



# HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2024

OF THE CONDITION AND AFFAIRS OF THE

## Empheysis Insurance Company

NAIC Group Code 0119 0119 NAIC Company Code 88595 Employer's ID Number 31-0935772  
(Current) (Prior)

Organized under the Laws of Texas, State of Domicile or Port of Entry TX

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health

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

Incorporated/Organized 03/13/1978 Commenced Business 05/12/1978

Statutory Home Office 1221 S. Mo Pac Expy., Suite 300, Austin, TX, US 78746-7625  
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 500 West Main Street  
(Street and Number)  
Louisville, KY, US 40202, 502-580-1000  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address P. O. Box 740036, Louisville, KY, US 40201-7436  
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 500 West Main Street  
(Street and Number)  
Louisville, KY, US 40202, 502-580-1000  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.humana.com

Statutory Statement Contact Bryan Oberholtzer, 502-580-1077  
(Name) (Area Code) (Telephone Number)  
DOIINQUIRIES@humana.com, 502-580-2099  
(E-mail Address) (FAX Number)

### OFFICERS

President George Renaudin II Chief Financial Officer Susan Marie Diamond  
VP, Associate General Counsel & Corporate Secretary Joseph Matthew Ruschell VP & Treasurer Robert Martin Marcoux Jr.

### OTHER

Courtney Danielle Durall, Assistant Corporate Secretary & Director, ESG Strategy Daniel Kevin Feld, Associate VP, Tax John-Paul William Felter, SVP, Chief Accounting Officer & Controller  
John Stephen Littig, VP, Medicare Regional President Matthew George Moore, Regional President William Mark Preston, VP, Investments  
Frederick William Roth, VP, Medicare Supplement Leah Sonnenschein Schraudenbach, SVP, Chief Risk Officer Gilbert Alan Stewart #, SVP, Medicare Divisional Leader

### DIRECTORS OR TRUSTEES

John-Paul William Felter Robert Martin Marcoux Jr. # Sean Joseph O'Reilly  
George Renaudin II Joseph Matthew Ruschell

State of Kentucky SS:  
County of Jefferson

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.

George Renaudin II #  
President

Joseph Matthew Ruschell  
VP, Associate General Counsel & Corporate Secretary

Robert Martin Marcoux, Jr.  
VP & Treasurer

Subscribed and sworn to before me this 9th day of August, 2024

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.....

Julia Wentworth  
Notary Public  
January 10, 2025

STATEMENT AS OF JUNE 30, 2024 OF THE EMPHESYS INSURANCE COMPANY

**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 .....	3,863,873	0	3,863,873	3,861,847
2. Stocks:				
2.1 Preferred stocks .....	0	0	0	0
2.2 Common stocks .....	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens .....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ .....0 encumbrances) .....	0	0	0	0
4.2 Properties held for the production of income (less \$ .....0 encumbrances) .....	0	0	0	0
4.3 Properties held for sale (less \$ .....0 encumbrances) .....	0	0	0	0
5. Cash (\$ .....(592,090) ), cash equivalents (\$ .....48,885,960 ) and short-term investments (\$ .....0 ) .....	48,293,869	0	48,293,869	61,630,583
6. Contract loans (including \$ .....0 premium notes) .....	0	0	0	0
7. Derivatives .....	0	0	0	0
8. Other invested assets .....	0	0	0	0
9. Receivables for securities .....	0	0	0	0
10. Securities lending reinvested collateral assets .....	0	0	0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	52,157,743	0	52,157,743	65,492,430
13. Title plants less \$ .....0 charged off (for Title insurers only) .....	0	0	0	0
14. Investment income due and accrued .....	23,648	0	23,648	22,640
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	5,776,864	10,615	5,766,248	950,995
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....0 earned but unbilled premiums) .....	0	0	0	0
15.3 Accrued retrospective premiums (\$ .....0 ) and contracts subject to redetermination (\$ .....1,198,725 ) .....	1,198,725	0	1,198,725	2,120,225
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	0	0	0	0
16.2 Funds held by or deposited with reinsured companies .....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts .....	0	0	0	0
17. Amounts receivable relating to uninsured plans .....	3,307,600	415	3,307,185	4,029,980
18.1 Current federal and foreign income tax recoverable and interest thereon ....	0	0	0	0
18.2 Net deferred tax asset .....	2,455,637	186,909	2,268,728	2,268,728
19. Guaranty funds receivable or on deposit .....	0	0	0	0
20. Electronic data processing equipment and software .....	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$ .....0 ) .....	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates .....	8,434,849	0	8,434,849	8,463,409
24. Health care (\$ .....3,138,093 ) and other amounts receivable .....	3,753,210	614,956	3,138,255	2,886,416
25. Aggregate write-ins for other than invested assets .....	344,603	344,603	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	77,452,879	1,157,498	76,295,380	86,234,822
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
28. Total (Lines 26 and 27)	77,452,879	1,157,498	76,295,380	86,234,822
<b>DETAILS OF WRITE-INS</b>				
1101. ....	0	0	0	0
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. Prepaid Commissions .....	344,603	344,603	0	0
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	344,603	344,603	0	0

