



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2024
OF THE CONDITION AND AFFAIRS OF THE
EMPOWER HEALTHCARE SOLUTIONS LLC

NAIC Group Code 0000 0000 NAIC Company Code 16244 Employer's ID Number 82-1454637
(Current) (Prior)

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

Country of Domicile United States of America

Licensed as business type: Other

Is HMO Federally Qualified? Yes [] No []

Incorporated/Organized 02/05/2017 Commenced Business 02/01/2018

Statutory Home Office 17500 Chenal Parkway, Suite 300 Little Rock, AR, US 72223
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 17500 Chenal Parkway, Suite 300
(Street and Number)
Little Rock, AR, US 72223 866-261-1286
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 17500 Chenal Parkway, Suite 300 Little Rock, AR, US 72223
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 17500 Chenal Parkway, Suite 300
(Street and Number)
Little Rock, AR, US 72223 501-516-2603
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address WWW.GETEMPOWERHEALTH.COM

Statutory Statement Contact David John Zdechlik 501-516-2603
(Name) (Area Code) (Telephone Number)
david.zdechlik@empowerarkansas.com 501-516-2603
(E-mail Address) (FAX Number)

OFFICERS

CHIEF EXECUTIVE OFFICER <u>DOUGLAS MITCHELL MORRIS</u>	CHIEF FINANCIAL OFFICER <u>MARTIN WAYNE CATRON</u>
CHIEF OPERATING OFFICER <u>GREGORY MARK LUECK</u>	CHIEF MEDICAL OFFICER <u>DR. BRADLEY DINER</u>

OTHER

SUZANNE LYNETTE TIPTON, CHIEF COMPLAINANCE OFFICER	DAVID JOHN ZDECHLIK, VICE PRESIDENT	AMY MARIE COBB, VICE PRESIDENT
CRAIG SCOTT STEVENS, VICE PRESIDENT	DEBRA MUNRO LEISS, VICE PRESIDENT	SYLVIA ANN SHERRILL, VICE PRESIDENT

DIRECTORS OR TRUSTEES

ELIZABETH HEISLER GINTY, CHAIRPERSON	MARK ANTHONY HARTMAN, TREASURER	DAVID LAMAR NORSWORTHY
DR. JOSHUA BRIAN WILSON	DR. STEVEN FRANKLIN COLLIER	TANNER JOE COPE

State of Arkansas County of FAULKNER SS:

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.

Mitch Morris

Douglas Mitchell Morris
Chief Executive Officer

Martin W. Catron

Martin Wayne Catron
Chief Financial Officer

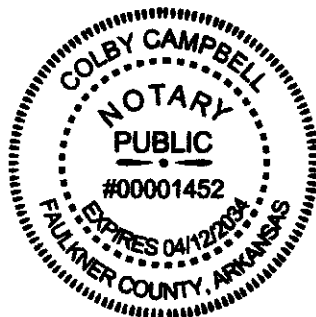
Gregory M. Lueck

Gregory Mark Lueck
Chief Operating Officer

Subscribed and sworn to before me this 15 day of MAY 2024
COLBY CAMPBELL

APRIL 12, 2024

- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed05/15/2024
3. Number of pages attached.....



