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HEALTH QUARTERLY STATEMENT

As of September 30, 2014

of the Condition and Affairs of the

USAble Mutual Insurance Company

NAIC Group Code.....876, 876 (Current Period) (Prior Period) NAIC Company Code..... 83470 Employer's ID Number..... 71-0226428

Organized under the Laws of Arkansas State of Domicile or Port of Entry Arkansas Country of Domicile US

Licensed as Business Type Life, Accident & Health Is HMO Federally Qualified? Yes [ ] No [ ]

Incorporated/Organized..... December 10, 1948 Commenced Business..... March 2, 1949

Statutory Home Office	601 S. Gaines….. Little Rock ..... AR ..... US ..... 72201 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	601 S. Gaines….. Little Rock ..... AR ..... US ..... 72201 *(Street and Number) (City or Town, State, Country and Zip Code)*	501-378-2000 *(Area Code) (Telephone Number)*
Mail Address	601 S. Gaines….. Little Rock ..... AR ..... US ..... 72201 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	601 S. Gaines….. Little Rock ..... AR ..... US ..... 72201 *(Street and Number) (City or Town, State, Country and Zip Code)*	501-378-2000 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.arkansasbluecross.com	
Statutory Statement Contact	Scott Bradley Winter *(Name)*	501-399-3951 *(Area Code) (Telephone Number) (Extension)*
	sbwinter@arkbluecross.com *(E-Mail Address)*	501-378-3258 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Paul Mark White	Chief Executive Officer	2. Michael Wayne Brown	Chief Operating Officer
3. Gray Donald Dillard	Treasurer	4. James Lee Douglass	Secretary

OTHER

Stephen William Abell
Curtis Edwin Barnett
Judy Dawn Blevins #
Martha Lynn Carlson #
Ronald Walter DeBerry
Robert Franklin Griffin, MD
Kimberly Ann Henderson #
Karen Cox Raley
Philip Eugene Sherrill #
Samuel Carl Vorderstrasse
James Robert Bailey
Alicia Marie Berkemeyer #
David Frank Bridges
Richard Shelby Cooper
David Franklin Greenwood, Jr.
James Robert Heard III
Calvin Eugene Kellogg
Kathleen O'Dea Ryan #
Steven Aaron Spaulding

DIRECTORS OR TRUSTEES

Carolyn Frazier Blakely PhD
Bradley Dean Jesson
Hayes Candour McClerkin
Ben Edwin Owens
Paul Mark White
Susan Glover Brittain
James Virgil Kelley
George Key Mitchell MD
Robert Lee Shoptaw
Robert Vincent Brothers
Mahlon Ogden Maris MD
Robert Daniel Nabholz
Patty Fulbright Smith
Mark William Greenway
James Thomas May
Marla Johnson
Sherman Ellis Tate

State of..... Arkansas
County of..... Pulaski

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.

(Signature)	(Signature)	(Signature)
Paul Mark White	Michael Wayne Brown	Gray Donald Dillard
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
Chief Executive Officer	Chief Operating Officer	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This _____ day of _____

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Prior Year Net Admitted Assets
1. Bonds	543,947,182		543,947,182	378,967,365
2. Stocks:				
2.1 Preferred stocks			0	
2.2 Common stocks	317,447,674		317,447,674	315,660,817
3. Mortgage loans on real estate:				
3.1 First liens			0	
3.2 Other than first liens			0	
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)	38,272,343		38,272,343	33,997,426
4.2 Properties held for the production of income (less $.....0 encumbrances)	7,530,552		7,530,552	7,441,685
4.3 Properties held for sale (less $.....0 encumbrances)			0	
5. Cash ($.....37,137,680), cash equivalents ($.....0) and short-term investments ($.....251,018,695)	288,156,375		288,156,375	405,915,319
6. Contract loans (including $.....0 premium notes)			0	
7. Derivatives			0	
8. Other invested assets	76,612,234		76,612,234	70,012,605
9. Receivables for securities			0	
10. Securities lending reinvested collateral assets			0	
11. Aggregate write-ins for invested assets	2,395,215	0	2,395,215	2,388,286
12. Subtotals, cash and invested assets (Lines 1 to 11)	1,274,361,575	0	1,274,361,575	1,214,383,503
13. Title plants less $.....0 charged off (for Title insurers only)			0	
14. Investment income due and accrued	4,900,404		4,900,404	2,855,104
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)			0	
15.3 Accrued retrospective premiums	118,238,321	823,966	117,414,355	101,725,349
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	19,768,276		19,768,276	2,485,965
16.2 Funds held by or deposited with reinsured companies			0	
16.3 Other amounts receivable under reinsurance contracts			0	
17. Amounts receivable relating to uninsured plans	49,568,098		49,568,098	46,848,490
18.1 Current federal and foreign income tax recoverable and interest thereon			0	5,661,623
18.2 Net deferred tax asset	73,355,300	73,355,300	0	
19. Guaranty funds receivable or on deposit			0	
20. Electronic data processing equipment and software	12,546,250	6,986,064	5,560,186	7,096,116
21. Furniture and equipment, including health care delivery assets ($.....0)	14,520,513	14,520,513	0	
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	
23. Receivables from parent, subsidiaries and affiliates	11,476,949		11,476,949	8,626,983
24. Health care ($.....15,814,816) and other amounts receivable	40,496,601	6,619,233	33,877,368	32,769,325
25. Aggregate write-ins for other than invested assets	49,304,943	13,253,939	36,051,004	32,002,947
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	1,668,537,230	115,559,015	1,552,978,215	1,454,455,405
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	
28. Total (Lines 26 and 27)	1,668,537,230	115,559,015	1,552,978,215	1,454,455,405

DETAILS OF WRITE-INS

1101. Deposits with National Accounts	2,395,215		2,395,215	2,388,286
1102.			0	
1103.			0	
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	2,395,215	0	2,395,215	2,388,286
2501. Supplemental Savings Plan	35,596,018		35,596,018	31,548,241
2502. Other Assets	454,986		454,986	454,706
2503. Other Nonadmitted Assets	13,253,939	13,253,939	0	
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	49,304,943	13,253,939	36,051,004	32,002,947

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $.....4,067,593 reinsurance ceded)	196,782,519	575,141	197,357,660	126,226,770
2. Accrued medical incentive pool and bonus amounts			0	
3. Unpaid claims adjustment expenses	6,296,727		6,296,727	3,892,288
4. Aggregate health policy reserves, including the liability of $.....687,234 for medical loss ratio rebate per the Public Health Service Act	138,397,153		138,397,153	135,164,687
5. Aggregate life policy reserves			0	
6. Property/casualty unearned premium reserve			0	
7. Aggregate health claim reserves			0	
8. Premiums received in advance	14,573,609		14,573,609	18,678,331
9. General expenses due or accrued	224,101,035		224,101,035	222,549,769
10.1 Current federal and foreign income tax payable and interest thereon (including $.....713,302 on realized gains (losses))	13,946,698		13,946,698	
10.2 Net deferred tax liability	6,799,597		6,799,597	7,500,563
11. Ceded reinsurance premiums payable	9,056,854		9,056,854	3,876,859
12. Amounts withheld or retained for the account of others	50,367,419		50,367,419	40,054,061
13. Remittances and items not allocated	4,016,217		4,016,217	123,991
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)			0	
15. Amounts due to parent, subsidiaries and affiliates	495,555		495,555	916,880
16. Derivatives			0	
17. Payable for securities			0	64,972,068
18. Payable for securities lending			0	
19. Funds held under reinsurance treaties with ($.....0 authorized reinsurers, $.....0 unauthorized reinsurers and certified $.....0 reinsurers)			0	
20. Reinsurance in unauthorized and certified ($.....0) companies			0	
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	
22. Liability for amounts held under uninsured plans	37,906,971		37,906,971	42,224,423
23. Aggregate write-ins for other liabilities (including $.....0 current)	20,485,971	0	20,485,971	21,083,637
24. Total liabilities (Lines 1 to 23)	723,226,325	575,141	723,801,466	687,264,327
25. Aggregate write-ins for special surplus funds	XXX	XXX	23,250,000	0
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX		
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	805,926,750	767,191,081
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 $.....0)	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	829,176,750	767,191,081
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,552,978,216	1,454,455,408

