



QUARTERLY STATEMENT

AS OF MARCH 31 , 2012

OF THE CONDITION AND AFFAIRS OF THE

Medical Benefits Mutual Life Insurance Company

NAIC Group Code 0000, NAIC Company Code 74322 Employer's ID Number 31-4210910

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

Country of Domicile US

Incorporated/Organized May 6, 1938 Commenced Business April 4, 1938

Statutory Home Office 1975 Tamarack Road, Newark, Ohio 43055

Main Administrative Office 1975 Tamarack Road, Newark, Ohio 43055 740-522-8425

Mail Address 1975 Tamarack Road, Newark, Ohio 43055

Primary Location of Books and Records 1975 Tamarack Road, Newark, Ohio 43055 740-522-8425

Internet Website Address www.medben.com

Statutory Statement Contact Cristin Saguisi 740-522-7407 csaguisi@medben.com 740-522-7526

OFFICERS

Douglas James Freeman (President) Clark Arthur Morrow (Secretary) Kurt Jeffrey Harden (Treasurer)

OTHER OFFICERS

Caroline Fischer Rouse Fraker (Vice President & Chief Privacy Officer) Lori Kane (Vice President) Rose McEntire (Vice President & Chief Security Officer) Cara Delcher (Vice President)

DIRECTORS OR TRUSTEES

J. Scott Cantley Charles Daniel Delawder Nancy Shrider Dix Douglas James Freeman Kurt Jeffrey Harden Richard Merrill Main Clark Arthur Morrow

State of Ohio County of } 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.

Douglas James Freeman President Clark Arthur Morrow Secretary Kurt Jeffrey Harden Treasurer

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

Subscribed and sworn to before me this 30 day of April, 2012

ASSETS

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Col. 1 minus Col. 2)	December 31 Prior Year Net Admitted Assets
1. Bonds .....	5,363,682		5,363,682	4,676,645
2. Stocks:				
2.1 Preferred stocks .....	500		500	500
2.2 Common stocks .....	4,692,027	3,208	4,688,819	4,187,223
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 \$ ..... 200,000 encumbrances) .....	1,901,403		1,901,403	1,717,750
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....				
4.3 Properties held for sale (less \$ ..... encumbrances) .....				
5. Cash (\$ ..... 1,628,402 ), cash equivalents (\$ ..... ) and short-term investments (\$ ..... 7,839,897 ) .....	9,468,299		9,468,299	9,359,023
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 to Line 11) .....	21,425,911	3,208	21,422,703	19,941,141
13. Title plants less \$ ..... charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	23,005		23,005	28,951
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	31,395		31,395	41,756
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 .....	(1,486)		(1,486)	76,343
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 .....	1,150,318		1,150,318	1,079,364
18.1 Current federal and foreign income tax recoverable and interest thereon .....	193,836	14,000	179,836	271,000
18.2 Net deferred tax asset .....	682,000	156,000	526,000	361,000
19. Guaranty funds receivable or on deposit .....				
20. Electronic data processing equipment and software .....	9,023		9,023	12,986
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	275,017	250,214	24,803	45,814
22. Net adjustment in assets and liabilities due to foreign exchange rates .....				
23. Receivables from parent, subsidiaries and affiliates .....	413,748		413,748	1,262,683
24. Health care (\$ ..... ) and other amounts receivable .....	34,001		34,001	30,738
25. Aggregate write-ins for other than invested assets .....	752,249	186,753	565,496	539,372
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25) .....	24,989,017	610,175	24,378,842	23,691,148
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. Totals (Line 26 and Line 27) .....	24,989,017	610,175	24,378,842	23,691,148
DETAILS OF WRITE-INS				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....				
1199. Totals (Line 1001 through Line 1103 plus Line 1198) (Line 11 above) .....				
2501. Cash Surrender Value of Officers Life Insurance .....	565,496		565,496	539,372
2502. Prepaid Expenses and Deposits .....	186,753	186,753		
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) .....	752,249	186,753	565,496	539,372

