

MAY 31 2017

FILED

CERTIFICATION

May 31, 2017

I, Bruce R. Ramage, 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

MAGELLAN COMPLETE CARE OF NEBRASKA, INC.

as of

December 31, 2015

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.



Bruce R. Ramage

DIRECTOR OF INSURANCE

CERTIFICATE OF ADOPTION

Take notice that the proposed report of the financial examination of

MAGELLAN COMPLETE CARE OF NEBRASKA, INC.

dated as of December 31, 2015 verified under oath by the examiner-in-charge on
April 27, 2017 and received by the company on May 5, 2017, has been adopted without
modification as the final report pursuant to Neb. Rev. Stat. § 44-5906(3) (a).

Dated this 15th day of May 2017.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE



Justin Schrader
Chief Financial Examiner

STATE OF NEBRASKA

Department of Insurance

EXAMINATION REPORT

OF

MAGELLAN COMPLETE CARE OF NEBRASKA, INC.

as of

December 31, 2015



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Lincoln, Nebraska
March 24, 2017

Honorable Bruce R. Ramage
Director of Insurance
Nebraska Department of Insurance
941 "O" Street, Suite 400
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:

MAGELLAN COMPLETE CARE OF NEBRASKA, INC.

which has its Statutory Home Office located at

**1221 N Street, Suite 325
Lincoln, NE 68508**

with its Principal Executive Office located at

**14100 Magellan Plaza
Maryland Heights, MO 63043**

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

INTRODUCTION

The Company was last examined as of August 31, 2014 by the State of Nebraska as part of the qualification process in order to obtain licensing. The current financial condition examination covers the intervening period to, and including, the close of business on December 31, 2015, and includes such subsequent events and transactions as were considered pertinent to this report. The States of Nebraska, Pennsylvania, Illinois and Delaware 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 affiliates, Magellan Behavioral Health of Pennsylvania, Magellan Life Insurance Company, Florida MHS Inc., Merit Health Insurance Company, Magellan Behavioral Health of Nebraska, Magellan Behavioral Health of New Jersey and Alphacare of New York.

SCOPE OF EXAMINATION

This examination was conducted pursuant to and in accordance with both the NAIC Financial Condition Examiners Handbook (Handbook) and Section §44-32,115 (Health Maintenance Organization) 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 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 Pennsylvania Department of Insurance as the coordinating state and Delaware, Florida, Illinois, Nebraska, New Jersey and New York as participating states. 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.

A general review was made 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 and approval of investment transactions were also noted.

The fidelity bond and other insurance coverages protecting the Company's property and interests were reviewed, as were plans for employee welfare and pension. The Certificate of Authority to conduct the business of insurance was 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".

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 Ernst & Young, LLP., the Company's external auditors, during their audit of the Company's accounts for the year ended December 31, 2015. 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 Articles of Incorporation of the Company were filed with the Secretary of State of the State of Nebraska on May 30, 2014, and approved by the Department on August 13, 2014. The Company received a Certificate of Authority to operate as a Health Maintenance Organization in Nebraska.

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 2015 Annual Statement, is represented by the following (subsidiaries are denoted

through the use of indentations, and unless otherwise indicated, all subsidiaries are 100% owned). This listing includes only direct and indirect parents and subsidiaries:

- Magellan Health, Inc. (DE)
 - Magellan Healthcare, Inc. (DE)
 - Magellan Complete Care of Nebraska, Inc. (NE)
 - Magellan Behavioral Health of Nebraska, Inc. (NE)
 - Magellan Complete Care of Iowa, Inc. (IA)
 - Florida MHS, Inc. (FL)
 - Magellan Complete Care of Louisiana, Inc. (LA)
 - Magellan Complete Care of Indiana, Inc. (IN)
 - Magellan Complete Care of North Carolina, Inc. (NC)
 - Merit Health Insurance Company (IL)
 - Magellan Life Insurance Company (DE)
 - Magellan Health Services of Arizona, Inc.
 - Magellan Complete Care of Arizona, Inc. (AZ)
 - AlphaCare Holdings, Inc.
 - AlphaCare of New York, Inc. (NY)
 - Merit Behavioral Care Corporation
 - Magellan Behavioral Health of Pennsylvania, Inc. (PA)
 - Magellan Pharmacy Services, Inc.
 - Magellan Rx Management, Inc.
 - Magellan Behavioral Health of New Jersey, LLC (NJ)

