

**QUARTERLY STATEMENT  
OF THE  
Trillium Community Health Plan, Inc.**

**of  
Eugene  
in the state of  
Oregon**

**TO THE  
Insurance Department  
OF THE STATE OF  
Oregon**

**FOR THE QUARTER ENDED  
September 30, 2013**

**2013**



**QUARTERLY STATEMENT**  
**AS OF September 30, 2013**  
**OF THE CONDITION AND AFFAIRS OF THE**  
**Trillium Community Health Plan, Inc.**

NAIC Group Code 0000 , 0000 NAIC Company Code 12559 Employer's ID Number 42-1694349  
(Current Period) (Prior Period)

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

Country of Domicile United States of America

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

Incorporated/Organized 02/14/2006 Commenced Business 02/14/2006

Statutory Home Office 1800 Millrace Drive , Eugene, OR, US 97403  
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 1800 Millrace Drive  
(Street and Number)

Eugene, OR, US 97403 (541)338-2938  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 1800 Millrace Drive , Eugene, OR, US 97403  
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1800 Millrace Drive  
(Street and Number)

Eugene, OR, US 97403 (541)338-2938  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address N/A

Statutory Statement Contact David L. Cole (541)338-2938  
(Name) (Area Code)(Telephone Number)(Extension)

dcole@trilliumchp.com (541)484-2155  
(E-Mail Address) (Fax Number)

**OFFICERS**

<u>Name</u>	<u>Title</u>
Thomas Kurt Wuest	President
Terry Wayne Coplin	Secretary
David Lavern Cole	Treasurer
Roger Saydack	Vice President

**OTHERS**

**DIRECTORS OR TRUSTEES**

- |                    |                        |
|--------------------|------------------------|
| Thomas Kurt Wuest  | Terry Wayne Coplin     |
| David Lavern Cole  | Richard Finkelstein MD |
| Karen Gaffney      | Rick Kincade MD        |
| Tod Hayes MD       | Maurine Cate           |
| Kay Metzger        | Craig Opperman         |
| Wendy Apland       | Nancy Golden           |
| Bruce Abel DSW     | Patrick Luedtke MD     |
| Melissa Edwards MD | Mark Myers MD          |
| Roger Saydack      | Marshall Peter         |
| Mark Litchman MD   | L.M. Reese             |
| Jim Ford DDS       |                        |

State of Oregon  
 County of \_\_\_\_\_ ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

_____ (Signature) Thomas Kurt Wuest _____ (Printed Name) 1. President _____ (Title)	_____ (Signature) Terry Wayne Coplin _____ (Printed Name) 2. Secretary _____ (Title)	_____ (Signature) David Lavern Cole _____ (Printed Name) 3. Treasurer _____ (Title)
---	--	---

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_, 2013

- a. Is this an original filing?  
 b. If no, 1. State the amendment number  
 2. Date filed  
 3. Number of pages attached

Yes[X] No[ ]

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

\_\_\_\_\_  
 (Notary Public Signature)

**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 .....	8,303,835		8,303,835	496,000
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....	2,408,596		2,408,596	
3. Mortgage loans on real estate:				
3.1 First liens .....				
3.2 Other than first liens .....				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances) .....				
4.2 Properties held for the production of income (less \$.....0 encumbrances) .....				
4.3 Properties held for sale (less \$.....0 encumbrances) .....				
5. Cash (\$.....35,984,339), cash equivalents (\$.....1,000,970) and short-term investments (\$.....5,018,334) .....	42,003,643		42,003,643	32,552,647
6. Contract loans (including \$.....0 premium notes) .....				
7. Derivatives .....				
8. Other invested assets .....				
9. Receivables for securities .....				
10. Securities lending reinvested collateral assets .....				
11. Aggregate write-ins for invested assets .....				
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	52,716,074		52,716,074	33,048,647
13. Title plants less \$.....0 charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	40,412		40,412	6,165
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	4,005,472	1,737	4,003,734	6,143,461
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums) .....				
15.3 Accrued retrospective premiums .....				1,202,355
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	2,304,348		2,304,348	
16.2 Funds held by or deposited with reinsured companies .....				
16.3 Other amounts receivable under reinsurance contracts .....				
17. Amounts receivable relating to uninsured plans .....	16,005		16,005	16,005
18.1 Current federal and foreign income tax recoverable and interest thereon .....				
18.2 Net deferred tax asset .....	603,000	603,000		
19. Guaranty funds receivable or on deposit .....				
20. Electronic data processing equipment and software .....				
21. Furniture and equipment, including health care delivery assets (\$.....0) .....				
22. Net adjustments in assets and liabilities due to foreign exchange rates .....				
23. Receivables from parent, subsidiaries and affiliates .....				
24. Health care (\$.....0) and other amounts receivable .....	207,876	207,876		
25. Aggregate write-ins for other than invested assets .....	96,185	96,185		
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	59,989,371	908,798	59,080,573	40,416,633
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. TOTAL (Lines 26 and 27) .....	59,989,371	908,798	59,080,573	40,416,633
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above) .....				
2501. Prepaid Expenses .....	96,185	96,185		
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	96,185	96,185		

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded) .....	33,318,731		33,318,731	28,240,348
2. Accrued medical incentive pool and bonus amounts .....	980,408		980,408	1,968,429
3. Unpaid claims adjustment expenses .....	854,809		854,809	720,200
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act .....	130,486		130,486	106,401
5. Aggregate life policy reserves .....				
6. Property/casualty unearned premium reserve .....				
7. Aggregate health claim reserves .....				
8. Premiums received in advance .....	1,002		1,002	
9. General expenses due or accrued .....	1,976,917		1,976,917	842,365
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)) .....	1,458,614		1,458,614	1,004,000
10.2 Net deferred tax liability .....				
11. Ceded reinsurance premiums payable .....				
12. Amounts withheld or retained for the account of others .....				
13. Remittances and items not allocated .....				
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current) .....				
15. Amounts due to parent, subsidiaries and affiliates .....	2,057,052		2,057,052	1,575,822
16. Derivatives .....				
17. Payable for securities .....				
18. Payable for securities lending .....				
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers) .....				
20. Reinsurance in unauthorized and certified (\$.....0) companies .....				
21. Net adjustments in assets and liabilities due to foreign exchange rates .....				
22. Liability for amounts held under uninsured plans .....	1,450		1,450	
23. Aggregate write-ins for other liabilities (including \$.....0 current) .....	2,618		2,618	2,618
24. Total liabilities (Lines 1 to 23) .....	40,782,085		40,782,085	34,460,183
25. Aggregate write-ins for special surplus funds .....	X X X	X X X		
26. Common capital stock .....	X X X	X X X	15,000,000	5,000,000
27. Preferred capital stock .....	X X X	X X X		
28. Gross paid in and contributed surplus .....	X X X	X X X		
29. Surplus notes .....	X X X	X X X		
30. Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
31. Unassigned funds (surplus) .....	X X X	X X X	3,298,487	956,451
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0) .....	X X X	X X X		
32.2 .....0 shares preferred (value included in Line 27 \$.....0) .....	X X X	X X X		
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	X X X	X X X	18,298,487	5,956,451
34. Total Liabilities, capital and surplus (Lines 24 and 33) .....	X X X	X X X	59,080,573	40,416,634
<b>DETAILS OF WRITE-INS</b>				
2301. Unclaimed Property .....	2,618		2,618	2,618
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	2,618		2,618	2,618
2501. ....	X X X	X X X		
2502. ....	X X X	X X X		
2503. ....	X X X	X X X		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	X X X	X X X		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	X X X	X X X		
3001. ....	X X X	X X X		
3002. ....	X X X	X X X		
3003. ....	X X X	X X X		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	X X X	X X X		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above) .....	X X X	X X X		

