

STATE OF INDIANA)
) SS:
COUNTY OF MARION) COMMISSIONER OF INSURANCE

IN THE MATTER OF:)
)
NHP of Indiana, Inc.)
101 SE Third Street)
Evansville, Indiana 47708)

Examination of NHP of Indiana, Inc.

NOTICE OF ENTRY OF ORDER

Enclosed is the Final Order entered by Stephen W. Robertson, Executive Director, Acting Commissioner of the Indiana Department of Insurance, after fully considering and reviewing the Verified Report of Examination of NHP of Indiana, Inc., any relevant examination work papers, and any written submissions or rebuttals. The Verified Report of Examination, as amended by the Final Order, has been adopted by the Acting Commissioner.

Pursuant to Ind. Code § 27-1-3.1-12(b), within thirty (30) days of receipt of the Final Order, each director of NHP of Indiana, Inc. shall file an affidavit with the Indiana Department of Insurance stating that he/she has received a copy of the Verified Report of Examination and the Final Order.

The Final Order is a final administrative decision that may be appealed pursuant to Ind. Code § 4-21.5-5.

9/9/2010
Date

Cynthia D. Donovan
Cynthia D. Donovan
Deputy Commissioner
Financial Services Operations

CERTIFIED MAIL NUMBER: 7004 1160 0000 3839 2354

STATE OF INDIANA)
) SS: BEFORE THE INDIANA
COUNTY OF MARION) COMMISSIONER OF INSURANCE

IN THE MATTER OF:)
)
NHP of Indiana, Inc.)
101 SE Third Street)
Evansville, Indiana 47708)

Examination of NHP of Indiana, Inc.

FINDINGS AND FINAL ORDER

The Indiana Department of Insurance conducted an examination into the affairs of the NHP of Indiana, Inc. (hereinafter "Company") for the time period January 1, 2005 through December 31, 2009.

The Verified Report of Examination was filed with the Commissioner of the Department of Insurance (hereinafter "Commissioner") by the Examiner on 1/15/2009.

A copy of the Verified Report of Examination, along with a Notice of Opportunity to Make Written Submission or Rebuttal, was mailed to the Company via Certified Mail on July 28, 2010 and was received by the Company on August 2, 2010.

On September 2, 2010 pursuant to Ind. Code § 27-1-3.1-10, the Company filed a response to the Verified Report of Examination. The Commissioner has fully considered the Company's response.

NOW THEREFORE, based on the Verified Report of Examination and the response filed by the Company, the Commissioner hereby FINDS as follows:

1. The suggested modifications to the Verified Report of Examination submitted by the Company are reasonable and shall be incorporated into the Verified Examination Report. A copy of the Verified Report of Examination, as amended, is attached hereto.
2. The Verified Report of Examination, as amended, is true and accurate report of the financial condition and affairs of the Company as of December 31, 2009.

3. The Examiners' recommendations are reasonable and necessary in order for the Company to comply with the insurance laws of the state of Indiana.

Based on the FINDINGS, the Commissioner does hereby ORDER:

1. Pursuant to Ind. Code § 27-1-3.1-11(a)(1), the Verified Report of Examination is adopted and shall be filed. Hereafter the Verified Report of Examination, as amended, may constitute prima facie evidence of the facts contained therein in any action or proceeding taken by the Indiana Department of Insurance against the Company, its officers, directors, or agents.
2. The Company shall comply with the Examiner's Recommendations enumerated in summary form and throughout the text of the Verified Report of Examination, as amended. A written response to these recommendations should be provided to the Department within 30 days of receipt of this order.
3. Compliance with the Examiner's recommendations shall be completed on or before the filing of the subsequent annual statement. In the event it is not feasible to comply with a recommendation before the filing of the subsequent annual statement, the Company shall submit a written explanation as to why it was not feasible with the filing of the annual statement.

Signed and Sealed this 9th day of September, 2010.


