



# HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2014

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 Matthew Shawn Morris # Vice President & Secretary Gregory James Allen  
Chief Financial Officer Brian David Setzer Corporate Medical Director Dirk Oliver Wales MD

### OTHER

<u>Richard Alan Appel Compliance Officer</u>	<u>David Bradley Holladay # President, Government Pharmacy Services</u>	<u>David Lowell Terry Chief Actuary</u>
<u>Robert Lambdin Dawson Divisional President</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 &amp; Treasurer</u>
<u>Maureen Hardiman Ryan Vice President &amp; Assistant Treasurer</u>	<u>Scott Ronald Lambert Vice President &amp; 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

<u>Robert Lambdin Dawson</u>	<u>Matthew Shawn Morris</u>	<u>Gregory James Allen</u>
<u>Jay Landon Hurt</u>	<u>David Bradley Holladay #</u>	

State of Maryland SS:  
County of Harford

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.

Matthew Shawn Morris #  
President, Chairman and Chief Executive Officer

Brent Jason Sanders #  
Chief Financial Officer

Gregory James Allen  
Vice President and Secretary

Subscribed and sworn to before me this 14 day of August, 2014

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 Y. Schneider  
Notary Public  
October 31, 2016

STATEMENT AS OF JUNE 30, 2014 OF THE HealthSpring Life & Health Insurance Company, Inc.

**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	344,453,319	0	344,453,319	329,895,724
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 (\$ 42,853,168 ), cash equivalents (\$ 0 ) and short-term investments (\$ 171 )	42,853,339	0	42,853,339	186,669,148
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	47,291	0	47,291	0
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)	387,353,950	0	387,353,950	516,564,872
13. Title plants less \$ 0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	3,787,037	0	3,787,037	3,699,340
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	71,768,276	0	71,768,276	19,689,554
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	18,824,047	0	18,824,047	39,172,933
18.1 Current federal and foreign income tax recoverable and interest thereon	34,524,536	0	34,524,536	461,216
18.2 Net deferred tax asset	10,029,623	638,750	9,390,873	9,479,268
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	3,740,192
24. Health care (\$ 101,357,982 ) and other amounts receivable	116,005,420	14,647,438	101,357,982	78,498,678
25. Aggregate write-ins for other than invested assets	925,019	0	925,019	602,925
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	643,217,907	15,286,188	627,931,720	671,908,978
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	643,217,907	15,286,188	627,931,720	671,908,978
<b>DETAILS OF WRITE-INS</b>				
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 Taxes Recoverable	925,019	0	925,019	602,925
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	925,019	0	925,019	602,925

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....0 reinsurance ceded) .....	161,197,391	0	161,197,391	166,500,971
2. Accrued medical incentive pool and bonus amounts .....	10,917,305	0	10,917,305	10,199,110
3. Unpaid claims adjustment expenses .....	1,542,471	0	1,542,471	1,894,780
4. Aggregate health policy reserves, including the liability of \$ .....573,358 for medical loss ratio rebate per the Public Health Service Act .....	57,140,560	0	57,140,560	63,073,256
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 .....	137,991	0	137,991	232,767
9. General expenses due or accrued .....	30,633,300	0	30,633,300	2,396,912
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....0 on realized gains (losses)) .....	0	0	0	0
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 .....	2,920,570	0	2,920,570	2,749,574
13. Remittances and items not allocated .....	61,530	0	61,530	0
14. Borrowed money (including \$ .....18,500,000 current) and interest thereon \$ .....775 (including \$ .....775 current) .....	18,500,775	0	18,500,775	0
15. Amounts due to parent, subsidiaries and affiliates .....	42,781,539	0	42,781,539	39,638,865
16. Derivatives .....	0	0	0	0
17. Payable for securities .....	0	0	0	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 .....	0	0	0	0
23. Aggregate write-ins for other liabilities (including \$ .....0 current) .....	476,273	0	476,273	487,777
24. Total liabilities (Lines 1 to 23) .....	326,309,704	0	326,309,704	287,174,011
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	19,326,263	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	163,092,625	265,531,839
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	301,622,015	384,734,967
34. Total liabilities, capital and surplus (Lines 24 and 33) .....	XXX	XXX	627,931,720	671,908,978
<b>DETAILS OF WRITE-INS</b>				
2301. Fines and penalties .....	476,273	0	476,273	487,777
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) .....	476,273	0	476,273	487,777
2501. 2015 Health Insurance Industry Fee .....	XXX	XXX	19,326,263	0
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	19,326,263	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	3,258,275	3,652,656	7,226,846
2. Net premium income ( including \$ 0 non-health premium income)	XXX	1,102,522,540	1,091,539,550	2,126,573,626
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	0	(2,258,989)
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,102,522,540	1,091,539,550	2,124,314,637
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits	0	599,657,828	525,969,525	1,074,949,306
10. Other professional services	0	14,879,382	11,820,465	22,163,704
11. Outside referrals	0	16,736,393	32,727,947	72,946,859
12. Emergency room and out-of-area	0	2,590,051	11,294,596	22,918,091
13. Prescription drugs	0	310,234,486	338,391,696	541,667,745
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	(7,776,752)	1,810,095	2,445,314
16. Subtotal (Lines 9 to 15)	0	936,321,388	922,014,324	1,737,091,020
<b>Less:</b>				
17. Net reinsurance recoveries	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	936,321,388	922,014,324	1,737,091,020
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$ 39,114,053 cost containment expenses	0	44,214,262	46,112,964	68,277,164
21. General administrative expenses	0	134,156,789	94,610,227	205,581,871
22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only)	0	9,161,643	1,068,000	9,207,609
23. Total underwriting deductions (Lines 18 through 22)	0	1,123,854,081	1,063,805,515	2,020,157,664
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(21,331,541)	27,734,034	104,156,973
25. Net investment income earned	0	4,574,780	2,488,269	5,965,306
26. Net realized capital gains (losses) less capital gains tax of \$ 65,183	0	121,055	9,900	3,134
27. Net investment gains (losses) (Lines 25 plus 26)	0	4,695,836	2,498,169	5,968,440
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 0 ) (amount charged off \$ 0 )]	0	(7,523,253)	(6,289,246)	(16,116,614)
29. Aggregate write-ins for other income or expenses	0	(56)	(45,671)	(45,970)
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	(24,159,014)	23,897,286	93,962,829
31. Federal and foreign income taxes incurred	XXX	(11,106,503)	7,813,207	36,558,358
32. Net income (loss) (Lines 30 minus 31)	XXX	(13,052,511)	16,084,079	57,404,471
<b>DETAILS OF WRITE-INS</b>				
0601. Star+Plus Experience Rebate	XXX	0	0	(2,268,317)
0602. Other Income	XXX	0	0	9,328
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	(2,258,989)
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	(56)	(45,671)	(45,970)
2902.				
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	(56)	(45,671)	(45,970)

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	384,734,967	439,318,956	439,318,956
34. Net income or (loss) from Line 32.....	(13,052,511)	16,084,079	57,404,471
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.....	(2,043)	(75,193)	3,237,503
39. Change in nonadmitted assets.....	(12,658,398)	(4,387,281)	2,774,036
40. Change in unauthorized and certified reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	0	0
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....	0	0	0
46. Dividends to stockholders.....	(57,400,000)	(118,000,000)	(118,000,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	(83,112,952)	(106,378,396)	(54,583,989)
49. Capital and surplus end of reporting period (Line 33 plus 48)	301,622,015	332,940,560	384,734,967
<b>DETAILS OF WRITE-INS</b>			
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

## STATEMENT AS OF JUNE 30, 2014 OF THE HealthSpring Life &amp; Health Insurance Company, Inc.

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	1,055,732,339	1,040,136,326	2,135,092,662
2. Net investment income .....	7,668,384	2,663,621	7,962,767
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	1,063,400,724	1,042,799,947	2,143,055,429
5. Benefit and loss related payments .....	976,355,878	921,998,664	1,738,363,173
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 .....	158,471,853	80,098,236	372,647,512
8. Dividends paid to policyholders .....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ .....1,688 tax on capital gains (losses) .....	23,022,000	31,464,007	45,915,830
10. Total (Lines 5 through 9) .....	1,157,849,731	1,033,560,907	2,156,926,515
11. Net cash from operations (Line 4 minus Line 10) .....	(94,449,008)	9,239,040	(13,871,086)
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	43,857,603	19,113,495	31,730,957
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	30,000,000	30,000,000
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	579	0	(10,413)
12.7 Miscellaneous proceeds .....	0	86,857	204,732
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	43,858,182	49,200,352	61,925,276
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	61,393,086	123,525,649	226,978,503
13.2 Stocks .....	0	0	0
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	30,000,000	30,000,000
13.6 Miscellaneous applications .....	47,291	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	61,440,377	153,525,649	256,978,503
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) .....	(17,582,196)	(104,325,297)	(195,053,227)
<b>Cash from Financing and Miscellaneous Sources</b>			
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 .....	18,500,000	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	57,400,000	118,000,000	118,000,000
16.6 Other cash provided (applied) .....	7,115,395	923,587	1,027,240
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(31,784,605)	(117,076,413)	(116,972,759)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(143,815,808)	(212,162,670)	(325,897,073)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	186,669,148	512,566,220	512,566,220
19.2 End of period (Line 18 plus Line 19.1) .....	42,853,339	300,403,551	186,669,148

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

STATEMENT AS OF JUNE 30, 2014 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							
<b>Total Members at end of:</b>										
1. Prior Year .....	592,201	0	0	0	0	0	0	112,340	24,915	454,946
2. First Quarter .....	552,988	0	0	0	0	0	0	110,109	25,051	417,828
3. Second Quarter .....	513,890	0	0	0	0	0	0	109,675	25,174	379,041
4. Third Quarter .....	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	3,258,275	0	0	0	0	0	0	659,406	150,379	2,448,490
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician .....	1,126,060	0	0	0	0	0	0	985,161	140,899	0
8. Non-Physician .....	771,560	0	0	0	0	0	0	747,913	23,647	0
9. Total	1,897,620	0	0	0	0	0	0	1,733,074	164,546	0
10. Hospital Patient Days Incurred	80,060	0	0	0	0	0	0	73,768	6,292	0
11. Number of Inpatient Admissions	13,210	0	0	0	0	0	0	11,921	1,289	0
12. Health Premiums Written (a) .....	1,102,522,540	0	0	0	0	0	0	689,739,987	168,805,372	243,977,181
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 .....	1,102,522,540	0	0	0	0	0	0	689,739,987	168,805,372	243,977,181
16. Property/Casualty Premiums Earned .....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	976,355,878	0	0	0	0	0	0	588,836,555	144,588,041	242,931,282
18. Amount Incurred for Provision of Health Care Services	936,321,388	0	0	0	0	0	0	562,679,269	147,958,894	225,683,224

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....933,717,168

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

**Aging Analysis of Unpaid Claims**

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
<b>Claims Unpaid (Reported)</b>						
SXC	37,613,113	0	0	0	0	37,613,113
0199999. Individually listed claims unpaid	37,613,113	0	0	0	0	37,613,113

**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 .....	63,134,884	534,196,619	8,367,530	90,418,589	71,502,414	102,402,769
7. Title XIX - Medicaid .....	17,304,054	127,283,987	465,894	19,884,990	17,769,948	16,980,031
8. Other health .....	(17,308,706)	260,239,989	4,559,950	37,500,438	(12,748,757)	47,118,171
9. Health subtotal (Lines 1 to 8) .....	63,130,231	921,720,595	13,393,374	147,804,017	76,523,605	166,500,971
10. Healthcare receivables (a) .....	7,331,876	108,673,544	0	0	7,331,876	80,556,314
11. Other non-health .....	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts .....	3,215,199	(11,710,147)	5,288,533	5,628,772	8,503,732	10,199,110
13. Totals (Lines 9-10+11+12)	59,013,554	801,336,904	18,681,907	153,432,789	77,695,461	96,143,766

(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 a Health Maintenance Organization (HMO) for determining solvency under Texas Insurance Law. The National Association of Insurance Commissioners' (the 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 2014 or 2013.

