



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2016
OF THE CONDITION AND AFFAIRS OF THE

HealthSpring of Tennessee, Inc.

NAIC Group Code 0901 0901 NAIC Company Code 11522 Employer's ID Number 62-1593150
(Current) (Prior)

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

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

Incorporated/Organized 01/24/1995 Commenced Business 07/01/1995

Statutory Home Office 530 Great Circle Road, Nashville, TN, US 37228-1513
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 530 Great Circle Road
(Street and Number)
Nashville, TN, US 37228-1513, 615-291-7000
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 530 Great Circle Road, Nashville, TN, US 37228-1513
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 530 Great Circle Road
(Street and Number)
Nashville, TN, US 37228-1513, 615-564-3445
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.cignahealthspring.com

Statutory Statement Contact Beth Ann Hollingsworth, 615-564-3445
(Name) (Area Code) (Telephone Number)
regulatory@healthspring.com, 615-401-4566
(E-mail Address) (FAX Number)

OFFICERS

CEO Matthew Shawn Morris Divisional President & Chairman Sheffield Hoover Young
President Gregory James Allen Vice President and Secretary Brent Jason Sanders

OTHER

Ryan Bruce McGroarty, Chief Financial Officer Euegene Prichard Chambers, Jr., MD, Medical Director Jay Landon Hurt, Vice President
Richard Alan Appel, Compliance Officer Gregory Nicholas Malone, Appointed Actuary Maureen Hardiman Ryan, Vice President and Assistant Treasurer
Scott Ronald Lambert, Vice President and Assistant Treasurer Jumana Nadeem Siddiqui, Assistant Treasurer Kevin James Oleksak, Assistant Secretary
Rhiannon Ashley Bernier, Assistant Secretary Anna Krishtul, Assistant Secretary

DIRECTORS OR TRUSTEES

Sheffield Hoover Young Ryan Bruce McGroarty Jay Landon Hurt
Brent Jason Sanders Mark Inman Foulke Kimberly Ann Forman

State of Tennessee SS:
County of Davidson

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.

Gregory James Allen
President

Brent Jason Sanders
Vice President and Secretary

Ryan Bruce McGroarty
Chief Financial Officer

Subscribed and sworn to before me this _____ day of _____, May, 2016

- 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.....

Kelly G. Mendenahall

March 10, 2019

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	209,781,408		209,781,408	200,699,669
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ 0 encumbrances)			0	0
4.2 Properties held for the production of income (less \$ 0 encumbrances)			0	0
4.3 Properties held for sale (less \$ 0 encumbrances)			0	0
5. Cash (\$ (15,830,351)), cash equivalents (\$) and short-term investments (\$ 999)	(15,829,352)		(15,829,352)	1,937,352
6. Contract loans (including \$ 0 premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	333,713		333,713	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	194,285,769	0	194,285,769	202,637,021
13. Title plants less \$ 0 charged off (for Title insurers only)			0	0
14. Investment income due and accrued	2,195,305		2,195,305	1,983,141
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	120,435,851	0	120,435,851	70,471,325
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums (\$ 0) and contracts subject to redetermination (\$ 0)			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	22,713,379	0	22,713,379	34,144,330
18.1 Current federal and foreign income tax recoverable and interest thereon	7,423,177		7,423,177	48,555
18.2 Net deferred tax asset	3,638,016	350,918	3,287,098	3,212,365
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$ 0)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	15,514,263	15,514,263	0	49,770
24. Health care (\$ 39,780,255) and other amounts receivable	43,172,146	3,391,891	39,780,255	31,271,218
25. Aggregate write-ins for other than invested assets	1,225,096	66,690	1,158,406	1,571,269
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	410,603,002	19,323,762	391,279,240	345,388,994
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	410,603,002	19,323,762	391,279,240	345,388,994
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. State Income Tax Recoverable	104,402		104,402	868,276
2502. Health Insurance Industry Fee Recoupment	1,120,694	66,690	1,054,004	702,993
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,225,096	66,690	1,158,406	1,571,269

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$0 reinsurance ceded)	158,678,078		158,678,078	142,824,123
2. Accrued medical incentive pool and bonus amounts	16,298,915		16,298,915	10,838,191
3. Unpaid claims adjustment expenses	2,371,584		2,371,584	2,146,566
4. Aggregate health policy reserves, including the liability of \$4,543,298 for medical loss ratio rebate per the Public Health Service Act	6,030,187		6,030,187	5,555,207
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	317,971		317,971	269,783
9. General expenses due or accrued	26,008,849		26,008,849	349,163
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	1,527,347		1,527,347	1,696,494
13. Remittances and items not allocated	333,691		333,691	0
14. Borrowed money (including \$0 current) and interest thereon \$0 (including \$0 current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	18,780,190		18,780,190	18,961,552
16. Derivatives			0	0
17. Payable for securities	1,995,300		1,995,300	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$0 authorized reinsurers, \$0 unauthorized reinsurers and \$0 certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$0) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	3,451,013
23. Aggregate write-ins for other liabilities (including \$0 current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	232,342,112	0	232,342,112	186,092,092
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	27,197,386
26. Common capital stock	XXX	XXX	50	50
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	55,364,510	55,364,510
29. Surplus notes	XXX	XXX	900,000	900,000
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	102,672,568	75,834,956
32. Less treasury stock, at cost:				
32.10 shares common (value included in Line 26 \$0)	XXX	XXX		
32.20 shares preferred (value included in Line 27 \$0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	158,937,128	159,296,902
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	391,279,240	345,388,994
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	0	0	0	0
2501. Health Insurance Industry Fee	XXX	XXX	0	27,197,386
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	27,197,386
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	418,513	394,058	1,558,863
2. Net premium income (including \$0 non-health premium income)	XXX	455,506,622	416,973,802	1,588,819,934
3. Change in unearned premium reserves and reserve 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	352,532	159,755	790,150
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	455,859,154	417,133,557	1,589,610,084
Hospital and Medical:				
9. Hospital/medical benefits		317,557,289	303,787,304	1,145,710,901
10. Other professional services		2,541,811	2,575,081	14,996,586
11. Outside referrals				
12. Emergency room and out-of-area		7,866,440	6,982,627	24,150,566
13. Prescription drugs		40,141,730	39,833,121	117,210,691
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		(1,563,213)	(207,547)	(6,804,105)
16. Subtotal (Lines 9 to 15)	0	366,544,057	352,970,586	1,295,264,639
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	366,544,057	352,970,586	1,295,264,639
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$6,520,753 cost containment expenses		10,862,580	31,690,948	42,031,454
21. General administrative expenses		81,867,395	54,402,277	213,826,702
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only)			699,597	(372,914)
23. Total underwriting deductions (Lines 18 through 22)	0	459,274,032	439,763,408	1,550,749,881
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(3,414,878)	(22,629,851)	38,860,203
25. Net investment income earned		1,869,674	1,643,310	7,034,235
26. Net realized capital gains (losses) less capital gains tax of \$(3,072)		(5,706)	(296)	281,866
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,863,968	1,643,014	7,316,101
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$0) (amount charged off \$88,093)]		(88,093)	(308,850)	(995,362)
29. Aggregate write-ins for other income or expenses	0	(9,905)	165,700	173,500
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	(1,648,908)	(21,129,987)	45,354,442
31. Federal and foreign income taxes incurred	XXX	(888,550)	(17,688,106)	24,180,011
32. Net income (loss) (Lines 30 minus 31)	XXX	(760,358)	(3,441,881)	21,174,431
DETAILS OF WRITE-INS				
0601. Health Insurance Industry Fee Recoupment	XXX	351,012	148,066	702,993
0602. Living Well Premiums	XXX	1,520	11,689	87,157
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	352,532	159,755	790,150
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901. Penalties and fines		(9,905)	165,700	173,500
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	(9,905)	165,700	173,500

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	159,296,902	117,600,372	117,600,372
34. Net income or (loss) from Line 32	(760,358)	(3,441,881)	21,174,431
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ (228,855)	(425,017)		(226,689)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	74,733	1,303,155	1,341,981
39. Change in nonadmitted assets	750,868	3,597,297	(5,593,193)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	0	0	25,000,000
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	0	0	0
48. Net change in capital & surplus (Lines 34 to 47)	(359,774)	1,458,571	41,696,530
49. Capital and surplus end of reporting period (Line 33 plus 48)	158,937,128	119,058,943	159,296,902
DETAILS OF WRITE-INS			
4701.			0
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

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	406,382,880	367,456,753	1,560,322,221
2. Net investment income	1,839,519	1,639,784	7,685,286
3. Miscellaneous income	1,521	159,755	839,920
4. Total (Lines 1 to 3)	408,223,920	369,256,292	1,568,847,427
5. Benefit and loss related payments	352,081,017	311,988,156	1,278,245,006
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	58,583,765	57,367,440	275,723,986
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	6,483,000	2,469,002	23,871,385
10. Total (Lines 5 through 9)	417,147,782	371,824,598	1,577,840,377
11. Net cash from operations (Line 4 minus Line 10)	(8,923,862)	(2,568,306)	(8,992,950)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	2,981,480	9,132,373	82,079,715
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	523	(459)	(509)
12.7 Miscellaneous proceeds	1,995,300	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	4,977,303	9,131,914	82,079,206
13. Cost of investments acquired (long-term only):			
13.1 Bonds	12,908,400	21,967,786	84,389,858
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	333,713	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	13,242,113	21,967,786	84,389,858
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(8,264,810)	(12,835,872)	(2,310,652)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	25,000,000
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(578,033)	12,114,535	(17,024,600)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(578,033)	12,114,535	7,975,400
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)	(17,766,705)	(3,289,643)	(3,328,202)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	1,937,353	5,265,555	5,265,555
19.2 End of period (Line 18 plus Line 19.1)	(15,829,352)	1,975,912	1,937,353

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

20.0001. Bonds acquired from parent as a capital contribution			20,000,000
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	130,212	0	0	0	0	0	0	118,070	12,142	0
2. First Quarter	138,991							125,752	13,239	
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	418,513							381,059	37,454	
Total Member Ambulatory Encounters for Period:										
7. Physician	471,330							406,481	64,849	
8. Non-Physician	106,279							88,954	17,325	
9. Total	577,609	0	0	0	0	0	0	495,435	82,174	0
10. Hospital Patient Days Incurred	81,116							72,830	8,286	
11. Number of Inpatient Admissions	10,030							7,978	2,052	
12. Health Premiums Written (a)	455,506,622							416,834,361	38,672,261	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	455,506,622							416,834,361	38,672,261	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	352,081,018	(31,284)						293,167,257	58,945,045	
18. Amount Incurred for Provision of Health Care Services	366,544,057	(31,284)						346,898,427	19,676,914	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$416,834,361

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

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)						
East Memphis Medical Network	345,851					345,851
Memphis Midtown Medical Network	789,136					789,136
Premier Medical Network	1,031,448					1,031,448
North Tennessee Medical Network	559,505					559,505
KMG	328,668					328,668
Synergy HealthCare LLC	7,062,066					7,062,066
Scenic City IPA	325,413					325,413
Tristar / HCA	1,590,570					1,590,570
ComplexCare Solutions Inc.		130,560	2,640			133,200
Primary Care Link		600				600
Convey	110,242	99,253	104,749			314,244
West TN Healthcare Network, LLC	7,543	7,543	7,543	7,543	82,968	113,140
Tenet	91,309	15,043	15,043	15,043		136,438
Aspire	54,375					54,375
Advocate	861,841		291,233	2,552,290		3,705,364
SCP (NAMM)				101,385		101,385
Swedish	(25,913)			105,932		80,019
University of Chicago	85,097			163,014		248,111
State of Illinois	464,922					464,922
Hattiesburg IPA	1,411,951	30,644	30,644			1,473,239
Lighthouse IPA	314,020					314,020
Forrest General Hospital	14,071	14,071	14,071	14,071	154,780	211,064
Alegis	400,827					400,827
0199999 Individually listed claims unpaid	15,822,942	297,714	465,923	2,959,278	237,748	19,783,605
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	3,013,996	740,795	756,181	435,000	253,467	5,199,439
0499999 Subtotals	18,836,938	1,038,509	1,222,104	3,394,278	491,215	24,983,044
0599999 Unreported claims and other claim reserves						133,695,033
0699999 Total amounts withheld						
0799999 Total claims unpaid						158,678,077
0899999 Accrued medical incentive pool and bonus amounts						16,298,915

