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QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2014

OF THE CONDITION AND AFFAIRS OF THE

QCA Health Plan, Inc.

NAIC Group Code 4807 (Current Period), 0000 (Prior Period) NAIC Company Code 95448 Employer's ID Number 71-0794605

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

Country of Domicile United States of America

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

Incorporated/Organized 04/08/1996 Commenced Business 07/31/1996

Statutory Home Office 12615 Chenal Parkway, Suite 300 (Street and Number), Little Rock, AR, 72211 (City or Town, State, Country and Zip Code)

Main Administrative Office 12615 Chenal Parkway, Suite 300 (Street and Number)
LIttle Rock, AR, 72211 (City or Town, State, Country and Zip Code) (501)228-7111 (Area Code) (Telephone Number)

Mail Address 12615 Chenal Parkway, Suite 300 (Street and Number or P.O. Box), Little Rock, AR, 72211 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 12615 Chenal Parkway, Suite 300 (Street and Number)
Little Rock, AR, 72211 (City or Town, State, Country and Zip Code) (501)228-7111 (Area Code) (Telephone Number)

Internet Web Site Address www.qualchoice.com

Statutory Statement Contact Randall Crow (Name) (501)219-5109 (Area Code)(Telephone Number)(Extension)
randall.crow@qualchoice.com (E-Mail Address) (501)228-0135 (Fax Number)

OFFICERS

Name	Title
Michael Edward Stock	President
Randall Alvin Crow	Treasurer
Linda DuPuis	Secretary

OTHERS

Joni Self Daniels, Vice President-Operations
Betty Jo Tatum-Himes, Vice President - Sales & Marketing
Stephen Sorsby M.D., Vice President - Medical Affairs
Jon Foose, Vice President - Underwriting

DIRECTORS OR TRUSTEES

Mark Fred Bjornson
Steven Charles Schramm
Christine William Mulheren
Philip Linwood Foster #

State of Arkansas
County of Pulaski ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the 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)
Michael Edward Stock	Randall Alvin Crow	Linda DuPuis
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Treasurer	Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me this
_____ day of _____, 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

(Notary Public Signature)

DIRECTORS OR TRUSTEES (continued)

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	19,915,680		19,915,680	10,886,739
2. Stocks:				
2.1 Preferred stocks	1,500,000		1,500,000	1,500,000
2.2 Common stocks	8,319,756		8,319,756	6,940,624
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)				
4.2 Properties held for the production of income (less $.....0 encumbrances)				
4.3 Properties held for sale (less $.....0 encumbrances)				
5. Cash ($.....14,740,661), cash equivalents ($.....0) and short-term investments ($.....0)	14,740,661		14,740,661	9,095,456
6. Contract loans (including $.....0 premium notes)				
7. Derivatives				
8. Other invested assets	5,458		5,458	5,634
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	44,481,555		44,481,555	28,428,453
13. Title plants less $.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	47,840		47,840	30,592
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	108,650		108,650	971,519
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				745,834
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans	1,142,012		1,142,012	435,524
18.1 Current federal and foreign income tax recoverable and interest thereon	91,426		91,426	91,426
18.2 Net deferred tax asset				
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	1,187,005	1,187,005		
21. Furniture and equipment, including health care delivery assets ($.....0)	330,756	330,756		
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	24,240		24,240	75,000
24. Health care ($.....0) and other amounts receivable	309,255	105,582	203,673	174,375
25. Aggregate write-ins for other than invested assets	785,896	785,896		
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	48,508,635	2,409,239	46,099,396	30,952,723
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	48,508,635	2,409,239	46,099,396	30,952,723
DETAILS OF WRITE-INS				
1101. rounding				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Prepaid Expenses	285,896	285,896		
2502. Other Intangible Assets	500,000	500,000		
2503. rounding				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	785,896	785,896		

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	13,739,723	1,503,963	15,243,686	13,286,998
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	99,045		99,045	99,045
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	1,512,217		1,512,217	289,895
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	3,358,788		3,358,788	2,252,565
9.	General expenses due or accrued	2,142,199		2,142,199	1,448,827
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates				106,919
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers, $.....0 unauthorized reinsurers and $.....0 certified reinsurers)				
20.	Reinsurance in unauthorized and certified ($.....0) companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans	863,746		863,746	647,884
23.	Aggregate write-ins for other liabilities (including $.....0 current)	2,762,219		2,762,219	(1)
24.	Total liabilities (Lines 1 to 23)	24,477,937	1,503,963	25,981,900	18,132,132
25.	Aggregate write-ins for special surplus funds	XXX	XXX	2,387,474	
26.	Common capital stock	XXX	XXX	2,454	2,454
27.	Preferred capital stock	XXX	XXX	25,500,046	25,500,046
28.	Gross paid in and contributed surplus	XXX	XXX	9,500,000	2,000,000
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	(17,272,118)	(14,681,549)
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX	360	360
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	20,117,496	12,820,591
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	46,099,396	30,952,723
DETAILS OF WRITE-INS					
2301.	Cost Share Reduction liability	920,318		920,318	(1)
2302.	ACA Insurer Fees	1,841,901		1,841,901	
2303.	rounding				
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	2,762,219		2,762,219	(1)
2501.	ACA tax estimate for 2015 fee year, 2014 data year	XXX	XXX	2,387,474	
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	2,387,474	
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