STATEMENT AS OF JUNE 30, 2024 OF THE EMPHESYS INSURANCE COMPANY

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....0 reinsurance ceded) .....	17,327,387	1,120,579	18,447,966	15,191,069
2. Accrued medical incentive pool and bonus amounts .....	375,500	0	375,500	2,678,033
3. Unpaid claims adjustment expenses .....	148,049	0	148,049	94,190
4. Aggregate health policy reserves, including the liability of \$ .....0 for medical loss ratio rebate per the Public Health Service Act .....	9,210,101	0	9,210,101	9,184,475
5. Aggregate life policy reserves .....	0	0	0	0
6. Property/casualty unearned premium reserve .....	0	0	0	0
7. Aggregate health claim reserves .....	0	0	0	0
8. Premiums received in advance .....	462,448	0	462,448	265,635
9. General expenses due or accrued .....	515,269	0	515,269	352,435
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....0 on realized gains (losses)) .....	455,009	0	455,009	75,455
10.2 Net deferred tax liability .....	0	0	0	0
11. Ceded reinsurance premiums payable .....	0	0	0	0
12. Amounts withheld or retained for the account of others.....	0	0	0	0
13. Remittances and items not allocated .....	32,521	0	32,521	11,739
14. Borrowed money (including \$ .....0 current) and interest thereon \$ .....0 (including \$ .....0 current) .....	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates .....	0	0	0	0
16. Derivatives .....	0	0	0	0
17. Payable for securities .....	0	0	0	0
18. Payable for securities lending .....	0	0	0	0
19. Funds held under reinsurance treaties (with \$ .....0 authorized reinsurers, \$ .....0 unauthorized reinsurers and \$ .....0 certified reinsurers).....	0	0	0	0
20. Reinsurance in unauthorized and certified (\$ .....0 ) companies .....	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....	0	0	0	0
22. Liability for amounts held under uninsured plans .....	1,532,404	0	1,532,404	86,778
23. Aggregate write-ins for other liabilities (including \$ .....0 current) .....	1,658	0	1,658	31
24. Total liabilities (Lines 1 to 23) .....	30,060,346	1,120,579	31,180,925	27,939,840
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
26. Common capital stock .....	XXX	XXX	2,613,450	2,613,450
27. Preferred capital stock .....	XXX	XXX	0	0
28. Gross paid in and contributed surplus .....	XXX	XXX	38,950,000	53,950,000
29. Surplus notes .....	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	3,551,006	1,731,533
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$ .....0 ) .....	XXX	XXX	0	0
32.2 .....0 shares preferred (value included in Line 27 \$ .....0 ) .....	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	45,114,456	58,294,983
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	76,295,380	86,234,822
<b>DETAILS OF WRITE-INS</b>				
2301. Unclaimed Property .....	1,658	0	1,658	31
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)	1,658	0	1,658	31
2501. ....	XXX	XXX	0	0
2502. ....	XXX	XXX		
2503. ....	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001. ....	XXX	XXX	0	0
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 AS OF JUNE 30, 2024 OF THE EMPHESYS INSURANCE COMPANY

**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	110,086	84,453	176,164
2. Net premium income ( including \$ .....0 non-health premium income).....	XXX	97,070,444	84,843,964	168,323,159
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	0	0	0
4. Fee-for-service (net of \$ .....0 medical expenses) .....	XXX	0	0	0
5. Risk revenue .....	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	97,070,444	84,843,964	168,323,159
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....	5,225,180	74,344,293	66,481,213	133,231,699
10. Other professional services .....	25,513	363,019	231,176	529,107
11. Outside referrals .....	0	0	0	0
12. Emergency room and out-of-area .....	120,571	1,715,518	1,441,012	2,997,974
13. Prescription drugs .....	820,249	11,670,592	7,555,305	11,342,334
14. Aggregate write-ins for other hospital and medical .....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts .....	0	(417,582)	1,342,977	2,495,342
16. Subtotal (Lines 9 to 15) .....	6,191,513	87,675,841	77,051,683	150,596,458
<b>Less:</b>				
17. Net reinsurance recoveries .....	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17) .....	6,191,513	87,675,841	77,051,683	150,596,458
19. Non-health claims (net) .....	0	0	0	0
20. Claims adjustment expenses, including \$ ..... 1,529,630 cost containment expenses .....	0	1,955,549	2,064,003	4,035,713
21. General administrative expenses .....	0	6,054,664	5,373,821	11,244,580
22. Increase in reserves for life and accident and health contracts (including \$ .....0 increase in reserves for life only) .	0	0	0	(12,158,923)
23. Total underwriting deductions (Lines 18 through 22).....	6,191,513	95,686,054	84,489,507	153,717,827
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	1,384,390	354,457	14,605,332
25. Net investment income earned .....	0	1,751,617	1,795,794	3,992,873
26. Net realized capital gains (losses) less capital gains tax of \$ .....0 .....	0	0	0	(1,001)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	1,751,617	1,795,794	3,991,871
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ .....0 ) (amount charged off \$ .....0 )].....	0	0	0	0
29. Aggregate write-ins for other income or expenses .....	0	0	2	2
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	3,136,007	2,150,253	18,597,205
31. Federal and foreign income taxes incurred .....	XXX	845,334	446,576	1,544,622
32. Net income (loss) (Lines 30 minus 31) .....	XXX	2,290,673	1,703,677	17,052,583
<b>DETAILS OF WRITE-INS</b>				
0601. ....	XXX	0	0	0
0602. ....	XXX			
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above) .....	XXX	0	0	0
0701. ....	XXX	0	0	0
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. ....	0	0	0	0
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. Miscellaneous Income .....	0	0	2	2
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	0	2	2

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

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	58,294,983	58,968,730	58,968,730
34. Net income or (loss) from Line 32 .....	2,290,673	1,703,677	17,052,583
35. Change in valuation basis of aggregate policy and claim reserves .....	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....0	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss) .....	0	0	0
38. Change in net deferred income tax .....	0	0	(2,291,009)
39. Change in nonadmitted assets .....	(471,200)	(616,108)	(435,321)
40. Change in unauthorized and certified reinsurance .....	0	0	0
41. Change in treasury stock .....	0	0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	0	0
44. Capital Changes:			
44.1 Paid in .....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in .....	(15,000,000)	0	(15,000,000)
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....	0	0	0
46. Dividends to stockholders .....	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47) .....	(13,180,527)	1,087,569	(673,748)
49. Capital and surplus end of reporting period (Line 33 plus 48)	45,114,456	60,056,299	58,294,983
<b>DETAILS OF WRITE-INS</b>			
4701. ....	0	0	0
4702. ....	0	0	0
4703. ....	0	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	0