	State of Domicile	2014	2013
Net income:			
(1) State basis (Page 4, Line 32)	TX	\$ (13,052,511)	\$ 57,404,471
(2) State Prescribed Practices that increase/(decrease) SAP:			
None	TX	-	-
(3) State Permitted Practices that increase/(decrease) SAP:			
None	TX	-	-
(4) NAIC SAP	TX	<u>\$ (13,052,511)</u>	<u>\$ 57,404,471</u>
Surplus:			
(5) State basis (Page 3, line 33)	TX	\$ 301,622,015	\$ 384,734,967
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:			
Receivable from parent & affiliates	TX	-	-
(7) State Permitted Practices that increase/(decrease) NAIC SAP:			
None	TX	-	-
(8) NAIC SAP	TX	<u>\$ 301,622,015</u>	<u>\$ 384,734,967</u>

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

No change from the 2013 Annual Statement.

## C. Accounting Policies

No change from the 2013 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 2013 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

## NOTES TO FINANCIAL STATEMENTS

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
    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 June 30, 2014.
    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: \$0
        2. 12 months or longer: \$0
      - b. The aggregate related fair value of securities with unrealized losses:
        1. Less than 12 months: \$0
        2. 12 months or longer: \$0
  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.

**NOTES TO FINANCIAL STATEMENTS**

## H. Restricted Assets

## (1) Restricted Assets (Including Pledged)

Restricted Asset Category	Total Gross Restricted from Current Year	Total Gross Restricted from Prior Year	Increase (Decrease)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	-	-
b. Collateral held under security lending agreements	-	-	-	-	-	-
c. Subject to repurchase agreements	-	-	-	-	-	-
d. Subject to reverse repurchase agreements	-	-	-	-	-	-
e. Subject to dollar repurchase agreements	-	-	-	-	-	-
f. Subject to dollar reverse repurchase agreements	-	-	-	-	-	-
g. Placed under option contracts	-	-	-	-	-	-
h. Letter stock or securities restricted as to sale	-	-	-	-	-	-
i. FHLB capital stock	-	-	-	-	-	-
j. On deposit with states	8,084,489	8,136,457	(51,968)	8,084,489	1.3%	1.3%
k. On deposit with other regulatory bodies	-	-	-	-	-	-
l. Pledged collateral to FHLB (including assets backing funding agreements)	-	-	-	-	-	-
m. Pledged as collateral not captured in other categories	-	-	-	-	-	-
n. Other restricted assets	-	-	-	-	-	-
o. Total Restricted Assets	\$ 8,084,489	\$ 8,136,457	\$ (51,968)	\$ 8,084,489	1.3%	1.3%

I. Working Capital Finance Investments – 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 nonadmitted and excluded from surplus.

B. As of June 30, 2014 and December 31, 2013, the Company had no investment income due and accrued with 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.

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

F. Cash Flow Hedges – not applicable.

## 9. Income Taxes

No change from the 2013 Annual Statement except as follows:

The Health Insurance Industry Fee will cause Income Tax Incurred and change to deferred income tax to differ by approximately 11% from the amount obtained by applying the federal statutory rate of 35% to income before taxes.

## 10. Information Concerning Parent, Subsidiaries and Affiliates

A. B. and C.

## NOTES TO FINANCIAL STATEMENTS

As of June 30, 2014, the Company paid \$57,400,000 in ordinary dividends to NewQuest, LLC (the Parent). No capital contributions have been received in 2014. In 2013, the Company paid \$118,000,000 in ordinary dividends to NewQuest, LLC (the Parent).

The Company has an outstanding liability for borrowed money in the amount of \$18,500,000, due to Cigna Holdings, Inc. Interest expense is based on the short term borrowing rate and the principal amount payable upon demand. At June 30, 2014, interest in the amount of \$775 was due and accrued.

D. At June 30, 2014 and December 31, 2013, the Company reported \$42,781,539 and \$35,898,673, respectively, as the net amounts due to the parent, subsidiaries and affiliates, respectively. These amounts are settled periodically, usually monthly.

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

D. Management Services Agreement

No changes from 2013 Annual Statement.

E. 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.

F. Upstream Intermediate Entity – not applicable.

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

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

I. Investments in Foreign Insurance Subsidiaries – not applicable.

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

11. Debt

A. Debt and Capital Notes

See Note 10 regarding funds borrowed from affiliated company, Cigna Holdings, Inc.

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.

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.

## NOTES TO FINANCIAL STATEMENTS

4. As of June 30, 2014, the Company paid \$57,400,000 in ordinary dividends to NewQuest, LLC (the Parent). No capital contributions have been received in 2014. In 2013, the Company paid \$118,000,000 in ordinary dividends to NewQuest, LLC (the 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 – The change in special surplus funds is the recognition of the 2015 Health Insurance Industry Fee of \$19,326,263
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 2013 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.
  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.

**NOTES TO FINANCIAL STATEMENTS**

## 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 June 30, 2014 and December 31, 2013, 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 SAP. The hierarchy gives the highest ranking to fair values determine 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.

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 June 30, 2014 and December 31, 2013.

June 30, 2014

(in thousands)	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	Carrying			
				Level 1	Level 2	Level 3	Total
Description for Each Class of Asset							
Bonds	\$ 13,113	\$ 322,800	\$ 13,212	\$ 349,125	\$ 344,453		

December 31, 2013

(in thousands)	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs	Carrying			
				Level 1	Level 2	Level 3	Total
Description for Each Class of Asset							
Bonds	\$ 14,123	\$ 298,476	\$ 16,172	\$ 328,771	\$ 329,896		

## NOTES TO FINANCIAL STATEMENTS

The Company did not have any financial instruments with a fair value hierarchy of Level 3 carried at fair value in the financial statements at June 30, 2014 and December 31, 2013.

### 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 and Unusual Items – none.

D. Business Interruption Insurance Recoveries – none.

E. State Transferable Tax Credits – none.

F. 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.

G. Retained Assets – none.

H. Offsetting and Netting of Assets and Liabilities – none.

J. Risk Sharing Provisions of the Affordable Care Act – the Company does not write business subject to the Risk Sharing Provisions of the Affordable Care Act.

### 22. Events Subsequent

Subsequent events have been considered between the balance sheet date and August 14, 2014 for the statutory statement filed on August 14, 2014.

### 23. Reinsurance

A. Ceded Reinsurance Report – no change from the 2013 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

On January 1, 2014, the Company became subject to the minimum loss ratio rebate provisions of the Patient Protection and Affordable Care Act (PPACA). PPACA will require payment of premium rebates to customers covered under the Company's comprehensive medical insurance if certain annual minimum

**NOTES TO FINANCIAL STATEMENTS**

medical loss ratios are not met. At the close of each quarter, the Company will record its rebate accrual based on year-to-date estimated medical loss ratios calculated as prescribed by the interim final rule issued by the Department of Health & Human Services using year-to-date premium and claim information by state and market segment. Since this accrual reflects the amount of rebate that would be payable based on year-to-date estimated medical loss ratios, the amount of rebate will fluctuate as actual claim experience develops each calendar quarter.

As of June 30, 2014, the Company accrued \$573,358.

## 25. Change in Incurred Losses and Loss Adjustment Expenses

The liability for claims unpaid as of December 31, 2013 was \$166,500,971. During 2014, \$143,686,545 has been paid on these liabilities. Reserves remaining for prior years are now \$13,393,374, as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a favorable prior year development of \$9,421,052 since December 31, 2013. 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
12/31/2013 Balance	\$ 166,500,971	\$ 10,199,110	\$ (80,556,314)	\$ 96,143,766
Paid/(Received)	143,686,545	3,215,199	(80,556,314)	66,345,430
Favorable/(Unfav) Development	9,421,052	1,695,378	-	11,116,430
06/30/2014 Balance for 2013 & Prior	\$ 13,393,374	\$ 5,288,533	\$ -	\$ 18,681,907

## 26. Intercompany Pooling Arrangements

A.-G. – None.

## 27. Structure Settlements

Not applicable.

## 28. Health Care Receivables

## 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 June 30, 2014 and December 31, 2013 exclude no amounts 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
06/30/14	\$ 86,784,435	\$ 57,102,767	\$ -	\$ -	\$ -
03/31/14	60,559,492	59,469,625	29,787,957	-	-
12/31/13	71,683,778	72,486,272	72,232,940	253,332	-
09/30/13	69,602,110	69,873,459	69,171,947	621,451	80,061
06/30/13	60,112,299	60,045,583	60,179,215	(150,047)	16,416
03/31/13	55,879,371	55,723,485	55,665,856	202,774	(145,146)
12/31/12	71,748,098	68,733,576	67,982,180	259,915	491,480
09/30/12	66,776,920	66,663,880	63,878,473	2,379,997	405,411
06/30/12	106,251,075	65,244,166	65,191,121	(154,307)	207,352
03/31/12	103,755,829	65,564,762	44,176,978	21,494,479	(106,695)
12/31/11	101,981,999	94,131,052	58,138,263	13,848,093	22,144,696
09/30/11	107,881,075	75,378,576	71,784,003	3,577,174	17,399
06/30/11	114,660,064	68,582,089	60,753,383	7,808,741	19,965

## NOTES TO FINANCIAL STATEMENTS

B. Risk Sharing Receivables

None.

C. Other Healthcare Receivables

Other Healthcare Receivables included \$3,283,478 related to the Texas Medicare Advantage Dual Eligible Special Need Plan, \$181,075 related to plan to plan pharmacy settlements, and \$11,108,994 related to claims recoveries.

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. At June 30, 2014 and December 31, 2013, the Company had liabilities of \$18,369,252 and \$9,207,609, respectively, related to premium deficiency reserves on its Medicaid business. The Company did not consider anticipated investment income when calculating its premium deficiency reserves.

31. Anticipated Salvage and Subrogation

None.

## GENERAL INTERROGATORIES

### PART 1 - COMMON INTERROGATORIES

#### GENERAL

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [ X ] N/A [ ]  
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2010
- 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<br>Prior Year-End<br>Book/Adjusted<br>Carrying Value | 2<br>Current Quarter<br>Book/Adjusted<br>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 [ X ] 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 .....

- 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 [ X ] No [ ]

- 17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Bank of New York Mellon .....	Not applicable .....	.01/10/2014 .....	Account closed. No assets under agreement. ....
Regions Bank .....	Not applicable .....	.04/01/2014 .....	Account closed. No assets under agreement. ....

- 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 [ X ] No [ ]

- 18.2 If no, list exceptions:

## GENERAL INTERROGATORIES

### PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent .....89.3 %
  - 1.2 A&H cost containment percent .....3.5 %
  - 1.3 A&H expense percent excluding cost containment expenses .....12.6 %
- 2.1 Do you act as a custodian for health savings accounts? ..... Yes [ ] No [ X ]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date .....\$.....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 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
<b>NONE</b>								

