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QUARTERLY STATEMENT

AS OF MARCH 31, 2014

OF THE CONDITION AND AFFAIRS OF THE

Martin's Point Generations, LLC

NAIC Group Code 0000 (Current Period), _____ (Prior Period) NAIC Company Code 12545 Employer's ID Number 20-4505084

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

Country of Domicile US

Licensed as business type:

Life, Accident and Health [ ]
Dental Service Corporation [ ]
Health Maintenance Organization [X]
Property/Casualty [ ]
Vision Service Corporation [ ]
Is HMO Federally Qualified? Yes (X) No ( )
Hospital, Medical and Dental Service or Indemnity [ ]
Other [ ]

Incorporated/Organized January 11, 2006 Commenced Business January 1, 2007

Statutory Home Office 331 Veranda Street, Portland, Maine, US 04103
(Street and Number, City or Town, State, Country and Zip Code)

Main Administrative Office 331 Veranda Street, Portland, Maine, US 04103 207-774-5801
(Street and Number, City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address PO Box 9746, Portland, Maine, US 04104-5040
(Street and Number or P.O. Box, City or Town, State, Country and Zip Code)

Primary Location of Books and Records 27 Northport Drive, Portland, Maine, US 04103
(Street and Number, City or Town, State, Country and Zip Code)
207-253-6224
(Area Code) (Telephone Number)

Internet Website Address www.martinspoint.org

Statutory Statement Contact Charles Nicholas Hadiaris 207-253-6224
(Name) (Area Code) (Telephone Number) (Extension)
charles.hadiaris@martinspoint.org 207-253-6227
(E-Mail Address) (Fax Number)

OFFICERS

David Hermon Howes, MD (President & CEO)
Lawrence Doran Henry (Chief Operating Officer)
Dale Hansen Bradford (Chief Business and Financial Officer)
Sandra Lynn Monfiletto (Organizational Effectiveness Officer)

OTHER OFFICERS

Jonathan Easton Harvey, MD (Chief Medical Officer)
Jay Michael Menario (Chief Marketing Officer)
Daniel Bruce Chojnowski (Vice President of Finance)

DIRECTORS OR TRUSTEES

Michael Eric Thomas, Chair
Warren Deems Alpern, MD, Vice Chair
Robert Adair Moore, Secretary
Edward Charles Dupont, Jr, Treasurer
George Nelson Campbell, Jr
Marylou Buyse, MD
Raymond Eldon Durkee
Daniel Kent Onion, MD
Ronald Fitzjohn Dixon, MD
James Alexander Hester, Jr, PhD
David Hermon Howes, MD

State of Maine
County of Cumberland } 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.

David Hermon Howes, MD President & CEO	Dale Hansen Bradford Chief Business and Financial Officer	

Subscribed and sworn to before me this
day of

a. Is this an original filing? Yes (X) No ( )
b. If no: 1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Col. 1 minus Col. 2)	4 Prior Year Net Admitted Assets
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 $ ..... encumbrances)				
4.2 Properties held for the production of income (less $ ..... encumbrances)				
4.3 Properties held for sale (less $ ..... encumbrances)				
5. Cash ($ ..... 41,983,603), cash equivalents ($ .....) and short-term investments ($ ..... 611,272)	42,594,875		42,594,875	36,570,080
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 (Line 1 through Line 11)	42,594,875		42,594,875	36,570,080
13. Title plants less $ ..... 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	383,171	125,899	257,272	208,695
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				
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 ($ .....)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	280,251		280,251	
24. Health care ($ ..... 5,456,031) and other amounts receivable	7,522,762	2,066,731	5,456,031	3,867,290
25. Aggregate write-ins for other-than-invested assets				
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25)	50,781,059	2,192,630	48,588,429	40,646,065
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Totals (Line 26 and Line 27)	50,781,059	2,192,630	48,588,429	40,646,065
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Line 1101 through Line 1103 plus Line 1198) (Line 11 above)				
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)				