STATEMENT AS OF MARCH 31, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC

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	76,450,307		76,450,307	111,508,723
2. Stocks:				
2.1 Preferred stocks	3,536,951		3,536,951	3,451,063
2.2 Common stocks	1,774,723		1,774,723	4,737,157
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (1,442,093)), cash equivalents (\$ 16,467,426) and short-term investments (\$ 0)	15,025,334		15,025,334	10,917,634
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	96,787,315	0	96,787,315	130,614,578
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	481,847		481,847	636,058
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	11,906,804		11,906,804	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums (\$) and contracts subject to redetermination (\$)			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	2,947,446		2,947,446	504,446
18.2 Net deferred tax asset	963,114		963,114	963,114
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	1,847,214	1,847,214	0	0
21. Furniture and equipment, including health care delivery assets (\$)	1,237,246	1,237,246	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$ 0) and other amounts receivable	2,237,868	49,080	2,188,788	9,767,006
25. Aggregate write-ins for other than invested assets	677,423	677,423	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	119,086,277	3,810,963	115,275,314	142,485,202
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	119,086,277	3,810,963	115,275,314	142,485,202
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Prepaid Expenses	677,423	677,423	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)	677,423	677,423	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	32,659,957		32,659,957	28,288,790
2. Accrued medical incentive pool and bonus amounts	752,463		752,463	754,470
3. Unpaid claims adjustment expenses	722,872		722,872	627,567
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act	10,564,487		10,564,487	55,601,514
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	27,484,350		27,484,350	8,492,524
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others.....			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers).....			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	326,151	0	326,151	339,768
24. Total liabilities (Lines 1 to 23)	72,510,280	0	72,510,280	94,104,633
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	7,695,000	7,695,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	25,000	25,000
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	35,045,034	40,660,569
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	42,765,034	48,380,569
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	115,275,314	142,485,202
DETAILS OF WRITE-INS				
2301. Dividends Payable to Shareholders			0	0
2302. Other Deferred Revenue	326,151		326,151	339,768
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)	326,151	0	326,151	339,768
2501.	XXX	XXX		
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. OCI-Ordinary	XXX	XXX		0
3002. OCI-Capital	XXX	XXX		0
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	44,687	61,860	216,836
2. Net premium income (including \$ non-health premium income)	XXX	57,957,645	121,515,098	450,545,717
3. Change in unearned premium reserves and reserve for rate credits	XXX	45,037,028	(7,379,482)	(10,104,641)
4. Fee-for-service (net of \$ medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	802,148	0	11,012,142
7. Aggregate write-ins for other non-health revenues	XXX	1,807	0	4,749
8. Total revenues (Lines 2 to 7)	XXX	103,798,628	114,135,616	451,457,967
Hospital and Medical:				
9. Hospital/medical benefits		62,134,281	63,194,697	243,711,037
10. Other professional services		21,444,784	14,217,918	65,614,082
11. Outside referrals				
12. Emergency room and out-of-area		2,644,403	2,416,566	8,110,580
13. Prescription drugs		9,694,152	10,963,051	46,144,290
14. Aggregate write-ins for other hospital and medical	0	0	0	1,477,142
15. Incentive pool, withhold adjustments and bonus amounts		439,408	389,072	1,351,310
16. Subtotal (Lines 9 to 15)	0	96,357,028	91,181,304	366,408,441
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	96,357,028	91,181,304	366,408,441
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ cost containment expenses		843,101	1,013,745	3,378,785
21. General administrative expenses		16,141,489	17,608,009	68,038,795
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22)	0	113,341,618	109,803,058	437,826,021
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(9,542,990)	4,332,558	13,631,946
25. Net investment income earned		709,677	1,084,695	3,667,984
26. Net realized capital gains (losses) less capital gains tax of \$		(133,364)	13,167	(538,621)
27. Net investment gains (losses) (Lines 25 plus 26)	0	576,313	1,097,862	3,129,363
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]				
29. Aggregate write-ins for other income or expenses	0	2,094,470	(641,492)	0
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	(6,872,207)	4,788,928	16,761,309
31. Federal and foreign income taxes incurred	XXX	(1,443,000)	1,005,675	3,032,962
32. Net income (loss) (Lines 30 minus 31)	XXX	(5,429,207)	3,783,253	13,728,347
DETAILS OF WRITE-INS				
0601. PRTF Income	XXX	303,000	0	9,497,000
0602. ARPA	XXX			1,514,917
0603. Other Income	XXX	0		225
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	499,148	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	802,148	0	11,012,142
0701. Vendor Discounts	XXX	1,807	0	4,749
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	1,807	0	4,749
1401. ARPA claims				1,477,142
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	1,477,142
2901. ARPA claims				0
2902. Community Investments	0	2,094,470	0	0
2903. ARPA Payments			0	
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	(641,492)	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	2,094,470	(641,492)	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	48,380,573	60,209,376	60,209,376
34. Net income or (loss) from Line 32.....	(5,429,207)	3,783,253	13,728,347
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....	(143,609)	456,691	1,213,732
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....		0	
39. Change in nonadmitted assets.....	(42,721)	(1,067,109)	(3,350,632)
40. Change in unauthorized and certified reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....			(22,305,000)
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....			0
45.3 Transferred from capital.....			
46. Dividends to stockholders.....		(836,438)	(1,115,250)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	(5,615,537)	2,336,397	(11,828,803)
49. Capital and surplus end of reporting period (Line 33 plus 48)	42,765,036	62,545,773	48,380,573
DETAILS OF WRITE-INS			
4701.		0	0
4702.		0	0
4703.		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 MARCH 31, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	46,050,842	121,515,098	408,334,779
2. Net investment income	900,310	1,144,192	3,807,381
3. Miscellaneous income	803,955	0	11,016,891
4. Total (Lines 1 to 3)	47,755,107	122,659,290	423,159,051
5. Benefit and loss related payments	84,445,936	92,067,178	383,334,836
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	(4,197,011)	18,742,754	71,455,478
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	1,000,000	0	4,701,999
10. Total (Lines 5 through 9)	81,248,925	110,809,932	459,492,313
11. Net cash from operations (Line 4 minus Line 10)	(33,493,818)	11,849,358	(36,333,262)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	34,317,836	5,386,055	49,277,626
12.2 Stocks	3,303,732	4,587	1,052,317
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	(15,525)
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	37,621,567	5,390,642	50,314,418
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	17,832,110	17,832,110
13.2 Stocks	0	0	53,486
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	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	17,832,110	17,885,596
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)	37,621,567	(12,441,468)	32,428,822
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	(22,305,000)
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	836,438	1,115,250
16.6 Other cash provided (applied)	(20,052)	(683,020)	(3,450,419)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(20,052)	(1,519,458)	(26,870,669)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	4,107,698	(2,111,568)	(30,775,109)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	10,917,638	41,692,747	41,692,747
19.2 End of period (Line 18 plus Line 19.1)	15,025,335	39,581,179	10,917,638

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

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STATEMENT AS OF MARCH 31, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC

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											
Total Members at end of:														
1. Prior Year	13,655	0	0	0	0	0	0	0	13,655	0	0	0	0	0
2. First Quarter	14,844								14,844					
3. Second Quarter	0													
4. Third Quarter	0													
5. Current Year	0								0					
6. Current Year Member Months	44,687								44,687					
Total Member Ambulatory Encounters for Period:														
7. Physician	39,866								39,866					
8. Non-Physician	24,563								24,563					
9. Total	64,429	0	0	0	0	0	0	0	64,429	0	0	0	0	0
10. Hospital Patient Days Incurred	3,595								3,595					
11. Number of Inpatient Admissions	574								574					
12. Health Premiums Written (a)	57,957,645								57,957,645					
13. Life Premiums Direct	0													
14. Property/Casualty Premiums Written	0													
15. Health Premiums Earned.....	102,994,672								102,994,672					
16. Property/Casualty Premiums Earned	0													
17. Amount Paid for Provision of Health Care Services.....	91,546,451								91,546,451					
18. Amount Incurred for Provision of Health Care Services	96,357,026								96,357,026					

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

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
2. Comprehensive (hospital and medical) group					0	0
3. Medicare Supplement					0	0
4. Vision only					0	0
5. Dental only					0	0
6. Federal Employees Health Benefits Plan					0	0
7. Title XVIII - Medicare					0	0
8. Title XIX - Medicaid	22,921,660	68,624,791	4,114,486	28,545,472	27,036,146	28,288,789
9. Credit A&H					0	0
10. Disability Income					0	0
11. Long-term care					0	0
12. Other health					0	0
13. Health subtotal (Lines 1 to 12)	22,921,660	68,624,791	4,114,486	28,545,472	27,036,146	28,288,789
14. Health care receivables (a)	0	0	0	0	0	0
15. Other non-health					0	0
16. Medical incentive pools and bonus amounts	441,415		424,724	327,739	866,139	754,470
17. Totals (Lines 13 - 14 + 15 + 16)	23,363,075	68,624,791	4,539,210	28,873,211	27,902,285	29,043,259

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

NOTES TO FINANCIAL STATEMENTS

For the purposes of the quarterly interim financial information, it is presumed that the users of the interim financial information have read or have access to the Annual Statement as of December 31, 2023. This presentation addresses only significant events occurring since the last Annual Statement.

1. Summary of Significant Accounting Policies and Going Concern**A. Accounting Practices**

The accompanying financial statements of Empower Healthcare Solutions, LLC (the "Company") are presented on the basis of accounting practices prescribed or permitted by the Arkansas Insurance Department. The Arkansas Insurance Department recognizes only statutory accounting practices prescribed or permitted by the state of Arkansas for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Arkansas Insurance Code.

