This process involves quantitative and qualitative analysis that is overseen by the Company's investment professionals, including reviews of pricing methodologies, judgments of valuation inputs, and assessments of the significance of any unobservable inputs, pricing statistics and trends. These reviews are also designed to ensure prices do not become stale, have reasonable explanations as to why they have changed from prior valuations, or require additional review of other anomalies. The Company also performs sample testing of sales values to confirm the accuracy of prior fair value estimates. Exceptions identified during these processes indicate that adjustments to prices are infrequent and result in immaterial adjustments to valuations.

NOTES TO FINANCIAL STATEMENTS

The following table provides the carrying value, fair value and classification in the fair value hierarchy of the Company's bonds not recorded at fair value as of September 30, 2013 and December 31, 2012.

September 30, 2013:

	Carrying Value				
	Quoted Prices in Active markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	Total	
	(Level 1)	(Level 2)	(Level 3)		
Bonds	14,161,816	231,401,922	9,873,804	255,437,542	\$ 255,468,855

December 31, 2012:

	Carrying Value				
	Quoted Prices in Active markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	Total	
	(Level 1)	(Level 2)	(Level 3)		
Bonds	11,082,485	132,373,139	-	143,455,624	\$ 139,077,212

B. Disclosures about Financial Instruments Not Carried at Fair Value.

Bonds – Fair values for bonds are based on quoted market prices when available. When market prices are not available, fair value is generally estimated using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality. In instances where there is little or no market activity for the same or similar instruments, the Company estimates fair value using methods, models, and assumptions that the Company believes a hypothetical market participant would use to determine a current transaction price.

Cash, Cash Equivalents, and Short-term Investments – The carrying amounts reported in the accompanying financial statements for these financial instruments approximate their fair values.

21. Other Items

- A. Extraordinary Items – none.
- B. Troubled Debt Restructuring: Debtors – none.
- C. Other Disclosures –

Assets in the amount of \$8,861,734 and \$7,727,588 at September 30, 2013 and December 31, 2012, respectively, were on deposit with government authorities or trustees as required by law.

- D. Healthcare premiums due and uncollected are recorded during the period the Company is obligated to provide services to members and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable losses in the Company's existing health premiums due and uncollected and is based on past-due balances greater than 90 days. Account balances are charged off after all means of collection have been exhausted and the potential for recovery is considered remote. At September 30, 2013 and December 31, 2012, the Company had admitted assets of \$13,270,935 and \$16,436,332 net receivable under government-insured included in health premiums due and uncollected, respectively.
- E. Business Interruption Insurance Recoveries – none.

NOTES TO FINANCIAL STATEMENTS

F. State Transferable Tax Credits – none.

G. Subprime Mortgage-Related Risk Exposure

1. Direct Exposure through Investments in Subprime Loans – not applicable.
2. Direct Exposure through Other Investments – not applicable.
3. Underwriting Exposure to Subprime Mortgage Risk – not applicable.

H. Retained Assets - none

22. Events Subsequent

Subsequent events have been considered between the balance sheet date and November 14, 2013 for the statutory statement filed on November 14, 2013.

23. Reinsurance

A. Ceded Reinsurance Report – no change from the 2012 Annual Statement

B. Uncollectible Reinsurance – none.

C. Commutation of Ceded Reinsurance – none.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. Method Used to Estimate Accrued Retrospective Premium Adjustments – not applicable.

B. Where Accrued Retrospective Premium Adjustments are Recorded – not applicable.

C. Amount of Net Written Premiums Subject to Retrospective Rating Features – not applicable.

D. Medical loss ratio rebates required pursuant to the Public Health Service Act – not applicable.

25. Change in Incurred Losses and Loss Adjustment Expenses

The liability for claims unpaid as of December 31, 2012 was \$166,865,392. During the 2013, \$138,929,128 has been paid on these liabilities. Reserves remaining for prior years are now \$7,461,101, as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a favorable prior year development of \$20,475,163 since December 31, 2012. This release is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

	Unpaid Claims	Accrued Medical Incentive Pool & Bonus	Healthcare Receivable	Total
12/31/2012 Balance	\$ 166,865,392	\$ 10,554,670	\$ (80,004,141)	\$ 97,415,921
Paid/(Received)	138,929,128	6,060,083	(80,004,141)	64,985,070
Favorable/(Unfav) Development	20,475,163	1,841,870		22,317,033
09/30/2013 Balance for 2012 & Prior	\$ 7,461,101	\$ 2,652,717	\$ -	\$ 10,113,818

26. Intercompany Pooling Arrangements

A.-G. – None.

27. Structure Settlements

Not applicable.

28. Health Care Receivables

NOTES TO FINANCIAL STATEMENTS

A. Pharmaceutical Rebate Receivables

The information below includes the stand-alone prescription drug plan line of business. The Estimated Pharmacy Rebates as Reported on Financial Statements for September 30, 2013 and December 31, 2012 excludes \$0 and \$10,844, respectively, related to non-admitted rebates.

Quarter Ended	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received Within More Than 180 Days of Billing
09/30/13	\$ 69,602,110	\$ 69,602,110	\$ -	\$ -	\$ -
06/30/13	60,112,299	60,179,215	60,179,215	-	-
03/31/13	55,879,371	55,868,630	55,665,856	202,774	-
12/31/12	71,748,097	68,210,532	67,982,180	259,915	(31,564)
09/30/12	66,776,920	66,527,922	63,878,473	2,379,997	269,453
06/30/12	109,742,521	65,178,695	65,191,121	(154,307)	141,880
03/31/12	108,110,143	65,563,921	44,176,978	21,494,479	(107,536)
12/31/11	101,958,109	94,007,952	58,138,263	13,848,093	22,021,597
09/30/11	107,881,074	75,350,797	71,784,003	3,577,174	(10,380)
06/30/11	114,660,064	68,554,064	60,753,383	7,808,741	(8,060)
03/31/11	90,958,428	70,923,817	55,197,966	15,756,704	(30,853)
12/31/10	71,678,761	61,453,073	45,835,589	12,828,694	2,788,790
09/30/10	71,940,946	52,844,390	52,709,446	108,789	26,155
06/30/10	77,454,476	47,571,763	26,887,596	20,655,963	28,204
03/31/10	67,066,670	48,692,105	1,397,579	47,204,942	89,584

B. Risk Sharing Receivables

None

C. Other Healthcare Receivables

Other Healthcare Receivables included \$3,343,745 in claims recoveries, \$787,130 related to the Texas Medicare Advantage Dual Eligible Special Need Plan and \$110,990 related to plan to plan pharmacy settlements.

29. Participating Policies

None.

30. Premium Deficiency Reserves

Premium deficiencies occur when it is probable that expected claims expense (hospital/medical expenses and administrative expenses) will exceed future premiums on existing insurance contracts. For purposes of estimating premium deficiency losses, contracts are grouped in a manner consistent with the Company's method of acquiring, servicing, and measuring the profitability of such contracts. The Company did not have any liabilities related to premium deficiency reserves at September 30, 2013 and December 31, 2012.

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 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.2 If the response to 3.1 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. 12/31/2010
- 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). 09/19/2012
- 6.4 By what department or departments?
Texas Department of 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 [X] No [] N/A []
- 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 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: \$0

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: \$0
13. Amount of real estate and mortgages held in short-term investments: \$0
- 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 | \$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
- 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
JP Morgan Chase	One Chase Manhattan Plaza, New York, New York 10081
US Bank, N.A.	1025 Connecticut Avenue NE, Ste. 517 Washington, DC 20036

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
105811	Cigna Investments, Inc.	900 Cottage Grove Road Bloomfield, CT 06002

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 percent85.6 %
1.2 A&H cost containment percent3.4 %
1.3 A&H expense percent excluding cost containment expenses9.5 %

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\$.....0

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\$.....0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
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	16,381,729	.0	.0	.0	.0	.0	16,381,729	.0	
2. Alaska AK	L	3,157,614	.0	.0	.0	.0	.0	3,157,614	.0	
3. Arizona AZ	L	4,986,550	.0	.0	.0	.0	.0	4,986,550	.0	
4. Arkansas AR	L	4,042,608	8,546,793	.0	.0	.0	.0	12,589,402	.0	
5. California CA	L	13,878,851	.0	.0	.0	.0	.0	13,878,851	.0	
6. Colorado CO	L	1,313,940	.0	.0	.0	.0	.0	1,313,940	.0	
7. Connecticut CT	L	1,405,835	.0	.0	.0	.0	.0	1,405,835	.0	
8. Delaware DE	L	1,862,770	.0	.0	.0	.0	.0	1,862,770	.0	
9. District of Columbia DC	L	2,657,088	.0	.0	.0	.0	.0	2,657,088	.0	
10. Florida FL	L	1,450,500	.0	.0	.0	.0	.0	1,450,500	.0	
11. Georgia GA	L	2,322,774	16,491,537	.0	.0	.0	.0	18,814,310	.0	
12. Hawaii HI	L	2,582,417	.0	.0	.0	.0	.0	2,582,417	.0	
13. Idaho ID	L	4,279,292	.0	.0	.0	.0	.0	4,279,292	.0	
14. Illinois IL	L	61,391,598	.0	.0	.0	.0	.0	61,391,598	.0	
15. Indiana IN	L	3,049,051	.0	.0	.0	.0	.0	3,049,051	.0	
16. Iowa IA	L	1,041,845	.0	.0	.0	.0	.0	1,041,845	.0	
17. Kansas KS	L	1,440,385	.0	.0	.0	.0	.0	1,440,385	.0	
18. Kentucky KY	L	2,398,689	.0	.0	.0	.0	.0	2,398,689	.0	
19. Louisiana LA	L	15,530,915	.0	.0	.0	.0	.0	15,530,915	.0	
20. Maine ME	L	491,437	.0	.0	.0	.0	.0	491,437	.0	
21. Maryland MD	L	10,703,574	.0	.0	.0	.0	.0	10,703,574	.0	
22. Massachusetts MA	L	3,069,136	.0	.0	.0	.0	.0	3,069,136	.0	
23. Michigan MI	L	6,284,216	.0	.0	.0	.0	.0	6,284,216	.0	
24. Minnesota MN	L	1,247,892	.0	.0	.0	.0	.0	1,247,892	.0	
25. Mississippi MS	L	13,428,615	.0	.0	.0	.0	.0	13,428,615	.0	
26. Missouri MO	L	2,444,561	.0	.0	.0	.0	.0	2,444,561	.0	
27. Montana MT	L	401,911	.0	.0	.0	.0	.0	401,911	.0	
28. Nebraska NE	L	597,203	.0	.0	.0	.0	.0	597,203	.0	
29. Nevada NV	L	1,615,852	.0	.0	.0	.0	.0	1,615,852	.0	
30. New Hampshire NH	L	418,666	.0	.0	.0	.0	.0	418,666	.0	
31. New Jersey NJ	L	1,373,058	.0	.0	.0	.0	.0	1,373,058	.0	
32. New Mexico NM	L	268,726	.0	.0	.0	.0	.0	268,726	.0	
33. New York NY	L	52,043,164	.0	.0	.0	.0	.0	52,043,164	.0	
34. North Carolina NC	L	1,660,199	.0	.0	.0	.0	.0	1,660,199	.0	
35. North Dakota ND	L	315,584	.0	.0	.0	.0	.0	315,584	.0	
36. Ohio OH	L	2,901,537	.0	.0	.0	.0	.0	2,901,537	.0	
37. Oklahoma OK	L	2,939,917	8,256,691	.0	.0	.0	.0	11,196,608	.0	
38. Oregon OR	L	7,233,239	.0	.0	.0	.0	.0	7,233,239	.0	
39. Pennsylvania PA	L	13,221,956	.0	.0	.0	.0	.0	13,221,956	.0	
40. Rhode Island RI	L	447,506	.0	.0	.0	.0	.0	447,506	.0	
41. South Carolina SC	L	10,563,213	.0	.0	.0	.0	.0	10,563,213	.0	
42. South Dakota SD	L	311,791	.0	.0	.0	.0	.0	311,791	.0	
43. Tennessee TN	L	24,118,205	.0	.0	.0	.0	.0	24,118,205	.0	
44. Texas TX	L	66,802,123	941,641,774	235,037,345	.0	.0	.0	1,243,481,242	.0	
45. Utah UT	L	3,723,514	.0	.0	.0	.0	.0	3,723,514	.0	
46. Vermont VT	L	364,653	.0	.0	.0	.0	.0	364,653	.0	
47. Virginia VA	L	2,441,945	.0	.0	.0	.0	.0	2,441,945	.0	
48. Washington WA	L	16,720,894	.0	.0	.0	.0	.0	16,720,894	.0	
49. West Virginia WV	L	3,507,593	12,944,979	.0	.0	.0	.0	16,452,572	.0	
50. Wisconsin WI	L	2,447,888	.0	.0	.0	.0	.0	2,447,888	.0	
51. Wyoming WY	L	153,685	.0	.0	.0	.0	.0	153,685	.0	
52. American Samoa AS	N	.0	.0	.0	.0	.0	.0	.0	.0	
53. Guam GU	N	.0	.0	.0	.0	.0	.0	.0	.0	
54. Puerto Rico PR	N	.0	.0	.0	.0	.0	.0	.0	.0	
55. U.S. Virgin Islands VI	N	.0	.0	.0	.0	.0	.0	.0	.0	
56. Northern Mariana Islands MP	N	.0	.0	.0	.0	.0	.0	.0	.0	
57. Canada CAN	N	.0	.0	.0	.0	.0	.0	.0	.0	
58. Aggregate Other Aliens OT	XXX	.0	.0	.0	.0	.0	.0	.0	.0	
59. Subtotal	XXX	399,437,906	987,881,773	235,037,345	.0	.0	.0	1,622,357,024	.0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	.0	.0	.0	.0	.0	.0	.0	.0	
61. Totals (Direct Business)	(a) 51	399,437,906	987,881,773	235,037,345	.0	.0	.0	1,622,357,024	.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.