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	358,461	372,643	495,442
2.	Net premium income (including $.....0 non-health premium income)	XXX	110,140,029	106,076,370	141,264,056
3.	Change in unearned premium reserves and reserves for rate credits	XXX			
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			
7.	Aggregate write-ins for other non-health revenues	XXX			
8.	Total revenues (Lines 2 to 7)	XXX	110,140,029	106,076,370	141,264,056
Hospital and Medical:					
9.	Hospital/medical benefits	6,856,811	71,074,042	78,112,723	103,953,373
10.	Other professional services				
11.	Outside referrals				
12.	Emergency room and out-of-area	147,421	1,561,668	1,675,554	2,291,356
13.	Prescription drugs		15,381,112	14,819,664	20,092,493
14.	Aggregate write-ins for other hospital and medical				
15.	Incentive pool, withhold adjustments and bonus amounts				
16.	Subtotal (Lines 9 to 15)	7,004,232	88,016,822	94,607,941	126,337,222
Less:					
17.	Net reinsurance recoveries		620,707	1,264,349	2,454,464
18.	Total hospital and medical (Lines 16 minus 17)	7,004,232	87,396,115	93,343,592	123,882,758
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....3,491,398 cost containment expenses		6,111,701	4,771,364	6,518,243
21.	General administrative expenses		15,570,964	12,269,223	16,606,725
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)		1,512,217	(1,702,893)	(1,849,940)
23.	Total underwriting deductions (Lines 18 through 22)	7,004,232	110,590,997	108,681,286	145,157,786
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(450,968)	(2,604,916)	(3,893,730)
25.	Net investment income earned		250,287	173,109	270,614
26.	Net realized capital gains (losses) less capital gains tax of $.....0		298,190	2,612	(20,022)
27.	Net investment gains or (losses) (Lines 25 plus 26)		548,477	175,721	250,592
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		19,942	19,035	53,755
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	117,451	(2,410,160)	(3,589,383)
31.	Federal and foreign income taxes incurred	XXX	1,212,066		
32.	Net income (loss) (Lines 30 minus 31)	XXX	(1,094,615)	(2,410,160)	(3,589,383)
DETAILS OF WRITE-INS					
0601.		XXX			
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.		XXX			
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401.					
1402.					
1403.					
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)				
2901.	rounding				
2902.	Miscellaneous Income/Expense		19,941	19,035	53,755
2903.	rounding		1		
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		19,942	19,035	53,755

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	12,820,591	12,930,502	12,930,502
34.	Net income or (loss) from Line 32	(1,094,615)	(2,410,160)	(3,589,383)
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	50,509	641,316	1,128,665
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax	1,029,309		
39.	Change in nonadmitted assets	(2,235,883)	342,633	350,809
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	7,500,000	2,000,000	2,000,000
	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	2,047,584	12	(2)
48.	Net change in capital and surplus (Lines 34 to 47)	7,296,904	573,801	(109,911)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	20,117,495	13,504,303	12,820,591
DETAILS OF WRITE-INS				
4701.	Rounding	(7)	12	(2)
4702.	PPE contribution	2,047,591		
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)	2,047,584	12	(2)

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	113,331,443	105,676,101	138,460,951
2.	Net investment income	198,432	219,685	302,971
3.	Miscellaneous income	38,476	168,056	171,074
4.	TOTAL (Lines 1 to 3)	113,568,351	106,063,842	138,934,996
5.	Benefit and loss related payments	86,205,810	93,276,372	126,349,362
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	21,459,976	17,705,230	24,484,075
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	182,757		(1,128,665)
10.	TOTAL (Lines 5 through 9)	107,848,543	110,981,602	149,704,772
11.	Net cash from operations (Line 4 minus Line 10)	5,719,808	(4,917,760)	(10,769,776)
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	7,880,249	5,599,529	5,663,966
	12.2 Stocks	3,390,133	1,998,592	1,999,134
	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			
	12.7 Miscellaneous proceeds	177	2,612	
	12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	11,270,559	7,600,733	7,663,100
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	16,531,943	6,705,186	6,987,934
	13.2 Stocks	4,763,206	5,297,200	5,298,633
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications		20,424	1,128,105
	13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	21,295,149	12,022,810	13,414,672
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)	(10,024,590)	(4,422,077)	(5,751,572)
	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	7,500,000	2,000,000	2,000,000
	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)	2,449,987	(285,731)	(54,019)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	9,949,987	1,714,269	1,945,981
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	5,645,205	(7,625,568)	(14,575,367)
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	9,095,456	23,670,823	23,670,823
	19.2 End of period (Line 18 plus Line 19.1)	14,740,661	16,045,255	9,095,456