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UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	(31,284)				(31,284)	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	76,045,395	226,613,254	40,025,018	131,233,371	116,070,413	117,793,077
7. Title XIX - Medicaid	386,891	56,090,698	2,339,562	(14,919,873)	2,726,453	25,031,046
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	76,401,002	282,703,952	42,364,580	116,313,498	118,765,582	142,824,123
10. Healthcare receivables (a)			17,307,048	25,865,099	17,307,048	36,320,507
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	(17,348)	(7,006,589)	14,012,526	2,286,389	13,995,178	10,838,191
13. Totals (Lines 9-10+11+12)	76,383,654	275,697,363	39,070,058	92,734,788	115,453,712	117,341,807

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies and Going Concern

On July 23, 2015, Cigna Corporation, Inc. (Cigna or Ultimate Parent) entered into a definitive agreement to merge with Anthem, Inc. (Anthem), subject to certain terms, conditions and customary operating covenants, with Anthem continuing as the surviving company. At special shareholders' meetings held in December 2015, Cigna shareholders approved the merger with Anthem and Anthem shareholders approved the issuance of shares of Anthem common stock according to the merger agreement. Consummation of the merger remains subject to certain customary conditions, including the receipt of certain necessary governmental and regulatory approvals and the absence of a legal restraint prohibiting the consummation of the merger. While the Company continues to work toward achieving regulatory approval as quickly as possible and to target a closing date in the second half of 2016, the closing will ultimately be subject to the approval and timing of the regulators. In light of the complexity of the regulatory process and the dynamic environment, it is possible that such approvals may not be obtained in 2016.

A. Accounting Practices

The financial statements of HealthSpring of Tennessee, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance (the Department).

The Department recognizes only statutory accounting practices prescribed or permitted by the state of Tennessee for determining and reporting the financial condition and results of operations of a Health Maintenance Organization (HMO) for determining solvency under Tennessee Insurance Law. The National Association of Insurance Commissioners' (the NAIC) *Accounting Practices and Procedures Manual* (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Tennessee.

The state of Tennessee has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. The Department requires that receivables from the Company's parent, subsidiaries, and affiliates be non-admitted, as an approved management services agreement or other approved contract does not exist between the Company and its parent, ultimate parent, and most of its affiliates.

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

	State of Domicile	2016	2015
Net income:			
(1) State basis (Page 4, Line 32)	TN	\$ (760,358)	\$ 21,174,431
(2) State Prescribed Practices that increase/(decrease) SAP:			
None	TN	-	-
(3) State Permitted Practices that increase/(decrease) SAP:			
None	TN	-	-
(4) NAIC SAP	TN	<u>\$ (760,358)</u>	<u>\$ 21,174,431</u>
Surplus:			
(5) State basis (Page 3, line 33)	TN	\$ 158,937,128	\$ 159,296,902
(6) State Prescribed Practices that increase/(decrease) NAIC SAP:			
Receivable from parent & affiliates	TN	15,514,263	14,903,278
(7) State Permitted Practices that increase/(decrease) NAIC SAP:			
None	TN	-	-
(8) NAIC SAP	TN	<u>\$ 174,451,391</u>	<u>\$ 174,200,180</u>

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

No change from the 2015 Annual Statement.

C. Accounting Policies

No change from the 2015 Annual Statement.

- D. Going Concern – not applicable
2. Accounting Changes and Corrections of Errors
- A. Material Changes in Accounting Principles and/or Correction of Errors
- Changes in Accounting Principles – not applicable
- Corrections of Errors – not applicable
3. Business Combinations and Goodwill
- A. Statutory Purchase Method – not applicable.
- B. Statutory Merger – not applicable.
- C. Assumption Reinsurance – not applicable.
- D. Impairment Loss – not applicable.
4. Discontinued Operations
1. Identity of Segment Discontinued – not applicable.
2. Expected Disposal Date – not applicable.
3. Expected Manner of Disposal – not applicable.
4. Description of Remaining Assets and Liabilities – not applicable.
5. Amounts Related to Discontinued Operations – not applicable.
5. Investments
- A. Mortgage Loans, including Mezzanine Real Estate Loans – not applicable.
- B. Debt Restructuring – not applicable.
- C. Reverse Mortgages – not applicable.
- D. Loan-Backed Securities
1. Prepayment assumptions for loan-backed securities and other structured securities were obtained from external financial data sources. These assumptions are consistent with the current interest rate and economic environment.
2. As of March 31, 2016, there are no loan-backed securities or structured securities with a recognized other-than-temporary impairment.
3. During the three months ended March 31, 2016, there were no loan-backed or structured securities with a recognized other-than-temporary impairment.
4. As of March 31, 2016, loan-backed and structured securities with a decline in fair value from amortized cost were as follows, including the length of time of such decline:
- a. The aggregate amount of unrealized losses:
- | | |
|-------------------------|-----------|
| 1. Less than 12 months: | \$ 41,216 |
| 2. 12 months or longer: | \$ - |
- b. The aggregate related fair value of securities with unrealized losses:
- | | |
|-------------------------|-----------|
| 1. Less than 12 months: | \$967,299 |
| 2. 12 months or longer: | \$ - |
5. Management reviews loan-backed and other structured securities with a decline in fair value from cost for impairment based on criteria that include:
- length of time and severity of decline;
 - financial and specific near term prospects of the issuer;

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- changes in the regulatory, economic or general market environment of the issuer's industry or geographic region; and
- the Company's intent to sell or the inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost.

E. Repurchase Agreements and/or Securities Lending Transactions – not applicable.

F. Real Estate – not applicable.

G. Investments in Low Income Housing Tax Credits – not applicable.

H. Restricted Assets

(1) Restricted Assets (Including Pledged)

The Company has restricted assets of \$7,377,645 and \$7,388,289 on deposit with various regulatory agencies for the projection or benefit of enrolled members at March 31, 2016 and December 31, 2015, respectively. These amounts are reflected as bonds in the accompanying Balance Sheets. The following table presents the restricted assets as a percentage of total gross assets and total admitted assets.

Restricted Asset Category	Total Gross Restricted from Current Year	Total Gross Restricted from Prior Year	Increase (Decrease)	Total Current Year Admitted Restricted	Percentage Gross Restricted to Total Assets	Percentage Admitted Restricted to Total Admitted Assets
a. Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	-	-
b. Collateral held under security lending agreements	-	-	-	-	-	-
c. Subject to repurchase agreements	-	-	-	-	-	-
d. Subject to reverse repurchase agreements	-	-	-	-	-	-
e. Subject to dollar repurchase agreements	-	-	-	-	-	-
f. Subject to dollar reverse repurchase agreements	-	-	-	-	-	-
g. Placed under option contracts	-	-	-	-	-	-
h. Letter stock or securities restricted as to sale	-	-	-	-	-	-
i. FHLB capital stock	-	-	-	-	-	-
j. On deposit with states	7,377,645	7,388,289	(10,644)	7,377,645	1.8%	1.9%
k. On deposit with other regulatory bodies	-	-	-	-	-	-
l. Pledged collateral to FHLB (including assets backing funding agreements)	-	-	-	-	-	-
m. Pledged as collateral not captured in other categories	-	-	-	-	-	-
n. Other restricted assets	-	-	-	-	-	-
o. Total Restricted Assets	\$ 7,377,645	\$ 7,388,289	\$ (10,644)	\$ 7,377,645	1.8%	1.9%

(2) Detail of Assets Pledged as Collateral Not Captured in Other Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate) – not applicable

(3) Detail of Other Restricted Assets (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, are Reported in the Aggregate) – not applicable

I. Investments for Working Capital Finance Investments – none

J. Offsetting and Netting of Assets and Liabilities – none

K. Structured Notes – none

6. Joint Ventures, Partnerships and Limited Liability Companies

A. Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.

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- B. Impaired Investments in Joint Ventures, Partnerships and Limited Liability Companies – not applicable.
7. Investment Income
- A. Any investment income due and accrued with amounts that are over 90 days past due are nonadmitted and excluded from surplus.
- B. As of March 31, 2016 and December 31, 2015, the Company had no investment income due and accrued with admitted amounts that are over 90 days past due.
8. Derivative Instruments
- A. Market Risk, Credit Risk, and Cash Requirements for Derivatives – not applicable.
- B. Objectives for the Use of Derivatives – not applicable.
- C. Description of Accounting Policies for Derivatives – not applicable.
- D&E. Net Gain or Loss from Derivatives – not applicable.
- F. Cash Flow Hedges – not applicable.
9. Income Taxes
- No change from the 2015 Annual Statement.
10. Information Concerning Parent, Subsidiaries and Affiliates
- A. B. and C.
- As of March 31, 2016 and December 31, 2015, no dividends have been paid. Capital contributions of \$20,000,000 in bonds and \$5,000,000 in cash were received from NewQuest, LLC in 2015.
- The Company has entered into a line of credit agreement with Cigna under which the Company may lend up to \$30,000,000. As of March 31, 2016, the Company has not loaned any funds to Cigna.
- The Company has entered into a line of credit agreement with Cigna Holdings, Inc. under which the Company may borrow up to \$30,000,000. As of March 31, 2016 and December 31, 2015, there was no outstanding payable balance to Cigna Holdings, Inc.
- D. At March 31, 2016 and December 31, 2015, the Company reported \$15,514,263 and \$14,903,278, respectively, as the net amounts due to the parent, subsidiaries and affiliates. These amounts are settled periodically, usually monthly.
- E. Guarantees Resulting in a Material Contingent Exposure – not applicable.
- F. Management Services Agreement
- Fee Sharing Agreement (the Agreement) - Several of Cigna’s subsidiaries are subject to the Health Insurance Providers Fee, “the Fee”, which is imposed on each covered entity engaged in the business of providing health insurance for any United States health risk. Such entities, along with Cigna, are collectively treated as a single “covered entity” as that term is defined in Section 9010(c) and Treas. Reg. § 57.2(b). By entering into this Agreement, each Party has consented to select Cigna as its “designated entity” for the payment of this Fee. The Agreement allows Cigna to pay each year to the Treasury the Fee owed collectively by all covered entities. The Agreement also allows Cigna to take all necessary and appropriate actions that may be required to fulfill Cigna’s responsibilities as the designated entity. This Agreement further allows Cigna to delegate to a wholly owned subsidiary the authority to perform these actions on Cigna’s behalf. For financial management and reporting purposes, Cigna and the Parties will allocate the Fee for each Fee Year among the Parties in proportion to estimates of each Party’s Premiums for that Fee Year. This Agreement was submitted for Department approval/non-disapproval, and is effective for HealthSpring of Tennessee, Inc. on September 29, 2014.

G. Ownership

All outstanding shares of the Company are owned by HealthSpring Management, Inc., a Tennessee corporation, which is a wholly owned subsidiary of HealthSpring, Inc., a Delaware corporation, which is an indirect wholly-owned subsidiary of Cigna. The Cigna organizational structure is documented in Schedule Y.

H. Upstream Intermediate Entity – not applicable.

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

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

K. Investments in Foreign Insurance Subsidiaries – not applicable.

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

11. Debt

A. Debt and Capital Notes

The Company had no capital notes outstanding at March 31, 2016 and December 31, 2015.

The Company had no external borrowed money outstanding at March 31, 2016 and December 31, 2015.

