

QUARTERLY STATEMENT

OF THE

LIBERTY DENTAL PLAN OF ARKANSAS, INC.

of ARKANSAS

in the state of ARKANSAS

TO THE

Insurance Department

OF THE

STATE OF

STATE OF ARKANSAS

FOR THE QUARTER ENDED

March 31, 2024

HEALTH

2024



17625202420100101

QUARTERLY STATEMENT

AS OF MARCH 31, 2024
OF THE CONDITION AND AFFAIRS OF THE

LIBERTY Dental Plan of Arkansas, Inc

NAIC Group Code 4692 (Current Period) 4692 (Prior Period) NAIC Company Code 17825 Employer's ID Number 87-2048631

Organized under the Laws of ARKANSAS State of Domicile or Port of Entry AR

Country of Domicile US

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

Incorporated/Organized Statutory Home Office 1730 FLIGHT WAY, SUITE 125 (Street and Number) TUSTIN, CA US 92782 (City or Town, State, Country and Zip Code) Commenced Business February 26, 2024

Main Administrative Office 1730 FLIGHT WAY, SUITE 125 (Street and Number) TUSTIN, CA US 92782 (City or Town, State, Country and Zip Code) (888) 273-2997 (Area Code) (Telephone Number)

Mall Address 1730 FLIGHT WAY, SUITE 125 (Street and Number or P.O. Box) TUSTIN, CA US 92782 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1730 FLIGHT WAY, SUITE 125 (Street and Number) TUSTIN, CA US 92782 (City or Town, State, Country and Zip Code) (888) 273-2997 (Area Code) (Telephone Number)

Internet Website Address www.libertydentalplan.com

Statutory Statement Contact MAJA KARABEG (Name) (949) 271-3945 (Area Code) (Telephone Number) (Extension) majak@libertydentalplan.com (E-Mail Address) (949) 270-0102 (Fax Number)

OFFICERS

	Name	Title
1.	Tom Choate	CEO
2.	Steve Sohn	Vice President & Secretary
3.	Maja Karabeg	Vice President

VICE-PRESIDENTS

Name	Title	Name	Title
Steve Sohn	Vice President	Maja Karabeg	Vice President

DIRECTORS OR TRUSTEES

Steve Sohn			

State of CALIFORNIA
County of ORANGE 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.

(Signature) <u>Tom Choate</u> (Printed Name) 1. CEO (Title)	(Signature) <u>Steve Sohn</u> (Printed Name) 2. Vice President & Secretary (Title)	(Signature) <u>Maja Karabeg</u> (Printed Name) 3. Vice President (Title)
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Subscribed and sworn to before me this _____ day of _____, 2024

see attached Surat

a. Is this an original filing? Yes No

b. If no: 1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

CALIFORNIA JURAT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of CALIFORNIA
County of ORANGE

Subscribed and sworn to (or affirmed) before me on this 16th day of May 2024, by
MAJA KARABEG and **STEVE SOHN**, proved to me on the basis of satisfactory
evidence to be the persons who appeared before me.



Seal

Susan Leigh Miller
Susan Leigh Miller, Notary Public

-----OPTIONAL-----

Description of Attached Document: Quarterly Statement as of March 31, 2024

Signer's Name: Steve Sohn

Signer's Name: Maja Karabeg

Title: Vice President/Secretary

Title: Vice President

Signer is Representing: LIBERTY Dental Plan of Arkansas, Inc.

Signer is Representing: LIBERTY Dental Plan of Arkansas, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds				
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$ 0 encumbrances)				
4.2 Properties held for the production of income (less \$ 0 encumbrances)				
4.3 Properties held for sale (less \$ 0 encumbrances)				
5. Cash (\$ 200,011), cash equivalents (\$ 0), and short-term investments (\$ 0)	200,011		200,011	
6. Contract loans (including \$ 0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	200,011		200,011	
13. Title plants less \$ 0 charged off (for Title insurers only)				
14. Investment income due and accrued				
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection				
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums (\$ 0) and contracts subject to redetermination (\$ 0)				
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				
18.2 Net deferred tax asset				
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets (\$ 0)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				
24. Health care (\$ 0) and other amounts receivable				
25. Aggregate write-ins for other-than-invested assets				
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	200,011		200,011	
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	200,011		200,011	

DETAILS OF WRITE-IN LINES				
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.				
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)				

NONE

NONE

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 0 reinsurance ceded)				
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses				
4. Aggregate health policy reserves, including the liability of \$ 0 for medical loss ratio rebate per the Public Health Service Act				
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				
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 0 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 \$ 0 current) and interest thereon \$ 0 (including \$ 0 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 \$ 0 authorized reinsurers, \$ 0 unauthorized reinsurers, and \$ 0 certified reinsurers)				
20. Reinsurance in unauthorized and certified (\$ 0) companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans				
23. Aggregate write-ins for other liabilities (including \$ 0 current)				
24. Total liabilities (Lines 1 to 23)				
25. Aggregate write-ins for special surplus funds	X X X	X X X		
26. Common capital stock	X X X	X X X		
27. Preferred capital stock	X X X	X X X		
28. Gross paid in and contributed surplus	X X X	X X X	200,000	
29. Surplus notes	X X X	X X X		
30. Aggregate write-ins for other than special surplus funds	X X X	X X X		
31. Unassigned funds (surplus)	X X X	X X X	11	
32. Less treasury stock, at cost:				
32.1 0 shares common (value included in Line 26 \$ 0)	X X X	X X X		
32.2 0 shares preferred (value included in Line 27 \$ 0)	X X X	X X X		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	200,011	
34. Total liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	200,011	

