

JUN 03 2024

FILED

CERTIFICATION

June 3, 2024

I, Eric Dunning, Director of Insurance of the State of Nebraska, do hereby certify that the attached is a full and correct copy of the Financial Examination Report of

MUTUAL OF OMAHA MEDICARE ADVANTAGE INSURANCE COMPANY

AS OF

DECEMBER 31, 2022

The report is now on file and forming a part of the records of this Department.

I hereto subscribe my name under the seal of my office at Lincoln, Nebraska.



A handwritten signature in blue ink, appearing to read "Eric Dunning", is written over a horizontal line.

DIRECTOR OF INSURANCE

CERTIFICATE OF ADOPTION

Notice of the proposed report for the financial examination of

MUTUAL OF OMAHA MEDICARE ADVANTAGE COMPANY

3300 MUTUAL OF OMAHA PLAZA

OMAHA, NE 68175

dated as of December 31, 2022, verified under oath by the examiner-in-charge on April 15, 2024, and received by the company on May 30, 2024, has been adopted without modification as the final report pursuant to Neb. Rev. Stat. § 44-5906(3) (a).

Dated this 31st day of May 2024.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE

A handwritten signature in black ink, appearing to read "L. Crawford".

Lindsay Crawford, CFE
Chief Financial Regulator

STATE OF NEBRASKA

Department of Insurance

EXAMINATION REPORT

OF

MUTUAL OF OMAHA MEDICARE ADVANTAGE COMPANY

as of

December 31, 2022

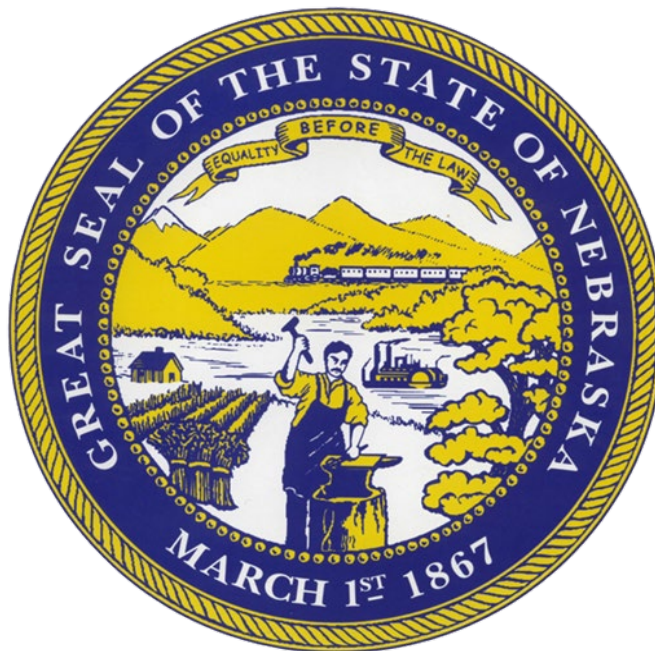


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Omaha, Nebraska
April 15, 2024

Honorable Eric Dunning
Director of Insurance
Nebraska Department of Insurance
1526 K Street, Suite 200
Lincoln, Nebraska 68508

Dear Sir:

Pursuant to your instruction and authorizations, and in accordance with statutory requirements, an examination has been conducted of the financial condition and business affairs of:

MUTUAL OF OMAHA MEDICARE ADVANTAGE COMPANY
3300 Mutual of Omaha Plaza
Omaha, Nebraska 68175

(hereinafter also referred to as the “Company”), and the report of such examination is respectfully presented herein.

INTRODUCTION

The State of Nebraska last examined the Company as of December 31, 2018. The current financial condition examination covers the intervening period to, and includes the close of business on December 31, 2022 and such subsequent events and transactions as were considered pertinent to this report. The States of Nebraska and New York participated in this examination and assisted in the preparation of this report.