**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	10,407,029	.0	.0	.0	.0	.0	10,407,029	.0
2. Alaska AK	L	1,918,719	.0	.0	.0	.0	.0	1,918,719	.0
3. Arizona AZ	L	4,297,783	.0	.0	.0	.0	.0	4,297,783	.0
4. Arkansas AR	L	2,901,443	7,935,779	.0	.0	.0	.0	10,837,222	.0
5. California CA	L	7,870,497	.0	.0	.0	.0	.0	7,870,497	.0
6. Colorado CO	L	724,191	.0	.0	.0	.0	.0	724,191	.0
7. Connecticut CT	L	753,869	.0	.0	.0	.0	.0	753,869	.0
8. Delaware DE	L	1,194,573	.0	.0	.0	.0	.0	1,194,573	.0
9. District of Columbia DC	L	1,644,897	.0	.0	.0	.0	.0	1,644,897	.0
10. Florida FL	L	804,864	.0	.0	.0	.0	.0	804,864	.0
11. Georgia GA	L	1,309,498	11,928,784	.0	.0	.0	.0	13,238,282	.0
12. Hawaii HI	L	1,524,829	.0	.0	.0	.0	.0	1,524,829	.0
13. Idaho ID	L	2,732,832	.0	.0	.0	.0	.0	2,732,832	.0
14. Illinois IL	L	38,100,177	.0	.0	.0	.0	.0	38,100,177	.0
15. Indiana IN	L	1,602,028	.0	.0	.0	.0	.0	1,602,028	.0
16. Iowa IA	L	535,938	.0	.0	.0	.0	.0	535,938	.0
17. Kansas KS	L	835,542	.0	.0	.0	.0	.0	835,542	.0
18. Kentucky KY	L	1,232,155	.0	.0	.0	.0	.0	1,232,155	.0
19. Louisiana LA	L	9,711,071	.0	.0	.0	.0	.0	9,711,071	.0
20. Maine ME	L	267,492	.0	.0	.0	.0	.0	267,492	.0
21. Maryland MD	L	6,720,095	.0	.0	.0	.0	.0	6,720,095	.0
22. Massachusetts MA	L	1,642,159	.0	.0	.0	.0	.0	1,642,159	.0
23. Michigan MI	L	3,761,553	.0	.0	.0	.0	.0	3,761,553	.0
24. Minnesota MN	L	722,469	.0	.0	.0	.0	.0	722,469	.0
25. Mississippi MS	L	8,583,931	.0	.0	.0	.0	.0	8,583,931	.0
26. Missouri MO	L	1,222,747	.0	.0	.0	.0	.0	1,222,747	.0
27. Montana MT	L	232,423	.0	.0	.0	.0	.0	232,423	.0
28. Nebraska NE	L	280,640	.0	.0	.0	.0	.0	280,640	.0
29. Nevada NV	L	950,549	.0	.0	.0	.0	.0	950,549	.0
30. New Hampshire NH	L	214,190	.0	.0	.0	.0	.0	214,190	.0
31. New Jersey NJ	L	805,953	.0	.0	.0	.0	.0	805,953	.0
32. New Mexico NM	L	151,584	.0	.0	.0	.0	.0	151,584	.0
33. New York NY	L	33,796,692	.0	.0	.0	.0	.0	33,796,692	.0
34. North Carolina NC	L	916,441	.0	.0	.0	.0	.0	916,441	.0
35. North Dakota ND	L	150,061	.0	.0	.0	.0	.0	150,061	.0
36. Ohio OH	L	1,479,743	.0	.0	.0	.0	.0	1,479,743	.0
37. Oklahoma OK	L	1,598,253	4,507,612	.0	.0	.0	.0	6,105,865	.0
38. Oregon OR	L	5,265,528	.0	.0	.0	.0	.0	5,265,528	.0
39. Pennsylvania PA	L	8,476,920	.0	.0	.0	.0	.0	8,476,920	.0
40. Rhode Island RI	L	219,179	.0	.0	.0	.0	.0	219,179	.0
41. South Carolina SC	L	1,321,098	.0	.0	.0	.0	.0	1,321,098	.0
42. South Dakota SD	L	154,757	.0	.0	.0	.0	.0	154,757	.0
43. Tennessee TN	L	14,269,025	.0	.0	.0	.0	.0	14,269,025	.0
44. Texas TX	L	41,256,573	665,377,266	168,805,372	.0	.0	.0	875,439,211	.0
45. Utah UT	L	2,294,883	.0	.0	.0	.0	.0	2,294,883	.0
46. Vermont VT	L	194,031	.0	.0	.0	.0	.0	194,031	.0
47. Virginia VA	L	1,441,542	.0	.0	.0	.0	.0	1,441,542	.0
48. Washington WA	L	11,751,736	.0	.0	.0	.0	.0	11,751,736	.0
49. West Virginia WV	L	2,399,903	(9,454)	.0	.0	.0	.0	2,390,449	.0
50. Wisconsin WI	L	1,249,765	.0	.0	.0	.0	.0	1,249,765	.0
51. Wyoming WY	L	83,330	.0	.0	.0	.0	.0	83,330	.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	243,977,181	689,739,987	168,805,372	.0	.0	.0	1,102,522,540	.0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	.0	.0	.0	.0	.0	.0	.0	.0
61. Totals (Direct Business)	(a) 51	243,977,181	689,739,987	168,805,372	.0	.0	.0	1,102,522,540	.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 June 30, 2014:

#### Cigna CORPORATION

(A Delaware corporation and ultimate parent company)

<p><u>Cigna Holdings, Inc.</u></p>	<p><u>Cigna Intellectual Property, Inc.</u></p> <p><u>Cigna Investment Group, Inc.</u></p> <p><u>Cigna International Finance Inc.</u></p> <p><u>Former Cigna Investments, Inc.</u></p> <p><u>Cottage Grove Real Estate, Inc.</u></p> <p><u>Cigna Investments, Inc.</u></p> <p><u>Cigna Mezzanine Partners III, Inc.</u></p> <p><u>Cigna Mezzanine Partners III, LP</u></p> <p><u>Cigna Benefits Financing, Inc.</u> (EI # 010947889, DE)</p> <p><u>Connecticut General Corporation</u></p> <p><u>Benefit Management Corp.</u> (EI # 81-0585518)</p> <p><u>*Allegiance Life &amp; Health Insurance Company</u> (EI # 20-4433475, NAIC # 12814, MT)</p> <p><u>*Allegiance Re, Inc.</u> (EI # 20-3851464, MT)</p> <p><u>Allegiance Benefit Plan Management, Inc.</u></p> <p><u>Allegiance COBRA Services, Inc.</u></p> <p><u>Allegiance Provider Direct, LLC</u></p> <p><u>Community Health Network, LLC</u></p> <p><u>Intermountain Underwriters, Inc.</u></p> <p><u>Star Point, LLC</u></p> <p><u>HealthSpring, Inc.</u></p> <p><u>NewQuest, LLC</u></p> <p><u>Bravo Health, LLC</u></p> <p><u>*Bravo Health Mid-Atlantic, Inc.</u> (EI # 52-2259087, NAIC # 10095, MD)</p> <p><u>*Bravo Health Pennsylvania, Inc.</u> (EI # 52-2363406, NAIC # 11254, PA)</p> <p><u>*HealthSpring Life &amp; Health Insurance Company</u> (EI # 20-8534298, NAIC # 12902, TX)</p> <p><u>*HealthSpring of Alabama, Inc.</u> (EI # 63-0925225, NAIC # 95781, AL)</p> <p><u>*HealthSpring of Florida, Inc.</u> (EI # 65-1129599, NAIC # 11532, FL)</p> <p><u>NewQuest Management of Illinois, LLC</u></p> <p><u>NewQuest Management of Florida, LLC</u></p> <p><u>HealthSpring Management of America, LLC</u></p> <p><u>NewQuest Management of West Virginia, LLC</u></p> <p><u>TexQuest, LLC</u></p> <p><u>HouQuest, LLC</u></p> <p><u>GulfQuest, LP</u></p> <p><u>NewQuest Management of Alabama, LLC</u></p> <p><u>HealthSpring USA, LLC</u></p> <p><u>HealthSpring Management, Inc.</u></p> <p><u>HealthSpring of Tennessee, Inc.</u> (EI # 62-1593150, NAIC # 11522, MD)</p> <p><u>Tennessee Quest, LLC</u></p> <p><u>HealthSpring Pharmacy Services, LLC</u></p> <p><u>HealthSpring Pharmacy of Tennessee, LLC</u></p> <p><u>Home Physicians Management, LLC</u></p> <p><u>*Cigna Arbor Life Insurance Company</u> (EI # 03-0452349, NAIC # 13733, CT)</p> <p><u>Cigna Behavioral Health, Inc.</u></p>
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## SCHEDULE Y

### PART 1 – ORGANIZATIONAL CHART

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)

Cigna HealthCare of Utah, Inc.  
(EI# 62-1230908, NAIC # 95518, UT)

Cigna HealthCare of Georgia, Inc.  
(EI# 58-1641057, NAIC # 96229, GA)

## SCHEDULE Y

### PART 1 – ORGANIZATIONAL CHART

	<u>Cigna HealthCare of Texas, Inc.</u> (EI# 74-2767437, NAIC # 95383, TX)
	<u>Cigna HealthCare of Indiana, Inc.</u> (EI# 35-1679172, NAIC # 95525, IN)
	<u>Cigna HealthCare of New York, Inc.</u> (EI# 11-2758941, NAIC # 95488, NY)
	<u>Cigna HealthCare of Tennessee, Inc.</u> (EI# 62-1218053, NAIC # 95606, TN)
	<u>Cigna HealthCare of North Carolina, Inc.</u> (EI# 56-1479515, NAIC# 95132, NC)
	<u>Cigna HealthCare of South Carolina, Inc.</u> (EI# 06-1185590, NAIC # 95708, SC)
	<u>*Temple Insurance Company Limited</u>
	<u>Arizona Health Plan, Inc.</u>
	<u>Healthsource Properties, Inc.</u>
	<u>Managed Care Consultants, Inc.</u>
	<u>Choicelinx Corporation</u>
	<u>Sagamore Health Network, Inc.</u>
	<u>Cigna Healthcare Holdings, Inc.</u> (EI# 84-0985843)
	<u>Great-West Healthcare of Illinois, Inc.</u> (EI# 93-1174749, NAIC 95388, IL)
	<u>Cigna Healthcare, Inc.</u>
	<u>*Cigna Life Insurance Company of Canada</u> (AA-1560515)
	<u>*Cigna Life Insurance Company of New York</u> (EI# 13-2556568, NAIC # 64548, NY)
	<u>*Connecticut General Life Insurance Company</u> (EI# 06-0303370, NAIC # 62308, CT)
	<u>CG Gillette Ridge, LLC</u>
	<u>Gillette Ridge Apartments LLC</u>
	<u>CG Merrick, LLC</u>
	<u>Merrick Park LLC</u>
	<u>Merrick Park Parking 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 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-LINA Bayport I 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>

## SCHEDULE Y

### PART 1 – ORGANIZATIONAL CHART

<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>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>Civic Holding LLC</u>
<u>Dulles Town Center Mall, LLC</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>SB-SNH LLC</u>
<u>680 Investors LLC</u>
<u>685 New Hampshire LLC</u>
<u>CGGL 18301 LLC</u>
<u>Unico/CG Commonwealth LLC</u>
<u>Commonwealth Acquisition LLC</u>
<u>Unico-CG Lovejoy LLC</u>
<u>222 Main Street Caring GP LLC</u>
<u>222 Main Street Investors LP</u>
<u>CORAC LLC</u>
<u>Bridgepoint Office Park Associates, LLC</u> (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 &amp; Health Insurance Company</u> (EI # 23-1335885, NAIC # 67903, OH)

## SCHEDULE Y

### PART 1 – ORGANIZATIONAL CHART

				<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 &amp; CMC Life Insurance Company Limited</u> (remaining interest owned by an unaffiliated party)
				<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 &amp; 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>
				<u>CGO Participatos LTDA</u>
				<u>YCFM Servicios LTDA</u>
				<u>*Cigna Global Reinsurance Company, Ltd.</u>
				<u>Cigna Holdings Overseas, Inc.</u>
				<u>Cigna Alder Holdings, LLC</u>
				<u>Cigna Bellevue Alpha LLC</u>
				<u>Cigna Hayat Sigorta, A.S.</u>
				<u>Cigna Linden Holdings, Inc.</u>
				<u>Cigna Laurel Holdings, Ltd.</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 Magnolia Holdings, Ltd.</u>
				<u>Cigna Myrtle Holdings, Ltd</u>
				<u>Cigna Elmwood Holdings, SPRL</u>
				<u>Cigna Beechwood Holdings</u>
				<u>*Cigna Life Insurance Company of Europe S.A.-N.V.</u>