Stephen W. Robertson, Executive Director
Acting Insurance Commissioner
Indiana Department of Insurance

STATE OF INDIANA
Department of Insurance
REPORT OF EXAMINATION
OF
NHP OF INDIANA, LLC
NAIC Co. CODE 12540
As of
December 31, 2009

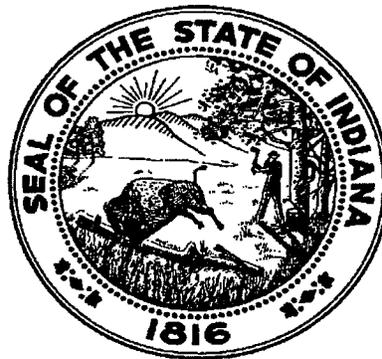


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STATE OF INDIANA

MITCHELL E. DANIELS, JR., Governor

IDOI

INDIANA DEPARTMENT OF INSURANCE
311 W. WASHINGTON STREET, SUITE 300
INDIANAPOLIS, INDIANA 46204-2787
TELEPHONE: (317) 232-2385
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CAROL CUTTER, Commissioner

July 13, 2010

Honorable Alfred W. Gross
Chair, NAIC Financial Condition (E) Committee, NAIC
Commissioner, Virginia Bureau of Insurance
State Corporation Commission
1300 East Main Street
Richmond, Virginia 23219

Honorable Stephen W. Robertson, Executive Director
Acting Commissioner, Indiana Department of Insurance
311 W. Washington Street, Suite 300
Indianapolis, Indiana 46204-2787

Dear Commissioners:

Pursuant to the authority vested in Appointment Number 3636, an examination has been made of the affairs and financial condition of:

NHP of Indiana, LLC
101 S.E. Third Street
Evansville, Indiana 47708

an Indiana full service health maintenance organization hereinafter referred to as the "Company". The examination was conducted at the office of Noble Consulting Services, Inc. in Indianapolis, Indiana.

The Report of Examination, reflecting the status of the Company as of December 31, 2009, is hereby respectfully submitted.

ACCREDITED BY THE
NATIONAL ASSOCIATION OF INSURANCE COMMISSIONERS

AGENCY SERVICES
(317) 232-2413

COMPANY COMPLIANCE
(317) 233-0697

CONSUMER SERVICES
(317) 232-2395
In-State 1-800-622-4461

EXAMINATIONS / FINANCIAL SERVICES
(317) 232-2390

MEDICAL MALPRACTICE
(317) 232-2402

SECURITIES / COMPANY RECORDS
(317) 232-1991

SCOPE OF EXAMINATION

The Company was last examined by representatives of Noble Consulting Services as of the period ending December 31, 2006. The present examination was conducted by Noble Consulting Services, Inc. (Noble) and covered the period from January 1, 2007 through December 31, 2009 and included any material transactions and/or events occurring subsequent to the examination date and noted during the course of this examination.

Merlinos & Associates, Inc. was appointed by the Indiana Department of Insurance (IDOI) and conducted a review of the Company's statutory reserves as of December 31, 2009. There were no actuarial adjustments or recommendations resulting from the review performed by Merlinos & Associates, Inc.

We conducted our examination pursuant to and in accordance with the 2010 NAIC *Financial Condition Examiners Handbook* (Handbook). The Handbook requires that we plan and perform the examination to evaluate the financial condition and identify prospective risks of the Company by obtaining information about the Company including corporate governance, identifying and assessing inherent risks within the Company and evaluating system controls and procedures used to mitigate those risks. An examination also includes assessing the principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation, management's compliance with Statutory Accounting Principles and annual statement instructions when applicable to domestic state regulations.

All accounts and activities of the Company were considered in accordance with the risk-focused examination process. The working papers prepared by BKD, LLP, the Company's auditors, in their audit of the Company's accounts, for the year ended December 31, 2009, were reviewed. A portion of the auditor's working papers have been incorporated into the working papers of the examiners and have been utilized for the purposes of this examination in accordance with the provisions contained in the Handbook.

HISTORY

The Company was organized on October 26, 2005, as an Indiana limited liability company for the purpose of operating a health maintenance organization and commenced business on June 1, 2006.

The Company is 100% owned by NHP Holdings, LLC (NHPH) a Delaware limited liability company. The ultimate controlling parent is MediSys Health Network, Inc. The Company operates its HMO under the trade name "Welborn Health Plans". The Company has entered into a license agreement with Welborn Clinic for the use of the Welborn Health Plans trade name.