## STATEMENT AS OF JUNE 30, 2024 OF THE EMPHESYS INSURANCE COMPANY

**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 .....	93,396,082	97,049,371	168,526,705
2. Net investment income .....	1,758,953	1,817,694	4,022,594
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	95,155,035	98,867,065	172,549,299
5. Benefit and loss related payments .....	87,413,224	76,177,147	147,877,726
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	5,624,970	5,492,635	16,222,604
8. Dividends paid to policyholders .....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... 1,001 tax on capital gains (losses) .....	465,780	244,646	1,458,075
10. Total (Lines 5 through 9) .....	93,503,974	81,914,428	165,558,405
11. Net cash from operations (Line 4 minus Line 10) .....	1,651,060	16,952,637	6,990,894
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	750,000	100,000	270,000
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 .....	0	0	0
12.7 Miscellaneous proceeds .....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	750,000	100,000	270,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	760,371	341,294	471,466
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 .....	0	12,130	12,130
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	760,371	353,424	483,596
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) .....	(10,371)	(253,424)	(213,596)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock .....	(15,000,000)	0	(15,000,000)
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) .....	22,597	58,315	(2,071,203)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(14,977,403)	58,315	(17,071,203)
<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) .....	(13,336,714)	16,757,529	(10,293,905)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	61,630,583	71,924,488	71,924,488
19.2 End of period (Line 18 plus Line 19.1) .....	48,293,869	88,682,016	61,630,583

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

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STATEMENT AS OF JUNE 30, 2024 OF THE EMPHESYS INSURANCE COMPANY

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Credit A&H	11 Disability Income	12 Long-Term Care	13 Other Health	14 Other Non-Health
		2 Individual	3 Group											
<b>Total Members at end of:</b>														
1. Prior Year .....	15,892	0	0	5,230	0	0	0	10,662	0	0	0	0	0	0
2. First Quarter .....	18,264	0	0	6,906	0	0	0	11,358	0	0	0	0	0	0
3. Second Quarter .....	18,945	0	0	7,587	0	0	0	11,358	0	0	0	0	0	0
4. Third Quarter .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	110,086	0	0	41,897	0	0	0	68,189	0	0	0	0	0	0
<b>Total Member Ambulatory Encounters for Period:</b>														
7. Physician .....	197,770	0	0	53,967	0	0	0	143,803	0	0	0	0	0	0
8. Non-Physician .....	97,007	0	0	17,119	0	0	0	79,888	0	0	0	0	0	0
9. Total	294,777	0	0	71,086	0	0	0	223,691	0	0	0	0	0	0
10. Hospital Patient Days Incurred	14,938	0	0	1,602	0	0	0	13,336	0	0	0	0	0	0
11. Number of Inpatient Admissions	1,716	0	0	306	0	0	0	1,410	0	0	0	0	0	0
12. Health Premiums Written (a) .....	97,070,444	0	0	6,353,891	0	0	0	90,716,553	0	0	0	0	0	0
13. Life Premiums Direct .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written .....	0	0	0	0	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Eamed.....	97,070,444	0	0	6,353,891	0	0	0	90,716,553	0	0	0	0	0	0
16. Property/Casualty Premiums Eamed	0	0	0	0	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	87,189,897	0	0	4,895,746	0	0	0	82,294,151	0	0	0	0	0	0
18. Amount Incurred for Provision of Health Care Services	87,675,841	0	0	6,179,701	0	0	0	81,496,140	0	0	0	0	0	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....90,716,553



**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) individual .....	0	0	0	0	0	0
2. Comprehensive (hospital and medical) group .....	0	0	0	0	0	0
3. Medicare Supplement .....	958,514	3,937,232	39,228	2,349,718	997,742	1,104,926
4. Vision only .....	0	0	0	0	0	0
5. Dental only .....	0	0	0	0	0	0
6. Federal Employees Health Benefits Plan .....	0	0	0	0	0	0
7. Title XVIII - Medicare .....	8,922,874	71,486,327	602,245	15,456,775	9,525,119	14,086,144
8. Title XIX - Medicaid .....	0	0	0	0	0	0
9. Credit A&H .....	0	0	0	0	0	0
10. Disability Income .....	0	0	0	0	0	0
11. Long-term care .....	0	0	0	0	0	0
12. Other health .....	0	0	0	0	0	0
13. Health subtotal (Lines 1 to 12) .....	9,881,388	75,423,559	641,473	17,806,493	10,522,860	15,191,069
14. Health care receivables (a) .....	56,750	3,472,972	0	0	56,750	3,061,301
15. Other non-health .....	0	0	0	0	0	0
16. Medical incentive pools and bonus amounts .....	1,884,951	0	305,240	70,260	2,190,191	2,678,033
17. Totals (Lines 13 - 14 + 15 + 16)	11,709,589	71,950,587	946,713	17,876,753	12,656,301	14,807,801

(a) Excludes \$ 223,327 loans or advances to providers not yet expensed.

**STATEMENT AS OF June 30, 2024 OF Emphesys Insurance Company**

**NOTES TO THE FINANCIAL STATEMENTS**

1. Summary of Significant Accounting Policies and Going Concern

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Texas Department of Insurance.