The Company has entered into a line of credit agreement with Cigna Holdings, Inc. under which the Company may borrow up to \$30,000,000. As of March 31, 2016 and December 31, 2015, there was no outstanding payable balance to Cigna Holdings, Inc.

B. FHLB Agreements – not applicable.

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

A. Defined Benefit Plan – not applicable.

B. Investment Policies and Strategies for Plan Assets – not applicable.

C. Fair Value Measurement of Plan Assets – not applicable.

D. Rate of Return on Plan Assets – not applicable.

E. Defined Contribution Plan – not applicable.

F. Multi-Employer Plan – not applicable.

G. Consolidated/Holding Company Plans – not applicable.

H. Postemployment Benefits and Compensated Absences – not applicable.

I. Impact of Medicare Modernization Act on Postretirement Benefits – not applicable.

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

1. The Company has 2,000 shares authorized, 10 shares issued and outstanding of \$5 par value Common Stock, owned entirely by HealthSpring Management, Inc.

2. The Company has no preferred stock outstanding.

3. The payment of dividends by the Company to the shareholder is limited and can only be made from earned profits unless prior approval is received from the Department. The maximum amount of dividends that may be paid by insurance companies without prior approval is also subject to restrictions relating to statutory surplus and net income. The maximum ordinary dividend distribution allowed by the Company in 2016 is \$20,734,784. The Company's dividends are noncumulative.

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4. As of March 31, 2016 and December 31, 2015, the Company did not pay any dividends to its Parent.
5. Within the limits of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
6. Restrictions on Unassigned Surplus – none.
7. For Mutual Companies, Advances to Surplus Not Repaid – not applicable.
8. Stock Held by the Company, Including Stock of Affiliated Companies – not applicable.
9. Special Surplus Funds - In December 2015, the federal appropriations legislation imposed a one-year moratorium on the Affordable Care Act (“ACA”) Section 9010 insurer fee for 2017, with reinstatement expected in 2018. The Company had a change in the balance of the special surplus funds of \$27,197,386 from the prior year due to the ACA insurer fee segregated surplus requirement.

10. Cumulative Unrealized Gains and Losses in Surplus

Unassigned surplus at March 31, 2016 and December 31, 2015 was reduced by cumulative net unrealized investment losses of \$425,017 and \$226,689, respectively.

11. Surplus Note

The Company has a \$900,000 surplus note payable to its Parent, which is non-interest bearing and has no stated maturity date. No payment of principal may be made on the Note unless and until the Company has sufficient realized capital and surplus to make such payments. Payment of principal on the Note is subject to prior written approval of the Insurance Commissioner of the State of Tennessee, and is subordinate to all other liabilities of the Company. The surplus note is non-callable by its Parent.

12. Quasi-Reorganization – not applicable.

13. Date of a Quasi –Reorganization – not applicable.

14. Liabilities, Contingencies and Assessments

- A. Contingent Commitments – none.
- B. Assessments – none.
- C. Gain Contingencies – none.
- D. Claims-Related Extra Contractual Obligations – none.
- E. Joint and Several Liabilities – none.
- F. All Other Liabilities:

Litigation and Other Legal Matters:

Cigna Corporation and its subsidiaries (including the Company; and collectively known as Cigna Corporation) are routinely involved in numerous claims, lawsuits, regulatory audits, investigations and other legal matters arising, for the most part, in the ordinary course of managing a health services business. These actions may include benefit disputes, breach of contract claims, tort claims, provider disputes, disputes regarding reinsurance arrangements, employment and employment discrimination-related suits, employee benefit claims, wage and hour claims, privacy, intellectual property claims and real estate related disputes. There are currently, and may be in the future, attempts to bring class action lawsuits against the industry. Cigna Corporation and its subsidiaries (including the Company) also are regularly engaged in IRS audits and may be subject to examinations by various state and foreign taxing authorities. Disputed income tax matters arising from these examinations, including those resulting in litigation, are accounted for under the NAIC’s accounting guidance for tax loss contingencies.

The business of administering and insuring health services programs, particularly health care and group insurance programs, is heavily regulated by federal and state laws and

administrative agencies, such as state departments of insurance and the U.S. Departments of Health and Human Services, Treasury, Labor and Justice, as well as the courts. Health care regulation and legislation in its various forms, including the implementation of Health Care Reform, other regulatory reform initiatives, such as those relating to Medicare programs, or additional changes in existing laws or regulations or their interpretations, could have a material adverse effect on the Company's business, results of operations and financial condition.

In addition, there is heightened review by federal and state regulators of the health care, disability and life insurance industry business and related reporting practices. Cigna and its subsidiaries (including the Company) are frequently the subject of regulatory market conduct reviews and other examinations of its business and reporting practices, audits and investigations by state insurance and health and welfare departments, state attorneys general, CMS and the Office of Inspector General ("OIG"). With respect to Cigna's Medicare Advantage business, CMS and OIG perform audits to determine a health plan's compliance with federal regulations and contractual obligations, including compliance with proper coding practices (sometimes referred to as Risk Adjustment Data Validation audits or RADV audits), that may result in retrospective adjustments to payments made to health plans. Regulatory actions can result in assessments, civil or criminal fines or penalties or other sanctions, including loss of licensing or exclusion from participating in government programs.

Regulation, legislation and judicial decisions have resulted in changes to industry and Cigna and its subsidiaries' (including the Company) business practices, financial liability or other sanctions and will continue to do so in the future.

When the Cigna Corporation and its subsidiaries (including the Company) (in the course of its regular review of pending litigation and legal or regulatory matters) have determined that a material loss is reasonably possible, the matter is disclosed. In accordance with statutory accounting principles, when litigation and regulatory matters present loss contingencies that are both probable and estimable, the Company accrues the estimated loss by a charge to income. The amount accrued represents the Company's best estimate of the probable loss at the time. If only a range of estimated losses can be determined, the Company accrues an amount within the range that, in the Company's judgment, reflects the most likely outcome; if none of the estimates within that range is a better estimate than any other amount, the Company accrues the minimum amount of the range. In cases when the Company has accrued an estimated loss, the accrued amount may differ materially from the ultimate amount of the loss. In many proceedings, it is inherently difficult to determine whether any loss is probable or even possible or to estimate the amount or range of any loss. The Company provides disclosure in the aggregate for material pending litigation and legal or regulatory matters, including accruals, range of loss, or a statement that such information cannot be estimated. As a litigation or regulatory matter develops, the Company monitors the matter for further developments that could affect the amount previously accrued, if any, and updates such amount accrued or disclosures previously provided as appropriate.

The outcome of litigation and other legal or regulatory matters is always uncertain and unfavorable outcomes that are not justified by the evidence or existing law can occur. Cigna Corporation and its subsidiaries (including the Company) believe that it has valid defenses to the matters pending against it and is defending itself vigorously. The Company believes that the legal actions, regulatory matters, proceedings and investigations currently pending against it should not have a material adverse effect on the Company's results of operation, financial condition or liquidity based upon current knowledge and taking into consideration current accruals. Due to numerous uncertain factors presented in these cases, it is not possible to estimate an aggregate range of loss (if any) for these matters at this time. In light of the uncertainties involved in these matters, there is no assurance that their ultimate resolution will not exceed the amounts currently accrued by the Company. An adverse outcome in one or more of these matters could be material to the Company's results of operations, financial condition or liquidity for any particular period.

In April 2004, Cigna Corporation (of which, the Company is a subsidiary) was sued in a number of putative nationwide class actions alleging that Cigna Corporation improperly underpaid claims for out-of-network providers through the use of data provided by Ingenix, Inc., a subsidiary of one of the Cigna Corporation's competitors. These actions were consolidated into *Franco v. Connecticut General Life Insurance Company, et al.*, pending in the U.S. District Court for the District of New Jersey. The consolidated amended complaint, filed in 2009 on behalf of subscribers, health care providers and various medical associations, asserted claims related to benefits and disclosure under ERISA, the Racketeer Influenced and Corrupt Organizations (RICO) Act, the Sherman Antitrust Act and New Jersey state law and seeks recovery for alleged underpayments from 1998 through the present. Other major health insurers have been the subject of, or have settled, similar litigation.

In September 2011, the District Court (1) dismissed all claims by the health care provider and medical association plaintiffs for lack of standing; and (2) dismissed the antitrust claims, the New Jersey state law claims and the ERISA disclosure claim. In January 2013 and again in April 2014, the District Court denied separate motions by the plaintiffs to certify a nationwide class of subscriber plaintiffs. The Third Circuit denied plaintiff's request for an immediate appeal of the January 2013 ruling. As a result, the case is proceeding on behalf of the named plaintiffs only. In June 2014, the District Court granted Cigna Corporation's motion for summary judgment to terminate all claims, and denied the plaintiffs' partial motion for summary judgment. In July 2014, the plaintiffs appealed all of the District Court's decisions in favor of Cigna Corporation, including the class certification decision, to the Third Circuit. Cigna Corporation will continue to vigorously defend its position.

Following announcement of Cigna's merger agreement with Anthem as discussed in Note 1, six putative class action complaints (collectively complaints) were filed by purported Cigna shareholders on behalf of a purported class of Cigna shareholders. Five of the complaints were filed in the Court of Chancery of the State of Delaware. The sixth complaint was filed in the Connecticut Superior Court, Judicial District of Hartford. Additional lawsuits arising out of or relating to the merger agreement or the merger may be filed in the future.

Cigna, members of the Cigna board of directors, Anthem and Anthem Merger Sub Corp ("Merger Sub") have been named as defendants. The plaintiffs generally assert that the members of the Cigna board of directors breached their fiduciary duties to the Cigna shareholders during merger negotiations and by entering into the merger agreement and approving the merger, and that Cigna, Anthem and Merger Sub aided and abetted such breaches of fiduciary duties. The allegations include, among other things, that (1) the merger consideration undervalues Cigna, (2) the sales process leading up to the merger was flawed due to purported conflicts of interest of members of the Cigna board of directors and (3) certain provisions of the merger agreement inappropriately favor Anthem and inhibit competing bids. Plaintiffs seek, among other things, injunctive relief enjoining the merger, rescission of the merger agreement to the extent already implemented, and costs and damages.

Effective November 24, 2015, solely to avoid the costs, risks and uncertainties inherent in litigation, and without admitting any liability or wrongdoing, Cigna, Cigna's directors, Anthem and Merger Sub entered into a Memorandum of Understanding (MOU) to settle the Cigna Merger Litigation. Subject to court approval and further definitive documentation in a settlement agreement that will be subject to customary conditions, the MOU resolved the Cigna Merger Litigation and provided that Cigna would make certain additional disclosures related to the merger. If the Court approves the settlement, the Cigna Merger Litigation will be dismissed with prejudice and all claims that were or could have been brought in any actions challenging any aspect of the merger, the merger agreement and any related disclosures will be released. In connection with the settlement, subject to the ultimate determination of the Court, plaintiffs' counsel may receive an award of reasonable fees. There can be no assurance that the parties will ultimately enter into a settlement agreement, or that the Court will approve the settlement even if the parties were to enter into such agreement. The MOU may terminate, if, among other reasons, the Court does not approve the settlement or the merger is not consummated for any reason.

In January 2016, CMS issued to Cigna a Notice of Imposition of Immediate Intermediate Sanctions ("the Notice"). The Notice requires Cigna to suspend certain enrollment and marketing activities for its Medicare Advantage Prescription Drug and Medicare Part D Plans. The sanctions do not impact the ability of current enrollees to remain covered by the Company's Medicare Advantage Prescription Drug or Medicare Part D Plans.

CMS imposed sanctions based on its finding of deficiencies with Cigna's operations of its Parts C and D appeals and grievances, Part D formulary and benefit administration, and compliance program. Cigna is working to resolve these matters as quickly as possible and is cooperating fully with CMS on its review. Based on management's current expectations, the Company does not expect the impact to its financial statements to be material.