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $ ..... reinsurance ceded)	23,242,501		23,242,501	20,029,104
2.	Accrued medical incentive pool and bonus amounts	945,424		945,424	611,224
3.	Unpaid claims adjustment expenses	680,564		680,564	661,048
4.	Aggregate health policy reserves, including the liability of $ ..... for medical loss ratio rebate per the Public Health Service Act	3,666,000		3,666,000	
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	239,635		239,635	299,552
9.	General expenses due or accrued	397,119		397,119	542,279
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	650,249		650,249	404,595
13.	Remittances and items not allocated				
14.	Borrowed money (including $ ..... current) and interest thereon $ ..... (including $ ..... current)				
15.	Amounts due to parent, subsidiaries and affiliates				391,418
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)				
24.	Total liabilities (Line 1 to Line 23)	29,821,492		29,821,492	22,939,220
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
26.	Common capital stock	XXX	XXX		
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	68,500,000	59,500,000
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other-than-special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	(49,733,063)	(41,793,155)
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 (Line 25 to Line 31 minus Line 32)	XXX	XXX	18,766,937	17,706,845
34.	Total Liabilities, capital and surplus (Line 24 and Line 33)	XXX	XXX	48,588,429	40,646,065
DETAILS OF WRITE-INS					
2301.					
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	Totals (Line 2301 through Line 2303 plus Line 2398) (Line 23 above)				
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 (Line 2501 through Line 2503 plus Line 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 (Line 3001 through Line 3003 plus Line 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	86,529	66,169	279,620
2. Net premium income (including $ ..... non-health premium income)	XXX	53,302,043	41,834,872	170,967,988
3. Change in unearned premium reserves and reserve for rate credits	XXX			
4. Fee-for-service (net of $ ..... medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX			
7. Aggregate write-ins for other non-health revenues	XXX			
8. Total revenues (Line 2 to Line 7)	XXX	53,302,043	41,834,872	170,967,988
Hospital and Medical:				
9. Hospital/medical benefits		42,335,738	34,129,856	136,201,357
10. Other professional services				
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs		9,860,432	6,531,324	24,502,603
14. Aggregate write-ins for other hospital and medical				
15. Incentive pool, withhold adjustments and bonus amounts		449,905	(30,259)	1,178,300
16. Subtotal (Line 9 to Line 15)		52,646,075	40,630,921	161,882,260
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Line 16 minus Line 17)		52,646,075	40,630,921	161,882,260
19. Non-health claims (net)				
20. Claims adjustment expenses, including $ 445,212 cost containment expenses		878,398	779,633	3,259,324
21. General administrative expenses		4,713,642	4,818,537	16,583,486
22. Increase in reserves for life and accident and health contracts (including $ ..... increase in reserves for life only)		3,666,000		
23. Total underwriting deductions (Line 18 through Line 22)		61,904,115	46,229,091	181,725,070
24. Net underwriting gain or (loss) (Line 8 minus Line 23)	XXX	(8,602,072)	(4,394,219)	(10,757,082)
25. Net investment income earned		5,930	8,766	27,575
26. Net realized capital gains (losses) less capital gains tax of $				
27. Net investment gains (losses) (Line 25 plus Line 26)		5,930	8,766	27,575
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				
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Line 24 plus Line 27 plus Line 28 plus Line 29)	XXX	(8,596,142)	(4,385,453)	(10,729,507)
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Line 30 minus Line 31)	XXX	(8,596,142)	(4,385,453)	(10,729,507)
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699. Totals (Line 0601 through Line 0603 plus Line 0698) (Line 6 above)	XXX			
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799. Totals (Line 0701 through Line 0703 plus Line 0798) (Line 7 above)	XXX			
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. Totals (Line 1401 through Line 1403 plus Line 1498) (Line 14 above)				
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	17,706,845	13,896,217	13,896,217
34. Net income or (loss) from Line 32	(8,596,142)	(4,385,453)	(10,729,507)
35. Change in valuation basis of aggregate policy and claims reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	656,234	176,289	(1,459,865)
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	9,000,000	3,500,000	16,000,000
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Tranferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Line 34 to Line 47)	1,060,092	(709,164)	3,810,628
49. Capital and surplus end of reporting period (Line 33 plus Line 48)	18,766,937	13,187,053	17,706,845
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. Totals (Line 4701 through Line 4703 plus Line 4798) (Line 47 above)			