Stockholder

The By-Laws of the Company state that, “the annual meeting of Stockholders for the purpose of electing Directors and for the transaction of such other business as may come before the meeting, shall be held on the anniversary date of the Corporation’s incorporation, or at such other time as may be fixed by the Board of Directors.”

The Articles of Incorporation of the Company state that, “the number of shares the corporation is authorized to issue is 1,000 (One Thousand) shares, all of which are of a par value of \$0.01 dollars each and are of the same class and are Common shares.” The Company’s total issued and outstanding common stock consisted of 1,000 shares that had been subscribed to and purchased by Magellan Healthcare, Inc. for a total purchase price of \$10 (\$0.01 per share). The

Company's initial capital structure therefore consisted of \$10 in common stock and \$309,990 in paid-in capital.

The Company received capital contributions totaling \$110,000 and \$1,811,179 in 2015 and 2014, respectively, from its parent, Magellan Healthcare, Inc. No dividends were paid during the examination period.

Board of Directors

The By-Laws provide that, "the Board of Directors shall consist of three (3) persons." The By-Laws also state that, "the Directors elected at the first annual meeting of Stockholders and at each annual meeting thereafter shall hold office for one (1) year, and until their successors are elected and qualified." For the transaction of business at any meeting of the Board of Directors, a quorum shall be constituted by a majority of the Directors.

In regards to meetings, the By-Laws Article V, Section 5.5 states, "a regular meeting of the Board of Directors for the purpose of electing Officers and transacting such other business as may come before the meeting shall be held without notice immediately following and at the same place as the annual Stockholders meeting. The Board of Directors may provide, by resolution, the place, day and hour for the additional regular meetings which may be held without prior notice." A review of the corporate minutes found that the Board of Directors did not meet at least annually as required by its By-Laws. It is recommended that the Board of Directors meets at least annually as instructed by the Company's By-Laws.

The Board of Directors not meeting at least annually resulted in several investment related instances of noncompliance with Neb Rev Stat §44-5105 . The findings are as follows: the Board did not approve investment transactions during 2015, the Board did not review a summary report on the insurer's portfolio on a quarterly basis and the Board has not adopted a

written investment plan/policy. It is recommended the Company adopt procedures to ensure that future investment activity receives the requisite review and approval from the Board. In addition, the Board should adopt a written investment plan/policy.

According to the By-Laws, Article V, Section 5.6 states, “special meetings of the Board of Directors may be called by the President or any Director. Written notice of any special meeting, specifying the time and place of the meeting and, at the option of the person calling the meeting, the purpose of the meeting, shall be given to each Director at least two (2) days prior thereto. Such notice may be delivered by facsimile transmission.”

The following persons were serving as Directors at December 31, 2015:

<u>Name and Residence</u>	<u>Principal Occupation</u>
Daniel Gregoire North Hampton, New Hampshire	General Counsel, Magellan Health, Inc.
Jonathan Rubin West Simsbury, Connecticut	Chief Financial Officer, Magellan Health, Inc.
Barry Smith Paradise Valley, Arizona	Chairman & CEO, Magellan Health, Inc.

Officers

According to the By-Laws, “the Board of Directors shall elect a President, a Treasurer, a Secretary, and such other Officers or agents as it shall deem necessary or desirable. One person may hold two or more offices. Any Officer may be removed by the Board of Directors with or without cause at any time.”