STATEMENT AS OF JUNE 30, 2014 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	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1072796	1591167	0000701221		Cigna Holdings, Inc.	DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0402128	1591167	0000701221		Cigna Intellectual Property, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1095823	1591167	0000701221		Cigna Investment Group, Inc.	DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		52-0291385	1591167	0000701221		Cigna International Finance, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-1914061	1591167	0000701221		Former Cigna Investments, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-0861092	1591167	0000701221		Cigna Investments, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1336442	1591167	0000701221		Cigna Mezzanine Partners III, L.P.	DE	NIA	Cigna Mezzanine Partners III, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1207641	1591167	0000701221		Cottage Grove Real Estate, Inc.	DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1336442	1591167	0000701221		Cigna Mezzanine Partners III, Inc.	DE	NIA	Cigna Investments, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		01-0947889	1591167	0000701221		Cigna Benefits Financing, Inc.	DE	NIA	Cigna Investments, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-0840391	1591167	0000701221		Connecticut General Corporation	CT	UIP	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		81-0585518	1591167	0000701221		Benefit Management Corp.	MT	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	12814	20-4433475	1591167	0000701221		Allegiance Life & Health Insurance Company	MT	IA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-3851464	1591167	0000701221		Allegiance Re, Inc.	MT	IA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		81-0400550	1591167	0000701221		Allegiance Benefit Plan Management, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		71-0916514	1591167	0000701221		Allegiance COBRA Services, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Allegiance Provider Direct, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Community Health Network, LLC	MT	NIA	Benefit Management Corp.	Ownership	50.000	Cigna Corporation	
0901	Cigna Group		81-0425785	1591167	0000701221		Intermountain Underwriters, Inc.	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Star Point, LLC	MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-1821898	1591167	0000701221		HealthSpring, Inc.	DE	UIP	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		76-0628370	1591167	0000701221		NewQuest, LLC	TX	UDP	HealthSpring, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		52-1929677	1591167	0000701221		Bravo Health, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	10095	52-2259087	1591167	0000701221		Bravo Health Mid-Atlantic, Inc.	MD	IA	Bravo Health, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11254	52-2363406	1591167	0000701221		Bravo Health Pennsylvania, Inc.	PA	IA	Bravo Health, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	12902	20-8534298	1591167	0000701221		HealthSpring Life & Health Insurance Company, Inc.	TX	RE	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95781	63-0925225	1591167	0000701221		HealthSpring of Alabama, Inc.	AL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11532	65-1129599	1591167	0000701221		HealthSpring of Florida, Inc.	FL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		77-0632665	1591167	0000701221		NewQuest Management of Illinois, LLC	IL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-4954206	1591167	0000701221		NewQuest Management of Florida, LLC	FL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-8647386	1591167	0000701221		HealthSpring Management of America, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		45-0633893	1591167	0000701221		NewQuest Management of West Virginia, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		75-3108527	1591167	0000701221		TexQuest, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		75-3108521	1591167	0000701221		HouQuest, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		76-0657035	1591167	0000701221		GulfQuest, LP	TX	NIA	HouQuest, LLC	Ownership	99.000	Cigna Corporation	
0901	Cigna Group		33-1033586	1591167	0000701221		NewQuest Management of Alabama, LLC	AL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		72-1559530	1591167	0000701221		HealthSpring USA, LLC	TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		62-1540621	1591167	0000701221		HealthSpring Management, Inc.	TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11522	62-1593150	1591167	0000701221		HealthSpring of Tennessee, Inc.	TN	IA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-5524622	1591167	0000701221		Tennessee Quest, LLC	TN	NIA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-2353476	1591167	0000701221		HealthSpring Pharmacy Services, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-2353772	1591167	0000701221		HealthSpring Pharmacy of Tennessee, LLC	DE	NIA	HealthSpring Pharmacy Services, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	13733	03-0452349	1591167	0000701221		Cigna Arbor Life Insurance Company	CT	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		41-1648670	1591167	0000701221		Cigna Behavioral Health, Inc.	MN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		94-3107309	1591167	0000701221		Cigna Behavioral Health of California, Inc.	CA	IA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		75-2751090	1591167	0000701221		Cigna Behavioral Health of Texas, Inc.	TX	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	

STATEMENT AS OF JUNE 30, 2014 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		06-1346406	1591167	0000701221		MCC Independent Practice Association of New York, Inc.	..NY..	..NIA..	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		59-2308055	1591167	0000701221		Cigna Dental Health, Inc.	..FL..	..NIA..	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		59-2600475	1591167	0000701221		Cigna Dental Health Of California, Inc.	..CA..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11175	59-2675861	1591167	0000701221		Cigna Dental Health Of Colorado, Inc.	..CO..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95380	59-2676987	1591167	0000701221		Cigna Dental Health Of Delaware, Inc.	..DE..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52021	59-1611217	1591167	0000701221		Cigna Dental Health Of Florida, Inc.	..FL..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1351097	1591167	0000701221		Cigna Dental Health Of Illinois, Inc.	..IL..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52024	59-2625350	1591167	0000701221		Cigna Dental Health Of Kansas, Inc.	..KS..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52108	59-2619589	1591167	0000701221		Cigna Dental Health Of Kentucky, Inc.	..KY..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11160	06-1582068	1591167	0000701221		Cigna Dental Health Of Missouri, Inc.	..MO..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11167	59-2308062	1591167	0000701221		Cigna Dental Health Of New Jersey, Inc.	..NJ..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95179	56-1803464	1591167	0000701221		Cigna Dental Health Of North Carolina, Inc.	..NC..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47805	59-2579774	1591167	0000701221		Cigna Dental Health Of Ohio, Inc.	..OH..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47041	52-1220578	1591167	0000701221		Cigna Dental Health Of Pennsylvania, Inc.	..PA..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95037	59-2676977	1591167	0000701221		Cigna Dental Health Of Texas, Inc.	..TX..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52617	52-2188914	1591167	0000701221		Cigna Dental Health Of Virginia, Inc.	..VA..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47013	86-0807222	1591167	0000701221		Cigna Dental Health Plan Of Arizona, Inc.	..AZ..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	48119	59-2740468	1591167	0000701221		Cigna Dental Health Of Maryland, Inc.	..MD..	..IA..	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		62-1312478	1591167	0000701221		Cigna Health Corporation	..DE..	..NIA..	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0387748	1591167	0000701221		Healthsource, Inc.	..NH..	..NIA..	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95125	86-0334392	1591167	0000701221		Cigna HealthCare of Arizona, Inc.	..AZ..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		95-3310115	1591167	0000701221		Cigna HealthCare of California, Inc.	..CA..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95604	84-1004500	1591167	0000701221		Cigna HealthCare of Colorado, Inc.	..CO..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95660	06-1141174	1591167	0000701221		Cigna HealthCare of Connecticut, Inc.	..CT..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95136	59-2089259	1591167	0000701221		Cigna HealthCare of Florida, Inc.	..FL..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95602	36-3385638	1591167	0000701221		Cigna HealthCare of Illinois, Inc.	..IL..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95477	01-0418220	1591167	0000701221		Cigna HealthCare of Maine, Inc.	..ME..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95220	02-0402111	1591167	0000701221		Cigna HealthCare of Massachusetts, Inc.	..MA..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95599	52-1404350	1591167	0000701221		Cigna HealthCare Mid-Atlantic, Inc.	..MD..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95493	02-0387749	1591167	0000701221		Cigna HealthCare of New Hampshire, Inc.	..NH..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95500	22-2720890	1591167	0000701221		Cigna HealthCare of New Jersey, Inc.	..NJ..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95121	23-2301807	1591167	0000701221		Cigna HealthCare of Pennsylvania, Inc.	..PA..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95635	36-3359925	1591167	0000701221		Cigna HealthCare of St. Louis, Inc.	..MO..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95518	62-1230908	1591167	0000701221		Cigna HealthCare of Utah, Inc.	..UT..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	96229	58-1641057	1591167	0000701221		Cigna HealthCare of Georgia, Inc.	..GA..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95383	74-2767437	1591167	0000701221		Cigna HealthCare of Texas, Inc.	..TX..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95525	35-1679172	1591167	0000701221		Cigna HealthCare of Indiana, Inc.	..IN..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95488	11-2758941	1591167	0000701221		Cigna HealthCare of New York, Inc.	..NY..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95606	62-1218053	1591167	0000701221		Cigna HealthCare of Tennessee, Inc.	..TN..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95132	56-1479515	1591167	0000701221		Cigna HealthCare of North Carolina, Inc.	..NC..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95708	06-1185590	1591167	0000701221		Cigna HealthCare of South Carolina, Inc.	..SC..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Temple Insurance Company Limited	..BMU..	..IA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		86-3581583	1591167	0000701221		Arizona Health Plan, Inc.	..AZ..	..NIA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0467679	1591167	0000701221		Healthsource Properties, Inc.	..NH..	..NIA..	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Managed Care Consultants, Inc.	..NV..	..NIA..	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0515554	1591167	0000701221		Choicelinx Corporation	..DE..	..NIA..	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		35-1641636	1591167	0000701221		Sagamore Health Network, Inc.	..IN..	..NIA..	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		84-0985843	1591167	0000701221		Cigna Healthcare Holdings, Inc.	..CO..	..NIA..	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95388	93-1174749	1591167	0000701221		Great-West Healthcare of Illinois, Inc.	..IL..	..IA..	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	

STATEMENT AS OF JUNE 30, 2014 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		02-0495422	1591167	0000701221		Cigna Healthcare, Inc.	VT	NIA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		AA-1560515	1591167	0000701221		Cigna Life Insurance Company of Canada	CAN	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	64548	13-2556568	3281743	0000701221		Cigna Life Insurance Company of New York	NY	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	62308	06-0303370	1591167	0000701221		Connecticut General Life Insurance Company	CT	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-0303370	1591167	0000701221		CG Gillette Ridge, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		74-3091940	1591167	0000701221		Gillette Ridge Apartments, LLC	MD	NIA	CG Gillette Ridge LLC	Ownership	65.000	Cigna Corporation	
.0901	Cigna Group		06-0303370	1591167	0000701221		CG Merrick, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		52-2345309	1591167	0000701221		Merrick Park, LLC	DE	NIA	CG Merrick LLC	Ownership	30.000	General Growth Properties, Inc. (non-affiliate)	
.0901	Cigna Group		52-2225244	1591167	0000701221		Merrick Park Parking, LLC	MD	NIA	CG Merrick LLC	Ownership	30.000	General Growth Properties, Inc. (non-affiliate)	
.0901	Cigna Group		00-0000000	1591167	0000701221		Civic Holding, LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	
.0901	Cigna Group		45-3481107	1591167	0000701221		CG Mystic Center LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Station Landing Holding, LLC	DE	NIA	CG Mystic Center LLC	Ownership	85.000	Cigna Corporation	
.0901	Cigna Group		45-3481241	1591167	0000701221		CG Mystic Land LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		ND/CG HOLDING, LLC	MA	NIA	CG Mystic Land LLC	Ownership	50.000	Cigna Corporation and ND Mystic Center Holding LLC (non-affiliate)	
.0901	Cigna Group		20-3870049	1591167	0000701221		CG Skyline, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Skyline ND/CG LLC	MA	NIA	CG Skyline LLC	Ownership	85.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		ND Mystic Center Note LLC	DE	NIA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Skyline Mezzanine Borrower LLC	MA	NIA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Skyline at Station Landing LLC	MA	NIA	Skyline Mezzanine Borrower LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		26-0180898	1591167	0000701221		CareAllies, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Carson Bayport I LP	DE	NIA	Connecticut General Life Insurance Company	Ownership	59.400	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		CG Bayport LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Bayport Colony Apartments LLC	FL	NIA	CG Bayport LLC	Ownership	99.900	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		CG-LINA Bayport I LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		UNICO/CG Commonwealth LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Commonwealth Acquisition LLC	DE	NIA	Unico / CG Commonwealth LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		UNICO-CG Lovejoy LLC	OR	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	
.0901	Cigna Group		32-0222252	1591167	0000701221		Cigna Onsite Health, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		CR Longwood Investors L.P.	DE	NIA	Connecticut General Life Insurance Company	Ownership	24.600	Charles River Realty Longwood, LLC (non-affiliate)	
.0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR Longwood LLC	DE	NIA	CR Longwood Investors L.P.	Ownership	95.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		ARE/ND/CR Longwood LLC	DE	NIA	ND / CR Longwood LLC	Ownership	35.000	ARE-MA Region No. 41, LLC (non-affiliate)	

STATEMENT AS OF JUNE 30, 2014 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		Gillette Ridge Community Council, Inc.	CT	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-3700105	1591167	0000701221		Gillette Ridge Golf, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	60.000	Cigna Corporation	
0901	Cigna Group		52-2149519	1591167	0000701221		Hazard Center Investment Company LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Secon Properties, LP	CA	NIA	Connecticut General Life Insurance Company	Ownership	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	Ownership	56.273	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Teal Rock 501 Grant Street, LP	DE	NIA	Connecticut General Life Insurance Company	Ownership	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	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		AEW/FDG, LP	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	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	Ownership	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	Ownership	70.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Union Wharf Apartments LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		AMD Apartments Limited Partnership	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		SP Newport Crossing LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		PUR Arbors Apartments Venture LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		CG Seventh Street LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	87.500	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Ideal Properties II LLC	CA	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		41-2189110	1591167	0000701221		CG-LINA Realty Investors LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		80-0668090	1591167	0000701221		Alessandro Parners, LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	94.700	Cigna Corporation	
0901	Cigna Group		45-2242273	1591167	0000701221		115 Sansome Street Associates, LLC	DE	NIA	CG-LINA Realty Investors, LLC	Ownership	90.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		121 Tasman Apartments LLC	DE	NIA	CG-LINA Realty Investors, LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Alto Apartments LLC	WA	NIA	CG-LINA Realty Investors, LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		20-4786821	1591167	0000701221		CG-LINA Paper Box LLC	DE	NIA	CG-LINA Realty Investors, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		27-5402196	1591167	0000701221		Cigna Affiliates Realty Investment Group, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Dulles Town Center Mall, LLC	VA	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	50.000	Cigna Corporation	
0901	Cigna Group		27-0268530	1591167	0000701221		CORAC, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	50.000	Cigna Corporation	
0901	Cigna Group		27-3923999	1591167	0000701221		Bridgepoint Office Park Associates, LLC	DE	NIA	Corac, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		27-3126102	1591167	0000701221		Fairway Center Associates, LLC	DE	NIA	Corac, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		27-3582688	1591167	0000701221		Henry on the Park Associates, LLC	DE	NIA	Corac, LLC	Ownership	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	Ownership	100.000	Cigna Corporation	