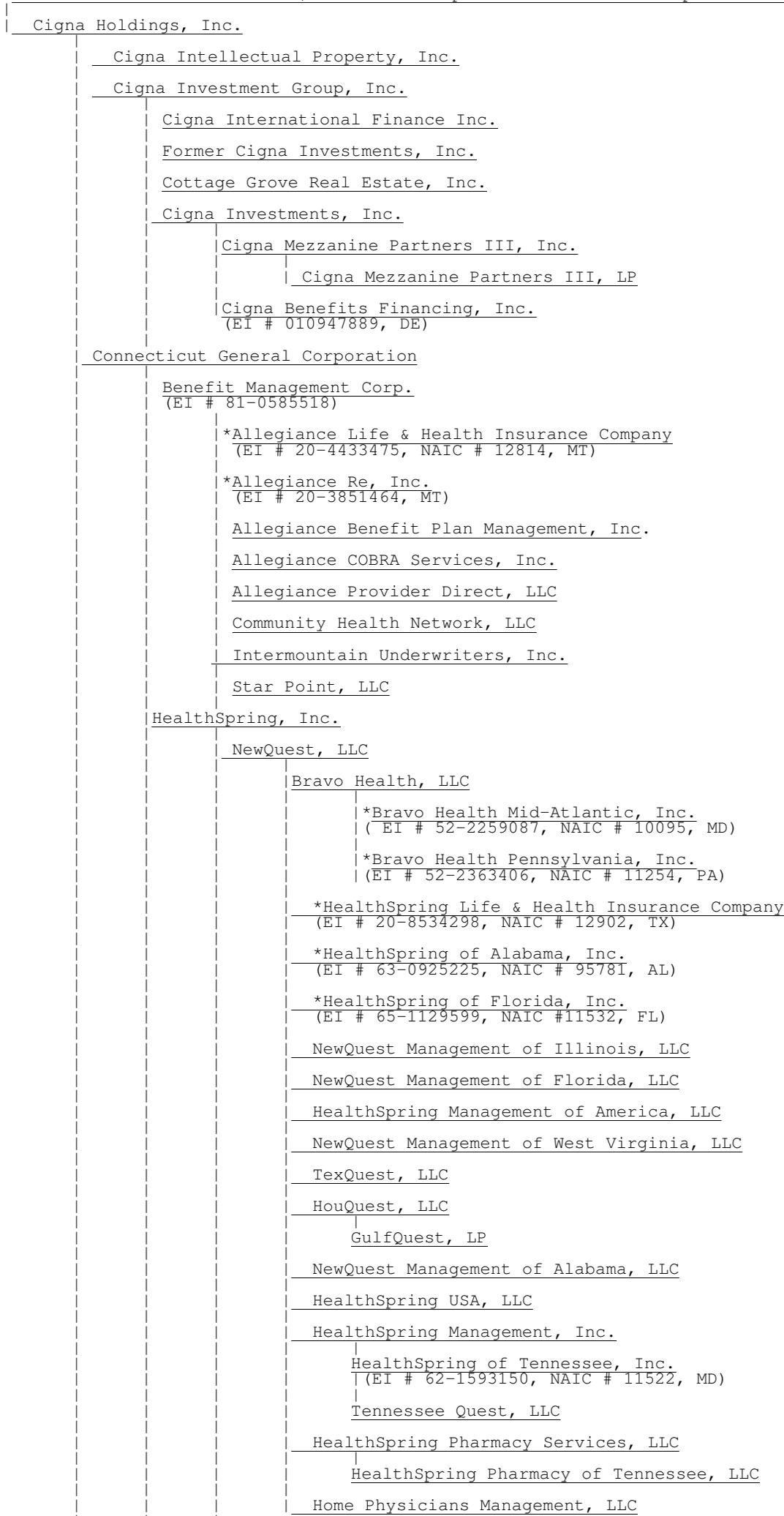
SCHEDULE Y

PART 1 – ORGANIZATIONAL CHART

The following is a listing identifying and indicating the interrelationships among all affiliated insurers (identified by an asterisk, and if such insurer is incorporated in the United States of America, by a Federal Employer Identification Number, NAIC Company Code and Jurisdiction of Incorporation) and all other affiliates, as of September 30, 2013:

Cigna CORPORATION

(A Delaware corporation and ultimate parent company)



SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

*Cigna Arbor Life Insurance Company (EI # 03-0452349, NAIC # 13733, CT)	
Cigna Behavioral Health, Inc.	
	Cigna Behavioral Health of California, Inc. (EI# 94-3107309)
	Cigna Behavioral Health of Texas, Inc. (EI# 75-2751090)
	MCC Independent Practice Association of New York, Inc.
Cigna Dental Health, Inc.	
	Cigna Dental Health of California, Inc. (EI# 59-2600475, CA)
	Cigna Dental Health of Colorado, Inc. (EI# 59-2675861, NAIC # 11175, CO)
	Cigna Dental Health of Delaware, Inc. (EI# 59-2676987, NAIC # 95380, DE)
	Cigna Dental Health of Florida, Inc. (EI# 59-1611217, NAIC # 52021, FL)
	Cigna Dental Health of Illinois, Inc. (EI# 06-1351097, IL)
	Cigna Dental Health of Kansas, Inc. (EI# 59-2625350, NAIC # 52024, KS)
	Cigna Dental Health of Kentucky, Inc. (EI# 59-2619589, NAIC # 52108, KY)
	Cigna Dental Health of Missouri, Inc. (EI#06-1582068, NAIC # 11160, MO)
	Cigna Dental Health of New Jersey, Inc. (EI# 59-2308062, NAIC # 11167, NJ)
	Cigna Dental Health of North Carolina, Inc. (EI# 56-1803464 , NAIC # 95179, NC)
	Cigna Dental Health of Ohio, Inc. (EI# 59-2579774, NAIC # 47805, OH)
	Cigna Dental Health of Pennsylvania, Inc. (EI# 52-1220578, NAIC # 47041, PA)
	Cigna Dental Health of Texas, Inc. (EI# 59-2676977, NAIC # 95037, TX)
	Cigna Dental Health of Virginia, Inc. (EI# 52-2188914, NAIC # 52617, VA)
	Cigna Dental Health Plan of Arizona, Inc. (EI# 86-0807222, NAIC # 47013, AZ)
	Cigna Dental Health of Maryland, Inc. (EI#20-2844020, NAIC #48119, MD)
Cigna Health Corporation	
	Healthsource, Inc.
	Cigna HealthCare of Arizona, Inc. (EI# 86-0334392, NAIC#95125, AZ)
	Cigna HealthCare of California, Inc. (EI# 95-3310115, CA)
	Cigna HealthCare of Colorado, Inc. (EI# 84-1004500, NAIC # 95604, CO)
	Cigna HealthCare of Connecticut, Inc. (EI# 06-1141174, NAIC # 95660, CT)
	Cigna HealthCare of Florida, Inc. (EI# 59-2089259, NAIC # 95136, FL)
	Cigna HealthCare of Illinois, Inc. (EI# 36-3385638, NAIC # 95602, IL)
	Cigna HealthCare of Maine, Inc. (EI# 01-0418220, NAIC # 95447, ME)
	Cigna HealthCare of Massachusetts, Inc. (EI# 02-0402111, NAIC # 95220, MA)
	Cigna HealthCare Mid-Atlantic, Inc. (EI# 52-1404350, NAIC # 95599, MD)
	Cigna HealthCare of New Hampshire, Inc. (EI# 02-0387749, NAIC # 95493, NH)
	Cigna HealthCare of New Jersey, Inc. (EI# 22-2720890, NAIC # 95500, NJ)
	Cigna HealthCare of Pennsylvania, Inc. (EI# 23-2301807, NAIC # 95121, PA)
	Cigna HealthCare of St. Louis, Inc. (EI# 36-3359925, NAIC # 95635, MO)

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

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<u>CG Morrison LLC</u>																																															
<u>Civic Holding LLC</u>																																															
<u>CG Mystic Center LLC</u>																																															
<u>Station Landing Holding LLC</u>																																															
<u>CG Mystic Land LLC</u>																																															
<u>ND/CG Holding LLC</u>																																															
<u>CG Pinnacle, L.L.C.</u>																																															
<u>Pinnacle Industrial Center, LP</u>																																															
<u>CG Skyline, LLC</u>																																															
<u>Skyline ND/CG LLC</u>																																															
<u>ND Mystic Center Note LLC</u>																																															
<u>Skyline Mezzanine Borrower, LLC</u>																																															
<u>Skyline at Station Landing, LLC</u>																																															
<u>Careallies, LLC</u>																																															
<u>Carson Bayport 1 LP</u>																																															
<u>CG Bayport LLC</u>																																															
<u>Bayport Colony Apartments LLC</u>																																															
<u>CG Shirlington LLC</u>																																															
<u>Shirlington Apartments LLC</u>																																															
<u>CG Wheaton, LLC</u>																																															