DETAILS OF WRITE-INS

2301. Deferred Gain on Capitalization of joint venture	19,617,685		19,617,685	19,617,685
2302. Miscellaneous	868,286		868,286	1,465,952
2303.			0	
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	20,485,971	0	20,485,971	21,083,637
2501. 2015 ACA Insurer Fee Estimate	XXX	XXX	23,250,000	
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	XXX	XXX	23,250,000	0
3001.				
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months	XXX	5,209,397	3,994,540	5,340,080
2. Net premium income (including $.....0 non-health premium income)	XXX	1,460,965,032	1,040,596,630	1,395,539,034
3. Change in unearned premium reserves and reserve for rate credits	XXX	(6,567,991)	(7,021,192)	(2,570,331)
4. Fee-for-service (net of $.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,454,397,041	1,033,575,438	1,392,968,703
Hospital and Medical:				
9. Hospital/medical benefits		902,601,063	550,265,224	709,033,828
10. Other professional services		22,962,932		27,920,881
11. Outside referrals				
12. Emergency room and out-of-area		125,142,233	122,646,661	166,800,001
13. Prescription drugs		151,118,598	153,681,524	208,812,766
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		195,280		206,240
16. Subtotal (Lines 9 to 15)	0	1,202,020,106	826,593,409	1,112,773,716
Less:				
17. Net reinsurance recoveries		2,435,018	(47,379,679)	(59,807,021)
18. Total hospital and medical (Lines 16 minus 17)	0	1,199,585,088	873,973,088	1,172,580,737
19. Non-health claims (net)				
20. Claims adjustment expenses, including $.....2,617,565 cost containment expenses		70,094,427	53,885,428	88,551,728
21. General administrative expenses		122,071,446	70,890,221	101,714,302
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)		(4,018,388)	2,631,410	2,847,233
23. Total underwriting deductions (Lines 18 through 22)	0	1,387,732,573	1,001,380,147	1,365,694,000
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	66,664,468	32,195,291	27,274,703
25. Net investment income earned		8,294,988	6,199,272	10,026,000
26. Net realized capital gains (losses) less capital gains tax of $.....0		2,038,007	9,169,215	14,774,512
27. Net investment gains or (losses) (Lines 25 plus 26)	0	10,332,995	15,368,487	24,800,512
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29. Aggregate write-ins for other income or expenses	0	(286,680)	(1,156,388)	(1,210,765)
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	76,710,783	46,407,390	50,864,450
31. Federal and foreign income taxes incurred	XXX	22,452,652	9,345,030	13,129,819
32. Net income (loss) (Lines 30 minus 31)	XXX	54,258,131	37,062,360	37,734,631

DETAILS OF WRITE-INS

0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 thru 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 thru 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Miscellaneous Income/Expense		(286,030)	(196,022)	(272,064)
2902. Regional Management Fees			(960,366)	(937,951)
2903. State Tax Expense		(650)		(750)
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	(286,680)	(1,156,388)	(1,210,765)

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	767,191,084	678,715,377	678,715,377
34. Net income or (loss) from Line 32	54,258,131	37,062,360	37,734,631
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....0	8,989,223	2,434,783	35,185,867
37. Change in net unrealized foreign exchange capital gain or (loss)	(1,240,884)	(3,752,852)	(4,892,002)
38. Change in net deferred income tax	2,855,922	(4,653,245)	6,480,377
39. Change in nonadmitted assets	(2,957,827)	(5,369,078)	13,616,054
40. Change in unauthorized and certified reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus	81,102	325,926	350,780
48. Net change in capital and surplus (Lines 34 to 47)	61,985,667	26,047,894	88,475,707
49. Capital and surplus end of reporting period (Line 33 plus 48)	829,176,751	704,763,272	767,191,084

DETAILS OF WRITE-INS

4701. Capital Lease Adjustment	81,102	325,926	350,780
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	81,102	325,926	350,780

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance	1,441,207,840	1,037,409,588	1,400,273,142
2. Net investment income	12,998,325	10,241,458	15,309,484
3. Miscellaneous income			
4. Total (Lines 1 through 3)	1,454,206,165	1,047,651,046	1,415,582,626
5. Benefit and loss related payments	1,147,390,292	856,869,571	1,170,547,042
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	191,241,449	98,149,245	151,178,221
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	2,844,331	2,479,501	6,626,948
10. Total (Lines 5 through 9)	1,341,476,072	957,498,317	1,328,352,211
11. Net cash from operations (Line 4 minus Line 10)	112,730,092	90,152,729	87,230,415
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	41,809,912	39,804,840	55,785,966
12.2 Stocks	4,494,543	24,678,416	36,321,772
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			3,357
12.7 Miscellaneous proceeds		639,320	65,572,749
12.8 Total investment proceeds (Lines 12.1 to 12.7)	46,304,455	65,122,577	157,683,844
13. Cost of investments acquired (long-term only):			
13.1 Bonds	211,794,756	109,998,414	134,721,454
13.2 Stocks	2,389,809	21,160,525	25,995,724
13.3 Mortgage loans			
13.4 Real estate	7,211,686	1,645,007	7,742,267
13.5 Other invested assets			
13.6 Miscellaneous applications	64,978,997		
13.7 Total investments acquired (Lines 13.1 to 13.6)	286,375,249	132,803,946	168,459,446
14. Net increase or (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(240,070,794)	(67,681,369)	(10,775,601)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	9,581,758	1,827,409	20,031,646
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	9,581,758	1,827,409	20,031,646
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(117,758,944)	24,298,769	96,486,459
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	405,915,318	309,428,859	309,428,859
19.2 End of period (Line 18 plus Line 19.1)	288,156,374	333,727,628	405,915,318

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

20.0001			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	447,901	89,408	120,198	110,150	8,058	27,649	54,677	18,918		18,843
2. First Quarter	545,527	172,317	131,176	111,847	8,868	34,582	54,642	19,602		12,493
3. Second Quarter	604,533	227,680	131,173	111,881	8,835	37,229	56,159	19,733		11,843
4. Third Quarter	620,340	242,857	131,534	112,577	8,863	38,111	54,189	19,986		12,223
5. Current Year	0									
6. Current Year Member Months	5,209,397	1,839,497	1,181,189	1,007,903	79,683	323,414	490,193	177,291		110,227
Total Member Ambulatory Encounters for Period:										
7. Physician	2,101,208	100,060	233,341	1,421,592		346,215				
8. Non-Physician	2,794,964	444,854	1,037,236	1,312,874						
9. Total	4,896,172	544,914	1,270,577	2,734,466	0	346,215	0	0	0	0
10. Hospital Patient Days Incurred	2,675,280	410,797	951,609	1,312,874						
11. Number of Inpatient Admissions	33,437	2,554	6,186	24,697						
12. Health Premiums Written (a)	1,431,822,896	516,613,103	365,013,544	181,187,765	1,506,160	28,924,409	186,357,558	117,987,342		34,233,015
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,425,254,906	516,856,339	365,007,605	180,540,284	1,506,160	28,940,051	180,182,369	117,989,083		34,233,015
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	1,121,203,503	378,642,160	294,720,375	136,888,407	785,140	22,130,292	161,625,855	102,306,905		24,104,369
18. Amount Incurred for Provision of Health Care Services	1,202,020,105	449,239,428	287,858,991	153,823,376	790,640	22,172,292	161,643,313	101,673,280		24,818,785

(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees $.....0.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0399999. Aggregate Accounts Not Individually Listed-Covered	12,861,952	46,561	59,803	891	2,496	12,971,703
0499999. Subtotals	12,861,952	46,561	59,803	891	2,496	12,971,703
0599999. Unreported Claims and Other Claim Reserves						188,453,550
0799999. Total Claims Unpaid						201,425,253

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	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	58,856,706	637,283,140	527,277	120,215,070	59,383,983	66,027,662
2. Medicare Supplement	15,045,012	121,843,395	62,933	35,100,017	15,107,945	18,228,075
3. Dental only	1,505,671	20,624,621	19,377	1,459,623	1,525,048	1,437,000
4. Vision only		785,140		35,930	0	30,430
5. Federal Employees Health Benefits Plan	15,071,096	146,554,759	137,406	19,122,052	15,208,502	19,242,000
6. Title XVIII - Medicare	12,844,262	89,462,643	603,623	17,265,556	13,447,885	18,635,710
7. Title XIX - Medicaid					0	
8. Other health	125,789	23,978,579	4,571	2,804,223	130,360	2,625,894
9. Health subtotal (Lines 1 to 8)	103,448,536	1,040,532,277	1,355,187	196,002,471	104,803,723	126,226,771
10. Healthcare receivables (a)	1,430,111	14,384,705			1,430,111	
11. Other non-health					0	
12. Medical incentive pools and bonus amounts		288,200			0	
13. Totals (Lines 9-10+11+12)	102,018,425	1,026,435,772	1,355,187	196,002,471	103,373,612	126,226,771

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

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

	State of Domicile	2014	2013
NET INCOME			
(1) USAble Mutual Insurance Company state basis (Page 4, Line 32, Columns 2 & 4)	AR	54,258,131	37,734,630
(2) State Prescribed Practices that increase/decrease NAIC SAP			
(3) State Permitted Practices that increase/decrease NAIC SAP			
(4) NAIC SAP (1 – 2 – 3 = 4)	AR	54,258,131	37,734,630
SURPLUS			
(5) USAble Mutual Insurance Company state basis (Page 3, line 33, Columns 3 & 4)	AR	829,176,750	767,191,081
(6) State Prescribed Practices that increase/decrease NAIC SAP			
(7) State Permitted Practices that increase/decrease NAIC SAP			
(8) NAIC SAP (5 – 6 – 7 = 8)	AR	829,176,750	767,191,081

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 - Investments

D. Loan-Backed Securities Company has no Loan-backed securities at this time.

(1)