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ ..... less \$ ..... included in Line 6.3 (including \$ ..... Modco Reserve) .....		
2. Aggregate reserve for accident and health contracts (including \$ ..... Modco Reserve) .....		
3. Liability for deposit-type contracts (including \$ ..... Modco Reserve) .....		
4. Contract claims:		
4.1 Life .....	75,000	75,000
4.2 Accident and health .....	3,330,956	3,284,804
5. Policyholders' dividends \$ ..... and coupons \$ ..... due and unpaid .....		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$ ..... Modco) .....		
6.2 Dividends not yet apportioned (including \$ ..... Modco) .....		
6.3 Coupons and similar benefits (including \$ ..... Modco) .....		
7. Amount provisionally held for deferred dividend policies not included in Line 6 .....		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ ..... discount; including \$ ..... accident and health premiums .....	935,459	611,133
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on cancelled contracts .....		
9.2 Provision for experience rating refunds, including the liability of \$ ..... accident and health experience rating refunds of which \$ ..... is for medical loss ratio rebate per the Public Health Service Act .....		
9.3 Other amounts payable on reinsurance, including \$ ..... assumed and \$ ..... ceded .....		
9.4 Interest Maintenance Reserve .....	570	953
10. Commissions to agents due or accrued-life and annuity contracts \$ ..... accident and health \$ ..... and deposit-type contract funds \$ .....	88,634	94,991
11. Commissions and expense allowances payable on reinsurance assumed .....		
12. General expenses due or accrued .....	2,659,463	2,778,062
13. Transfers to Separate Accounts due or accrued (net) (including \$ ..... accrued for expense allowances recognized in reserves, net of reinsured allowances) .....		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes .....	63,060	96,686
15.1 Current federal and foreign income taxes, including \$ ..... on realized capital gains (losses) .....		
15.2 Net deferred tax liability .....	251,298	
16. Unearned investment income .....		
17. Amounts withheld or retained by company as agent or trustee .....	(11,277)	3,662
18. Amounts held for agents' account, including \$ ..... agents' credit balances .....		
19. Remittances and items not allocated .....		
20. Net adjustment in assets and liabilities due to foreign exchange rates .....		
21. Liability for benefits for employees and agents if not included above .....		
22. Borrowed money \$ ..... and interest thereon \$ .....		
23. Dividends to stockholders declared and unpaid .....		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve .....	839,452	754,523
24.02 Reinsurance in unauthorized companies .....		
24.03 Funds held under reinsurance treaties with unauthorized reinsurers .....		
24.04 Payable to parent, subsidiaries and affiliates .....	4,878	63,079
24.05 Drafts outstanding .....		
24.06 Liability for amounts held under uninsured plans .....	1,842,805	1,814,036
24.07 Funds held under coinsurance .....		
24.08 Derivatives .....		
24.09 Payable for securities .....		
24.10 Payable for securities lending .....		
24.11 Capital notes \$ ..... and interest thereon \$ .....		
25. Aggregate write-ins for liabilities .....	140,000	140,000
26. Total liabilities excluding Separate Accounts business (Line 1 to Line 25) .....	10,220,298	9,716,929
27. From Separate Accounts statement .....		
28. Total liabilities (Line 26 and Line 27) .....	10,220,298	9,716,929
29. Common capital stock .....		
30. Preferred capital stock .....		
31. Aggregate write-ins for other than special surplus funds .....		
32. Surplus notes .....		
33. Gross paid in and contributed surplus .....		
34. Aggregate write-ins for special surplus funds .....		
35. Unassigned funds (surplus) .....	14,158,543	13,974,216
36. Less treasury stock, at cost:		
36.1 ..... shares common (value included in Line 29 \$ ..... ) .....		
36.2 ..... shares preferred (value included in Line 30 \$ ..... ) .....		
37. Surplus (Total Line 31 through Line 35 minus Line 36) (including \$ ..... in Separate Accounts Statement) .....	14,158,543	13,974,216
38. Total of Line 29, Line 30 and Line 37 .....	14,158,543	13,974,216
39. Total of Line 28 and Line 38 (Page 2, Line 28, Col. 3) .....	24,378,841	23,691,145
DETAILS OF WRITE-INS		
2501. Claims Adjustment Liability .....	60,000	60,000
2502. Liability for Negative Equity in Subsidiary .....		
2503. Liability for Amounts Held for Employee Claims Reserve .....	80,000	80,000
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) .....	140,000	140,000
3101. ....		
3102. ....		
3103. ....		
3198. Summary of remaining write-ins for Line 31 from overflow page .....		
3199. Totals (Line 3101 through Line 3103 plus Line 3198) (Line 31 above) .....		
3401. ....		
3402. ....		
3403. ....		
3498. Summary of remaining write-ins for Line 34 from overflow page .....		
3499. Totals (Line 3401 through Line 3403 plus Line 3498) (Line 34 above) .....		