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

<u>CG-LINA Bayport I LLC</u>
<u>CG-LINA Colonial LLC</u>
| <u>ND/CG Colonial LLC</u>
| <u>PHF-ND Colonial LLC</u>
<u>CG-LINA Commonwealth LLC</u>
| <u>Unico/CG Commonwealth LLC</u>
| <u>Commonwealth Acquisition LLC</u>
<u>CG-LINA Jacob Way, LLC</u>
<u>CG-LINA Lovejoy LLC</u>
| <u>Unico-CG Lovejoy LLC</u>
<u>Cigna Onsite Health, LLC</u>
<u>CR Longwood Investors, LP</u>
| <u>ND/CR Longwood LLC</u>
| <u>ARE/ND/CR Longwood LLC</u>
<u>Gillette Ridge Community Council, Inc.</u>
<u>Gillette Ridge Golf LLC</u>
<u>Hazard Center Investment Company LLC</u>
<u>Secon Properties, LP.</u>
<u>Teal Rock 501 Grant Street GP, LLC</u>
<u>Teal Rock 501 Grant Street, LP</u>
<u>Tel-Drug of Pennsylvania, LLC</u>
<u>CG-LINA Realty Investors LLC</u>
| <u>115 Sansome Street Associates, LLC</u>
| <u>121 Tasman Apartments LLC</u>
| <u>Alto Apartments LLC</u>
| <u>CG-LINA Paper Box LLC</u>
<u>CG-LINA 10 Brookline, LLC</u>
| <u>ND/CR 10 Brookline LLC</u>
<u>Cigna Affiliates Realty Investment Group, LLC</u> (EI# 27-5402196, DE)
| <u>Market Street Residential Holdings LLC</u>
| <u>Arborpoint at Market Street LLC</u>
| <u>Market Street Retail Holdings LLC</u>
| <u>Market Street South LLC</u>
| <u>Diamondview Tower CM-CG LLC</u>
| <u>CR Washington Street Investors LP</u>
| <u>AEW/FDG, LP</u>
| <u>ND/CR Unicorn LLC</u>
| <u>Union Wharf Apartments LLC</u>
| <u>AMD Apartments Limited Partnership</u>
| <u>SP Newport Crossing LLC</u>
| <u>PUR Arbors Apartments Venture LLC</u>
| <u>CG Seventh Street, LLC</u>
| <u>Ideal Properties II LLC</u>
| <u>Allesandro Partners, LLC</u>
| <u>Mallory Square Partners I, LLC</u>
| <u>Houston Briar Forest Apartments Limited Partnership</u>
| <u>Newtown Partners II, LP</u>
| <u>Newtown Square GP LLC</u>
| <u>AFA Apartments Limited Partnership</u>
<u>Cigna Dulles Town, LLC</u>
| <u>Dulles Town Center Mall, LLC</u>
<u>CORAC LLC</u>
| <u>Bridgepoint Office Park Associates, LLC</u>

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

		(EI# 27-3923999, DE)
		<u>Fairway Center Associates, LLC</u> (EI# 27-3126102, DE)
		<u>Henry on the Park Associates, LLC</u> (EI 27-3582688, DE)
		* <u>Cigna Health and Life Insurance Company</u> (EI # 59-1031071, NAIC # 67369, CT)
		<u>CarePlexus, LLC</u> (EI# 45-2681649, DE)
		<u>Cigna Corporate Services, LLC</u> (EI 27-3396038, DE)
		<u>Cigna Insurance Agency, LLC</u> (EI # 27-1903785, CT)
		<u>Ceres Sales of Ohio, LLC</u> (EI # 34-1970892, OH)
		<u>Central Reserve Life Insurance Company</u> (EI # 34-0970995, NAIC # 61727, OH)
		<u>Provident American Life & Health Insurance Company</u> (EI # 23-1335885, NAIC # 67903, OH)
		<u>United Benefit Life Insurance Company</u> (EI # 75-2305400, NAIC # 65269, OH)
		<u>Loyal American Life Insurance Company</u> (EI # 63-0343428, NAIC # 65722, OH)
		<u>American Retirement Life Insurance Company</u> (EI # 59-2760189, NAIC # 88366, OH)
		<u>Cigna Health Management, Inc.</u> (EI# 23-1728483, DE)
		<u>Kronos Optimal Health Company</u> (20-8064696, AZ)
		* <u>Life Insurance Company of North America</u> (EI# 23-1503749, NAIC # 65498, PA)
		* <u>Cigna & CMC Life Insurance Company Limited (</u> (remaining interest owned by an unaffiliated party)
		* <u>LINA Life Insurance Company of Korea</u>
		<u>LINA Financial Service</u>
		<u>Cigna Korea Foundation</u>
		<u>Cigna Direct Marketing Company, Inc.</u>
		<u>Tel-Drug, Inc.</u>
		<u>Vielife Holdings Limited</u>
		<u>Vielife Limited</u>
		<u>Vielife Services, Inc.</u>
		<u>Businesshealth UK Limited</u>
		<u>CG Individual Tax Benefit Payments, Inc.</u>
		<u>CG Life Pension Benefits Payments, Inc.</u>
		<u>CG LINA Pension Benefits Payments, Inc.</u>
		<u>Cigna Federal Benefits, Inc.</u>
		<u>Cigna Healthcare Benefits, Inc.</u>
		<u>Cigna Integratedcare, Inc.</u>
		<u>Cigna Managed Care Benefits Company</u>
		<u>Cigna Re Corporation</u>
		<u>Blodget & Hazard Limited</u>
		<u>Cigna Resource Manager, Inc.</u>
		<u>Connecticut General Benefit Payments, Inc.</u>
		<u>Healthsource Benefits, Inc.</u>
		<u>IHN, Inc.</u>
		<u>LINA Benefit Payments, Inc.</u>
		<u>Mediversal, Inc.</u>
		<u>Universal Claims Administration</u>
		<u>Cigna Global Holdings, Inc.</u>
		<u>Cigna International Corporation, Inc.</u>
		<u>Cigna International Services, Inc.</u>
		<u>Cigna International Marketing (Thailand) Limited</u>

SCHEDULE Y
PART 1 – ORGANIZATIONAL CHART

<u>CGO Participatos LTDA</u>
<u>YCFM Servicos LTDA</u>
<u>*Cigna Global Reinsurance Company, Ltd.</u>
<u>Cigna Holdings Overseas, Inc.</u>
<u>Cigna Bellevue Alpha LLC</u>
<u>Cigna Hayat Sigorta, A.S.</u>
<u>Cigna Nederland Alpha Cooperatief U.A.</u>
<u>Cigna Nederland Beta B.V.</u>
<u>Cigna Nederland Gamma B.V.</u>
<u>Cigna Finans Emeklilik Ve Hayat A.S.</u>
<u>*Cigna Life Insurance Company of Europe S.A.-N.V.</u>
<u>*Cigna Europe Insurance Company S.A.-N.V.</u>
<u>Cigna European Services (UK) Limited</u>
<u>Cigna 2000 UK Pension LTD</u>
<u>Cigna Health Solution India Pvt. Ltd.</u>
<u>Cigna International Services Australia Pty Ltd</u>
<u>Cigna Apac Holdings Limited</u>
<u>*Cigna Life Insurance New Zealand Limited</u>
<u>Cigna Taiwan Life Assurance Company Limited</u>
<u>Cigna Hong Kong Holdings Company Limited</u>
<u>Cigna Data Services (Shanghai) Company Limited</u>
<u>Cigna HLA Technology Services Limited</u>
<u>*Cigna Worldwide General Insurance Company Limited</u>
<u>*Cigna Worldwide Life Insurance Company Limited</u>
<u>PT GAR Indonesia</u>
<u>PT PGU Indonesia</u>
<u>RHP (Thailand) Limited</u>
<u>Cigna Brokerage Services (Thailand) Limited</u>
<u>*Cigna Non-Life Insurance Brokerage (Thailand) Limited</u>
<u>KDM (Thailand) Limited</u>
<u>*Cigna Insurance Public Company Limited</u>
<u>*Cigna Global Insurance Company Limited</u>
<u>Vanbreda International NV</u>
<u>Vanbreda International Sdn. Bhd.</u>
<u>Vanbreda International (Beijing) Consultants and Administrators Co.</u>
<u>Vanbreda International, LLC</u>
<u>Vanbreda International (Dubai) Limited</u>
<u>CignaTTK Health Insurance Company Limited</u>
<u>Cigna Saico Benefits Services W.L.L.</u>
<u>*Cigna Worldwide Insurance Company</u> (EI# 23-2088429, NAIC # 90859, DE)
<u>*PT. Asuransi Cigna</u>
<u>FirstAssist Group Holdings Limited</u>
<u>FirstAssist Group Limited</u>
<u>FirstAssist Administration Limited</u>
<u>Brighter Business Limited</u>
<u>FirstAssist Legal Protection Limited</u>
<u>FirstAssist Insurance Services Limited</u>

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STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, 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	Federal 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)	*
.0901	Cigna Group		06-1059331	1591167	0000701221	US	Cigna Corporation	DE	UIP		Cigna Corporation	100.000	Cigna Corporation	
.0901	Cigna Group		06-1072796	1591167	0000701221		Cigna Holdings, Inc.	DE	UIP		Cigna Corporation	100.000	Cigna Corporation	
.0901	Cigna Group		51-0402128	1591167	0000701221		Cigna Intellectual Property, Inc.	DE	NIA		Cigna Holdings, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		06-1095823	1591167	0000701221		Cigna Investment Group, Inc.	DE	NIA		Cigna Holdings, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		52-0291385	1591167	0000701221		Cigna International Finance, Inc.	DE	NIA		Cigna Investment Group, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		23-1914061	1591167	0000701221		Former Cigna Investments, Inc	DE	NIA		Cigna Investment Group, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		06-0861092	1591167	0000701221		Cigna Investments, Inc.	DE	NIA		Cigna Investment Group, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		06-1336442	1591167	0000701221		Cigna Mezzanine Partners III, L.P.	DE	NIA		Cigna Mezzanine Partners III, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		06-1207641	1591167	0000701221		Cottage Grove Real Estate, Inc.	DE	NIA		Cigna Investment Group, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		06-1336442	1591167	0000701221		Cigna Mezzanine Partners III, Inc.	DE	NIA		Cigna Investments, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		01-0947889	1591167	0000701221		Cigna Benefits Financing, Inc.	DE	NIA		Cigna Investments, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		06-0840391	1591167	0000701221		Connecticut General Corporation	CT	UIP		Cigna Holdings, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		81-0585518	1591167	0000701221		Benefit Management Corp.	MT	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
.0901	Cigna Group	12814	20-4433475	1591167	0000701221		Allegiance Life & Health Insurance Company	MT	IA		Benefit Management Corp.	100.000	Cigna Corporation	
.0901	Cigna Group		20-3851464	1591167	0000701221		Allegiance Re, Inc.	MT	IA		Benefit Management Corp.	100.000	Cigna Corporation	
.0901	Cigna Group		81-0400550	1591167	0000701221		Allegiance Benefit Plan Management, Inc.	MT	NIA		Benefit Management Corp.	100.000	Cigna Corporation	
.0901	Cigna Group		71-0916514	1591167	0000701221		Allegiance COBRA Services, Inc.	MT	NIA		Benefit Management Corp.	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Allegiance Provider Direct, LLC	MT	NIA		Benefit Management Corp.	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Community Health Network, LLC	MT	NIA		Benefit Management Corp.	50.000	Cigna Corporation	
.0901	Cigna Group		81-0425785	1591167	0000701221		Intermountain Underwriters, Inc.	MT	NIA		Benefit Management Corp.	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Star Point, LLC	MT	NIA		Benefit Management Corp.	100.000	Cigna Corporation	
.0901	Cigna Group		20-1821898	1591167	0000701221		HealthSpring, Inc.	DE	UIP		Connecticut General Corporation	100.000	Cigna Corporation	
.0901	Cigna Group		76-0628370	1591167	0000701221		NewQuest, LLC	TX	UDP		HealthSpring, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		52-1929677	1591167	0000701221		Bravo Health, LLC	DE	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group	10095	52-2259087	1591167	0000701221		Bravo Health Mid-Atlantic, Inc.	MD	IA		Bravo Health, LLC	100.000	Cigna Corporation	
.0901	Cigna Group	11254	52-2363406	1591167	0000701221		Bravo Health Pennsylvania, Inc.	PA	IA		Bravo Health, LLC	100.000	Cigna Corporation	
.0901	Cigna Group	12902	20-8534298	1591167	0000701221		HealthSpring Life & Health Insurance Company, Inc.	TX			NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group	95781	63-0925225	1591167	0000701221		HealthSpring of Alabama, Inc.	AL	IA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group	11532	65-1129599	1591167	0000701221		HealthSpring of Florida, Inc.	FL	IA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group		77-0632665	1591167	0000701221		NewQuest Management of Illinois, LLC	IL	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group		20-4954206	1591167	0000701221		NewQuest Management of Florida, LLC	FL	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group		20-8647386	1591167	0000701221		HealthSpring Management of America, LLC	DE	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group		45-0633893	1591167	0000701221		NewQuest Management of West Virginia, LLC	DE	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group		75-3108527	1591167	0000701221		TexQuest, LLC	DE	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group		75-3108521	1591167	0000701221		HouQuest, LLC	DE	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group		76-0657035	1591167	0000701221		GulfQuest, LP	TX	NIA		HouQuest, LLC	99.000	Cigna Corporation	
.0901	Cigna Group		33-1033586	1591167	0000701221		NewQuest Management of Alabama, LLC	AL	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group		72-1559530	1591167	0000701221		HealthSpring USA, LLC	TN	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group		62-1540621	1591167	0000701221		HealthSpring Management, Inc.	TN	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group	11522	62-1593150	1591167	0000701221		HealthSpring of Tennessee, Inc.	TN	IA		HealthSpring Management, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		20-5524622	1591167	0000701221		Tennessee Quest, LLC	TN	NIA		HealthSpring Management, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		26-2353476	1591167	0000701221		HealthSpring Pharmacy Services, LLC	DE	NIA		NewQuest, LLC	100.000	Cigna Corporation	
.0901	Cigna Group		26-2353772	1591167	0000701221		HealthSpring Pharmacy of Tennessee, LLC	DE	NIA		HealthSpring Pharmacy Services, LLC	100.000	Cigna Corporation	
.0901	Cigna Group	13733	03-0452349	1591167	0000701221		Cigna Arbor Life Insurance Company	CT	IA		Connecticut General Corporation	100.000	Cigna Corporation	
.0901	Cigna Group		41-1648670	1591167	0000701221		Cigna Behavioral Health, Inc.	MN	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
.0901	Cigna Group		94-3107309	1591167	0000701221		Cigna Behavioral Health of California, Inc.	CA	IA		Cigna Behavioral Health, Inc.	100.000	Cigna Corporation	