(2)		1	2	3
		Amortized Cost Basis Before Other-than-Temporary Impairment	Other-than-Temporary Impairment Recognized in Loss	Fair Value 1 – 2
OTTI recognized 1st Quarter				
a.	Intent to sell			
b.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			
c.	Total 1st Quarter			
OTTI recognized 2nd Quarter				
d.	Intent to sell			
e.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			
f.	Total 2nd Quarter			
OTTI recognized 3rd Quarter				
g.	Intent to sell			
h.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			
i.	Total 4th Quarter			
OTTI recognized 4th Quarter				
j.	Intent to sell			
k.	Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			
l.	Total 4th Quarter			
m.	Annual aggregate total	XXX		XXX

(3) Recognized OTTI securities

CUSIP	Book/Adjusted Carrying Value Amortized Cost Before Current Period OTTI	Present Value of Projected Cash Flows	Recognized Other-Than-Temporary Impairment	Amortized Cost After Other-Than-Temporary Impairment	Fair Value at Time of OTTI	Date of Financial Statement Where Reported
Total						

(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	
		2.	12 Months or Longer	
b.	The aggregate related fair value of securities with unrealized losses:	1.	Less than12 Months	
		2.	12 Months or Longer	

E. Repurchase Agreements and/or Securities Lending Transactions

(3) Collateral Received

b. The fair value of that collateral and of the portion of that collateral that it has sold or repledged

I. Working Capital Finance Investments

(2) Aggregate Maturity Distribution on the Underlying Working Capital Finance Programs

		Book/Adjusted Carrying Value
(a)	Up to 180 Days	
(b)	181 to 365 Days	
(c)	Total	

(3)

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

No significant change.

Note 7 - Investment Income

No significant change.

Note 8 - Derivative Instruments

No significant change.

Note 9: Income Taxes

A. The components of the net deferred tax asset/(liability) are as follows:

1.

	09/30/14		
	(1) Ordinary	(2) Capital	(3) (Col 1+2) Total
(a) Gross Deferred Tax Assets	100,740,492	11,328,846	112,069,337
(b) Statutory Valuation Allowance Adjustment	6,654,232	0	6,654,232
(c) Adjusted Gross Deferred Tax Assets (1a - 1b)	94,086,260	11,328,846	105,415,106
(d) Deferred Tax Assets Nonadmitted	73,355,300	0	73,355,300
(e) Subtotal Net Admitted Deferred Tax Assets (1c - 1d)	20,730,960	11,328,846	32,059,805
(f) Deferred Tax Liabilities	236,300	38,623,103	38,859,403
(g) Net Admitted Deferred Tax Assets/(Net Deferred Liab) (1e - 1f)	20,494,660	(27,294,258)	(6,799,598)

	12/31/13		
	(4) Ordinary	(5) Capital	(6) (Col 4+5) Total
(a) Gross Deferred Tax Assets	112,097,282	11,578,503	123,675,785
(b) Statutory Valuation Allowance Adjustment	21,314,727	0	21,314,727
(c) Adjusted Gross Deferred Tax Assets (1a - 1b)	90,782,555	11,578,503	102,361,058
(d) Deferred Tax Assets Nonadmitted	71,632,184	0	71,632,184

NOTES TO FINANCIAL STATEMENTS

(e) Subtotal Net Admitted Deferred Tax Assets (1c - 1d)	19,150,371	11,578,503	30,728,874
(f) Deferred Tax Liabilities	458,157	37,771,280	38,229,437
(g) Net Admitted Deferred Tax Assets/(Net Deferred Liab) (1e - 1f)	18,692,213	(26,192,776)	(7,500,563)

	Change		
	(7) (Col 1-4) Ordinary	(8) (Col 2-5) Capital	(9) (Col 3-6) Total
(a) Gross Deferred Tax Assets	(11,356,790)	(249,658)	(11,606,448)
(b) Statutory Valuation Allowance Adjustment	(14,660,495)	0	(14,660,495)
(c) Adjusted Gross Deferred Tax Assets (1a - 1b)	3,303,705	(249,658)	3,054,048
(d) Deferred Tax Assets Nonadmitted	1,723,116	0	1,723,116
(e) Subtotal Net Admitted Deferred Tax Assets (1c - 1d)	1,580,589	(249,658)	1,330,931
(f) Deferred Tax Liabilities	(221,858)	851,824	629,966
(g) Net Admitted Deferred Tax Assets/(Net Deferred Liab) (1e - 1f)	1,802,447	(1,101,482)	700,965

2.

	09/30/14		
	(1) Ordinary	(2) Capital	(3) (Col 1+2) Total
Admission Calculation Components - SSAP 101			
(a) Federal Income Taxes Paid in Prior Years Recoverable Through Loss Carrybacks	15,458,826	(2,321,976)	13,136,850
(b) Adjusted Gross Deferred Tax Assets Expected to be Realized (Excluding the Amount of Deferred Tax Asset from 2(a) above) After Application of the Threshold Limitation (the lesser of 2(b)1 and 2(b)2 below)	5,035,834	2,321,976	7,357,810
1. Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date	5,035,834	2,321,976	7,357,810
2. Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	5,035,834	2,321,976	104,030,889
(c) Adjusted Gross Deferred Tax Assets (Excluding the amount of Deferred Tax Assets from 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities	236,300	11,328,846	11,565,145
(d) Deferred Tax Assets Admitted as the result of application of SSAP 101 - Total (2(a) + 2(b) + 2(c))	20,730,960	11,328,846	32,059,805

	12/31/13		
	(4) Ordinary	(5) Capital	(6) (Col 4+5) Total
Admission Calculation Components - SSAP 101			
(a) Federal Income Taxes Paid in Prior Years Recoverable Through Loss Carrybacks	13,723,055	(975,861)	12,747,194
(b) Adjusted Gross Deferred Tax Assets Expected to be Realized (Excluding the Amount of Deferred Tax Asset from 2(a) above) After Application of the Threshold Limitation (the lesser of 2(b)1 and 2(b)2 below)	4,969,157	975,861	5,945,018
1. Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date	4,969,157	975,861	5,945,018
2. Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	4,969,157	975,861	91,355,980
(c) Adjusted Gross Deferred Tax Assets (Excluding the amount of Deferred Tax Assets from 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities	458,157	11,578,503	12,036,660
(d) Deferred Tax Assets Admitted as the result of application of SSAP 101 - Total (2(a) + 2(b) + 2(c))	19,150,369	11,578,503	30,728,872

	Change

NOTES TO FINANCIAL STATEMENTS

	(7) (Col 1-4) Ordinary	(8) (Col 2-5) Capital	(9) (Col 3-6) Total
Admission Calculation Components - SSAP 101			
(a) Federal Income Taxes Paid in Prior Years Recoverable Through Loss Carrybacks	1,735,771	(1,346,115)	389,656
(b) Adjusted Gross Deferred Tax Assets Expected to be Realized (Excluding the Amount of Deferred Tax Asset from 2(a) above) After Application of the Threshold Limitation (the lesser of 2(b)1 and 2(b)2 below)	66,677	1,346,115	1,412,792
1. Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date	66,677	1,346,115	1,412,792
2. Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	66,677	1,346,115	1,412,792
(c) Adjusted Gross Deferred Tax Assets (Excluding the amount of Deferred Tax Assets from 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities	(221,857)	(249,658)	(471,515)
(d) Deferred Tax Assets Admitted as the result of application of SSAP 101 - Total (2(a) + 2(b) + 2(c))	1,580,591	(249,658)	1,330,933

3.

	2014	2013
(a) Ratio Percentage used to determine Recovery Period and Threshold Limitation Amount	1140%	1140%
(b) Amount of Adjusted Capital and Surplus used to determine Recovery Period and Threshold Limitation in 2(b)2 above	693,539,263	695,936,344

4.

	09/30/14		
	(1) Ordinary	(2) Capital	(3) (Col 1+2) Total
Impact of Tax Planning Strategies			
(a) Determination of Adjusted Gross Deferred Tax Assets And Net Admitted Deferred Tax Assets, By Tax Character As A Percentage	0%	0%	0%
1. Adjusted Gross DTAa Amount From Note 9A1(c)	0%	0%	0%
2. Percentage of Adjusted Gross DTAs By Tax Character Attributable To The Impact Of Tax Planning Strategies	0%	0%	0%
3. Net Admitted Adjusted Gross DTAs Amount From Note 9A1(e)	0%	0%	0%
4. Percentage Of Net Admitted Adjusted Gross DTAs By Tax Character Admitted Because Of The Impact Of Tax Planning Strategies	0%	0%	0%

	12/31/13		
	(4) Ordinary	(5) Capital	(6) (Col 4+5) Total
Impact of Tax Planning Strategies			
(a) Determination of Adjusted Gross Deferred Tax Assets And Net Admitted Deferred Tax Assets, By Tax Character As A Percentage	0%	0%	0%
1. Adjusted Gross DTAa Amount From Note 9A1(c)	0%	0%	0%
2. Percentage of Adjusted Gross DTAs By Tax Character Attributable To The Impact Of Tax Planning Strategies	0%	0%	0%
3. Net Admitted Adjusted Gross DTAs Amount From Note 9A1(e)	0%	0%	0%
4. Percentage Of Net Admitted Adjusted Gross DTAs By Tax Character Admitted Because Of The Impact Of Tax Planning Strategies	0%	0%	0%

NOTES TO FINANCIAL STATEMENTS

	Change		
	(7) (Col 1-4) Ordinary	(8) (Col 2-5) Capital	(9) (Col 3-6) Total
Impact of Tax Planning Strategies			
(a) Determination of Adjusted Gross Deferred Tax Assets And Net Admitted Deferred Tax Assets, By Tax Character As A Percentage	0%	0%	0%
1. Adjusted Gross DTAa Amount From Note 9A1(c)	0%	0%	0%
2. Percentage of Adjusted Gross DTAs By Tax Character Attributable To The Impact Of Tax Planning Strategies	0%	0%	0%
3. Net Admitted Adjusted Gross DTAs Amount From Note 9A1(e)	0%	0%	0%
4. Percentage Of Net Admitted Adjusted Gross DTAs By Tax Character Admitted Because Of The Impact Of Tax Planning Strategies	0%	0%	0%

(b) Does the Company's tax-planning strategies include the use of reinsurance?