CAPITAL AND SURPLUS

As of December 31, 2009, the Company had no shares of stock outstanding. The Company issued no dividends. During the examination period, the Company paid off the subordinated promissory note for the 2006 purchase of Welborn Clinic.

TERRITORY AND PLAN OF OPERATION

The Company is licensed to transact business in states of Indiana and Kentucky. The following products are offered: a traditional commercial HMO product for medium and large group employers, point-of-service product, Medicare Advantage, Medicare Advantage Prescription Drug Plan, and self-funded benefits administration. In addition, the Company acts as an agent for other employee benefits, such as group life insurance. The service area includes ten (10) counties in southwestern Indiana and ten (10) counties in Kentucky.

Enrollment for the Medicare Cost Plan was closed to new membership in 2008 at the direction of the Centers for Medicare and Medicaid Services (CMS). Efforts continue to convert existing Cost plan members to the Medicare Advantage and Medicare Advantage Prescription Drug Plans. The Company plans to continue its growth in Kentucky.

GROWTH OF THE COMPANY

The following exhibit summarizes the financial results of the Company as reported during the examination period:

<u>Year</u>	<u>Admitted Assets</u>	<u>Liabilities</u>	<u>Capital & Surplus</u>	<u>Net Premium Income</u>	<u>Net Income (Loss)</u>
2009	\$37,868,479	\$23,371,214	\$14,497,265	\$173,188,882	\$3,617,673
2008	30,420,609	20,660,216	9,760,393	144,835,646	(1,435,792)
2007	27,550,425	15,733,948	11,816,477	123,217,574	2,670,957

Admitted assets increased approximately \$7.5 million from 2008 to 2009. During 2009, the Company had an increase in cash due to net cash from operations of \$4.9 million and net cash from investments of \$5.7 million. Health care receivables increased \$2.5 million mainly due to an increase in reimbursable amounts from CMS.

Liabilities increased approximately \$2.7 million from 2008 to 2009. During 2008, the Company's claims unpaid increased \$3.4 million due to an increase in membership. The increase in claims unpaid is slightly offset by decreases in premiums received in advanced, (\$0.6) million, and general expenses due/accrued, (\$0.3) million.

Capital and surplus increased approximately \$4.7 million from 2008 to 2009. The increase is due to net income of \$3.6 million, a decrease in non admitted assets of \$0.9 million, and a 2008 adjustment of \$1.4 million which is slightly offset by a decrease in surplus note of \$1.2 million.

Net premium income increased \$28.4 million from 2008 and 2009. The increase can be attributed to a five percent (5%) increase in membership and an increase in premium per member per month from \$359 to \$394 at December 31, 2008. The increase in net income can be attributed to net premium income during the year.

MANAGEMENT AND CONTROL

Board of Managers

The Company has an Operating Agreement in place with NHPH which regulates the conduct of the Company's affairs. According to the Agreement, the Company is managed and controlled by a Board of Managers. The maximum number of Board of Managers is five (5). The following is a listing of persons serving on the Board of Managers as of December 31, 2009:

<u>Name and Residence</u>	<u>Principal Occupation</u>
David P. Rosen Harrison, New York	President and Chief Executive Officer MediSys Health Network, Inc.
Mounir F. Doss Garden City, New York	Executive VP and Chief Financial Officer MediSys Health Network, Inc.
Bruce J. Flanz New City, New York	Executive VP and Chief Operating Officer MediSys Health Networks, Inc.
Steven J. Bory Huntington, New York	President and Chief Executive Officer NHP of Indiana, LLC

Officers

The Operating Agreement states that the officers are elected by the Board of Managers and shall include a President, Chief Financial Officer, Treasurer, and a Secretary. The following is a list of officers and their respective titles as of December 31, 2009:

<u>Name</u>	<u>Office</u>
Steven J. Bory	President
Traci A. Kosak	Secretary
Ronald R. Arfin	Chief Financial Officer and Treasurer

CONFLICT OF INTEREST

The Company has a Conflict of Interest policy in place that requires personnel to, at least annually, sign a Conflict of Interest Disclosure Statement. Signed statements for officers and Directors serving as of December 31, 2009 were not completed. See "Other Significant Issues".