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, 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	Federal 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)	*
.0901	Cigna Group		75-2751090	1591167	0000701221		Cigna Behavioral Health of Texas, Inc. MCC Independent Practice Association of New York, Inc.	TX	NIA		Cigna Behavioral Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		06-1346406	1591167	0000701221		Cigna Dental Health, Inc.	NY	NIA		Cigna Behavioral Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		59-2308055	1591167	0000701221		Cigna Dental Health Of California, Inc.	FL	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
.0901	Cigna Group		59-2600475	1591167	0000701221		Cigna Dental Health Of Colorado, Inc.	CA	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	11175	59-2675861	1591167	0000701221		Cigna Dental Health Of Delaware, Inc.	CO	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95380	59-2676987	1591167	0000701221		Cigna Dental Health Of Florida, Inc.	DE	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	52021	59-1611217	1591167	0000701221		Cigna Dental Health Of Illinois, Inc.	FL	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		06-1351097	1591167	0000701221		Cigna Dental Health Of Kansas, Inc.	IL	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	52024	59-2625350	1591167	0000701221		Cigna Dental Health Of Kentucky, Inc.	KS	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	52108	59-2619589	1591167	0000701221		Cigna Dental Health Of Missouri, Inc.	KY	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		06-1582068	1591167	0000701221		Cigna Dental Health Of New Jersey, Inc.	MO	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	11167	59-2308062	1591167	0000701221		Cigna Dental Health Of North Carolina, Inc.	NJ	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95179	56-1803464	1591167	0000701221		Cigna Dental Health Of Ohio, Inc.	NC	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	47805	59-2579774	1591167	0000701221		Cigna Dental Health Of Pennsylvania, Inc.	OH	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	47041	52-1220578	1591167	0000701221		Cigna Dental Health Of Texas, Inc.	PA	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95037	59-2676977	1591167	0000701221		Cigna Dental Health Of Virginia, Inc.	TX	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	52617	52-2188914	1591167	0000701221		Cigna Dental Health Plan Of Arizona, Inc.	VA	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	47013	86-0807222	1591167	0000701221		Cigna Health Corporation	AZ	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	48119	59-2740468	1591167	0000701221		Healthsource, Inc.	MD	IA		Cigna Dental Health, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		62-1312478	1591167	0000701221		Cigna HealthCare of Arizona, Inc.	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
.0901	Cigna Group		02-0387748	1591167	0000701221		Cigna HealthCare of California, Inc.	NH	NIA		Cigna Health Corporation	100.000	Cigna Corporation	
.0901	Cigna Group	95125	86-0334392	1591167	0000701221		Cigna HealthCare of Colorado, Inc.	AZ	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		95-3310115	1591167	0000701221		Cigna HealthCare of Connecticut, Inc.	CA	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95604	84-1004500	1591167	0000701221		Cigna HealthCare of Florida, Inc.	CO	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95660	06-1141174	1591167	0000701221		Cigna HealthCare of Illinois, Inc.	CT	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95136	59-2089259	1591167	0000701221		Cigna HealthCare of Indiana, Inc.	FL	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95602	36-3385638	1591167	0000701221		Cigna HealthCare of Maine, Inc.	IL	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95477	01-0418220	1591167	0000701221		Cigna HealthCare of Massachusetts, Inc.	ME	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95220	02-0402111	1591167	0000701221		Cigna HealthCare of Michigan, Inc.	MA	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95599	52-1404350	1591167	0000701221		Cigna HealthCare of Minnesota, Inc.	MD	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95493	02-0387749	1591167	0000701221		Cigna HealthCare of Missouri, Inc.	NH	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95500	22-2720890	1591167	0000701221		Cigna HealthCare of New Hampshire, Inc.	NJ	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95121	23-2301807	1591167	0000701221		Cigna HealthCare of New Jersey, Inc.	PA	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95635	36-3359925	1591167	0000701221		Cigna HealthCare of New York, Inc.	MO	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95518	62-1230908	1591167	0000701221		Cigna HealthCare of North Carolina, Inc.	UT	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	96229	58-1641057	1591167	0000701221		Cigna HealthCare of North Dakota, Inc.	GA	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95383	74-2767437	1591167	0000701221		Cigna HealthCare of Ohio, Inc.	TX	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95525	35-1679172	1591167	0000701221		Cigna HealthCare of Oklahoma, Inc.	IN	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95488	11-2758941	1591167	0000701221		Cigna HealthCare of Oregon, Inc.	NY	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95606	62-1218053	1591167	0000701221		Cigna HealthCare of Pennsylvania, Inc.	TN	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95132	56-1479515	1591167	0000701221		Cigna HealthCare of South Carolina, Inc.	NC	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group	95708	06-1185590	1591167	0000701221		Cigna HealthCare of South Dakota, Inc.	SC	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Temple Insurance Company Limited	BMU	IA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		86-3581583	1591167	0000701221		Arizona Health Plan, Inc.	AZ	NIA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		02-0467679	1591167	0000701221		Healthsource Properties, Inc.	NH	NIA		Healthsource, Inc.	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Managed Care Consultants, Inc.	NV	NIA		Cigna Health Corporation	100.000	Cigna Corporation	
.0901	Cigna Group		02-0515554	1591167	0000701221		Choicelinx Corporation	DE	NIA		Cigna Health Corporation	100.000	Cigna Corporation	
.0901	Cigna Group		35-1641636	1591167	0000701221		Sagamore Health Network, Inc.	IN	NIA		Cigna Health Corporation	100.000	Cigna Corporation	
.0901	Cigna Group		84-0985843	1591167	0000701221		Cigna Healthcare Holdings, Inc.	CO	NIA		Connecticut General Corporation	100.000	Cigna Corporation	

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, 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	Federal 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)	*
0901	Cigna Group	95388	93-1174749	1591167	0000701221		Great-West Healthcare of Illinois, Inc.	IL	IA		Cigna Healthcare Holdings, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		02-0495422	1591167	0000701221		Cigna Healthcare, Inc.	VT	NIA		Cigna Healthcare Holdings, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		AA-1560515	1591167	0000701221		Cigna Life Insurance Company of Canada	CAN	IA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group	64548	13-2556568	1591167	0000701221		Cigna Life Insurance Company of New York	NY	IA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group			1591167	0000701221		Connecticut General Life Insurance Company	CT	IA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		27-5402936	1591167	0000701221		CARING - Albuquerque, LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		06-0303370	1591167	0000701221		CG Gillette Ridge, LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		74-3091940	1591167	0000701221		Gillette Ridge Apartments, LLC	MD	NIA		CG Gillette Ridge LLC	65.000	Cigna Corporation	
0901	Cigna Group		06-0303370	1591167	0000701221		CG Merrick, LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		52-2345309	1591167	0000701221		Merrick Park, LLC	DE	NIA		CG Merrick LLC	30.000	General Growth Properties, Inc. (non-affiliate)	
0901	Cigna Group		52-2225244	1591167	0000701221		Merrick Park Parking, LLC	MD	NIA		CG Merrick LLC	30.000	General Growth Properties, Inc. (non-affiliate)	
0901	Cigna Group		20-2542572	1591167	0000701221		CG Morrison LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Civic Holding, LLC	DE	NIA		CG Morrison LLC	85.000	Cigna Corporation	
0901	Cigna Group		45-3481107	1591167	0000701221		CG Mystic Center LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Station Landing Holding, LLC	DE	NIA		CG Mystic Center LLC	85.000	Cigna Corporation	
0901	Cigna Group		45-3481241	1591167	0000701221		CG Mystic Land LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CG HOLDING, LLC	MA	NIA		CG Mystic Land LLC	50.000	Cigna Corporation and ND Mystic Center Holding LLC (non-affiliate)	
0901	Cigna Group		58-2455703	1591167	0000701221		CG Pinnacle, LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Pinnacle Industrial Center, LP	TX	NIA		CG Pinnacle LLC	50.000	Cigna Corporation	
0901	Cigna Group		20-3870049	1591167	0000701221		CG Skyline, LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline ND/CG LLC	MA	NIA		CG Skyline LLC	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND Mystic Center Note LLC	DE	NIA		Skyline ND/CG LLC	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline Mezzanine Borrower LLC	MA	NIA		Skyline ND/CG LLC	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline at Station Landing LLC	MA	NIA		Skyline Mezzanine Borrower LLC	100.000	Cigna Corporation	
0901	Cigna Group		26-0180898	1591167	0000701221		CareAllies, LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Carson Bayport I LP	DE	NIA		Connecticut General Life Insurance Company	59.400	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Bayport LLC	DE	NIA		Connecticut General Life Insurance Company	75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Bayport Colony Apartments LLC	FL	NIA		CG Bayport LLC	99.900	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Shirlington LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Shirlington Apartments LLC	DE	NIA		CG Shirlington LLC	60.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Wheaton LLC	DE	NIA		Connecticut General Life Insurance Company	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG-LINA Bayport I LLC	DE	NIA		Connecticut General Life Insurance Company	75.000	Cigna Corporation	