The same examination staff conducted concurrent financial condition examinations of the Company’s ultimate parent, Mutual of Omaha Insurance Company (Mutual), and its subsidiaries, Companion Life Insurance Company, Medicare Advantage Insurance Company of Omaha, Omaha Health Insurance Company, Omaha Insurance Company, Omaha Reinsurance Company,

Omaha Supplemental Insurance Company, United of Omaha Life Insurance Company (United), and United World Life Insurance Company.

SCOPE OF EXAMINATION

The examination was conducted pursuant to and in accordance with both the NAIC Financial Condition Examiners Handbook (Handbook) and Section §44-5904(1) of the Nebraska Insurance Statutes. The Handbook requires that examiners plan and perform the examination to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company, including but not limited to: corporate governance, identifying and assessing inherent risks within the Company, and evaluating system controls and procedures used to mitigate those risks. The examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation and management's compliance with Statutory Accounting Principles and Annual Statement Instructions when applicable to domestic state regulations.

The examination was completed under coordination of the holding company group approach with the Nebraska Department of Insurance as the coordinating state and the New York Department of Financial Services serving as the participating state. The companies examined under this approach benefit to a large degree from common management, systems and processes, and internal control and risk management functions that are administered at the consolidated or business unit level.

The coordinated examination applies procedures sufficient to comprise a full scope financial examination of each of the companies in accordance with the examination procedures and standards promulgated by the NAIC and by the respective state insurance departments where the companies are domiciled. The objective is to enable each domestic state to report on their

respective companies' financial condition and to summarize key results of examination procedures.

The Nebraska Department of Insurance made a general review of the Company's operations and the manner in which its business has been conducted in order to determine compliance with statutory and charter provisions. The Company's history was traced and has been set out in this report under the caption "Description of Company." All items pertaining to management and control were reviewed, including provisions for disclosure of conflicts of interest to the Board of Directors and the departmental organization of the Company. The Articles of Incorporation and By-Laws were reviewed, including appropriate filings of any changes or amendments thereto. The minutes of the meetings of the Shareholder, Board of Directors, and committees held during the examination period were read and noted. Attendance at meetings, proxy information, election of Directors and Officers, approval of investment transactions, and authorizations of salaries were also noted.

The fidelity bond and other insurance coverages protecting the Company's property and interests were reviewed. Certificates of Authority to conduct the business of insurance in the various states were inspected, and a survey was made of the Company's general plan of operation.

Data reflecting the Company's growth during the period under review, as developed from the Company's filed annual statements, is reflected in the financial section of this report under the caption "Body of Report."

The Company's reinsurance facilities were ascertained and noted and have been commented upon in this report under the caption "Reinsurance." Accounting records and procedures were tested to the extent deemed necessary through the risk-focused examination

process. The Company's method of claims handling and procedures pertaining to the adjustment and payment of incurred losses were also noted.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. This included a review of workpapers prepared by Deloitte & Touche, LLP, the Company's external auditors, during their audit of the Company's accounts for the years ended December 31, 2021 and 2022. Portions of the auditor's workpapers have been incorporated into the workpapers of the examiners and have been utilized in determining the scope and areas of emphasis in conducting the examination. This utilization was performed pursuant to Title 210 (Rules of the Nebraska Department of Insurance), Chapter 56, Section 013.

Any failure of items to add to the totals shown in schedules and exhibits appearing throughout this report is due to rounding.

DESCRIPTION OF COMPANY

HISTORY

The Company was incorporated in the State of Nebraska in 2017 as a wholly-owned subsidiary of Mutual. It is licensed as a health maintenance organization and was specifically formed to sell a Medicare Advantage product.