CORPORATE RECORDS

Articles of Organization

The Company has Articles of Organization on file with the state of Indiana permitting participation as a Limited Liability Company in the state of Indiana.

Bylaws

The Company has an Operating Agreement with NHPH which acts as the Company's Bylaws. There were no amendments to the Agreement during the examination period.

Minutes

The Board of Directors and Shareholder meeting minutes were reviewed for the period under examination through the fieldwork date, and significant actions taken during each meeting were noted. The annual meetings and other regular Board meetings were held in accordance with the Company's Bylaws.

AFFILIATED COMPANIES

Organizational Structure

The organizational chart shown below includes the Company, its parent, and ultimate controlling parent. The other subsidiaries of the parent are not shown.

MediSys Health Network, Inc.
NHP Holdings, LLC
NHP of Indiana, LLC - IN 12540

Affiliated Agreements

The following affiliated agreements and transactions were disclosed as part of the Form B – Holding Company Registration Statement and were filed and not disapproved with the IDOI as required, in accordance with IC 27-1-23-4.

Facilities and Resources Sharing Agreement

The Company is party to a Facilities and Resources Sharing Agreement with Royal Health Care of Long Island, LLC dba Royal Health Care, LLC (Royal). This agreement allows the Company to use the facilities and resources of Royal Health Care. The agreement states that officers and employees of Royal devote the portion of their time that is necessary in connection with the executive management of the Company. In exchange for the use of Royal's offices, facilities, and resources of its officers and employees, the Company pays a fixed monthly fee to Royal. Royal shall provide the Company with the resources necessary to support the operation of the Company. The Company paid Royal \$540,000 for the year ended December 31, 2009.

Tax Sharing Agreement

The Company has a Tax Sharing Agreement with NHPH providing for the filing of a consolidated federal income tax return. The Company shall pay NHPH, at the time specified, the amounts of the consolidated tax liability attributable to NHP of Indiana as though it were a stand alone entity.

FIDELITY BOND AND OTHER INSURANCE

The Company protects itself against loss from any fraudulent or dishonest acts by any employees through a fidelity bond issued by Federal Insurance Company. The fidelity bond coverage at December 31, 2009 was \$450,000. The fidelity bond amount does not meet the prescribed minimum coverage specified by the NAIC. See "Other Significant Issues".

The Company has additional insurance for managed care errors & omissions and directors & officers liability.

STATUTORY AND SPECIAL DEPOSITS

The Company reported a statutory deposit held for the benefit of all policyholders which is invested in money market mutual funds pursuant to IDOI requirements in the amount of \$1.5 million at December 31, 2009.

REINSURANCE

The Company limits its exposure through reinsurance agreements with Westpoint Insurance Corporation. The agreements provide for 90% reinsurance with a \$2.0 million limit. During 2009, the Company paid premiums of \$1.0 million and recorded losses of \$734,000. The Company is in compliance with statutory requirements for coverage in the event of insolvency.

RESERVES

Todd Lueders, Vice President of Actuarial Consulting and associated with the firm of Ingenix Consulting, reviewed the actuarial liabilities and examined the actuarial assumptions and actuarial methods used in determining actuarial liabilities as shown in the Annual Statement of the Company as prepared for filing with the state regulatory officials as of December 31, 2009.

The 2009 opinion stated that the claims liabilities 1) are computed in accordance with accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principles; 2) are based on actuarial assumptions relevant to contract provisions and appropriate to the purpose of the Statement was prepared; 3) meet the requirements of the insurance Laws and regulations of the state of Indiana and are at least as great as the minimum aggregate amounts required by the state in which this statement is filed; 4) make good and sufficient provision for all unpaid claims and other actuarial liabilities of the organization under the terms of its contracts and agreements; 5) are computed on the basis of assumptions consistent with those used in computing the corresponding items in the annual statement the preceding year-end; and 6) include provision for all actuarial items that ought to be established.