The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP), has been adopted as a component of prescribed or permitted practices by the state of Arkansas. The State has adopted certain prescribed accounting principles 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 Arkansas is shown below:

	SSAP #	F/S Page	F/S Line #	March 31, 2024	December 31, 2023
Net Income					
(1)	Empower Healthcare Solutions, LLC, state basis (Page 4, Line 32, Columns 2 & 4)	XXX	XXX	XXX	\$ (5,429,206) \$ 13,728,347
(2)	State Prescribed Practices that is an increase/(decrease) from NAIC SAP:				
(3)	State Permitted Practices that is an increase/(decrease) from NAIC SAP:				
(4)	NAIC SAP (1-2-3=4)	XXX	XXX	XXX	\$ (5,429,206) \$ 13,728,347

NOTES TO FINANCIAL STATEMENTS

Surplus

(5)	Empower Healthcare Solutions, LLC, state basis (Page 3, Line 33, Column 3 & 4)	XXX	XXX	XXX	\$42,765,034	\$48,380,569
(6)	State Prescribed Practices that is an increase/(decrease) from NAIC SAP:					
(7)	State Permitted Practices that is an increase/(decrease) from NAIC SAP:					
(8)	NAIC SAP (5-6-7=8)	XXX	XXX	XXX	\$42,765,034	\$48,380,569

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

No significant change.

C. Accounting Policies

Health premiums are earned over the term of the related insurance policies. Premiums written are reported net of experience rating refunds. Premiums paid prior to the effective date are recorded on the balance sheet as premiums received in advance and are subsequently credited to income as earned during the coverage period. Premium rates are subject to approval by the Centers for Medicare and Medicaid Services. Expenses are charged to operations as incurred.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments include investments with maturities of less than one year and more than three months at the date of acquisition and are reported at amortized cost, which approximates fair value. Non-investment grade short-term investments are stated at the lower of amortized cost or fair value.
- (2) Investment grade bonds not backed by other loans are stated at amortized cost, with amortization calculated based on the modified scientific method, using lower of yield to call or yield to maturity. Non-investment grade bonds are stated at the lower of amortized cost or fair value as determined by various third-party pricing sources.
- (3) Common stocks of unaffiliated companies are stated at fair value based upon security ratings prescribed by various third-party pricing sources.
- (4) Redeemable preferred stocks of unaffiliated companies of highest and high quality are stated at cost or amortized cost, and all other redeemable preferred stock are reported at lower of cost, amortized cost or fair value. Perpetual preferred stocks are carried at fair value, not to exceed any currently effective call prices.
- (5) The Company has no mortgage loans - real estate.
- (6) The Company has no loan-backed securities.
- (7) The Company has no investments in subsidiaries, controlled and affiliated companies.

NOTES TO FINANCIAL STATEMENTS

- (8) The Company has no investments in joint ventures, partnerships or limited liability companies.
- (9) The Company has no derivative instruments.
- (10) The Company does not anticipate investment income as a factor in premium deficiency calculations.
- (11) Unpaid claims and claims adjustment expenses include management's best estimate of amounts based on historical claim development patterns and certain individual case estimates. The established liability considers health benefit provisions, business practices, economic conditions and other factors that may materially affect the cost, frequency and severity of claims. Liabilities for unpaid claims and claim adjustment expenses are based on assumptions and estimates, and while management believes such estimates are reasonable, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liabilities are continually reviewed and changes in estimates are incorporated into current period estimates.
- (12) The Company has not modified its capitalization policy from the prior period.
- (13) The Company has no pharmaceutical rebate receivables.

D. Going Concern

Management has assessed the Company's ability to continue as a going concern and noted no issues.

2. Accounting Changes and Corrections of Errors

Not applicable.

3. Business Combinations and Goodwill

Not applicable.

4. Discontinued Operations

Not applicable.

5. Investments

A. - C.

Not applicable.

D. Loan-Backed Securities

- (1) The Company did not have loan-backed securities at March 31, 2024, or December 31, 2023.

NOTES TO FINANCIAL STATEMENTS

E. Dollar Repurchase Agreements and/or Securities Lending Transactions

The Company did not enter into repurchase agreements or securities lending transactions at March 31, 2024 or December 31, 2023.

F. Repurchase Agreements Transactions Accounted for as Secured Borrowing

The Company did not enter into repurchase agreement transactions accounted for as secured borrowing at March 31, 2024 or December 31, 2023.

G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing

The Company did not enter into reverse repurchase agreement transactions accounted for as a secured borrowing at March 31, 2024 or December 31, 2023.

H. Repurchase Agreements Transactions Accounted for as a Sale

The Company did not enter into repurchase agreement transactions accounted for as a sale at March 31, 2024 or December 31, 2023.

I. Reverse Repurchase Agreements Transactions Accounted for as a Sale

The Company did not enter into reverse repurchase agreement transactions accounted for as a sale at March 31, 2024 or December 31, 2023.

J. Real Estate

The Company did not have investments in real estate and did not engage in retail land sales operations during at March 31, 2024 or December 31, 2023.

K. Investments in Low-Income Housing Tax Credits

The Company did not have investments in properties generating low-income housing tax credits at March 31, 2024 or December 31, 2023.

L. Restricted Assets

No significant change.

M. Working Capital Finance Investments

The Company did not have any working capital finance investments at March 31, 2024 or December 31, 2023.

NOTES TO FINANCIAL STATEMENTS

N. Offsetting and Netting of Assets and Liabilities

The Company did not have any offsetting or netting of assets and liabilities at March 31, 2024 or December 31, 2023.

O. 5GI Securities

The Company has no 5GI Securities as of March 31, 2024, or December 31, 2023.

P. Short Sales

The Company did not have any short sales at March 31, 2024, or December 31, 2023.

Q. Prepayment Penalty and Acceleration Fees

The Company had a prepayment penalty and acceleration fees of \$0 and \$7,190 at March 31, 2024, and associated with one CUSIP December 31, 2023, respectively.

R. Reporting Entity's Share of Cash Pool by Asset Type

The Company did not participate in a cash pool at March 31, 2024, or December 31, 2023.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. The Company had no investments in joint ventures, partnerships or LLCs at March 31, 2024, or December 31, 2023.