The following is a listing of Officers elected and serving the Company at December 31, 2015:

<u>Name</u>	<u>Office</u>
Anne McCabe	President
Daniel Gregoire	Vice President & Secretary
Linton Newlin	Vice President
Jonathan Rubin	Vice President & Treasurer
Barry Smith	Vice President
John DiBernardi	Assistant Secretary
Michael McQuillen	Assistant Secretary
Margie Smith	Assistant Secretary

TRANSACTIONS WITH AFFILIATES

Tax Allocation Agreement

On January 1, 2015 the Company entered into a tax allocation agreement with Magellan Health, Inc. Magellan Health, Inc. files a consolidated tax return and allocates to each subsidiary their share of the income or loss with amounts due or owed.

SSAP 101, Paragraph 28.b requires tax sharing agreements to be approved by the entity's Board of Directors. A review of Board of Director minutes determined that the tax sharing agreement was not approved by the Board of Directors. It is recommended that the Company have the Board of Directors retroactively approve the tax allocation agreement in accordance with SSAP 101.

TERRITORY AND PLAN OF OPERATION

The Company was organized in 2014 to operate as a Health Maintenance Organization and received a Certificate of Authority to transact business in the State of Nebraska. The Company has not written any business since obtaining the Certificate of Authority.

BODY OF REPORT

GROWTH

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

	<u>2014</u>	<u>2015</u>
Bonds	\$ 310,950	\$1,917,311
Cash and equivalents	1,500,000	1,193
Admitted assets	1,812,726	1,923,597
Total liabilities	3,489	4,526
Capital and surplus	1,809,237	1,919,072
General administrative expenses	3,489	2,974
Net investment income	487	2,719
Net income	(1,952)	(166)

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, 2015. 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, 2015

<u>Assets</u>	<u>Assets</u>	<u>Assets Not Admitted</u>	<u>Net Admitted Assets</u>
Bonds	\$1,917,311		\$1,917,311
Cash	<u>1,193</u>		<u>1,193</u>
Subtotal, cash and invested assets	\$1,918,504		\$1,918,504
Investment income due and accrued	5,004		5,004
Current federal income tax recoverable	<u>89</u>		<u>89</u>
Total assets	<u>\$1,923,597</u>		<u>\$1,923,597</u>

Liabilities, Surplus, and Other Funds

General expenses due or accrued	\$ 1,000
Amounts due to parent, subsidiaries and affiliates	<u>3,526</u>
Total liabilities	<u>\$ 4,526</u>
Common capital stock	\$ 10
Gross paid in and contributed surplus	1,921,179
Unassigned funds (surplus)	<u>(2,117)</u>
Total capital and surplus	<u>\$1,919,072</u>
Totals	<u>\$1,923,597</u>

SUMMARY OF OPERATIONS – 2015

General administrative expenses	\$ 2,974
Net underwriting gain or (loss)	\$ (2,974)
Net investment income earned	2,719
Federal income taxes incurred	<u>(89)</u>
Net income	<u>\$ (166)</u>

CAPITAL AND SURPLUS ACCOUNT

	<u>2014</u>	<u>2015</u>
Capital and surplus, beginning	\$ <u>0</u>	<u>\$1,809,237</u>
Net income	\$ (1,952)	\$ (166)
Capital paid-in	10	
Surplus paid-in	<u>1,811,179</u>	<u>110,000</u>
Net change for the year	<u>\$1,809,237</u>	<u>\$ 109,834</u>
Capital and surplus, ending	<u>\$1,809,237</u>	<u>\$1,919,072</u>

EXAMINATION CHANGES IN FINANCIAL STATEMENTS

Unassigned funds (surplus) in the amount of \$(2,117) as reported in the Company's 2015 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

A qualifying examination was performed by the Nebraska Department of Insurance as of August 31, 2014. As such, this is the first full scope examination of the Company.

COMMENTARY ON CURRENT EXAMINATION FINDINGS

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

SUMMARY OF COMMENTS AND RECOMMENDATIONS

The following comments and recommendations have been made as a result of this examination:

Board of Director Meetings – It is recommended that the Company comply with its By-Laws and require the Board of Directors to meet on a no less than annual basis.

Board of Director Investment Review – It is recommended the Company adopt procedures to ensure that future investment activity receives the requisite review and approval from the Board of Directors. In addition, the Board of Directors should adopt a written investment plan/policy.