MANAGEMENT AND CONTROL

Holding Company

The Company is a member of an insurance holding company system as defined by Nebraska Statute. An organizational listing flowing from the "Ultimate Controlling Person", as reported in the 2022 Annual Statement, is represented by the following (subsidiaries are denoted through the use of indentations, and unless otherwise indicated, all subsidiaries are 100% owned):

Mutual of Omaha Insurance Company
 East Campus Realty, LLC
 Mutual DMLT Holdings, LLC
 Mutual of Omaha Holdings, Inc.
 Mutual of Omaha Investor Services, Inc.
 Mutual of Omaha Marketing Corporation
 Mutual of Omaha Risk and Insurance Solution Services, Inc.
 Omaha Insurance Company
 Mutual of Omaha Medicare Advantage Company
 Omaha Financial Holdings, Inc.
 Mutual of Omaha LoanPro, L.L.C.
 Mutual of Omaha Mortgage, Inc.
 55 Places Mortgage, LLC (50%)
 Carson Lending Group, LLC
 Home Loan Express, LLC (50%)
 Legacy Mortgage, LLC (50%)
 Review Counsel LLC
 Omaha Health Insurance Company
 Omaha Supplemental Insurance Company
 Turner Park North, LLC
 United of Omaha Life Insurance Company
 Boston Financial Opportunity Zone Fund 1 LP (99.99%)
 Cloverlay Sports Assets SPV L.P.
 Arctos Phanatic Co-Invest, LP (32.2%)
 Companion Life Insurance Company
 Fulcrum Growth Partners III, L.L.C. (80%)
 Medicare Advantage Insurance Company of Omaha
 MGG Rated Debt Feeder Fund LP (50%)
 MGG SF Evergreen Unlevered Fund 2020 LP (53%)
 MGG SPV XI LLC (20.03%)
 MHEG OZ Fund 1, LP (99.99%)
 Mutual of Omaha Opportunities Fund, L.P. (99%)
 Mutual of Omaha OF Cayman, Ltd.
 Mutual of Omaha Structured Settlement Company
 Omaha Reinsurance Company
 UM Holdings, LLC
 United DMLT Holdings, LLC
 United World Life Insurance Company

Shareholder

Article II of the Company’s Articles of Incorporation states that, “the aggregate number of shares which the Corporation shall be authorized to issue is One Million Five Hundred Thousand (1,500,000) shares of Common Stock, par value \$1.00 per share, with a total par value

for all shares of \$1,500,000.” (G.1.21 pg 114) As of December 31, 2022, Company records indicated that 1,500,000 shares were issued and outstanding, all owned by Mutual of Omaha.

Article II, Section 1 of the Company’s By-Laws states that “the annual meeting of the Shareholders shall be on the date and in the month in each year as determined by the Board, beginning with the year 2017, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.”

Board of Directors

Article III, Section 2 of the Company’s By-Laws states that, “the number of Directors of the Corporation constituting the Board shall be not less than five and not more than fifteen. Except as provided in Sections 3 and 4 of this Article III, Directors shall be elected at the annual meeting of the Shareholders...for a term of one year each. Directors need not be residents of the State of Nebraska or Shareholders of the Corporation.” Section 6 of Article III states, “a regular meeting of the Board shall be held without notice other than this By-Law immediately after, and at the same place as, the annual meeting of Shareholders.”

The following persons were serving as Directors on December 31, 2022:

<u>Name and Residence</u>	<u>Principal Occupation</u>
T. Scott Ault Eatonton, Georgia	Executive Vice President, Mutual of Omaha Insurance Company
James T. Blackledge Elkhorn, Nebraska	Chief Executive Officer, Mutual of Omaha Insurance Company
Bradley N. Buechler Omaha, Nebraska	Executive Vice President, Mutual of Omaha Insurance Company
Lance D. Grigsby Omaha, Nebraska	Senior Vice President and Corporate Chief Actuary, Mutual of Omaha Insurance Company
Stacy A. Scholtz Omaha, Nebraska	Executive Vice President, Mutual of Omaha Company

Officers

Article IV, Section 1 of the Company's By-Laws states that "the Board of Directors shall elect such Officers as are necessary to conduct the business of the Corporation, including a President, Secretary, and Treasurer, and such other Officers and employees as may be required to carry on the business of the Corporation and may fix their terms of office or employment."