**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 .....	X X X	526,791	127,731	285,902
2. Net premium income (including \$.....0 non-health premium income) .....	X X X	218,153,217	74,598,355	134,049,267
3. Change in unearned premium reserves and reserves for rate credits .....	X X X			
4. Fee-for-service (net of \$.....0 medical expenses) .....	X X X			
5. Risk revenue .....	X X X			
6. Aggregate write-ins for other health care related revenues .....	X X X			
7. Aggregate write-ins for other non-health revenues .....	X X X			
8. Total revenues (Lines 2 to 7) .....	X X X	218,153,217	74,598,355	134,049,267
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		156,046,772	48,989,716	93,201,371
10. Other professional services .....		3,159,957	636,308	1,598,214
11. Outside referrals .....				
12. Emergency room and out-of-area .....		12,806,051	2,867,698	6,946,104
13. Prescription drugs .....		27,385,631	13,864,709	13,433,432
14. Aggregate write-ins for other hospital and medical .....				
15. Incentive pool, withhold adjustments and bonus amounts .....			(213,451)	1,968,429
16. Subtotal (Lines 9 to 15) .....		199,398,412	66,144,980	117,147,550
<b>Less:</b>				
17. Net reinsurance recoveries .....		5,473,875	117,910	193,445
18. Total hospital and medical (Lines 16 minus 17) .....		193,924,537	66,027,070	116,954,105
19. Non-health claims (net) .....				
20. Claims adjustment expenses, including \$.....9,000,844 cost containment expenses .....		13,498,517	4,759,959	8,607,028
21. General administrative expenses .....		7,299,027	3,332,077	6,362,864
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only) .....				
23. Total underwriting deductions (Lines 18 through 22) .....		214,722,081	74,119,106	131,923,997
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X	3,431,136	479,249	2,125,270
25. Net investment income earned .....		91,340	19,988	37,980
26. Net realized capital gains (losses) less capital gains tax of \$.....0 .....		12,703		
27. Net investment gains or (losses) (Lines 25 plus 26) .....		104,043	19,988	37,980
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....(419))] .....		(419)	(1,561)	(1,843)
29. Aggregate write-ins for other income or expenses .....				
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X	3,534,760	497,676	2,161,407
31. Federal and foreign income taxes incurred .....	X X X	1,458,614		1,004,000
32. Net income (loss) (Lines 30 minus 31) .....	X X X	2,076,146	497,676	1,157,407
<b>DETAILS OF WRITE-INS</b>				
0601. ....	X X X			
0602. ....	X X X			
0603. ....	X X X			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	X X X			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X			
0701. ....	X X X			
0702. ....	X X X			
0703. ....	X X X			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	X X X			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X			
1401. ....				
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....				
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....				
2901. ....				
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....				
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....				

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

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year .....	5,956,453	5,372,713	5,372,713
34. Net income or (loss) from Line 32 .....	2,076,146	497,676	1,157,407
35. Change in valuation basis of aggregate policy and claim reserves .....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0	199,013		
37. Change in net unrealized foreign exchange capital gain or (loss) .....			
38. Change in net deferred income tax .....	(188)		151,827
39. Change in nonadmitted assets .....	98,444	(296,216)	(725,494)
40. Change in unauthorized and certified reinsurance .....			
41. Change in treasury stock .....			
42. Change in surplus notes .....			
43. Cumulative effect of changes in accounting principles .....			
44. Capital Changes:			
44.1 Paid in .....	10,000,000		
44.2 Transferred from surplus (Stock Dividend) .....			
44.3 Transferred to surplus .....			
45. Surplus adjustments:			
45.1 Paid in .....			
45.2 Transferred to capital (Stock Dividend) .....			
45.3 Transferred from capital .....			
46. Dividends to stockholders .....			
47. Aggregate write-ins for gains or (losses) in surplus .....	(31,378)		
48. Net change in capital and surplus (Lines 34 to 47) .....	12,342,035	201,460	583,740
49. Capital and surplus end of reporting period (Line 33 plus 48) .....	18,298,488	5,574,173	5,956,453
<b>DETAILS OF WRITE-INS</b>			
4701. Correction of prior year error .....	(31,378)		
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....	(31,378)		

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	221,520,942	74,551,577	129,195,063
2. Net investment income .....	85,307	16,779	32,592
3. Miscellaneous income .....			
4. TOTAL (Lines 1 to 3) .....	221,606,250	74,568,356	129,227,655
5. Benefit and loss related payments .....	192,256,576	46,241,127	91,713,608
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7. Commissions, expenses paid and aggregate write-ins for deductions .....	19,527,353	7,078,678	14,167,646
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....	1,004,000	(324,756)	(324,756)
10. TOTAL (Lines 5 through 9) .....	212,787,929	52,995,049	105,556,498
11. Net cash from operations (Line 4 minus Line 10) .....	8,818,321	21,573,307	23,671,157
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	122,081	260,000	260,000
12.2 Stocks .....	4,942,264		
12.3 Mortgage loans .....			
12.4 Real estate .....			
12.5 Other invested assets .....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....			
12.7 Miscellaneous proceeds .....	0		
12.8 TOTAL investment proceeds (Lines 12.1 to 12.7) .....	5,064,346	260,000	260,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	7,958,155	496,000	496,000
13.2 Stocks .....	7,139,119		
13.3 Mortgage loans .....			
13.4 Real estate .....			
13.5 Other invested assets .....			
13.6 Miscellaneous applications .....			
13.7 TOTAL investments acquired (Lines 13.1 to 13.6) .....	15,097,274	496,000	496,000
14. Net increase (or decrease) in contract loans and premium notes .....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(10,032,929)	(236,000)	(236,000)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....			
16.2 Capital and paid in surplus, less treasury stock .....	10,000,000		
16.3 Borrowed funds .....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....			
16.5 Dividends to stockholders .....			
16.6 Other cash provided (applied) .....	665,603	858,838	729,817
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) .....	10,665,603	858,838	729,817
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	9,450,996	22,196,145	24,164,974
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	32,552,647	8,387,674	8,387,673
19.2 End of period (Line 18 plus Line 19.1) .....	42,003,643	30,583,819	32,552,647

**Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:**

20.0001				
---------	--	--	--	--

## 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 .....	53,509		138					3,383	49,988	
2. First Quarter .....	58,931		152					3,399	55,380	
3. Second Quarter .....	58,488		173					3,437	54,878	
4. Third Quarter .....	58,362		189					3,458	54,715	
5. Current Year .....										
6. Current Year Member Months .....	526,791		1,492					30,752	494,547	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	442,229		570					40,468	401,191	
8. Non-Physician .....	180,738		205					35,996	144,537	
9. Total .....	622,967		775					76,464	545,728	
10. Hospital Patient Days Incurred .....	31,487		8					6,477	25,002	
11. Number of Inpatient Admissions .....	6,285		2					1,062	5,221	
12. Health Premiums Written (a) .....	218,873,049		447,053					40,463,843	177,962,154	
13. Life Premiums Direct .....										
14. Property/Casualty Premiums Written .....										
15. Health Premiums Earned .....	218,873,049		447,053					40,463,843	177,962,154	
16. Property/Casualty Premiums Earned .....										
17. Amount Paid for Provision of Health Care Services .....	195,426,103		196,220					36,698,780	158,531,103	
18. Amount Incurred for Provision of Health Care Services .....	199,398,412		196,718					35,026,768	164,174,925	

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

**CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)****Aging Analysis of Unpaid Claims**

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid .....						
0399999 Aggregate Accounts Not Individually Listed - Covered .....	5,639,737	193,427				5,833,164
0499999 Subtotals .....	5,639,737	193,427				5,833,164
0599999 Unreported claims and other claim reserves .....						20,236,442
0699999 Total Amounts Withheld .....						7,249,126
0799999 Total Claims Unpaid .....						33,318,731
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						980,408