B. Not applicable.

7. Investment Income

A. All investment income due and accrued with amounts that are over 90 days past due is non-admitted.

B. At March 31, 2024, and December 31, 2023 there was no non-admitted accrued investment income.

8. Derivative Instruments

The Company had no derivative instruments at March 31, 2024, or December 31, 2023

9. Income Taxes

No Significant change

NOTES TO FINANCIAL STATEMENTS

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

A. Nature of the Relationship

The Company is an Arkansas-domiciled company formed by Beacon Health Options, Inc. ("BHO"), Arkansas Community Health Network, LLC, Preferred Family Healthcare, Inc., Woodruff Health Group, LLC, Independent Case Management, Inc., Arkansas Healthcare Alliance, LLC, and Statera, LLC. The Company was granted authority by the Arkansas Insurance Department ("AID") to conduct business in Arkansas as a Risk-based Provider Organization ("RPO"), limited to plans established under the Medicaid Provider-Led Organized Care System.

B. Significant Transactions for Each Period

The following significant transactions took place between the Company and its affiliates:

On April 18, 2023, the Company paid \$22,305,000 to TSCFI EP LLC to redeem the Preferred Interest Equity balance.

C. Transactions with Related Parties who are not Reported on Schedule Y

No significant change.

D. Amounts Due to or from Related Parties

At March 31, 2024 and December 31, 2023, the Company reported no amounts due to or from affiliates.

E. Management and Service Contracts and Cost Sharing Arrangements

The Company entered into an administrative services agreement effective November 18, 2021, whereas, the company amended the contract with Access Health on December 1, 2022. This provider provides network contracting, network management, and provider credentialing services. The Company paid Access Health \$368,447 and \$1,723,434 for the period ended March 31, 2024, and December 31, 2023, respectively.

F. Guarantees or Contingencies for Related Parties

No significant change.

G. Nature of Control Relationships that Could Affect Operations or Financial Position

The Company is owned equally by the following six companies: TSCFI EP LLC, Arkansas Community Health Network, LLC, Woodruff Health Group, LLC, Independent Case Management, Inc., Arkansas Healthcare Alliance, LLC, and Statera, LLC.

H. - O.

No significant change.

NOTES TO FINANCIAL STATEMENTS

11. Debt

Not applicable.

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

A. Defined Benefit Plan

Not applicable.

B. Not applicable.

C. Not applicable.

D. Not applicable.

E. Defined Contribution Plans

Not applicable.

F. Multiemployer Plans

The Company does not participate in a multiemployer plan.

G. Consolidated/Holding Company Plans

Not applicable.

H. Post Employment 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. Outstanding Shares

Not applicable.

B. Preferred Stock

Not applicable.

NOTES TO FINANCIAL STATEMENTS

C. Dividend Restrictions

Under Arkansas law, the amount of ordinary dividends a domestic insurer is permitted to pay is limited to an amount not exceeding the greater of 10% of total surplus, net gain from operations, or net gain from operations from the 3 calendar years preceding the dividend less dividends paid for those 3 years.

D. Dividends Paid

Dividends of \$0 and \$1,115,250 were paid in 2024 and 2023, respectively

E. - M.

No significant change.

14. Liabilities, Contingencies and Assessments

No significant change.

15. Leases

No significant change.

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

Not applicable.

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

(1) Not applicable.

C. Wash Sales

(1) In the course of the Company's asset management, securities may be sold and reacquired within 31 days of the sale date to enhance the yield on the investments.

(2) At March 31, 2024 and December 31, 2023, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

NOTES TO FINANCIAL STATEMENTS

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

A. Administrative Services Only Plans

Not applicable.

B. Administrative Services Contract Plans

Not applicable.

C. Medicare or Other Similarly Structured Cost-Based Reimbursement Contract

Not applicable.

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

Not applicable.

NOTES TO FINANCIAL STATEMENTS

20. Fair Value Measurements

A. Fair Value Measurements at March 31, 2024

Description for each class of Asset or Liability	Net Asset Value					Total
	Level 1	Level 2	Level 3	NAV		
a. Assets at Fair Value						
Perpetual preferred stock						
Industrial and Misc	\$ -	\$ 3,359,076	\$ -	\$ -	\$ -	\$ 3,359,076
Total perpetual preferred stocks	\$ -	\$ 3,359,076	\$ -	\$ -	\$ -	\$ 3,359,076
Redeemable preferred stock						
Industrial and Misc	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total redeemable preferred stocks	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Bonds						
U.S. governments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Industrial and Misc	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Bonds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Common stock						
Industrial and misc	\$ 1,774,723	\$ -	\$ -	\$ -	\$ -	\$ 1,774,723
Total common stocks	\$ 1,774,723	\$ -	\$ -	\$ -	\$ -	\$ 1,774,723
Cash Equivalents						
US Government, Industrial and Misc, and Money Market Funds	\$ 13,956,555	\$ -	\$ -	\$ -	\$ -	\$ 13,956,555
Open Depositories	\$ 2,510,871					\$ 2,510,871
	\$ (2,510,000)					\$ (2,510,000)
Total cash equivalents	\$ 13,957,426	\$ -	\$ -	\$ -	\$ -	\$ 13,957,426
Total Assets at Fair Value / NAV	\$ 15,732,149	\$ 3,359,076	\$ -	\$ -	\$ -	\$ 19,091,226

B. Fair Value Measurements Under Other Accounting Pronouncements

Not applicable at March 31, 2024, and December 31, 2023.

NOTES TO FINANCIAL STATEMENTS

C. Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Net Asset Value NAV	Not Practicable Carrying Value
Bonds	\$ 71,844,389	\$ 76,450,307	\$ 11,327,664	\$ 60,516,726	\$ -	\$ -	\$ -
Redeemable Preferred Stock	\$ 154,188	\$ 177,874	\$ -	\$ 154,188	\$ -	\$ -	\$ -
Perpetual Preferred Stocks	\$ 3,359,076	\$ 3,359,076	\$ -	\$ 3,359,076	\$ -	\$ -	\$ -
Common Stock	\$ 1,774,723	\$ 1,774,723	\$ 1,774,723	\$ -	\$ -	\$ -	\$ -
Short Term Investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Cash and Cash Equivalents	\$ 13,957,426	\$ 13,957,426	\$ 13,957,426	\$ -	\$ -	\$ -	\$ -
Total Assets	\$ 91,089,803	\$ 95,719,406	\$ 27,059,813	\$ 64,029,990	\$ -	\$ -	\$ -

D. Not Practicable to Estimate Fair Value

There are no financial instruments that were not practicable to estimate at fair value.