DETAILS OF WRITE-IN LINES				
2301.				
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)				
2501.	X X X	X X X		
2502.	X X X	X X X		
2503.	X X X	X X X		
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X		
3001.	X X X	X X X		
3002.	X X X	X X X		
3003.	X X X	X X X		
3098. Summary of remaining write-ins for Line 30 from overflow page				
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year	Prior Year Ended
	To Date		To Date	December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	X X X			
2. Net premium income (including \$ 0 non-health premium income)	X X X			
3. Change in unearned premium reserves and reserve for rate credits	X X X			
4. Fee-for-service (net of \$ 0 medical expenses)	X X X			
5. Risk revenue	X X X			
6. Aggregate write-ins for other health care related revenues	X X X			
7. Aggregate write-ins for other non-health revenues	X X X			
8. Total revenues (Lines 2 to 7)	X X X			
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services				
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs				
14. Aggregate write-ins for other hospital and medical				
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)				
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)				
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 0 cost containment expenses				
21. General administrative expenses				
22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only)				
23. Total underwriting deductions (Lines 18 through 22)				
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X			
25. Net investment income earned		11		
26. Net realized capital gains (losses) less capital gains tax of \$ 0				
27. Net investment gains (losses) (Lines 25 plus 26)		11		
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 0) (amount charged off \$ 0)]				
29. Aggregate write-ins for other income or expenses				
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	11		
31. Federal and foreign income taxes incurred	X X X			
32. Net income (loss) (Lines 30 minus 31)	X X X	11		

DETAILS OF WRITE-IN LINES				
0601.		X X X		
0602.	NONE	X X X		
0603.		X X X		
0698. Summary of remaining write-ins for Line 06 from overflow page		X X X		
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 06 above)		X X X		
0701.		X X X		
0702.	NONE	X X X		
0703.		X X X		
0798. Summary of remaining write-ins for Line 07 from overflow page		X X X		
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 07 above)		X X X		
1401.		NONE		
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)				
2901.	NONE			
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year			
34. Net income or (loss) from Line 32	11		
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ 0			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets			
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	200,000		
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Lines 34 to 47)	200,011		
49. Capital and surplus end of reporting period (Line 33 plus 48)	200,011		

DETAILS OF WRITE-IN LINES			
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)			

NONE

CASH FLOW

	1	2	3
Cash from Operations	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
1. Premiums collected net of reinsurance			
2. Net investment income	11		
3. Miscellaneous income			
4. Total (Lines 1 to 3)	11		
5. Benefit and loss related payments			
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions			
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ 0 tax on capital gains (losses)			
10. Total (Lines 5 through 9)			
11. Net cash from operations (Line 4 minus Line 10)	11		
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds			
12.2 Stocks			
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains (or losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Lines 12.1 to 12.7)			
13. Cost of investments acquired (long-term only):			
13.1 Bonds			
13.2 Stocks			
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)			
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)			
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock	200,000		
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)			
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	200,000		
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)	200,011		
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year			
19.2 End of period (Line 18 plus Line 19.1)	200,011		

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

20.0001			
20.0002			
20.0003			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 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														
2. First Quarter														
3. Second Quarter														
4. Third Quarter														
5. Current Year														
6. Current Year Member Months														
Total Member Ambulatory Encounters for Period:														
7. Physician														
8. Non-Physician														
9. Totals														
10. Hospital Patient Days Incurred														
11. Number of Inpatient Admissions														
12. Health Premiums Written (a)														
13. Life Premiums Direct														
14. Property/Casualty Premiums Written														
15. Health Premiums Earned														
16. Property/Casualty Premiums Earned														
17. Amount Paid for Provision of Health Care S														
18. Amount Incurred for Provision of Health Car														

NONE

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

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 Dec. 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						
9. Credit A&H						
10. Disability Income		NONE				
11. Long-term care						
12. Other health						
13. Health subtotal (Lines 1 to 12)						
14. Health care receivables (a)						
15. Other non-health						
16. Medical incentive pools and bonus amounts						
17. Totals (Lines 13 - 14 + 15 + 16)						

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

NOTES TO FINANCIAL STATEMENTS

ORGANIZATION

LIBERTY Dental Plan of Arkansas, Inc. (the “Company”) is an Arkansas Corporation. It was formed on July 29, 2021. The Company is a wholly owned subsidiary of LIBERTY Dental Plan Corporation (“Corp”), a Delaware corporation. The Company was organized to engage in the business of dental health care insurance and administration. Pursuant to a certificate of authority issued February 26, 2024 by Arkansas Insurance Department (the “Department”), the Company is licensed as a Health Maintenance Organization (HMO) under Arkansas’ Insurance Code. The Company’s license is Limited to Dental Medicaid business.

LIBERTY Dental Plan Corporation (the “Corp”) is a Delaware Corporation originally formed on January 18, 2007 as a California corporation (“LDPCC”). On January 20, 2009, the Company re-domesticated as a Nevada corporation via a short-form merger and later again re-domesticated on May 20, 2019 as a Delaware corporation via a short-form merger.

On January 3rd, 2023, Project Freedom Parent, Inc., a Delaware corporation (“PF, Inc.”), acquired LIBERTY Dental Plan Corporation and its subsidiaries (collectively, “LIBERTY”). PF, Inc. is wholly owned by an intermediate parent, Project Freedom Holdings, Inc., a Delaware corporation (“PFH, Inc.”), which is wholly owned by the ultimate parent, Project Freedom Holdings, LLC, a Delaware limited liability company (“PFH, LLC”) (collectively, the “Project Freedom Companies”). The Project Freedom Companies were formed for the sole purpose of facilitating the acquisition of LIBERTY.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices:

The Company prepares its statutory-basis financial statements in conformity with accounting practices prescribed or permitted by the Department, which represents a comprehensive basis of accounting other than accounting principles generally accepted in the United States. The Department requires insurance companies domiciled in Arkansas to prepare their statutory-basis financial statements in accordance with the Codified National Association of Insurance Commissioners’ Statements of Statutory Accounting Principles (“NAIC SAP”), subject to any deviations prescribed or permitted by the Department.