Board Approval of Tax Sharing Agreements – It is recommended that the Company have the Board of Directors retroactively approve the tax allocation agreement in accordance with SSAP 101.

ACKNOWLEDGMENT

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

In addition to the undersigned, Financial Examiners, Information Systems Specialists, and Actuarial Examiners with or contracted by the Pennsylvania Department of Insurance; the Illinois Department of Insurance and the Delaware Department of Insurance participated in this examination and assisted in the preparation of this report.

Respectfully submitted,



Joseph Hofmeister, CFE
Examiner-in-Charge
Department of Insurance
State of Nebraska

State of Nebraska,

County of Lancaster,

Joseph Hofmeister, 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 Magellan Complete Care of Nebraska, Inc.
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 Magellan Complete Care of Nebraska, Inc. 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.

Joseph Hofmeister
Examiner-in-Charge's Signature

Subscribed and sworn before me by Joseph Hofmeister on this 27 day of April, 2017.

(SEAL) 

Brandis Courser
Notary Public

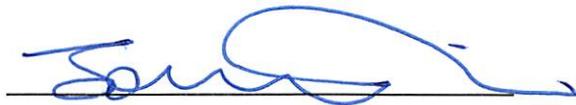
My commission expires July 25, 2018 [date].

State of Nebraska

Department of Insurance

Affidavit

This affidavit is being filed with State of Nebraska Department of Insurance in accordance R.R.S. Neb. § 44-5906(6). I hereby state that as a member of the Board of Directors of Magellan Behavioral Health of Nebraska, Inc., I have received a copy of the Magellan Behavioral Health of Nebraska, Inc. Report of Examination as of December 31, 2015 and that I will consider the recommendations made therein within a reasonable time.



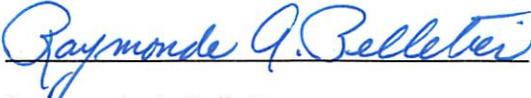
Signature

Jonathan N. Rubin

Printed Name

Board of Director of Magellan Behavioral Health of Nebraska, Inc.

Sworn to and subscribed before me this 10th day of July, 2017.



Raymonde A. Pelletier

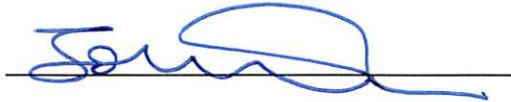
Notary Public

My commission expires: 8-31-2018



State of Nebraska
Department of Insurance
Affidavit

This affidavit is being filed with State of Nebraska Department of Insurance in accordance R.R.S. Neb. § 44-5906(6). I hereby state that as a member of the Board of Directors of Magellan Complete Care of Nebraska, Inc., I have received a copy of the Magellan Complete Care of Nebraska, Inc. Report of Examination as of December 31, 2015 and that I will consider the recommendations made therein within a reasonable time.



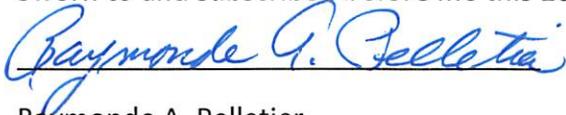
Signature

Jonathan N. Rubin

Printed Name

Board of Director of Magellan Complete Care of Nebraska, Inc.

Sworn to and subscribed before me this 10th day of July, 2017.



Raymonde A. Pelletier

Notary Public

My commission expires: 8-31-2018



State of Nebraska

Department of Insurance

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Brandin Hay
Signature

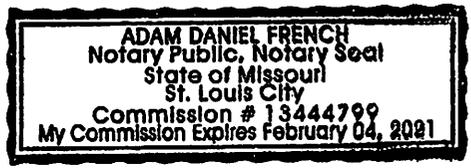
Brandin Hay
Printed Name

Board of Director of Magellan Complete Care of Nebraska, Inc.

Sworn to and subscribed before me this 3rd day of July, 2017.