E. Investments Measured at Net Asset Value

The Company has no investments measured at net asset value.

21. Other Items

No significant change.

22. Events Subsequent

Subsequent events have been considered through May 15, 2024, for the statutory statement issued on May 15, 2023. No events occurred subsequent to March 31, 2024, requiring recognition or disclosure.

23. Reinsurance

Not applicable.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination**A.- D.**

No significant change.

NOTES TO FINANCIAL STATEMENTS

E. Risk Sharing Provisions of the Affordable Care Act ("ACA")

(1) Did the reporting entity write accident and health insurance premium that is subject to the Affordable Care Act risk sharing provisions (YES/NO)? NO

(2) Impact of Risk-Sharing Provisions of the Affordable Care Act on Admitted Assets, Liabilities and Revenue for the Current Year.

Not applicable.

(3) Roll-forward of prior year ACA risk-sharing provisions for the following asset (gross of any nonadmission) and liability balances, along with the reasons for adjustments to prior year balance.

Not applicable.

(4) Roll-forward of Risk Corridors Asset and Liability balances by Program benefit Year.

Not applicable.

(5) ACA Risk Corridors Receivable as of Reporting Date.

Not applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

No significant change.

26. Intercompany Pooling Arrangements

Not applicable.

27. Structured Settlements

Not applicable.

28. Health Care Receivables

Not Applicable.

29. Participating Policies

Not applicable.

NOTES TO FINANCIAL STATEMENTS

30. Premium Deficiency Reserves

- | | | |
|---|-----|----------------|
| 1. Liability carried for premium deficiency reserves | \$ | 0 |
| 2. Date of the most recent evaluation of this liability | | March 31, 2024 |
| 3. Was anticipated investment income utilized in the calculation? | Yes | No X |

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 [] No [X]
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.
.....
- 3.4 Is the reporting entity publicly traded or a member of a publicly traded group? Yes [] No [X]
- 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.
- 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	2	3
Name of Entity	NAIC Company Code	State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] N/A [X]
If yes, attach an explanation.
.....
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2021
- 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. 12/31/2021
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/08/2023
- 6.4 By what department or departments?
.....
- 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	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

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

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []
- 11.2 If yes, give full and complete information relating thereto:
.....
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0
13. Amount of real estate and mortgages held in short-term investments: \$ 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []
- 14.2 If yes, please complete the following:
- | | 1
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
Carrying Value |
|---|--|---|
| 14.21 Bonds | \$ 0 | \$ |
| 14.22 Preferred Stock | \$ 0 | \$ |
| 14.23 Common Stock | \$ 0 | \$ |
| 14.24 Short-Term Investments | \$ 0 | \$ |
| 14.25 Mortgage Loans on Real Estate | \$ 0 | \$ 0 |
| 14.26 All Other | \$ 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 MARCH 31, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC
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
Raymond James	2900 Highway 280, Suite 100 Birmingham, AL 35233

- 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
Parkway Advisors LP	U.....

- 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
112629	Parkway Advisors LP	N/A	SEC	NO.....

- 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 percent93.2 %
 - 1.2 A&H cost containment percent %
 - 1.3 A&H expense percent excluding cost containment expenses14.0 %

- 2.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date \$.....
- 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 \$.....

- 3. Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states? Yes [] No [X]
- 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 [X]

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
NONE									

STATEMENT AS OF MARCH 31, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC
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	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	L		57,957,645					57,957,645	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. District of Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	N							0	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	N							0	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	N							0	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	N							0	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CAN	N							0	
58. Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	0	57,957,645	0	0	0	0	57,957,645	0
60. Reporting Entity Contributions for Employee Benefit Plans	XXX								0	
61. Totals (Direct Business)	XXX	0	0	57,957,645	0	0	0	0	57,957,645	0
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	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..... 1 | 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..... 56 |
| 3. E - Eligible - Reporting entities eligible or approved to write surplus lines in the state..... 0 | |

Arkansas PASSE activity is Arkansas only.

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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Yes/No)	*
NONE															

Asterisk	Explanation
----------	-------------

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

AUGUST FILING

2. Will the regulator-only (non-public) Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile and electronically with the NAIC (as a regulator-only non-public document) by August 1? The response for 1st and 3rd quarters should be N/A. A NO response resulting with a bar code is only appropriate in the 2nd quarter.	N/A
--	-----

Explanation:

1. Does not apply.

Bar Code:

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



OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Statement of Revenue and Expenses Line 6

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
0604. Other Revenue / Expense	XXX	499,148	0	0
0697. Summary of remaining write-ins for Line 6 from overflow page	XXX	499,148	0	0

Additional Write-ins for Statement of Revenue and Expenses Line 29

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
2904. ARPA Claims Payable			(641,492)	0
2997. Summary of remaining write-ins for Line 29 from overflow page	0	0	(641,492)	0

STATEMENT AS OF MARCH 31, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC

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 and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	119,696,944	151,583,420
2. Cost of bonds and stocks acquired	0	17,885,596
3. Accrual of discount	32,281	412,453
4. Unrealized valuation increase/(decrease)	(143,610)	1,098,150
5. Total gain (loss) on disposals	(133,364)	(523,096)
6. Deduct consideration for bonds and stocks disposed of	37,621,567	50,329,943
7. Deduct amortization of premium	68,703	429,636
8. Total foreign exchange change in book/adjusted carrying value	0	
9. Deduct current year's other than temporary impairment recognized	0	
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees	0	
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10)	81,761,981	119,696,944
12. Deduct total nonadmitted amounts	0	
13. Statement value at end of current period (Line 11 minus Line 12)	81,761,981	119,696,944

