



**HEALTH QUARTERLY STATEMENT**  
 AS OF JUNE 30, 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  
(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  
(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)  
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(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 CANADA DINER</u>

**OTHER**

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

**DIRECTORS OR TRUSTEES**

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

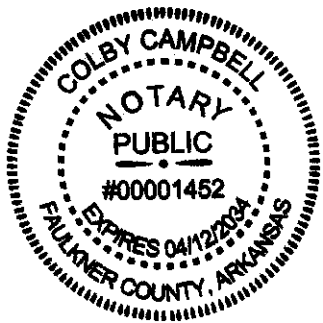
State of Arkansas County of FAULKNER SS:

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.

<u>Douglas Mitchell Morris</u> Douglas Mitchell Morris Chief Executive Officer	<u>Martin W. Catron</u> Martin Wayne Catron Chief Financial Officer	<u>Greg Lueck</u> Gregory Mark Lueck Chief Operating Officer
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Subscribed and sworn to before me this 15 day of August 2024  
Colby Campbell  
 COLBY CAMPBELL  
 APRIL 12, 2034

- a. Is this an original filing? ..... Yes [ X ] No [ ]  
 b. If no,  
 1. State the amendment number.....  
 2. Date filed .....08/15/2024  
 3. Number of pages attached.....



STATEMENT AS OF JUNE 30, 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 .....	70,743,113		70,743,113	111,508,723
2. Stocks:				
2.1 Preferred stocks .....	3,320,929		3,320,929	3,451,063
2.2 Common stocks .....	1,784,138		1,784,138	4,737,157
3. Mortgage loans on real estate:				
3.1 First liens .....				
3.2 Other than first liens.....				
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances) .....				
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....				
4.3 Properties held for sale (less \$ encumbrances) .....				
5. Cash (\$ ..... 13,059,119 ), cash equivalents (\$ ..... 14,196,044 ) and short-term investments (\$ ..... ) .....	27,255,162		27,255,162	10,917,634
6. Contract loans (including \$ ..... premium notes) .....				
7. Derivatives .....				
8. Other invested assets .....				
9. Receivables for securities .....				
10. Securities lending reinvested collateral assets .....				
11. Aggregate write-ins for invested assets .....				
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	103,103,342		103,103,342	130,614,578
13. Title plants less \$ ..... charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	618,493		618,493	636,058
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	10,468,700		10,468,700	
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....				
15.3 Accrued retrospective premiums (\$ ..... ) and contracts subject to redetermination (\$ ..... ) .....				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....				
16.2 Funds held by or deposited with reinsured companies .....				
16.3 Other amounts receivable under reinsurance contracts .....				
17. Amounts receivable relating to uninsured plans .....				
18.1 Current federal and foreign income tax recoverable and interest thereon ....	2,428,446		2,428,446	504,446
18.2 Net deferred tax asset .....	963,114		963,114	963,114
19. Guaranty funds receivable or on deposit .....				
20. Electronic data processing equipment and software .....	2,157,502	2,157,502		
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	1,137,952	1,137,952		
22. Net adjustment in assets and liabilities due to foreign exchange rates .....				
23. Receivables from parent, subsidiaries and affiliates .....				
24. Health care (\$ ..... ) and other amounts receivable .....	67,513	66,109	1,404	9,767,006
25. Aggregate write-ins for other than invested assets .....	509,825	509,825		
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	121,454,887	3,871,388	117,583,499	142,485,202
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. Total (Lines 26 and 27)	121,454,887	3,871,388	117,583,499	142,485,202
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....				
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)				
2501. Prepaid Expenses .....	509,825	509,825		
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....				
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	509,825	509,825		