The Texas Department of Insurance (the Department) recognizes only statutory accounting practices prescribed or permitted by the State of Texas for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Texas Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SSAP) has been adopted as a component of prescribed or permitted practices by the State of Texas. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices. No deviations from the Codification currently exist.

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

	SSAP #	F/S Page	F/S Line #	2024	2023
Net Income					
1. Emphesys Insurance Company Texas basis	xxx	xxx	xxx	\$ 2,290,673	\$ 17,052,583
2. State Prescribed Practices that is an increase/(decrease) NAIC SSAP				-	-
3. State Permitted Practices that is an increase/(decrease) NAIC SSAP				-	-
4. NAIC SSAP	xxx	xxx	xxx	<u>\$ 2,290,673</u>	<u>\$ 17,052,583</u>
Surplus					
5. Emphesys Insurance Company Texas basis	xxx	xxx	xxx	\$ 45,114,456	\$ 58,294,983
6. State Prescribed Practices that is an increase/(decrease) NAIC SSAP				-	-
7. State Permitted Practices that is an increase/(decrease) NAIC SSAP				-	-
8. NAIC SSAP	xxx	xxx	xxx	<u>\$ 45,114,456</u>	<u>\$ 58,294,983</u>

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

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results could differ from those estimates.

C. Accounting Policy

Premiums are reported as earned in the period in which members are entitled to receive services, and are net of retroactive membership adjustments. Retroactive membership adjustments result from enrollment changes not yet processed, or not yet reported by an employer group or the government. Premiums received prior to such period are recorded as advance premiums.

Benefits incurred and loss adjustment expenses include claim payments, capitation payments, pharmacy costs net of rebates, allocations of certain centralized expenses, legal and administrative costs to settle claims, and various other costs incurred to provide health insurance coverage to members, as well as estimates of future payments to hospitals and others for medical care provided prior to the date of the statements of admitted assets, liabilities and surplus. Capitation payments represent monthly contractual fees disbursed to participating primary care physicians, and other providers who are responsible for providing medical care to members. Pharmacy costs represent payments for members' prescription drug benefits, net of rebates from drug manufacturers.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.
- (2-4) Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value. Common stocks are carried at fair value.

The Company regularly evaluates investment securities for impairment. For all securities other than loan-backed and structured securities, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company's intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

Amortization of bond premium or discount is computed using the scientific interest method.

Income from investments is recorded on an accrual basis. For the purpose of determining realized gains and losses, the cost of securities sold is based upon specific identification. Investment income due and accrued over 90 days past due is nonadmitted.

NOTES TO THE FINANCIAL STATEMENTS

- (5) Not Applicable.
- (6) For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.
- (7) Not Applicable.
- (8) Not Applicable.
- (9) Not Applicable.
- (10-11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

The Company assesses the profitability of its contracts for providing health insurance coverage to its members when current operating results or forecasts indicate probable future losses. The Company records a premium deficiency liability in current operations to the extent that the sum of expected future medical costs, claim adjustment expenses and maintenance costs exceed related future premiums. Investment income is utilized in the calculation of the premium deficiency liability.

Management believes the Company's benefits payable and loss adjustment expense are adequate to cover future claims and loss adjustment expense payments required, however, such estimates are based on knowledge of current events and anticipated future events and, therefore, the actual liability could differ from the amounts provided.

- (12) The Company has not modified its capitalization policy from the prior period.

Equipment is stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives generally ranging from three to five years. Improvements to leased facilities are depreciated over the shorter of the remaining lease term or the anticipated life of the improvement.

The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax basis of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.

- (13) The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.
- (14) Not Applicable.
- (15) Not Applicable.

D. Going Concern

Management of the Company has evaluated the Company's ability to continue as a going concern under SSAP No. 1, *Accounting Policies, Risks & Uncertainties, and Other Disclosures* (SSAP No. 1). Based on this evaluation, Management has determined that there is no substantial doubt about the Company's ability to continue as a going concern.

2. Accounting Changes and 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.

NOTES TO THE FINANCIAL STATEMENTS

E. Subcomponents and Calculation of Adjusted Surplus and Total Admitted Goodwill

Not Applicable.

4. 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 mortgage-backed/loan-backed and structured securities were obtained from industry market sources.

(2) Not Applicable.

(3) Not Applicable.

(4) The Company does not have any investments in an other-than-temporary impairment position at June 30, 2024.

The Company did not have any temporarily impaired securities in a continuous unrealized loss position as of June 30, 2024.

(5) Unrealized losses are primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company's ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

E. Dollar Repurchase Agreements and/or Securities Lending Transactions

(1) The Company has no repurchase agreements or securities lending transactions.

(2) The Company has not pledged any of its assets as collateral that are not reclassified and separately reported in the statement of assets, liabilities, capital and surplus.

(3-7) Not Applicable

F. Repurchase Agreements Transactions Accounted for as Secured Borrowing

Not Applicable.

G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing

Not Applicable.

H. Repurchase Agreements Transactions Accounted for as a Sale

Not Applicable.

I. Reverse Repurchase Agreements Transactions Accounted for as a Sale

Not Applicable.

J. Real Estate

Not Applicable.

K. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

STATEMENT AS OF June 30, 2024 OF Emphesys Insurance Company

NOTES TO THE FINANCIAL STATEMENTS

L. Restricted Assets

(1) Restricted Assets (Including Pledged)

Restricted Asset Category	1	2	3	4	5	6	7
	Total Gross (Admitted & Nonadmitted) Restricted from Current Year	Total Gross (Admitted & Nonadmitted) Restricted from Prior Year	Increase/ (Decrease) (1 minus 2)	Total Current Year Nonadmitted Restricted	Total Current Year Admitted Restricted (1 minus 4)	Percentage Gross (Admitted & Nonadmitted) Restricted to Total Assets (a)	Percentage Admitted Restricted to Total Admitted Assets (b)
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 to sale – excluding FHLB capital stock	-	-	-	-	-	-	-
i. FHLB capital stock	-	-	-	-	-	-	-
j. On deposit with states	3,623,013	3,623,316	(303)	-	3,623,013	4.68%	4.75%
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	\$ 3,623,013	\$ 3,623,316	\$ (303)	-	\$ 3,623,013	4.68%	4.75%

(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 Categories (Contracts that Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate)

Not Applicable.

(4) Collateral Received and Reflected as Assets Within the Reporting Entity's Financial Statements

Not Applicable.

M. Working Capital Finance Investments

Not Applicable.

N. Offsetting and Netting of Assets and Liabilities

Not Applicable.

O. 5GI\* Securities

Not Applicable.

P. Short Sales

Not Applicable.

Q. Prepayment Penalty and Acceleration Fees

Not Applicable.

R. Share of Cash Pool by Asset Type

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10.0 percent of its admitted assets.

## NOTES TO THE FINANCIAL STATEMENTS

- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

- A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loans in default.

- B. The total amount excluded was \$0.

- C. The gross, nonadmitted and admitted amounts for interest income due and accrued.

Interest Income Due and Accrued		Amount
1. Gross	\$	23,648
2. Nonadmitted	\$	-
3. Admitted	\$	23,648

- D. The aggregate deferred interest.

Aggregate Deferred Interest	\$	Amount
		-

- E. The cumulative amounts of paid-in-kind (PIK) interest included in the current principal balance.

Cumulative amounts of PIK interest included in the current principal balance	\$	Amount
		-

8. Derivative Instruments

Not Applicable.

9. Income Taxes

The Inflation Reduction Act (Act) was enacted on August 16, 2022 and included a new corporate alternative minimum tax (CAMT). The Act and the CAMT went into effect for tax years beginning after 2022. The Company is an applicable corporation for 2024 as the average adjusted financial statement income for Humana Inc. and Subsidiaries for the applicable three-tax-year period exceeds the \$1 billion income-based threshold. However, the Company does not expect to incur a CAMT liability in 2024 as its regular tax liability is expected to exceed the tentative minimum tax. Further, no other taxable entities or taxable groups within the Company's structure are expected to exceed the average adjusted financial statement income threshold. The Company has not made an accounting policy election to disregard CAMT when evaluating the need for a valuation allowance for its non-CAMT DTAs.

No material change since year-end December 31, 2023.

10. Information Concerning Parent, Subsidiaries and Affiliates

A.-B. The Company has several management contracts with Humana Inc. and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2023 and 2022 were \$13,047,896 and \$12,880,202, respectively. As a part of this agreement, Humana Inc. makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana Inc. not be able to fulfill its obligations.

The Company has various related party agreements with no material change since year-end December 31, 2023.

Total returns of capital of \$15,000,000 were paid to Humana Inc. on May 23, 2024. The Texas Department of Insurance was notified prior to the payment of these returns of capital.

- C. (1) Detail of Material Related Party Transactions

Not Applicable.

- (2) Detail of Material Related Party Transactions Involving Services

Not Applicable.

- (3) Detail of Material Related Party Transactions Exchange of Assets and Liabilities

Not Applicable.

- (4) Detail of Amounts Owed To/From a Related Party

Not Applicable.

- D. At June 30, 2024, the Company reported \$8,434,849 due from Humana Inc. Amounts due to or from parent are generally settled within 90 days.

NOTES TO THE FINANCIAL STATEMENTS

- E. Not Applicable.
- F. The Company has a parental guarantee with Humana Inc. in accordance with certain regulatory requirements.
- G. All outstanding shares of the Company are owned by the Parent Company.
- H. Not Applicable.
- I. Not Applicable.
- J. Not Applicable.
- K. Not Applicable.
- L. Not Applicable.
- M. All SCA Investments  
Not Applicable.
- N. Investment in Insurance SCA  
Not Applicable.
- O. SCA Loss Tracking  
Not Applicable.

11. Debt

- A. Debt Including Capital Notes  
The Company has no debentures outstanding.  
The Company has no capital notes outstanding.  
The Company does not have any reverse repurchase agreements.
- B. Federal Home Loan Bank (FHLB) Agreements  
The Company does not have any FHLB agreements.

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

- A.-D. Defined Benefit Plans  
Not Applicable.
- E. Defined Contribution Plans  
Not Applicable.
- F. Multiemployer Plans  
Not Applicable.
- G. Consolidated/Holding Company Plans  
No material change since year-end December 31, 2023.
- H. Postemployment Benefits and Compensated Absences  
Not Applicable.
- I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)  
Not Applicable.

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

- A. The Company has \$42.00 par value common stock with 124,450 shares authorized and 62,225 shares issued and 62,225 outstanding. All shares are common stock shares.
- B. The Company has no preferred stock outstanding.
- C.-E. Dividends and returns of capital to shareholders are noncumulative and are paid as determined by the Board of Directors. In accordance with the Department statutes, the maximum amount which can be paid by the Company to shareholders without prior approval by the Department is the greater of 10% of total surplus or net gain from operations from the prior year. All ordinary dividends are limited to available and accumulated surplus funds. Any dividends paid in the twelve months preceding a proposed dividend are considered in determining whether a dividend is extraordinary. Based on these restrictions, the Company can pay a maximum dividend or return of capital to shareholders of approximately

**STATEMENT AS OF June 30, 2024 OF Emphesys Insurance Company**

**NOTES TO THE FINANCIAL STATEMENTS**

\$1,731,000 in 2024 without prior regulatory approval.

Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.

Dividends or returns of capital paid by the Company are listed below. Extraordinary amounts have been approved by the Department.

	<u>Dividend or Return of Capital Amount</u>		<u>Date Paid</u>
	<u>Ordinary</u>	<u>Extraordinary</u>	
Return of Capital	1,731,000	13,269,000	May 23, 2024
Total paid in 2024	\$ 1,731,000	\$ 13,269,000	

- F. There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.
- G. Not Applicable.
- H. Not Applicable.
- I. Not Applicable.
- J. The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$0.
- K. Not Applicable.
- L. Not Applicable.
- M. Not Applicable.

14. Liabilities, Contingencies and Assessments

- A. Contingent Commitments  
Not Applicable.
- B. Assessments  
Not Applicable.
- C. Gain Contingencies  
Not Applicable.
- D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits  
Not Applicable.
- E. Joint and Several Liabilities  
Not Applicable.
- F. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Company does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of June 30, 2024.

15. Leases

Not Applicable.

16. Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

The Company has no investment in Financial Instruments with Off-Balance Sheet Risk or Concentrations of Credit Risk.

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

- A. Transfers of Receivables Reported as Sales  
Not Applicable.
- B. Transfer and Servicing of Financial Assets  
Not Applicable.
- C. Wash Sales  
Not Applicable.

**STATEMENT AS OF June 30, 2024 OF Emphesys Insurance Company**

**NOTES TO THE FINANCIAL STATEMENTS**

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 Other Similarly Structured Cost Based Reimbursement Contract

(1) The Company records no revenue explicitly attributable to the cost share and reinsurance components of its Medicare or other similarly structured cost based reimbursement contracts.

(2) As of June 30, 2024, the Company has recorded a receivable from CMS of \$3,306,950 related to the cost share and reinsurance components of administered Medicare products. The Company does not have any receivables greater than 10% of the Company's accounts receivable from uninsured accident and health plans or \$10,000.

(3) As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare or other similarly structured cost based reimbursement contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues and receivables.

(4) The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

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

Not Applicable.

20. Fair Value Measurements

A. (1) The Company did not have any financial assets carried at fair value at June 30, 2024.

The Company reports transfers between Level 1 and Level 2 of the fair value hierarchy levels at the end of the reporting period. There were no transfers between Level 1 and Level 2 of the fair value hierarchy between December 31, 2023 and June 30, 2024.

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

Not Applicable.

(3) The Company reports transfers into or out of Level 3 of the fair value hierarchy levels at the end of the reporting period. There were no transfers into or out of Level 3 of the fair value hierarchy levels between December 31, 2023 and June 30, 2024.

(4) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the quarter ended June 30, 2024.

(5) Derivative Fair Values

Not Applicable.

B. Other Fair Value Disclosures

Not Applicable.

C. Fair Values for All Financial Instruments by Levels 1, 2 and 3

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Net Asset Value (NAV)	Not Practicable (Carrying Value)
Bonds and cash equivalents	\$ 52,512,716	\$ 3,863,873	\$ 48,885,960	\$ 3,626,756	\$ -	\$ -	\$ -

D. Financial Instruments for which Not Practicable to Estimate Fair Values

Not Applicable.

NOTES TO THE FINANCIAL STATEMENTS

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring: Debtors

Not Applicable.

C. Other Disclosures and Unusual Items

Not Applicable.

D. Business Interruption Insurance Recoveries

Not Applicable.

E. State Transferable and Non-transferable Tax Credits

Not Applicable.

F. Subprime Mortgage Related Risk Exposure

(1) The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management’s practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.

(2) Direct exposure through investments in sub-prime mortgage loans.

The Company has no direct exposure through investment to sub-prime mortgage loans.

(3) Direct exposure through other investments:

- a. Residential mortgage backed securities – No substantial exposure noted.
- b. Commercial mortgage backed securities – No substantial exposure noted.
- c. Collateralized debt obligations – No substantial exposure noted.
- d. Structured securities – No substantial exposure noted.
- e. Equity investment in SCAs – No substantial exposure noted.
- f. Other assets – No substantial exposure noted.
- g. Total – No substantial exposure noted.

(4) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.

The Company does not have sub-prime mortgage risk.

Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

G. Retained Assets

Not Applicable.

H. Insurance Linked Securities

Not Applicable.

22. Events Subsequent

The Company is not aware of any events or transactions occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through August 6, 2024 for the Statutory Statement issued on August 6, 2024.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

(1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10.0 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes ( ) No ( X )

NOTES TO THE FINANCIAL STATEMENTS

- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10.0 percent or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes ( ) No ( X )

Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes ( ) No ( X )

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes ( ) No ( X )

Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0

- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes ( ) No ( X )

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.

- B. The Company records accrued retrospective premium as an adjustment to earned premiums.

- C. The amount of net premiums written by the Company at June 30, 2024 that are subject to retrospective rating features was \$90,716,553, or 93.45% of the total net premiums written. No other net premiums written by the Company are subject to retrospective rating features.

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

Not Applicable.

- E. Risk Sharing Provisions of the Affordable Care Act

Not Applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

Benefits and loss adjustment expenses payable, net of health care receivables, as of December 31, 2023, were \$14,901,991. As of June 30, 2024, \$11,886,349 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$864,143 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been a \$2,151,499 favorable prior-year development since December 31, 2023. 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. Included in this decrease, the Company experienced \$2,044,317 of favorable prior year claim development on retrospectively rated policies. However, the business to which it relates is subject to premium adjustments.

26. Intercompany Pooling Arrangements

Not Applicable.