ACCOUNTS AND RECORDS

The Company's accounting procedures, practices, account records, and supporting data were reviewed and tested to the extent deemed necessary. The trial balances prepared from the Company's general ledger for the years ended December 31, 2009 and 2008 were agreed within immaterial amounts to the respective Annual Statements. The Annual Statements for the years ended December 31, 2007 through December 31, 2009 were agreed to each year's independent audit report within immaterial amounts.

NHP of Indiana, LLC

FINANCIAL STATEMENTS

Assets

	As of December 31, 2009			December 31, Prior Year
	Per Annual Statement	Examination Adjustments	Per Examination	
Assets:				
Bonds	\$ 3,600,000	\$ -	\$ 3,600,000	\$ 7,950,000
Cash, cash equivalents and short-term investments	28,058,526	-	28,058,526	19,931,992
Subtotals, cash and invested assets	\$ 31,658,526	-	\$ 31,658,526	\$ 27,881,992
Investment income due and accrued	45,571	-	45,571	83,248
Uncollected premiums and agents' balances in the course of collection	1,217,003	567,260	1,784,263	227,448
Amounts recoverable from reinsurers	268,765	-	268,765	-
Health care and other amounts receivable	4,650,303	7,734,621	12,384,924	2,202,503
Aggr write-ins for other than invested assets	28,311	-	28,311	25,418
Total assets	\$ 37,868,479	\$ 8,301,881	\$ 46,170,360	\$ 30,420,609

NHP of Indiana, LLC

FINANCIAL STATEMENTS

Liabilities, Capital and Surplus

	As of December 31, 2009			December 31,
	Per Annual Statement	Examination Adjustments	Per Examination	Prior Year
Liabilities:				
Claims unpaid	\$ 20,175,902	\$ -	\$ 20,175,902	\$ 16,775,623
Accrued medical incentive pool	47,315	-	47,315	34,589
Unpaid claims adjustment expenses	250,000	-	250,000	250,000
Premiums received in advance	911,147	503,891	1,415,038	1,507,686
General expenses due or accrued	1,090,803	-	1,090,803	1,370,304
Amounts due to parent, subsidiaries and affiliates	-	-	-	1,734
Aggregate write-ins for other liabilities	896,047	1,117,534	2,013,581	720,280
Total liabilities	\$ 23,371,214	\$ 1,621,425	\$ 24,992,639	\$ 20,660,216
Gross paid in and contributed surplus	8,700,000	-	8,700,000	8,700,000
Surplus notes	-	-	-	1,153,750
Unassigned funds (surplus)	5,797,265	6,680,456	12,477,721	(93,357)
Total capital and surplus	14,497,265	6,680,456	21,177,721	9,760,393
Total liabilities, capital and surplus	\$ 37,868,479	\$ 8,301,881	\$ 46,170,360	\$ 30,420,609