**LIABILITIES, CAPITAL AND SURPLUS**

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded) .....	30,204,181		30,204,181	28,288,790
2. Accrued medical incentive pool and bonus amounts .....	475,716		475,716	754,470
3. Unpaid claims adjustment expenses .....	667,951		667,951	627,567
4. Aggregate health policy reserves, including the liability of \$ ..... for medical loss ratio rebate per the Public Health Service Act .....	12,564,212		12,564,212	55,601,514
5. Aggregate life policy reserves .....				
6. Property/casualty unearned premium reserve .....				
7. Aggregate health claim reserves .....				
8. Premiums received in advance .....				
9. General expenses due or accrued .....	28,846,736		28,846,736	8,492,524
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....				
10.2 Net deferred tax liability .....				
11. Ceded reinsurance premiums payable .....				
12. Amounts withheld or retained for the account of others.....				
13. Remittances and items not allocated .....				
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....				
15. Amounts due to parent, subsidiaries and affiliates .....				
16. Derivatives .....				
17. Payable for securities .....				
18. Payable for securities lending .....				
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers, \$ ..... unauthorized reinsurers and \$ ..... certified reinsurers).....				
20. Reinsurance in unauthorized and certified (\$ ..... ) companies .....				
21. Net adjustments in assets and liabilities due to foreign exchange rates .....				
22. Liability for amounts held under uninsured plans .....				
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....	312,535		312,535	339,768
24. Total liabilities (Lines 1 to 23) .....	73,071,331		73,071,331	94,104,633
25. Aggregate write-ins for special surplus funds .....	XXX	XXX		
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		
31. Unassigned funds (surplus) .....	XXX	XXX	36,792,169	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	44,512,169	48,380,569
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	117,583,500	142,485,202
<b>DETAILS OF WRITE-INS</b>				
2301. Deferred Revenue .....	312,535		312,535	339,768
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....				
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	312,535		312,535	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		
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX		
3001. ....	XXX	XXX		
3002. ....	XXX	XXX		
3003. ....	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX		
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX		

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months .....	XXX	90,806	118,824	216,836
2. Net premium income ( including \$ ..... non-health premium income).....	XXX	164,996,174	236,624,583	450,545,717
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	43,037,302	(13,782,464)	(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	4,360,969	11,012,142
7. Aggregate write-ins for other non-health revenues .....	XXX	3,408	170	4,749
8. Total revenues (Lines 2 to 7) .....	XXX	208,839,032	227,203,258	451,457,967
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		117,225,329	122,659,780	243,711,037
10. Other professional services .....		40,251,995	28,693,488	65,614,082
11. Outside referrals .....				
12. Emergency room and out-of-area .....		3,687,547	4,464,838	8,110,580
13. Prescription drugs .....		19,962,854	24,969,243	46,144,290
14. Aggregate write-ins for other hospital and medical .....				1,477,142
15. Incentive pool, withhold adjustments and bonus amounts .....		725,591	784,109	1,351,310
16. Subtotal (Lines 9 to 15) .....		181,853,316	181,571,458	366,408,441
<b>Less:</b>				
17. Net reinsurance recoveries .....				
18. Total hospital and medical (Lines 16 minus 17) .....		181,853,316	181,571,458	366,408,441
19. Non-health claims (net) .....				
20. Claims adjustment expenses, including \$ ..... cost containment expenses .....		1,558,228	1,908,268	3,378,785
21. General administrative expenses .....		33,261,309	33,560,335	68,038,795
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only) .....				
23. Total underwriting deductions (Lines 18 through 22).....		216,672,853	217,040,061	437,826,021
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	(7,833,821)	10,163,197	13,631,946
25. Net investment income earned .....		1,482,594	1,919,081	3,667,984
26. Net realized capital gains (losses) less capital gains tax of \$ .....		(144,224)	(79,632)	(538,621)
27. Net investment gains (losses) (Lines 25 plus 26) .....		1,338,370	1,839,449	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 .....		2,094,470	(641,492)	
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	(4,400,981)	11,361,154	16,761,309
31. Federal and foreign income taxes incurred .....	XXX	(924,000)	2,385,842	3,032,962
32. Net income (loss) (Lines 30 minus 31) .....	XXX	(3,476,981)	8,975,312	13,728,347
<b>DETAILS OF WRITE-INS</b>				
0601. Other Revenue / Expense .....	XXX	802,148	4,360,969	11,012,142
0602. ....	XXX			
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX			
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above) .....	XXX	802,148	4,360,969	11,012,142
0701. Vendor Discounts .....	XXX	3,408	170	4,749
0702. ....	XXX			
0703. ....	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX			
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above) .....	XXX	3,408	170	4,749
1401. ARPA claims .....				1,477,142
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....				
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above) .....				1,477,142
2901. Community Investments .....		2,094,470		
2902. ARPA claims .....			(641,492)	
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....				
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above) .....		2,094,470	(641,492)	