STATEMENT AS OF MARCH 31, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	114,476,367	0	38,021,997	(4,063)	76,450,307	0	0	114,476,367
2. NAIC 2 (a)	0	0	0	0	0	0	0	0
3. NAIC 3 (a)	0	0	0	0	0	0	0	0
4. NAIC 4 (a)	0	0	0	0	0	0	0	0
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	114,476,367	0	38,021,997	(4,063)	76,450,307	0	0	114,476,367
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	2,107,152	0	119,179	99,060	2,087,032	0	0	2,107,152
10. NAIC 3	1,263,268	0	0	98,527	1,361,794	0	0	1,263,268
11. NAIC 4	80,644	0	0	7,480	88,124	0	0	80,644
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	3,451,063	0	119,179	205,067	3,536,951	0	0	3,451,063
15. Total Bonds and Preferred Stock	117,927,430	0	38,141,176	201,003	79,987,257	0	0	117,927,430

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of 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

S102

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Premium	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
7709999999 Totals		XX			

NONE

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	2,967,643	2,602,783
2. Cost of short-term investments acquired	0	17,314,360
3. Accrual of discount	32,357	238,466
4. Unrealized valuation increase/(decrease)	0	0
5. Total gain (loss) on disposals	0	(8,335)
6. Deduct consideration received on disposals	3,000,000	17,173,323
7. Deduct amortization of premium	0	6,308
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	2,967,643
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	2,967,643

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

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

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

N O N E

SCHEDULE E - PART 2 - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	200,786	15,475,352
2. Cost of cash equivalents acquired	84,580,011	100,659,234
3. Accrual of discount	0	123,592
4. Unrealized valuation increase/(decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	68,313,371	116,057,392
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	16,467,426	200,786
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	16,467,426	200,786