- F. Uncollectible Amounts - none
- 15. Leases
 - A. Lessee Operating Leases – none
 - B. Lessor Leases – none
- 16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
 - 1. Financial Instruments with Off-Balance Sheet Risk – not applicable.

2. Nature and Terms of Financial Instruments with Off-Balance Sheet Risk – not applicable.
3. Amount of Loss – not applicable.
4. Policy for Requiring Collateral – not applicable.
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
 - A. Transfer of Receivables Reported as Sales – not applicable.
 - B. Transfer and Servicing of Financial Assets – not applicable.
 - C. Wash Sales – none.
18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
 - A. ASO Plans – not applicable.
 - B. ASC Plans – not applicable.
 - C. Medicare or Similarly Structured Cost Based Reimbursement Contracts – not applicable.
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators
Not applicable.
20. Fair Value Measurements

The Company's financial assets measured at fair value include bonds valued at the lower of cost or fair value when reported at fair value at the balance sheet date.

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

The Company estimates fair values using prices from third parties or internal pricing methods. Fair value estimates received from third-party pricing services are based on reported trade activity and quoted market prices when available, and other market information that a market participant may use to estimate fair value. The internal pricing methods are performed by the Company's investment professionals and generally involve using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality, as well as other qualitative factors. In instances where there is little or no market activity for the same or similar instruments, the fair value is estimated using methods, models, and assumptions that the Company believes a hypothetical market participant would use to determine a current transaction price. These valuation techniques involve some level of estimation and judgment that becomes significant with increasingly complex instruments or pricing models.

Fair Value Measurements at Reporting Date

The following table provides information about the Company's financial assets carried at fair value as of March 31, 2016 and December 31, 2015.

March 31, 2016				
Financial Assets at Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Bonds - Industrial and miscellaneous	\$ -	\$ 2,659,115	\$ 873,676	\$ 3,532,791

December 31, 2015				
Financial Assets at Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Bonds - Industrial and miscellaneous	\$ -	\$ 2,334,228	\$ -	\$ 2,334,228

Level 1 Financial Assets

Inputs for instruments classified in Level 1 include unadjusted quoted prices for identical assets in active markets accessible at the measurement date. Active markets provide pricing data for trades occurring at least weekly and include exchanges and dealer markets.

Level 2 Financial Assets

Inputs for instruments classified in Level 2 include quoted prices for similar assets in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are market observable or can be corroborated by market data for the term of the instrument. Such other inputs include market interest rates and volatilities, spreads and yield curves. An instrument is classified in Level 2 if the Company determines that unobservable inputs are insignificant. Level 2 assets primarily include corporate bonds valued using recent trades of similar securities or pricing models that discount future cash flows at estimated market interest rates.

Level 3 Financial Assets

Certain inputs for instruments classified in Level 3 are unobservable (supported by little or no market activity) and significant to their resulting fair value measurement. Unobservable inputs reflect the Company's best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

Fair Value Measurements at Reporting Date**Disclosures about Fair Values of Financial Instruments Not Carried at Fair Value**

The following tables provide the fair value, carrying value and classification in the fair value hierarchy of the Company's bonds not recorded at fair value as of March 31, 2016 and December 31, 2015. Financial instruments that are carried in the Company's Financial Statements at amounts that approximate fair value are excluded from these tables.

March 31, 2016						
	Aggregate Fair Value	Admitted Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 215,978,724	\$ 209,781,408	\$ -	\$ 215,978,724	\$ -	\$ -

December 31, 2015						
	Aggregate Fair Value	Admitted Assets	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 199,769,218	\$ 200,699,669	\$ 331,485	\$ 199,437,733	\$ -	\$ -

Disclosures about Financial Instruments Not Practicable to Estimate Fair Value – None.

21. Other Items

- A. Extraordinary Items – none.
- B. Troubled Debt Restructuring: Debtors – none.
- C. Other Disclosures and Unusual Items - none
- D. Business Interruption Insurance Recoveries – none.
- E. State Transferable and Non-transferable Tax Credits – none.
- F. Subprime Mortgage-Related Risk Exposure
 - 1. The Company did not hold mortgage loans in 2016 and 2015 and, therefore, is not subject to the related risk exposure pertaining to subprime mortgages.
 - 2. Direct Exposure through Investments in Subprime Loans – not applicable.
 - 3. Direct Exposure through Other Investments – not applicable.
 - 4. Underwriting Exposure to Subprime Mortgage Risk – not applicable.
- G. Retained Assets – none

22. Events Subsequent

Subsequent events have been considered between the balance sheet date and May 13, 2016 for the statutory statement issued on May 13, 2016.

23. Reinsurance

- A. Ceded Reinsurance Report– no change from the 2015 Annual Statement
- B. Uncollectible Reinsurance – none.
- C. Commutation of Ceded Reinsurance – none.
- D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation – none

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. Method Used to Estimate Accrued Retrospective Premium Adjustments – not applicable.
- B. Where Accrued Retrospective Premium Adjustments are Recorded – not applicable.
- C. Amount of Net Written Premiums Subject to Retrospective Rating Features – not applicable.

D. Medical loss ratio rebates required pursuant to the Public Health Service Act

On January 1, 2014, the Company became subject to the minimum loss ratio rebate provisions of the Patient Protection and Affordable Care Act (PPACA). PPACA require payment of premium rebates to customers covered under the Company's comprehensive medical insurance if certain annual minimum medical loss ratios are not met. At the close of each quarter, the Company records its rebate accrual based on year-to-date estimated medical loss ratios calculated as prescribed by the interim final rule issued by the Department of Health & Human Services using year-to-date premium and claim information by state and market segment. Since this accrual reflects the amount of rebate that would be payable based on year-to-date estimated medical loss ratios, the amount of rebate will fluctuate as actual claim experience develops each calendar quarter.

As of March 31, 2016 and December 31, 2015, the Company accrued rebates of \$122,879 and \$0, respectively, related to PPACA.

As of March 31, 2016 and December 31, 2015 the Company accrued an estimated rebate of \$4,420,419 and \$4,098,465, respectively, related to its Medicaid contract in the state of Illinois which has different annual minimum medical loss ratios and medical loss ratio calculations. Since this accrual reflects the amount of rebate that would be payable based on year-to-date estimated medical ratios through June 30, 2017, the amount of the rebate will fluctuate as actual claim experience develops each calendar quarter.

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

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

25. Change in Incurred Claims and Claim Adjustment Expenses

The liability for claims unpaid as of December 31, 2015 was \$142,824,123. During 2016, \$95,446,089 has been paid on these liabilities. Reserves remaining for prior years are now \$42,364,580, as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been favorable prior year development of \$5,013,454 since December 31, 2015. This release is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

	Unpaid Claims	Accrued Medical Incentive Pool & Bonus	Healthcare Receivable	Total
12/31/2015 Balance	\$ 142,824,123	\$ 10,838,191	\$ (36,320,507)	\$ 117,341,807
Paid/(Received)	95,446,089	589,439	(19,092,578)	76,942,951
Favorable/(Unfav) Development	5,013,454	(3,763,774)	79,119	1,328,798
12/31/2016 Balance for 2015 & Prior	<u>\$ 42,364,580</u>	<u>\$ 14,012,526</u>	<u>\$ (17,307,048)</u>	<u>\$ 39,070,058</u>

26. Intercompany Pooling Arrangements

A.-G. – none

27. Structured Settlements

Not applicable.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

The Estimated Pharmacy Rebates as Reported on Financial Statements for March 31, 2016 and December 31, 2015, excludes \$0 and \$0 respectively, related to non-admitted rebates.

Quarter Ended	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received Within More Than 180 Days of Billing
3/31/2016	17,126,484	17,126,157	-	-	-
12/31/2015	16,488,067	15,773,541	15,773,214	-	-
9/30/2015	16,648,941	16,102,303	15,720,513	381,790	-
6/30/2015	21,043,835	14,060,727	13,423,045	637,682	-
3/31/2015	16,973,841	12,664,312	6,702,338	5,919,761	-
12/31/2014	15,791,442	15,136,982	6,615,891	8,521,091	-
9/30/2014	14,568,540	10,660,817	6,364,643	4,296,173	-
6/30/2014	15,094,336	10,369,538	5,855,576	4,196,000	317,962
3/31/2014	10,247,198	10,355,292	5,917,858	4,184,261	253,172
12/31/2013	10,452,525	10,621,971	10,606,816	9,555	5,600
9/30/2013	10,220,820	10,193,316	10,129,977	54,619	8,720
6/30/2013	8,852,920	8,872,938	8,903,866	(30,928)	-
3/31/2013	8,200,996	8,227,306	8,231,070	28,695	(32,459)
12/31/2012	6,907,348	6,880,401	6,787,339	33,712	59,350
9/30/2012	6,610,259	6,661,243	6,616,121	30,009	15,113
6/30/2012	7,551,203	6,626,902	6,611,945	3,983	10,973

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

B. Risk Sharing Receivables

Calendar Year	Evaluation Period	Risk Sharing Receivable as Estimated in the Prior Year	Risk Sharing Receivable as Estimated in the Current Year	Risk Sharing Receivable Billed	Risk Sharing Receivable Not Yet Billed
2016	2016	\$ -	\$ 3,399,607	\$ -	\$ 3,399,607
	2017	xxx	\$ -	xxx	xxx
2015	2015	\$ 11,835,622	\$ 15,557,860	\$ -	\$ 15,557,860
	2016	xxx	\$ -	xxx	xxx
2014	2014	\$ 9,248,499	\$ -	\$ 1,802,306	\$ -
	2015	xxx	\$ -	xxx	xxx

Calendar Year	Evaluation Period	Actual Risk Sharing Receivable Received in Year Billed	Actual Risk Sharing Receivable First Year Subsequent	Actual Risk Sharing Amounts Received Second Year Subsequent	Actual Risk Sharing Amounts Received - All Other
2016	2016	\$ -	\$ -	\$ -	\$ -
	2017	xxx	xxx	xxx	xxx
2015	2015	\$ -	\$ -	\$ -	\$ -
	2016	xxx	xxx	xxx	xxx
2014	2014	\$ 1,802,306	\$ 7,507,663	\$ 606,788	\$ -
	2015	xxx	xxx	xxx	xxx

C. Other Healthcare Receivables

Other Healthcare receivables included \$3,623,712 from the state of Illinois related to dual Medicare/Medicaid members, \$17,075 patient Co-pays, \$35,120 due from IPAs for other medical expenses, and \$20,398 of other healthcare receivables which none are greater than 90 days old.

29. Participating Policies

None.

30. Premium Deficiency Reserves

None.

31. Anticipated Salvage and Subrogation

None.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2014
- 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). 06/27/2012
- 6.4 By what department or departments?
Tennessee Department of Commerce and Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] 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

GENERAL INTERROGATORIES

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

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes No
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0
13. Amount of real estate and mortgages held in short-term investments: \$ 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes No
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$ 0 | \$ 0 |
| 14.22 Preferred Stock | \$ 0 | \$ 0 |
| 14.23 Common Stock | \$ 0 | \$ 0 |
| 14.24 Short-Term Investments | \$ 0 | \$ 0 |
| 14.25 Mortgage Loans on Real Estate | \$ 0 | \$ 0 |
| 14.26 All Other | \$ 0 | \$ 0 |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ 0 | \$ 0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$ 0 | \$ 0 |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes No
 If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$0
 - 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2\$0
 - 16.3 Total payable for securities lending reported on the liability page\$0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase, N.A.	4 Chase Metro Tech Center, Brooklyn, New York 11245

- 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 information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
105811	CIGNA Investment, Inc	900 Cottage Grove Road, Bloomfield, CT 06002

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Investment Analysis 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 percent81.9 %
 - 1.2 A&H cost containment percent1.4 %
 - 1.3 A&H expense percent excluding cost containment expenses18.9 %
- 2.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date\$.....
- 2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date\$.....