**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.....	48,380,573	60,209,376	60,209,376
34. Net income or (loss) from Line 32.....	(3,476,981)	8,975,312	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 \$.....	(288,275)	720,952	1,213,732
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....			
39. Change in nonadmitted assets.....	(103,146)	(1,960,911)	(3,350,632)
40. Change in unauthorized and certified reinsurance.....			
41. Change in treasury stock.....			
42. Change in surplus notes.....			
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....		(22,305,000)	(22,305,000)
44.2 Transferred from surplus (Stock Dividend).....			
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....			
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....		(1,115,250)	(1,115,250)
47. Aggregate write-ins for gains or (losses) in surplus.....			
48. Net change in capital & surplus (Lines 34 to 47).....	(3,868,402)	(15,684,897)	(11,828,803)
49. Capital and surplus end of reporting period (Line 33 plus 48)	44,512,171	44,524,479	48,380,573
<b>DETAILS OF WRITE-INS</b>			
4701. ....			
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page.....			
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)			

## STATEMENT AS OF JUNE 30, 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
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	154,527,474	194,413,644	408,334,779
2. Net investment income .....	1,568,778	2,319,969	3,807,381
3. Miscellaneous income .....	805,556	4,361,139	11,016,891
4. Total (Lines 1 to 3) .....	156,901,808	201,094,752	423,159,051
5. Benefit and loss related payments .....	170,504,392	185,136,884	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 .....	12,330,471	35,261,550	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	3,165,000	4,701,999
10. Total (Lines 5 through 9) .....	183,834,863	223,563,434	459,492,313
11. Net cash from operations (Line 4 minus Line 10) .....	(26,933,056)	(22,468,682)	(36,333,262)
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	39,992,836	36,524,709	49,277,626
12.2 Stocks .....	3,367,732	4,587	1,052,317
12.3 Mortgage loans .....			
12.4 Real estate .....			
12.5 Other invested assets .....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....			(15,525)
12.7 Miscellaneous proceeds .....			
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	43,360,567	36,529,296	50,314,418
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....		17,832,110	17,832,110
13.2 Stocks .....	12,923	12,132	53,486
13.3 Mortgage loans .....			
13.4 Real estate .....			
13.5 Other invested assets .....			
13.6 Miscellaneous applications .....			
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	12,923	17,844,242	17,885,596
14. Net increase (or decrease) in contract loans and premium notes .....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	43,347,645	18,685,054	32,428,822
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....			
16.2 Capital and paid in surplus, less treasury stock .....		(22,305,000)	(22,305,000)
16.3 Borrowed funds .....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....			
16.5 Dividends to stockholders .....		1,115,250	1,115,250
16.6 Other cash provided (applied) .....	(77,064)	(2,413,260)	(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) .....	(77,064)	(25,833,510)	(26,870,669)
<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) .....	16,337,525	(29,617,139)	(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) .....	27,255,163	12,075,608	10,917,638