Yes	
No	X

B. Regarding deferred tax liabilities that are not recognized:
Not applicable

C. Current and deferred income taxes consist of the following major components

1. Current Income Tax:

	(1) 09/30/14	(2) 12/31/13	(3) (Col 1-2) Change
(a) Federal	20,157,408	13,845,153	6,312,255
(b) Foreign	-	-	-
(c) Subtotal	20,157,408	13,845,153	6,312,255
(d) Federal Income Tax on net capital gains	713,302	(2,871,409)	3,584,711
(e) Utilization of capital loss carry-forwards	-	-	-
(f) Other	1,581,945	(715,334)	2,297,279
(g) Federal & Foreign income tax incurred	22,452,655	10,258,410	12,194,245

0

2. Deferred Tax Assets:

	(1) 09/30/14	(2) 12/31/13	(3) (Col 1-2) Change
(a) Ordinary:			
(1) Discounting of unpaid losses	3,418,746	1,860,944	1,557,803
(2) Unearned premium reserves	-	-	-
(3) Policyholder reserves	-	-	-
(4) Investments	-	-	-
(5) Deferred Acquistion Costs	6,978,122	7,000,462	(22,340)
(6) Policyholder dividends accrual			

NOTES TO FINANCIAL STATEMENTS

	-	-	-
(7) Fixed Assets	2,911,562	2,743,879	167,683
(8) Compensation and benefits accrual	67,663,828	65,967,397	1,696,431
(9) Pension accrual	-	-	-
(10)Receivables - nonadmitted	-	-	-
(11)Net operating loss carry-forward	-	-	-
(12)Tax credit carry-forward	11,477,161	11,477,161	-
(13)Other	1,636,841	1,732,712	(95,871)
(99) Subtotal - Ordinary	94,086,260	90,782,555	3,303,705
(b) Statutory valuation allowance adjustment	-	-	-
(c) Nonadmitted - Ordinary	73,355,300	71,632,184	1,723,116
(d) Admitted ordinary deferred tax assets (2a99-2b-2c)	20,730,960	19,150,371	1,580,589
(e) Capital:			
(1) Investments	9,093,733	9,337,830	(244,097)
(2) Net capital loss carry-forward	-	-	-
(3) Real estate	-	-	-
(4) Other	2,235,112	2,240,673	(5,561)
(99) Subtotal - Capital	11,328,846	11,578,503	(249,658)
(f) Statutory valuation allowance adjustment	-	-	-
(g) Nonadmitted - Capital	-	-	-
(h) Admitted capital deferred tax assets (2a99-2b-2c)	11,328,846	11,578,503	(249,658)
(i) Admitted deferred tax assets (2d + 2h)	32,059,805	30,728,874	1,330,931

3. Deferred Tax Liabilities:

	(1) 09/30/14	(2) 12/31/13	(3) (Col 1-2) Change
(a) Ordinary:			
(1) Investments	236,300	458,157	(221,858)
(2) Fixed Assets	-	-	-
(3) Deferred and uncollected premium	-	-	-
(4) Policyholder reserves	-	-	-
(5) Other	-	-	-
(99) Subtotal - Ordinary			

	236,300	458,157	(221,858)
(b) Capital:			
(1) Investments	-	-	-
Unrealized Capital Gains	17,083,496	17,320,057	(236,561)
Basis diff in partnership investment-LSV	7,978,766	7,546,179	432,587
Unrealized Gain/Loss on partnership-LSV	(1,140,980)	(1,668,797)	527,817
Basis diff in Unconsolidated Subs	14,536,766	14,397,676	139,090
Unrealized Gain/Loss on Unconsolid Subs	165,056	176,164	(11,108)
Total Investments	38,623,103	37,771,279	851,824
(2) Real estate	-	-	-
(3) Other	-	-	-
(99) Subtotal - Capital	38,623,103	37,771,279	851,824
(c) Deferred tax liabilities (3a99 + 3b99h)	38,859,403	38,229,437	629,966

4. Net Deferred Tax Assets/Liabilities (2i - 3c)	(6,799,598)	(7,500,563)	700,965

D. Reconciliation of Federal Income Tax Rate to Actual Effective Rate

Among the more significant book to tax adjustments were the following:

	09/30/14	
	Amounts	Effective Tax Rate %
Provision computed at statutory rate	26,848,774	35.0%
Tax exempt income deduction	(75,525)	-0.1%
Dividends received deduction	(425,264)	-0.6%
Tax differentials on foreign earnings	0	0.0%
Nondeductible expenses	6,757,228	8.8%
Tax Credits	(15,976,489)	-20.8%
Rate Differential	0	0.0%
Other	2,468,010	3.2%
Total	19,596,734	25.5%
Federal and foreign income taxes incurred	21,739,353	28.3%
Realized capital gains/(losses) tax	713,302	0.9%
Change in net deferred income taxes	(2,855,922)	-3.7%
Total statutory income taxes	19,596,733	25.5%

E. Operating Loss and Tax Credit Carryforwards and Protective Tax Deposits

1. At the end of the current period the Company did not have any unused operating loss carryforwards available to offset against future taxable income

2. The following is income tax expense for 2012 and 2011 that is available for recoupment in the event of future net losses

Year	Amount

2014	18,904,809
2013	10,510,813

3. The Company did not have any protective tax deposits under Section 6603 of the Internal Revenue Code.

F. Consolidated Federal Income Tax Return

1. The Company's federal income tax return is consolidated with the following entities:
   USAble Mutual Insurance Company
   USAble Corporation
   Pinnacle Business Solutions Inc
   Group Service Underwriters Inc

2. The method of allocation among companies is subject to a written agreement, approved by the required authorized officers. The method of allocation chosen is in accordance with IRS Regulation 1.1502-33(d)(2)(I) whereby profitable companies pay tax according to their losses. Intercompany tax balances are paid quarterly based on estimates and settled annually upon the completion of the consolidated tax return.

G. Federal or Foreign Federal Income Tax Loss Contingencies

The Company has no tax loss contingencies for which it is reasonably possible that the total liability will significantly increase within twelve months of the reporting date.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. Arkansas Blue Cross Blue Shield owns 100% of USAble Corporation and Pinnacle Business Solutions, Inc, and owns 50% of HMO Partners, Inc and LSV Partners, LLC. On October 1, 2006, USAble Corporation, a wholly owned subsidiary of Arkansas Blue Cross and Blue Shield (ABCBS), sold its ownership interest in HMO Partners, Inc. and Life & Specialty Ventures, LLC to ABCBS. As of June 30, 2014, USAble Corporation owns 100% of AHIN, LLC, 50% of Medsite Health Mgmt, LLC, 50% of Southwest Health Link, LLC, 100% of Group Service Underwriters, and 2.7% of Health Intelligence. Novitas, LLC was dissolved in December 2011 and PCHMG, LLC was dissolved April, 2014. On January 1, 2008, Life and Specialty Ventures, LLC became LSV Partners, LLC and a new Life and Specialty Ventures, LLC was formed. LSV Partners owns 100% of Florida Combined Life Insurance Company and 41.1% of Life and Specialty Ventures, LLC. On August 22, 2007, Arkansas Blue Cross Blue Shield invested $3.7 million in B.P. Informatics LLC, a Delaware LLC. Additional capital contributions made in 2009, 2010, and 2011 totaling $2,070,558 in B.P. Informatics, LLC brought the percentage ownership to 19.085%. On March 31, 2009, ABCBS invested $10,000 in Shareware, LLC for percentage ownership of 12.5%. On January 1, 2010, Arkansas Blue Cross assumed the role of third party administrator of those employee health benefit plans that were formerly administered by its subsidiary, USAble Corporation. State laws in almost every state require that a third party administrator that administers health benefit plans that cover citizens of the state be registered with or be licensed by state regulatory authorities. Because of a concern that using a legal name that includes the Blue Cross® or Blue Shield® brands in these TPA filings would result in confusion with the local Blue Cross or Blue Shield Plan in those respective states, the Board of Directors recommended and the members of the company at their Annual Meeting on March 15, 2010 voted to approve an amendment to the Articles of Incorporation changing the legal name of the company to “USAble Mutual Insurance Company." The new name became effective on March 23, 2010 when the Arkansas Insurance Commissioner approved the amendment to the Articles of Incorporation. On December 31, 2012 B.P. Informatics, LLC made a capital distribution in the form of 2,211 Health Intelligence Company, LLC preferred A units totaling $2,211,014. Southwest Health Link, LLC suspended all business activities effective 12/31/2012, except for claims and liability run-out. On January 1, 2013, the Health Intelligence Company, LLC preferred A units totaling $2,211,014 were transferred to USAble Corporation. Pinnacle Business Solutions, Inc. dissolved effective 12/31/2013.