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only								
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts	
1. Alabama AL	N								0	
2. Alaska AK	N								0	
3. Arizona AZ	N								0	
4. Arkansas AR	L		2,822,911					2,822,911		
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	L		83,663,991	38,672,261				122,336,252		
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	L		34,892,357					34,892,357		
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	L		295,455,101					295,455,101		
44. Texas TX	N								0	
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 Aliens OT	XXX	0	0	0	0	0	0	0	0	
59. Subtotal	XXX	0	416,834,360	38,672,261	0	0	0	455,506,621	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0		
61. Totals (Direct Business)	(a) 4	0	416,834,360	38,672,261	0	0	0	455,506,621	0	
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

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

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PART 1 -- ORGANIZATION CHART

The following is a listing identifying and indicating the interrelationships among all affiliated insurers (identified by an asterisk, and if such insurer is incorporated in the United States of America, by a Federal Employer Identification Number, NAIC Company Code and Jurisdiction of Incorporation) and all other affiliates, as of March 31, 2016:

Cigna CORPORATION

(A Delaware corporation and ultimate parent company)



STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

		<u>Cigna Behavioral Health of California, Inc.</u> (EI# 94-3107309)
		<u>Cigna Behavioral Health of Texas, Inc.</u> (EI# 75-2751090)
		<u>MCC Independent Practice Association of New York, Inc.</u>
		<u>Cigna Dental Health, Inc.</u>
		<u>Cigna Dental Health of California, Inc.</u> (EI# 59-2600475, CA)
		<u>Cigna Dental Health of Colorado, Inc.</u> (EI# 59-2675861, NAIC # 11175, CO)
		<u>Cigna Dental Health of Delaware, Inc.</u> (EI# 59-2676987, NAIC # 95380, DE)
		<u>Cigna Dental Health of Florida, Inc.</u> (EI# 59-1611217, NAIC # 52021, FL)
		<u>Cigna Dental Health of Illinois, Inc.</u> (EI# 06-1351097, IL)
		<u>Cigna Dental Health of Kansas, Inc.</u> (EI# 59-2625350, NAIC # 52024, KS)
		<u>Cigna Dental Health of Kentucky, Inc.</u> (EI# 59-2619589, NAIC # 52108, KY)
		<u>Cigna Dental Health of Missouri, Inc.</u> (EI#06-1582068, NAIC # 11160, MO)
		<u>Cigna Dental Health of New Jersey, Inc.</u> (EI# 59-2308062, NAIC # 11167, NJ)
		<u>Cigna Dental Health of North Carolina, Inc.</u> (EI# 56-1803464 , NAIC # 95179, NC)
		<u>Cigna Dental Health of Ohio, Inc.</u> (EI# 59-2579774, NAIC # 47805, OH)
		<u>Cigna Dental Health of Pennsylvania, Inc.</u> (EI# 52-1220578, NAIC # 47041, PA)
		<u>Cigna Dental Health of Texas, Inc.</u> (EI# 59-2676977, NAIC # 95037, TX)
		<u>Cigna Dental Health of Virginia, Inc.</u> (EI# 52-2188914, NAIC # 52617, VA)
		<u>Cigna Dental Health Plan of Arizona, Inc.</u> (EI# 86-0807222, NAIC # 47013, AZ)
		<u>Cigna Dental Health of Maryland, Inc.</u> (EI#20-2844020, NAIC #48119, MD)
		<u>Cigna Health Corporation</u>
		<u>Healthsource, Inc.</u>
		<u>Cigna HealthCare of Arizona, Inc.</u> (EI# 86-0334392, NAIC#95125, AZ)
		<u>Cigna HealthCare of California, Inc.</u> (EI# 95-3310115, CA)
		<u>Cigna HealthCare of Colorado, Inc.</u> (EI# 84-1004500, NAIC # 95604, CO)
		<u>Cigna HealthCare of Connecticut, Inc.</u> (EI# 06-1141174, NAIC # 95660, CT)
		<u>Cigna HealthCare of Florida, Inc.</u> (EI# 59-2089259, NAIC # 95136, FL)
		<u>Cigna HealthCare of Illinois, Inc.</u> (EI# 36-3385638, NAIC # 95602, IL)
		<u>Cigna HealthCare of Maine, Inc.</u> (EI# 01-0418220, NAIC # 95447, ME)
		<u>Cigna HealthCare of Massachusetts, Inc.</u> (EI# 02-0402111, NAIC # 95220, MA)
		<u>Cigna HealthCare Mid-Atlantic, Inc.</u> (EI# 52-1404350, NAIC # 95599, MD)
		<u>Cigna HealthCare of New Hampshire, Inc.</u> (EI# 02-0387749, NAIC # 95493, NH)
		<u>Cigna HealthCare of New Jersey, Inc.</u> (EI# 22-2720890, NAIC # 95500, NJ)
		<u>Cigna HealthCare of Pennsylvania, Inc.</u> (EI# 23-2301807, NAIC # 95121, PA)
		<u>Cigna HealthCare of St. Louis, Inc.</u> (EI# 36-3359925, NAIC # 95635, MO)
		<u>Cigna HealthCare of Utah, Inc.</u> (EI# 62-1230908, NAIC # 95518, UT)
		<u>Cigna HealthCare of Georgia, Inc.</u> (EI# 58-1641057, NAIC # 96229, GA)
		<u>Cigna HealthCare of Texas, Inc.</u>

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(EI# 74-2767437, NAIC # 95383, TX)
Cigna HealthCare of Indiana, Inc.
 (EI# 35-1679172, NAIC # 95525, TN)
Cigna HealthCare of Tennessee, Inc.
 (EI# 62-1218053, NAIC # 95606, TN)
Cigna HealthCare of North Carolina, Inc.
 (EI# 56-1479515, NAIC# 95132, NC)
Cigna HealthCare of South Carolina, Inc.
 (EI# 06-1185590, NAIC # 95708, SC)
*Temple Insurance Company Limited
Arizona Health Plan, Inc.
Healthsource Properties, Inc.
Managed Care Consultants, Inc.
Choicelinx Corporation
Sagamore Health Network, Inc.
Cigna Healthcare Holdings, Inc.
 (EI# 84-0985843)
Great-West Healthcare of Illinois, Inc.
 (EI# 93-1174749, NAIC 95388, IL)
Cigna Healthcare, Inc.
*Cigna Life Insurance Company of New York
 (EI# 13-2556568, NAIC # 64548, NY)
*Connecticut General Life Insurance Company
 (EI# 06-0303370, NAIC # 62308, CT)
CG Mystic Center LLC
Station Landing LLC
CG Mystic Land LLC
ND/CG Holding LLC
CG Skyline, LLC
Skyline ND/CG LLC
ND Mystic Center Note LLC
Skyline Mezzanine Borrower, LLC
Skyline at Station Landing, LLC
Careallies, LLC
CG Bayport LLC
Bayport Colony Apartments LLC
Cigna Onsite Health, LLC
Gillette Ridge Community Council, Inc.
Gillette Ridge Golf LLC
Hazard Center Investment Company LLC
Tel-Drug of Pennsylvania, LLC
GRG Acquisitions LLC
Cigna Affiliates Realty Investment Group, LLC
 (EI# 27-5402196, DE)
CR Longwood Investors, LP
ND/CR Longwood LLC
ARE/ND/CR Longwood LLC
121 Tasman Apartments LLC
Secon Properties, LP
Transwestern Federal Holdings, L.L.C.
Transwestern Federal, L.L.C.
Market Street Residential Holdings LLC
Arborpoint at Market Street LLC
Diamondview Tower CM-CG LLC
CR Washington Street Investors LP
Civic Holding LLC
Dulles Town Center Mall, LLC
AEW/FDG, LP

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ND/CR Unicorn LLC
Union Wharf Apartments LLC
AMD Apartments Limited Partnership
SP Newport Crossing LLC
PUR Arbors Apartments Venture LLC
CG Seventh Street, LLC
Ideal Properties II LLC
Alessandro Partners, LLC
Mallory Square Partners I, LLC
Houston Briar Forest Apartments Limited Partnership
Newtown Partners II, LP
Newtown Square GP LLC
AFA Apartments Limited Partnership
SB-SNH LLC
 680 Investors LLC
 685 New Hampshire LLC
CGGL 18301 LLC
Unico/CG Commonwealth LLC
 Commonwealth Acquisition LLC
222 Main Street Caring GP LLC
222 Main Street Investors LP
Notch 8 Residential, L.L.C.
UVL, LLC
3601 North Fairfax Drive Associates, LLC

CI Perris 151, LLC
Lakehills CM - CG LLC

CORAC LLC
 Bridgepoint Office Park Associates, LLC
 (EI# 27-3923999, DE)
 Fairway Center Associates, LLC
 (EI# 27-3126102, DE)
 Henry on the Park Associates, LLC
 (EI 27-3582688, DE)

*Cigna Health and Life Insurance Company
 (EI # 59-1031071, NAIC # 67369, CT)
 CarePlexus, LLC
 (EI# 45-2681649; DE)
 Cigna Corporate Services, LLC
 (EI 27-3396038, DE)
 Cigna Insurance Agency, LLC
 (EI # 27-1903785, CT)
 Ceres Sales of Ohio, LLC
 (EI # 34-1970892, OH)
 Central Reserve Life Insurance Company
 (EI # 34-0970995, NAIC # 61727, OH)
 Provident American Life & Health Insurance Company
 (EI # 23-1335885, NAIC # 67903, OH)
 United Benefit Life Insurance Company
 (EI # 75-2305400, NAIC # 65269, OH)
 Loyal American Life Insurance Company
 (EI # 63-0343428, NAIC # 65722, OH)
 American Retirement Life Insurance Company
 (EI # 59-2760189, NAIC # 88366, OH)
 QualCare Alliance Networks, Inc.
 QualCare, Inc.
 Scibal Associates, Inc.
 QualCare Captive Insurance Company Inc., PCC
 QualCare Management Resources Limited Liability Company
 Health-Lynx, LLC

Sterling Life Insurance Company
 (EI # 13-1867829, NAIC # 77399, IL)
 Olympic Health Management Sytesms, Inc.
 Olympic Health Management Services, Inc.