## UNDERWRITING AND INVESTMENT EXHIBIT

### ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....	10,001	186,219			10,001	
2. Medicare Supplement .....						
3. Dental only .....						
4. Vision only .....						
5. Federal Employees Health Benefits Plan .....						
6. Title XVIII - Medicare .....	6,495,636	30,122,651	5,309	5,176,536	6,500,945	6,855,900
7. Title XIX - Medicaid .....	16,885,139	136,252,582	56,746	28,080,140	16,941,886	21,384,448
8. Other health .....						
9. Health subtotal (Lines 1 to 8) .....	23,390,776	166,561,452	62,056	33,256,676	23,452,832	28,240,348
10. Healthcare receivables (a) .....	204,134				204,134	86,080
11. Other non-health .....						
12. Medical incentive pools and bonus amounts .....			980,408		980,408	1,968,429
13. Totals (Lines 9 - 10 + 11 + 12) .....	23,186,643	166,561,452	1,042,464	33,256,676	24,229,107	30,122,697

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

**Notes to Financial Statement****1. Summary of Significant Accounting Policies****A. Accounting Practices**

The financial statements of Trillium Community Health Plan, Inc. are presented on the basis of accounting practices prescribed or permitted by the Oregon Insurance Division. The Oregon Insurance Division recognizes only statutory accounting practices prescribed or permitted by the State of Oregon for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Oregon Insurance Law. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures* manual, version effective March 2012 (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Oregon. The State has adopted certain prescribed accounting practices that differ from those found in NAIC SAP.

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

		State of Domicile	September 30, 2013	2012
	<b>NET INCOME</b>			
(1)	State basis (Page 4, Line 32, Columns 2 & 3)	OR	\$2,076,146	\$1,157,407
(2)	State Prescribed Practices that increase/(decrease) NAIC SAP:			
(201)				
(299)	Total			
(3)	State Permitted Practices that increase/(decrease) NAIC SAP:			
(301)				
(399)	Total			
(4)	NAIC SAP (1-2-3=4)		\$2,076,146	\$1,157,407
	<b>SURPLUS</b>			
(5)	State basis (Page 3, Line 33, Columns 3 & 4)	OR	\$18,298,487	\$5,956,451
(6)	State Prescribed Practices that increase/(decrease) NAIC SAP:			
(7)	State Permitted Practices that increase/(decrease) NAIC SAP:			
(701)				
(799)	Total			
(8)	NAIC SAP (5-6-7=8)		\$18,298,487	\$5,956,451

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

No Material Change

**C. Accounting Policy**

No Material Change

**2. Accounting Changes and Corrections of Errors**

A correction of a prior year error amounted to \$31,378. These corrections were a result of an additional management fee that was paid to the Company's parent and an additional Medicare settlement payment.

**3. Business Combinations and Goodwill**

No Material Change

**4. Discontinued Operations**

No Material Change

**5. Investments**

A. Mortgage Loans, including Mezzanine Real Estate Loans – No Material Change

B. Debt Restructuring – No Material Change

**Notes to Financial Statement**

- C. Reverse Mortgages – No Material Change
- D. Loan-Backed Securities - None
- E. Repurchase Agreements
  - (1) Policy for requiring collateral or other security – No Material Change
  - (2) Carrying amount and classification of both those assets and associated liabilities – No Material Change
  - (3) Collateral accepted that it is permitted by contract or custom to sell or repledge:
    - a. Aggregate amount of contractually obligated open collateral positions – No Material Change
    - b. Fair value of that collateral and of the portion of that collateral that is has sold or repledged – None
    - c. Information about the sources and uses of that collateral – No Material Change
  - (4) Aggregate value of the reinvested collateral which is “one-line” reported and the aggregate reinvested collateral which is reported in the investment schedules – No Material Change
  - (5) Reinvestment of the cash collateral and any securities which it or its agent receives as collateral that can be sold or repledged – No Material Change
  - (6) Collateral accepted that it is not permitted by contract or custom to sell or repledge – No Material Change
  - (7) Collateral for transactions that extend beyond one year from the reporting date – No Material Change
- F. Real Estate – No Material Change
- G. Low-Income Housing Tax Credits (LIHATC) – No Material Change

**6. Joint Ventures, Partnerships and Limited Liability Companies**

No Material Change

**7. Investment Income**

No Material Change

**8. Derivative Instruments**

No Material Change

**9. Income Taxes**

No Material Change

**10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties**

- A. Nature of Relationship - No Material Change
- B. The Company received a \$5,000,000 capital contribution from its parent, Agate Resources, Inc. on March 8, 2013. The capital contribution consisted of a portfolio of cash, bonds and stocks. The statement value of these securities and cash at March 31, 2013 were \$5,037,530. The Company received an additional \$5,000,000 cash capital contribution from its parent, Agate Resources, Inc. on June 28, 2013.
- C. Changes in the Method of Valuation – No Material Change
- D. Amounts Due From/To Related Parties - No Material Change
- E. Guarantees or undertakings for benefit of affiliate - None
- F. Description of Material Management Contracts and Cost-Sharing Agreements - No Material Change
- G. Nature of the Control Relationship – No Material Change
- H. Ownership in Upstream Entity - No Material Change
- I. Investment in SCA - No Material Change
- J. Investment in impaired SCA – No Material Change
- K. Invest in foreign insurance subsidiary – No Material Change
- L. Investments in downstream non-insurance holding company - No Material Change

## Notes to Financial Statement

**11. Debt**

No Material Change

**12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans.**

A. Defined Benefit Plan

- (1) Change in benefit obligation - No Material Change
- (2) Change in plan assets- No Material Change
- (3) Funded status - No Material Change
- (4) Accumulated benefit obligation for vested employees and partially vested employees to the extent vested- No Material Change
- (5) Benefit obligation for non-vested employees - No Material Change
- (6) Components of net periodic benefit cost – None
- (7) The amount included in unassigned funds (surplus) for the period arising from a change in the additional minimum pension liability recognized - No Material Change
- (8) Weighted-average assumptions used to determine net period benefit cost - No Material Change
- (9) Measurement date - No Material Change
- (10) Assumed Health care cost trend rate for the next year used to measure the expected cost of benefit covered by the plan - No Material Change
- (11) Affect of one percentage point increase and decrease in the assumed health cast trend rates - No Material Change
- (12) The defined benefit pension plan asset allocation as of the measurement date, and the target asset allocation, presented as a percentage of total plan assets - No Material Change
- (13) Estimated future payments, which reflect expected future service, as appropriate, are expected to be paid in the years- No Material Change
- (14) Regulatory contribution requirements - No Material Change
- (15) Amounts and types of securities of the employer and related parties included in the plan assets - No Material Change
- (16) Alternative amortization - No Material Change
- (17) Substantive commitment - No Material Change
- (18) Cost of providing special or contractual termination benefits - No Material Change
- (19) Explanation of any significant change in benefit obligations or plan assets - No Material Change

B. Defined Contribution Plan - No Material Change

C. Multiemployer Plans - No Material Change

D. Consolidated Holding Company Plans - No Material Change

E. Post-Employment Benefits and Compensated Absences - No Material Change

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) - No Material Change

**13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations**

- (1) The Company has 15,000 shares of common stock authorized and 15,000 shares of common stock issued and outstanding at September 30, 2013 with a par value of \$1,000 each.
- (2)-(13) No Material Change

**Notes to Financial Statement****14. Contingencies**

No Material Change

**15. Leases**

No Material Change

**16. Information About Financial Instruments With Off-Balance-Sheet Risk And Financial Instruments With Concentrations of Credit Risk**