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

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Group Code	Group Name	NAIC Company Code	Federal 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)	*
0901	Cigna Group		00-000000	1591167	0000701221		CG-LINA Colonial LLC	DE	NIA		Connecticut General Life Insurance Company	.75.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		ND/CG Colonial LLC	MA	NIA		CG-LINA Colonial LLC	.75.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		PHF-ND Colonial LLC	DE	NIA		ND/CG Colonial LLC	.50.000	Cigna Corporation	
0901	Cigna Group		26-1133516	1591167	0000701221		CG-LINA Commonwealth LLC	DE	NIA		Connecticut General Life Insurance Company	.75.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		UNICO/CG Commonwealth LLC	DE	NIA		CG-LINA Commonwealth LLC	.80.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Commonwealth Acquisition LLC	DE	NIA		Unico / CG Commonwealth LLC	.100.000	Cigna Corporation	
0901	Cigna Group		26-1585711	1591167	0000701221		CG-LINA Jacob Way LLC	DE	NIA		Connecticut General Life Insurance Company	.75.000	Cigna Corporation	
0901	Cigna Group		20-8323494	1591167	0000701221		CG-LINA Lovejoy LLC	DE	NIA		Connecticut General Life Insurance Company	.75.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		UNICO-CG Lovejoy LLC	OR	NIA		CG-LINA Lovejoy, LLC	.80.000	Cigna Corporation	
0901	Cigna Group		32-0222252	1591167	0000701221		Cigna Onsite Health, LLC	DE	NIA		Connecticut General Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		CR Longwood Investors L.P.	DE	NIA		Connecticut General Life Insurance Company	.24.600	Charles River Realty Longwood, LLC (non-affiliate)	
0901	Cigna Group		00-000000	1591167	0000701221		ND/CR Longwood LLC	DE	NIA		CR Longwood Investors L.P.	.95.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		ARE/ND/CR Longwood LLC	DE	NIA		ND / CR Longwood LLC	.35.000	ARE-MA Region No. 41, LLC (non-affiliate)	
0901	Cigna Group		00-000000	1591167	0000701221		Gillette Ridge Community Council, Inc.	CT	NIA		Connecticut General Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		20-3700105	1591167	0000701221		Gillette Ridge Golf, LLC	DE	NIA		Connecticut General Life Insurance Company	.60.000	Cigna Corporation	
0901	Cigna Group		52-2149519	1591167	0000701221		Hazard Center Investment Company LLC	DE	NIA		Connecticut General Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Seco Properties, LP	CA	NIA		Connecticut General Life Insurance Company	.50.000	South Coast Plaza Associates, LLC (non-affiliate)	
0901	Cigna Group		00-000000	1591167	0000701221		Teal Rock 501 Grant Street GP, LLC	DE	NIA		Connecticut General Life Insurance Company	.56.273	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Teal Rock 501 Grant Street, LP	DE	NIA		Connecticut General Life Insurance Company	.55.710	Cigna Corporation	
0901	Cigna Group		23-3074013	1591167	0000701221		TEL-DRUG of Pennsylvania, L.L.C.	PA	NIA		Connecticut General Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		AEW/FDG, LP	DE	NIA		Cigna Affiliates Realty Investment Group, LLC	.13.640	AEW Core Property Trust Holding LP (non-affiliate)	
0901	Cigna Group		00-000000	1591167	0000701221		CR Washington Street Investors LP	DE	NIA		Cigna Affiliates Realty Investment Group, LLC	.33.820	Charles River Washington Street LLC (non-affiliate)	
0901	Cigna Group		00-000000	1591167	0000701221		ND/CR Unicorn LLC	DE	NIA		Cigna Affiliates Realty Investment Group, LLC	.70.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Union Wharf Apartments LLC	DE	NIA		Cigna Affiliates Realty Investment Group, LLC	.80.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		AMD Apartments Limited Partnership	DE	NIA		Cigna Affiliates Realty Investment Group, LLC	.80.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		SP Newport Crossing LLC	DE	NIA		Cigna Affiliates Realty Investment Group, LLC	.85.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		PUR Arbors Apartments Venture LLC	DE	NIA		Cigna Affiliates Realty Investment Group, LLC	.85.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		CG Seventh Street LLC	DE	NIA		Cigna Affiliates Realty Investment Group, LLC	.87.500	Cigna Corporation	

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

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Group Code	Group Name	NAIC Company Code	Federal 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)	*
0901	Cigna Group		00-0000000	1591167	0000701221		Ideal Properties II LLC	CA	NIA		Cigna Affiliates Realty Investment Group, LLC	.85.000	Cigna Corporation	
0901	Cigna Group		41-2189110	1591167	0000701221		CG-LINA Realty Investors LLC	DE	NIA		Connecticut General Life Insurance Company	.75.000	Cigna Corporation	
0901	Cigna Group		80-0668090	1591167	0000701221		Alessandro Partners, LLC	DE	NIA		Cigna Affiliates Realty Investment Group, LLC	.94.700	Cigna Corporation	
0901	Cigna Group		45-2242273	1591167	0000701221		115 Sansome Street Associates, LLC	DE	NIA		CG-LINA Realty Investors, LLC	.90.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		121 Tasman Apartments LLC	DE	NIA		CG-LINA Realty Investors, LLC	.85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Alto Apartments LLC	WA	NIA		CG-LINA Realty Investors, LLC	.80.000	Cigna Corporation	
0901	Cigna Group		20-4786821	1591167	0000701221		CG-LINA Paper Box LLC	DE	NIA		CG-LINA Realty Investors, LLC	.100.000	Cigna Corporation	
0901	Cigna Group		26-4032640	1591167	0000701221		CG-LINA 10 Brookline, LLC	DE	NIA		Connecticut General Life Insurance Company	.75.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR 10 Brookline LLC	DE	NIA		CG-LINA 10 Brookline LLC	.50.000	Cigna Corporation and CR/ND Brookline LLC (non-affiliate)	
0901	Cigna Group		27-5402196	1591167	0000701221		Cigna Affiliates Realty Investment Group, LLC	DE	NIA		Connecticut General Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		06-0303370	1591167	0000701221		Cigna Dulles Town, LLC	DE	NIA		Connecticut General Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Dulles Town Center Mall, LLC	VA	NIA		Cigna Dulles Town, LLC	.50.000	Cigna Corporation	
0901	Cigna Group		27-0268530	1591167	0000701221		CORAC, LLC	DE	NIA		Connecticut General Life Insurance Company	.50.000	Cigna Corporation	
0901	Cigna Group		27-3923999	1591167	0000701221		Bridgepoint Office Park Associates, LLC	DE	NIA		Corac, LLC	.100.000	Cigna Corporation	
0901	Cigna Group		27-3126102	1591167	0000701221		Fairway Center Associates, LLC	DE	NIA		Corac, LLC	.100.000	Cigna Corporation	
0901	Cigna Group		27-3582688	1591167	0000701221		Henry on the Park Associates, LLC	DE	NIA		Corac, LLC	.80.000	Cigna Corporation	
0901	Cigna Group	67369	59-1031071	1591167	0000701221		Cigna Health and Life Insurance Company	CT	NIA		Connecticut General Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		45-2681649	1591167	0000701221		CarePlexus, LLC	DE	NIA		Cigna Health and Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		27-3396038	1591167	0000701221		Cigna Corporate Services, LLC	DE	NIA		Cigna Health and Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		27-1903785	1591167	0000701221		Cigna Insurance Agency, LLC	CT	NIA		Cigna Health and Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		34-1970892				Ceres Sales of Ohio, LLC	OH	NIA		Cigna Health and Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group	88366	59-2760189				American Retirement Life Insurance Company	OH	IA		Loyal American Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group	61727	34-0970995				Central Reserve Life Insurance Company	OH	IA		Cigna Health and Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group	65722	63-0343428				Loyal American Life Insurance Company	OH	IA		Cigna Health and Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group	67903	23-1335885				Provident American Life & Health Insurance Company	OH	IA		Central Reserve Life Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group	65269	75-2305400				United Benefit Life Insurance Company	OH	IA		Provident American Life and Health Insurance Company	.100.000	Cigna Corporation	
0901	Cigna Group		23-1728483	1591167	0000701221		Cigna Health Management, Inc	DE	NIA		Connecticut General Corporation	.100.000	Cigna Corporation	
0901	Cigna Group		20-8064696	1591167	0000701221		Kronos Optimal Health Company	AZ	NIA		Connecticut General Corporation	.100.000	Cigna Corporation	
0901	Cigna Group	65498	23-1503749	1591167	0000701221		Life Insurance Company of North America	PA	IA		Connecticut General Corporation	.100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna & CMC Life Insurance Company Limited	CHN	IA		Life Insurance Company of North America	.50.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		LINA Life Insurance Company of Korea	KOR	IA		Life Insurance Company of North America	.100.000	Cigna Corporation	

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

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

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0901	Cigna Group		58-1136865	1591167	0000701221		Cigna Direct Marketing Company, Inc.	DE	NIA		Life Insurance Company of North America	100.000	Cigna Corporation	
0901	Cigna Group		46-0427127	1591167	0000701221		Tel-Drug, Inc.	SD	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vielife Holdings Limited	GBR	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Vielife Limited	GBR	NIA		Vielife Holdings Limited	100.000	Cigna Corporation	
0901	Cigna Group		98-0463704	1591167	0000701221		Vielife Services, Inc.	DE	NIA		Vielife Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Businesshealth UK Limited	GBR	NIA		Vielife Holdings Limited	100.000	Cigna Corporation	
0901	Cigna Group		06-1332403	1591167	0000701221		CG Individual Tax Benefits Payments, Inc.	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		06-1332405	1591167	0000701221		CG Life Pension Benefits Payments, Inc.	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		62-1724116	1591167	0000701221		Cigna Federal Benefits, Inc.	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		23-2741293	1591167	0000701221		Cigna Healthcare Benefits, Inc.	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		23-2924152	1591167	0000701221		Cigna Integratedcare, Inc.	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		23-2741294	1591167	0000701221		Cigna Managed Care Benefits Company	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		06-1071502	1591167	0000701221		Cigna RE Corporation	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		06-1522976	1591167	0000701221		Blodget & Hazard Limited	GBR	NIA		Cigna Re Corporation	100.000	Cigna Corporation	
0901	Cigna Group		06-1567902	1591167	0000701221		Cigna Resource Manager, Inc.	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
							Connecticut General Benefit Payments, Inc.							
0901	Cigna Group		06-1252419	1591167	0000701221		Healthsource Benefits, Inc.	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		06-1533555	1591167	0000701221		IHN, Inc.	TN	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		35-2041388	1591167	0000701221		LINA Benefit Payments, Inc.	DE	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		06-1252418	1591167	0000701221		Mediversal, Inc.	NV	NIA		Connecticut General Corporation	100.000	Cigna Corporation	
0901	Cigna Group		88-0334401	1591167	0000701221		Universal Claims Administration	MT	NIA		Mediversal, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		88-0344624	1591167	0000701221		Cigna Global Holdings, Inc.	DE	NIA		Cigna Holdings, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		51-0389196	1591167	0000701221		Cigna International Corporation, Inc.	DE	NIA		Cigna Global Holdings, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		51-0111677	1591167	0000701221		Cigna International Services, Inc.	DE	NIA		Cigna Global Holdings, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		23-2610178	1591167	0000701221		Cigna International Marketing (Thailand) Limited	THA	NIA		Cigna Global Holdings, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		30-3087621	1591167	0000701221		CGO PARTICIPATOS LTDA	BRA	NIA		Cigna Global Holdings, Inc.	99.780	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		YCFM Servicios LTDA	BRA	NIA		Cigna Global Holdings, Inc.	59.930	Cigna Corporation	
0901	Cigna Group		98-0210110	1591167	0000701221		Cigna Global Reinsurance Company, Ltd.	BMU	IA		Cigna Global Holdings, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		23-3009279	1591167	0000701221		Cigna Holdings Overseas, Inc.	DE	NIA		Cigna Global Reinsurance Company, Ltd.	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Bellevue Alpha LLC	DE	NIA		Cigna Holdings Overseas, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Hayat Sigorta, A.S.	TUR	IA		Cigna Holdings Overseas, Inc.	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Alpha Cooperatief U.A.	NLD	NIA		Cigna Holdings Overseas, Inc.	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Beta B.V.	NLD	NIA		Cigna Nederland Alpha Cooperatief U.A.	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Nederland Gamma B.V.	NLD	NIA		Cigna Nederland Beta B.V.	100.000	Cigna Corporation	
0901	Cigna Group		AA-1240009	1591167	0000701221		Cigna Life Insurance Company of Europe S.A.-N.V.	BEL	IA		Cigna Holdings Overseas, Inc.	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Europe Insurance Company S.A.-N.V.	BEL	IA		Cigna Holdings Overseas, Inc.	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna European Services (UK) Limited	GBR	NIA		Cigna Holdings Overseas, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CIGNA 2000 UK Pension LTD	GBR	NIA		Cigna European Services (UK) Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Health Solution India Pvt. Ltd.	IND	NIA		Cigna Holdings Overseas, Inc.	99.999	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna International Services Australia Pty Ltd	AUS	NIA		Cigna Holdings Overseas, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Apac Holdings Limited	NZL	NIA		Cigna Holdings Overseas, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Life Insurance New Zealand Limited	NZL	IA		Cigna Apac Holdings Limited	100.000	Cigna Corporation	