WorldDoc, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
.0901	Cigna Group		06-1059331	1591167	0000701221	US	Cigna Corporation	.DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1072796	1591167	0000701221		Cigna Holdings, Inc.	.DE	UIP	Cigna Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		51-0402128	1591167	0000701221		Cigna Intellectual Property, Inc.	.DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1095823	1591167	0000701221		Cigna Investment Group, Inc.	.DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		52-0291385	1591167	0000701221		Cigna International Finance, Inc.	.DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		23-1914061	1591167	0000701221		Former Cigna Investments, Inc	.DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-0861092	1591167	0000701221		Cigna Investments, Inc.	.DE	NIA	Cigna Investment Group, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		01-0947889	1591167	0000701221		Cigna Benefits Financing, Inc.	.DE	NIA	Cigna Investments, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-0840391	1591167	0000701221		Connecticut General Corporation	.CT	UIP	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		81-0585518	1591167	0000701221		Benefit Management Corp.	.MT	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	12814	20-4433475	1591167	0000701221		Allegiance Life & Health Insurance Company	.MT	IA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-3851464	1591167	0000701221		Allegiance Re, Inc.	.MT	IA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		81-0400550	1591167	0000701221		Allegiance Benefit Plan Management, Inc.	.MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		71-0916514	1591167	0000701221		Allegiance COBRA Services, Inc.	.MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Allegiance Provider Direct, LLC	.MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Community Health Network, LLC	.MT	NIA	Benefit Management Corp.	Ownership	50.000	Cigna Corporation	
.0901	Cigna Group		81-0425785	1591167	0000701221		Intermountain Underwriters, Inc.	.MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Star Point, LLC	.MT	NIA	Benefit Management Corp.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-1821898	1591167	0000701221		HealthSpring, Inc.	.DE	UIP	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		76-0628370	1591167	0000701221		NewQuest, LLC	.TX	UIP	HealthSpring, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		52-1929677	1591167	0000701221		NewQuest Management Northeast, LLC	.DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	10095	52-2259087	1591167	0000701221		Bravo Health Mid-Atlantic, Inc.	.MD	IA	NewQuest Management Northeast, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	11254	52-2363406	1591167	0000701221		Bravo Health Pennsylvania, Inc.	.PA	IA	NewQuest Management Northeast, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	12902	20-8534298	1591167	0000701221		HealthSpring Life & Health Insurance Company, Inc.	.TX	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	95781	63-0925225	1591167	0000701221		HealthSpring of Alabama, Inc.	.AL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	11532	65-1129599	1591167	0000701221		HealthSpring of Florida, Inc.	.FL	IA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		77-0632665	1591167	0000701221		NewQuest Management of Illinois, LLC	.IL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-4954206	1591167	0000701221		NewQuest Management of Florida, LLC	.FL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-8647386	1591167	0000701221		HealthSpring Management of America, LLC	.DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		45-0633893	1591167	0000701221		NewQuest Management of West Virginia, LLC	.DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		75-3108527	1591167	0000701221		TexQuest, LLC	.DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		75-3108521	1591167	0000701221		HouQuest, LLC	.DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		76-0657035	1591167	0000701221		GulfQuest, LP	.TX	NIA	HouQuest, LLC	Ownership	99.000	Cigna Corporation	
.0901	Cigna Group		33-1033586	1591167	0000701221		NewQuest Management of Alabama, LLC	.AL	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		72-1559530	1591167	0000701221		HealthSpring USA, LLC	.TN	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		62-1540621	1591167	0000701221		HealthSpring Management, Inc.	.TN	UDP	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	11522	62-1593150	1591167	0000701221		HealthSpring of Tennessee, Inc.	.TN	RE	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-5524622	1591167	0000701221		Tennessee Quest, LLC	.TN	NIA	HealthSpring Management, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		26-2353476	1591167	0000701221		HealthSpring Pharmacy Services, LLC	.DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		26-2353772	1591167	0000701221		HealthSpring Pharmacy of Tennessee, LLC	.DE	NIA	HealthSpring Pharmacy Services, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		20-4266628	1591167	0000701221		Home Physicians Management, LLC	.DE	NIA	NewQuest, LLC	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group	13733	03-0452349	1591167	0000701221		Cigna Arbor Life Insurance Company	.CT	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		41-1648670	1591167	0000701221		Cigna Behavioral Health, Inc.	.MN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		94-3107309	1591167	0000701221		Cigna Behavioral Health of California, Inc.	.CA	IA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		75-2751090	1591167	0000701221		Cigna Behavioral Health of Texas, Inc.	.TX	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		06-1346406	1591167	0000701221		MCC Independent Practice Association of New York, Inc.	.NY	NIA	Cigna Behavioral Health, Inc.	Ownership	100.000	Cigna Corporation	
.0901	Cigna Group		59-2308055	1591167	0000701221		Cigna Dental Health, Inc.	.FL	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	

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

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Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		59-2600475	1591167	0000701221		Cigna Dental Health Of California, Inc.	CA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11175	59-2675861	1591167	0000701221		Cigna Dental Health Of Colorado, Inc.	CO	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95380	59-2676987	1591167	0000701221		Cigna Dental Health Of Delaware, Inc.	DE	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52021	59-1611217	1591167	0000701221		Cigna Dental Health Of Florida, Inc.	FL	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1351097	1591167	0000701221		Cigna Dental Health Of Illinois, Inc.	IL	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52024	59-2625350	1591167	0000701221		Cigna Dental Health Of Kansas, Inc.	KS	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52108	59-2619589	1591167	0000701221		Cigna Dental Health Of Kentucky, Inc.	KY	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11160	06-1582068	1591167	0000701221		Cigna Dental Health Of Missouri, Inc.	MO	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	11167	59-2308062	1591167	0000701221		Cigna Dental Health Of New Jersey, Inc.	NJ	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95179	56-1803464	1591167	0000701221		Cigna Dental Health Of North Carolina, Inc.	NC	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47805	59-2579774	1591167	0000701221		Cigna Dental Health Of Ohio, Inc.	OH	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47041	52-1220578	1591167	0000701221		Cigna Dental Health Of Pennsylvania, Inc.	PA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95037	59-2676977	1591167	0000701221		Cigna Dental Health Of Texas, Inc.	TX	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	52617	52-2188914	1591167	0000701221		Cigna Dental Health Of Virginia, Inc.	VA	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	47013	86-0807222	1591167	0000701221		Cigna Dental Health Plan Of Arizona, Inc.	AZ	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	48119	59-2740468	1591167	0000701221		Cigna Dental Health Of Maryland, Inc.	MD	IA	Cigna Dental Health, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		62-1312478	1591167	0000701221		Cigna Health Corporation	DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0387748	1591167	0000701221		Healthsource, Inc.	DE	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95125	86-0334392	1591167	0000701221		Cigna HealthCare of Arizona, Inc.	AZ	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		95-3310115	1591167	0000701221		Cigna HealthCare of California, Inc.	CA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95604	84-1004500	1591167	0000701221		Cigna HealthCare of Colorado, Inc.	CO	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95660	06-1141174	1591167	0000701221		Cigna HealthCare of Connecticut, Inc.	CT	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95136	59-2089259	1591167	0000701221		Cigna HealthCare of Florida, Inc.	FL	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95602	36-3385638	1591167	0000701221		Cigna HealthCare of Illinois, Inc.	IL	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95477	01-0418220	1591167	0000701221		Cigna HealthCare of Maine, Inc.	ME	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95220	02-0402111	1591167	0000701221		Cigna HealthCare of Massachusetts, Inc.	MA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95599	52-1404350	1591167	0000701221		Cigna HealthCare Mid-Atlantic, Inc.	MD	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95493	02-0387749	1591167	0000701221		Cigna HealthCare of New Hampshire, Inc.	NH	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95500	22-2720890	1591167	0000701221		Cigna HealthCare of New Jersey, Inc.	NJ	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95121	23-2301807	1591167	0000701221		Cigna HealthCare of Pennsylvania, Inc.	PA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95635	36-3359925	1591167	0000701221		Cigna HealthCare of St. Louis, Inc.	MO	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95518	62-1230908	1591167	0000701221		Cigna HealthCare of Utah, Inc.	UT	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	96229	58-1641057	1591167	0000701221		Cigna HealthCare of Georgia, Inc.	GA	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95383	74-2767437	1591167	0000701221		Cigna HealthCare of Texas, Inc.	TX	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95525	35-1679172	1591167	0000701221		Cigna HealthCare of Indiana, Inc.	IN	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95606	62-1218053	1591167	0000701221		Cigna HealthCare of Tennessee, Inc.	TN	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95132	56-1479515	1591167	0000701221		Cigna HealthCare of North Carolina, Inc.	NC	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95708	06-1185590	1591167	0000701221		Cigna HealthCare of South Carolina, Inc.	SC	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Temple Insurance Company Limited	BMU	IA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		86-3581583	1591167	0000701221		Arizona Health Plan, Inc.	AZ	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0467679	1591167	0000701221		Healthsource Properties, Inc.	NH	NIA	Healthsource, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Managed Care Consultants, Inc.	NV	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0515554	1591167	0000701221		Choicelinx Corporation	DE	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		35-1641636	1591167	0000701221		Sagamore Health Network, Inc.	IN	NIA	Cigna Health Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		84-0985843	1591167	0000701221		Cigna Healthcare Holdings, Inc.	CO	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	95388	93-1174749	1591167	0000701221		Great-West Healthcare of Illinois, Inc.	IL	IA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		02-0495422	1591167	0000701221		Cigna Healthcare, Inc.	VT	NIA	Cigna Healthcare Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	64548	13-2556568	3281743	0000701221		Cigna Life Insurance Company of New York	NY	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group	62308	06-0303370	1591167	0000701221		Connecticut General Life Insurance Company	CT	IA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		45-3481107	1591167	0000701221		CG Mystic Center LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Station Landing, LLC	DE	NIA	CG Mystic Center LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		45-3481241	1591167	0000701221		CG Mystic Land LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CG HOLDING, LLC	MA	NIA	CG Mystic Land LLC	Ownership	50.000	Cigna Corporation and ND Mystic Center Holding LLC (non-affiliate)	
0901	Cigna Group		20-3870049	1591167	0000701221		CG Skyline, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline ND/CG LLC	MA	NIA	CG Skyline LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ND Mystic Center Note LLC	DE	NIA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline Mezzanine Borrower LLC	MA	NIA	Skyline ND/CG LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Skyline at Station Landing LLC	MA	NIA	Skyline Mezzanine Borrower LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		26-0180898	1591167	0000701221		CareAllies, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Bayport LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Bayport Colony Apartments LLC	FL	NIA	CG Bayport LLC	Ownership	99.900	Cigna Corporation	
0901	Cigna Group		32-0222252	1591167	0000701221		Cigna Onsite Health, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Gillette Ridge Community Council, Inc.	CT	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		20-3700105	1591167	0000701221		Gillette Ridge Golf, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		52-2149519	1591167	0000701221		Hazard Center Investment Company LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-3074013	1591167	0000701221		TEL-DRUG of Pennsylvania, L.L.C.	PA	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		GRG Acquisitions LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		27-5402196	1591167	0000701221		Cigna Affiliates Realty Investment Group, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CR Longwood Investors L.P.	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	27.030	Charles River Realty Longwood, LLC (non-affiliate)	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR Longwood LLC	DE	NIA	CR Longwood Investors L.P.	Ownership	95.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		ARE/ND/CR Longwood LLC	DE	NIA	ND / CR Longwood LLC	Ownership	35.000	ARE-MA Region No. 41, LLC (non-affiliate)	
0901	Cigna Group		00-0000000	1591167	0000701221		121 Tasman Apartments LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Secon Properties, LP	CA	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	50.000	South Coast Plaza Associates, LLC (non-affiliate)	
0901	Cigna Group		00-0000000	1591167	0000701221		Transwestern Federal Holdings, L.L.C.	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	7.616	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Transwestern Federal, L.L.C.	DE	NIA	Transwestern Federal Holdings, L.L.C.	Ownership	7.616	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Market Street Residential Holdings LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Arborpoint at Market Street LLC	DE	NIA	Market Street Residential Holdings LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Diamondview Tower CM-CG LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	90.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CR Washington Street Investors LP	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	33.820	Charles River Washington Street LLC (non-affiliate)	

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Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		00-0000000	1591167	0000701221		Civic Holding, LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Dulles Town Center Mall, LLC	VA	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	50.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		AEW/FDG, LP	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	13.640	AEW Core Property Trust Holding LP (non-affiliate)	
0901	Cigna Group		00-0000000	1591167	0000701221		ND/CR Unicorn LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	70.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Union Wharf Apartments LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		AMD Apartments Limited Partnership	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		SP Newport Crossing LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		PUR Arbors Apartments Venture LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	87.500	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CG Seventh Street LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	87.500	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Ideal Properties II LLC	CA	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		80-0668090	1591167	0000701221		Alessandro Partners, LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	95.200	Cigna Corporation	
0901	Cigna Group		80-0908244				Mallory Square Partners I, LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Houston Briar Forest Apartments Limited Partnership	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Newtown Partners II, LP	MD	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	71.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Newtown Square GP LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	50.000	Cigna Corporation and Newtown Square	
0901	Cigna Group		00-0000000				AFA Apartments Limited Partnership	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000				SB-SNH LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000				680 Investors LLC	CA	NIA	SB-SNH LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000				685 New Hampshire LLC	CA	NIA	SB-SNH LLC	Ownership	85.000	Cigna Corporation	
0901	Cigna Group		00-0000000				CGGL 18301 LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	90.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		UNICO/CG Commonwealth LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Commonwealth Acquisition LLC	DE	NIA	Unico / CG Commonwealth LLC	Ownership	100.000	Cigna Corporation	
	Cigna Group		00-0000000				222 Main Street CARING GP LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				222 Main Street Investors LP	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	90.000	Cigna Corporation	
	Cigna Group		00-0000000				Notch 8 Residential, L.L.C.	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	85.000	Cigna Corporation	
	Cigna Group		00-0000000				UVL, LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	71.400	Cigna Corporation	
	Cigna Group		00-0000000				3601 North Fairfax Drive Associates, LLC	DE	NIA	Cigna Affiliates Realty Investment Group LLC	Ownership	90.000	Cigna Corporation	