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	56,848,772	41,966,815	171,117,685
2. Net investment income	5,930	8,766	27,575
3. Miscellaneous income	(921,730)	(2,036,622)	(893,979)
4. Total (Line 1 through Line 3)	55,932,972	39,938,959	170,251,281
5. Benefit and loss related payments	52,764,478	33,015,488	157,392,150
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	5,717,684	5,421,799	19,519,005
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $ ..... tax on capital gains (losses)			
10. Total (Line 5 through Line 9)	58,482,162	38,437,287	176,911,155
11. Net cash from operations (Line 4 minus Line 10)	(2,549,190)	1,501,672	(6,659,874)
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 equivalants and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Line 12.1 through Line 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 (Line 13.1 through Line 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	9,000,000	3,500,000	16,000,000
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders			
16.6 Other cash provided (applied)	(426,015)	448,398	295,401
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	8,573,985	3,948,398	16,295,401
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	6,024,795	5,450,070	9,635,527
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	36,570,080	26,934,553	26,934,553
19.2 End of period (Line 18 plus Line 19.1)	42,594,875	32,384,623	36,570,080

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

20.0001			
20.0002			
20.0003			
20.0004			
20.0005			
20.0006			
20.0007			
20.0008			
20.0009			
20.0010			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital and Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	24,770							24,770		
2. First Quarter	29,087							29,087		
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	86,529							86,529		
Total Member Ambulatory Encounters for Period:										
7. Physician	86,744							86,744		
8. Non-Physician	21,806							21,806		
9. Total	108,550							108,550		
10. Hospital Patient Days Incurred	2,939							2,939		
11. Number of Inpatient Admissions	648							648		
12. Health Premiums Written (a)	53,302,043							53,302,043		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	53,302,043							53,302,043		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	49,098,478							49,098,478		
18. Amount Incurred for Provision of Health Care Services	52,646,075							52,646,075		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 53,302,043

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0399999 - Aggregate accounts not individually listed-covered	1,867,912					1,867,912
0499999 - Subtotals	1,867,912					1,867,912
0599999 - Unreported claims and other claim reserves						21,374,589
0799999 - Total claims unpaid						23,242,501
0899999 - Accrued medical incentive pool and bonus amounts						945,424

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	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 plus 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	14,838,498	33,304,749	988,161	22,254,340	15,826,659	20,029,104
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Line 1 to Line 8)	14,838,498	33,304,749	988,161	22,254,340	15,826,659	20,029,104
10. Health care receivables (a)		(836,982)				
11. Other non-health						
12. Medical incentive pools and bonus amounts	25,800	92,449		945,424	25,800	611,224
13. Totals (Line 9 minus Line 10 plus Line 11 plus Line 12)	14,864,298	34,234,180	988,161	23,199,764	15,852,459	20,640,328

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

NOTES TO FINANCIAL STATEMENTS

1. **Summary of Significant Accounting Policies**

   A. **Accounting Practices:** No change

   B. **Use of Estimates in the Preparation of the Financial Statements:** No change

   C. **Accounting Policies:** Starting in 2014, the Company has included a Premium Deficiency Reserve.

2. **Accounting Changes and Corrections of Errors:** No changes or corrections

3. **Business Combinations and Goodwill:** Not applicable

4. **Discontinued Operations:** Not applicable

5. **Investments:** No change

6. **Joint Ventures, Partnerships and Limited Liability Companies:** Not applicable

7. **Investment Income:** No change

8. **Derivative Instruments:** Not applicable

9. **Income Taxes:** Not applicable

10. **Information Concerning Parent, Subsidiaries and Affiliates:** No change

11. **Debt:** Not applicable

12. **Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans:** No change

13. **Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations:** Not applicable