27. Structured Settlements

The Company has no structured settlements.

**STATEMENT AS OF June 30, 2024 OF Emphesys Insurance Company**

**NOTES TO THE FINANCIAL STATEMENTS**

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More than 181 Days after Billing
12/31/2024	\$ -	\$ -	\$ -	\$ -	\$ -
9/30/2024	-	-	-	-	-
6/30/2024	2,946,674	2,946,674	-	-	-
3/31/2024	3,544,983	3,600,639	3,494,226	121	-
12/31/2023	3,005,027	2,994,522	2,833,733	181,422	-
9/30/2023	3,029,524	3,040,653	2,856,912	78,050	110,977
6/30/2023	3,068,443	3,095,881	3,074,531	25,330	(338)
3/31/2023	3,115,424	3,188,102	3,151,002	40,085	-
12/31/2022	2,313,287	2,334,214	2,246,328	69,068	18,818
9/30/2022	2,231,177	2,236,085	2,147,732	88,353	-
6/30/2022	2,441,236	2,539,537	2,481,848	57,689	-
3/31/2022	1,264,167	1,976,488	1,967,190	9,298	-

B. Risk Sharing Receivables

Not Applicable.

29. Participating Policies

The Company has no participating policies.

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves \$ 9,148,077
2. Date of the most recent evaluation of this liability December 31, 2023
3. Was anticipated investment income utilized in the calculation? Yes ( X ) No ( )

31. Anticipated Salvage and Subrogation

Not Applicable.

**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.  
NA .....
- 3.4 Is the reporting entity publicly traded or a member of a publicly traded group? ..... Yes [ X ] No [ ]
- 3.5 If the response to 3.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group. .... 000049071
- 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
Not Applicable. ....		

- 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. .... 12/31/2020
- 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. .... 12/31/2020
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .... 05/03/2022
- 6.4 By what department or departments?  
Texas Department of Insurance .....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes [ X ] No [ ] N/A [ ]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [ X ] No [ ] N/A [ ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes [ ] No [ X ]
- 7.2 If yes, give full information:  
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? ..... Yes [ ] No [ X ]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.  
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? ..... Yes [ ] No [ X ]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC

STATEMENT AS OF JUNE 30, 2024 OF THE EMPHESYS INSURANCE COMPANY  
**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).  
 Ethics Every Day was amended in June 2024 to update content based on operational changes, clarify content where necessary and perform general document maintenance. ....
- 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: ..... \$ 8,434,849

**INVESTMENT**

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

STATEMENT AS OF JUNE 30, 2024 OF THE EMPHESYS INSURANCE COMPANY  
**GENERAL INTERROGATORIES**

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 [  ] 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 .....	4 Metro Tech Center 6th Floor Mail Code: NY1-C512 Brooklyn, NY 11245 Attn: Charline Ottley .....

- 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 [  ]
- 17.4 If yes, give full information relating thereto:

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

- 17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. ["...that have access to the investment accounts"; "...handle securities"]

1 Name of Firm or Individual	2 Affiliation
Humana Inc. ....	I.....

- 17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") manage more than 10% of the reporting entity's invested assets?..... Yes [  ] No [  ]

- 17.5098 For firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's invested assets?..... Yes [  ] No [  ]

- 17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 Investment Management Agreement (IMA) Filed

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

19. By self-designating 5GI securities, the reporting entity is certifying the following elements for each self-designated 5GI security:  
 a. Documentation necessary to permit a full credit analysis of the security does not exist or an NAIC CRP credit rating for an FE or PL security is not available.  
 b. Issuer or obligor is current on all contracted interest and principal payments.  
 c. The insurer has an actual expectation of ultimate payment of all contracted interest and principal.  
 Has the reporting entity self-designated 5GI securities? ..... Yes [  ] No [  ]

20. By self-designating PLGI securities, the reporting entity is certifying the following elements of each self-designated PLGI security:  
 a. The security was purchased prior to January 1, 2018.  
 b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.  
 c. The NAIC Designation was derived from the credit rating assigned by an NAIC CRP in its legal capacity as a NRSRO which is shown on a current private letter rating held by the insurer and available for examination by state insurance regulators.  
 d. The reporting entity is not permitted to share this credit rating of the PL security with the SVO.  
 Has the reporting entity self-designated PLGI securities? ..... Yes [  ] No [  ]

21. By assigning FE to a Schedule BA non-registered private fund, the reporting entity is certifying the following elements of each self-designated FE fund:  
 a. The shares were purchased prior to January 1, 2019.  
 b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.  
 c. The security had a public credit rating(s) with annual surveillance assigned by an NAIC CRP in its legal capacity as an NRSRO prior to January 1, 2019.  
 d. The fund only or predominantly holds bonds in its portfolio.  
 e. The current reported NAIC Designation was derived from the public credit rating(s) with annual surveillance assigned by an NAIC CRP in its legal capacity as an NRSRO.  
 f. The public credit rating(s) with annual surveillance assigned by an NAIC CRP has not lapsed.  
 Has the reporting entity assigned FE to Schedule BA non-registered private funds that complied with the above criteria? ..... Yes [  ] No [  ]

## GENERAL INTERROGATORIES

### PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent .....91.9 %
- 1.2 A&H cost containment percent ..... 1.6 %
- 1.3 A&H expense percent excluding cost containment expenses ..... 6.7 %
- 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
3. Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states? ..... Yes [ X ] No [ ]
- 3.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity? ..... Yes [ ] No [ ]

**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 Business Ceded	8 Type of Reinsurer	9 Certified Reinsurer Rating (1 through 6)	10 Effective Date of Certified Reinsurer Rating
<b>NONE</b>									