The 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 Arkansas insurance laws and regulations. NAIC SAP has been adopted as a component of prescribed or permitted practices by the state of Arkansas. The State’s prescribed accounting practices do not differ significantly from 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:

NOTES TO FINANCIAL STATEMENTS

NET INCOME

		F/S	F/S		
	SSAP #	Page	Line #	2024	2023
01. Liberty Dental Plan of Oklahoma, Inc. state basis (Page 4, Line 32, Columns 2)	XXX	XXX	XXX	11	0
02. State Prescribed Practices that are an increase/(decrease) from NAIC SAP:					

		F/S	F/S		
Details of Depreciation of Fixed Assets	SSAP #	Page	Line #	2024	2023
Totals (Lines 01A0201 through 01A0225)				0	0

03. State Permitted Practices that are an increase/(decrease) from NAIC SAP:

		F/S	F/S		
Details of Depreciation of Home Office Property	SSAP #	Page	Line #	2024	2023
Totals (Lines 01A0301 through 01A0325)				0	0

04. NAIC SAP	(1 - 2 - 3 = 4)		XXX	XXX	XXX	11	0
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SURPLUS

		F/S	F/S		
	SSAP #	Page	Line #	2024	2023
05. Liberty Dental Plan of Oklahoma, Inc. state basis (Page 3, Line 33, Columns 3)	XXX	XXX	XXX	200,011	0
06. State Prescribed Practices that are an increase/(decrease) from NAIC SAP:					

		F/S	F/S		
e.g., Goodwill, net, Fixed Assets, Net	SSAP #	Page	Line #	2024	2023
Totals (Lines 01A0601 through 01A0625)				0	0

07. State Permitted Practices that are an increase/(decrease) from NAIC SAP:

		F/S	F/S		
Home Office Property	SSAP #	Page	Line #	2024	2023
Totals (Lines 01A0701 through 01A0725)				0	0

08. NAIC SAP	(5 - 6 - 7 = 8)		XXX	XXX	XXX	200,011	0
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B. Use of Estimates in the Preparation of the Financial Statements:

The preparation of financial statements in conformity with National Association of Insurance Commissioners' Annual Statement Instructions and Accounting Practices requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Significant estimates made in preparing the financial statements include contract receivable realization and liability for unpaid claims.

NOTES TO FINANCIAL STATEMENTS

C. Accounting Policy:

At present, Corp's licensed subsidiaries employs the following accounting policies in its insurance operations. At present, most are not applicable pending the Company beginning operations in Arkansas:

- (1) Short-term investments are stated at cost basis. The Company does not use fair value.
- (2) Investments in bonds and mandatory redeemable preferred stock are reported at amortized cost, except in cases where NAIC designation requires them to be carried at the lower of amortized cost or fair value; for GAAP, such fixed maturity investments would be designated at purchase as held-to-maturity, trading, or available-for-sale. Held-to-maturity fixed maturity investments would be reported at amortized cost, and the remaining fixed maturity investments would be reported at fair value with unrealized holding gains and losses reported in operations for those designated as trading and as a separate component of stockholder's equity for those designated as available-for sale.- No applicable.
- (3) Common stock is stated at par value.
- (4) Basis of preferred stocks – Not applicable.
- (5) Valuation basis of the mortgage loans – Not applicable.
- (6) Basis of loan-backed securities – Not applicable.
- (7) Accounting policies of the Company with respect to investments in subsidiaries, controlled and affiliated entities – Not applicable.
- (8) Accounting policies of the reporting entity with respect to investments in joint ventures, partnerships and limited liability companies – Not applicable.
- (9) Accounting policy for derivatives – Not applicable.
- (10) The Company utilizes anticipated investment income as a factor in the premium deficiency calculation.
- (11) Liabilities for losses and loss/claim adjustment expenses: The Company establishes reserves for future non-reported claim liability anticipated to be billed to the Company under SSAP No. 55, "Unpaid Claims, Losses and Loss Adjustment Expenses." Accordingly, reserves are developed by the Company's management based on estimated claim historical experience. Such liabilities are necessarily based on assumptions and estimates and while management believed the amount is adequate, the ultimate liability may be in excess or less than the amount provided. The methods for making such estimates and for establishing the resulting liabilities are continually reviewed and any adjustments are reflected in the period determined. Claims adjustment expenses are calculated using the ratio of claims adjudication costs to total claims expense. (Capitation expense is excluded from this calculation, as it is not subject to adjudication processes) – Not applicable.
- (12) The Company has not modified its capitalization policy from the prior periods.
- (13) Pharmaceutical rebate receivables – Not applicable. This is a dental-only company.

Other accounting policies:

Nonadmitted assets: Certain assets designated as "nonadmitted assets" are excluded from the accompanying balance sheets and are charged directly to capital and surplus. Nonadmitted assets consist principally of certain receivables, principle receivables over 90 days old, certain property and equipment, prepaid expenses, and other assets not specifically identified as an admitted asset within the NAIC Accounting Practices and Procedure Manual. Under GAAP, these assets are included in the balance sheet.

Deferred income taxes: Deferred tax assets and liabilities are recognized and deferred tax assets are admitted based on prescribed limitations. Changes in deferred tax assets and liabilities are recorded as a direct credit or charge to accumulated deficit. Not presently applicable.

NOTES TO FINANCIAL STATEMENTS

Acquisition expenses: Acquisition expenses, including commissions and other costs related to acquiring new and renewal business, are charged to operations and incurred rather than being deferred and amortized based on the premium-paying period of the related insurance policies or estimated gross profits as required by GAAP. Not presently applicable.

Statements of cash flow: The cash flow statements are prepared in conformity with statutory accounting practices and, therefore, are not prepared in accordance with GAAP.

The effects of the foregoing variances from GAAP on the accompanying statutory-basis financial statements have been determined and are material.

Cash and Cash Equivalents: Consistent with Statement of Statutory Accounting Principle ("SSAP") No. 2 "Cash, Drafts, and Short-term Investments," the company considers cash equivalents to be all highly liquid debt instruments purchased with an original maturity date of three (3) months or less which are readily convertible to cash.

Income Taxes: The company accounts for income taxes under ASC Topic 740, "Accounting for Income Taxes" and SSAP No. 101 "Income Taxes". Under SSAP No. 101, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to be recovered to settle. A valuation allowance is provided for significant deferred tax assets when it is more likely than not such assets will not be recovered. Not presently applicable.