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
		2	3							
	Total	Individual	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	41,256	7,593	33,134				529			
2. First Quarter	39,263	8,739	30,132				392			
3. Second Quarter	38,834	8,680	29,789				365			
4. Third Quarter	43,841	14,397	29,059				385			
5. Current Year										
6. Current Year Member Months	358,461	86,367	268,716				3,378			
Total Member Ambulatory Encounters for Period:										
7. Physician	249,783	28,850	218,399				2,534			
8. Non-Physician	88,520	6,858	81,228				434			
9. Total	338,303	35,708	299,627				2,968			
10. Hospital Patient Days Incurred	8,994	552	8,382				60			
11. Number of Inpatient Admissions	2,215	150	2,046				19			
12. Health Premiums Written (a)	111,175,226	20,697,126	89,090,797				1,387,303			
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	111,175,226	20,697,126	89,090,797				1,387,303			
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	86,258,931	14,819,218	70,495,002				944,711			
18. Amount Incurred for Provision of Health Care Services	88,016,822	15,143,055	71,908,079				965,688			

(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
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered	772,537	393,032	195,536	56,795	86,063	1,503,963
0399999 Aggregate Accounts Not Individually Listed - Covered	5,933,515	3,018,708	1,501,825	436,216	661,010	11,551,274
0499999 Subtotals	6,706,052	3,411,740	1,697,361	493,011	747,073	13,055,237
0599999 Unreported claims and other claim reserves						2,188,449
0799999 Total Claims Unpaid						15,243,686
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

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	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
1. Comprehensive (hospital & medical)	11,475,876	75,318,805	89,836	15,132,874	11,565,712	13,147,204
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan	194,610	750,101	124	20,852	194,734	139,794
6. Title XVIII - Medicare						
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	11,670,486	76,068,906	89,960	15,153,726	11,760,446	13,286,998
10. Healthcare receivables (a)	1,719,583	199,245		1,474,702	1,719,583	1,093,565
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Lines 9 - 10 + 11 + 12)	9,950,903	75,869,661	89,960	13,679,024	10,040,863	12,193,433

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

Notes to Financial Statement

QCA HEALTH PLAN, INC.

Notes to Financial Statements - Statutory Basis

(1) Summary of Significant Accounting Policies

The following is a summary of the significant accounting policies used in the preparation of the accompanying financial statements. Such policies are in conformity with the Annual Statement Instructions and the Accounting Practices and Procedures Manual of the National Association of Insurance Commissioners ("NAIC") and the accounting practices as prescribed or permitted by the Arkansas Insurance Department and are not intended to be a presentation in conformity with accounting principles generally accepted in the United States of America.

Cash and Cash Equivalents and Short Term Investments: The Company considers all cash accounts and all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. Certificates of deposit with a maturity of more than four months but less than one year are considered short term investments and are stated at cost.

Premiums Receivable: The Company uses the allowance method of accounting for uncollectible receivables. Premiums receivable represent medical premium revenue that has been billed and recognized as revenue, but has not been collected.

Investment Securities: Bonds and other debt instruments for which the Company intends to hold to until they mature are classified as held to maturity and are stated at cost adjusted for amortization of premiums and accretion of discounts computed by the interest method. Stocks and bond funds which have no set maturity date are classified as available for sale and are stated at fair market value.

Medical Claims Payable: Reported claims expected to be paid after the balance sheet date for services provided to members prior to the balance sheet date are recorded as liabilities. Claims for services provided to members during the financial reporting period which are unreported at the balance sheet date are estimated based on the Company's claims experience and recorded as liabilities. The amounts recorded are based upon estimates of the ultimate net cost of such services provided. These reserves are subject to continuous review by management and changes in estimates are reflected in earnings currently.

Income Taxes: Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due.

Revenue: Medical premium revenue is recognized in the month in which members are entitled to receive health care services. Medical premiums collected in advance are recorded as unearned premium revenue.

***Cost of Benefits Provided*:** Cost of benefits provided includes the costs of all medical services delivered to enrolled members of the Company and for whom the Company has recorded medical premium revenue during the reporting period. These costs include payments for specific medical services paid to physicians, hospitals, and other health care providers on a fee-for-service basis. Costs of benefits include claims paid, claims in process and pending, estimates of unreported claims and charges, and processing costs of those estimates at the end of the fiscal year for which the Company will be responsible. There are certain provider contracts within the network that contain various risk sharing arrangements, in which the unallocated withhold amounts for members who have not designated a primary care physician are returned to the Company as part of the settlement and administration of such risk sharing arrangements and accordingly are recorded as a reduction of cost of benefits provided.

Premium Tax: The state in which the Company does business requires the remittance of premium taxes based upon a percentage of billed premiums.

Notes to Financial Statement

Advertising Costs: Advertising and promotions related expenses are charged to operations when incurred.

Non-Admitted Assets: Certain assets (principally pharmaceutical rebate receivables, property plant and equipment, goodwill and deferred tax assets not expected to be realized within a 12 month period) designated as "non-admitted" are not included in the financial statements.

Accounting Estimates: The preparation of financial statements in conformity with the accounting practices described above requires management to make estimates and assumptions that affect the reported amounts in the financial statements and accompanying notes. Actual results could differ from those estimates.

Gross Paid-in and Contributed Capital: On May 1 $7,500,000 in contributed capital was received by the company. On the March 31 filed financial statements a receivable was recorded for the additional capital contribution, and was satisfied by receipt of cash prior to the filing of the 1st quarter statutory financial statement. This contribution was treated as a Type I subsequent event in accordance with SSAP No. 9 and as such was considered an admitted asset based on the evidence of collection and approval of the Arkansas Insurance Commissioner.