NHP of Indiana, LLC

FINANCIAL STATEMENTS

Statement of Revenue and Expenses

	As of December 31, 2009			December 31, Prior Year
	Per Annual Statement	Examination Adjustments	Per Examination	
Member Months	439,037	-	439,037	402,889
Net premium income	\$ 173,188,882	\$ 2,351,964	\$ 175,540,846	\$ 144,835,646
Aggregate write-ins for other health care related revenues	\$ 3,674,894	\$ -	\$ 3,674,894	\$ 4,268,581
Total revenues	176,863,776	2,351,964	179,215,740	149,104,227
Hospitals and Medical:				
Hospital/medical benefits	65,548,550	-	65,548,550	51,993,415
Other professional services	6,679,944	-	6,679,944	5,570,460
Outside referrals	30,100,724	-	30,100,724	29,635,452
Emergency room and out-of-area	24,731,293	-	24,731,293	19,789,498
Prescription drugs	26,378,771	-	26,378,771	21,455,028
Aggregate write-ins for other hospital and medical	3,803,584	-	3,803,584	3,121,843
Incentive pool, withheld adjustments	12,730	-	12,730	17,675
Total hospital and medical	157,255,596	-	157,255,596	131,583,371
Less:				
Net reinsurance recoveries	734,020	-	734,020	221,094
Total underwriting deductions	156,521,576	-	156,521,576	131,362,277
Claims adjustment expenses	3,723,428	-	3,723,428	3,303,579
General administrative expenses	14,893,713	191,750	15,085,463	13,214,317
Total underwriting deductions	175,138,717	191,750	175,330,467	147,880,173
Net underwriting gain	1,725,059	2,160,214	3,885,273	1,224,054
Net investment income earned	1,892,614	15,350	1,907,964	(2,659,846)
Net investment gains	1,892,614	15,350	1,907,964	(2,659,846)
Net income or(loss)after capital gains tax and before all other federal income taxes	3,617,673	2,175,564	5,793,237	(1,435,792)
Federal and foreign income taxes incurred	-	-	-	-
Net income	3,617,673	2,175,564	5,793,237	(1,435,792)
Capital and Surplus Account:				
Capital and surplus prior-reporting year	9,760,393	4,504,892	14,265,285	11,816,477
Net income or (loss)	3,617,673	2,175,564	5,793,237	(1,435,792)
Change in nonadmitted assets	889,566	-	889,566	1,641,547
Change in surplus notes	(1,153,750)	-	(1,153,750)	(3,553,750)
Aggregate write-ins for gains (losses) in surplus	1,383,383	-	1,383,383	1,291,911
Net change in capital and surplus	4,736,872	2,175,564	6,912,436	(2,056,084)
Capital and surplus end of reporting year	\$ 14,497,265	\$ 6,680,456	\$ 21,177,721	\$ 9,760,393

COMMENTS ON THE FINANCIAL STATEMENTS

During the 2009 audit, the Company's auditors, BKD, reported a prior period adjustment related to the CMS balance resulting in an increase to unassigned funds. In addition, there were current year adjustments. The total increase to surplus was \$6,680,456 at December 31, 2009. These adjustments are reflected in the financial statements of this Examination Report.

OTHER SIGNIFICANT ISSUES

Conflict of Interest Statements

The Company approved a conflict of interest policy during the examination period; however, annual conflict of interest statements were not signed by Directors and officers until after December 31, 2009. The signed statements for 2010 were reviewed and going forward signed statements will be completed on an annual basis.

Fidelity Bond

At December 31, 2009 the Company had fidelity bond coverage in the amount of \$450,000 through Federal Insurance Company. This amount does not meet the prescribed minimum coverage amount of \$800,001 specified by the NAIC.

SUBSEQUENT EVENTS

There were no significant subsequent events noted after year end December 31, 2009 that would impact the financial statements.

MANAGEMENT REPRESENTATION

In support of contingencies and accuracy of information provided during the course of the examination, the Examiners obtained a completed management representation letter in the standard NAIC format. This letter was executed by key financial personnel of the Company and provided to the IDOI.

AFFIDAVIT

This is to certify that the undersigned is a duly qualified Examiner-In-Charge appointed by the Indiana Department of Insurance and that she, in coordination with staff assistance from Noble Consulting Services, Inc. and actuarial assistance from Merlino & Associates, Inc., hereinafter collectively referred to as the "Examiners", performed an examination of **NHP of Indiana, LLC** as of **December 31, 2009**.

The Indiana Department of Insurance is accredited under the National Association of Insurance Commissioners Financial Regulation Accreditation Standards.

This examination was performed in accordance with those procedures required by the 2010 NAIC Financial Condition Examiner's Handbook and other procedures tailored for this examination. Such procedures performed on this examination do not constitute an audit made in accordance with generally accepted auditing standards and no audit opinion is expressed on the financial statements contained in this report.

The attached report of examination is a true and complete report of condition of **NHP of Indiana, LLC** as of **December 31, 2009** as determined by the undersigned.



Lisa Warrum, CFE
Noble Consulting Services, Inc.



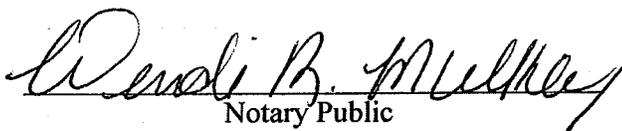
State of:
County of:

On this 44 day of July, 2010, before me personally appeared, Lisa A. Warrum, to sign this document.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal in said County and State, the day and year last above written.

My commission expires:

3-1-18


Notary Public