Revenue Recognition: The Company recognizes premium revenues in the period in which enrollees are entitled to service. Premium revenue is billed and payable by the member prior to the effective month of service. Premiums recorded, but not earned, are classified as premiums paid in advance. The company maintains allowances for premium retroactivity and bad debts based on historical experience, and management's evaluation of outstanding premium receivable. Not presently applicable.

Concentration of Credit Risk: The Company maintains its cash in bank deposit accounts which at times may exceed federally insured limits. Management periodically evaluates the credit worthiness of its primary depositories. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and cash equivalents.

Regulatory Requirements: The Department has mandated that Company will have a statutory deposit pursuant to Arkansas code Section 23-76-118. This requires the Company to maintain, on deposit with the Commissioner, securities eligible under 23-63-903, with a market value equal to or greater than \$100,000. As of March 31, 2024, the company had a Certificate of Deposit in the amount of \$100,000, with an interest rate of 4.70% and a maturity date of January 26, 2025. Centennial Bank Trust is acting as custodian for the Department.

The Company has limited Dental Medicaid HMO license. The Company just obtained the license in February 2024 and has not started operations. The Company has not written any insurance business. Pursuant to section 23-76-108 Company's Minimum requirement net worth, to obtain certificate of authority shall be \$100,000. As of March 31, 2024, the Company's TAC is \$200,011. Company met the requirement.

Pursuant to section 23-63-205, if Arkansas law does not specify the minimum capital or surplus for specific insurance, then the Commissioner shall establish a minimum capital or surplus of no less than \$500,000. The Company has limited Dental Medicaid HMO license. The Commissioner established a minimum. The Company's

NOTES TO FINANCIAL STATEMENTS

combined capital and surplus shall be no less than \$1,500,000 prior to writing any insurance business and at all times thereafter. The Company will receive capital contributions, as required, prior to writing any insurance business.

Arkansas insurance companies are subject to the Risk Based Capital (“RBC”) Act. The Commissioner established a requirement is 300% of the RBC Authorized Control Level (“ACL”) as calculated by the Annual RBC Statement. As of March 31, 2024, the Company is newly licensed and has not begun operations. There was no 2023 RBC Statement, so the Company has not established an ACL as yet. A very small ACL might result from its cash and CD balance total of \$200,011, but it would be well below the Company’s current capital and surplus of \$200,011. The Company’s ACL will remain immaterial until it begins operations which generate revenue and claims activity.

D. Going Concern:

This is a new company, recently chartered in Arkansas. As a result, going concern is not yet a consideration for the Company.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

The Company had no significant changes in accounting policy or practice, nor prior period corrections of errors during 2024. Not presently applicable.

3. BUSINESS COMBINATIONS AND GOODWILL

The Company was not involved in any business combination activity in 2024.

4. DISCONTINUED OPERATIONS

The Company had no discontinued operations during 2024, nor does it plan to discontinue any part of its operations in the foreseeable future.

5. INVESTMENTS

- A. Mortgage Loans, including Mezzanine Real Estate Loans – The Company holds no mortgage loans.
- B. Debt Restructuring – The Company has no restructured debt.
- C. Reverse Mortgages – The Company holds no reverse mortgages.
- D. Loan-Backed Securities– The Company has no loan backed securities.
- E. Dollar Repurchase Agreements and/or Securities Lending Transactions – The Company has no repurchase agreements or security lending transactions.
- F. Repurchase Agreements Transactions Accounted for as Secured Borrowing – The Company has no repurchase agreement transactions accounted for as secured borrowing.
- G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing – The Company has no reverse repurchase agreement transactions accounted for as secured borrowing.
- H. Repurchase Agreements Transactions Accounted for as a Sale – The Company has no repurchase agreement transactions accounted for as a sale.
- I. Reverse Repurchase Agreements Transactions Accounted for as a Sale – The Company has no reverse repurchase agreement transactions accounted for as a sale.
- F. Real Estate– The Company has no real estate investments.
- J. Real Estate– The Company holds no real estate investments.
- K. Low-Income Housing Tax Credits (“LIHTC”) – The Company holds no investments in LIHTC’s.
- L. Restricted Assets – Per Footnote 1 above, the Company maintains a statutory deposit as required by Arkansas state code. statute. As of March 31, 2024, the company had a \$100,000 custodial deposit account as described in Footnote 1 above. See restricted asset table below.

NOTES TO FINANCIAL STATEMENTS

Restricted Asset Category	1	2	3	4	5	6	7
	Total Gross (Admitted & Nonadmitted) Restricted from Current Year	Total Gross (Admitted & Nonadmitted) Restricted from Prior Year	Increase / (Decrease) (1 minus 2)	Total Current Year Nonadmitted Restricted	Total Current Year Admitted Restricted (1 minus 4)	Gross (Admitted & Nonadmitted) Restricted to Total Assets (a)	Percentage Admitted Restricted to Total Admitted Assets (b)
a. Subject to contractual obligation for which liability is not shown	\$ 0	0	0	0	0	0.000%	0.000%
b. Collateral held under security lending agreements	\$ 0	0	0	0	0	0.000%	0.000%
c. Subject to repurchase agreements	\$ 0	0	0	0	0	0.000%	0.000%
d. Subject to reverse repurchase agreements	\$ 0	0	0	0	0	0.000%	0.000%
e. Subject to dollar repurchase agreements	\$ 0	0	0	0	0	0.000%	0.000%
f. Subject to dollar reverse repurchase agreements	\$ 0	0	0	0	0	0.000%	0.000%
g. Placed under option contracts	\$ 0	0	0	0	0	0.000%	0.000%
h. Letter stock or securities restricted as to sale - excluding FHLB capital stock	\$ 0	0	0	0	0	0.000%	0.000%
i. FHLB capital stock	\$ 0	0	0	0	0	0.000%	0.000%
j. On deposit with states	\$ 100,000	0	100,000	0	100,000	49.997%	49.997%
k. On deposit with other regulatory bodies	\$ 0	0	0	0	0	-	-
l. Pledged as collateral to FHLB (including assets backing funding agreements)	\$ 0	0	0	0	0	0.000%	0.000%
m. Pledged as collateral not captured in other categories	\$ 0	0	0	0	0	-	-
n. Other restricted Assets	\$ 0	0	0	0	0	0.000%	0.000%
o. Total Restricted Assets	\$ 100,000	0	100,000	0	100,000	49.997%	49.997%

M. Working Capital Finance Investments (“WCFI”) – The Company holds no WCFI’s.

N. Offsetting and Netting of Assets and Liabilities – The Company has not offset any assets or liabilities in the 2024 financial statements.