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

STATEMENT AS OF JUNE 30, 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											
<b>Total Members at end of:</b>														
1. Prior Year .....	13,655								13,655					
2. First Quarter .....	14,844								14,844					
3. Second Quarter .....	15,334								15,334					
4. Third Quarter .....														
5. Current Year														
6. Current Year Member Months	90,806								90,806					
<b>Total Member Ambulatory Encounters for Period:</b>														
7. Physician .....	85,448								85,448					
8. Non-Physician .....	60,495								60,495					
9. Total	145,943								145,943					
10. Hospital Patient Days Incurred	9,523								9,523					
11. Number of Inpatient Admissions	1,498								1,498					
12. Health Premiums Written (a) .....	164,996,174								164,996,174					
13. Life Premiums Direct .....														
14. Property/Casualty Premiums Written .....														
15. Health Premiums Earned.....	208,033,476								208,033,476					
16. Property/Casualty Premiums Earned														
17. Amount Paid for Provision of Health Care Services.....	178,892,317								178,892,317					
18. Amount Incurred for Provision of Health Care Services	181,853,316								181,853,316					

(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 .....						
2. Comprehensive (hospital and medical) group .....						
3. Medicare Supplement .....						
4. Vision only .....						
5. Dental only .....						
6. Federal Employees Health Benefits Plan .....						
7. Title XVIII - Medicare .....						
8. Title XIX - Medicaid .....	25,751,402	153,460,927	973,191	29,230,994	26,724,593	28,288,789
9. Credit A&H .....						
10. Disability Income .....						
11. Long-term care .....						
12. Other health .....						
13. Health subtotal (Lines 1 to 12) .....	25,751,402	153,460,927	973,191	29,230,994	26,724,593	28,288,789
14. Health care receivables (a) .....						
15. Other non-health .....						
16. Medical incentive pools and bonus amounts .....	859,385	144,960		475,716	859,385	754,470
17. Totals (Lines 13 - 14 + 15 + 16)	26,610,787	153,605,887	973,191	29,706,710	27,583,978	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:

				<b>June 30,</b>	<b>December 31,</b>
				<b>2024</b>	<b>2023</b>
		<b>SSAP #</b>	<b>F/S Page</b>	<b>F/S Line #</b>	
<b>Net Income</b>					
(1)	Empower Healthcare Solutions, LLC, state basis (Page 4, Line 32, Columns 2 & 4)	XXX	XXX	XXX	(\$ 3,476,981) \$ 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	(\$ 3,476,981) \$ 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	\$44,512,171	\$48,380,573
(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	\$44,512,171	\$48,380,573

**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.

## NOTES TO FINANCIAL STATEMENTS

- (7) The Company has no investments in subsidiaries, controlled and affiliated companies.
- (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 June 30, 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 June 30, 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 June 30, 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 June 30, 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 June 30, 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 June 30, 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 at June 30, 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 June 30, 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 June 30, 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 June 30, 2024 or December 31, 2023.

### **O. 5GI Securities**

The Company has no 5GI Securities as of June 30, 2024, or December 31, 2023.

### **P. Short Sales**

The Company did not have any short sales at June 30, 2024, or December 31, 2023.

### **Q. Prepayment Penalty and Acceleration Fees**

The Company had a prepayment penalty and acceleration fees of \$ 0 a n d \$ 7, 1 9 0 at June 30, 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 June 30, 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 June 30, 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. There was no non-admitted accrued investment income at June 30, 2024, and December 31, 2023.

## **8. Derivative Instruments**

The Company had no derivative instruments at June 30, 2024, or December 31, 2024

## **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

The Company has no transactions with related parties that are not reported on Schedule Y.

#### D. Amounts Due to or from Related Parties

At June 30, 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 \$732,947 and \$1,995,307 for the period ended June 30, 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.

## NOTES TO FINANCIAL STATEMENTS

### **H. - O.**

No significant change.

### **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.

## NOTES TO FINANCIAL STATEMENTS

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

#### A. Outstanding Shares

On February 4, 2022, the Company issued a Common Interest to TSCFI EP LLC in the amount of \$7,695,000.

#### B. Preferred Stock

On February 4, 2022, the Company issued a Preferred Interest to TSCFI EP LLC in the amount of \$22,305,000.