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	4,869,662	5,124,305	19,600,184
2. Considerations for supplementary contracts with life contingencies			
3. Net investment income	44,346	23,898	168,651
4. Amortization of Interest Maintenance Reserve (IMR)	384	17	157
5. Separate Accounts net gain from operations excluding unrealized gains or losses			
6. Commissions and expense allowances on reinsurance ceded			14,000
7. Reserve adjustments on reinsurance ceded			
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management , administration and contract guarantees from Separate Accounts			
8.2 Charges and fees for deposit-type contracts			
8.3 Aggregate write-ins for miscellaneous income	714,699	749,994	2,723,532
9. Totals (Line 1 to Line 8.3)	5,629,090	5,898,214	22,506,524
10. Death benefits	15,000	134,472	69,112
11. Matured endowments (excluding guaranteed annual pure endowments)			
12. Annuity benefits			
13. Disability benefits and benefits under accident and health contracts	4,340,759	4,466,338	16,293,300
14. Coupons , guaranteed annual pure endowments and similar benefits			
15. Surrender benefits and withdrawals for life contracts			
16. Group conversions			
17. Interest and adjustments on contract or deposit-type contract funds			
18. Payments on supplementary contracts with life contingencies			
19. Increase in aggregate reserves for life and accident and health contracts			
20. Totals (Line 10 to Line 19)	4,355,759	4,600,810	16,362,412
21. Commissions on premiums , annuity considerations , and deposit-type contract funds (direct business only)	382,948	403,676	1,550,476
22. Commissions and expense allowances on reinsurance assumed			
23. General insurance expenses	1,035,687	1,106,489	3,968,911
24. Insurance taxes , licenses and fees , excluding federal income taxes	128,403	147,605	523,536
25. Increase in loading on deferred and uncollected premiums			
26. Net transfers to or (from) Separate Accounts net of reinsurance			
27. Aggregate write-ins for deductions			
28. Totals (Line 20 to Line 27)	5,902,797	6,258,580	22,405,335
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	(273,707)	(360,366)	101,189
30. Dividends to policyholders			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	(273,707)	(360,366)	101,189
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	(110,223)	(139,060)	190,198
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	(163,484)	(221,306)	(89,009)
34. Net realized capital gains or (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (excluding taxes of \$ transferred to the IMR)	(13,728)	(6,789)	(9,280)
35. Net Income (Line 33 plus Line 34)	(177,212)	(228,095)	(98,289)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus , December 31 , prior year	13,974,216	13,828,147	13,828,147
37. Net income (Line 35)	(177,212)	(228,095)	(98,289)
38. Change in net unrealized capital gains (losses) less capital gains tax of \$	406,302	293,907	327,404
39. Change in net unrealized foreign exchange capital gain (loss)			
40. Change in net deferred income tax			
41. Change in nonadmitted assets	40,166	6,430	(72,799)
42. Change in liability for reinsurance in unauthorized companies			
43. Change in reserve on account of change in valuation basis , (increase) or decrease			
44. Change in asset valuation reserve	(84,929)	(45,859)	(10,247)
45. Change in treasury stock			
46. Surplus (contributed to) withdrawn from Separate Accounts during period			
47. Other changes in surplus in Separate Accounts Statement			
48. Change in surplus notes			
49. Cumulative effect of changes in accounting principles			
50. Capital changes:			
50.1 Paid in			
50.2 Transferred from surplus (Stock Dividend)			
50.3 Transferred to surplus			
51. Surplus adjustment:			
51.1 Paid in			
51.2 Transferred to capital (Stock Dividend)			
51.3 Transferred from capital			
51.4 Change in surplus as a result of reinsurance			
52. Dividends to stockholders			
53. Aggregate write-ins for gains and losses in surplus			
54. Net change in capital and surplus (Line 37 through Line 53)	184,327	26,383	146,069
55. Capital and surplus as of statement date (Line 36 plus Line 54)	14,158,543	13,854,530	13,974,216
DETAILS OF WRITE-INS			
08.301. Miscellaneous	688,912	720,950	2,623,080
08.302. Fee Income	25,787	29,044	100,452
08.303. Management Fee Income			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page			
08.399. Totals (Line 08.301 through Line 08.303 plus Line 08.398) (Line 8.3 above)	714,699	749,994	2,723,532
2701. Penalties			
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page			
2799. Totals (Line 2701 through Line 2703 plus Line 2798) (Line 27 above)			
5301.			
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page			
5399. Totals (Line 5301 through Line 5303 plus Line 5398) (Line 53 above)			