O. 5GI Securities – The Company holds no securities with an NAIC 5GI designation.

P. Short Sales – The Company has not sold any securities short within the reporting period.

Q. Prepayment Penalties and Acceleration Fees – The Company has not sold, redeemed or otherwise disposed of any securities pursuant to a callable feature, thus no revenue has been generated as a result of a prepayment penalty and/or an acceleration fee.

R. Reporting Entity’s Share of Cash Pool by Asset type –

Asset Type	Percent Share
(1) Cash	100.00%
(2) Cash Equivalents	0.00%
(3) Short-Term Investments	0.00%
(4) Total	100.00%

6. JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES

The Company is not part of any joint venture, partnership or limited liability company.

7. INVESTMENT INCOME

The Company recorded \$11 in investment income thus far in 2024. There is no investment income due and accrued as of March 31, 2024.

8. DERIVATIVE INSTRUMENTS

The Company does not have any derivative instruments.

NOTES TO FINANCIAL STATEMENTS

9. INCOME TAXES

The company accounts for income taxes under ASC Topic 740, "Accounting for Income Taxes", and SSAP No. 101 "Income Taxes". Following is a table of required disclosures as per the above guidance.

Consolidated Federal Income Tax Agreement:

The Company files a consolidated federal income tax return with its upstream parent, Project Freedom Holdings, Inc., and direct parent, LIBERTY Dental Plan Corporation Inc. and subsidiaries. The Company has entered into a federal tax sharing agreement with members of an affiliated group as defined in Section 1504 of the Internal Revenue Code of 1986, as amended. The agreement provides that each member of the consolidated return shall reimburse the parent for its respective share of the consolidated federal income tax liability and shall receive a benefit for its losses at the statutory rate. It provides for the manner of calculation and the amounts/timing of the payments between the parties as well as other related matters in connection with the filing of consolidated federal income tax returns. The Company has also entered into a state tax sharing agreement with the parent and each of the specific subsidiaries that are parties to the agreement. The state tax agreement applies to situations in which the parent and all or some of the subsidiaries join in the filing of a state or local franchise, income tax, or other tax return on a consolidated, combined, or unitary basis. The following is a list of the subsidiaries included in the consolidated federal tax return:

- Project Freedom Holdings, Inc. (Indirect Parent)
- LIBERTY Dental Plan Corporation (Parent)
- LIBERTY Dental Plan of California, Inc. (Subsidiary)
- LIBERTY Dental Plan of Missouri, Inc. (Subsidiary)
- LIBERTY Dental Plan of Texas, Inc. (Subsidiary)
- LIBERTY Dental Plan of South East, Inc. (Subsidiary)
- LIBERTY Dental Plan East LLC (Subsidiary)
- LIBERTY Dental New York IPA, LLC (Subsidiary of East LLC)
- LIBERTY Dental Plan of Florida, Inc. (Subsidiary)
- LIBERTY Dental Plan of New York, Inc. (Subsidiary)
- LIBERTY Benefit Administrators, Inc. (Subsidiary)
- LIBERTY Dental Plan of Nevada, Inc. (Subsidiary)
- LIBERTY Dental Plan of New Jersey, Inc. (Subsidiary)
- LIBERTY Dental Plan Organization of New Jersey, Inc. (Subsidiary)
- LIBERTY Dental and Vision, Inc. (Subsidiary)
- LIBERTY Dental Plan Reinsurance Company, Ltd. (Subsidiary)
- LIBERTY Dental Plan of Arkansas, Inc. (Subsidiary)
- LIBERTY Dental Plan of Maryland, Inc. (Subsidiary)
- LIBERTY Dental Plan of Oklahoma, Inc. (Subsidiary)
- LIBERTY Dental Plan of Alabama, Inc. (Subsidiary)
- LIBERTY Dental Plan of Virginia, Inc. (Subsidiary)

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AFFILIATED AND OTHER RELATED PARTIES

- A. The Company is wholly owned by its parent company Corp.
- B. The Company received a \$100,000 capital infusion from Corp on January 25, 2024 and \$100,000 capital infusion from Corp on February 12, 2024, on as part of its initial setup.
- C. See B above.
- D. As of March 31, 2024, the Company had no affiliate receivable or payable balances from or to Corp.
- E. The Company had no guarantees or undertakings involving any of its affiliates.

NOTES TO FINANCIAL STATEMENTS

F. Not applicable as yet.

G. The Company is part of a holding company system with twenty-two other affiliates, with Project Freedom Holdings, LLC as the parent company. It is likely that if the Company were autonomous and not part of this group, its operating results and/or financial position would be different. The extent of the differences is not determinable at this time.

H. The Company owns no shares of its parent or any affiliates.

I. The Company has no investments in any SCA entity.

J. Not applicable. See I above.

K. The Company has no investments in any foreign insurance company or subsidiary.

L. The Company has no investments in any downstream noninsurance holding company.

M. Not applicable. See I above.

N. Not applicable. See I above.

O. Since there are no SCA investments, SCA loss tracking is not applicable.

11. DEBT

As of March 31, 2024, the Company did not have any outstanding debt obligations.

12. RETIREMENT PLANS, DEFERRED COMPENSATION, POST-EMPLOYMENT BENEFITS AND COMPENSATED ABSENCES AND OTHER POST RETIREMENT BENEFIT PLANS

The Company's parent sponsors a 401k plan which provides contributions of up to four percent of each employee's compensation. Since the Company has had no employees during 2024 thus far, there were no contributions to the 401k plan during the year as yet.