14. **Contingencies:** No change

15. **Leases:** Not applicable

16. **Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk:** No change

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

    A. **Transfers of receivables reported as Sales:** Not Applicable

    B. **Transfer and Servicing of Financial Assets:** Not applicable

    C. **Wash Sales:** The Company had no Wash Sales during the period.

18. **Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans:** Not applicable

19. **Direct Premium Written/Produced by Managing General Agents/Third Party Administrators:** Not applicable

20. **Fair Value:** Not applicable

NOTES TO FINANCIAL STATEMENTS

21. Other Items: No change

22. Events Subsequent: There were no events occuring subsequent to March 31, 2014 requiring disclosure.

23. Reinsurance: No change

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination: Not applicable

25. Change in Incurred Claims and Claim Adjustment Expenses:

Reserves as of December 31, 2013 were $20,690,152. As of March 31, 2014 $13,895,091 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $1,017,092 as a result of re-estimation of unpaid claims and claims adjustment expenses. Therefore, there has been a $5,777,969 favorable prior-year development since December 31, 2013 to March 31, 2014. The decrease is generally a result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

26. Intercompany Pooling arrangements: Not Applicable

27. Structured Settlements: Not applicable

28. Health Care Receivables: No change

29. Participating Policies: Not applicable

30. Premium Deficiency Reserves:

1. Liability carried for premium deficiency reserves	$3,666,000
2. Date of the most recent evaluation of this liability	April 23,2014
3. Was anticipated investment income utilized in the calculation?	No

31. Anticipated Salvage and Subrogation: No change

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes ( ) No (X)

1.2 If yes, has the report been filed with the domiciliary state? Yes ( ) No ( )

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 (X) No ( )

2.2 If yes, date of change: 02/11/2014

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.

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 the response to 4.1 is 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 ( ) N/A (X)

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2011

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. 12/31/2011

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). 12/07/2012

6.4 By what department or departments?

State of Maine, Bureau of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes ( ) 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

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? Yes (X) No ( )
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

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

9.2 Has the code of ethics for senior managers been amended? Yes ( ) No (X)

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

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

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

FINANCIAL

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

10.2 If yes, indicate the amounts receivable from parent included in the Page 2 amount: $ 280,251

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: $

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

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

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes ( ) No ( )

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 current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $

16.2 Total book adusted/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 (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
UBS Financial Services Inc.	1 City Center, 7th Floor, PO Box 7350, Portland, ME 04112-7350
TD Bank, N.A.	TDWealth, Institutional Trust, 1006 Astoria Boulevard, Cherry Hill, NJ 08034

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 (X) No ( )

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
KeyBanc Capital Markets, Inc.	UBS Financial Services Inc.	03/10/2014	Maine State Treasurer changed custodians

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

1 Central Registration Depository	2 Name(s)	3 Address

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes (X) No ( )

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1. Operating Percentages:

1.1	A&H loss percent	..... 99.8 %
1.2	A&H cost containment percent	..... 0.8 %
1.3	A&H expense percent excluding cost containment expenses	..... 9.7 %
2.1	Do you act as a custodian for health savings accounts?	Yes ( ) No (X)
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.	$.....
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.	$.....