STATEMENT AS OF JUNE 30, 2024 OF THE EMPHESYS INSURANCE COMPANY  
**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

States, etc.	1	Direct Business Only								
		2	3	4	5	6	7	8	9	10
	Active Status (a)	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	CHIP Title XXI	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 8	Deposit-Type Contracts
1. Alabama	AL	L	728,365	251,942	0	0	0	0	980,306	0
2. Alaska	AK	L	0	0	0	0	0	0	0	0
3. Arizona	AZ	L	0	345,677	0	0	0	0	345,677	0
4. Arkansas	AR	L	0	0	0	0	0	0	0	0
5. California	CA	L	0	0	0	0	0	0	0	0
6. Colorado	CO	L	0	0	0	0	0	0	0	0
7. Connecticut	CT	L	0	0	0	0	0	0	0	0
8. Delaware	DE	L	0	0	0	0	0	0	0	0
9. District of Columbia	DC	L	0	0	0	0	0	0	0	0
10. Florida	FL	L	0	2,937,850	0	0	0	0	2,937,850	0
11. Georgia	GA	L	982,078	4,535,340	0	0	0	0	5,517,418	0
12. Hawaii	HI	L	0	0	0	0	0	0	0	0
13. Idaho	ID	L	0	0	0	0	0	0	0	0
14. Illinois	IL	L	799,292	2,858,697	0	0	0	0	3,657,988	0
15. Indiana	IN	L	0	30,474,962	0	0	0	0	30,474,962	0
16. Iowa	IA	L	0	0	0	0	0	0	0	0
17. Kansas	KS	L	0	0	0	0	0	0	0	0
18. Kentucky	KY	L	0	23,793,197	0	0	0	0	23,793,197	0
19. Louisiana	LA	L	0	0	0	0	0	0	0	0
20. Maine	ME	L	0	0	0	0	0	0	0	0
21. Maryland	MD	L	0	0	0	0	0	0	0	0
22. Massachusetts	MA	L	0	0	0	0	0	0	0	0
23. Michigan	MI	L	0	462,710	0	0	0	0	462,710	0
24. Minnesota	MN	N	0	0	0	0	0	0	0	0
25. Mississippi	MS	L	606,521	0	0	0	0	0	606,521	0
26. Missouri	MO	L	0	9,465,656	0	0	0	0	9,465,656	0
27. Montana	MT	L	0	0	0	0	0	0	0	0
28. Nebraska	NE	L	0	0	0	0	0	0	0	0
29. Nevada	NV	L	0	26,657	0	0	0	0	26,657	0
30. New Hampshire	NH	L	0	0	0	0	0	0	0	0
31. New Jersey	NJ	N	0	0	0	0	0	0	0	0
32. New Mexico	NM	L	0	0	0	0	0	0	0	0
33. New York	NY	N	0	0	0	0	0	0	0	0
34. North Carolina	NC	L	0	1,479	0	0	0	0	1,479	0
35. North Dakota	ND	L	0	0	0	0	0	0	0	0
36. Ohio	OH	L	0	3,651,422	0	0	0	0	3,651,422	0
37. Oklahoma	OK	L	0	0	0	0	0	0	0	0
38. Oregon	OR	L	0	0	0	0	0	0	0	0
39. Pennsylvania	PA	L	711,324	128,095	0	0	0	0	839,419	0
40. Rhode Island	RI	L	0	0	0	0	0	0	0	0
41. South Carolina	SC	L	0	183,982	0	0	0	0	183,982	0
42. South Dakota	SD	L	0	0	0	0	0	0	0	0
43. Tennessee	TN	L	0	2,471,219	0	0	0	0	2,471,219	0
44. Texas	TX	L	1,785,407	1,122,002	0	0	0	0	2,907,409	0
45. Utah	UT	L	0	10,006	0	0	0	0	10,006	0
46. Vermont	VT	L	0	0	0	0	0	0	0	0
47. Virginia	VA	L	0	0	0	0	0	0	0	0
48. Washington	WA	L	0	0	0	0	0	0	0	0
49. West Virginia	WV	L	0	0	0	0	0	0	0	0
50. Wisconsin	WI	L	740,905	7,984,322	0	0	0	0	8,725,227	0
51. Wyoming	WY	L	0	11,340	0	0	0	0	11,340	0
52. American Samoa	AS	N	0	0	0	0	0	0	0	0
53. Guam	GU	N	0	0	0	0	0	0	0	0
54. Puerto Rico	PR	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands	VI	N	0	0	0	0	0	0	0	0
56. Northern Mariana Islands	MP	N	0	0	0	0	0	0	0	0
57. Canada	CAN	N	0	0	0	0	0	0	0	0
58. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	6,353,891	90,716,553	0	0	0	0	0	97,070,444	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0	0
61. Totals (Direct Business)	XXX	6,353,891	90,716,553	0	0	0	0	0	97,070,444	0
DETAILS OF WRITE-INS										
58001.	XXX	0	0	0	0	0	0	0	0	0
58002.	XXX	0	0	0	0	0	0	0	0	0
58003.	XXX	0	0	0	0	0	0	0	0	0
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	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	0

(a) Active Status Counts:

- |                                                                                                       |                                                                              |
|-------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| 1. L - Licensed or Chartered - Licensed insurance carrier or domiciled RRG..... 48                    | 4. Q - Qualified - Qualified or accredited reinsurer..... 0                  |
| 2. R - Registered - Non-domiciled RRGs..... 0                                                         | 5. N - None of the above - Not allowed to write business in the state..... 9 |
| 3. E - Eligible - Reporting entities eligible or approved to write surplus lines in the state. .... 0 |                                                                              |