CASH FLOW

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	5,204,349	5,319,426	19,417,616
2. Net investment income	77,602	32,727	286,748
3. Miscellaneous income	714,699	777,184	2,737,532
4. Total (Line 1 through Line 3)	5,996,650	6,129,337	22,441,896
5. Benefit and loss related payments	4,231,778	4,053,732	15,936,527
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	1,747,805	1,405,503	5,473,910
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	(452,685)	(176,277)	237,198
10. Total (Line 5 through Line 9)	5,526,898	5,282,958	21,647,635
11. Net cash from operations (Line 4 minus Line 10)	469,752	846,379	794,261
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	1,388,181	650,000	2,991,432
12.2 Stocks	118,168	142,878	520,037
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		(16,544)	1,513
12.7 Miscellaneous proceeds	7		7,403
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	1,506,356	776,334	3,520,385
13. Cost of investments acquired (long-term only):			
13.1 Bonds	2,080,315	375,000	2,465,597
13.2 Stocks	140,947	112,089	197,867
13.3 Mortgage loans			
13.4 Real estate	207,224		(211,325)
13.5 Other invested assets			
13.6 Miscellaneous applications	84,848		34,832
13.7 Total investments acquired (Line 13.1 through Line 13.6)	2,513,334	487,089	2,486,971
14. Net increase or (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(1,006,978)	289,245	1,033,414
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			
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)	646,503	358,865	(145,021)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	646,503	358,865	(145,021)
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)	109,277	1,494,489	1,682,654
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	9,359,022	7,676,368	7,676,368
19.2 End of period (Line 18 plus Line 19.1)	9,468,299	9,170,857	9,359,022

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 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1	2	3
	Current Year to Date	Prior Year to Date	Prior Year Ended December 31
1. Industrial life .....			
2. Ordinary life insurance .....			
3. Ordinary individual annuities .....			
4. Credit life (group and individual) .....			
5. Group life insurance .....	110,021	122,036	470,249
6. Group annuities .....			
7. A & H - group .....	5,434,285	5,743,200	21,946,032
8. A & H - credit (group and individual) .....			
9. A & H - other .....			
10. Aggregate of all other lines of business .....			
11. Subtotal .....	5,544,306	5,865,236	22,416,281
12. Deposit-type contracts .....			
13. Total .....	5,544,306	5,865,236	22,416,281
DETAILS OF WRITE-INS			
1001. ....			
1002. ....			
1003. ....			
1098. Summary of remaining write-ins for Line 10 from overflow page .....			
1099. Total (Line 1001 through Line 1003 plus Line 1098) (Line 10 above) .....			

**NOTES TO FINANCIAL STATEMENTS**

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**NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Medical Benefits Mutual Life Insurance Co. is owned by its policyholders and provides health, life, dental, vision, and other insurance products for its policyholders and customers throughout Ohio, Indiana, Kentucky, Michigan, Pennsylvania, West Virginia, and several other states.

Medical Benefits Mutual Life Insurance Co., the parent organization, provides health, life, and other insurance products to its policyholders. Medical Benefits Administrators, Inc. (MBA), a wholly owned subsidiary of the Company, is a third party administrator for health and health related employee benefit plans. VisionPlus of America, Inc. (VPA), a wholly owned subsidiary of the Company, is a third party administrator for vision benefit claims. MedBen Marketing Services, Inc. (MMS), a wholly owned subsidiary of the Company, is an insurance agency that markets various life, medical, and other insurance products.