The following is a partial listing of Senior Officers elected and serving the Company on December 31, 2022:

<u>Name</u>	<u>Office</u>
Bradley N. Buechler	President
Jay A. Vankat	Corporate Secretary
Scott L. Herchenbach	Treasurer

TRANSACTIONS WITH AFFILIATES

Intercompany Services Agreement

Effective February 25, 2019, the Company entered into an intercompany services agreement with its parent, Mutual, and affiliate, MAICO. Under the agreement, the Company and other participants will provide to each other certain services such as human resources, finance, accounting, payroll, treasury, investments, information technology, and other areas of expertise such as legal, compliance, internal audit, corporate services, and marketing as needed from time to time. The standards for allocating expenses are for services rendered, on a fair and reasonable basis, resulting in overall equity to the parties.

Tax Allocation Agreement

A consolidated federal income tax return is filed for Mutual and its eligible subsidiaries pursuant to a written agreement approved by the Board of Directors. Each company's provision for federal income tax expense is based on separate return calculations with credit for operating

losses allowed by the parent company only as each company would utilize such losses on a separate return basis with limited exceptions.

Capital Contributions

The Company made one return of capital payment to its parent, Mutual, over the examination period. The Company paid a \$15,000,000 extraordinary cash distribution on December 27, 2022.

TERRITORY AND PLAN OF OPERATION

As evidenced by current or continuous Certificates of Authority, the Company is licensed to transact business in Indiana, Kentucky, Nebraska, Ohio, and Texas.

The Company was approved with the Centers for Medicare and Medicaid Services and provided Medicare Advantage products to Medicare-eligible individuals. The Company exited the Medicare market at the end of 2020.

BODY OF REPORT

GROWTH

The following comparative data reflects the growth of the Company during the period covered by this examination:

	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
Bonds	\$ 2,192,984	\$ 6,791,545	\$ 4,400,296	\$2,195,288
Admitted assets	36,740,626	22,706,532	17,755,417	2,484,032
Aggregate health reserves	9,977,436	35,327	63,906	
Total liabilities	16,226,026	3,664,707	361,543	6,978
Capital and surplus	20,514,600	19,041,825	17,393,874	2,477,054
Net premium income	8,081,686	12,115,146	(26,064)	(100,559)
Net investment income	1,026,905	285,510	130,183	267,800
Net income	(14,818,764)	(1,456,772)	(1,659,049)	54,121

FINANCIAL STATEMENTS

The following financial statements are based on the statutory financial statements filed by the Company with the State of Nebraska Department of Insurance and present the financial condition of the Company for the period ending December 31, 2022. The accompanying comments on financial statements reflect any examination adjustments to the amounts reported in the annual statements and should be considered an integral part of the financial statements. A reconciliation of the capital and surplus account for the period under review is also included.

FINANCIAL STATEMENT **December 31, 2022**

<u>Assets</u>	<u>Assets</u>	<u>Assets Not Admitted</u>	<u>Net Admitted Assets</u>
Bonds	\$2,195,288		\$ 2,195,288
Cash	270,438		270,438
Subtotal, cash and invested assets	\$2,465,726		\$ 2,465,726
Investment income due and accrued	18,306		18,306
Totals	<u>\$2,484,032</u>		<u>\$ 2,484,032</u>
<u>Liabilities, Surplus, and Other Funds</u>			
Remittances and items not allocated			\$ 4,218
Amounts due to parent, subsidiaries and affiliates			140
Liability for abandoned property			<u>2,620</u>
Total liabilities			\$ 6,978
Common capital stock			1,500,000
Gross paid in and contributed surplus			54,500,000
Unassigned funds (surplus)			<u>(53,522,946)</u>
Total capital and surplus			<u>\$ 2,477,054</u>
Total liabilities, capital, and surplus			<u>\$ 2,484,032</u>

STATEMENT OF REVENUES AND EXPENSES– 2022

Revenues

Net premium loss \$ (100,559)

Expenses

Hospital/medical benefits (18,452)

Other professional services (7,103)

Outside referral (10,820)