(2) Accounting Changes and Corrections of Errors

None.

(3) Business Combinations and Goodwill

The Company recognized Goodwill of $500,000 in the 2nd quarter. The entire amount was non-admitted. The parent of the company was purchased in the 2nd quarter. See note 10.

(4) Discontinued Operations

None.

(5) Investments

No significant changes.

(6) Joint Ventures, Partnerships and Limited Liability Companies

No significant changes.

(7) Investment Income

Realized losses and gains in Investment Income due to a realized loss or gain on the sale of ETF's are reported on the Income statement as required. Unrealized losses and gains are recorded on page 5.

(8) Derivative Instruments

None.

(9) Income Taxes

No significant changes.

(10) Information Concerning Parent, Subsidiaries and Affiliates

Notes to Financial Statement

The Company received a contribution in capital of $7,500,000. The contribution was recorded as an accounts receivable and as paid in capital in the 1st quarter. The cash was received in the 2nd quarter and the accounts receivable was removed from the statement. See note 1 for further information.

On April 8, 2014 CollabHealth Plan Services, Inc. submitted a Form A Statement regarding the acquisition of control or merger with QualChoice Holding, Inc. QualChoice Holdings, Inc. is the parent company of QCA Health Plan, Inc. and QualChoice Life and Health Insurance Company, Inc. CollabHealth, a wholly owned subsidiary of Catholic Health Initiatives, closed on a series of stock-purchase agreements to acquire QualChoice Holdings, Inc. On May 1, 2014 the transaction was approved. CollabHealth contributed new capital of $7,500,000 to QCA Health Plan, Inc. Treatment of the capital contribution is discussed in Note 1. In the 2nd quarter CollabHealth Health, Inc. was renamed Prominence Health, Inc. and CollabHealth Plan Services Plan Services, Inc. was renamed Prominence Health Plan Services, Inc. The new names are reflected in Schedule Y. Upon completion of the stock-purchase agreements QCA Health Plan, Inc. became part of a Holding Company. This is reflected on Schedule Y.

(11) Debt

None.

(12) Retirement Plans, Deferred Compensation and Other Postretirement Benefit and Compensated Absences and Other Postretirement Benefit Plans

No significant changes.

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

No significant changes.

(14) Contingencies

No significant changes.

(15) Leases

None.

(16) Information About Financial Instruments With Off Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

None.

(17) Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None.

(18) Gain or Loss To The Reporting Entity From Uninsured A&H Plans and The Uninsured Portion of Partially Insured Plans

No significant changes.

(19) Direct Premium Written/Produced By Managing General Agents/Third Party Administrators

None

Notes to Financial Statement

(20) Fair Value Measurements

All investments are recorded at amortized cost, except for ETF's referenced in #5 above. ETF's are adjusted to market value on a monthly basis.

(21) Other Items

J. Risk Sharing Provisions of the Affordable Care Act

1. Permanent Risk Adjustment Program

Assets	Amount
a. Premium Adjustment Receivable	$0
Liabilities	
b. Risk Adjustment User Fees Payable	$0
c. Premium Adjustments Payable	$0
Operations (Revenue & Expense)	
d. Premium for Accident and Health Contracts	$0

2. Transitional Reinsurance Program

Assets	
a. Amounts recoverable for claims paid	$0
b. Amounts recoverable for claims unpaid	$0
c. Amounts receivable relating to uninsured plans	$0
Liabilities	
d. Claims unpaid-ceded	$0
e. Contributions payable-not reported as ceded	$0
f. Ceded reinsurance premiums payable	$0
g. Liability for amounts held under uninsured plans	$0
Operations (Revenue & Expense)	
h. Ceded reinsurance premiums	$0
i. Reinsurance recoveries	$0
j. Contributions-not reported as ceded premiums	$1,237,052

3. Temporary Risk Corridors Program

Assets	
a. Accrued retrospective premium	$0
Liabilities	

Notes to Financial Statement

b. Reserve for rate credits/policy exp rating refunds $0

Operations (Revenue & Expense)

c. Net premium income (paid/received) $0

d. Change in reserves for rate credits $0

4. Have there been any material re-estimations and/or impairments for the reporting period? **NO**

(22) Events Subsequent

None

(23) Reinsurance

No significant changes.

(24) Retrospectively Rated Contracts & Contracts Subject To Redetermination

None.

(25) Change In Incurred Claims and Claim Adjustment Expenses

None.

(26) Intercompany Pooling Arrangements

None.

(27) Structured Settlements

None.

(28) Health Care Receivables

No significant changes.

(29) Participating Policies

None.

(30) Premium Deficiency Reserves

There have been no changes in premium deficiency reserves since year end.