**NOTE 2 – ACCOUNTING CHANGES AND CORRECTION OF ERRORS**

None

**NOTE 3 – BUSINESS COMBINATIONS AND GOODWILL**

None

**NOTE 4 – DISCONTINUED OPERATIONS**

None

**NOTE 5 – INVESTMENTS**

No change.

**NOTE 6 – JOINT VENTURES, PARTNERSHIPS AND LIMITED LIABILITY COMPANIES**

None

**NOTE 7 - INVESTMENT INCOME**

Investment income is recognized on an as earned basis. Amounts earned but not yet received are recorded as a receivable on the balance sheet. Investment income earned and uncollected that is more than 90 days old is classified as non-admitted. As of March 31, 2012 and December 31, 2011, investment income earned and not yet collected was \$23,005 and \$28,951, respectively. There were no amounts older than 90 days for both years.

**NOTE 8 – DERIVATIVE INSTRUMENTS**

None

**NOTE 9 – INCOME TAXES**

The Company files a consolidated federal income tax return with the following entities:

Medical Benefits Administrators, Inc.  
VisionPlus of America, Inc.  
MedBen Marketing Services, Inc.

Depreciation is provided using rates established by the Internal Revenue Code.

A written tax sharing consolidation agreement is approved by management. Allocation is based upon separate return calculations and the consolidated tax return calculation.

**NOTES TO FINANCIAL STATEMENTS****NOTE 9 – INCOME TAXES (continued)**

Deferred tax assets and liabilities consist of the following components as of March 31, 2012 and December 31, 2011:

	<u>2012</u>	<u>2011</u>
Deferred tax assets		
Admitted	\$ 361,000	\$ 361,000
Non-admitted	<u>621,000</u>	<u>621,000</u>
	<u>\$1,147,000</u>	<u>\$1,147,000</u>
Deferred tax liabilities		
Depreciation	\$ 45,000	\$ 45,000
Other	14,000	14,000
Marketable securities	<u>192,298</u>	<u>106,000</u>
	<u>\$ 251,298</u>	<u>\$ 165,000</u>

Deferred tax liabilities were netted against deferred tax assets for the year ended December 31, 2011.

Components of total income tax expense as of March 31, 2012 and December 31, 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Currently payable (refundable)		
Federal	\$(110,373)	\$128,198
Deferred tax charge	<u>0</u>	<u>62,000</u>
Total income tax expense - current and deferred	<u>\$(110,373)</u>	<u>\$190,198</u>

Reconciliation between the standard federal income tax rate and the effective tax rate as of March 31, 2012 and December 31, 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Standard federal income tax rate	34.0%	34.0%
Permanent differences		
Dividend received deduction and tax exempt interest	(27.0)%	(27.0)%
Other permanent differences	2.4%	2.4%
Temporary differences		
Other differences	<u>75.7%</u>	<u>75.7%</u>
Effective tax rate	<u>85.1%</u>	<u>85.1%</u>

The Company does not have any tax credit carry forwards available for use. Net operating loss carryovers that are available for offsetting future net taxable income, amount to \$402,000, \$781,000, and \$0 from 2011, 2010, and 2009, respectively. Contribution carry forwards available for recovery in the event of future net operating income amount to \$43,000, \$40,000, and \$0 from 2011, 2010, and 2009 respectively. Capital loss carryovers available for recovery in the event of future capital gain income amount to \$31,000, \$23,000, and \$127,000 from 2011, 2010, and 2009, respectively.

Statutory Accounting Principles limit deferred tax benefits to certain limitations of 15% of adjusted capital, deferred tax liabilities, and other factors. Because of these limitations, non-admitted deferred tax assets of \$621,000 and \$677,000 for 2011 and 2010, respectively, were not admitted as assets and charged to surplus.

Starting in 2010, Statutory Accounting Principles require that deferred tax assets be evaluated for potential impairment. If impairment is deemed necessary, the Company would establish a valuation allowance. After considering all the evidence, both positive and negative, management has concluded it is likely that all future tax benefits will be realized; therefore, a deferred tax asset valuation is not necessary. There was no prior balance in the valuation allowance and therefore there was no change in the valuation allowance this period.