No Material Change

**17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities**

A. Transfers of Receivables reported as Sales – No Material Change

B. Transfer and Servicing of Financial Assets

(1) Description of loaned securities – No Material Change

(2) Servicing Assets and Liabilities

a. Risks inherent in servicing assets and servicing liabilities – No Material Change

b. Amount of contractually specified servicing fees, late fees and ancillary fees earned for each period – None

c. Assumptions used to estimate the fair value – No Material Change

(3) Servicing assets and servicing liabilities are subsequently measured at fair value – No Material Change

(4) For securitizations, asset-backed financing arrangements, and similar transfers accounted for as sales when the transferor has continuing involvement (as defined in the glossary of the Accounting Practices &amp; Procedures Manual) with the transferred financial assets:

a. Each income statement presented – None

b. Each statement of financial position presented, regardless of when the transfer occurred – None

(5) Transfers of financial assets accounted for as secured borrowing value – No Material Change

(6) Transfers of receivables with recourse – No Material Change

(7) Securities underlying repurchase and reverse repurchase agreements – No Material Change

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 - No Material Change

B. ASC Plans – No Material Change

C. Medicare or Similarly Structured Cost Based Reimbursement Contract – No Material Change

**19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators**

No Material Change

**20. Fair Value Measurements**

A. Fair Market Value at Reporting Date

(1) Fair Value Measurements at Reporting Date

	Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a.	Assets at fair value				

**Notes to Financial Statement**

	Common stock				
04	Mutual Funds	\$2,085,259			\$2,085,259
	Money Market Mutual Funds	\$323,337			\$323,337
	Total Common Stock	\$2,408,596			\$2,408,596
99	Subtotal – Assets at fair value	\$2,408,596			\$2,408,596
b.	Liabilities at fair value				
01					
02					
99	Subtotal – Liabilities at fair value				

- (2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy – None
- (3) The Company’s policy for determining when transfers between levels are recognized is the end of the reporting period.
- (4) As of September 30, 2013 the securities valued as a hierarchy of a level 2 were bonds categorized as Special Revenue and Special Assessment and Industrial and Miscellaneous category. We use the fair value supplied by our custodian Wells Fargo.
- (5) Derivative assets and liabilities – None
- B. Fair Value Information under SSAP No. 100 combined with Fair Value information Under Other Account Pronouncements – None
- C. Aggregate Fair Value of All Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$8,261,362	\$8,303,835	\$1,188,977	\$7,072,385		
Common stock	\$2,408,596	\$2,408,596	\$2,408,596			
Short-Term Investments	\$5,018,334	\$5,018,334	\$5,018,334			
Cash Equivalents	\$1,001,364	\$1,000,970	\$1,001,364			

- D. Not Practicable to Estimate Fair Value – None

**21. Other Items**

- A. Extraordinary Items – No Material Change
- B. Troubled Debt Restructuring: Debtors – No Material Change
- C. Other Disclosures – No Material Change
- D. Uncollectible Assets – No Material Change
- E. Business Interruption Insurance Recoveries – No Material Change
- F. State Transferable Tax Credits – No Material Change
- G. Subprime-Mortgage-Related Risk Exposure – No Material Change
- H. Retained Assets – No Material Change

**22. Events Subsequent**

No Material Change

**23. Reinsurance**

No Material Change

**24. Retrospectively Rated Contracts & Contracts Subject to Redetermination**

No Material Change

**25. Changes in Incurred Losses and Loss Adjustment Expenses**

Reserves as of December 31, 2012 were \$30,928,977. As of September 30, 2013, \$24,110,976 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$2,030,485 as a result of re-estimation of unpaid claims and claim adjustment expenses principally on the Medicaid line of business. Therefore, there has been a \$4,787,516 favorable prior-year

## **Notes to Financial Statement**

development since December 31, 2012 to September 30, 2013. The decrease 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.

**26. Intercompany Pooling Arrangements**

No Material Change

**27. Structured Settlements**

No Material Change

**28. Health Care Receivables**

No Material Change

**29. Participating Policies**

No Material Change

**30. Premium Deficiency Reserves**

No Material Change

**31. Anticipated Salvage and Subrogation**

No Material Change

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES GENERAL

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes[ ] No[X] N/A[ ]  
 If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .....12/31/2010.....  
 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .....12/31/2010.....  
 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .....02/13/2012.....  
 6.4 By what department or departments?  
 Oregon Insurance Division  
 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[ ] No[ ] N/A[X]  
 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[ ] N/A[ ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[ ] No[X]  
 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[ ] No[X]  
 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.  
 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[ ] No[X]  
 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
.....	.....	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]

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

## FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[ ] No[X]  
 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$..... 0

## INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[ ] No[X]  
 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$..... 0  
 13. Amount of real estate and mortgages held in short-term investments: \$..... 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[ ] No[X]  
 14.2 If yes, please complete the following:

## GENERAL INTERROGATORIES (Continued)

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds .....		
14.22 Preferred Stock .....		
14.23 Common Stock .....		
14.24 Short-Term Investments .....		
14.25 Mortgages Loans on Real Estate .....		
14.26 All Other .....		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....		
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....		

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]  
 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[ ] No[ ] N/A[X]  
 If no, attach a description with this statement.
16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- |  |          |   |
|--|----------|---|
| 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2                   | \$ ..... | 0 |
| 16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 | \$ ..... | 0 |
| 16.3 Total payable for securities lending reported on the liability page                                       | \$ ..... | 0 |

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

1 Name of Custodian(s)	2 Custodian Address
US Bank .....	555 SW Oak Street, Portland, OR 97204 .....

- 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)
Wells Fargo Bank, N.A. ....	Portland, OR .....	This is a new account for the company. A custodial agreement will be executed. ....

- 17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes[ ] No[X]  
 17.4 If yes, give full and complete information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
.....	.....	.....

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[ ]  
 18.2 If no, list exceptions:

## GENERAL INTERROGATORIES

### PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	..... 93.020%
1.2 A&H cost containment percent	..... 4.126%
1.3 A&H expense percent excluding cost containment expenses	..... 5.408%
2.1 Do you act as a custodian for health savings accounts?	Yes[ ] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[ ] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

**SCHEDULE S - CEDED REINSURANCE**  
**Showing All New Reinsurance Treaties - Current Year to Date**

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
<b>Accident and Health - Non-affiliates</b>						
40738 .....	91-1160717 .....	01/01/2013 .....	PHYSICIANS INS A MUT CO .....	WA .....	SSL/A/I .....	Yes[X] No[ ] .....

# SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

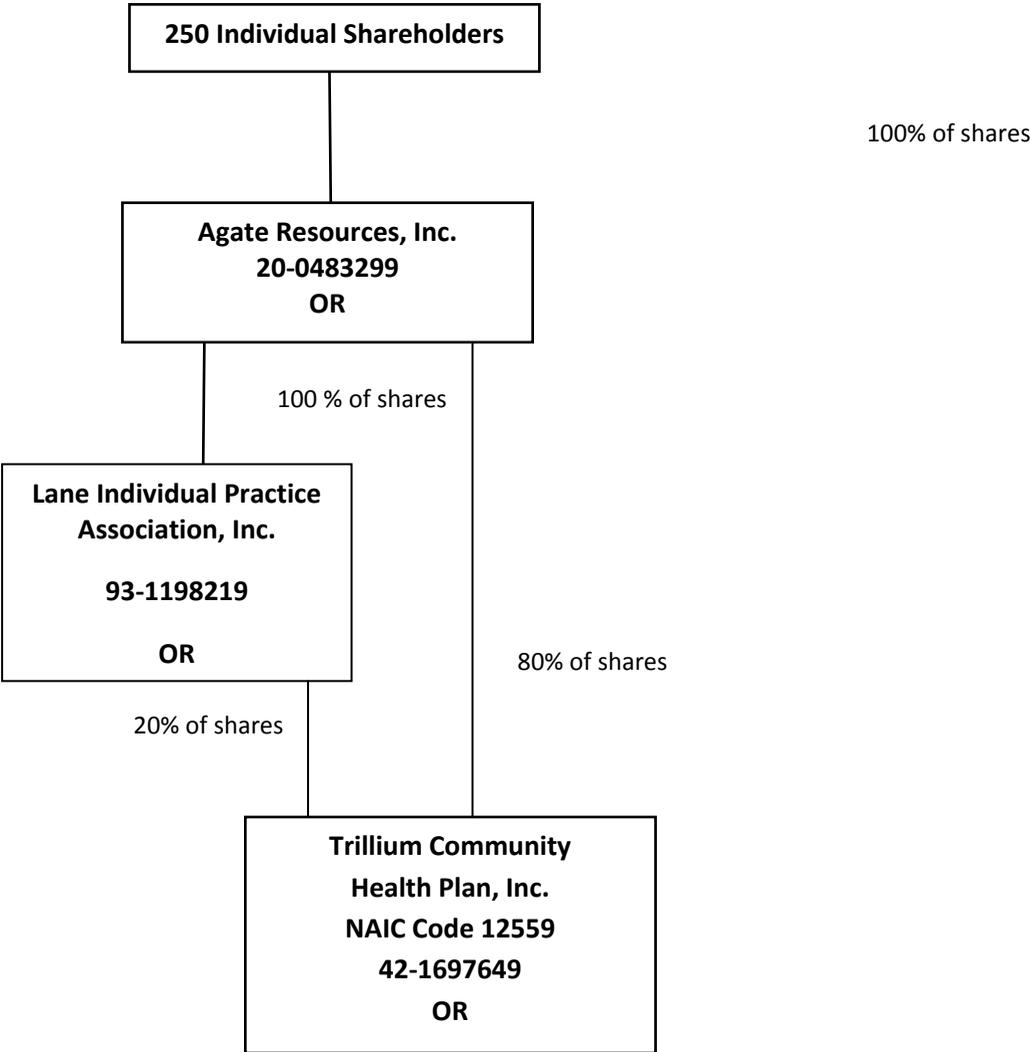
## Current Year to Date - Allocated by States and Territories

		Direct Business Only							
		1	2	3	4	5	6	7	8
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	N								
37. Oklahoma (OK)	N								
38. Oregon (OR)	L	447,053	40,463,843	177,962,154				218,873,049	
39. Pennsylvania (PA)	N								
40. Rhode Island (RI)	N								
41. South Carolina (SC)	N								
42. South Dakota (SD)	N								
43. Tennessee (TN)	N								
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CAN)	N								
58. Aggregate other alien (OT)	X X X								
59. Subtotal	X X X	447,053	40,463,843	177,962,154				218,873,049	
60. Reporting entity contributions for Employee Benefit Plans	X X X								
61. Total (Direct Business)	(a) 1	447,053	40,463,843	177,962,154				218,873,049	
<b>DETAILS OF WRITE-INS</b>									
5801.	X X X								
5802.	X X X								
5803.	X X X								
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

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

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

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER**  
**MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**



Q15

## SCHEDULE Y

### PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
0000	Agate Resources, Inc.	12559	42-1694349				TRILLIUM COMM HLTH PLAN INC	OR		Lane Individual Practice Association, Inc.	Ownership, Board of Directors, Management	80.0	250 Shareholders	
0000	Agate Resources, Inc.	12559	42-1694349				TRILLIUM COMM HLTH PLANS	OR		Agate Resources, Inc.	Ownership, Board of Directors, Management	20.0	250 Shareholders	
0000	Agate Resources, Inc.	00000	20-0483299				Agate Resources, Inc.	OR	UDP	250 Shareholders	Ownership, Board of Directors, Management	100.0	250 Shareholders	
0000	Agate Resources, Inc.	00000	93-1198219				Lane Individual Practice Association, Inc.	OR	UDP	Agate Resources, Inc.	Ownership, Board of Directors, Management	100.0	250 Shareholders	

Asterisk	Explanation
0000001	

## SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

**RESPONSE**

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



12559201336500003

2013

Document Code: 365

**OVERFLOW PAGE FOR WRITE-INS**

---

STATEMENT AS OF **September 30, 2013** OF THE **Trillium Community Health Plan, 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 points .....		
9. Total foreign exchange change in book value/recorded investment .....		
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 .....	496,000	259,907
2. Cost of bonds and stocks acquired .....	15,097,274	496,000
3. Accrual of discount .....	2,403	93
4. Unrealized valuation increase (decrease) .....	199,013	
5. Total gain (loss) on disposals .....	12,703	
6. Deduct consideration for bonds and stocks disposed of .....	5,064,345	260,000
7. Deduct amortization of premium .....	30,616	
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) .....	10,712,431	496,000
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	10,712,431	496,000

## SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a) .....	8,371,966	5,838,822	1,020,710	(11,669)	8,814,893	8,371,966	13,178,408	6,004,805
2. Class 2 (a) .....	70,894	1,072,288	1,000,000	578		70,894	143,761	
3. Class 3 (a) .....		998,640		813			999,453	
4. Class 4 (a) .....								
5. Class 5 (a) .....								
6. Class 6 (a) .....								
7. Total Bonds .....	8,442,860	7,909,750	2,020,710	(10,278)	8,814,893	8,442,860	14,321,622	6,004,805
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. Total Preferred Stock .....								
15. Total Bonds & Preferred Stock .....	8,442,860	7,909,750	2,020,710	(10,278)	8,814,893	8,442,860	14,321,622	6,004,805

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

QS102

**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 .....	5,018,334	X X X	5,017,429		

**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 .....	3,013,082	2,749,444
2. Cost of short-term investments acquired .....	5,017,429	11,757,267
3. Accrual of discount .....	2,215	2,818
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	3,014,391	11,496,446
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) .....	5,018,334	3,013,083
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	5,018,334	3,013,083

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

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

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

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

**SI07    Schedule DB - Verification ..... NONE**

**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 .....	2,497,135	.....
2.	Cost of cash equivalents acquired .....	7,784,652	14,782,373
3.	Accrual of discount .....	4,718	.....
4.	Unrealized valuation increase (decrease) .....	.....	(6,128)
5.	Total gain (loss) on disposals .....	.....	8,485
6.	Deduct consideration received on disposals .....	9,285,534	12,289,007
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) .....	1,000,970	2,495,723
11.	Deduct total nonadmitted amounts .....	.....	.....
12.	Statement value at end of current period (Line 10 minus Line 11) .....	1,000,970	2,495,723