(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[X] No[ ]
1.2 If yes, has the report been filed with the domiciliary state? Yes[X] No[ ] N/A[ ]

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[X] No[ ]
2.2 If yes, date of change: 05/01/2014

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 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. 12/31/2011
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. 12/31/2011
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). 05/30/2013
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[ ] No[ ] N/A[X]

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
		Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

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

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[X] No[ ]
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 24,240

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

GENERAL INTERROGATORIES (Continued)

INVESTMENT

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		
14.22	Preferred Stock	1,500,000	1,500,000
14.23	Common Stock		
14.24	Short-Term Investments		
14.25	Mortgages Loans on Real Estate		
14.26	All Other	5,634	5,458
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	1,505,634	1,505,458
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[ ] No[ ] N/A[X]
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 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
Arvest Asset Management	200 Commerce Dr. Ste. 100, Little Rock, AR
Stephens Bank Trust	111 Center Street, Little Rock, AR

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, 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
Arvest Trust	Dennis Whitaker	200 Commerce Dr. Ste. 100 Little Rock, AR
Stephens Inc.	Alan Tedford	111 Center Street, Little Rock, AR

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 83.110%
   1.2 A&H cost containment percent 3.140%
   1.3 A&H expense percent excluding cost containment expenses 16.363%

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
			NONE					

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

			Direct Business Only							
		1	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								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	L	109,787,923			1,387,303			111,175,226	
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	N								
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	N								
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	N								
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	N								
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	N								
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	N								
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CAN)	N								
58.	Aggregate other alien (OT)	XXX								
59.	Subtotal	XXX	109,787,923			1,387,303			111,175,226	
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 1	109,787,923			1,387,303			111,175,226	
DETAILS OF WRITE-INS										
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

(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.

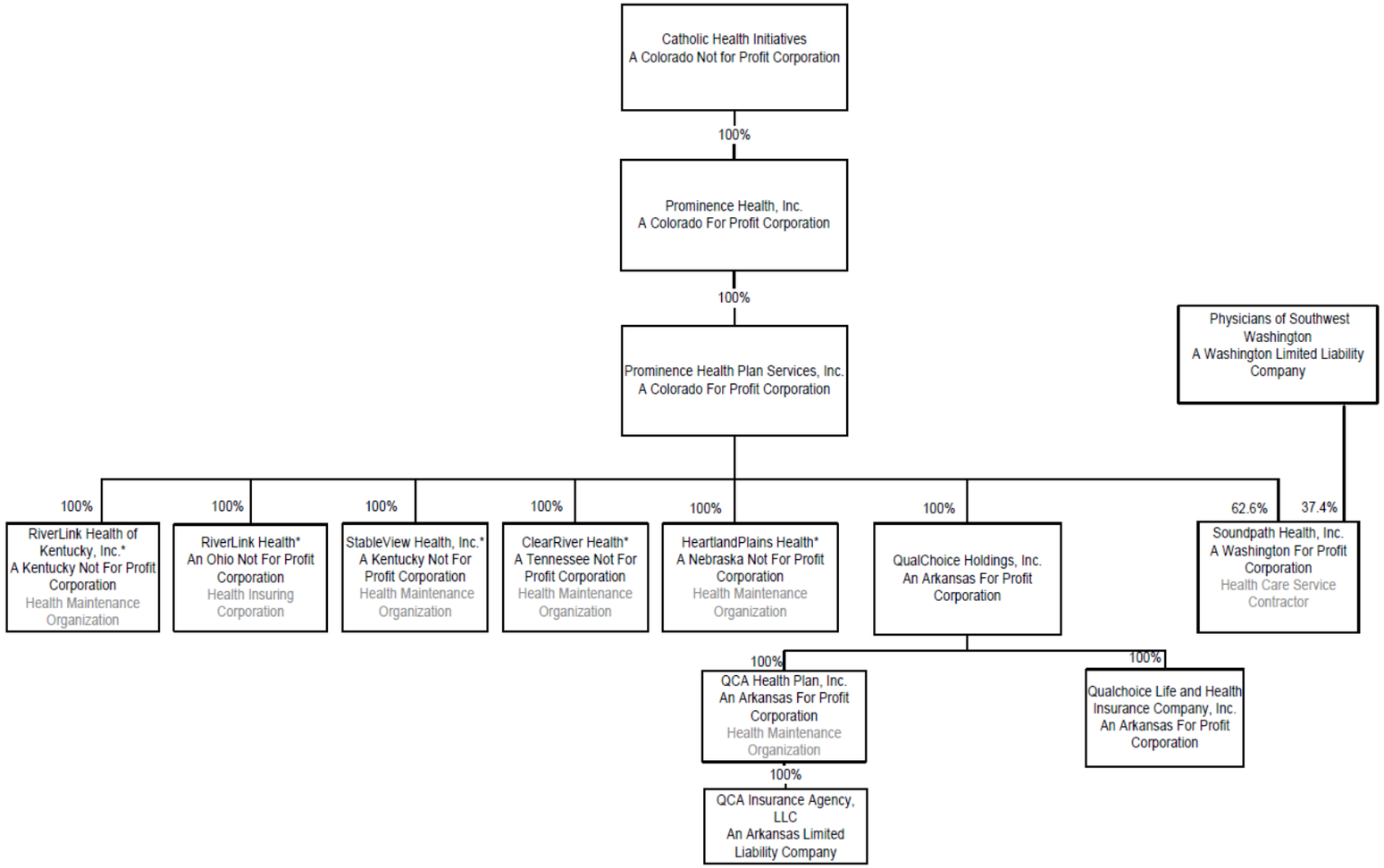
(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