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

NONE

Schedule A - Part 3 - Real Estate Disposed

NONE

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

NONE

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

NONE

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

NONE

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

NONE

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired

NONE

STATEMENT AS OF MARCH 31, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation, NAIC Designation Modifier and SVO Administrative Symbol
..912828-Y8-7	US TREASURY N/B 1.75 7/31/2024		03/13/2024	RBC Capital Markets		2,737,711	2,775,000	2,890,278	2,796,150	0	(7,154)	0	(7,154)	0	2,788,996	0	(51,285)	(51,285)	30,018	07/31/2024	1.A
..912828-Y8-0	US TREASURY N/B 2.25 1/31/2024		01/31/2024	MATURITY		1,725,000	1,725,000	1,812,097	1,727,702	0	(2,702)	0	(2,702)	0	1,725,000	0	0	0	19,406	01/31/2024	1.A
0109999999 Subtotal - Bonds - U.S. Governments						4,462,711	4,500,000	4,702,375	4,523,852	0	(9,856)	0	(9,856)	0	4,513,996	0	(51,285)	(51,285)	49,424	XXX	XXX
..249182-PN-0	DENVER CITY&CO-C-REF 1.572 11/15/2		03/13/2024	RBC Capital Markets		458,145	500,000	453,565	467,458	0	2,146	0	2,146	0	469,604	0	(11,459)	(11,459)	2,620	11/15/2026	1.D FE
..31356A-5A-5	FANNIE MAE 0.35 2/23/2024		02/23/2024	MATURITY		2,700,000	2,700,000	2,700,000	2,700,000	0	0	0	0	0	2,700,000	0	0	0	4,725	02/23/2024	1.A
..31356A-6W-6	FANNIE MAE 0.41 9/16/2024		03/13/2024	RBC Capital Markets		1,364,468	1,400,000	1,400,000	1,400,000	0	0	0	0	0	1,400,000	0	(35,532)	(35,532)	2,838	09/16/2024	1.A
..313560-66-3	FANNIE MAE 0.5 11/7/2025		03/13/2024	Raymond James		745,960	800,000	800,672	800,253	0	(27)	0	(27)	0	800,226	0	(54,266)	(54,266)	1,411	11/07/2025	1.A
..3130AM-4A-7	FED HOME LN BANK 0.5 7/29/2024		03/13/2024	VARIOUS		981,500	1,000,000	1,000,000	1,000,000	0	0	0	0	0	1,000,000	0	(18,500)	(18,500)	1,875	07/29/2024	1.A
..3130AP-6F-7	FED HOME LN BANK 0.6 1/7/2025		03/13/2024	VARIOUS		601,588	625,000	625,000	625,000	0	0	0	0	0	625,000	0	(23,412)	(23,412)	2,573	01/07/2025	1.A
..3130AN-MB-3	FED HOME LN BANK 0.625 2/26/2025		03/13/2024	RBC Capital Markets		574,518	600,000	600,000	600,000	0	0	0	0	0	600,000	0	(25,482)	(25,482)	2,063	02/26/2025	1.A
..3134GX-DL-5	FREDDIE MAC 0.35 6/10/2024		03/13/2024	RBC Capital Markets		1,234,850	1,250,000	1,250,000	1,250,000	0	0	0	0	0	1,250,000	0	(15,150)	(15,150)	1,142	06/10/2024	1.A
..3134GX-EG-5	FREDDIE MAC 0.42 12/9/2024		03/13/2024	RBC Capital Markets		1,254,903	1,300,000	1,300,000	1,300,000	0	0	0	0	0	1,300,000	0	(45,097)	(45,097)	1,441	12/09/2024	1.A
0909999999 Subtotal - Bonds - U.S. Special Revenues						9,915,931	10,175,000	10,129,237	10,142,711	0	2,118	0	2,118	0	10,144,830	0	(228,898)	(228,898)	20,688	XXX	XXX
..00724F-AC-5	ADOBE SYS INC Sr Unsecured 3.25 2/		03/13/2024	Hilltop Securities		490,750	500,000	502,015	500,759	0	(180)	0	(180)	0	500,579	0	(9,829)	(9,829)	10,111	02/01/2025	1.E FE
..009158-BB-1	AIR PROD & CHEM 1.5 10/15/2025		03/13/2024	Raymond James		473,045	500,000	475,375	486,012	0	1,528	0	1,528	0	487,539	0	(14,494)	(14,494)	3,125	10/15/2025	1.F FE
..023135-CF-1	AMAZON.COM INC 3.3 4/13/2027		03/13/2024	Performance Trust		480,515	500,000	498,595	498,987	0	59	0	59	0	499,045	0	(18,530)	(18,530)	6,967	04/13/2027	1.D FE
..02665J-DJ-7	AMERICAN HONDA F 2.35 1/8/2027		01/02/2024	Raymond James		468,940	500,000	467,480	477,747	0	19	0	19	0	477,766	0	(8,826)	(8,826)	5,712	01/08/2027	1.G FE
..039483-BL-5	ARCHER-DANIELS-MIDLAND C		03/13/2024	Raymond James		471,380	500,000	487,600	491,809	0	604	0	604	0	492,413	0	(21,033)	(21,033)	7,431	08/11/2026	1.F FE
..053015-AE-3	AUTOMATIC DATA PROCESSING		03/13/2024	Performance Trust		488,180	500,000	506,520	503,358	0	(454)	0	(454)	0	502,904	0	(14,724)	(14,724)	8,438	09/15/2025	1.D FE
..05531F-BH-5	BB&T CORPORATION 2.5 8/1/2024		03/13/2024	Raymond James		493,000	500,000	484,290	493,875	0	2,076	0	2,076	0	495,951	0	(2,951)	(2,951)	7,778	08/01/2024	1.G FE
..103730-AV-2	BP CAP MKTS AMER 3.017 1/16/2027		01/30/2024	Keybank Capital Market		477,600	500,000	488,750	492,157	0	197	0	197	0	492,354	0	(14,754)	(14,754)	8,711	01/16/2027	1.F FE
..110122-AB-4	BRISTOL MYERS		01/30/2024	Keybank Capital Market		527,205	500,000	563,895	544,269	0	(1,178)	0	(1,178)	0	543,091	0	(15,886)	(15,886)	7,178	11/15/2026	1.F FE
..133131-AV-4	CAMDEN PROP TRST 3.5 9/15/2024		03/13/2024	Performance Trust		494,600	500,000	488,120	494,768	0	1,472	0	1,472	0	496,240	0	(1,640)	(1,640)	8,750	09/15/2024	1.G FE
..15189X-AQ-1	CENTERPOINT HOUS 2.4 9/1/2026		01/30/2024	Keybank Capital Market		470,905	500,000	475,975	483,738	0	470	0	470	0	484,208	0	(13,303)	(13,303)	5,000	09/01/2026	1.F FE
..166764-BX-7	CHEVRON CORP 1.995 5/11/2027		03/13/2024	Raymond James		461,440	500,000	472,720	480,429	0	1,106	0	1,106	0	481,535	0	(20,095)	(20,095)	3,436	05/11/2027	1.D FE
..191216-CL-2	COCA-COLA CO/THE 1.75 9/6/2024		03/13/2024	Performance Trust		1,472,700	1,500,000	1,561,050	1,513,473	0	(3,957)	0	(3,957)	0	1,509,517	0	(36,817)	(36,817)	13,781	09/06/2024	1.E FE
..20030N-CR-0	COMCAST CORP 3.7 4/15/2024		03/13/2024	Raymond James		498,150	500,000	491,600	497,818	0	1,504	0	1,504	0	499,322	0	(1,172)	(1,172)	7,708	04/15/2024	1.G FE
..26444H-AC-5	DUKE ENERGY FLA 3.2 1/15/2027		01/30/2024	Performance Trust		480,380	500,000	491,370	493,910	0	153	0	153	0	494,063	0	(13,683)	(13,683)	8,711	01/15/2027	1.F FE
..30231G-BH-4	EIXON MOBIL CORP 2.992 3/19/2025		03/13/2024	Performance Trust		488,615	500,000	497,070	498,622	0	224	0	224	0	498,846	0	(10,231)	(10,231)	7,314	03/19/2025	1.D FE
..373298-BN-7	GEORGIA-PACIFIC 7.375 12/1/2025		03/13/2024	Raymond James		515,200	500,000	559,700	535,047	0	(3,538)	0	(3,538)	0	531,509	0	(16,309)	(16,309)	10,653	12/01/2025	1.G FE
..402479-CF-4	GULF POWER CO 3.3 5/30/2027		01/30/2024	Keybank Capital Market		476,755	500,000	487,905	491,117	0	196	0	196	0	491,313	0	(14,558)	(14,558)	2,750	05/30/2027	1.E FE
..40434C-AD-7	HSBC USA INC 3.5 6/23/2024		03/13/2024	Performance Trust		992,600	1,000,000	982,600	994,007	0	2,476	0	2,476	0	996,483	0	(3,883)	(3,883)	7,681	06/23/2024	1.F FE
..459200-JY-8	IBM CORP 3 5/15/2024		03/13/2024	Raymond James		496,900	500,000	489,345	496,877	0	1,664	0	1,664	0	498,542	0	(1,642)	(1,642)	5,000	05/15/2024	1.G FE
..452308-AT-6	ILLINIOS TOOL WK		03/01/2024	MATURITY		500,000	500,000	503,190	500,000	0	0	0	0	0	500,000	0	0	0	8,750	03/01/2024	1.E FE
..24422E-TC-3	JOHN DEERE CAPITAL CORP		01/02/2024	Raymond James		489,190	500,000	497,505	498,587	0	2	0	2	0	498,590	0	(9,400)	(9,400)	5,289	09/11/2025	1.F FE
..58933Y-AY-1	MERCK & CO INC 0.75 2/24/2026		01/02/2024	Performance Trust		462,025	500,000	458,695	474,236	0	32	0	32	0	474,268	0	(12,243)	(12,243)	1,344	02/24/2026	1.E FE
..61746B-DQ-6	MORGAN STANLEY 3.875 4/29/2024		03/13/2024	Performance Trust		498,250	500,000	494,545	498,562	0	872	0	872	0	499,434	0	(1,184)	(1,184)	7,319	04/29/2024	1.G FE
..742718-BH-1	PROCTER & GAMBLE CO/THE		01/02/2024	Raymond James		518,080	500,000	547,185	527,848	0	(37)	0	(37)	0	527,812	0	(9,732)	(9,732)	15,050	01/15/2026	1.D FE
..744448-CL-3	PUBLIC SERV COLO 2.9 5/15/2025		01/02/2024	Raymond James		484,525	500,000	471,910	484,312	0	30	0	30	0	484,343	0	182	182	1,933	05/15/2025	1.E FE
..747525-AF-0	QUALCOMM		01/02/2024	Raymond James		490,455	500,000	503,465	501,569	0	(4)	0	(4)	0	501,566	0	(11,111)	(11,111)	2,060	05/20/2025	1.F FE
..756109-AQ-7	REALTY INCOME 3.875 7/15/2024		03/13/2024	Raymond James		496,150	500,000	492,805	497,367	0	964	0	964	0	498,331	0	(2,181)	(2,181)	12,917	07/15/2024	1.G FE
..89236T-JV-8	TOYOTA MTR CRED 1.9 1/13/2027		01/30/2024	Performance Trust		462,555	500,000	464,720	475,114	0	625	0	625	0	475,739	0	(13,184)	(13,184)	5,225	01/13/2027	1.E FE
..89236T-JZ-9	TOYOTA MTR CRED 3.05 3/22/2027		01/02/2024	Raymond James		477,030	500,000	481,115	486,793	0	11	0	11	0	486,804	0	(9,774)	(9,774)	4,278	03/22/2027	1.E FE
..872898-AA-9	TSMC ARIZONA 1.75 10/25/2026		01/02/2024	Performance Trust		459,345	500,000	456,500	469,804	0	28	0	28	0	469,832	0	(10,487)	(10,487)	1,653	10/25/2026	1.D FE
..872898-AF-8	TSMC ARIZONA 3.875 4/22/2027		01/02/2024	Performance Trust		487,685	500,000	499,650	499,753	0	0	0	0	0	499,754	0	(12,069)	(12,069)	3,821	04/22/2027	1.D FE
..90782J-AA-1	UNION PAC RR 15 2.695 5/12/2027		03/13/2024	Hilltop Securities		166,693	181,330	172,264	174,618	0	406	0	406								