#### 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. Maximum Ordinary Dividend

Within the limitations of (C) above, the Company may pay \$16,761,309 in ordinary dividends during 2023 without restrictions, other than state notification requirements.

#### F. - 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.

## NOTES TO FINANCIAL STATEMENTS

### **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 June 30, 2024, and December 31, 2023, there were no wash sales involving securities with an NAIC designation of 3 or below or unrated.

### **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 June 30, 2024

Description for each class of asset or liability	Level 1	Level 2	Level 3	Net Asset Value NAV	Total
a. Assets at fair value					
Perpetual preferred stock					
Industrial and misc	\$ —	\$3,143,057	\$ —	\$ —	\$3,143,057
Total perpetual preferred stocks	\$ —	\$3,143,057	\$ —	\$ —	\$3,143,057
Redeemable preferred stock					
Industrial and misc	\$ —	\$ —	\$ —	\$ —	\$ —
Total redeemable preferred stocks	\$ —	\$ —	\$ —	\$ —	\$ —
Bonds					
U.S. governments	\$ —	\$ —	\$ —	\$ —	\$ —
Industrial and misc	\$ —	\$ —	\$ —	\$ —	\$ —
Total Bonds	\$ —	\$ —	\$ —	\$ —	\$ —
Common stock					
Industrial and misc	\$1,784,138	\$ —	\$ —	\$ —	\$1,784,138
Total common stocks	\$1,784,138	\$ —	\$ —	\$ —	\$1,784,138
Cash Equivalents					
U.S. governments, Industrial and misc money market funds	\$14,196,044	\$ —	\$ —	\$ —	\$14,196,044
Total cash equivalents	\$14,196,044	\$ —	\$ —	\$ —	\$14,196,044
Total Assets at fair value / NAV	\$15,980,183	\$3,143,057	\$ —	\$ —	\$19,123,240

## B. Fair Value Measurements Under Other Accounting Pronouncements

Not applicable at June 30, 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
Bond	\$ 66,492,805	\$ 70,743,113	\$ 9,670,306	\$ 56,822,500	\$ -	\$ -	\$ -
Redeemable Preferred Stocks	\$ 148,126		\$ -	\$ 148,126	\$ -	\$ -	\$ -
		\$ 177,871					
Perpetual preferred stock	\$ 3,143,057	\$ 3,143,057	\$ -	\$ 3,143,057	\$ -	\$ -	\$ -
Common stock	\$ 1,784,138	\$ 1,784,138	\$ 1,784,138	\$ -	\$ -	\$ -	\$ -
Short term investments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Cash and cash equivalents	\$ 14,196,044	\$ 14,196,044	\$ 14,196,044	\$ -	\$ -	\$ -	\$ -
	<u>\$ 85,764,172</u>	<u>\$ 90,044,224</u>	<u>\$ 25,650,488</u>	<u>\$ 60,113,684</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**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 August 15, 2024, for the statutory statement issued on August 15, 2024. No events occurred subsequent to June 30, 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 June 30, 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 [ ]
- 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: ..... \$ .....
13. Amount of real estate and mortgages held in short-term investments: ..... \$ .....
- 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 .....	\$ .....	\$ 70,743,113
14.22 Preferred Stock .....	\$ .....	\$ 3,320,929
14.23 Common Stock .....	\$ .....	\$ 1,784,138
14.24 Short-Term Investments .....	\$ .....	\$ 27,255,162
14.25 Mortgage Loans on Real Estate .....	\$ .....	\$ .....
14.26 All Other .....	\$ .....	\$ .....
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....	\$ .....	\$ 103,103,342
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....	\$ .....	\$ .....

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes [  ] No [  ]
- 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. .... \$ .....
- 16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 ..... \$ .....
- 16.3 Total payable for securities lending reported on the liability page. .... \$ .....