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, 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	Federal 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)	*
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Taiwan Life Assurance Company Limited	TWN	IA		Cigna Apac Holdings Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Hong Kong Holdings Company Limited	HKG	NIA		Cigna Apac Holdings Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Data Services (Shanghai) Company Limited	CHN	NIA		Cigna Hong Kong Holdings Company Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna HLA Technology Services Limited	HKG	NIA		Cigna Hong Kong Holdings Company Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Worldwide General Insurance Company Limited	HKG	IA		Cigna Hong Kong Holdings Company Limited	97.500	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Worldwide Life Insurance Company Limited	HKG	IA		Cigna Hong Kong Holdings Company Limited	97.500	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		PT GAR Indonesia	IDN	NIA		Cigna Holdings Overseas, Inc.	99.160	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		PT PGU Indonesia	IDN	NIA		PT GAR Indonesia	99.990	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		RHP (Thailand) Limited	THA	NIA		Cigna Holdings Overseas, Inc.	49.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Brokerage Services (Thailand) Limited	THA	NIA		RHP Thailand Limited	75.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Non-Life Insurance Brokerage (Thailand) Limited	THA	NIA		RHP Thailand Limited	75.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		KDM (Thailand) Limited	THA	NIA		RHP Thailand Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Insurance Public Company Limited	THA	IA		KDM Thailand Limited	75.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Global Insurance Company Limited	GGY	IA		Cigna Holdings Overseas, Inc.	99.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Vanbreda International NV	BEL	NIA		Cigna Holdings Overseas, Inc.	99.990	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Vanbreda International Sdn. Bhd.	MYS	NIA		Vanbreda International N.V.	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Vanbreda International (Beijing) Consultants and Administrators Co., Ltd	CHN	NIA		Vanbreda International N.V.	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Vanbreda International, LLC	FL	NIA		Vanbreda International N.V.	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Vanbreda International (Dubai) Limited	ARE	NIA		Vanbreda International N.V.	100.000	Cigna Corporation	
0901	Cigna Group	90859	23-2088429	1591167	0000701221		Cigna Worldwide Insurance Company	DE	IA		Cigna Global Reinsurance Company, Ltd.	100.000	Cigna Corporation	
0901	Cigna Group		AA-5360003	1591167	0000701221		PT. Asuransi Cigna	IDN	IA		Cigna Worldwide Insurance Company	80.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		FirstAssist Group Holdings Limited	GBR	NIA		Cigna Holdings Overseas, Inc.	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		FirstAssist Group Limited	GBR	NIA		FirstAssist Group Holdings Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		FirstAssist Administration Limited	GBR	NIA		FirstAssist Group Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Brighter Business Limited	GBR	NIA		FirstAssist Group Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		FirstAssist Legal Protection Limited	GBR	NIA		FirstAssist Group Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		FirstAssist Insurance Services Limited	GBR	NIA		FirstAssist Group Limited	100.000	Cigna Corporation	
0901	Cigna Group		00-000000				Market Street Residential Holdings LLC	DE	NIA		Cigna Affiliates Reality Investment Group LLC	85.000	Cigna Corporation	
0901	Cigna Group		00-000000				Arborpoint at Market Street LLC	DE	NIA		Market Street Residential Holdings LLC	100.000	Cigna Corporation	
0901	Cigna Group		00-000000				Market Street Retail Holdings LLC	DE	NIA		Cigna Affiliates Reality Investment Group LLC	60.890	Cigna Corporation	
0901	Cigna Group		00-000000				Market Street South LLC	DE	NIA		Market Street Retail Holdings LLC	100.000	Cigna Corporation	
0901	Cigna Group		00-000000				Diamondview Tower CM-CG LLC	DE	NIA		Cigna Affiliates Reality Investment Group LLC	90.000	Cigna Corporation	
0901	Cigna Group		00-000000				Mallory Square Partners I, LLC	DE	NIA		Cigna Affiliates Reality Investment Group LLC	80.000	Cigna Corporation	

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, 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	Federal 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)	*
..0901	Cigna Group		00-0000000				Houston Briar Forest Apartments Limited Partnership .....	..DE	..NIA		Cigna Affiliates Reality Investment Group LLC .....	..80.000	Cigna Corporation	
..0901	Cigna Group		00-0000000				Cigna Finans Emeklilik Ve Hayat A.S. ....	..TUR	..NIA		Cigna Nederland Gamma, B.V. ....	..51.000	Cigna Corporation	
..0901	Cigna Group		00-0000000				CignaTKK Health Insurance Company Limited .....	..IND	..NIA		Cigna Holdings Overseas, Inc. ....	..26.000	TTK (non-affiliate)	
..0901			00-0000000				Newtown Partners II, LP .....	..MD	..NIA		Cigna Affiliates Reality Investment Group LLC .....	..71.000	Cigna Corporation	
..0901			00-0000000				Newtown Square GP LLC .....	..DE	..NIA		Cigna Affiliates Reality Investment Group LLC .....	..50.000	Cigna Corporation and Newtown Square	
..0901			06-1332401				CG LINA Pension Benefits Payments, Inc. ....	..DE	..NIA		Connecticut General Corporation .....	..100.000	Cigna Corporation	
..0901			00-0000000				AFA Apartments Limited Partnership .....	..DE	..NIA		Cigna Affiliates Reality Investment Group LLC .....	..85.000	Cigna Corporation	
..0901			20-4266628				Home Physicians Management, LLC .....	..DE	..NIA		NewQuest, LLC .....	..100.000	Cigna Corporation	
..0901			00-0000000				LINA Financial Service .....	..KOR	..NIA		LINA Life Insurance Company of Korea .....	..100.000	Cigna Corporation	
..0901			00-0000000				Cigna Korea Foundation .....	..KOR	..NIA		LINA Life Insurance Company of Korea .....	..100.000	Cigna Corporation	
..0901			00-0000000				Cigna SAICO Benefits Services W.L.L. ....	..BHR	..NIA		Cigna Holdings Overseas, Inc. ....	..50.000	Cigna Corporation and SAICO (non affiliate)	

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

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 points 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	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	30,000,000	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	30,000,000	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	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 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	139,077,212	133,953,369
2. Cost of bonds and stocks acquired	146,017,058	43,925,538
3. Accrual of discount	230,195	94,070
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	15,231	151,364
6. Deduct consideration for bonds and stocks disposed of	26,732,650	36,807,809
7. Deduct amortization of premium	3,138,191	2,239,320
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)	255,468,855	139,077,212
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	255,468,855	139,077,212

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 1B

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

	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. Class 1 (a)	325,527,851	215,928,675	217,617,324	(9,472,084)	433,662,107	325,527,851	314,367,118	157,482,220
2. Class 2 (a)	114,100,410	11,142,110	1,552,579	6,189,055	24,815,668	114,100,410	129,878,996	25,486,019
3. Class 3 (a)	573,707	0	0	88	573,638	573,707	573,795	573,552
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	440,201,968	227,070,785	219,169,903	(3,282,941)	459,051,413	440,201,968	444,819,909	183,541,791
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	440,201,968	227,070,785	219,169,903	(3,282,941)	459,051,413	440,201,968	444,819,909	183,541,791

(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 \$0 ; NAIC 2 \$0 ; NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

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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	189,351,054	xxx	189,349,032	12,193	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	44,464,579	40,800,016
2. Cost of short-term investments acquired	691,358,414	133,657,516
3. Accrual of discount	2,038	2,866
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	(157)	0
6. Deduct consideration received on disposals	546,469,968	129,992,148
7. Deduct amortization of premium	3,852	3,671
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)	189,351,054	44,464,579
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	189,351,054	44,464,579

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)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	159,374,177	8,875,832
2. Cost of cash equivalents acquired	513	150,498,345
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	159,374,177	0
7. Deduct amortization of premium	0	0
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)	513	159,374,177
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	513	159,374,177