B. N/A
C. N/A
D. No significant change.
E. N/A
F. No significant change.
G. N/A
H. N/A
I. N/A
J. N/A
K. N/A
L. N/A

NOTES TO FINANCIAL STATEMENTS

Note 11 - Debt No significant change

B. FHLB (Federal Home Loan Bank) Agreements

(1)

(2) a. FHLB Capital Stock – Aggregate Totals

1. Current Period

		Total
(a)	Membership Stock – Class A	
(b)	Membership Stock – Class B	
(c)	Activity Stock	
(d)	Excess Stock	
(e)	Aggregate Total	
(f)	Actual or estimated borrowing capacity as determined by the insurer	

2. Prior Year

		Total
(a)	Membership Stock – Class A	
(b)	Membership Stock – Class B	
(c)	Activity Stock	
(d)	Excess Stock	
(e)	Aggregate Total	
(f)	Actual or estimated borrowing capacity as determined by the insurer	

b. Membership Stock (Class A and B) Eligible for Redemption

		Current Period Total	Not Eligible for Redemption	Less Than 6 Months	6 Months to Less than 1 Year	1 to Less than 3 Years	3 to 5 Years
1.	Class A						
2.	Class B						

(3) Collateral Pledged to FHLB

a. Amount Pledged as of Reporting Date

1. Current Period Total General and Protected Cell Accounts

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total Collateral Pledged			

2. Current Period General Account

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total Collateral Pledged			

3. Current Period Protected Cell Accounts

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total Collateral Pledged			

4. Prior Year Total General and Protected Cell Accounts

	Fair Value	Carrying Value	Aggregate Total Borrowing
Total Collateral Pledged			

b. Maximum Amount Pledged During Reporting Period

1. Current Period Total General and Protected Cell Accounts

	Fair Value	Carrying Value	Amount of Borrowed at Time of Maximum Collateral
Total Collateral Pledged			

2. Current Period General Account

	Fair Value	Carrying Value	Amount of Borrowed at Time of Maximum Collateral
Total Collateral Pledged			

3. Current Period Protected Cell Accounts

	Fair Value	Carrying Value	Amount of Borrowed at Time of Maximum Collateral
Total Collateral Pledged			

4. Prior Year Total General and Protected Cell Accounts

	Fair Value	Carrying Value	Amount of Borrowed at Time of Maximum Collateral
Total Collateral Pledged			

(4) Borrowing from FHLB

a. Amount as of the Reporting Date

1. Current Period

		1 Total	2 Funding Agreements Established
(a)	Debt		
(b)	Funding Agreements		
(c)	Other		

NOTES TO FINANCIAL STATEMENTS

		1 Total	2 Funding Agreements Established
(d)	Aggregate Total		

2. Prior Year-end

		1 Total	2 Funding Agreements Established
(a)	Debt		
(b)	Funding Agreements		
(c)	Other		
(d)	Aggregate Total		

b. Maximum Amount During Reporting Period (Current Year)

		1 Total
1.	Debt	
2.	Funding Agreements	
3.	Other	
4.	Aggregate Total	

c. FHLB Prepayment Obligations

		Does the company have prepayment obligations under the following arrangements?
1.	Debt	
2.	Funding Agreements	
3.	Other	

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

A. Defined Benefit Plan

(4)	Components of net periodic benefit cost		Pension Benefits		Postretirement Benefits		Postemployment	
			2014	2013	2014	2013	2014	2013
	a.	Service cost			1,107,000	2,646,000		
	b.	Interest cost			5,004,000	6,507,000		
	c.	Expected return on plan assets						
	d.	Transition asset or obligation						
	e.	Gains and losses			(2,058,750)	(2,745,000)		
	f.	Prior service cost or credit			750,750	4,704,000		
	g.	Gain or loss recognized due to a settlements curtailment						
	h.	Total net periodic benefit cost			4,803,000	11,112,000		

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

No significant change.

Note 14 - Contingencies

No significant change.

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

B. Transfer and Servicing of Financial Assets

(2)

b. Company has no servicing assets or servicing liabilities as of September 30, 2014.

(4)

a. N/A

b. N/A

C. Wash Sales The Company has no Wash Sales

(1)

(2) The details by NAIC designation 3 or below, or unrated of securities sold during the period ended, 2014 and reacquired within 30 days of the sale date are:

NOTES TO FINANCIAL STATEMENTS

Description	NAIC Designation	Number of Transactions	Book Value of Securities Sold	Cost of Securities Repurchased	Gain/(Loss)

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

No significant change.

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

No significant change.

Note 20 - Fair Value

A.

(1) Fair Value Measurements at Reporting Date

Assets at Fair Value	Level 1	Level 2	Level 3	Total
	126,617,426	4,115,000	185,890,732	316,623,158
Total	126,617,426	4,115,000	185,890,732	316,623,158

Liabilities at Fair Value	Level 1	Level 2	Level 3	Total
Total				

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

a. Assets	Beginning Balance at 1/1/14	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (Losses) Included in Net Income	Total Gains and (Losses) Included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance at Period
	184,461,481				1,429,251					185,890,732
Total	184,461,481				1,429,251					185,890,732

b. Liabilities	Beginning Balance at Period	Transfers Into Level 3	Transfers Out of Level 3	Total Gains and (Losses) Included in Net Income	Total Gains and (Losses) Included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance at Period
Total										

(3) N/A

(4) As of September 30, 2014, the reported fair value of the Compnay's investments in Level 2, NAIC designated 4, industrial bond was $4,115,000; the book adjusted carying value was $4,245,489. The industrial bond was adjusted to fair value based on the Bloomberg market price at September 30, 2014.

(5) N/A

B. N/A

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
	316,623,158	316,623,158	126,617,426	4,115,000	185,890,732	
Total	316,623,158	316,623,158	126,617,426	4,115,000	185,890,732	

D. Not Practicable to Estimate Fair Value

Type of Class or Financial Instrument	Carrying Value	Effective Interest Rate	Maturity Date	Explanation
		0.000		
Total				

Note 21 - Other Items

H. Offsetting and Netting of Assets and Liabilities

J. Risk Sharing Provisions of the Affordable Care Act

(1) Permanent Risk Adjustment Program

Assets	Amount
a. Premium adjustments receivable	$
Liabilities	
b. Risk adjustment user fees payable	$
c. Premium adjustments payable	$
Operations (Revenue & Expense)	
d. Premium for accident and health contracts (written/collected)	$

(2) Transitional Reinsurance Program

NOTES TO FINANCIAL STATEMENTS

	Assets	
	a. Amounts recoverable for claims paid	$17,050,271
	b. Amounts recoverable for claims unpaid	$10,013,547
	c. Amounts receivable relating to uninsured plans	$
	Liabilities	
	d. Claims unpaid-ceded	$
	e. Contributions payable-not reported as ceded premium	$13,846,290
	f. Ceded reinsurance premiums payable	$ 4,890,125
	g. Liability for amounts held under uninsured plans	$
	Operations (Revenue & Expense)	
	h. Ceded reinsurance premiums	$ 4,890,125
	i. Reinsurance recoveries	$27,063,818
	j. Contributions-not reported as ceded premium	$13,846,290
(3)	Temporary Risk Corridors Program	
	Assets	
	a. Accrued retrospective premium	$
	Liabilities	
	b. Reserve for rate credits or policy experience rating refunds	$
	Operations (Revenue & Expense)	
	c. Net premium income (paid/received)	$
	d. Change in reserves for rate credits	$
(4)	Have there been any material re-estimations and/or impairments for the reporting period	**No**

Note 22 - Events Subsequent

No significant change.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

Note 25 - Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2013 were $126,226,771. As of September 30, 2014 $ 103,448,536 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $1,355,187 as a result of re-estimation of unpaid claims and claim adjustment expenses principally on all lines of insurance. Therefore, there has been a $ 21,423,048 (favorable) prior year development since December 31, 2013 to September 30, 2014. The increase 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

Note 26 - Intercompany Pooling Arrangements

No significant change.

Note 27 - Structured Settlements

Not applicable.

Note 28 - Health Care Receivables

No significant change.

Note 29 - Participating Policies

No significant change.

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - Anticipated Salvage and Subrogation

No significant change.

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 name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [ ] No [ ] N/A [X]
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). .....5/17/2012.....