STATEMENT AS OF JUNE 30, 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 [ X ] No [ ]
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
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 [ X ]

- 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 [ X ] 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 [ X ] 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	2	3	4	5
Central Registration Depository Number	Name of Firm or Individual	Legal Entity Identifier (LEI)	Registered With	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 [ X ] 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 [ X ]

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 [ X ]

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 [ X ]

# GENERAL INTERROGATORIES

## PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent .....87.4 %
  - 1.2 A&H cost containment percent ..... 0.8 %
  - 1.3 A&H expense percent excluding cost containment expenses ..... 16.0 %
- 2.1 Do you act as a custodian for health savings accounts? ..... Yes [  ] No [  ]
- 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 [  ]
- 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 [  ]
- 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 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								
2. Alaska	AK	N								
3. Arizona	AZ	N								
4. Arkansas	AR	L		164,996,174					164,996,174	
5. California	CA	N								
6. Colorado	CO	N								
7. Connecticut	CT	N								
8. Delaware	DE	N								
9. District of Columbia	DC	N								
10. Florida	FL	N								
11. Georgia	GA	N								
12. Hawaii	HI	N								
13. Idaho	ID	N								
14. Illinois	IL	N								
15. Indiana	IN	N								
16. Iowa	IA	N								
17. Kansas	KS	N								
18. Kentucky	KY	N								
19. Louisiana	LA	N								
20. Maine	ME	N								
21. Maryland	MD	N								
22. Massachusetts	MA	N								
23. Michigan	MI	N								
24. Minnesota	MN	N								
25. Mississippi	MS	N								
26. Missouri	MO	N								
27. Montana	MT	N								
28. Nebraska	NE	N								
29. Nevada	NV	N								
30. New Hampshire	NH	N								
31. New Jersey	NJ	N								
32. New Mexico	NM	N								
33. New York	NY	N								
34. North Carolina	NC	N								
35. North Dakota	ND	N								
36. Ohio	OH	N								
37. Oklahoma	OK	N								
38. Oregon	OR	N								
39. Pennsylvania	PA	N								
40. Rhode Island	RI	N								
41. South Carolina	SC	N								
42. South Dakota	SD	N								
43. Tennessee	TN	N								
44. Texas	TX	N								
45. Utah	UT	N								
46. Vermont	VT	N								
47. Virginia	VA	N								
48. Washington	WA	N								
49. West Virginia	WV	N								
50. Wisconsin	WI	N								
51. Wyoming	WY	N								
52. American Samoa	AS	N								
53. Guam	GU	N								
54. Puerto Rico	PR	N								
55. U.S. Virgin Islands	VI	N								
56. Northern Mariana Islands	MP	N								
57. Canada	CAN	N								
58. Aggregate Other Aliens	OT	XXX								
59. Subtotal		XXX		164,996,174					164,996,174	
60. Reporting Entity Contributions for Employee Benefit Plans		XXX								
61. Totals (Direct Business)		XXX		164,996,174					164,996,174	
DETAILS OF WRITE-INS										
58001.		XXX								
58002.		XXX								
58003.		XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page		XXX								
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)		XXX								

(a) Active Status Counts:

- |  |   |
|--|---|
| 1. L - Licensed or Chartered - Licensed insurance carrier or domiciled RRG..... 1                  | 4. Q - Qualified - Qualified or accredited reinsurer.....                     |
| 2. R - Registered - Non-domiciled RRGs.....  | 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..... |   |

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

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**NONE**



# 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. ....	YES
--	-----

Explanation:

1. Does not apply.

Bar Code:

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



**NONE**

STATEMENT AS OF JUNE 30, 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 .....	12,923	17,885,596
3. Accrual of discount .....	41,759	412,453
4. Unrealized valuation increase/(decrease) .....	(288,276)	1,098,150
5. Total gain (loss) on disposals .....	(144,224)	(523,096)
6. Deduct consideration for bonds and stocks disposed of .....	43,360,567	50,329,943
7. Deduct amortization of premium .....	110,377	429,636
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees .....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10) .....	75,848,181	119,696,944
12. Deduct total nonadmitted amounts .....		
13. Statement value at end of current period (Line 11 minus Line 12)	75,848,181	119,696,944