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 *
4807	Catholic Health Initatives Grp	95448	71-0794605				QCA Health Plan, Inc.	AR	RE	Promience Health Plan Services	Ownership	100.0	Catholic Health Initatives	
4807	Catholic Health Initatives	70998	71-0386640				QualChoice Life and Health Insurance Company ,Inc.	AR	RE	Promience Health Plan Services	Ownership	100.0	Catholic Health Initatives	
4807	Catholic Health Initatives	12909	42-1720801				Soundpath Health, Inc.	WA	IA	Promience Health Plan Services	Ownership	37.4	Physician of Southwest Washington	
4807	Catholic Health Initatives	12909	42-1720801				Soundpath Health, Inc.	WA	IA	Promience Health Plan Services	Ownership	62.6	Catholic Health Initatives	
4807	Catholic Health Initatives	15493	46-4495960				ClearRiver Health	TN	IA	Promience Health Plan Services	Ownership	100.0	Catholic Health Initatives	
4807	Catholic Health Initatives	15488	46-4368223				Heartland Plains Health	NE	IA	Promience Health Plan Services	Ownership	100.0	Catholic Health Initatives	
4807	Catholic Health Initatives	15499	46-4380824				RiverLink Health	OH	IA	Promience Health Plan Services	Ownership	100.0	Catholic Health Initatives	
4807	Catholic Health Initatives	15486	46-4828332				RiverLink Health of Kentucky, Inc.	KY	IA	Promience Health Plan Services	Ownership	100.0	Catholic Health Initatives	
4807	Catholic Health Initatives	15487	46-4373713				StableView Health	KY	IA	Promience Health Plan Services	Ownership	100.0	Catholic Health Initatives	

Asterisk	Explanation
0000001	

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

Explanations:
1. This company has no Medicare Part D Coverage. Therefore no supplement will be filed.

Bar Codes:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

NONE

		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 va		
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)		

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		
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 poin		
9.	Total foreign exchange change in book value/recorded inve		
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)		

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	5,634	5,628
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)	(176)	6
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)	5,458	5,634
12.	Deduct total nonadmitted amounts		
13.	Statement value at end of current period (Line 11 minus Line 12)	5,458	5,634

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	19,327,363	13,610,243
2.	Cost of bonds and stocks acquired	21,295,149	12,286,567
3.	Accrual of discount	41,742	2,910
4.	Unrealized valuation increase (decrease)	50,509	1,128,099
5.	Total gain (loss) on disposals	298,190	(20,023)
6.	Deduct consideration for bonds and stocks disposed of	11,270,382	7,663,100
7.	Deduct amortization of premium	7,135	17,333
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)	29,735,436	19,327,363
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	29,735,436	19,327,363

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)	17,843,372	7,463,660	5,418,692	33,592	9,842,824	17,843,372	19,921,932	10,886,740
2. NAIC 2 (a)								
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	17,843,372	7,463,660	5,418,692	33,592	9,842,824	17,843,372	19,921,932	10,886,740
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	17,843,372	7,463,660	5,418,692	33,592	9,842,824	17,843,372	19,921,932	10,886,740