6.4 By what department or departments?
Arkansas Insurance Department

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [ ] No [ ] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [ ] N/A [ ]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [ ] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [ ] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [ ] No [X]

8.4 If the 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

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

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

9.2 Has the code of ethics for senior managers been amended? Yes [ ] No [X]

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

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $.....0

PART 1 - INVESTMENT

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: $.....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 [X] No [ ]

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 184,461,481	$ 185,890,732
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 70,012,605	$ 76,612,234
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 254,474,086	$ 262,502,966
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [ ] No [ ]
If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of 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
US Bank Institutional Trust & Custody	PO Box 387, St. Louis, MO 63166-0387

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
116359	Foundation Resource Management	401 W Capital, Suite 501, Little Rock, AR 72201

PART 1 - INVESTMENT

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 (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	82.0 %
1.2 A&H cost containment percent	0.2 %
1.3 A&H expense percent excluding cost containment expenses	13.0 %

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 amount of 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 Reinsuer Rating
A&H Non-Affiliates								
00000	0	01/01/2014	Health and Human Services Reinsurance Program	DC	OTH/I	Authorized		01/01/2014

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1. Alabama AL	N							0	
2. Alaska AK	N							0	
3. Arizona AZ	N							0	
4. Arkansas AR	L	1,225,891,575	7,090,403		186,357,558			1,419,339,537	
5. California CA	N							0	
6. Colorado CO	N							0	
7. Connecticut CT	N							0	
8. Delaware DE	N							0	
9. District of Columbia DC	N							0	
10. Florida FL	N							0	
11. Georgia GA	N							0	
12. Hawaii HI	N							0	
13. Idaho ID	N							0	
14. Illinois IL	N							0	
15. Indiana IN	N							0	
16. Iowa IA	N							0	
17. Kansas KS	N							0	
18. Kentucky KY	N							0	
19. Louisiana LA	N							0	
20. Maine ME	N							0	
21. Maryland MD	N							0	
22. Massachusetts MA	N							0	
23. Michigan MI	N							0	
24. Minnesota MN	N							0	
25. Mississippi MS	N							0	
26. Missouri MO	N							0	
27. Montana MT	N							0	
28. Nebraska NE	N							0	
29. Nevada NV	N							0	
30. New Hampshire NH	N							0	
31. New Jersey NJ	N							0	
32. New Mexico NM	N							0	
33. New York NY	N							0	
34. North Carolina NC	N							0	
35. North Dakota ND	N							0	
36. Ohio OH	N							0	
37. Oklahoma OK	N							0	
38. Oregon OR	N							0	
39. Pennsylvania PA	N							0	
40. Rhode Island RI	N							0	
41. South Carolina SC	N							0	
42. South Dakota SD	N							0	
43. Tennessee TN	N							0	
44. Texas TX	L	12,483,359						12,483,359	
45. Utah UT	N							0	
46. Vermont VT	N							0	
47. Virginia VA	N							0	
48. Washington WA	N							0	
49. West Virginia WV	N							0	
50. Wisconsin WI	N							0	
51. Wyoming WY	N							0	
52. American Samoa AS	N							0	
53. Guam GU	N							0	
54. Puerto Rico PR	N							0	
55. U.S. Virgin Islands VI	N							0	
56. Northern Mariana Islands MP	N							0	
57. Canada CAN	N							0	
58. Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	1,238,374,934	7,090,403	0	186,357,558	0	0	1,431,822,896	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 2	1,238,374,934	7,090,403	0	186,357,558	0	0	1,431,822,896	0

DETAILS OF WRITE-INS

58001.								0	
58002.								0	
58003.								0	
58998. Summary of remaining write-ins for line 58 from overflow page		0	0	0	0	0	0	0	0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above)		0	0	0	0	0	0	0	0

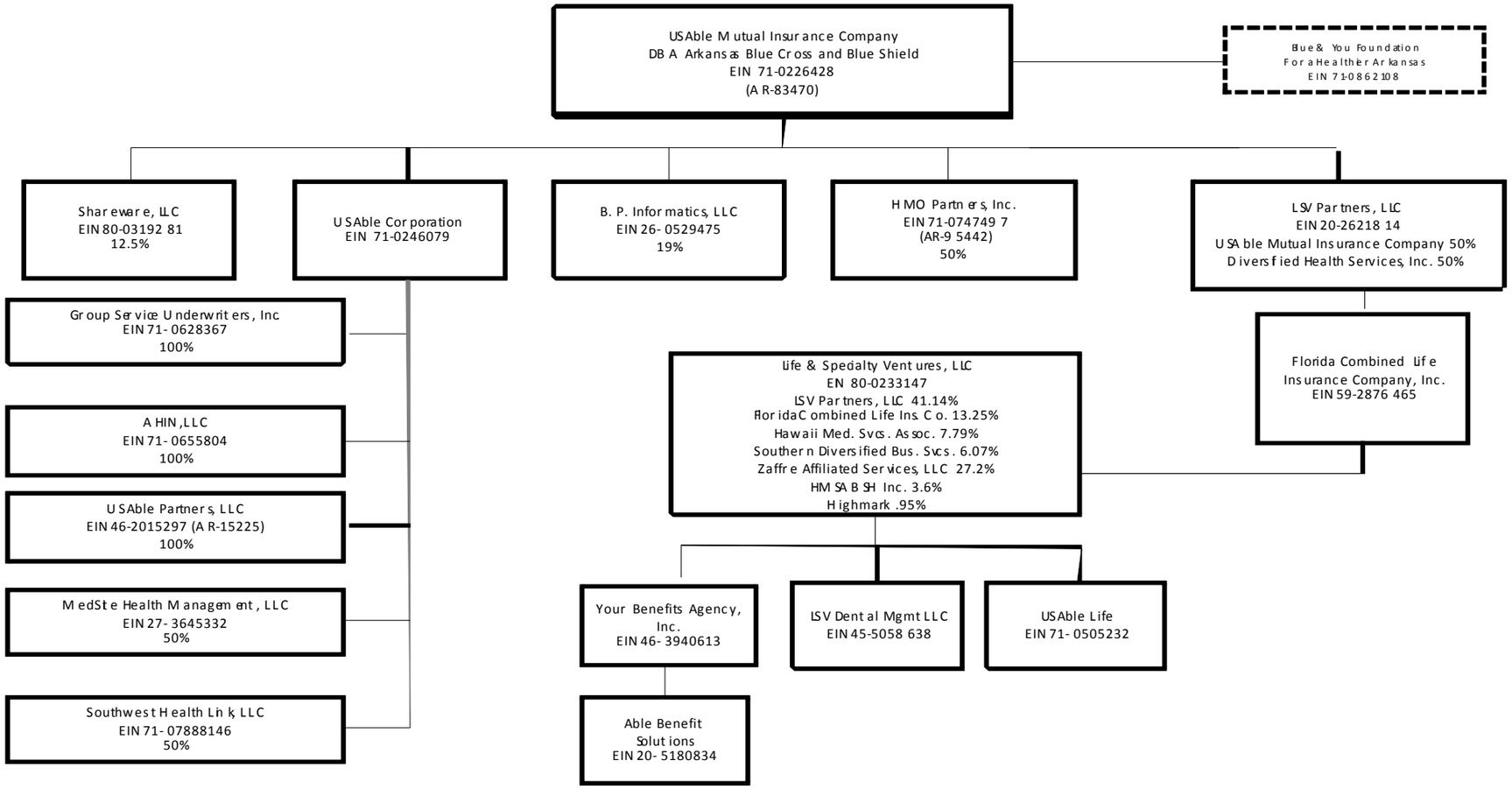
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

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

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

PART 1 – ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
0876	USAble Mutual Insurance Company	83470	71-0226428				USAble Mutual Insurance Company	AR		USAble Mutual Insurance Company	Board		USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		71-0862108				Blue & You Foundation	AR	NIA	USAble Mutual Insurance Company	Ownership, Board, Influence		USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		80-0319281				Shareware, LLC	AR	DS	USAble Mutual Insurance Company	Ownership, Influence	12.500	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		26-0529475				B.P. Informatics, LLC	AR	DS	USAble Mutual Insurance Company	Ownership, Influence, Board	19.085	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		71-0246079				USAble Corporation	AR	DS	USAble Mutual Insurance Company	Ownership, Board, Influence	100.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company	95442	71-0747497				HMO Partners, Inc.	AR	DS	USAble Mutual Insurance Company	Ownership, Board, Influence	50.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		20-2621814				LSV Partners, LLC	DE	DS	USAble Mutual Insurance Company	Ownership, Board, Influence	50.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		71-0628367				Group Service Underwriters, Inc.	AR	DS	USAble Corporation	Ownership, Influence	100.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		71-0655804				AHIN, LLC	AR	DS	USAble Corporation	Ownership, Influence	100.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		71-0788146				Southwest Health Link, LLC	AR	DS	USAble Corporation	Ownership, Board, Influence	50.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		27-3645332				MedSite Health Management, LLC	AR	DS	USAble Corporation	Ownership, Board, Influence	50.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company	15225	46-2015297				USAble Partners, LLC	VT	DS	USAble Corporation	Ownership, Board, Influence	100.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company	76031	59-2876465				Florida Combined Life Insurance Co, Inc.	FL	IA	LSV Partners, Inc.	Ownership, Influence	100.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		80-0233147				Life & Specialty Ventures, Inc.	DE	NIA	Florida Combined Life Insurance Co, Inc.	Ownership	13.250	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		80-0233147				Life & Specialty Ventures, Inc.	DE	NIA	LSV Partners, Inc.	Ownership, Board, Influence	41.140	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		45-5058638				LSV Dental Management LLC	AR	NIA	Life and Specialty Ventures, LLC	Ownership	100.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		20-5180834				Able Benefit Solutions	AR	NIA	Life and Specialty Ventures, LLC	Ownership	100.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company	94358	71-0505232				USAble Life	AR	IA	Life and Specialty Ventures, LLC	Ownership	100.000	USAble Mutual Insurance Company	
0876	USAble Mutual Insurance Company		46-3940613				Your Benefits Agency, Inc.	AR	NIA	Life and Specialty Ventures, LLC	Ownership	100.000	USAble Mutual Insurance Company	