**E01    Schedule A Part 2 ..... NONE**

**E01    Schedule A Part 3 ..... NONE**

**E02    Schedule B Part 2 ..... NONE**

**E02    Schedule B Part 3 ..... NONE**

**E03    Schedule BA Part 2 ..... NONE**

**E03    Schedule BA Part 3 ..... NONE**

## SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>									
912828RM4	US Treasury Note		07/02/2013	Nomura Securities Intl. inc.	X X X	100,598	100,000	174	1
912828SM3	US Treasury Note		07/02/2013	Jefferies & Company	X X X	60,056	60,000	154	1
912828RH5	US Treasury Note		07/02/2013	JPMorgan Chase Bank/RMS Secur	X X X	49,770	50,000	177	1
912828KS8	US Treasury Note		07/10/2013	Nomura Securities Intl. Inc.	X X X	105,375	100,000	949	1
912828NF3	US Treasury Note		07/10/2013	Barclays Capital Inc. Fixed Inc	X X X	51,652	50,000	119	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	367,451	360,000	1,572	X X X
<b>Bonds - U.S. Special Revenue, Special Assessment</b>									
3133834R9	Fed Home Ln Bk		07/16/2013	Morgan Stanley & Co.	X X X	223,191	225,000	54	1
313380L96	Fed Home Ln Bk		07/02/2013	Barclays Capital Inc. Fixed Inc	X X X	99,953	100,000	60	1
313379DD8	Fed Home Ln Bk		07/05/2013	Deutsche Bank Securities Inc.	X X X	49,397	50,000	24	1
3137EACM9	Fed Home Ln Mtg Corp		07/16/2013	Deutsche Bank Securities Inc.	X X X	231,302	225,000	1,389	1
3137EACW7	Fed Home Ln Mtg Corp		07/02/2013	Nomura Securities Intl., Fixed	X X X	103,675	100,000	711	1
3137EADB2	Fed Home Ln Mtg Corp		07/05/2013	Citigroup Gbl Mkets/Salomon Bro	X X X	47,653	50,000	577	1
3135G0PQ0	Fed Natl Mtg Assn		07/02/2013	Barclays Capital Inc. Fixed In	X X X	97,933	100,000	163	1
3135G0HG1	Fed Natl Mtg Assn		07/02/2013	Barclays Capital Inc. Fixed In	X X X	100,048	100,000	111	1
3135G0VA8	Fed Natl Mtg Assn		07/05/2013	Deutsche Bank Securities Inc.	X X X	223,600	225,000	306	1
3135G0TG8	Fed Natl Mtg Assn		07/05/2013	Deutsche Bank Securities Inc.	X X X	96,494	100,000	365	1
3128MDRM7	FHLMC Pool #G14792		07/09/2013	RBC Dain Rauscher Inc.	X X X	230,597	224,973	319	1
31416VWLX8	FNMA Pool #AB1241		07/16/2013	Jefferies & Company	X X X	182,684	175,000	289	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	1,686,526	1,674,973	4,368	X X X
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
00817YAL2	Aetna Inc		07/12/2013	Banc of America Securities LLC	X X X	73,080	75,000	194	2FE
03523TBN7	Anheuser-Busch Inbev Wor		07/09/2013	BNY Capital Markets, Inc.	X X X	49,251	50,000	338	1FE
046353AF5	Astrazeneca Plc		07/02/2013	Jefferies & Co. - Bonds Direct	X X X	98,501	100,000	596	1FE
084664BS9	Berkshire Hathaway Fin		07/09/2013	Banc of America Securities LLC	X X X	50,030	50,000	127	1FE
097023BE4	Boeing Co		07/09/2013	Banc of America Securities LLC	X X X	119,435	125,000	228	1FE
14912L5E7	Caterpillar Financial Se		07/05/2013	Millennium Advisors, LLC	X X X	99,043	100,000	176	1FE
244199BE4	Deere & Company		07/02/2013	Banc of America Securities LLC	X X X	95,429	100,000	217	1FE
278642AE3	Ebay Inc		07/05/2013	Sumridge Partners LLC	X X X	115,871	125,000	1,580	1FE
36962G4J0	General Elec Cap Corp		07/09/2013	Jefferies & Co. - Bonds Direct	X X X	56,543	50,000	31	1FE
377372AD9	Glaxosmithkline Cap I		07/12/2013	Banc of America Securities LLC	X X X	81,623	70,000	681	1FE
40428HPH9	HSBC USA Inc		07/08/2013	Citigroup Gbl Mkts/Salomon Bro	X X X	72,971	75,000	680	1FE
539473AQ1	LLoyds TSB Bank Plc		07/09/2013	JP Morgan Securities, Inc.	X X X	53,328	50,000	607	1FE
594918AT1	Microsoft Corp		07/09/2013	Jefferies & Co. - Bonds Direct	X X X	139,292	150,000	693	1FE
693476BM4	PNC Funding Corp		07/08/2013	The Bank of New York/Mizuho Se	X X X	78,062	75,000	630	1FE
87612EAP1	Target Corp		07/11/2013	Millennium Advisors, LLC	X X X	142,771	125,000	1,400	1FE
882508AU8	Texas Instruments Inc		07/02/2013	Hapoalim Securities USA Inc.	X X X	97,029	100,000	710	1FE
89233P6S0	Toyota Motor Credits		07/02/2013	Millennium Advisors, LLC	X X X	97,382	100,000	323	1FE
904764AP2	Unilever Capital Corp		07/09/2013	Credit Suisse Securities (USA)	X X X	120,695	125,000	472	1FE
981464DM9	World Financial Network		07/05/2013	JVB Financial Group LLC	X X X	217,591	225,000	336	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	1,857,925	1,870,000	10,017	X X X
8399997 Subtotal - Bonds - Part 3					X X X	3,911,902	3,904,973	15,957	X X X
8399999 Subtotal - Bonds					X X X	3,911,902	3,904,973	15,957	X X X
<b>Common Stocks - Mutual Funds</b>									
00758M162	Acadian Emerging Markets Ptf-I #1260		07/02/2013	Wells Fargo	3,107.865	54,419	X X X		L
245917802	Delaware US Growth FD-I #104		07/17/2013	Wells Fargo	3,705.801	80,527	X X X		L
38142V209	Goldman Sachs Small Cap Value #651		07/02/2013	Wells Fargo	329.558	17,236	X X X		L
411511306	Harbor International Fd Inst #2011		07/02/2013	Wells Fargo	1,622.196	101,063	X X X		L

QE04

## SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
00141M622 .....	Invesco Small Cap Growth Fd-R5 #4764 .....		07/02/2013 .....	Wells Fargo .....	465.152	17,290	X X X		L
4812A1373 .....	JP Morgan Small Cap Equity-S #367 .....		07/02/2013 .....	Wells Fargo .....	775.292	34,671	X X X		L
56062X641 .....	Mainstay Large Cap Growth I Fund #1483 .....		07/02/2013 .....	Wells Fargo .....	4,045.772	36,210	X X X		L
552983694 .....	MFS Value Fund-Class I #893 .....		09/30/2013 .....	ReinvestDiv .....	2,365.993	69,874	X X X		L
665130100 .....	Northern Mid Cap Index Fund .....		07/02/2013 .....	Wells Fargo .....	8,636.316	131,617	X X X		L
779547108 .....	T Rowe Price Equity Income #71 .....		07/02/2013 .....	ReinvestDiv .....	2,475.173	74,401	X X X		L
45775L408 .....	T. Rowe Price Instl Lg Cap Grwth #139 .....		07/02/2013 .....	Wells Fargo .....	3,277.778	70,669	X X X		L
885215566 .....	Thornburg Intl Value Fund-CI I #209 .....		09/27/2013 .....	ReinvestDiv .....	3,606.620	101,769	X X X		L
922908496 .....	Vanguard 500 Index Fund-Sign Fd 1340 .....		09/24/2013 .....	ReinvestDiv .....	1,597.677	196,523	X X X		L
949915714 .....	Wells Fargo Adv Growth Fund-Class I #310 .....		07/02/2013 .....	Wells Fargo .....	763.364	36,466	X X X		L
9299999 Subtotal - Common Stocks - Mutual Funds .....					X X X	1,022,733	X X X		X X X
<b>Common Stocks - Money Market Mutual Funds</b>									
94975H437 .....	Wells Fargo Adv Cash Inv Fund Inst Class .....		09/30/2013 .....	Wells Fargo .....	5,055,867.060	5,055,867	X X X		L
9399999 Subtotal - Common Stocks - Money Market Mutual Funds .....					X X X	5,055,867	X X X		X X X
9799997 Subtotal - Common Stocks - Part 3 .....					X X X	6,078,600	X X X		X X X
9799999 Subtotal - Common Stocks .....					X X X	6,078,600	X X X		X X X
9899999 Subtotal - Preferred and Common Stocks .....					X X X	6,078,600	X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks .....					X X X	9,990,502	X X X	15,957	X X X