(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

SI03 Schedule DA Part 1 . . . . . NONE

SI03 Schedule DA Verification . . . . . NONE

SI04 Schedule DB - Part A Verification . . . . . NONE

SI04 Schedule DB - Part B Verification . . . . . NONE

SI05 Schedule DB Part C Section 1 . . . . . NONE

SI06 Schedule DB Part C Section 2 . . . . . NONE

SI07 Schedule DB - Verification . . . . . NONE

SI08 Schedule E - Verification (Cash Equivalents) . . . . . NONE

E01 Schedule A Part 2 . . . . . NONE

E01 Schedule A Part 3 . . . . . NONE

E02 Schedule B Part 2 . . . . . NONE

E02 Schedule B Part 3 . . . . . NONE

E03 Schedule BA Part 2 . . . . . NONE

E03 Schedule BA Part 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. Governments									
912828RR3	US Treasury Note		08/20/2014	Stephens Inc	XXX	198,703	200,000	1,065	1FE
912828SV3	US Treasury Note		08/29/2014	Stephens Inc	XXX	413,711	425,000	2,264	1FE
912828WW6	US Treasury Note		09/25/2014	Stephens Inc	XXX	298,207	300,000	755	1FE
912828ST8	US Treasury Note		09/25/2014	Stephens Inc	XXX	294,141	300,000	1,518	1FE
912828SH4	US Treasury Note		09/25/2014	Stephens Inc	XXX	296,367	300,000	296	1FE
3135G0YM9	Fannie Mae		09/25/2014	Stephens Inc	XXX	303,324	300,000	125	1FE
912828VQ0	US Treasury Note		09/25/2014	Stephens Inc	XXX	298,816	300,000	684	1FE
912828VE7	US Treasury Note		09/25/2014	Stephens Inc	XXX	295,500	300,000	1,000	1FE
912828RE2	US Treasury Note		09/30/2014	Stephens Inc	XXX	100,031	100,000	124	1FE
912828ST8	US Treasury Note		09/30/2014	Stephens Inc	XXX	294,375	300,000	1,559	1FE
912828UZ1	US Treasury Note		09/26/2014	Stephens Inc	XXX	292,090	300,000	780	1FE
912828UR9	US Treasury Note		09/26/2014	Stephens Inc	XXX	294,352	300,000	186	1FE
912828RT9	US Treasury Note		09/26/2014	Stephens Inc	XXX	297,387	300,000	1,375	1FE
912828RP7	US Treasury Note		09/26/2014	Stephens Inc	XXX	302,156	300,000	2,183	1FE
912828UJ7	US Treasury Note		09/26/2014	Stephens Inc	XXX	148,090	150,000	218	1FE
912828UA6	US Treasury Note		09/29/2014	Stephens Inc	XXX	294,750	300,000	625	1FE
912828TW0	US Treasury Note		09/29/2014	Stephens Inc	XXX	296,414	300,000	935	1FE
3135G0PQ0	Fannie Mae		09/29/2014	Stephens Inc	XXX	297,216	300,000	1,123	1FE
0599999 Subtotal - Bonds - U.S. Governments					XXX	5,015,630	5,075,000	16,815	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
464288638	Ishares Intermediate Credit Bond ETF		09/25/2014	Stephens Inc	XXX	1,267,635	1,267,635		1FE
78464A375	SPDR Barclays Interm Term Corp Bond ETF		09/25/2014	Stephens Inc	XXX	587,456	587,456		1FE
46434V100	Ishares 0-5 Yr Inv Grade Corp Bond ETF		09/25/2014	Stephens Inc	XXX	592,939	592,939		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	2,448,030	2,448,030		XXX
8399997 Subtotal - Bonds - Part 3					XXX	7,463,660	7,523,030	16,815	XXX
8399999 Subtotal - Bonds					XXX	7,463,660	7,523,030	16,815	XXX
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
922908512	Vanguard Midcap Value		09/25/2014	Stephens Inc	17,740.000	1,509,674	XXX		1FE
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					XXX	1,509,674	XXX		XXX
9799997 Subtotal - Common Stocks - Part 3					XXX	1,509,674	XXX		XXX
9799999 Subtotal - Common Stocks					XXX	1,509,674	XXX		XXX
9899999 Subtotal - Preferred and Common Stocks					XXX	1,509,674	XXX		XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	8,973,334	XXX	16,815	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 Stocks 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. Governments																					
3134G2UA8	Federal Home Loan Mortgage		08/20/2014	Stephens Inc	XXX	175,000	175,000	177,119	175,817		817		817		175,000				1,699	08/20/2014	1FE
912828RC6	US Treasury Note		09/26/2014	Stephens Inc	XXX	200,000	200,000	203,688	202,891		2,891		2,891		200,000				4,250	08/15/2021	1FE
912828RR3	US Treasury Note		09/26/2014	Stephens Inc	XXX	200,000	200,000	198,703	198,703		(1,297)		(1,297)		200,000				1,506	11/15/2021	1FE
912828SV3	US Treasury Note		09/26/2014	Stephens Inc	XXX	425,000	425,000	413,711	413,711		(11,289)		(11,289)		425,000				2,903	05/15/2022	1FE
912828TY6	US Treasury Note		09/26/2014	Stephens Inc	XXX	200,000	200,000	183,250	183,842		(16,158)		(16,158)		200,000				3,135	08/15/2022	1FE
912828TY6	US Treasury Note		09/26/2014	Stephens Inc	XXX	100,000	100,000	99,813	99,829		(171)		(171)		100,000				813	11/15/2022	1FE
912828TY6	US Treasury Note		09/26/2014	Stephens Inc	XXX	60,000	60,000	55,467	55,650		(4,350)		(4,350)		60,000				488	11/15/2022	1FE
912828TY6	US Treasury Note		09/26/2014	Stephens Inc	XXX	15,000	15,000	13,946	13,885		(1,115)		(1,115)		15,000				122	11/15/2022	1FE
912828TY6	US Treasury Note		09/26/2014	Stephens Inc	XXX	50,000	50,000	47,100	47,100		(2,900)		(2,900)		50,000				305	11/15/2022	1FE
					XXX																
					XXX																
0599999 Subtotal - Bonds - U.S. Governments					XXX	1,425,000	1,425,000	1,392,797	1,391,428		(33,572)		(33,572)		1,425,000				15,221	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
92206C870	Vanguard Interm Term Corp Bond ETF		09/25/2014	Stephens Inc	XXX	587,923	566,596	566,596	566,596						587,923		21,327	21,327	12,474	09/25/2014	1FE
92206C409	Vanguard Short Term Corp Bond ETF		09/25/2014	Stephens Inc	XXX	593,616	582,686	582,686	582,686						593,616		10,929	10,929	7,098	09/25/2014	1FE
464287242	Ishares Iboxx $ Investment Grade Corp Bo		09/25/2014	Stephens Inc	XXX	481,055	481,137	481,137	481,137						481,065		(72)	(72)	8,495	09/25/2014	1FE
92206C870	Vanguard Interm Term Corp Bond ETF		09/25/2014	Stephens Inc	XXX	236,452	243,801	243,801	243,801						236,452		(7,349)	(7,349)	3,538	09/25/2014	1FE
92206C870	Vanguard Interm Term Corp Bond ETF		09/25/2014	Stephens Inc	XXX	887,447	878,646	878,646	878,646						887,447		8,801	8,801	12,751	09/25/2014	1FE
92206C409	Vanguard Short Term Corp Bond ETF		09/25/2014	Stephens Inc	XXX	607,893	612,735	612,735	612,735						607,893		(4,842)	(4,842)	4,971	09/25/2014	1FE
464287457	Ishares Barclays 1-3 Yr Treasury Bond		09/25/2014	Stephens Inc	XXX	171,995	172,283	172,283	172,283						171,995		(288)	(288)	1,533	09/25/2014	1FE
78464A474	SPDR Barclays Short Term Corp Bond ETF		08/29/2014	Stephens Inc	XXX	455,053	455,809	455,809	455,809						455,053		(756)	(756)	4,661	08/29/2014	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	4,021,434	3,993,693	3,993,693	3,993,693						4,021,444		27,750	27,750	55,521	XXX	XXX
8399997 Subtotal - Bonds - Part 4					XXX	5,446,434	5,418,693	5,386,490	5,385,121		(33,572)		(33,572)		5,446,444		27,750	27,750	70,742	XXX	XXX
8399999 Subtotal - Bonds					XXX	5,446,434	5,418,693	5,386,490	5,385,121		(33,572)		(33,572)		5,446,444		27,750	27,750	70,742	XXX	XXX
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
464287614	Ishares Trust Russell 1000 Growth Index		09/25/2014	Stephens Inc	1,555.000	141,782	XXX	137,814	137,814						141,782		3,967	3,967		XXX	1FE
922042858	Vanguard FTSE Emerging Marfket ETF		09/25/2014	Stephens Inc	2,185.000	92,205	XXX	97,153	97,153						92,205		(4,948)	(4,948)		XXX	1FE
464287473	Ishares Russell Midcap Value		09/25/2014	Stephens Inc	10,470.000	734,140	XXX	728,702	728,702						734,140		5,439	5,439		XXX	1FE
464287473	Ishares Russell Midcap Value		09/25/2014	Stephens Inc	21,525.000	1,509,950	XXX	1,204,923	1,204,923						1,509,950		305,027	305,027		XXX	1FE
464287481	Ishares Russell Midcap Index Growth Fund		09/25/2014	Stephens Inc	2,595.000	229,289	XXX	225,035	225,038						229,289		4,251	4,251		XXX	1FE
464287598	Ishares Trust Russell 1000 Value Index F		09/25/2014	Stephens Inc	3,855.000	386,070	XXX	376,935	376,935						386,070		9,135	9,135		XXX	1FE
464287465	Ishares MSCI EAFE Index Fund		09/25/2014	Stephens Inc	1,660.000	107,069	XXX	115,160	115,160						107,069		(8,091)	(8,091)		XXX	1FE
464287630	Ishares Trust Russell 2000 Value Fund		09/25/2014	Stephens Inc	2,570.000	242,765	XXX	254,815	254,815						242,765		(12,050)	(12,050)		XXX	1FE
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					XXX	3,443,270	XXX	3,140,537	3,140,540						3,443,270		302,730	302,730		XXX	XXX
9799997 Subtotal - Common Stocks - Part 4					XXX	3,443,270	XXX	3,140,537	3,140,540						3,443,270		302,730	302,730		XXX	XXX
9799999 Subtotal - Common Stocks					XXX	3,443,270	XXX	3,140,537	3,140,540						3,443,270		302,730	302,730		XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX	3,443,270	XXX	3,140,537	3,140,540						3,443,270		302,730	302,730		XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	8,889,704	XXX	8,527,027	8,525,661		(33,572)		(33,572)		8,889,714		330,480	330,480	70,742	XXX	XXX