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**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		45-2681649	1591167	0000701221		CarePlexus, LLC	.DE	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		27-3396038	1591167	0000701221		Cigna Corporate Services, LLC	.DE	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		27-1903785	1591167	0000701221		Cigna Insurance Agency, LLC	.CT	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		34-1970892				Ceres Sales of Ohio, LLC	.OH	NIA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	88366	59-2760189				American Retirement Life Insurance Company	.OH	IA	Loyal American Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	61727	34-0970995				Central Reserve Life Insurance Company	.OH	IA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	65722	63-0343428				Loyal American Life Insurance Company	.OH	IA	Cigna Health and Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	67903	23-1335885				Provident American Life & Health Insurance Company	.OH	IA	Central Reserve Life Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	65269	75-2305400				United Benefit Life Insurance Company	.OH	IA	Provident American Life and Health Insurance Company	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		23-1728483	1591167	0000701221		Cigna Health Management, Inc	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-8064696	1591167	0000701221		Kronos Optimal Health Company	.AZ	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	65498	23-1503749	1591167	0000701221		Life Insurance Company of North America	.PA	IA	Connecticut General Corporation	Ownership	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	Ownership	50.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		LINA Life Insurance Company of Korea	.KOR	IA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		58-1136865	1591167	0000701221		Cigna Direct Marketing Company, Inc.	.DE	NIA	Life Insurance Company of North America	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		46-0427127	1591167	0000701221		Tel-Drug, Inc.	.SD	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Vielife Holdings Limited	.GBR	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Vielife Limited	.GBR	NIA	Vielife Holdings Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		98-0463704	1591167	0000701221		Vielife Services, Inc.	.DE	NIA	Vielife Holdings Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Businesshealth UK Limited	.GBR	NIA	Vielife Holdings Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1332403	1591167	0000701221		CG Individual Tax Benefits Payments, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1332405	1591167	0000701221		CG Life Pension Benefits Payments, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		62-1724116	1591167	0000701221		Cigna Federal Benefits, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		23-2741293	1591167	0000701221		Cigna Healthcare Benefits, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		23-2924152	1591167	0000701221		Cigna Integratedcare, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		23-2741294	1591167	0000701221		Cigna Managed Care Benefits Company	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1071502	1591167	0000701221		Cigna RE Corporation	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1522976	1591167	0000701221		Blodgett & Hazard Limited	.GBR	NIA	Cigna Re Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1567902	1591167	0000701221		Cigna Resource Manager, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1252419	1591167	0000701221		Connecticut General Benefit Payments, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1533555	1591167	0000701221		Healthsource Benefits, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		35-2041388	1591167	0000701221		IHN, Inc.	.IN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1252418	1591167	0000701221		LINA Benefit Payments, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		88-0334401	1591167	0000701221		Mediversal, Inc.	.NV	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		88-0344624	1591167	0000701221		Universal Claims Administration	.MT	NIA	Mediversal, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		51-0389196	1591167	0000701221		Cigna Global Holdings, Inc.	.DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		51-0111677	1591167	0000701221		Cigna International Corporation, Inc.	.DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		23-2610178	1591167	0000701221		Cigna International Services, Inc.	.DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		30-3087621	1591167	0000701221		Cigna International Marketing (Thailand) Limited	.THA	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		CGO PARTICIPATOS LTDA.	.BRA	NIA	Cigna Global Holdings, Inc.	Ownership	99.780	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		YCFM Servicios LTDA	.BRA	NIA	Cigna Global Holdings, Inc.	Ownership	59.930	Cigna Corporation	
.0901	Cigna Group		98-0210110	1591167	0000701221		Cigna Global Reinsurance Company, Ltd.	.BMU	IA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		23-3009279	1591167	0000701221		Cigna Holdings Overseas, Inc.	.DE	NIA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Bellevue Alpha LLC	.DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Hayat Sigorta, A.S.	.TUR	IA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	

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**SCHEDULE Y**  
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.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Nederland Alpha Cooperatief U.A.	NLD	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Nederland Beta B.V.	NLD	NIA	Cigna Nederland Alpha Cooperatief U.A.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Nederland Gamma B.V.	NLD	NIA	Cigna Nederland Beta B.V.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		AA-1240009	1591167	0000701221		Cigna Life Insurance Company of Europe S.A.-N.V.	BEL	IA	Cigna Beechwood Holdings	Ownership	99.999	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Europe Insurance Company S.A.-N.V.	BEL	IA	Cigna Beechwood Holdings	Ownership	99.999	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna European Services (UK) Limited	GBR	NIA	Cigna Myrtle Holdings, SPRL	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		CIGNA 2000 UK Pension LTD		NIA	Cigna European Services (UK) Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Health Solution India Pvt. Ltd.	IND	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.999	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna International Services Australia Pty Ltd	AUS	NIA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Apac Holdings Limited	BMU	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Life Insurance New Zealand Limited	NZL	IA	Cigna Chestnut Holdings, Inc. Ltd.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Taiwan Life Assurance Company Limited	TWN	IA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Hong Kong Holdings Company Limited	HKG	NIA	Cigna Chestnut Holdings, Ltd.	Ownership	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	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna HLA Technology Services Limited	HKG	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	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	Ownership	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	Ownership	97.500	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		PT GAR Indonesia	IDN	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.160	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		PT PGU Indonesia	IDN	NIA	PT GAR Indonesia	Ownership	99.990	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		RHP (Thailand) Limited	THA	NIA	Cigna Holdings Overseas, Inc.	Ownership	49.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Brokerage Services (Thailand) Limited	THA	NIA	RHP Thailand Limited	Ownership	75.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Brokerage & Marketing (Thailand) Limited	THA	NIA	RHP Thailand Limited	Ownership	75.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		KDM (Thailand) Limited	THA	NIA	RHP Thailand Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Insurance Public Company Limited	THA	IA	KDM Thailand Limited	Ownership	75.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Global Insurance Company Limited	GGY	IA	Cigna Holdings Overseas, Inc.	Ownership	99.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Vanbreda International BVBA	BEL	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.990	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Vanbreda International Sdn. Bhd.	MYS	NIA	Cigna Hong Kong Holdings Company Ltd.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Vanbreda International, LLC	FL	NIA	Vanbreda International N.V. BVBA	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	90859	23-2088429	1591167	0000701221		Cigna Worldwide Insurance Company	DE	IA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		AA-5360003	1591167	0000701221		PT. Asuransi Cigna	IDN	IA	Cigna Worldwide Insurance Company	Ownership	80.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		FirstAssist Group Holdings Limited	GBR	NIA	Cigna Elmwood Holdings, SPRL	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		FirstAssist Group Limited	GBR	NIA	FirstAssist Group Holdings Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		FirstAssist Administration Limited	GBR	NIA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Brighter Business Limited	GBR	NIA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		FirstAssist Legal Protection Limited	GBR	NIA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000	1591167	0000701221		Cigna Insurance Services (Europe) Limited	GBR	NIA	FirstAssist Group Limited	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000				Market Street Residential Holdings LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	85.000	Cigna Corporation	
.0901	Cigna Group		00-000000				Arborpoint at Market Street LLC	DE	NIA	Market Street Residential Holdings LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-000000				Market Street Retail Holdings LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	60.890	Cigna Corporation	
.0901	Cigna Group		00-000000				Market Street South LLC	DE	NIA	Market Street Retail Holdings LLC	Ownership	100.000	Cigna Corporation	

STATEMENT AS OF JUNE 30, 2014 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				Diamondview Tower CM-CG LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	90.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Mallory Square Partners I, LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Houston Briar Forest Apartments Limited Partnership	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Finans Emeklilik Ve Hayat A.S.	TUR	NIA	Cigna Nederland Gamma, B.V.	Ownership	51.000	Cigna Corporation	
0901	Cigna Group		00-0000000				CignaTTK Health Insurance Company Limited	JND	NIA	Cigna Holdings Overseas, Inc.	Ownership	26.000	TTK (non-affiliate)	
0901	Cigna Group		00-0000000				Newtown Partners II, LP	MD	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	71.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Newtown Square GP LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	50.000	Cigna Corporation and Newtown Square	
0901	Cigna Group		06-1332401				CG LINA Pension Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				AFA Apartments Limited Partnership	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		20-4266628				Home Physicians Management, LLC	DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				LINA Financial Service	KOR	NIA	LINA Life Insurance Company of Korea	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Korea Foundation	KOR	NIA	LINA Life Insurance Company of Korea	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna SAICO Benefits Services W.L.L.	BHR	NIA	Cigna Holdings Overseas, Inc.	Ownership	50.000	Cigna Corporation and SAICO (non affiliate)	
0901	Cigna Group		00-0000000				Cigna Chestnut Holdings, Ltd.	GBR	NIA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Alder Holdings, LLC	DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Linden Holdings, Inc.	DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Laurel Holdings, Ltd.	BMU	NIA	Cigna Linden Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Magnolia Holdings, Ltd.	BMU	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Myrtle Holdings, Ltd.	MLT	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Elmwood Holdings, SPRL	BEL	NIA	Cigna Myrtle Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Poplar Holdings, Inc.	DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				SB-SNH LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000				680 Investors LLC	CA	NIA	SB-SNH LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000				685 New Hampshire LLC	CA	NIA	SB-SNH LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000				CGGL 18301 LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	90.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Notch 8 Residential, L.L.C.	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Agua Mansa Partners, LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				UVL, LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				3601 North Fairfax Drive Associates, LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				222 Main Street CARING GP LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				GRG Acquisitions LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Sequoia Holdings SPRL	BEL	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				222 Main Street Investors LP	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	90.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Walnut Holdings, Ltd.	GBR	NIA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	

**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 .....	.....	.....	.....	Cigna Beechwood Holdings .....	..BEL.....	.....NIA.....	Cigna Elmwood Holdings, SPRL .....	Ownership.....	..100.000 .....	Cigna Corporation .....	.....