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

QE04.1

## SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n Date	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)			
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.										
<b>Bonds - U.S. Special Revenue, Special Assessment</b>																								
3128MDRM7	FHLMC Pool #G14792		09/16/2013	Redemption	X X X	6,456	6,456	6,618					(4)		(4)	6,456				22	06/01/2028	1		
31416WLX8	FNMA Pool #AB1241		09/25/2013	Redemption	X X X	14,254	14,254	14,880					(43)		(43)	14,254				56	07/01/2025	1		
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	20,710	20,710	21,497					(47)		(47)	20,710				78	X X X	X X X		
8399997 Subtotal - Bonds - Part 4					X X X	20,710	20,710	21,497					(47)		(47)	20,710				78	X X X	X X X		
8399999 Subtotal - Bonds					X X X	20,710	20,710	21,497					(47)		(47)	20,710				78	X X X	X X X		
<b>Common Stocks - Mutual Funds</b>																								
411511306	Harbor International Fd Inst #2011		07/17/2013	Wells Fargo	83.775	5,450	X X X	5,298					74		74	5,298		152	152		X X X	L		
56062X641	Mainstay Large Cap Growth I Fund #1483		07/17/2013	Wells Fargo	8,923.821	83,438	X X X	76,210					(3,268)		(3,268)	76,210		7,228	7,228		X X X	L		
552983694	MFS Value Fund-Class I #893		07/17/2013	Wells Fargo	145.215	4,465	X X X	3,818					(431)		(431)	3,818		647	647	22	X X X	L		
665130100	Northern Mid Cap Index Fund		07/17/2013	Wells Fargo	545.648	8,681	X X X	7,454					(791)		(791)	7,454		1,228	1,228		X X X	L		
779547108	T. Rowe Price Equity Income #71		07/17/2013	Wells Fargo	129.625	4,038	X X X	3,603					(259)		(259)	3,603		435	435	17	X X X	L		
45775L408	T. Rowe Price Instl Lg Cap Grwth #139		07/17/2013	Wells Fargo	262.210	5,950	X X X	5,090					(514)		(514)	5,090		860	860		X X X	L		
885215566	Thornburg Intl Value Fund-CI #209		07/17/2013	Wells Fargo	208.992	6,199	X X X	6,034					137		137	6,034		165	165		X X X	L		
922908496	Vanguard 500 Index Fund-Sign Fd 1340		07/17/2013	Wells Fargo	99.956	12,803	X X X	11,163					(1,061)		(1,061)	11,163		1,641	1,641		X X X	L		
949915714	Wells Fargo Adv Growth Fund-Class I #310		07/17/2013	Wells Fargo	60.357	3,026	X X X	2,654					(185)		(185)	2,654		372	372		X X X	L		
9299999 Subtotal - Common Stocks - Mutual Funds					X X X	134,050	X X X	121,322					(6,298)		(6,298)	121,322		12,728	12,728	38	X X X	X X X		
<b>Common Stocks - Money Market Mutual Funds</b>																								
94975H437	Wells Fargo Adv Cash Inv Fund Inst Class		07/31/2013	Wells Fargo	4,807,587.720	4,807,588	X X X	4,807,588								4,807,588					1	X X X	L	
9399999 Subtotal - Common Stocks - Money Market Mutual Funds					X X X	4,807,588	X X X	4,807,588								4,807,588						1	X X X	X X X
9799997 Subtotal - Common Stocks - Part 4					X X X	4,941,638	X X X	4,928,910					(6,298)		(6,298)	4,928,910		12,728	12,728	40	X X X	X X X		
9799999 Subtotal - Common Stocks					X X X	4,941,638	X X X	4,928,910					(6,298)		(6,298)	4,928,910		12,728	12,728	40	X X X	X X X		
9899999 Subtotal - Preferred and Common Stocks					X X X	4,941,638	X X X	4,928,910					(6,298)		(6,298)	4,928,910		12,728	12,728	40	X X X	X X X		
9999999 Total - Bonds, Preferred and Common Stocks					X X X	4,962,348	X X X	4,950,407					(6,298)	(47)	(6,344)	4,949,620		12,728	12,728	117	X X X	X X X		

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

QE05

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

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

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

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

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

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

**E11 Schedule DL - Part 2 - Securities Lending Collateral Assets ..... NONE**

**SCHEDULE E - PART 1 - CASH**

## Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6	7	8	
					First Month	Second Month	Third Month	
<b>open depositories</b>								
Pacific Continental-MM	Eugene, OR	0.420	189		191,223	131,291	131,337	X X X
Pacific Continental-Trillium								
Healthy Kids Connect	Eugene, OR				744,236	778,843	775,889	X X X
Umpqua Bank-MM	Roseburg, OR	0.100	1,922		4,750,515	9,551,384	5,452,037	X X X
Umpqua Bank-Checking-AP Disbursement	Roseburg, OR				(141)	(102)	339	X X X
Umpqua Bank- Claims Checking	Roseburg, OR				(263,979)	324,431	291,414	X X X
Summit Bank - MMDA Account	Eugene, OR	0.300	177		229,603	229,660	229,718	X X X
Pacific Continental - Trillium CCO - Claims	Eugene, OR				333,602	(805,101)	161,037	X X X
Pacific Continental - Trillium CCO	Eugene, OR	0.170	11,273		22,300,098	20,811,227	24,585,538	X X X
Pacific Continental - Trillium CCO - AP	Eugene, OR				91	12,651	1,988	X X X
Wells Fargo Cash Account	Anchorage, AK						1,890	X X X
Umpqua Cash Account - CDs	Roseburg, OR						249,254	X X X
CDAR - BBCN Bank	Los Angeles, CA	11/07/2013	0.100	98	246,000	246,000	246,000	X X X
CDAR - First Community Bank	Taos, NM	11/07/2013	0.100	98	246,000	246,000	246,000	X X X
CDAR - FirstCapital Bank of Texas, N.A.	Midland, TX	11/07/2013	0.100	26	64,897	64,897	64,897	X X X
CDAR - Amarillo National Bank	Amarillo, TX	11/07/2013	0.100	98	246,000	246,000	246,000	X X X
Beal Bank USA	Las Vegas, NV	01/02/2014	0.400	731	248,000	248,000	248,000	X X X
Synovus Bank	Columbus, GA	02/13/2014	0.300	213	113,000	113,000	113,000	X X X
Amboy Bank	Old Bridge, NJ	02/21/2014	0.300	275	152,000	152,000	152,000	X X X
Bank of Baroda	New York, NY	03/14/2014	0.250	341	249,000	249,000	249,000	X X X
Bank of China	New York, NY	07/03/2013	0.150	51				X X X
State Bank India	Chicago, IL	07/08/2013	0.400	494				X X X
Goldman Sachs Bank	New York, NY	08/08/2013	0.450	684	152,000			X X X
Safra National Bank	New York, NY	05/15/2014	0.400	42	55,000	55,000	55,000	X X X
BMW Bank Nrth America	Salt Lake City, UT	05/09/2014	0.250	95	97,000	97,000	97,000	X X X
Everbank	Jacksonville, FL	12/13/2013	0.450	887	248,000	248,000	248,000	X X X
Wex Bank	Midvale, UT	09/30/2013	0.200	254	249,000	249,000		X X X
Bank of India	New York, NY	09/25/2013	0.500	1,230	248,000	248,000		X X X
Fifth Third Bank	Cincinnati, OH	03/05/2014	0.200	160	249,000	249,000	249,000	X X X
Safra National Bank	New York, NY	10/25/2013	0.400	420	113,000	113,000	113,000	X X X
BMW Bank North America	Salt Lake City, UT	11/14/2013	0.350	466	152,000	152,000	152,000	X X X
Susquehanna Bank CD	Lititz, PA	08/12/2013	0.250	189	226,000			X X X
State Bank of India	New York, NY	12/24/2013	0.300	200	248,000	248,000	248,000	X X X
Citibank Natl Assn	Sioux Falls, SD	12/20/2013	0.250	63	113,000	113,000	113,000	X X X
Bank of China	New York, NY	01/17/2014	0.200	57	138,000	138,000	138,000	X X X
Mizuho Corp Bank	New York, NY	04/10/2014	0.350	196	249,000	249,000	249,000	X X X
Community Cap Bank	Salt Lake City, UT	04/25/2014	0.250	106	9	249,000	249,000	X X X
FirstBank Puerto Rico	Santurce, PR	05/23/2014	0.350	47		130,000	130,000	X X X
GE Capital Retail Bank	Draper, UT	05/23/2014	0.300	78		249,000	249,000	X X X
Bank of India	New York, NY	09/30/2014	0.500				249,000	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories								X X X
0199999 Totals - Open Depositories			16,568	4,597	32,636,145	35,386,182	35,984,339	X X X
<b>suspended depositories</b>								
.....								
.....								
.....								
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories								X X X
0299999 Totals - Suspended Depositories								X X X
0399999 Total Cash On Deposit			16,568	4,597	32,636,145	35,386,182	35,984,339	X X X
0499999 Cash in Company's Office			X X X	X X X				X X X
0599999 Total Cash			16,568	4,597	32,636,145	35,386,182	35,984,339	X X X

## SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
<b>Industrial &amp; Miscellaneous (Unaffiliated) - Issuer Obligations</b>							
Safeway Inc. ....		08/07/2013 ...	0.000	11/05/2013 ...	999,453		813
3299999 Subtotals - Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations .....					999,453		813
3899999 Subtotals - Industrial & Miscellaneous (Unaffiliated) .....					999,453		813
8399999 Subtotals - Bonds .....					999,453		813
<b>Sweep Accounts</b>							
Umpqua Bank - Sweep Account .....		09/26/2013 ...	0.050		1,517		35
8499999 Sweep Accounts .....					1,517		35
8599999 Other Cash Equivalents .....							
8699999 Total - Cash Equivalents .....					1,000,970		848

## **INDEX TO HEALTH QUARTERLY STATEMENT**

Accounting Changes and Corrections of Errors; Q10, Note 2; Q11  
Accounting Practices and Policies; Q5; Q10, Note 1  
Admitted Assets; Q2  
Bonds; Q2; Q6; Q11.1; Q11.2; QE04; QE05  
Bonuses; Q3; Q4; Q8; Q9  
Borrowed Funds; Q3; Q6  
Business Combinations and Goodwill; Q10, Note 3  
Capital Gains (Losses)  
    Realized; Q4  
    Unrealized; Q4; Q5  
Capital Stock; Q3; Q10, Note 13  
Capital Notes; Q6; Q10, Note 11  
Caps; QE06; QSI04  
Cash; Q2; Q6; QE12  
Cash Equivalents; Q2; Q6; QE13  
Claims; Q3; Q4; Q8; Q9  
Collars; QE06; QSI04  
Commissions; Q6  
Common Stock; Q2; Q3; Q6; Q11.1; Q11.2  
Cost Containment Expenses; Q4  
Contingencies; Q10, Note 14  
Counterparty Exposure; Q10, Note 8; QE06; QE08  
Debt; Q10, Note 11  
Deferred Compensation; Q10, Note 12  
Derivative Instruments; Q10, Note 8; QSI04; QSI05; QSI06; QSI07; QE06; QE07; QE08  
Discontinued Operations; Q10, Note 4  
Electronic Data Processing Equipment; Q2  
Encumbrances; Q2; QSI01; QE01  
Emergency Room; Q4  
Expenses; Q3; Q4; Q6  
Extinguishment of Liabilities; Q10, Note 17  
Extraordinary Item; Q10, Note 21  
Fair Value; Q7, Note 20  
Fee for Service; Q4  
Foreign Exchange; Q2; Q3; Q5; QSI01; QSI03; QE01; QE02; QE03; QE05  
Forwards; QE06; QSI04  
Furniture, Equipment and Supplies; Q2  
Guaranty Fund; Q2  
Health Care Receivables; Q2; Q9; Q10, Note 28  
Holding Company; Q16  
Hospital/Medical Benefits; Q4  
Incentive Pools; Q3; Q4; Q8; Q9  
Income; Q4; Q5; Q6  
Income Taxes; Q2; Q3; Q4; Q5; Q10, Note 9  
Incurred Claims and Claim Adjustment Expenses; Q10, Note 25  
Intercompany Pooling; Q10, Note 26  
Investment Income; Q10, Note 7  
    Accrued; Q2  
    Earned; Q2; QSI03  
    Received; Q6  
Investments; Q10, Note 5; Q11.1; Q11.2; QE08  
Joint Venture; Q10, Note 6  
Leases; Q10, Note 15  
Limited Liability Company (LLC); Q10, Note 6  
Limited Partnership; Q10, Note 6  
Long-Term Invested Assets; Q2; QE03  
Managing General Agents; Q10, Note 19  
Medicare Part D Coverage; QSupp1  
Member Months; Q4; Q7  
Mortgage Loans; Q2; Q6; Q11.1; QSI01; QE02  
Nonadmitted Assets; Q2; Q5; QSI01; QSI03  
Off-Balance Sheet Risk; Q10, Note 16  
Options; QE06; QSI04  
Organizational Chart; Q11; Q14  
Out-of-Area; Q4  
Outside Referrals; Q4  
Parent, Subsidiaries and Affiliates; Q2; Q3; Q10, Note 10; Q11.1  
Participating Policies; Q10, Note 29  
Pharmaceutical Rebates; Q10, Note 28  
Policyholder Dividends; Q5; Q6  
Postemployment Benefits; Q10, Note 12  
Postretirement Benefits; Q10, Note 12  
Preferred Stock; Q2; Q3; Q6; Q11.1; Q11.2

## INDEX TO HEALTH QUARTERLY STATEMENT

Premium Deficiency Reserves; Q10, Note 30  
Premiums and Considerations  
    Advance; Q3  
    Collected; Q6  
    Deferred; Q2  
    Direct; Q7; Q13  
    Earned; Q7  
    Retrospective; Q2  
    Uncollected; Q2  
    Unearned; Q4  
    Written; Q4; Q7  
Prescription Drugs; Q4  
Quasi Reorganizations; Q10, Note 13  
Real Estate; Q2; Q6; QE01; QSI01  
Redetermination, Contracts Subject to; Q10, Note 24  
Reinsurance; Q9; Q10, Note 23  
    Ceded; Q3; Q12  
    Funds Held; Q2  
    Payable; Q3  
    Premiums; Q3  
    Receivable; Q2; Q4  
    Unauthorized; Q3; Q5  
Reserves  
    Accident and Health; Q3; Q4  
    Claim; Q3; Q5; Q8  
    Life; Q3  
Retirement Plans; Q10, Note 12  
Retrospectively Rated Policies; Q10, Note 24  
Risk Revenue; Q4  
Salvage and Subrogation; Q10, Note 31  
Securities Lending; Q2; Q3; QE09; QE11  
Servicing of Financial Assets; Q10, Note 17  
Short-Term Investments; Q2; Q6; Q11.1; QSI03  
Stockholder Dividends; Q5; Q6  
Subsequent Events; Q10, Note 22  
Surplus; Q3; Q5; Q6  
Surplus Notes; Q3; Q5; Q6  
Swaps; QE07; QSI04  
Synthetic Assets; QSI04; QSI05  
Third Party Administrator; Q10, Note 19  
Treasury Stock; Q3; Q5  
Uninsured Accident and Health; Q2; Q3; Q10, Note 18  
Valuation Allowance; QSI01  
Wash Sales; Q10, Note 17  
Withholds; Q4; Q8