Page 13

Schedule S - Ceded Reinsurance

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

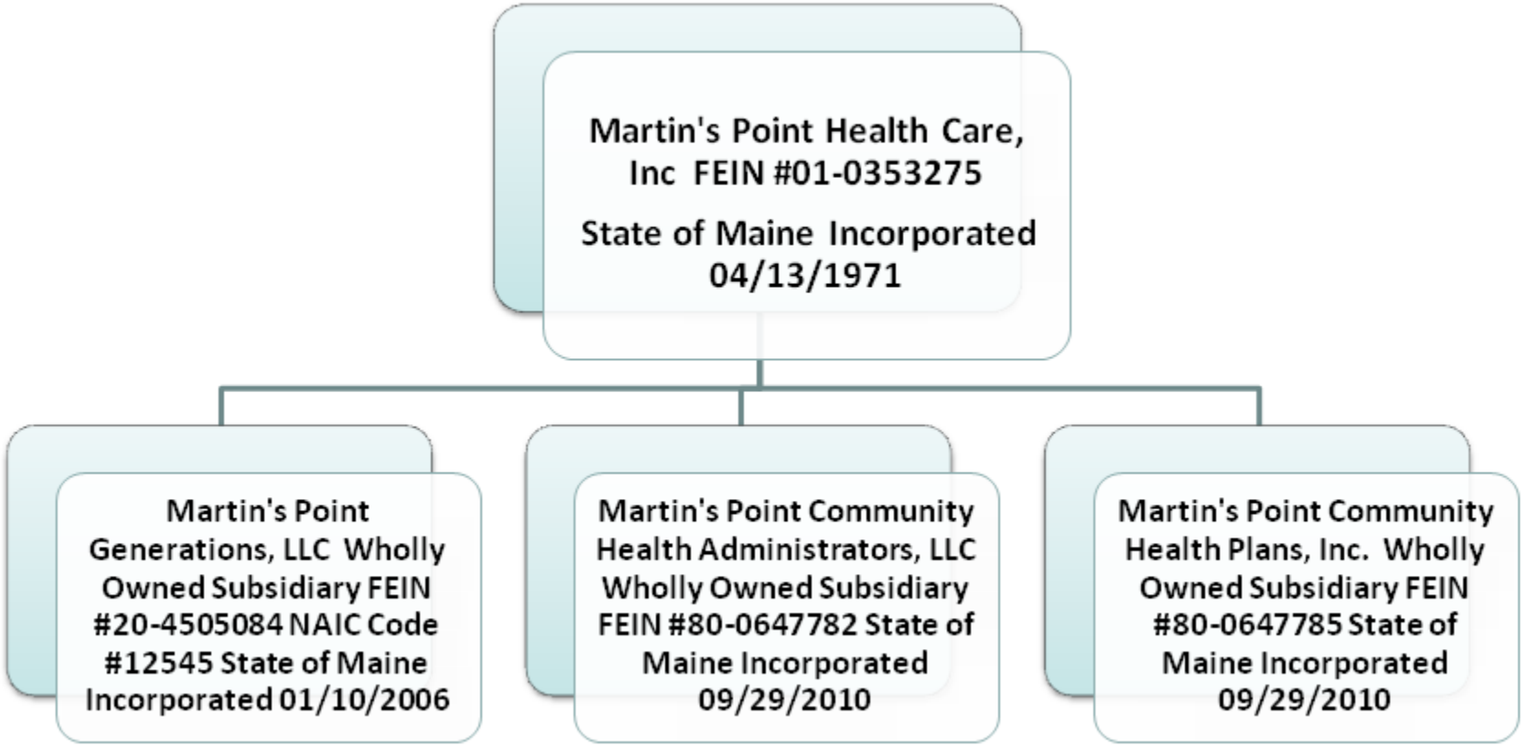
States, Etc.		1 Active Status	Direct Business Only Year to Date 2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Column 2 Through Column 7	9 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	L		52,138,109					52,138,109	
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	L		1,163,934					1,163,934	
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	XXX								
59. Subtotal		XXX		53,302,043					53,302,043	
60. Reporting entity contributions for Employee Benefit Plans		XXX								
61. Total (Direct Business)		(a) 2		53,302,043					53,302,043	
DETAILS OF WRITE-INS										
58001.										
58002.										
58003.										
58998. Summary of remaining write-ins for Line 58 from overflow page										
58999. Total (Line 58001 through Line 58003 plus Line 58998) (Line 58 above)										

Active Status Codes (Column 1):
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG
(R) Registered - Non-domiciled RRGs
(Q) Qualified - Qualified or Accredited Reinsurer
(E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state
(N) None of the above - Not allowed to write business in the state

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
			01-0353275				Martin's Point Health Care, Inc.	ME	UDP	Martin's Point Health Care, Inc.	Board of Directors	100.000	Martin's Point Health Care, Inc.	
			80-0647782				Martin's Point Community Health Admin., LLC	ME	NIA	Martin's Point Health Care, Inc.	Board of Directors	100.000	Martin's Point Health Care, Inc.	
			80-0647785				Martin's Point Community Health Plans, Inc.	ME	IA	Martin's Point Health Care, Inc.	Board of Directors	100.000	Martin's Point Health Care, Inc.	
		12545	20-4505084				Martin's Point Generations, LLC	ME	RE	Martin's Point Health Care, Inc.	Board of Directors	100.000	Martin's Point Health Care, Inc.	