13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS AND QUASI-REORGANIZATIONS

(1) The Company has 1,000 shares of \$0.001 par value Common shares authorized. None have yet been issued.

(2) The Company has no preferred stock authorized.

(3) Dividends to shareholders are limited by the laws of the Company's state of incorporation, Arkansas.

(4) No dividends were paid by the Company during 2024. Nor were there any capital contributions.

(5) Within the limitations of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.

(6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.

(7) There were no advances to surplus to be repaid. The Company is not a mutual insurance company.

(8) There were no stocks held by the Company for special purposes.

(9) There were no special surplus funds established during 2024.

(10) The Company has no unrealized gains or losses, thus unassigned funds (surplus) are not impacted in any way.

(11) The Company has not issued any surplus notes.

(12) There was no restatement due to quasi-reorganization since there was no quasi-reorganization.

(13) There is no effective date of quasi-reorganizations. See 12 above.

The Company's capital and surplus as of March 31, 2024 consisted of:

Paid In Capital	\$	200,000
Unassigned Surplus		11
Statutory Capital and Surplus	<u>\$</u>	<u>200,011</u>

NOTES TO FINANCIAL STATEMENTS

14. CONTINGENCIES

- A. The Company does not have any commitments or contingent commitments to an SCA entity, joint venture, partnership, or limited liability company.
- B. The Company does not have any contingent liabilities related to guaranty funds or other assessments.
- C. The Company does not have any gain contingencies.
- D. The Company does not have any contingent liabilities related to claims related extra contractual obligation or bad faith losses stemming from lawsuits.
- E. The Company has no contingencies accrued for any joint and several liabilities.
- F. The Company has no other loss contingencies or asset impairment reserves.

15. LEASES

The Company does not have any operating leases in its name.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK

The Company will maintain its cash in bank deposit accounts which at times may exceed federally insured limits. Management periodically evaluates the credit worthiness of its primary depositories. The Company has not experienced any losses in such accounts. Otherwise, the Company's only other investment is a time deposit account with the Centennial Bank Trust. As a result, management believes it is not exposed to any significant credit risk on cash and cash equivalents. The Company only has the time deposit account at present. There are no other financial instruments which could carry a risk to the Company.

17. SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

The Company was not involved in sale, transfer and servicing of financial assets and extinguishment of liabilities.

18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

- A. The Company administered no ASO plans.
- B. The Company administered no ASC plans.
- C. The Company did not service any Medicare or similar cost-based reimbursement contracts.

19. DIRECT PREMIUM PRODUCED BY THIRD PARTY ADMINISTRATORS

During 2024, the Company did not have any direct premium produced by third party administrators.

20. FAIR VALUE MEASUREMENT

The following methods and assumptions were used by the Company in estimating the fair value of financial instruments in the accompanying statutory basis financial statements and notes thereto:

The Company's financial assets carried at fair value have been classified, for disclosure purposes, based on a hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The hierarchy gives the highest priority to fair values determined using unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to fair values determined using unobservable inputs (Level 3). An asset's or liability's classification is determined based on the lowest level input that is significant to its measurement. For example, a Level 3 fair value measurement may include inputs that are both observable (Levels 1 and 2) and unobservable (Level 3). The levels of the fair value hierarchy are as follows:

- Level 1** – Unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

NOTES TO FINANCIAL STATEMENTS

Level 2 – Valuations derived from inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- a) Quoted prices for similar assets or liabilities in active markets.
- b) Quoted prices for identical or similar assets or liabilities in markets that are not active.
- c) Inputs other than quoted prices that are observable for the asset or liability.
- d) Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 – Valuations are derived from techniques that require significant unobservable inputs. The unobservable inputs reflect the Company's own assumptions about the assumptions that market participants would use in pricing the asset or liability.

Cash: The carrying amounts reported are at cost for these financial instruments which approximates their fair value due to the short duration to maturity.

21. OTHER ITEMS

- A. Unusual or Infrequent Items – The Company has recorded no unusual or infrequent items in 2024.
- B. Troubled Debt Restructuring – The Company has not engaged in restructuring of troubled debt or any other liabilities.
- C. Other Disclosures – There were no other disclosures for 2024.
- D. Business Interruption Insurance Recoveries – The Company had no business interruption insurance recoveries in 2024.
- E. State Transferable and Non-transferable Tax Credits – The Company has no state tax credits, transferable or otherwise.
- F. Subprime-Mortgage-Related Risk Exposure – The Company has no subprime mortgage exposure.
- G. Retained Assets – The Company has recorded no retained assets. It is not a life insurance company.
- H. Insurance-Linked Securities (ILS) Contracts – The Company has no ILS contracts.
- I. The Amount That Could Be Realized on Life Insurance Where the Reporting Entity is Owner and Beneficiary or Has Otherwise Obtained Rights to Control the Policy – The Company is neither the owner nor a beneficiary of a life insurance policy.

22. SUBSEQUENT EVENTS

Type I – Recognized Subsequent Events

Type I Subsequent Events are events or transactions that provide additional evidence with respect to conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Subsequent events have been considered through May 15, 2024 for the statutory statement issued as of March 31, 2024. There were no Type I subsequent events to be disclosed.

Type II – Non-Recognized Subsequent Events

Type II Subsequent Events are events or transactions that provide evidence with respect to conditions that did not exist at the date of the balance sheet but arose after that date. Subsequent events have been considered through May 15, 2024 for the statutory statement issued as of March 31, 2024.

23. REINSURANCE

The Company does not participate in the reinsurance business, nor was it involved in any reinsurance transactions during 2024.

NOTES TO FINANCIAL STATEMENTS

24. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

The Company has no contracts that are subject to retrospective rating or redetermination.

25. CHANGE IN INCURRED CLAIMS AND CLAIM ADJUSTMENTS EXPENSES

The Company has not started active operations yet. Therefore, an actuarial reserve has not yet been recorded to the Company's books.

26. INTERCOMPANY POOLING ARRANGEMENTS

The Company does not utilize intercompany pooling arrangements.

27. STRUCTURED SETTLEMENTS

This is not applicable to Health Entities.