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	Cigna Group		47-4235739				CI Perris 151, LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	.75.000	Cigna Corporation	
.0901	Cigna Group		47-4375626				Lakehills CM-CG LLC	DE	NIA	Cigna Affiliates Realty Investment Group, LLC	Ownership	.90.000	Cigna Corporation	
.0901	Cigna Group		27-0268530	1591167	0000701221		CORAC, LLC	DE	NIA	Connecticut General Life Insurance Company	Ownership	.50.000	Cigna Corporation	
.0901	Cigna Group		27-3923999	1591167	0000701221		Bridgepoint Office Park Associates, LLC	DE	NIA	Corac, LLC	Ownership	.90.000	Cigna Corporation	
.0901	Cigna Group		27-3126102	1591167	0000701221		Fairway Center Associates, LLC	DE	NIA	Corac, LLC	Ownership	.80.000	Cigna Corporation	
.0901	Cigna Group		27-3582688	1591167	0000701221		Henry on the Park Associates, LLC	DE	NIA	Corac, LLC	Ownership	.80.000	Cigna Corporation	
.0901	Cigna Group	.67369	59-1031071	1591167	0000701221		Cigna Health and Life Insurance Company	CT	NIA	Connecticut General Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		45-2681649	1591167	0000701221		CarePlexus, LLC	DE	NIA	Cigna Health and Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		27-3396038	1591167	0000701221		Cigna Corporate Services, LLC	DE	NIA	Cigna Health and Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		27-1903785	1591167	0000701221		Cigna Insurance Agency, LLC	CT	NIA	Cigna Health and Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		34-1970892				Ceres Sales of Ohio, LLC	OH	NIA	Cigna Health and Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group	.61727	34-0970995				Central Reserve Life Insurance Company	OH	IA	Cigna Health and Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group	.67903	23-1335885				Provident American Life & Health Insurance Company	OH	IA	Central Reserve Life Insurance Company Provident American Life and Health Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group	.65269	75-2305400				United Benefit Life Insurance Company	OH	IA	Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group	.65722	63-0343428				Loyal American Life Insurance Company	OH	IA	Cigna Health and Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group	.88366	59-2760189				American Retirement Life Insurance Company	OH	IA	Loyal American Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		23-3744987				QualCare Alliance Networks, Inc.	NJ	NIA	Cigna Health and Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		22-3129563				QualCare, Inc.	NJ	NIA	QualCare Alliance Networks, Inc.	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		22-2483867				Scibal Associates, Inc.	NJ	NIA	QualCare Alliance Networks, Inc.	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		46-1634843				QualCare Captive Insurance Company Inc., PCC	NJ	NIA	QualCare Alliance Networks, Inc.	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		46-1801639				QualCare Management Resources Limited Liability Company	NJ	NIA	QualCare Alliance Networks, Inc.	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		46-2086778				Health-Lynx, LLC		NIA	QualCare Alliance Networks, Inc.	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group	.77399	13-1867829				Sterling Life Insurance Company	IL	NIA	Cigna Health and Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		91-1500758				Olympic Health Management Systems, Inc.	WA	NIA	Sterling Life Insurance Company	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		91-1599329				Olympic Health Management Services, Inc.	WA	NIA	Olympic Health Management Systems, Inc.	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		88-0455414				WorldDoc, Inc.	NV	NIA	Cigna Health and Life Insurance Company	Ownership	.20.000	Cigna Corporation	
.0901	Cigna Group		23-1728483	1591167	0000701221		Cigna Health Management, Inc	DE	NIA	Connecticut General Corporation	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		20-8064696	1591167	0000701221		Kronos Optimal Health Company	AZ	NIA	Connecticut General Corporation	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group	.65498	23-1503749	1591167	0000701221		Life Insurance Company of North America	PA	IA	Connecticut General Corporation	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna & CMB Life Insurance Company Limited	CHN	IA	Life Insurance Company of North America	Ownership	.50.000	Cigna Corporation	
.0901	Cigna Group		58-1136865	1591167	0000701221		Cigna Direct Marketing Company, Inc.	DE	NIA	Life Insurance Company of North America	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		46-0427127	1591167	0000701221		Tel-Drug, Inc.	SD	NIA	Connecticut General Corporation	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Global Wellbeing Holdings Limited	GBR	NIA	Connecticut General Corporation	Ownership	.70.000	Cigna Corporation	
.0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Global Wellbeing Solutions Limited	GBR	NIA	Cigna Global Wellbeing Holdings Limited	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		98-0463704	1591167	0000701221		Vielife Services, Inc.	DE	NIA	Cigna Global Wellbeing Holdings Limited	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		06-1332403	1591167	0000701221		CG Individual Tax Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		06-1332405	1591167	0000701221		CG Life Pension Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		06-1332401	1591167	0000701221		CG LINA Pension Benefits Payments, Inc.	DE	NIA	Connecticut General Corporation	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		62-1724116	1591167	0000701221		Cigna Federal Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		23-2741293	1591167	0000701221		Cigna Healthcare Benefits, Inc.	DE	NIA	Connecticut General Corporation	Ownership	.100.000	Cigna Corporation	
.0901	Cigna Group		23-2924152	1591167	0000701221		Cigna Integratedcare, Inc.	DE	NIA	Connecticut General Corporation	Ownership	.100.000	Cigna Corporation	

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0901	Cigna Group		23-2741294	1591167	0000701221		Cigna Managed Care Benefits Company	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1071502	1591167	0000701221		Cigna RE Corporation	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1522976	1591167	0000701221		Blodget & Hazard Limited	.GBR	NIA	Cigna Re Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1567902	1591167	0000701221		Cigna Resource Manager, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
							Connecticut General Benefit Payments, Inc.							
0901	Cigna Group		06-1252419	1591167	0000701221		Healthsource Benefits, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1533555	1591167	0000701221		IHN, Inc.	.IN	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		35-2041388	1591167	0000701221		LINA Benefit Payments, Inc.	.DE	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		06-1252418	1591167	0000701221		Mediversal, Inc.	.NV	NIA	Connecticut General Corporation	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		88-0334401	1591167	0000701221		Universal Claims Administration	.MT	NIA	Mediversal, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		88-0344624	1591167	0000701221		Cigna Global Holdings, Inc.	.DE	NIA	Cigna Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0389196	1591167	0000701221		Cigna International Corporation, Inc.	.DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		51-0111677	1591167	0000701221		Cigna International Services, Inc.	.DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-2610178	1591167	0000701221		Cigna International Marketing (Thailand) Limited	.THA	NIA	Cigna Global Holdings, Inc.	Ownership	99.900	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		CGO PARTICIPATOS LTDA.	.BRA	NIA	Cigna Global Holdings, Inc.	Ownership	99.780	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		YCFM Servicios LTDA	.BRA	NIA	Cigna Global Holdings, Inc.	Ownership	56.020	Cigna Corporation	
0901	Cigna Group		AA-3190987	1591167	0000701221		Cigna Global Reinsurance Company, Ltd.	.BMU	IA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		23-3009279	1591167	0000701221		Cigna Holdings Overseas, Inc.	.DE	NIA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Bellevue Alpha LLC	.DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		46-4110289				Cigna Linden Holdings, Inc.	.DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		98-1146864				Cigna Laurel Holdings, Ltd.	.BMU	NIA	Cigna Linden Holdings, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Palmetto Holdings, Ltd.	.BMU	NIA	Cigna Laurel Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Apac Holdings Limited	.BMU	NIA	Cigna Palmetto Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Alder Holdings, LLC	.DE	NIA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Walnut Holdings, Ltd.	.GBR	NIA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		98-1137759				Cigna Chestnut Holdings, Ltd.	.GBR	NIA	Cigna Walnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		LINA Life Insurance Company of Korea	.KOR	IA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Korea Foundation	.KOR	NIA	LINA Life Insurance Company of Korea	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna International Services Australia Pty Ltd	.AUS	NIA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Hong Kong Holdings Company Limited	.HKG	NIA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Data Services (Shanghai) Company Limited	.CHN	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna HLA Technology Services Limited	.HKG	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Worldwide General Insurance Company Limited	.HKG	IA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Worldwide Life Insurance Company Limited	.HKG	IA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna International Health Services Sdn. Bhd.	.MYS	NIA	Cigna Hong Kong Holdings Company Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		Cigna Life Insurance New Zealand Limited	.NZL	IA	Cigna International Health Services Sdn. Bhd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		AA-1560515	1591167	0000701221		Cigna Life Insurance Company of Canada	.CAN	IA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				Cigna Korea Chusik Heosa (English Translation: Cigna Korea Company Limited)	.KOR	NIA	Cigna Chestnut Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000				LINA Financial Service	.KOR	NIA	Cigna Korea Chusik Heosa	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-0000000	1591167	0000701221		RHP (Thailand) Limited	.THA	NIA	Cigna Apac Holdings Limited	Ownership	49.000	Cigna Corporation	

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1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Brokerage & Marketing (Thailand) Limited	THA	NIA	RHP Thailand Limited	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		KDM (Thailand) Limited	THA	NIA	RHP Thailand Limited	Ownership	99.900	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Insurance Public Company Limited	THA	IA	KDM Thailand Limited	Ownership	75.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Taiwan Life Assurance Company Limited	TWN	IA	Cigna Apac Holdings Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		98-1154657				Cigna Myrtle Holdings, Ltd.	MLT	NIA	Cigna Apac Holdings Limited	Ownership	50.540	Cigna Corporation	
0901	Cigna Group		98-1155943				Cigna Elmwood Holdings, SPRL	BEL	NIA	Cigna Myrtle Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		98-1181787				Cigna Beechwood Holdings	BEL	NIA	Cigna Elmwood Holdings, SPRL	Ownership	51.000	Cigna Corporation	
0901	Cigna Group		AA-1240009	1591167	0000701221		Cigna Life Insurance Company of Europe S.A.-N.V.	BEL	IA	Cigna Beechwood Holdings	Ownership	99.993	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Europe Insurance Company S.A.-N.V.	BEL	IA	Cigna Beechwood Holdings	Ownership	99.999	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna European Services (UK) Limited	GBR	NIA	Cigna Elmwood Holdings, SPRL	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		CIGNA 2000 UK Pension LTD	GBR	NIA	Cigna European Services (UK) Limited	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Oak Holdings, Ltd.	GBR	NIA	Cigna Elmwood Holdings, SPRL	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Willow Holdings, Ltd.	GBR	NIA	Cigna Oak Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		FirstAssist Administration Limited	GBR	NIA	Cigna Willow Holdings, LTD.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Legal Protection Limited	GBR	NIA	Cigna Willow Holdings, LTD.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Insurance Services (Europe) Limited	GBR	NIA	Cigna Willow Holdings, LTD.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna International Health Services, BVBA	BEL	NIA	Cigna Elmwood Holdings, Ltd. SPRL	Ownership	51.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna International Health Services, BVBA	BEL	NIA	Cigna International Health Services, BVBA	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna International Health Services, LLC	FL	NIA	Cigna International Health Services, BVBA	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna International Health Services Kenya Limited	KEN	NIA	Cigna Myrtle Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Sequoia Holdings SPRL	BEL	NIA	Cigna Myrtle Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Magnolia Holdings, Ltd.	BMU	NIA	Cigna Palmetto Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Turkey Danismanlik Hizmetleri, A.S. (English translation: Cigna Turkey Consultancy Services, A.S.)	TUR	IA	Cigna Magnolia Holdings, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Nederland Alpha Cooperatief U.A.	NLD	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Nederland Beta B.V.	NLD	NIA	Cigna Nederland Alpha Cooperatief U.A.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Nederland Gamma B.V.	NLD	NIA	Cigna Nederland Beta B.V.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Finans Eneklilik Ve Hayat A.S.	TUR	NIA	Cigna Nederland Gamma, B.V.	Ownership	51.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Health Solution India Pvt. Ltd.	IND	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.000	Cigna Corporation	
0901	Cigna Group		46-4099800				Cigna Poplar Holdings, Inc.	DE	NIA	Cigna Holdings Overseas, Inc.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		PT GAR Indonesia	IDN	NIA	Cigna Holdings Overseas, Inc.	Ownership	99.160	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		PT PGU Indonesia	IDN	NIA	PT GAR Indonesia	Ownership	99.990	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Global Insurance Company Limited	GGY	IA	Cigna Holdings Overseas, Inc.	Ownership	99.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		CignaTK Health Insurance Company Limited	IND	NIA	Cigna Holdings Overseas, Inc.	Ownership	26.000	TTK (non-affiliate)	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna SAICO Benefits Services W.L.L.	BHR	NIA	Cigna Holdings Overseas, Inc.	Ownership	50.000	Cigna Corporation and SAICO (non affiliate)	
0901	Cigna Group	90859	23-2088429	1591167	0000701221		Cigna Worldwide Insurance Company	DE	IA	Cigna Global Reinsurance Company, Ltd.	Ownership	100.000	Cigna Corporation	
0901	Cigna Group		AA-5360003	1591167	0000701221		PT. Asuransi Cigna	IDN	IA	Cigna Worldwide Insurance Company	Ownership	80.000	Cigna Corporation	
0901	Cigna Group		00-000000	1591167	0000701221		Cigna Teak Holdings, LLC	DE	NIA	Cigna Global Holdings, Inc.	Ownership	100.000	Cigna Corporation	