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

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

N O N E

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

N O N E

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
912828-NP-1	US Treasury N/B 1.750% 07/31/15 1.750% 07/31/15		.07/01/2013	RBS Securities Inc.		215,940	210,000	1,543	1
912828-NZ-9	US Treasury N/B 1.250% 09/30/15		.08/13/2013	JEFFERIES & COMPANY		560,314	550,000	2,555	1
0599999. Subtotal - Bonds - U.S. Governments						776,254	760,000	4,098	XXX
604129-H4-1	MINNESOTA ST 5.000% 08/01/24		.08/29/2013	CITIGROUP GLOBAL MARKETS		574,970	500,000	1,319	1FE
1799999. Subtotal - Bonds - U.S. States, Territories and Possessions						574,970	500,000	1,319	XXX
00846U-AJ-0	Agilent Technologies Inc 3.875% 07/15/23		.08/07/2013	RBC DAIN RAUSCHER		984,380	1,000,000	5,490	2FE
026874-CY-1	American Intl Group 4.125% 02/15/24		.09/25/2013	GOLDMAN SACHS & COMPANY		999,370	1,000,000	.0	2FE
037833-AK-6	Apple Inc 2.400% 05/03/23		.08/20/2013	DEUTSCHE BANK CAPITAL		1,785,360	2,000,000	14,667	1FE
084423-AS-1	Berkley -Wr Corporation 4.625% 03/15/22		.08/06/2013	CITIGROUP GLOBAL MARKETS		1,561,395	1,500,000	27,750	2FE
118230-AK-7	Buckeye Partners LP 4.150% 07/01/23		.09/05/2013	Key Bank Capital Markets		478,730	500,000	5,188	2FE
37331N-AD-3	Georgia Pacific LLC 144A 3.734% 07/15/23		.08/13/2013	CS FIRST BOSTON		980,100	1,000,000	5,705	2FE
437076-BC-5	Home Depot Inc 3.750% 02/15/24		.09/05/2013	Various		1,977,950	2,000,000	.0	1FE
500255-AT-1	KOHL'S CORPORATION 4.750% 12/15/23		.09/05/2013	Morgan Stanley		997,500	1,000,000	.0	2FE
501044-CS-8	Kroger Co/THE 3.850% 08/01/23		.08/13/2013	DEUTSCHE BANK CAPITAL		1,473,165	1,500,000	3,389	2FE
548661-CZ-8	Lowe's Companies Inc 3.875% 09/15/23		.09/04/2013	BANK OF AMERICA		1,988,020	2,000,000	.0	1FE
571748-AU-6	Marsh & McLennan Cos Inc 4.050% 10/15/23		.09/24/2013	GOLDMAN SACHS & COMPANY		498,030	500,000	.0	2FE
579780-AJ-6	McCormick & Co 3.500% 09/01/23		.08/14/2013	BANK OF AMERICA		991,380	1,000,000	.0	1FE
652482-CH-1	News America Inc 144A 4.000% 10/01/23		.09/25/2013	J.P. MORGAN SECURITIES INC.		993,970	1,000,000	.0	2FE
86787E-AN-7	SUNTRUST BANK 2.750% 05/01/23		.08/16/2013	CITIGROUP GLOBAL MARKETS		1,355,115	1,500,000	12,604	2FE
92343V-BJ-2	Verizon Communications 2.450% 11/01/22		.08/06/2013	RBS Securities Inc.		900,880	1,000,000	6,669	2FE
98419M-AB-6	Xylem Inc 4.875% 10/01/21		.08/05/2013	WELLS FARGO BANK N A		3,174,840	3,000,000	51,594	2FE
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						21,140,185	21,500,000	133,036	XXX
8399997. Total - Bonds - Part 3						22,491,409	22,760,000	138,453	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						22,491,409	22,760,000	138,453	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						22,491,409	XXX	138,453	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3620A7-HD-0	GN 721228 5.000% 02/15/40		09/01/2013	Paydown		26,228	26,228	27,401	27,371	.0	(1,143)	.0	(1,143)	.0	26,228	.0	.0	.0	864	02/15/2040	1
3620A7-SN-6	GN 721525 5.000% 02/15/40		09/01/2013	Paydown		3,018	3,018	3,154	3,149	.0	(132)	.0	(132)	.0	3,018	.0	.0	.0	101	02/15/2040	1
3620AK-FV-3	GN 731980 5.000% 05/15/40		09/01/2013	Paydown		25,567	25,567	26,717	26,717	.0	(1,150)	.0	(1,150)	.0	25,567	.0	.0	.0	759	05/15/2040	1
3620AL-QU-1	GN 733167 5.000% 05/15/40		09/01/2013	Paydown		49,214	49,214	51,167	51,127	.0	(1,913)	.0	(1,913)	.0	49,214	.0	.0	.0	1,839	05/15/2040	1
362950-LB-4	GN 677222 5.500% 08/15/38		09/01/2013	Paydown		2,333	2,333	2,420	2,418	.0	(85)	.0	(85)	.0	2,333	.0	.0	.0	87	08/15/2038	1
38374M-Y5-3	GNR 2006-17 KN 5.750% 04/20/36		09/01/2013	Paydown		13,519	13,519	14,387	14,349	.0	(830)	.0	(830)	.0	13,519	.0	.0	.0	525	04/20/2036	1
38376P-XH-8	GNR 2009-117 UA 4.000% 08/16/39		09/01/2013	Paydown		12,523	12,523	12,849	12,761	.0	(239)	.0	(239)	.0	12,523	.0	.0	.0	329	08/16/2039	1
38377G-MX-4	GNR 2010-75 NA 4.500% 02/20/35		09/01/2013	Paydown		63,874	63,874	67,327	65,948	.0	(2,074)	.0	(2,074)	.0	63,874	.0	.0	.0	1,892	02/20/2035	1
912828-BH-2	US Treasury N/B 4.250% 08/15/13		08/15/2013	Maturity		510,000	510,000	538,688	513,787	.0	(3,787)	.0	(3,787)	.0	510,000	.0	.0	.0	21,675	08/15/2013	1
912828-JK-7	US Treasury N/B 3.125% 08/31/13		08/31/2013	Maturity		1,725,000	1,725,000	1,834,633	1,748,121	.0	(23,121)	.0	(23,121)	.0	1,725,000	.0	.0	.0	53,906	08/31/2013	1
912828-NN-6	US Treasury N/B 1.000% 07/15/13		07/15/2013	Maturity		224,000	224,000	224,840	224,154	.0	(154)	.0	(154)	.0	224,000	.0	.0	.0	2,240	07/15/2013	1
912828-NU-0	US Treasury N/B 0.750% 08/15/13		08/15/2013	Maturity		40,000	40,000	40,125	40,026	.0	(26)	.0	(26)	.0	40,000	.0	.0	.0	300	08/15/2013	1
0599999	Subtotal - Bonds - U.S. Governments					2,695,276	2,695,276	2,843,732	2,729,928	0	(34,654)	0	(34,654)	0	2,695,276	0	0	0	84,517	XXX	XXX
207758-CT-8	CONNECTICUT ST SPL TAX OBLIG R AX BDS 2005 A 5.000% 07/01/13		07/01/2013	Maturity		600,000	600,000	674,496	611,400	.0	(11,400)	.0	(11,400)	.0	600,000	.0	.0	.0	30,000	07/01/2013	1FE
1799999	Subtotal - Bonds - U.S. States, Territories and Possessions					600,000	600,000	674,496	611,400	0	(11,400)	0	(11,400)	0	600,000	0	0	0	30,000	XXX	XXX
31280U-MV-5	FG G30372 5.000% 09/01/27		09/01/2013	Paydown		11,593	11,593	12,256	12,225	.0	(632)	.0	(632)	.0	11,593	.0	.0	.0	354	09/01/2027	1
312805-KII-9	FG G03609 5.500% 10/01/37		09/01/2013	Paydown		65,394	65,394	70,543	70,408	.0	(5,014)	.0	(5,014)	.0	65,394	.0	.0	.0	2,388	10/01/2037	1
312806-KX-5	FG G04510 5.000% 02/01/36		09/01/2013	Paydown		12,846	12,846	13,356	13,337	.0	(491)	.0	(491)	.0	12,846	.0	.0	.0	421	02/01/2036	1
312806-M8-8	FG G04583 6.000% 08/01/38		09/01/2013	Paydown		18,816	18,816	20,194	20,155	.0	(1,340)	.0	(1,340)	.0	18,816	.0	.0	.0	749	08/01/2038	1
31280B-K7-1	FG G12818 6.000% 10/01/22		09/01/2013	Paydown		1,913	1,913	1,937	1,933	.0	(20)	.0	(20)	.0	1,913	.0	.0	.0	77	10/01/2022	1
31280B-KM-8	FG G12800 5.000% 12/01/21		09/01/2013	Paydown		1,634	1,634	1,600	1,604	.0	29	.0	29	.0	1,634	.0	.0	.0	55	12/01/2021	1
31280B-ZJ-9	FG G13245 5.500% 08/01/23		09/01/2013	Paydown		17,590	17,590	18,768	18,674	.0	(1,084)	.0	(1,084)	.0	17,590	.0	.0	.0	631	08/01/2023	1
31280J-RJ-1	FG G08488 3.500% 04/01/42		09/01/2013	Paydown		24,968	24,968	25,522	25,513	.0	(546)	.0	(546)	.0	24,968	.0	.0	.0	564	04/01/2042	1
31280M-GP-2	FG G18205 6.000% 09/01/22		09/01/2013	Paydown		1,153	1,153	1,168	1,166	.0	(12)	.0	(12)	.0	1,153	.0	.0	.0	46	09/01/2022	1
31280J-XG-7	FG J06979 5.500% 02/01/23		09/01/2013	Paydown		2,599	2,599	2,786	2,770	.0	(171)	.0	(171)	.0	2,599	.0	.0	.0	95	02/01/2023	1
31280P-LF-8	FG J10582 4.500% 09/01/24		09/01/2013	Paydown		21,895	21,895	22,745	22,691	.0	(796)	.0	(796)	.0	21,895	.0	.0	.0	635	09/01/2024	1
31280P-VB-6	FG J10610 4.500% 08/01/24		09/01/2013	Paydown		3,027	3,027	3,093	3,089	.0	(62)	.0	(62)	.0	3,027	.0	.0	.0	83	08/01/2024	1
31280Q-NU-1	FG J11303 4.500% 12/01/24		09/01/2013	Paydown		19,646	19,646	20,409	20,353	.0	(706)	.0	(706)	.0	19,646	.0	.0	.0	590	12/01/2024	1
31280Q-UJ-3	FG J11495 4.500% 02/01/25		09/01/2013	Paydown		49,063	49,063	50,995	50,849	.0	(1,786)	.0	(1,786)	.0	49,063	.0	.0	.0	1,526	02/01/2025	1
31280Q-III-7	FG J11561 4.500% 01/01/25		09/01/2013	Paydown		74,866	74,866	78,141	77,855	.0	(2,990)	.0	(2,990)	.0	74,866	.0	.0	.0	2,255	01/01/2025	1
31280R-4M-8	FG J12628 4.500% 07/01/25		09/01/2013	Paydown		35,923	35,923	38,213	38,003	.0	(2,080)	.0	(2,080)	.0	35,923	.0	.0	.0	1,068	07/01/2025	1
31280R-RV-3	FG J12300 4.000% 05/01/25		09/01/2013	Paydown		72,760	72,760	75,045	74,883	.0	(2,123)	.0	(2,123)	.0	72,760	.0	.0	.0	1,830	05/01/2025	1
31280P-C8-3	FG J14595 3.500% 03/01/26		09/01/2013	Paydown		35,949	35,949	35,719	35,728	.0	221	.0	221	.0	35,949	.0	.0	.0	822	03/01/2026	1
31292L-F6-7	FG C03789 4.000% 03/01/42		09/01/2013	Paydown		84,178	84,178	88,571	88,485	.0	(4,307)	.0	(4,307)	.0	84,178	.0	.0	.0	2,179	03/01/2042	1
312936-3M-7	FG A89804 5.000% 11/01/39		09/01/2013	Paydown		48,238	48,238	50,272	50,272	.0	(2,034)	.0	(2,034)	.0	48,238	.0	.0	.0	1,420	11/01/2039	1
312938-3A-9	FG A90793 5.000% 01/01/40		09/01/2013	Paydown		47,764	47,764	49,839	49,776	.0	(2,012)	.0	(2,012)	.0	47,764	.0	.0	.0	1,542	01/01/2040	1
312938-YS-7	FG A90689 5.000% 01/01/40		09/01/2013	Paydown		41,611	41,611	43,418	43,365	.0	(1,755)	.0	(1,755)	.0	41,611	.0	.0	.0	1,382	01/01/2040	1
312939-JN-2	FG A91169 5.500% 02/01/40		09/01/2013	Paydown		9,288	9,288	9,827	9,810	.0	(522)	.0	(522)	.0	9,288	.0	.0	.0	341	02/01/2040	1
31294L-GV-0	FG E02684 4.500% 03/01/25		09/01/2013	Paydown		17,341	17,341	18,024	17,992	.0	(641)	.0	(641)	.0	17,341	.0	.0	.0	512	03/01/2025	1
31320D-BF-8	FG Q00038 4.500% 04/01/41		09/01/2013	Paydown		16,838	16,838	17,074	17,065	.0	(227)	.0	(227)	.0	16,838	.0	.0	.0	505	04/01/2041	1
31320E-FE-5	FG Q01065 4.500% 06/01/41		09/01/2013	Paydown		18,498	18,498	18,756	18,750	.0	(252)	.0	(252)	.0	18,498	.0	.0	.0	560	06/01/2041	1
31320F-KH-9	FG Q02096 4.500% 07/01/41		09/01/2013	Paydown		14,757	14,757	15,315	15,304	.0	(547)	.0	(547)	.0	14,757	.0	.0	.0	450	07/01/2041	1
31320K-GP-6	FG Q04778 4.000% 11/01/41		09/01/2013	Paydown		92,423	92,423	97,542	97,472	.0	(5,049)	.0	(5,049)	.0	92,423	.0	.0	.0	2,410	11/01/2041	1
31335H-5D-1	FG Q90844 4.500% 08/01/24		09/01/2013	Paydown		22,245	22,245	23,073	23,022	.0	(777)	.0	(777)	.0	22,245	.0	.0	.0	640	08/01/2024	1
3133X1-BV-8	Federal Home Loan Bank GLBL BD 4.5%13 4.500% 09/16/13		09/16/2013	Maturity		300,000	300,000	325,663	305,324	.0	(5,324)	.0	(5,324)	.0	300,000	.0	.0	.0	13,500	09/16/2013	1
31371N-SN-6	FN 257125 5.500% 03/01/28		09/01/2013	Paydown		15,977	15,977	17,230	17,175	.0	(1,198)	.0	(1,198)	.0	15,977	.0	.0	.0	575	03/01/2028	1
3137A1-DM-2	FHR 3707 CA 5.000% 07/15/40		09/01/2013	Paydown		25,989	25,989	27,943	27,207	.0	(1,218)	.0	(1,218)	.0	25,989	.0	.0	.0	925	07/15/2040	1
3137A1-HM-6	FHR 3708 AB 4.000% 12/15/27		09/01/2013	Paydown		25,989	25,989	27,321	26,714	.0	(725)	.0	(725)	.0	25,989	.0	.0	.0	673	12/15/2027	1
3137A4-GR-3	FHR 3778 JA 3.500% 04/15/40		09/01/2013	Paydown		33,980	33,980	35,													