Emergency room and out-of-area (448)

Prescription drugs (65,529)

Claims adjustment expenses 52,695

General administration expenses 44,313

Total underwriting deductions \$ (5,343)

Net underwriting loss \$ (95,216)

Investment Income

Net investment income earned \$ 267,800

Net realized capital loss (118,463)

Net investment gain \$ 149,337

Net income before federal income taxes \$ 54,121

Net income \$ 54,121

CAPITAL AND SURPLUS ACCOUNT

	<u>2019</u>	<u>2020</u>	<u>2021</u>	<u>2022</u>
Capital and surplus, beginning	\$ 35,351,439	\$ 20,514,600	\$ 19,041,825	\$ 17,393,874
Net income	\$(14,818,764)	\$ (1,456,772)	\$ (1,659,049)	\$ 54,121
Change in nonadmitted assets	(18,076)	(16,003)	11,098	29,058
Surplus Adjustment paid in	<u> </u>	<u> </u>	<u> </u>	<u>(15,000,000)</u>
Net change for the year	<u>\$(14,836,839)</u>	<u>\$ (1,472,775)</u>	<u>\$ (1,647,951)</u>	<u>\$(14,916,821)</u>
Capital and surplus, ending	<u>\$ 20,514,600</u>	<u>\$ 19,041,825</u>	<u>\$ 17,393,874</u>	<u>\$ 2,477,054</u>

EXAMINATION CHANGES IN FINANCIAL STATEMENTS

Unassigned funds (surplus) in the amount of \$(53,522,946), as reported in the Company's 2022 Annual Statement, has been accepted for examination purposes. Examination findings, in the aggregate, were considered to have no material effect on the Company's financial condition.

COMPLIANCE WITH PREVIOUS RECOMMENDATIONS

No recommendations were made as a result of the previous examination.

COMMENTARY ON CURRENT EXAMINATION FINDINGS

There are no comments or recommendations that have been made as a result of this examination.

SUMMARY OF COMMENTS AND RECOMMENDATIONS

There are no comments or recommendations that have been made as a result of this examination.

ACKNOWLEDGMENT

The courteous cooperation extended by the Officers and employees of the Company during this examination is hereby acknowledged.

In addition to the undersigned, Brian Davis, CFE, Joe Jacobson, CFE, John Wiatr, CFE, and Caden Boesiger, Financial Examiners; and Michael Muldoon, MAAA, ASA, FCA, and Margaret Garrison, Actuarial Examiners; all with the Nebraska Department of Insurance; Stefan Obereichholz-Bangert, AES, CISA, CISM and Michael Nadeau, CFE, AES, CISA, CPA Information Systems Specialists with Noble Consulting Services, Inc., contracted by the Nebraska Department of Insurance; and Financial Examiners and Actuarial Examiners with the New York Department of Financial Services; participated in this examination and assisted in the preparation of this report.

Respectfully submitted,



Isaak Russell, CFE
Examiner-in Charge
Department of Insurance
State of Nebraska


State of Nebraska,

County of Lancaster,

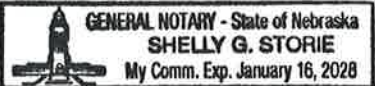
Isaak Russell, being duly sworn, states as follows:


1. I have authority to represent the Department of Insurance of the State of Nebraska in the examination of Mutual of Omaha Insurance Company and its insurance affiliates.
2. The Department of Insurance of the State of Nebraska is accredited under the National Association of Insurance Commissioners Financial Regulation Standards and Accreditation.
3. I have reviewed the examination work papers and examination report, and the examination of Mutual of Omaha and its insurance affiliates was performed in a manner consistent with the standards and procedures required by the Department of Insurance of the State of Nebraska.

The affiant says nothing further.


Examiner-in-Charge's Signature

Subscribed and sworn before me by ISAIAK RUSSELL on this 15th day of APRIL, 2024.

(SEAL) 


Notary Public

My commission expires Jan 16, 2028 [date].