Asterisk **Explanation**

NONE

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?	SEE EXPLANATION

Explanation:

1. YES

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	41,439,112	37,368,974
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition	7,211,686	7,742,267
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	2,847,903	3,672,130
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	45,802,895	41,439,112
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)	45,802,895	41,439,112

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

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	70,012,605	75,664,173
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)	6,599,629	(5,651,568)
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)	76,612,234	70,012,605
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	76,612,234	70,012,605

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	694,628,184	624,138,157
2. Cost of bonds and stocks acquired	214,184,566	160,717,179
3. Accrual of discount	228,451	265,290
4. Unrealized valuation increase (decrease)	1,994,245	(839,318)
5. Total gain (loss) on disposals	2,033,934	15,540,551
6. Deduct consideration for bonds and stocks disposed of	46,304,455	92,107,738
7. Deduct amortization of premium	4,129,184	4,553,126
8. Total foreign exchange change in book/adjusted carrying value	(1,240,884)	(4,892,002)
9. Deduct current year's other than temporary impairment recognized		3,640,809
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	861,394,856	694,628,184
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	861,394,856	694,628,184

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	735,630,683	557,561,746	540,973,821	(5,311,624)	667,467,338	735,630,683	746,906,984	718,682,149
2. NAIC 2 (a)	28,851,524	12,655,623		2,436,746	30,590,578	28,851,524	43,943,893	24,212,339
3. NAIC 3 (a)								
4. NAIC 4 (a)	4,169,466	2,207,500		(2,261,966)	4,119,673	4,169,466	4,115,000	4,060,000
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	768,651,673	572,424,869	540,973,821	(5,136,844)	702,177,589	768,651,673	794,965,877	746,954,488
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	768,651,673	572,424,869	540,973,821	(5,136,844)	702,177,589	768,651,673	794,965,877	746,954,488

(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.

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	251,018,695	XXX	250,989,561		

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	367,987,123	271,705,527
2. Cost of short-term investments acquired	1,463,529,711	1,823,068,474
3. Accrual of discount	129,034	256,361
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	4,073	3,357
6. Deduct consideration received on disposals	1,580,631,245	1,727,018,052
7. Deduct amortization of premium		28,544
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	251,018,695	367,987,123
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	251,018,695	367,987,123

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of cash equivalents acquired		20,451,670
3. Accrual of discount		658
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		20,450,000
7. Deduct amortization of premium		2,329
8. Total foreign exchange change in book/ adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment									
880591 EQ 1	TENN VALLEY AUTHORITY		08/08/2014	RAYMOND JAMES/FI		4,048,280	4,000,000	22,556	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						4,048,280	4,000,000	22,556	XXX
Bonds - Industrial and Miscellaneous									
031162 BD 1	AMGEN INC		07/25/2014	RAYMOND JAMES/FI		3,132,210	3,000,000	34,213	2FE
19416Q ED 8	COLGATE-PALMOLIVE CO		09/16/2014	BNY/SUNTRUST CAPITAL MARKETS		4,469,265	4,500,000	25,875	1FE
20826F AB 2	CONOCOPHILLIPS COMPANY		08/01/2014	RAYMOND JAMES/FI		4,343,719	4,375,000	6,508	1FE
219350 AS 4	CORNING INC		07/03/2014	RAYMOND JAMES/FI		1,120,972	935,000	9,292	1FE
260003 AH 1	DOVER CORP		08/04/2014	RAYMOND JAMES/FI		340,302	300,000	6,449	1FE
291011 AY 0	EMERSON ELECTRIC CO		08/21/2014	Southwest Securities		1,134,520	1,000,000	17,740	1FE
30231G AD 4	EXXON MOBIL CORPORATION		07/03/2014	RAYMOND JAMES/FI		10,277,518	10,220,000	55,933	1FE
37331N AB 7	GEORGIA-PACIFIC LLC		07/01/2014	Stephens Inc		4,403,250	3,800,000	37,620	2FE
452308 AU 3	ILLINOIS TOOL WORKS INC		09/23/2014	STERNE, AGEE & LEACH, INC		2,490,025	2,500,000	3,385	1FE
637071 AL 5	NATIONAL OILWELL VARCO I		08/21/2014	RAYMOND JAMES/FI		2,931,846	2,930,000	9,339	1FE
693506 AZ 0	PPG INDUSTRIES INC		08/26/2014	JP MORGAN SECURITIES LIMITED		360,961	293,000	843	1FE
71672V AB 5	PETROLOGISTICS LP/FIN		07/31/2014	Southwest Securities		2,924,125	2,650,000	56,701	4FE
73755L AH 0	POTASH CORP-SASKATCHEWAN	I	07/08/2014	RAYMOND JAMES/FI		3,209,408	2,850,000	38,865	1FE
755111 BT 7	RAYTHEON COMPANY		07/01/2014	RAYMOND JAMES/FI		2,070,920	2,000,000	14,236	1FE
774341 AB 7	ROCKWELL COLLINS INC		09/16/2014	RAYMOND JAMES/FI		375,312	330,000	3,080	1FE
882508 AU 8	TEXAS INSTRUMENTS INC		07/11/2014	Southwest Securities		983,650	1,000,000	7,471	1FE
893526 DK 6	TRANS-CANADA PIPELINES	I	09/12/2014	JP MORGAN SECURITIES LIMITED		801,120	750,000	13,142	1FE
9021EQ AC 8	TYCO/TYCO INTL FIN SA	R	07/31/2014	JP MORGAN SECURITIES LIMITED		770,872	645,000	6,271	1FE
913017 BR 9	UNITED TECHNOLOGIES CORP		07/14/2014	RAYMOND JAMES/FI		1,675,710	1,500,000	17,250	1FE
91913Y AN 0	VALERO ENERGY CORP		08/18/2014	RAYMOND JAMES/FI		5,120,163	3,925,000	159,453	2FE
931142 CU 5	WAL-MART STORES INC		08/12/2014	BNY/SUNTRUST CAPITAL MARKETS		4,605,475	4,265,000	15,890	1FE
3899999. Total Bonds - Industrial and Miscellaneous						57,541,341	53,768,000	539,555	XXX
8399997. Total Bonds - Part 3						61,589,621	57,768,000	562,111	XXX
8399999. Total Bonds						61,589,621	57,768,000	562,111	XXX
Common Stocks - Industrial and Miscellaneous									
30162A 10 8	EXELIS INC		09/29/2014	Unknown	126,300.000	1,077,382	XXX		L
811904 10 1	SEACOR HOLDINGS INC		07/16/2014	CANTOR FITZGERALD & CO. INC	15,700.000	1,235,404	XXX		L
92242T 10 1	VECTRUS INC		09/29/2014	Unknown	7,016.672	77,024	XXX		L
9099999. Total Common Stocks - Industrial and Miscellaneous						2,389,809	XXX	0	XXX
9799997. Total Common Stocks - Part 3						2,389,809	XXX	0	XXX
9799999. Total Common Stocks						2,389,809	XXX	0	XXX
9899999. Total Preferred and Common Stocks						2,389,809	XXX	0	XXX
9999999. Total Bonds, Preferred and Common Stocks						63,979,431	XXX	562,111	XXX