Asterisk	Explanation
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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?	NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



OVERFLOW PAGE FOR WRITE-INS

NONE

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	200,699,669	199,038,996
2. Cost of bonds and stocks acquired	12,908,400	84,389,858
3. Accrual of discount	76,132	226,271
4. Unrealized valuation increase (decrease)	(653,872)	(348,752)
5. Total gain (loss) on disposals	(9,300)	440,155
6. Deduct consideration for bonds and stocks disposed of	2,981,480	82,079,715
7. Deduct amortization of premium	258,141	967,144
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)	209,781,408	200,699,669
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	209,781,408	200,699,669

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	69,092,258	411,987,920	410,426,548	(14,159)	70,639,471	0	0	69,092,258
2. NAIC 2 (a)	129,274,179	10,914,330	2,472,118	(2,106,249)	135,610,142	0	0	129,274,179
3. NAIC 3 (a)	2,334,228	0	127,273	(44,164)	2,162,791	0	0	2,334,228
4. NAIC 4 (a)	0	0	0	1,370,000	1,370,000	0	0	
5. NAIC 5 (a)	0				0			
6. NAIC 6 (a)	0				0			
7. Total Bonds	200,700,665	422,902,250	413,025,939	(794,572)	209,782,404	0	0	200,700,665
PREFERRED STOCK								
8. NAIC 1	0				0			
9. NAIC 2	0				0			
10. NAIC 3	0				0			
11. NAIC 4	0				0			
12. NAIC 5	0				0			
13. NAIC 6	0				0			
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	200,700,665	422,902,250	413,025,939	(794,572)	209,782,404	0	0	200,700,665

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

S102

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year-to-Date	5 Paid for Accrued Interest Year-to-Date
9199999 Totals	999	xxx	997	0	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	998	16,998,844
2. Cost of short-term investments acquired		103,180,287
3. Accrual of discount	1	1,326
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		(372)
6. Deduct consideration received on disposals		120,179,087
7. Deduct amortization of premium		
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)	999	998
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	999	998

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

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

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

N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	3,229,952
2. Cost of cash equivalents acquired	409,993,850	1,148,876,494
3. Accrual of discount	41,307	13,948
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	523	(137)
6. Deduct consideration received on disposals	410,035,680	1,152,120,257
7. Deduct amortization of premium		
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

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

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
126117-AS-9	CNA FINANCIAL CORP 3.950% 05/15/24		.01/19/2016	CITIGROUP GLOBAL MARKETS		2,014,140	2,000,000	14,703	2FE
340711-AW-0	FLORIDA GAS TRANSMISSION SERIES 144A 4.350% 07/15/25		.02/09/2016	SunTrust		928,160	1,000,000	3,263	2FE
446150-AJ-3	HUNTINGTON BANCSHARES 3.150% 03/14/21		.03/09/2016	GOLDMAN SACHS & COMPANY		998,030	1,000,000	.0	2FE
487836-BP-2	KELLOGG CO 3.250% 04/01/26		.03/09/2016	Credit Suisse Securities		994,540	1,000,000	632	2FE
540424-AS-7	LOEWS CORP 3.750% 04/01/26		.03/17/2016	BARCLAYS BANK PLC		997,840	1,000,000	.0	1FE
651229-AW-6	NEWELL RUBBERMAID INC 4.200% 04/01/26		.03/18/2016	GOLDMAN SACHS & COMPANY		997,980	1,000,000	.0	2FE
67103H-AE-7	O'REILLY AUTOMOTIVE INC 3.550% 03/15/26		.03/01/2016	J.P. MORGAN SECURITIES INC.		998,320	1,000,000	.0	2FE
68217F-AA-0	OMNICOM GROUP INC 3.600% 04/15/26		.03/28/2016	CITIGROUP GLOBAL MARKETS		999,070	1,000,000	.0	2FE
74834L-AX-8	QUEST DIAGNOSTICS INC 3.500% 03/30/25		.02/18/2016	Credit Suisse Securities		991,430	1,000,000	13,903	2FE
78355H-KB-4	RYDER SYSTEMS INC SERIES MTN 3.450% 11/15/21		.02/17/2016	WELLS FARGO BANK N A		999,180	1,000,000	.0	2FE
863667-AN-1	STRYKER CORP 3.500% 03/15/26		.03/03/2016	J.P. MORGAN SECURITIES INC.		993,480	1,000,000	.0	2FE
871829-BC-0	SYSCO CORP 3.300% 07/15/26		.03/22/2016	GOLDMAN SACHS & COMPANY		996,230	1,000,000	.0	1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					12,908,400	13,000,000	32,501	XXX
8399997	Total - Bonds - Part 3					12,908,400	13,000,000	32,501	XXX
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX
8399999	Total - Bonds					12,908,400	13,000,000	32,501	XXX
8999997	Total - Preferred Stocks - Part 3					0	XXX	0	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	XXX
9799997	Total - Common Stocks - Part 3					0	XXX	0	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	XXX
9999999	Totals					12,908,400	XXX	32,501	XXX

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

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
912828-0A-1	US TREASURY N/B 2.250% 03/31/16		03/31/2016	Maturity		330,000	330,000	336,591	330,484	0	(484)	0	(484)	0	330,000	0	0	0	3,713	03/31/2016	1	
0599999	Subtotal - Bonds - U.S. Governments					330,000	330,000	336,591	330,484	0	(484)	0	(484)	0	330,000	0	0	0	3,713	XXX	XXX	
042498-AD-3	ARMY AND AIR FORCE EXCHANGE SENIOR NOTES 4.950% 10/15/24		03/15/2016	Redemption 100.0000		61,390	61,390	68,479	67,387	0	(5,997)	0	(5,997)	0	61,390	0	0	0	507	10/15/2024	1	
07177M-AA-1	BAXALTA INC SERIES 144A 4.000% 06/23/25		02/18/2016	Royal Bank of Canada		1,971,560	2,000,000	1,979,940	1,980,692	0	168	0	168	0	1,980,860	0	(9,300)	(9,300)	13,333	06/23/2025	2FE	
49238#-AB-3	KERR MCGEE BOOMVANG PLATFORM 20 7.370% 01/30/19		01/30/2016	Redemption 100.0000		141,428	141,428	151,350	146,690	0	(5,262)	0	(5,262)	0	141,428	0	0	0	5,212	01/30/2019	2	
62963#-AG-6	NRP OPERATING LLC SERIES G SENIOR NOTE 8.920% 03/25/24		03/25/2016	Redemption 100.0000		127,273	127,273	149,135	112,816	31,373	(16,916)	0	14,457	0	127,273	0	0	0	5,676	03/25/2024	3	
67481#-AB-9	OCEAN ENERGY/NANSEN PLATFRM SERIES 2002-2 7.170% 01/30/18		01/30/2016	Redemption 100.0000		224,591	224,591	248,002	233,524	0	(8,932)	0	(8,932)	0	224,591	0	0	0	8,052	01/30/2018	2	
67481#-AB-1	OCEAN ENERGY INC. BOOMVANG PLATFORM 20 7.320% 01/30/18		01/30/2016	Redemption 100.0000		125,238	125,238	137,997	131,747	0	(6,509)	0	(6,509)	0	125,238	0	0	0	4,584	01/30/2018	2	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					2,651,480	2,679,920	2,734,903	2,672,856	31,373	(43,448)	0	(12,075)	0	2,660,780	0	(9,300)	(9,300)	37,364	XXX	XXX	
8399997	Total - Bonds - Part 4					2,981,480	3,009,920	3,071,494	3,003,340	31,373	(43,932)	0	(12,559)	0	2,990,780	0	(9,300)	(9,300)	41,077	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					2,981,480	3,009,920	3,071,494	3,003,340	31,373	(43,932)	0	(12,559)	0	2,990,780	0	(9,300)	(9,300)	41,077	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999	Totals					2,981,480	XXX	3,071,494	3,003,340	31,373	(43,932)	0	(12,559)	0	2,990,780	0	(9,300)	(9,300)	41,077	XXX	XXX	

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

E05

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

N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E

STATEMENT AS OF MARCH 31, 2016 OF THE HealthSpring of Tennessee, Inc.

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
JPM Chase New York, New York		.0.000	0	0	6,503	(12,967,495)	14,919	.XXX.
Regions Nashville, TN					4,542,226	1,077,425	2,856,151	.XXX.
5/3rd Cincinnati, OH					699	699		.XXX.
Bank of America Wilmington, DE					451,386	536,937	299,669	.XXX.
Regions Nashville, TN					330,906	331,775	334,392	.XXX.
Regions Nashville, TN					(9,047,450)	(8,938,045)	(16,775,035)	.XXX.
JP Morgan Chase San Antonio, TX					2,271,017	4,774,841	18,689,658	.XXX.
JP Morgan Chase San Antonio, TX					(1,350,820)	1,273,798	(17,179,882)	.XXX.
JP Morgan Chase San Antonio, TX					2,947,015	1,939,633	(2,564,316)	.XXX.
Regions Nashville, TN					1,020,816	1,020,459	504,715	.XXX.
Bank of America Wilmington, DE					12,720	12,720	12,720	.XXX.
Regions Nashville, TN					(23,832)	(26,167)	(17,934)	.XXX.
Regions Bessemer, AL					2,306,805	1,358,559	731,326	.XXX.
Regions Bessemer, AL					(49,792)	(60,843)	(161,001)	.XXX.
Bank of America Wilmington, DE					119,194	136,874	269,289	.XXX.
Regions Philadelphia, PA					(1,436,631)	(1,915,500)	(2,845,022)	.XXX.
0199998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX	0	0	2,100,762	(11,444,330)	(15,830,351)	XXX
0299998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	0	0	2,100,762	(11,444,330)	(15,830,351)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	0	0	2,100,762	(11,444,330)	(15,830,351)	XXX

Schedule E - Part 2 - Cash Equivalents - Investments Owned End of Current Quarter

N O N E