[Signature]
Notary Public

My commission expires: 02/04/2021



State of Nebraska
Department of Insurance

Affidavit

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Branden King

Signature

Branden King

Printed Name

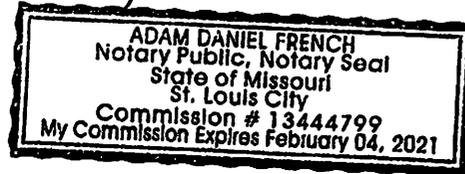
Board of Director of Magellan Behavioral Health of Nebraska, Inc.

Sworn to and subscribed before me this 3rd day of July, 2017.

Adam Daniel French

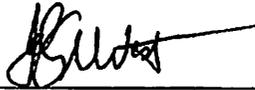
Notary Public

My commission expires: 02/04/2021



State of Nebraska
Department of Insurance
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Signature

JEFFREY N. WEST

Printed Name

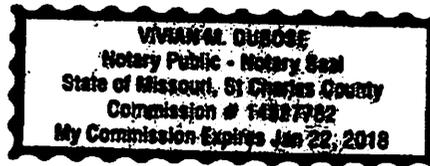
Board of Director of Magellan Behavioral Health of Nebraska, Inc.

Sworn to and subscribed before me this 10th day of July, 2017.



Notary Public

My commission expires: 1/22/2018



State of Nebraska

Department of Insurance

Affidavit

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Signature

JEFFREY N. WEST

Printed Name

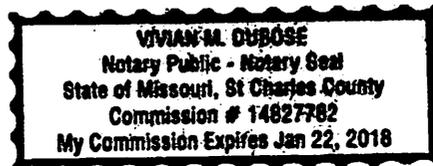
Board of Director of Magellan Complete Care of Nebraska, Inc.

Sworn to and subscribed before me this 10th day of July, 2017.



Notary Public

My commission expires: 1/22/2018



State of Nebraska
Department of Insurance
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Brian Frey
Signature

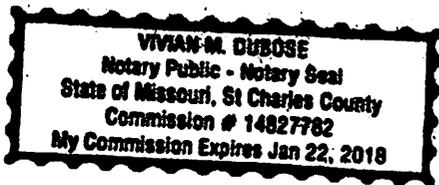
Brian Frey
Printed Name

Board of Director of Magellan Behavioral Health of Nebraska, Inc.

Sworn to and subscribed before me this 11 day of July, 2017.

Vivian M. DUBOSE
Notary Public 11/22/2018

My commission expires:



State of Nebraska
Department of Insurance
Affidavit

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Brian Frey
Signature

Brian Frey
Printed Name

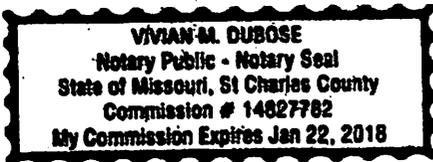
Board of Director of Magellan Complete Care of Nebraska, Inc.

Sworn to and subscribed before me this 11 day of July, 2017.

Vivian M. Dubose

Notary Public 1/22/2018

My commission expires:

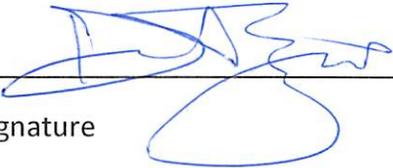


State of Nebraska

Department of Insurance

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Signature

Daniel N. Gregoire

Printed Name

Board of Director of Magellan Complete Care of Nebraska, Inc.

Sworn to and subscribed before me this 20th day of July, 2017.


Raymonde A. Pelletier

Notary Public

My commission expires: 8-31-2018

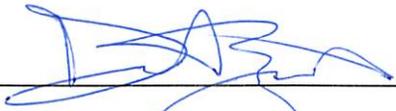


Nebraska

Department of Insurance

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Signature

Daniel N. Gregoire

Printed Name

Board of Director of Magellan Behavioral Health of Nebraska, Inc.

Sworn to and subscribed before me this 20th day of July, 2017.



Raymonde A. Pelletier

Notary Public

My commission expires: *8-31-2018*