Asterisk	Explanation

## SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....	YES
Explanation:	
Bar Code:	

**OVERFLOW PAGE FOR WRITE-INS**

**NONE**

**SCHEDULE A - VERIFICATION**

Real Estate

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

**NONE****SCHEDULE B - VERIFICATION**

Mortgage Loans

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

**NONE****SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

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

**NONE****SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	329,895,723	139,077,212
2. Cost of bonds and stocks acquired .....	61,393,086	226,978,503
3. Accrual of discount .....	42,766	37,077
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	185,659	15,231
6. Deduct consideration for bonds and stocks disposed of .....	43,857,603	31,730,957
7. Deduct amortization of premium .....	3,206,311	4,481,343
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) .....	344,453,320	329,895,723
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11) .....	344,453,320	329,895,723

STATEMENT AS OF JUNE 30, 2014 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 NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. NAIC 1 (a) .....	287,250,202	472,062,267	599,506,652	5,019,763	287,250,202	164,825,580	0	232,033,431
2. NAIC 2 (a) .....	185,394,848	13,136,124	12,911,011	(6,566,250)	185,394,848	179,053,711	0	181,627,820
3. NAIC 3 (a) .....	573,955	0	0	73	573,955	574,028	0	573,865
4. NAIC 4 (a) .....	0	0	0	0	0	0	0	0
5. NAIC 5 (a) .....	0	0	0	0	0	0	0	0
6. NAIC 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	473,219,005	485,198,391	612,417,663	(1,546,414)	473,219,005	344,453,319	0	414,235,116
<b>PREFERRED STOCK</b>								
8. NAIC 1 .....	0	0	0	0	0	0	0	0
9. NAIC 2 .....	0	0	0	0	0	0	0	0
10. NAIC 3 .....	0	0	0	0	0	0	0	0
11. NAIC 4 .....	0	0	0	0	0	0	0	0
12. NAIC 5 .....	0	0	0	0	0	0	0	0
13. NAIC 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	473,219,005	485,198,391	612,417,663	(1,546,414)	473,219,005	344,453,319	0	414,235,116

(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 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	171	xxx	0	386	0

**SCHEDULE DA - VERIFICATION**

## Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	51,343,672	44,464,579
2. Cost of short-term investments acquired .....	142,896,401	730,308,877
3. Accrual of discount .....	9,301	10,048
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	(549)	(10,975)
6. Deduct consideration received on disposals .....	194,248,654	723,425,005
7. Deduct amortization of premium .....	0	3,852
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) .....	171	51,343,672
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	171	51,343,672

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 .....	32,996,219	159,374,177
2. Cost of cash equivalents acquired .....	554,068,133	125,374,042
3. Accrual of discount .....	9,086	2,402
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	1,132	562
6. Deduct consideration received on disposals .....	587,074,570	251,754,964
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) .....	0	32,996,219
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	32,996,219

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 JUNE 30, 2014 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	2	3	4	5	6	7	8	9	10	
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)	
037833-AS-9	APPLE INC 3.450% 05/06/24		.04/29/2014	GOLDMAN SACHS & COMPANY		4,995,800	5,000,000	.0	1FE	
042498-AD-3	ARMY AND AIR FORCE EXCHANGE SENIOR NOTES 4.950% 10/15/24		.05/08/2014	Allison-Williams Company		5,144,049	4,611,512	3,170	1	
06406H-CV-9	BANK OF NEW YORK MELLON 3.400% 05/15/24		.05/02/2014	DEUTSCHE BANK CAPITAL		1,998,980	2,000,000	.0	1FE	
14040H-BF-1	CAPITAL ONE FINANCIAL 3.750% 04/24/24		.04/21/2014	J.P. MORGAN SECURITIES INC.		1,998,180	2,000,000	.0	2FE	
46849L-SH-5	JACKSON NATL LIFE GLOBAL 144A 2.300% 04/16/19		.04/09/2014	DEUTSCHE BANK CAPITAL		1,994,180	2,000,000	.0	1FE	
494550-BS-4	KINDER MORGAN ENER PART 4.150% 02/01/24		.04/25/2014	GOLDMAN SACHS & COMPANY		998,360	1,000,000	10,260	2FE	
59156R-BH-0	METLIFE INC 3.600% 04/10/24		.04/07/2014	BANK OF AMERICA		1,999,840	2,000,000	.0	1FE	
59217G-BF-5	MET LIFE GLOB FUNDING 1 SERIES 144A 2.300% 04/10/19		.04/07/2014	DEUTSCHE BANK CAPITAL		998,690	1,000,000	.0	1FE	
74153W-CD-9	PRICOA GLOBAL FUNDING 1 SERIES 144A 2.200% 05/16/19		.05/13/2014	CITIGROUP GLOBAL MARKETS		1,000,000	1,000,000	.0	1FE	
867914-BG-7	SUNTRUST BANKS INC 2.500% 05/01/19		.04/24/2014	SunTrust		4,495,995	4,500,000	.0	2FE	
887317-AV-7	TIME WARNER INC 3.550% 06/01/24		.05/20/2014	BANK OF AMERICA		499,540	500,000	.0	2FE	
89236T-BJ-3	TOYOTA MOTOR CREDIT CORP SERIES MTN 2.750% 05/17/21	E	.05/13/2014	CITIGROUP GLOBAL MARKETS		4,000,000	4,000,000	.0	1FE	
931142-DP-5	WAL-MART STORES 3.300% 04/22/24		.04/15/2014	J.P. MORGAN SECURITIES INC.		1,992,240	2,000,000	.0	1FE	
955278-AF-3	WEST PENN POWER CO FIRST MORTGAGE BONDS 3.340% 04/11/22		.04/30/2014	StoneCastle Securities, LLC		2,013,840	2,000,000	5,010	1	
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						34,129,694	33,611,512	18,440	XXX	
8399997. Total - Bonds - Part 3							34,129,694	33,611,512	18,440	XXX
8399998. Total - Bonds - Part 5							XXX	XXX	XXX	XXX
8399999. Total - Bonds							34,129,694	33,611,512	18,440	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							34,129,694	XXX	18,440	XXX

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

STATEMENT AS OF JUNE 30, 2014 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 POOL 721228 5.000% 02/15/40		06/01/2014	Paydown		13,844	13,844	14,463	14,445	.0	(602)	.0	(602)	.0	13,844	.0	.0	.0	251	02/15/2040	1
3620A7-SN-6	GN POOL 721525 5.000% 02/15/40		06/01/2014	Paydown		2,341	2,341	2,446	2,443	.0	(102)	.0	(102)	.0	2,341	.0	.0	.0	48	02/15/2040	1
3620AK-FV-3	GN POOL 731980 5.000% 05/15/40		06/01/2014	Paydown		38,424	38,424	40,189	40,133	.0	(1,708)	.0	(1,708)	.0	38,424	.0	.0	.0	931	05/15/2040	1
3620AL-QU-1	GN POOL 733167 5.000% 05/15/40		06/01/2014	Paydown		4,301	4,301	4,472	4,466	.0	(165)	.0	(165)	.0	4,301	.0	.0	.0	90	05/15/2040	1
36295Q-LB-4	GN POOL 677222 5.500% 08/15/38		06/01/2014	Paydown		1,029	1,029	1,067	1,066	.0	(37)	.0	(37)	.0	1,029	.0	.0	.0	23	08/15/2038	1
38374M-X5-3	GNR SERIES 2006-17 CLASS KN 5.750% 04/20/36		06/01/2014	Paydown		9,279	9,279	9,875	9,846	.0	(567)	.0	(567)	.0	9,279	.0	.0	.0	223	04/20/2036	1
38376P-XH-8	GNR SERIES 2009-117 CLASS UA 4.000% 08/16/39		06/01/2014	Paydown		7,290	7,290	7,480	7,424	.0	(134)	.0	(134)	.0	7,290	.0	.0	.0	123	08/16/2039	1
38377G-MX-4	GNR SERIES 2010-75 CLASS NA 4.500% 02/20/35		06/01/2014	Paydown		35,369	35,369	37,281	36,285	.0	(916)	.0	(916)	.0	35,369	.0	.0	.0	674	02/20/2035	1
912828-KV-1	US TREASURY N/B 2.250% 05/31/14		05/31/2014	Maturity		750,000	750,000	768,460	751,959	.0	(1,959)	.0	(1,959)	.0	750,000	.0	.0	.0	8,438	05/31/2014	1
<b>0599999. Subtotal - Bonds - U.S. Governments</b>						<b>861,877</b>	<b>861,877</b>	<b>885,733</b>	<b>868,067</b>	<b>0</b>	<b>(6,190)</b>	<b>0</b>	<b>(6,190)</b>	<b>0</b>	<b>861,877</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>10,801</b>	<b>XXX</b>	<b>XXX</b>
207723-FN-3	CONNECTICUT ST 5.000% 12/01/16		06/04/2014	Call	100.0000	500,000	500,000	546,240	506,139	.0	(6,139)	.0	(6,139)	.0	500,000	.0	.0	.0	12,708	12/01/2016	1FE
677521-GF-7	OHIO STATE P IMPT SERIES P 5.000% 05/01/14		05/01/2014	Maturity		400,000	400,000	451,940	404,992	.0	(4,992)	.0	(4,992)	.0	400,000	.0	.0	.0	10,000	05/01/2014	1FE
97705L-MV-6	WISCONSIN ST SERIES 2007-1 5.000% 05/01/14		05/01/2014	Maturity		250,000	250,000	276,928	252,922	.0	(2,922)	.0	(2,922)	.0	250,000	.0	.0	.0	6,250	05/01/2014	1FE
<b>1799999. Subtotal - Bonds - U.S. States, Territories and Possessions</b>						<b>1,150,000</b>	<b>1,150,000</b>	<b>1,275,108</b>	<b>1,164,053</b>	<b>0</b>	<b>(14,053)</b>	<b>0</b>	<b>(14,053)</b>	<b>0</b>	<b>1,150,000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>28,958</b>	<b>XXX</b>	<b>XXX</b>
13066Y-RJ-0	CALIFORNIA ST DEPT WTR RES PWR SERIES 2010-M 5.000% 05/01/14		05/01/2014	Maturity		750,000	750,000	841,583	758,827	.0	(8,827)	.0	(8,827)	.0	750,000	.0	.0	.0	18,750	05/01/2014	1FE
3128CJ-MV-5	FG POOL G30372 5.000% 09/01/27		06/01/2014	Paydown		5,913	5,913	6,252	6,232	.0	(319)	.0	(319)	.0	5,913	.0	.0	.0	137	09/01/2027	1
3128M5-KII-9	FG POOL G03609 5.500% 10/01/37		06/01/2014	Paydown		22,589	22,589	24,368	24,303	.0	(1,715)	.0	(1,715)	.0	22,589	.0	.0	.0	509	10/01/2037	1
3128M6-KX-5	FG POOL G04510 5.000% 02/01/36		06/01/2014	Paydown		4,353	4,353	4,526	4,519	.0	(166)	.0	(166)	.0	4,353	.0	.0	.0	91	02/01/2036	1
3128M6-M8-8	FG POOL G04583 6.000% 08/01/38		06/01/2014	Paydown		5,146	5,146	5,524	5,507	.0	(361)	.0	(361)	.0	5,146	.0	.0	.0	128	08/01/2038	1
3128MB-K7-1	FG POOL G12818 6.000% 10/01/22		06/01/2014	Paydown		502	502	508	507	.0	(5)	.0	(5)	.0	502	.0	.0	.0	12	10/01/2022	1
3128MB-KM-8	FG POOL G12800 5.000% 12/01/21		06/01/2014	Paydown		1,043	1,043	1,025	1,025	.0	.18	.0	.18	.0	1,043	.0	.0	.0	22	12/01/2021	1
3128MB-ZJ-9	FG POOL G13245 5.500% 08/01/23		06/01/2014	Paydown		9,136	9,136	9,748	9,679	.0	(543)	.0	(543)	.0	9,136	.0	.0	.0	198	08/01/2023	1
3128MJ-RJ-1	FG POOL G08488 3.500% 04/01/42		06/01/2014	Paydown		15,054	15,054	15,388	15,380	.0	(326)	.0	(326)	.0	15,054	.0	.0	.0	219	04/01/2042	1
3128MM-GP-2	FREDDIE MAC POOL G18205 6.000% 09/01/22		06/01/2014	Paydown		360	360	365	364	.0	(4)	.0	(4)	.0	360	.0	.0	.0	9	09/01/2022	1
3128PJ-XG-7	FG POOL J06979 5.500% 02/01/23		06/01/2014	Paydown		2,423	2,423	2,597	2,576	.0	(153)	.0	(153)	.0	2,423	.0	.0	.0	56	02/01/2023	1
3128PP-UF-8	FG POOL J10582 4.500% 09/01/24		06/01/2014	Paydown		8,778	8,778	9,119	9,088	.0	(309)	.0	(309)	.0	8,778	.0	.0	.0	165	09/01/2024	1
3128PP-VB-6	FG POOL J10610 4.500% 08/01/24		06/01/2014	Paydown		698	698	713	711	.0	(13)	.0	(13)	.0	698	.0	.0	.0	13	08/01/2024	1
3128PQ-UJ-1	FG POOL J11303 4.500% 12/01/24		06/01/2014	Paydown		5,396	5,396	5,584	5,584	.0	(188)	.0	(188)	.0	5,396	.0	.0	.0	102	12/01/2024	1
3128PQ-UU-3	FG POOL J11495 4.500% 02/01/25		06/01/2014	Paydown		16,822	16,822	17,484	17,421	.0	(599)	.0	(599)	.0	16,822	.0	.0	.0	291	02/01/2025	1
3128PQ-III-7	FG POOL J11561 4.500% 01/01/25		06/01/2014	Paydown		36,636	36,636	38,239	38,070	.0	(1,434)	.0	(1,434)	.0	36,636	.0	.0	.0	674	01/01/2025	1
3128PR-AM-8	FG POOL J12628 4.500% 07/01/25		06/01/2014	Paydown		20,831	20,831	22,159	22,013	.0	(1,182)	.0	(1,182)	.0	20,831	.0	.0	.0	373	07/01/2025	1
3128PR-RV-3	FG POOL J12300 4.000% 05/01/25		06/01/2014	Paydown		6,711	6,711	6,922	6,905	.0	(194)	.0	(194)	.0	6,711	.0	.0	.0	112	05/01/2025	1
3128PU-C8-3	FG POOL J14595 3.500% 03/01/26		06/01/2014	Paydown		14,305	14,305	14,213	14,218	.0	87	.0	87	.0	14,305	.0	.0	.0	202	03/01/2026	1
31292L-F6-7	FG POOL C03789 4.000% 03/01/42		06/01/2014	Paydown		49,852	49,852	52,453	52,389	.0	(2,537)	.0	(2,537)	.0	49,852	.0	.0	.0	918	03/01/2042	1
312936-3M-7	FG POOL A89804 5.000% 11/01/39		06/01/2014	Paydown		3,005	3,005	3,135	3,131	.0	(126)	.0	(126)	.0	3,005	.0	.0	.0	63	11/01/2039	1
312938-3A-9	FG POOL A90793 5.000% 01/01/40		06/01/2014	Paydown		29,532	29,532	30,815	30,771	.0	(1,239)	.0	(1,239)	.0	29,532	.0	.0	.0	635	01/01/2040	1
312938-YS-7	FG POOL A90689 5.000% 01/01/40		06/01/2014	Paydown		31,587	31,587	32,959	32,913	.0	(1,326)	.0	(1,326)	.0	31,587	.0	.0	.0	694	01/01/2040	1
312939-JN-2	FG POOL A91169 5.500% 02/01/40		06/01/2014	Paydown		8,034	8,034	8,501	8,487	.0	(453)	.0	(453)	.0	8,034	.0	.0	.0	215	02/01/2040	1
31294L-GV-0	FG POOL E02684 4.500% 03/01/25		06/01/2014	Paydown		12,558	12,558	13,052	13,008	.0	(450)	.0	(450)	.0	12,558	.0	.0	.0	233	03/01/2025	1
31323D-BF-8	FG POOL Q00038 4.500% 04/01/41		06/01/2014	Paydown		3,668	3,668	3,719	3,718	.0	(50)	.0	(50)	.0	3,668	.0	.0	.0	70	04/01/2041	1
31326E-FE-5	FG POOL Q01065 4.500% 06/01/41		06/01/2014	Paydown		3,020	3,020	3,062	3,061	.0	(41)	.0	(41)	.0	3,020	.0	.0	.0	57	06/01/2041	1
31326F-KH-9	FG POOL Q02096 4.500% 07/01/41		06/01/2014	Paydown		761	761	789	789	.0	(28)	.0	(28)	.0	761	.0	.0	.0	14	07/01/2041	1
31326K-GP-6	FG POOL Q04778 4.000% 11/01/41		06/01/2014	Paydown		8,437	8,437	8,904	8,894	.0	(457)	.0	(457)	.0	8,437	.0	.0	.0	141	11/01/2041	1
31333H-5D-1	FG POOL C90844 4.500% 08/01/24		06/01/2014	Paydown		6,221	6,221	6,453	6,434	.0	(213)	.0	(213)	.0	6,221	.0	.0	.0	107	08/01/2024	1
31371N-SN-6	FN POOL 257125 5.500% 03/01/28		06/01/2014	Paydown		7,571	7,571	8,165	8,134	.0	(563)	.0	(563)	.0	7,571	.0	.0	.0	178	03/01/2028	1
313741-DM-2	FHR SERIES 3707 CLASS CA 5.000% 07/15/40		06/01/2014	Paydown		2,153	2,153	2,314	2,253	.0	(100)	.0	(100)	.0	2,153	.0	.0	.0	37	07/15/2040	1
313741-HH-6	FHR SERIES 3708 CLASS AB 4.000% 12/15/27		06/01/2014	Paydown		9,884	9,884	10,391	10,028	.0	(144)	.0	(144)	.0	9,884	.0	.0	.0	168	12/15/2027	1
313744-GR-3	FHR SERIES 3778 CLASS JA 3.500% 04/15/40		06/01/2014	Paydown		20,137	20,137	20,845	20,754	.0	(618)	.0	(618)	.0	20,137	.0	.0	.0	297	04/15/2040	1
313748-RX-8	FHR SERIES 3841 CLASS JK 3.000% 10/15/38		06/01/2014	Paydown		10,451	10,451	10,502	10,488	.0	(37)	.0	(37)								