STATEMENT AS OF MARCH 31, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation, NAIC Designation Modifier and SVO Administrative Symbol	
..911312-BT-2	UNITED PARCEL 2.2 9/1/2024		03/13/2024	Raymond James		491,650	500,000	492,250	497,482	0	752	0	752	0	498,233	0	(6,583)	(6,583)	5,928	09/01/2024	1.F FE	
..91159H-HZ-6	US BANCORP 1.45 5/12/2025		03/13/2024	Hilltop Securities		1,242,800	1,300,000	1,312,038	1,304,506	0	(701)	0	(701)	0	1,303,806	0	(61,006)	(61,006)	6,440	05/12/2025	1.G FE	
..983919-AJ-0	XILINX INC 2.95 6/1/2024		03/13/2024	Raymond James		993,900	1,000,000	978,070	993,173	0	3,245	0	3,245	0	996,417	0	(2,517)	(2,517)	8,522	06/01/2024	1.G FE	
1109999999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						19,939,193	20,481,330	20,297,882	20,352,504	0	10,667	0	10,667	0	20,363,171	0	(423,978)	(423,978)	237,893		XXX	
2509999997. Total - Bonds - Part 4						34,317,836	35,156,330	35,129,494	35,019,068	0	2,930	0	2,930	0	35,021,997	0	(704,162)	(704,162)	308,005		XXX	
2509999998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX
2509999999. Total - Bonds						34,317,836	35,156,330	35,129,494	35,019,068	0	2,930	0	2,930	0	35,021,997	0	(704,162)	(704,162)	308,005		XXX	
..026874-76-8	AMER INTL GROUP 5.85		03/15/2024	CALLED @ 25.0000000		105,750	25.00	119,179	105,665	13,514	0	0	13,514	0	119,179	0	(13,429)	(13,429)	1,547		2.C Z	
4019999999. Subtotal - Preferred Stocks - Industrial and Miscellaneous (Unaffiliated) Perpetual Preferred						105,750	XXX	119,179	105,665	13,514	0	0	13,514	0	119,179	0	(13,429)	(13,429)	1,547		XXX	
4509999997. Total - Preferred Stocks - Part 4						105,750	XXX	119,179	105,665	13,514	0	0	13,514	0	119,179	0	(13,429)	(13,429)	1,547		XXX	
4509999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX
4509999999. Total - Preferred Stocks						105,750	XXX	119,179	105,665	13,514	0	0	13,514	0	119,179	0	(13,429)	(13,429)	1,547		XXX	
..464287-20-0	ISHARES S&P 500 INDEX FUND		03/13/2024	Raymond James		3,197,982	2,613,755	2,940,768	2,940,768	(327,013)	0	0	(327,013)	0	2,613,755	0	584,227	584,227	0		XXX	
5819999999. Subtotal - Common Stocks - Exchange Traded Funds						3,197,982	XXX	2,613,755	2,940,768	(327,013)	0	0	0	(327,013)	0	2,613,755	0	584,227	584,227	0		XXX
5989999997. Total - Common Stocks - Part 4						3,197,982	XXX	2,613,755	2,940,768	(327,013)	0	0	0	(327,013)	0	2,613,755	0	584,227	584,227	0		XXX
5989999998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		XXX
5989999999. Total - Common Stocks						3,197,982	XXX	2,613,755	2,940,768	(327,013)	0	0	0	(327,013)	0	2,613,755	0	584,227	584,227	0		XXX
5999999999. Total - Preferred and Common Stocks						3,303,732	XXX	2,732,934	3,046,433	(313,499)	0	0	0	(313,499)	0	2,732,934	0	570,797	570,797	1,547		XXX
6009999999 - Totals						37,621,567	XXX	37,862,428	38,065,501	(313,499)	2,930	0	0	(310,569)	0	37,754,932	0	(133,364)	(133,364)	309,552		XXX

E05.1

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

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

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

N O N E

Schedule DB - Part E - Derivatives Hedging Variable Annuity Guarantees

N O N E

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

N O N E

STATEMENT AS OF MARCH 31, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Raymond James Client Interest Program		3.000	0	0	3,390,371	5,000,000	(2,510,000)	.XXX.
Simmons Bank 5461					1,250,000	177,565	839,983	.XXX.
Simmons Bank 9270		3.650	8,725	.621	240,101	0	0	.XXX.
Simmons Bank AP 7603					(2,275)	(9,094)	0	.XXX.
Simmons Bank Claims 7492					0	0	0	.XXX.
Simmons Bank Payroll 7255					2,147	14,217	5,607	.XXX.
Simmons Bank ICS 1744					0	0	0	.XXX.
Simmons Bank ICS 1839		5.250	191,077	12,030	7,000,000	4,000,000	222,318	.XXX.
0199998. Deposits in ... exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	XXX
0199999. Totals - Open Depositories	XXX	XXX	199,802	12,651	11,880,344	9,182,688	(1,442,092)	XXX
0299998. Deposits in ... exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	199,802	12,651	11,880,344	9,182,688	(1,442,092)	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999. Total - Cash	XXX	XXX	199,802	12,651	11,880,344	9,182,688	(1,442,092)	XXX