STATEMENT AS OF JUNE 30, 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
<b>BONDS</b>								
1. NAIC 1 (a) .....	76,450,307		5,675,000	(32,193)	76,450,307	70,743,113		114,476,367
2. NAIC 2 (a) .....								
3. NAIC 3 (a) .....								
4. NAIC 4 (a) .....								
5. NAIC 5 (a) .....								
6. NAIC 6 (a) .....								
7. Total Bonds	76,450,307		5,675,000	(32,193)	76,450,307	70,743,113		114,476,367
<b>PREFERRED STOCK</b>								
8. NAIC 1 .....								
9. NAIC 2 .....	2,087,032			(79,949)	2,087,032	2,007,083		2,107,152
10. NAIC 3 .....	1,361,794		74,860	(58,221)	1,361,794	1,228,713		1,263,268
11. NAIC 4 .....	88,124			(2,992)	88,124	85,132		80,644
12. NAIC 5 .....								
13. NAIC 6 .....								
14. Total Preferred Stock	3,536,951		74,860	(141,162)	3,536,951	3,320,929		3,451,063
15. Total Bonds and Preferred Stock	79,987,257		5,749,860	(173,355)	79,987,257	74,064,042		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 \$ ..... ; NAIC 2 \$ ..... ; NAIC 3 \$ ..... NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

S102

## SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
770999999 Totals		xxx			

## 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 .....		17,314,360
3. Accrual of discount .....	32,357	238,466
4. Unrealized valuation increase/(decrease) .....		
5. Total gain (loss) on disposals .....		(8,335)
6. Deduct consideration received on disposals .....	3,000,000	17,173,323
7. Deduct amortization of premium .....		6,308
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....		2,967,643
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)		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 .....	99,448,629	100,659,234
3. Accrual of discount .....		123,592
4. Unrealized valuation increase/(decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	85,453,371	116,057,392
7. Deduct amortization of premium .....		
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	14,196,044	200,786
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11)	14,196,044	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**



STATEMENT AS OF JUNE 30, 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	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	
..912828-17-1	US TREASURY N/B 2.125 3/31/2024		04/01/2024	MATURITY		1,675,000	1,675,000	1,757,132	1,682,251		(7,251)		(7,251)		1,675,000				17,797	03/31/2024	1.A	
0109999999. Subtotal - Bonds - U.S. Governments						1,675,000	1,675,000	1,757,132	1,682,251		(7,251)		(7,251)		1,675,000				17,797	XXX	XXX	
..313491-17-2	FREDDIE MAC 0.375 4/8/2024		04/08/2024	MATURITY		4,000,000	4,000,000	4,000,000	4,000,000						4,000,000				7,500	04/08/2024	1.A	
0909999999. Subtotal - Bonds - U.S. Special Revenues						4,000,000	4,000,000	4,000,000	4,000,000						4,000,000				7,500	XXX	XXX	
2509999997. Total - Bonds - Part 4						5,675,000	5,675,000	5,757,132	5,682,251		(7,251)		(7,251)		5,675,000				25,297	XXX	XXX	
2509999998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
2509999999. Total - Bonds						5,675,000	5,675,000	5,757,132	5,682,251	XXX	(7,251)	XXX	(7,251)	XXX	5,675,000				25,297	XXX	XXX	
..381488-10-8	GOLDMAN SACHS GROUP INC 6.375%		05/17/2024	REDEMPTION		64,000	25.00	74,860	64,691	10,169			10,169		74,860		(10,860)	(10,860)	10,314		3.A FE	
4019999999. Subtotal - Preferred Stocks - Industrial and Miscellaneous (Unaffiliated) Perpetual Preferred						64,000	XXX	74,860	64,691	10,169			10,169		74,860		(10,860)	(10,860)	10,314	XXX	XXX	
4509999997. Total - Preferred Stocks - Part 4						64,000	XXX	74,860	64,691	10,169			10,169		74,860		(10,860)	(10,860)	10,314	XXX	XXX	
4509999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
4509999999. Total - Preferred Stocks						64,000	XXX	74,860	64,691	10,169			10,169		74,860		(10,860)	(10,860)	10,314	XXX	XXX	
5989999997. Total - Common Stocks - Part 4							XXX													XXX	XXX	
5989999998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
5989999999. Total - Common Stocks							XXX													XXX	XXX	
5999999999. Total - Preferred and Common Stocks						64,000	XXX	74,860	64,691	10,169			10,169		74,860		(10,860)	(10,860)	10,314	XXX	XXX	
6009999999 - Totals						5,739,000	XXX	5,831,992	5,746,942	10,169	(7,251)		2,918		5,749,860		(10,860)	(10,860)	35,611	XXX	XXX	