STATEMENT AS OF JUNE 30, 2014 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)
31394P-PQ-0	FSPC SERIES T-59 CLASS 1A1 6.500% 10/25/43		06/01/2014	Paydown		310	310	315	314	.0	(4)	.0	(4)	.0	310	.0	.0	.0	.8	10/25/2043	1
31394R-7F-0	FHR SERIES 2751 CLASS NE 5.000% 06/15/32		06/01/2014	Paydown		12,011	12,011	12,679	12,043	.0	(32)	.0	(32)	.0	12,011	.0	.0	.0	223	06/15/2032	1
31394W-M7-0	FHR SERIES 2777 CLASS PE 5.000% 04/15/33		06/01/2014	Paydown		13,703	13,703	14,394	13,865	.0	(162)	.0	(162)	.0	13,703	.0	.0	.0	272	04/15/2033	1
31395W-NJ-2	FHR SERIES 3002 CLASS YD 4.500% 07/15/25		06/01/2014	Paydown		4,828	4,828	5,047	5,031	.0	(203)	.0	(203)	.0	4,828	.0	.0	.0	.88	07/15/2025	1
31396L-BW-9	FNR SERIES 2006-93 CLASS BA 5.500% 07/25/33		06/01/2014	Paydown		5,758	5,758	6,107	5,847	.0	(89)	.0	(89)	.0	5,758	.0	.0	.0	134	07/25/2033	1
31397B-6R-7	FHR SERIES 3211 CLASS MH 5.000% 09/15/26		06/01/2014	Paydown		13,981	13,981	14,929	14,858	.0	(877)	.0	(877)	.0	13,981	.0	.0	.0	292	09/15/2026	1
31398M-4P-8	FNR SERIES 2010-32 CLASS PL 5.000% 07/25/39		06/01/2014	Paydown		3,940	3,940	4,158	4,031	.0	(91)	.0	(91)	.0	3,940	.0	.0	.0	.87	07/25/2039	1
31398M-ZJ-8	FNR SERIES 2010-23 CLASS AB 2.000% 12/25/18		06/01/2014	Paydown		8,008	8,008	7,980	7,986	.0	22	.0	22	.0	8,008	.0	.0	.0	.67	12/25/2018	1
31398M-ZY-5	FNR SERIES 2010-23 CLASS HA 2.000% 10/25/18		06/01/2014	Paydown		6,872	6,872	6,823	6,835	.0	37	.0	37	.0	6,872	.0	.0	.0	.59	10/25/2018	1
31398R-UL-7	FNR SERIES 2010-54 CLASS PA 4.500% 04/25/39		06/01/2014	Paydown		9,239	9,239	9,739	9,447	.0	(208)	.0	(208)	.0	9,239	.0	.0	.0	184	04/25/2039	1
31398R-LZ-5	FHR SERIES 3636 CLASS EB 2.000% 11/15/18		06/01/2014	Paydown		9,109	9,109	9,112	9,108	.0	1	.0	1	.0	9,109	.0	.0	.0	.75	11/15/2018	1
31402R-RN-1	FN POOL 735893 5.000% 10/01/35		06/01/2014	Paydown		9,693	9,693	10,340	10,317	.0	(624)	.0	(624)	.0	9,693	.0	.0	.0	201	10/01/2035	1
31407J-2D-3	FN POOL 832472 5.500% 09/01/35		06/01/2014	Paydown		8,820	8,820	9,440	9,418	.0	(598)	.0	(598)	.0	8,820	.0	.0	.0	202	09/01/2035	1
31408G-F3-6	FN POOL 850786 5.500% 01/01/21		06/01/2014	Paydown		1,147	1,147	1,143	1,143	.0	.3	.0	.3	.0	1,147	.0	.0	.0	27	01/01/2021	1
31409A-DR-7	FN POOL 865112 5.500% 01/01/21		06/01/2014	Paydown		2,199	2,199	2,193	2,193	.0	.6	.0	.6	.0	2,199	.0	.0	.0	47	01/01/2021	1
31410K-EY-6	FN POOL 889451 6.000% 05/01/38		06/01/2014	Paydown		6,222	6,222	6,683	6,669	.0	(447)	.0	(447)	.0	6,222	.0	.0	.0	158	05/01/2038	1
31410K-XL-3	FN POOL 889983 6.000% 10/01/38		06/01/2014	Paydown		7,364	7,364	7,833	7,812	.0	(448)	.0	(448)	.0	7,364	.0	.0	.0	182	10/01/2038	1
31410K-XY-5	FN POOL 889985 5.500% 09/01/38		06/01/2014	Paydown		7,076	7,076	7,442	7,425	.0	(349)	.0	(349)	.0	7,076	.0	.0	.0	162	09/01/2038	1
31412Q-KD-0	FN POOL 931892 4.500% 09/01/24		06/01/2014	Paydown		3,287	3,287	3,427	3,415	.0	(128)	.0	(128)	.0	3,287	.0	.0	.0	.60	09/01/2024	1
31413K-AH-4	FN POOL 947408 6.000% 10/01/22		06/01/2014	Paydown		2,209	2,209	2,239	2,234	.0	(25)	.0	(25)	.0	2,209	.0	.0	.0	.61	10/01/2022	1
31414A-TF-9	FN POOL 960550 5.500% 01/01/38		06/01/2014	Paydown		5,720	5,720	6,110	6,098	.0	(378)	.0	(378)	.0	5,720	.0	.0	.0	135	01/01/2038	1
31416C-E2-8	FN POOL 995753 4.500% 05/01/24		06/01/2014	Paydown		15,669	15,669	16,556	16,480	.0	(811)	.0	(811)	.0	15,669	.0	.0	.0	300	05/01/2024	1
31416P-M6-1	FN POOL AA5780 4.500% 04/01/39		06/01/2014	Paydown		4,173	4,173	4,331	4,324	.0	(150)	.0	(150)	.0	4,173	.0	.0	.0	.81	04/01/2039	1
31417Y-DV-6	FN POOL MIA0115 4.500% 07/01/29		06/01/2014	Paydown		16,702	16,702	17,616	17,563	.0	(860)	.0	(860)	.0	16,702	.0	.0	.0	314	07/01/2029	1
31417Y-RC-3	FN POOL MIA0482 4.000% 08/01/25		06/01/2014	Paydown		3,725	3,725	3,912	3,897	.0	(172)	.0	(172)	.0	3,725	.0	.0	.0	.63	08/01/2025	1
31418M-ZL-5	FN POOL AD0778 4.500% 01/01/25		06/01/2014	Paydown		21,374	21,374	22,319	22,225	.0	(851)	.0	(851)	.0	21,374	.0	.0	.0	422	01/01/2025	1
31418P-YF-6	FN POOL AD2509 4.500% 04/01/25		06/01/2014	Paydown		30,547	30,547	31,831	31,698	.0	(1,152)	.0	(1,152)	.0	30,547	.0	.0	.0	.573	04/01/2025	1
31418Q-PD-9	FN POOL AD3119 4.500% 04/01/40		06/01/2014	Paydown		11,755	11,755	12,094	12,083	.0	(329)	.0	(329)	.0	11,755	.0	.0	.0	222	04/01/2040	1
31418U-Y5-7	FN POOL AD7031 4.500% 06/01/25		06/01/2014	Paydown		4,038	4,038	4,183	4,173	.0	(135)	.0	(135)	.0	4,038	.0	.0	.0	.76	06/01/2025	1
84711M-ZM-2	NEW MEXICO FIN AUTH REV REVOLVING FD-SE 2004 c 5.250% 06/01/18		06/02/2014	Redemption	100.0000	520,000	520,000	576,436	526,047	.0	(6,047)	.0	(6,047)	.0	520,000	.0	.0	.0	13,650	06/01/2018	1FE
70917R-EG-6	PENNSYLVANIA ST HIGHER EDL FIRST 5.000% 04/01/14		04/01/2014	Maturity		250,000	250,000	279,465	252,212	.0	(2,212)	.0	(2,212)	.0	250,000	.0	.0	.0	6,250	04/01/2014	1FE
837542-BX-6	SOUTH DAKOTA BRD REGTS HSG & A 2009 3.625% 04/01/14		04/01/2014	Maturity		250,000	250,000	264,520	251,034	.0	(1,034)	.0	(1,034)	.0	250,000	.0	.0	.0	4,531	04/01/2014	1FE
3199999	<b>Subtotal - Bonds - U.S. Special Revenues</b>					2,426,145	2,426,145	2,646,882	2,469,340	.0	(43,197)	.0	(43,197)	.0	2,426,145	.0	.0	.0	55,548	XXX	XXX
00206R-AW-2	AT&T INC 2.950% 05/15/16		06/17/2014			779,228	750,000	800,858	779,041	.0	(5,677)	.0	(5,677)	.0	773,364	.0	5,864	5,864	13,214	05/15/2016	1FE
025816-BA-6	AMERICAN EXPRESS CO 7.250% 05/20/14		05/20/2014	Maturity		2,000,000	2,000,000	2,143,438	2,050,085	.0	(50,085)	.0	(50,085)	.0	2,000,000	.0	.0	.0	72,500	05/20/2014	1FE
031162-AJ-9	AMGEN INC 4.850% 11/18/14		06/19/2014	Morgan Stanley		1,272,375	1,250,000	1,372,938	1,275,029	.0	(13,621)	.0	(13,621)	.0	1,261,408	.0	10,967	10,967	36,375	11/18/2014	2FE
042498-AD-3	ARMY AND AIR FORCE EXCHANGE SENIOR NOTES 4.950% 10/15/24		06/15/2014	Redemption	100.0000	28,269	28,269	31,534	.0	.0	(3,265)	.0	(3,265)	.0	28,269	.0	.0	.0	.117	10/15/2024	1
071813-BD-0	BAXTER INTERNATIONAL INC SR NT 1.85%17 1.850% 01/15/17		06/19/2014	J.P. MORGAN SECURITIES INC.		509,485	500,000	499,705	499,821	.0	27	.0	27	.0	499,847	.0	9,638	9,638	8,710	01/15/2017	1FE
07383F-3X-4	BSQMS SERIES 2005-PWR7 CLASS A2 4.945% 02/11/41		04/01/2014	Paydown		70	70	70	70	.0	.0	.0	.0	.0	70	.0	.0	.0	.3	02/11/2041	1FM
097023-AY-1	BOEING CO SR NT 3.5%15 3.500% 02/15/15		06/20/2014	CITIGROUP GLOBAL MARKETS		510,095	500,000	536,065	509,243	.0	(3,962)	.0	(3,962)	.0	505,281	.0	4,814	4,814	15,069	02/15/2015	1FE
17305E-EQ-4	CCCI SERIES 2009-A4 CLASS A4 4.900% 06/23/16		06/23/2014	Call	100.0000	1,500,000	1,500,000	1,669,570	1,529,097	.0	(29,097)	.0	(29,097)	.0	1,500,000	.0	.0	.0	36,750	06/23/2016	1FE
29481#-AC-7	ERGON INC. 5.500% 05/20/18		05/20/2014	Redemption	100.0000	108,750	108,750	119,725	118,415	.0	(9,665)	.0	(9,665)	.0	108,750	.0	.0	.0	2,991	05/20/2018	2FE