28. HEALTH CARE RECEIVABLES

As of March 31, 2024, the Company does not have anything to report for Health Care Receivables as defined in the NAIC Annual Statement Instructions. As a dental-only company, there are no pharmaceutical rebate receivables.

29. PARTICIPATING POLICIES

As of March 31, 2024, the Company did not have any participating policies to report.

30. PREMIUM DEFICIENCY RESERVES

As of March 31, 2024, the Company did not have any premium deficiency reserve to report.

31. ANTICIPATED SALVAGE AND SUBROGATION

As of March 31, 2024, the Company did not have any anticipated salvage and subrogation to report.

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 [X]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

2.2 If yes, date of change: _____

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []

If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]

3.3 If the response to 3.2 is yes, provide a brief description of those changes.

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 entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] N/A []
 If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. _____

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. _____

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). _____

6.4 By what department or departments?
 N/A

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A [X]

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

7.2 If yes, give full information

GENERAL INTERROGATORIES

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

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?
 (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. Yes [X] No []

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ _____

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ _____

13. Amount of real estate and mortgages held in short-term investments: \$ _____

GENERAL INTERROGATORIES

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]

14.2 If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$ _____	\$ _____
14.22 Preferred Stock	\$ _____	\$ _____
14.23 Common Stock	\$ _____	\$ _____
14.24 Short-Term Investments	\$ _____	\$ _____
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)	\$ _____	\$ _____
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$ _____	\$ _____

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement. Yes [] No [] N/A [X]

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	\$ _____

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 [X]

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
.....
.....

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 and complete information relating thereto:

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

GENERAL INTERROGATORIES

17.5 Investment management - Identify all investment advisors, investment managers, broker/dealers, Including individuals that have the authority to make investments 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

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 [X]

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

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

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

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Investment Analysis Office been followed? Yes [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 %
 - 1.2 A&H cost containment percent %
 - 1.3 A&H expense percent excluding cost containment expenses %
- 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 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					

SCHEDULE T - PREMIUMS AND ANNUITY 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
	Activ Statu (a)	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	CHIP Title XX1	Federal Employees Health Benefits Program Premiums	Life & 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	N								
5. California	CA	N								
6. Colorado	CO	N								
7. Connecticut	CT	N								
8. Delaware	DE	N								
9. District of Columbia	DC	N								
10. Florida	FL	N								
11. Georgia	GA	N								
12. Hawaii	HI	N								
13. Idaho	ID	N								
14. Illinois	IL	N								
15. Indiana	IN	N								
16. Iowa	IA	N								
17. Kansas	KS	N								
18. Kentucky	KY	N								
19. Louisiana	LA	N								
20. Maine	ME	N								
21. Maryland	MD	N								
22. Massachusetts	MA	N								
23. Michigan	MI	N								
24. Minnesota	MN	N								
25. Mississippi	MS	N								
26. Missouri	MO	N								
27. Montana	MT	N								
28. Nebraska	NE	N								
29. Nevada	NV	N								
30. New Hampshire	NH	N								
31. New Jersey	NJ	N								
32. New Mexico	NM	N								
33. New York	NY	N								
34. North Carolina	NC	N								
35. North Dakota	ND	N								
36. Ohio	OH	N								
37. Oklahoma	OK	N								
38. Oregon	OR	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 alien	OT	XX								
59. Subtotal		XX								
60. Reporting entity contributions for Employee Benefit Plans		XX								
61. Totals (Direct Business)		XX								
DETAILS OF WRITE-INS										
58001.		XX								
58002.		XX								
58003.		XX								
58998. Summary of remaining write-ins for Line 58		XX								
58999. Totals (Lines 58001 through 58003 plus 58 (Line 58 above)		XX								