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
31396L-BW-9	FNR 2006-93 BA 5.500% 07/25/33		09/01/2013	Paydown		17,008	17,008	18,041	17,620	0	(612)	0	(612)	0	17,008	0	0	0	607	07/25/2033	1	
31397B-GR-7	FNR 2010-32 PL 5.000% 07/25/39		09/01/2013	Paydown		31,777	31,777	33,932	33,807	0	(2,030)	0	(2,030)	0	31,777	0	0	0	1,055	09/15/2026	1	
31398M-4P-8	FNR 2010-23 AB 2.000% 12/25/18		09/01/2013	Paydown		12,151	12,151	12,109	12,115	0	36	0	36	0	12,151	0	0	0	162	12/25/2018	1	
31398M-ZJ-8	FNR 2010-23 HA 2.000% 10/25/18		09/01/2013	Paydown		13,444	13,444	13,347	13,365	0	79	0	79	0	13,444	0	0	0	177	10/25/2018	1	
31398M-ZY-5	FNR 2010-23 HA 2.000% 10/25/18		09/01/2013	Paydown		40,328	40,328	42,508	41,298	0	(971)	0	(971)	0	40,328	0	0	0	1,198	04/25/2039	1	
31398R-JL-7	FNR 2010-54 PA 4.500% 04/25/39		09/01/2013	Paydown		11,966	11,966	11,966	11,966	0	(1)	0	(1)	0	11,966	0	0	0	158	11/15/2018	1	
31398W-LZ-5	FNR 3636 EB 2.000% 11/15/18		09/01/2013	Paydown		26,112	26,112	27,854	27,806	0	(1,694)	0	(1,694)	0	26,112	0	0	0	864	10/01/2035	1	
31402R-RN-1	FN 735893 5.000% 10/01/35		09/01/2013	Paydown		33,101	33,101	35,428	35,362	0	(2,261)	0	(2,261)	0	33,101	0	0	0	1,265	09/01/2035	1	
31407J-ZD-3	FN 832472 5.500% 09/01/35		09/01/2013	Paydown		2,209	2,209	2,204	2,203	0	6	0	6	0	2,209	0	0	0	82	01/01/2021	1	
31408G-F3-6	FN 850786 5.500% 01/01/21		09/01/2013	Paydown		1,837	1,837	1,832	1,832	0	5	0	5	0	1,837	0	0	0	71	01/01/2021	1	
31409A-DR-7	FN 865112 5.500% 01/01/21		09/01/2013	Paydown		16,390	16,390	17,603	17,573	0	(1,184)	0	(1,184)	0	16,390	0	0	0	644	05/01/2038	1	
31410K-EY-6	FN 889451 6.000% 05/01/38		09/01/2013	Paydown		20,136	20,136	21,416	21,374	0	(1,238)	0	(1,238)	0	20,136	0	0	0	801	10/01/2038	1	
31410K-XL-3	FN 889983 6.000% 10/01/38		09/01/2013	Paydown		21,093	21,093	22,183	22,144	0	(1,050)	0	(1,050)	0	21,093	0	0	0	765	09/01/2038	1	
31410K-XY-5	FN 889995 5.500% 09/01/38		09/01/2013	Paydown		6,545	6,545	6,825	6,810	0	(264)	0	(264)	0	6,545	0	0	0	195	09/01/2024	1	
31412Q-KD-0	FN 931892 4.500% 09/01/24		09/01/2013	Paydown		472	472	478	477	0	(5)	0	(5)	0	472	0	0	0	19	10/01/2022	1	
31413K-AH-4	FN 947408 6.000% 10/01/22		09/01/2013	Paydown		16,825	16,825	17,972	17,948	0	(1,123)	0	(1,123)	0	16,825	0	0	0	620	01/01/2038	1	
31414A-TF-9	FN 960550 5.500% 01/01/38		09/01/2013	Paydown		6,448	6,448	6,634	6,629	0	(181)	0	(181)	0	6,448	0	0	0	279	01/01/2048	1	
31414B-M2-3	FN 961277 6.500% 01/01/48		08/01/2013	Paydown		36,111	36,111	38,153	38,036	0	(1,925)	0	(1,925)	0	36,111	0	0	0	1,080	05/01/2024	1	
31416C-E2-8	FN 995753 4.500% 05/01/24		09/01/2013	Paydown		13,449	13,449	13,958	13,931	0	(482)	0	(482)	0	13,449	0	0	0	390	04/01/2039	1	
31416P-M6-1	FN AA5780 4.500% 04/01/39		09/01/2013	Paydown		26,092	26,092	27,519	27,450	0	(1,358)	0	(1,358)	0	26,092	0	0	0	768	07/01/2029	1	
31417Y-DV-6	FN MA0115 4.500% 07/01/29		09/01/2013	Paydown		8,084	8,084	8,491	8,468	0	(383)	0	(383)	0	8,084	0	0	0	215	08/01/2025	1	
31417Y-RC-3	FN MA0482 4.000% 08/01/25		09/01/2013	Paydown		34,154	34,154	35,665	35,544	0	(1,389)	0	(1,389)	0	34,154	0	0	0	1,011	01/01/2025	1	
31418M-ZL-5	FN AD0778 4.500% 01/01/25		09/01/2013	Paydown		20,654	20,654	21,522	21,464	0	(810)	0	(810)	0	20,654	0	0	0	658	04/01/2025	1	
31418P-YF-6	FN AD2509 4.500% 04/01/25		09/01/2013	Paydown		43,470	43,470	44,727	44,690	0	(1,220)	0	(1,220)	0	43,470	0	0	0	1,247	04/01/2025	1	
31418Q-PD-9	FN AD3119 4.500% 04/01/40		09/01/2013	Paydown		93,329	93,329	96,628	96,407	0	(3,078)	0	(3,078)	0	93,329	0	0	0	2,851	06/01/2025	1	
31418U-Y5-7	FN AD7031 4.500% 06/01/25		09/01/2013	Paydown																		
3199999	Subtotal - Bonds - U.S. Special Revenues					2,000,979	2,000,979	2,104,176	2,074,132	0	(73,155)	0	(73,155)	0	2,000,979	0	0	0	64,501	XXX	XXX	
07383F-3X-4	BSONS 2005-PWR7 A2 4.945% 02/11/41		09/01/2013	Paydown		1,467	1,467	1,449	1,465	0	2	0	2	0	1,467	0	0	0	63	02/11/2041	1FM	
12572Q-AA-3	CME Group Inc 5.400% 08/01/13		08/01/2013	Maturity		225,000	225,000	246,654	228,704	0	(3,704)	0	(3,704)	0	225,000	0	0	0	12,150	08/01/2013	1FE	
14313E-AC-6	CARMX 2010-2 A3 1.410% 02/16/15		09/15/2013	Paydown		45,945	45,945	46,205	46,046	0	(101)	0	(101)	0	45,945	0	0	0	428	02/16/2015	1FE	
30215*-AM-0	Explorer Pipeline Company SERIES L SENIOR UNSECURED NOTE 7.010% 07/31/22		07/31/2013	Redemption	100.0000	181,818	181,818	213,356	0	0	(31,538)	0	(31,538)	0	181,818	0	0	0	6,373	07/31/2022	2	
39121J-A*-1	Great River Energy Series 2009 B 5.810%		07/01/21	Redemption	100.0000	55,814	55,814	66,398	0	0	(10,584)	0	(10,584)	0	55,814	0	0	0	1,705	07/01/2021	1	
52108H-E3-4	LBUBS 2004-C4 A3 5.560% 06/15/29		09/11/2013	Paydown		1,367	1,367	1,347	1,366	0	1	0	1	0	1,367	0	0	0	55	06/15/2029	1FM	
665859-AJ-3	Northern Trust Corp SR NT 5.5%13 5.500% 08/15/13		08/15/2013	Maturity		200,000	200,000	222,106	204,017	0	(4,017)	0	(4,017)	0	200,000	0	0	0	11,000	08/15/2013	1FE	
742741-AA-9	Procter & Gamble Co- Espo Ser A 9.360%		01/01/21	Redemption	100.0000	22,305	22,305	29,548	0	0	(7,242)	0	(7,242)	0	22,305	0	0	0	1,044	01/01/2021	1FE	
748428-AA-3	Kwikrete Cos Senior Notes 5.830% 12/17/19		09/26/2013	Call	114.2301	1,370,761	1,200,000	1,320,999	0	0	49,762	0	49,762	0	1,370,761	0	0	0	54,219	12/17/2019	2	
86357V-AE-9	Sets Trust No 1999-5 144A 6.180% 02/15/19		08/15/2013	Redemption	100.0000	109,309	109,309	117,343	0	0	(8,034)	0	(8,034)	0	109,309	0	0	0	4,119	02/15/2019	1FE	
89235U-AD-5	TAOT 2010-C A4 1.090% 12/15/14		09/15/2013	Paydown		95,809	95,809	95,794	95,805	0	4	0	4	0	95,809	0	0	0	694	12/15/2014	1FE	
92966*-AG-4	Wabash Valley Power Assoc 6.140% 01/31/28		07/31/2013	Redemption	100.0000	13,307	13,307	16,576	0	0	(3,269)	0	(3,269)	0	13,307	0	0	0	409	01/31/2028	1	
8999999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					2,322,902	2,152,141	2,377,775	577,403	0	(18,720)	0	(18,720)	0	2,322,902	0	0	0	92,259	XXX	XXX	
8399997	Total - Bonds - Part 4					7,619,157	7,448,396	8,000,179	5,992,863	0	(137,929)	0	(137,929)	0	7,619,157	0	0	0	271,277	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					7,619,157	7,448,396	8,000,179	5,992,863	0	(137,929)	0	(137,929)	0	7,619,157	0	0	0	271,277	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	

E05.1

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, 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- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	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 Con- tractual Maturity Date	22 NAIC Desig- nation or Market In- dicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amor- tization)/ Accretion	13 Other Than Temporary Impairment Recog- nized	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book /Adjusted Carrying Value							
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						7,619,157	XXX	8,000,179	5,992,863	0	(137,929)	0	(137,929)	0	7,619,157	0	0	0	271,277	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....0

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
N O N E

Schedule DB - Part D - Section 2 - Collateral for Derivative Instruments Open
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



SUPPLEMENT FOR THE QUARTER ENDING SEPTEMBER 30, 2013 OF THE HealthSpring Life & Health Insurance Company, Inc.

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code 0901

NAIC Company Code 12902

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	403,199,194	XXX	0	XXX	403,199,194
2. Earned Premiums	399,437,906	XXX	0	XXX	XXX
3. Claims Paid	324,649,045	XXX	0	XXX	324,649,045
4. Claims Incurred	331,348,295	XXX	0	XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	XXX	0	XXX	0	0
6. Aggregate Policy Reserves - Change	0	XXX	0	XXX	XXX
7. Expenses Paid	50,898,891	XXX	0	XXX	50,898,891
8. Expenses Incurred	50,889,724	XXX	0	XXX	XXX
9. Underwriting Gain or Loss	17,199,887	XXX	0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	27,651,257

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$0 due from CMS or \$66,130,740 due to CMS