Asterisk	Explanation

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 EXPLANATIONS and provide an explanation following the interrogatory questions.

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

EXPLANATIONS:

BAR CODE:

Document Identifier 365:

1 2 5 4 5 2 0 1 4 3 6 5 0 0 0 0 1

Page SI01

Schedule A, Verification

NONE

Schedule B, Verification

NONE

Schedule BA, Verification

NONE

Schedule D, Verification

NONE

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	611,143			129	611,272			611,143
2. NAIC 2 (a)								
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	611,143			129	611,272			611,143
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	611,143			129	611,272			611,143

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:
NAIC 1 $ 611,272 ; NAIC 2 $; NAIC 3 $; NAIC 4 $; NAIC 5 $; NAIC 6 $

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	611,272	XXX	611,272		

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year	611,143	610,575
2. Cost of short-term investments acquired		609,507
3. Accrual of discount	129	562
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		499
6. Deduct consideration received on disposals		610,000
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 (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)	611,272	611,143
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	611,272	611,143

Page SI04
Schedule DB, Part A, Verification
NONE

Schedule DB, Part B, Verification
NONE

Page SI05
Schedule DB, Pt. C, Section 1, Replicated (Synthetic Assets) Open
NONE

Page SI06
Sch DB, Pt C, Sn 2, Replication (Syn Assets) Transactions Open
NONE

Page SI07
Schedule DB, Verification
NONE

Page SI08
Schedule E, Verification (Cash Equivalents)
NONE

Page E01
Sch. A, Pt. 2, Real Estate Acquired
NONE

Sch. A, Pt. 3, Real Estate Disposed
NONE

Page E02
Schedule B, Part 2, Mortgage Loans Acquired
NONE

Schedule B, Part 3, Mortgage Loans Disposed
NONE

Page E03
Sch. BA, Pt. 2, Other Long-Term Invested Assets Acquired
NONE

Sch. BA, Pt. 3, Other Long-Term Invested Assets Disposed
NONE

Page E04
Schedule D, Part 3, Long-Term Bonds and Stocks Acquired
NONE

Page E05
Schedule D, Part 4, Long-Term Bonds and Stocks Disposed Of
NONE

Page E06
Schedule DB, Part A, Section 1
NONE

Description of Hedged Risk(s)
NONE

Financial or Economic Impact of the Hedge
NONE

Page E07

Schedule DB, Part B, Section 1

NONE

Schedule DB, Part B, Section 1, Broker Name

NONE

Schedule DB, Part B, Description of Hedged Risk(s)

NONE

Schedule DB, Part B, Financial or Economic Impact of the Hedge

NONE

Page E08

Schedule DB, Part D, Section 1

NONE

Page E09

Schedule DB, Part D, Section 2, By Reporting Entity

NONE

Schedule DB, Part D, Section 2, To Reporting Entity

NONE

Page E10

Schedule DL, Part 1

NONE

Page E11

Schedule DL, Part 2

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Name	Location and Supplemental Information	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6 First Month	7 Second Month	8 Third Month	*
Open Depositories									
TD Bank	Portland, Maine		0.001	5,801		52,592,813	55,126,346	41,983,603	.
0199999 - TOTAL - Open Depositories				5,801		52,592,813	55,126,346	41,983,603	.
0399999 - TOTAL Cash on Deposit				5,801		52,592,813	55,126,346	41,983,603	.
0599999 - TOTALS				5,801		52,592,813	55,126,346	41,983,603	.

Page E13

Schedule E, Part 2, Cash Equivalents

NONE