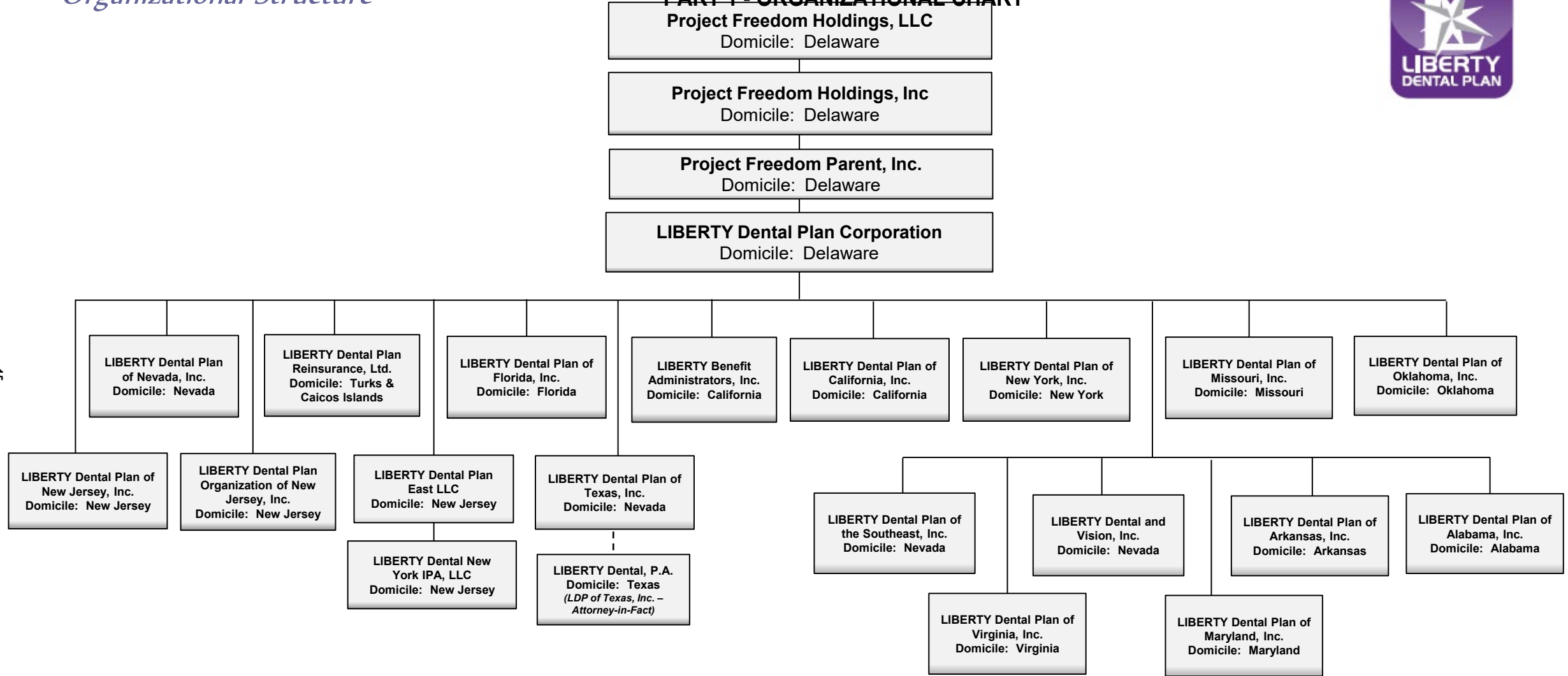
NONE

- (a) Active Status Counts
- 1. L - Licensed or Chartered - Licensed insurance carrier or domiciled RRG _____
 - 2. R - Registered - Non-domiciled RRGs _____
 - 3. E - Eligible - Reporting entities eligible or approved to write surplus lines in the s _____
 - 4. Q - Qualified - Qualified or accredited reinsurer _____
 - 5. N - None of the above - Not allowed to write business in the state _____ 57

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
LIBERTY Dental Plan Corporation
Organizational Structure



PART 1 - ORGANIZATIONAL CHART



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As of January 2024

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)	*
0	0	0	88-1211970				Project Freedom Holdings, LLC	DE	UIP	Various Shareholders	Ownership	100.000	Various shareholders	NO	
0	0	0	88-1214069				Project Freedom Holdings, Inc	DE	UIP	Project Freedom Holdings, LLC	Ownership	100.000	Project Freedom Holdings, LLC	NO	
0	0	0	88-1240551				Project Freedom Parent, Inc.	DE	UIP	Project Freedom Holdings, Inc	Ownership	100.000	Project Freedom Holdings, Inc	NO	
4692	Liberty Dental Plan Group	0	27-4074848				Liberty Dental Plan Corporation	DE	UDP	Project Freedom Parent, Inc.	Ownership	1.000	Project Freedom Parent, Inc.	NO	
4692	Liberty Dental Plan Group	0	33-0979956				Liberty Dental Plan of California, Inc.	CA	IA	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	13566	26-0424586				Liberty Dental Plan of Nevada, Inc.	NV	IA	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	14057	27-3347197				Liberty Dental Plan of Missouri, Inc.	MO	IA	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	13761	27-0963551				Liberty Dental Plan of Florida, Inc.	FL	IA	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	11159	22-3845652				Liberty Dental Plan of New Jersey, Inc.	NJ	IA	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	16939	83-3926291				Liberty Dental Plan of Oklahoma, Inc.	OK	IA	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	0	26-2217354				Liberty Dental Plan of Texas, Inc.	NV	DS	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	0	26-1177283				Liberty Dental Plan of the Southeast, Inc.	NV	DS	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	0	86-1593967				Liberty Dental Plan East, LLC	NJ	DS	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	0	26-3928535				Liberty Dental Plan New York IPA, LLC	NJ	DS	Liberty Dental Plan East, LLC	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	0	27-1620707				Liberty Dental Plan of New York, Inc.	NY	DS	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan of East, Inc.	NO	
4692	Liberty Dental Plan Group	0	41-2061176				Liberty Benefit Administrators, Inc.	CA	DS	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	0	45-3213840				Liberty Dental and Vision, Inc.	NV	DS	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	0	98-1015520				Liberty Dental Plan Reinsurance Company, Ltd	TCA	IA	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	16372	82-4708820				Liberty Dental Plan Organization of New Jersey, Inc.	NJ	IA	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	0	87-4740893				LIBERTY Dental Plan of Maryland, Inc	MD	DS	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	0	87-2048631				LIBERTY Dental Plan of Arkansas, Inc	AR	DS	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	
4692	Liberty Dental Plan Group	0	26-3161827				Liberty Dental P.A.	TX	DS	Liberty Dental Plan of Texas, Inc.	Attorney-in-Fact	1.000	Dr. Oscar Wood	NO	
4692	Liberty Dental Plan Group	17472	88-2817054				Liberty Dental Plan of Virginia, Inc.	VA	DS	Liberty Dental Plan Corporation	Ownership	1.000	Liberty Dental Plan Corporation	NO	

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Asterik	Explanation
<div style="font-size: 48pt; font-weight: bold;">NONE</div>	

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?

See Explanation

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

1. Explanation

The company does not offer this coverage.

2. Explanation

N/A

Question 1 Explanation: The company does not offer this coverage.

Bar Code:



17625202436500101

OVERFLOW PAGE FOR WRITE-INS

- NONE Schedule A, B, BA and D Verification**
- NONE Schedule D - Part 1B**
- NONE Schedule DA - Part 1 and Verification**
- NONE Schedule DB - Part A and B Verification**
- NONE Schedule DB - Part C - Section 1**
- NONE Schedule DB - Part C - Section 2**
- NONE Schedule DB - Verification**
- NONE Schedule E Verification**
- NONE Schedule A - Part 2 and 3**
- NONE Schedule B - Part 2 and 3**
- NONE Schedule BA - Part 2 and 3**
- NONE Schedule D - Part 3**
- NONE Schedule D - Part 4**
- NONE Schedule DB - Part A - Section 1**
- NONE Schedule DB - Part B - Section 1**
- NONE Schedule DB - Part D - Section 1**
- NONE Schedule DB - Part D - Section 2**
- NONE Schedule DB - Part E**
- NONE Schedule DL - Part 1**
- NONE Schedule DL - Part 2**

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 & Accrued	Amount Received During Year
NONE								
<div style="display: flex; justify-content: space-between;"> 860999999 Total Cash Equivalents </div>								

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