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

E06 Schedule DB Part A Section 1 . . . . . NONE

E07 Schedule DB Part B Section 1 . . . . . NONE

E08 Schedule DB Part D Section 1 . . . . . NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity . . . . . NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity . . . . . NONE

E10 Schedule DL - Part 1 - Securities Lending Collateral Assets . . . . . NONE

E11 Schedule DL - Part 2 - Securities Lending Collateral Assets . . . . . 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										
Arvest Bank Trust	P.O. Box 1583, Little Rock, AR 72203						7,201	7,738	7,493	X X X
Arvest Bank	P.O. Box 1583, Little Rock, AR 72203						8,250,287	9,590,227	8,520,516	X X X
Stephens Bank Trust	111 Center St. Little Rock, AR 72201						279,660	318,898	228,022	X X X
Arvest Bank Non-negotiable CD	P.O Box 1583, Little Rock, AR 72203						5,074,747	5,083,445	5,085,619	X X X
Bank of the Ozarks	12615 Chenal Pkwy, Ste 100, Little Rock, AR 72211						143,814	860,864	899,011	X X X
										X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories			X X X	X X X						X X X
0199999 Totals - Open Depositories			X X X	X X X			13,755,709	15,861,172	14,740,661	X X X
suspended depositories										
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X			13,755,709	15,861,172	14,740,661	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X			13,755,709	15,861,172	14,740,661	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

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