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions																					
880541 KH 9	TN-SER B		09/01/2014	Maturity		745,000	745,000	767,127	747,736		(2,736)		(2,736)		745,000			0	37,250	09/01/2014	1FE
1799999. Total Bonds - U.S. States, Territories and Possessions						745,000	745,000	767,127	747,736	0	(2,736)	0	(2,736)	0	745,000	0	0	0	37,250	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
797355 VA 9	SAN DIEGO USD SER F		07/01/2014	Redemption		695,000	695,000	743,087	710,774		(15,774)		(15,774)		695,000			0	34,750	07/01/2029	1FE
2499999. Total Bonds - U.S. Political Subdivisions of States, Territories and Possessions						695,000	695,000	743,087	710,774	0	(15,774)	0	(15,774)	0	695,000	0	0	0	34,750	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
217822 AL 9	CORAL GABLES HLTH-BAP		08/15/2014	Redemption		625,000	625,000	671,925	642,648		(17,648)		(17,648)		625,000			0	31,250	08/15/2029	1FE
43232L DY 6	HILLSBORO REF-MOSI		07/01/2014	Maturity		200,000	200,000	213,386	204,387		(4,387)		(4,387)		200,000			0	10,000	07/01/2014	1FE
452874 EE 6	IMPERIAL IRR COPS-TXB		07/01/2014	Redemption		2,060,000	2,000,000	2,282,140	2,086,188		(26,188)		(26,188)		2,060,000			0	106,600	07/01/2019	1FE
60039G AM 5	MILLEDGEVILLE ETC CLG		09/01/2014	Redemption		303,000	300,000	329,277	313,254		(10,254)		(10,254)		303,000			0	16,875	09/01/2030	1FE
647370 CY 9	NM HSP-A-ST VINCENT H		07/01/2014	Maturity		400,000	400,000	408,512	400,783		(783)		(783)		400,000			0	16,800	07/01/2014	1FE
3199999. Total Bonds - U.S. Special Revenue and Special Assessment						3,588,000	3,525,000	3,905,240	3,647,260	0	(59,260)	0	(59,260)	0	3,588,000	0	0	0	181,525	XXX	XXX
Bonds - Industrial and Miscellaneous																					
00206R AV 4	AT&T INC		07/15/2014	CALLS		855,860	836,000	841,473	837,849		(604)		(604)		837,245		18,615	18,615	19,158	08/15/2015	1FE
25271C AG 7	DIAMOND OFFSHORE DRILL		09/01/2014	Maturity		1,500,000	1,500,000	1,593,750	1,513,767		(13,767)		(13,767)		1,500,000			0	77,250	09/01/2014	1FE
3899999. Total Bonds - Industrial and Miscellaneous						2,355,860	2,336,000	2,435,223	2,351,616	0	(14,371)	0	(14,371)	0	2,337,245	0	18,615	18,615	96,408	XXX	XXX
8399997. Total Bonds - Part 4						7,383,860	7,301,000	7,850,677	7,457,387	0	(92,142)	0	(92,142)	0	7,365,245	0	18,615	18,615	349,933	XXX	XXX
8399999. Total Bonds						7,383,860	7,301,000	7,850,677	7,457,387	0	(92,142)	0	(92,142)	0	7,365,245	0	18,615	18,615	349,933	XXX	XXX
Common Stocks - Industrial and Miscellaneous																					
12646R 10 5	CST BRANDS INC		09/18/2014	MERRILL LYNCH PIERCE FENNER	13,988.002	504,995	XXX	200,433	513,639	(313,207)			(313,207)		200,433		304,562	304,562	2,623	XXX	L
30162A 10 8	EXELIS INC		09/29/2014	Unknown	126,300.000	1,154,406	XXX	1,154,406	2,407,278	(1,252,872)			(1,252,872)		1,154,406			0	39,140	XXX	L
9099999. Total Common Stocks - Industrial and Miscellaneous						1,659,401	XXX	1,354,839	2,920,917	(1,566,079)	0	0	(1,566,079)	0	1,354,839	0	304,562	304,562	41,763	XXX	XXX
9799997 Total Common Stocks - Part 4						1,659,401	XXX	1,354,839	2,920,917	(1,566,079)	0	0	(1,566,079)	0	1,354,839	0	304,562	304,562	41,763	XXX	XXX
9799999. Total Common Stocks						1,659,401	XXX	1,354,839	2,920,917	(1,566,079)	0	0	(1,566,079)	0	1,354,839	0	304,562	304,562	41,763	XXX	XXX
9899999. Total Preferred and Common Stocks						1,659,401	XXX	1,354,839	2,920,917	(1,566,079)	0	0	(1,566,079)	0	1,354,839	0	304,562	304,562	41,763	XXX	XXX
9999999. Total Bonds, Preferred and Common Stocks						9,043,261	XXX	9,205,515	10,378,304	(1,566,079)	(92,142)	0	(1,658,221)	0	8,720,083	0	323,177	323,177	391,696	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt A-Sn 1-Footnote A
NONE

Sch. DB-Pt A-Sn 1-Footnote B
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1-Footnote A
NONE

Sch. DB-Pt B-Sn 1-Footnote B
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D-Sn 1
NONE

Sch. DB-Pt D-Sn 2
NONE

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter 6 First Month	7 Second Month	8 Third Month	9 *
Open Depositories									
Bank of America	Little Rock, AR								XXX
MAPD ACH						115,329	4,874	109,204	XXX
MAPD Lockbox						90,191	13,793	106,557	XXX
MAPD Claim Refunds						-	-	-	XXX
MAPD Claims						(60,716)	(126,760)	(172,770)	XXX
MAPD EFT						2,607	(19)	-	XXX
CASH-PART D ACH						1,194,056	75,442	1,303,169	XXX
CASH-PART D LOCKBOX						541,862	49,882	686,383	XXX
General						3,396,999	125,865	8,019,008	XXX
Exchange Claims Account						(111,844)	(9,545,591)	(274,908)	XXX
Payroll						566,510	(3,316,906)	(3,375,796)	XXX
CASH BOA EXCHANGE REC						-	(1,572,347)	-	XXX
PCIP Claims Account						33,806	30,170	30,441	XXX
PCIP Lockbox Account						-	-	-	XXX
Workers Compensation						-	-	-	XXX
Premium Rebate Fund-BOA						-	-	-	XXX
FEP Standard EFT						-	-	(69)	XXX
FEP EFT Basic Option						-	-	-	XXX
ASSIGNED GCPS EFT ACC						-	-	(258)	XXX
Assigned Medipak EFT						-	-	-	XXX
Long Term Care						167,987	159,313	181,223	XXX
Medicare Part D						-	-	-	XXX
ITS EFT						-	-	-	XXX
USAA NON BRANDED TPA						-	-	-	XXX
CASH-BOATMEN'S OPER A						5,445,132	5,044,141	4,929,100	XXX
CASH-BOATMEN'S REFUND						171,204	189,114	216,559	XXX
CASH-AMISYS TPA CLAIMS						6,253,621	3,896,453	(3,069,869)	XXX
Amisys UMIC Claims						9,197,575	9,416,053	9,434,319	XXX
CASH-CHIP ACCOUNT						375,132	361,567	317,570	XXX
CASH-WALMART CLAIMS A						14,528,650	12,643,139	15,798,439	XXX
CASH-USABLE CORP CHIP						-	-	-	XXX
CASH-USAL GRP HLTH						-	-	-	XXX
Bank of America	Vandalia, MO					-	-	-	XXX
Accounts Payable						(2,115,361)	(1,004,615)	(1,549,058)	XXX
Assigned Benefits EFT						(91,629)	(66,567)	(55,961)	XXX
Unassigned Benefits						(280,895)	(265,205)	(284,432)	XXX
Simmons	Pine Bluff, AR					-	-	-	XXX
Hospital						(281,609)	(278,924)	(93,531)	XXX
Assigned Medipak						(124,127)	(133,353)	(143,711)	XXX
Unassigned Medipak						(353,592)	(508,583)	(457,636)	XXX
Bank Fund Account						1,446,171	485,133	1,473,645	XXX
Accounts Payable						-	(86,673)	(2,180)	XXX
FEP Investment Acct						65,782	52,333	72,678	XXX
FEP Standard Option						(199,452)	(188,070)	(416,600)	XXX
FEP Basic Option						(123,847)	(83,227)	(90,308)	XXX
U.S. Bank	St Louis, MO					-	-	-	XXX
Membrs Lockbox						2,829,381	3,211,309	1,803,797	XXX
Uninvested Cash-Trust						1,125	-	-	XXX
Exchange Bank						524,812	182,602	305,609	XXX
0199998. Deposits in.....58 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories		XXX	XXX	2,466		2,330,000	2,330,000	2,330,000	XXX
0199999. Total Open Depositories		XXX	XXX	2,466	0	45,534,862	21,094,343	37,130,616	XXX
Suspended Depositories									
Bank Fund Account									
0299999. Total Suspended Depositories		XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit		XXX	XXX	2,466	0	45,534,862	21,094,343	37,130,616	XXX
0499999. Cash in Company's Office		XXX	XXX	XXX	XXX	7,064	7,064	7,064	XXX
0599999. Total Cash		XXX	XXX	2,466	0	45,541,926	21,101,407	37,137,680	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 & Accrued	8 Amount Received During Year

NONE

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code.....876 NAIC Company Code.....83470

	Individual Coverage		Group Coverage		5
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1. Premiums collected	32,748,186	XXX	866,517	XXX	33,614,703
2. Earned premiums	29,153,963	XXX	885,949	XXX	XXX
3. Claims paid	22,799,753	XXX	808,158	XXX	23,607,911
4. Claims incurred	23,305,374	XXX	816,705	XXX	XXX
5. Reinsurance coverage and low income cost sharing - claims paid net of reimbursements applied (a)	XXX		XXX		0
6. Aggregate policy reserves - change		XXX		XXX	XXX
7. Expenses paid	7,246,598	XXX	118,252	XXX	7,364,850
8. Expenses incurred	7,292,882	XXX	119,715	XXX	XXX
9. Underwriting gain or loss	(1,444,293)	XXX	(50,471)	XXX	XXX
10. Cash flow results	XXX	XXX	XXX	XXX	2,641,942

(a) Uninsured Receivable/Payable with CMS at End of Quarter $.....0 due from CMS or $.....0 due to CMS.