E05.1

STATEMENT AS OF JUNE 30, 2014 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)	
316773-CQ-1	FIFTH THIRD BANCORP 2.300% 03/01/19		06/18/2014	Susquehanna International Gro		1,500,960	1,500,000	1,497,885	0	0	102	0	102	0	1,497,987	0	2,973	2,973	10,829	03/01/2019	2FE	
33632*-UE-5	FIRST SECURITY BANK OF UTAH 8.036% 09/28/15		04/10/2014	Various		3,235	3,235	3,588	47,128	0	(43,893)	0	(43,893)	0	3,235	0	0	0	28,745	09/28/2015	1	
35671D-AW-5	FREEMONT-MCMORAN COPPER & GOLD 2.150% 03/01/17		06/20/2014	RBC DAIN RAUSCHER		1,119,800	1,100,000	1,098,680	1,099,146	0	124	0	124	0	1,099,270	0	20,530	20,530	19,314	03/01/2017	2FE	
43813T-AD-5	HAROT SERIES 2011-1 CLASS A4 1.800%		06/15/2014	Paydown		305,326	305,326	305,245	305,313	0	13	0	13	0	305,326	0	0	0	2,589	04/17/2017	1FE	
446438-RG-0	HUNTINGTON NATIONAL BANK 2.200% 04/01/19		06/18/2014	JEFFERIES & COMPANY		1,992,300	2,000,000	1,996,840	0	0	147	0	147	0	1,996,987	0	(4,687)	(4,687)	13,200	04/01/2019	2FE	
582839-AD-8	MEAD JOHNSON NUTRITION NT 3.5%14 3.500%		06/20/2014	Morgan Stanley		505,295	500,000	507,455	500,259	0	(173)	0	(173)	0	500,086	0	5,209	5,209	11,375	11/01/2014	2FE	
585055-AR-7	MEDTRONIC INC SR NT 3%15 3.000% 03/15/15		06/19/2014	WELLS FARGO BANK N A		1,121,450	1,100,000	1,099,901	1,099,945	0	0	0	9	0	1,099,954	0	21,496	21,496	25,575	03/15/2015	1FE	
585055-AU-0	MEDTRONIC INC SR NT 2.625%16 2.625%		06/19/2014	Morgan Stanley		258,690	250,000	254,560	252,158	0	(462)	0	(462)	0	251,696	0	6,994	6,994	5,086	03/15/2016	1FE	
59217G-BF-5	MET LIFE GLOB FUNDING 1 SERIES 144A 2.300% 04/10/19		06/18/2014	CITIGROUP GLOBAL MARKETS		1,005,920	1,000,000	998,690	0	0	34	0	34	0	998,724	0	7,196	7,196	4,664	04/10/2019	1FE	
594918-AG-9	MICROSOFT CORP SR NT 1.625%15 1.625%		06/20/2014	Morgan Stanley		254,020	250,000	251,655	250,595	0	(165)	0	(165)	0	250,430	0	3,590	3,590	3,047	09/25/2015	1FE	
66898H-AC-2	NOVARTIS CAPITAL CORP 2.900% 04/24/15	E	06/19/2014	Morgan Stanley		1,277,425	1,250,000	1,244,025	1,248,352	0	585	0	585	0	1,248,938	0	28,487	28,487	24,167	04/24/2015	1FE	
69331C-AE-8	PG&E CORP SR NT 5.75%14 5.750% 04/01/14		04/01/2014	Maturity		500,000	500,000	552,730	503,390	0	(3,390)	0	(3,390)	0	500,000	0	0	0	14,375	04/01/2014	2FE	
74153H-CD-9	PRICOA GLOBAL FUNDING 1 SERIES 144A 2.200% 05/16/19		06/18/2014	Susquehanna International Gro		998,510	1,000,000	1,000,000	0	0	0	0	0	0	1,000,000	0	(1,490)	(1,490)	2,261	05/16/2019	1FE	
842587-CE-5	SOUTHERN CO/THE SR NT 4.15%14 4.150%		05/15/2014	Maturity		700,000	700,000	738,374	703,516	0	(3,516)	0	(3,516)	0	700,000	0	0	0	14,525	05/15/2014	1FE	
858586-G#-1	STEPAN COMPANY 5.690% 11/01/18		04/26/2014	Various		1	1	1	10,820	0	(10,819)	0	(10,819)	0	1	0	0	0	0	11/01/2018	2FE	
867914-BF-9	SUNTRUST BANKS INC 2.350% 11/01/18		06/18/2014	JEFFERIES & COMPANY		1,007,910	1,000,000	999,150	999,163	0	81	0	81	0	999,244	0	8,666	8,666	15,536	11/01/2018	2FE	
867914-BG-7	SUNTRUST BANKS INC 2.500% 05/01/19		06/18/2014	JEFFERIES & COMPANY		4,531,275	4,500,000	4,495,995	0	0	37	0	37	0	4,496,032	0	35,243	35,243	16,250	05/01/2019	2FE	
883556-AY-8	THERMO FISHER SCIENTIFIC INC SR NT 3.2%16 3.200% 03/01/16		06/19/2014	JEFFERIES & COMPANY		467,708	450,000	453,491	451,597	0	(349)	0	(349)	0	451,248	0	16,460	16,460	11,720	03/01/2016	2FE	
907818-CT-3	UNION PACIFIC CORP NT 5.375%14 5.375%		05/01/2014	Maturity		500,000	500,000	541,695	503,493	0	(3,493)	0	(3,493)	0	500,000	0	0	0	13,438	05/01/2014	1FE	
91159H-GR-5	US BANCORP 4.200% 05/15/14		05/15/2014	Maturity		557,000	557,000	592,486	562,019	0	(5,019)	0	(5,019)	0	557,000	0	0	0	11,697	05/15/2014	1FE	
92966*-AG-4	WABASH VALLEY POWER ASSOC 6.140% 01/31/28		04/30/2014	Maturity		13,929	13,929	17,351	17,192	0	(3,263)	0	(3,263)	0	13,929	0	0	0	428	01/31/2028	1	
931142-CQ-4	WAL-MART STORES 3.200% 05/15/14		05/15/2014	Maturity		250,000	250,000	255,023	250,465	0	(465)	0	(465)	0	250,000	0	0	0	4,000	05/15/2014	1FE	
822582-AQ-5	SHELL INTERNATIONAL FIN 3.100% 06/28/15	F	06/19/2014	Morgan Stanley		668,681	650,000	698,776	672,046	0	(7,073)	0	(7,073)	0	664,972	0	3,709	3,709	9,851	06/28/2015	1FE	
8399999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					26,247,707	26,016,580	26,777,499	16,237,398	0	(196,293)	0	(196,293)	0	26,062,048	0	185,659	185,659	448,401	XXX	XXX	
8399997	Total - Bonds - Part 4					30,685,729	30,454,602	31,585,222	20,738,858	0	(259,733)	0	(259,733)	0	30,500,070	0	185,659	185,659	543,708	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					30,685,729	30,454,602	31,585,222	20,738,858	0	(259,733)	0	(259,733)	0	30,500,070	0	185,659	185,659	543,708	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	
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
9999999	Totals					30,685,729	XXX	31,585,222	20,738,858	0	(259,733)	0	(259,733)	0	30,500,070	0	185,659	185,659	543,708	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 - Pledged By  
**N O N E**

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

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

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

**SCHEDULE E - PART 1 - CASH**

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Amegy Bank Texas		0.000	889	0	46,027,131	44,620,582	37,470,188	.XXX.
Bank of America Various		0.000	0	0	3,558,838	945,791	(975,603)	.XXX.
JP Morgan New York		0.000	0	0	29,408,268	163,062,716	55,838	.XXX.
Regions Bank Tennessee		0.000	0	0	7,633,082	14,252,501	3,012,070	.XXX.
Wells Fargo Maryland		0.000	0	0	7,028,499	7,496,890	3,290,675	.XXX.
0199998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0199999. Totals - Open Depositories	XXX	XXX	889	0	93,655,819	230,378,481	42,853,168	XXX
0299998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	889	0	93,655,819	230,378,481	42,853,168	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
0599999. Total - Cash	XXX	XXX	889	0	93,655,819	230,378,481	42,853,168	XXX

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

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



SUPPLEMENT FOR THE QUARTER ENDING JUNE 30, 2014 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 .....	226,771,228	XXX	0	XXX	226,771,228
2. Earned Premiums .....	226,543,044	XXX	0	XXX	XXX
3. Claims Paid .....	224,449,970	XXX	0	XXX	224,449,970
4. Claims Incurred .....	225,683,224	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 .....	(16,592,855)	XXX	0	XXX	XXX
7. Expenses Paid .....	28,057,224	XXX	0	XXX	28,057,224
8. Expenses Incurred .....	33,736,751	XXX	0	XXX	XXX
9. Underwriting Gain or Loss .....	(16,284,077)	XXX	0	XXX	XXX
10. Cash Flow Result .....	XXX	XXX	XXX	XXX	(25,735,967)

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ .....21,945,246 due from CMS or \$ .....0 due to CMS