NOTES TO FINANCIAL STATEMENTS

NOTE 10 - INVESTMENT IN AFFILIATES

The Company has invested in the common stock of three wholly owned non-insurance subsidiaries which shares the same management. The valuation of these affiliates was determined under GAAP, with adjustments for statutory valuation rules, as prescribed by Statutory Accounting Principles. Balances were \$1,680,315 and \$1,459,258 at March 31, 2012 and December 31, 2011 respectively.

MBA and VPA are third party administrators (TPA's) that administer claims in the medical and vision fields. MMS is an insurance agency that markets various life, medical and other insurance products. The Company also owns a preferred stock interest of \$500 in MMS as of March 31, 2012.

The following summarizes data from each affiliate for the period ending March 31, 2012 (all presented under GAAP):

	Medical Benefits <u>Administrators, Inc.</u>	Vision Plus of <u>America, Inc.</u>	Medben Marketing <u>Services, Inc.</u>
<u>March 31, 2012</u>			
Total assets	\$2,244,987	\$ 114,554	\$ 966,953
Total liabilities	743,597	55,398	834,502
Total equity	1,501,390	59,156	132,451
Net income (loss)	170,290	28,928	21,838

The common and preferred stocks for affiliates are not traded on any stock exchange; therefore no fair market value is readily available. Under Statutory Accounting Principles, the carrying value for these non-insurance affiliates that are not publicly traded is their equity basis under generally accepted accounting principles in the United States of America (GAAP), with adjustments in accordance with statutory investment valuation rules.

NOTE 11 – DEBT

The Company has two lines-of-credit with a maximum amount of \$2,000,000 and each with an interest rate equal to prime or 4.0%, whichever is higher. The first line-of-credit is collateralized by a first mortgage on real estate owned by the Company. The other line-of-credit is unsecured. Outstanding debt as of March 31, 2012 and December 31, 2011 totaled \$200,000 and \$225,000, respectively.

The Company, through one of its subsidiaries (VPA), also has a line of credit with a maximum amount of \$220,000 with an interest rate equal to prime or 4.0%, whichever is higher. This line is unsecured, but is guaranteed by the parent. Outstanding debt as of March 31, 2012 and December 31, 2011 totaled \$0 and \$0, respectively.

NOTE 12 – DEFERRED COMPENSATION PLANS, POST-EMPLOYMENT BENEFITS AND PROFIT-SHARING PLANS

The Company currently has two deferred compensation plans, known as equity participation plans. One plan is for specified key employees, and the other plan is for the Board of Directors.

The Equity Participation Plan for key employees is a discretionary plan that rewards key employees with long-term service to the Company. The plan shares the appreciation of equity of the Company with key employees. The employee's share of the compensation vests over a ten year period, and is payable upon normal retirement, which is usually age 65. In the event that an employee terminates employment, either voluntarily or non-voluntarily, before age 65, the employee shall not be entitled to any payments at the time of termination, and forfeits his/her right to any future benefits under the plan.

The Company has estimated its present value of this liability to be \$1,244,121 and \$1,244,121 as of March 31, 2011 and December 31, 2011, respectively.

**NOTES TO FINANCIAL STATEMENTS**

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**NOTE 12 – DEFERRED COMPENSATION PLANS, POST-EMPLOYMENT BENEFITS AND PROFIT-SHARING PLANS (continued)**

The Equity Participation Plan for the Board Directors is similar to the one for key employees, in terms of vesting, normal retirement age, termination of employment, etc. The Company has estimated its present value of this liability to be \$429,278 and \$429,278 as of March 31, 2012 and December 31, 2011, respectively.

The Company has a profit-sharing plan with a 401(k) feature. The plan covers all employees meeting minimum eligibility requirements. Profit-sharing contributions are determined by the Board of Directors and were 3% and 0% of eligible compensation for 2011 and 2010. The Company matches 50% of the first 6% salary deferral elected by each employee.

**NOTE 13 – CAPITAL AND SURPLUS RESTRICTIONS AND QUASI-REORGANIZATIONS**

None

**NOTE 14 – CONTINGENCIES**Assessments

The Company has estimated that it will be assessed by various state assessment funds in the amount of \$50,000 and \$50,000 for the periods ended March 31, 2012 and December 31, 2011, respectively, for their share of insurance company insolvencies in those particular states. These amounts have been recorded as a liability for their respective years.