E05

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

**N O N E**

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

**N O N E**

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

**N O N E**

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

**N O N E**

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

**N O N E**

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

**N O N E**

Schedule 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 JUNE 30, 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	
Simmons Bank 5461 ..... Simmons Bank .....					1,250,000	1,251,199	1,250,000	.XXX.
Simmons Bank 9270 ..... Simmons Bank .....			3,622	.850	234,439	410,876	314,726	.XXX.
Simmons Bank AP 7603 ..... Simmons Bank .....					(10,700)	(5,150)	(3,503)	.XXX.
Simmons Bank Claims 7492 ..... Simmons Bank .....								.XXX.
Simmons Bank Payroll 7255 ..... Simmons Bank .....					2,337	72,296	(2,105)	.XXX.
Simmons Bank ICS 1744 ..... Simmons Bank .....								.XXX.
Simmons Bank ICS 1839 ..... Simmons Bank .....			173,305	77,823	10,000,000	7,071,635	11,500,000	.XXX.
0199998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX						XXX
0199999. Totals - Open Depositories	XXX	XXX	176,927	78,673	11,476,076	8,800,856	13,059,118	XXX
0299998. Deposits in ... depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX						XXX
0299999. Totals - Suspended Depositories	XXX	XXX						XXX
0399999. Total Cash on Deposit	XXX	XXX	176,927	78,673	11,476,076	8,800,856	13,059,118	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
.....								
.....								
.....								
.....								
.....								
0599999. Total - Cash	XXX	XXX	176,927	78,673	11,476,076	8,800,856	13,059,118	XXX

STATEMENT AS OF JUNE 30, 2024 OF THE EMPOWER HEALTHCARE SOLUTIONS LLC

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8	9
CUSIP	Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
0109999999	Total - U.S. Government Bonds							
0309999999	Total - All Other Government Bonds							
0509999999	Total - U.S. States, Territories and Possessions Bonds							
0709999999	Total - U.S. Political Subdivisions Bonds							
0909999999	Total - U.S. Special Revenues Bonds							
1109999999	Total - Industrial and Miscellaneous (Unaffiliated) Bonds							
1309999999	Total - Hybrid Securities							
1509999999	Total - Parent, Subsidiaries and Affiliates Bonds							
1909999999	Subtotal - Unaffiliated Bank Loans							
2419999999	Total - Issuer Obligations							
2429999999	Total - Residential Mortgage-Backed Securities							
2439999999	Total - Commercial Mortgage-Backed Securities							
2449999999	Total - Other Loan-Backed and Structured Securities							
2459999999	Total - SVO Identified Funds							
2469999999	Total - Affiliated Bank Loans							
2479999999	Total - Unaffiliated Bank Loans							
2509999999	Total Bonds							
60934N-10-4	FEDERAL GOVT OBLIGATIONS FD		06/03/2024	0.000		14,145,409	60,163	182,409
RJBDPO-00-3	RAYMOND JAMES BANK DEPOSIT PROGRAM		06/30/2024	0.000		50,636		1,019
8309999999	Subtotal - All Other Money Market Mutual Funds					14,196,044	60,163	183,428
8609999999	Total Cash Equivalents					14,196,044	60,163	183,428

E14