Various Legal Matters

The Company is involved in various lawsuits and subject to certain contingencies in the normal course of business. Management believes that the outcome of these matters will not have a material impact on the Company's financial position.

**NOTE 15 – LEASE OBLIGATIONS**

No change.

**NOTE 16 – INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK**

None

**NOTE 17 – SALE, TRANSFER AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES**

None

**NOTE 18 – GAIN OR LOSS FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS**

No change.

**NOTE 19 – DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS OR THIRD PART ADMINISTRATORS**

None

NOTES TO FINANCIAL STATEMENTS

NOTE 20 – FAIR VALUE MEASUREMENTS

Statutory Accounting Principles (SAP) has adopted practices similar to generally accepted accounting principles (GAAP) for fair value measurements of financial assets that are recognized or disclosed at fair value in the financial statements on a recurring basis. SAP establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy prioritizes unadjusted quote prices in active markets for identical assets or liabilities and significant unobservable inputs. The three fair value levels are as follows:

Level 1 – Inputs to the valuation methodology are quoted market prices available in active markets for identical assets or liabilities as of the reporting date.

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability’s fair value measurement level within fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table presents the assets and liabilities that are measured at fair value on a recurring basis at:

	Quoted Prices in Active Markets for Identical Assets ( <u>Level 1</u> )	Significant other Observable Inputs ( <u>Level 2</u> )	Significant Unobservable Inputs ( <u>Level 3</u> )	<u>Fair Value</u>
<u>March 31, 2012</u>				
Marketable equity securities	\$ <u>3,011,712</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>3,011,712</u>
<u>December 31, 2011</u>				
Marketable equity securities	\$ <u>2,731,217</u>	\$ <u>0</u>	\$ <u>0</u>	\$ <u>2,731,217</u>

NOTE 21 – OTHER ITEMS

None

NOTE 22 – EVENTS SUBSEQUENT

None

NOTE 23 – REINSURANCE

Effective September 15, 2009, the Company entered into a medical excess reinsurance agreement with Munich Reinsurance America, Inc., which received an A.M. Best rating of “excellent”. Munich Reinsurance America, Inc. shall be liable for 100% of ultimate net loss, on each covered person, in excess of the Company’s retention of the first \$175,000 (2011), \$150,000 (2010), and \$100,000 (2009), on each covered person up to \$1,825,000 (2011), \$1,850,000 (2010), and \$1,900,000 (2009) with the policy life time maximum of \$2,000,000.

NOTE 24 – RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

None

**NOTES TO FINANCIAL STATEMENTS**

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**NOTE 25 – CHANGE IN INCURRED LOSSES AND LOSS ADJUSTMENT EXPENSES**

The reserve for claims incurred but not received, plus unpaid claims in inventory, before reinsurance, has increased to \$3,405,956 at March 31, 2012 from \$3,359,804 at December 31, 2011 as a result of continued reevaluation of unpaid losses principally on the Accident & Health line of business. This increase is due to recent loss development trends and is reflected on the Statement of Operations on a net reinsured basis. Please see Note 23 for a description of the company's reinsurance plan.

**NOTE 26 – INTERCOMPANY POOLING ARRANGEMENTS**

None

**NOTE 27 – STRUCTURED SETTLEMENTS**

None

**NOTE 28 – HEALTH CARE RECEIVABLES**

No change.

**NOTE 29 – PARTICIPATING POLICIES**

None

**NOTE 30 – PREMIUM DEFICIENCY RESERVES**

None

**NOTE 31 – RESERVES FOR LIFE CONTRACTS AND DEPOSIT-TYPE CONTRACTS**

The company records as part of its incurred but not received reserve a portion related to the life insurance line of business. This amounted to \$75,000 and \$75,000 at March 31, 2012 and December 31, 2011, respectively. The company does not have any products that would qualify as "deposit-type" contracts.

**NOTE 32 – ANALYSIS OF ANNUITY RESERVES AND DEPOSIT LIABILITIES BY WITHDRAWAL CHARACTERISTICS**

None

**NOTE 33 – PREMIUM AND ANNUITY CONSIDERATIONS DEFERRED AND UNCOLLECTED**

No change.

**NOTE 34 – SEPARATE ACCOUNTS**

None

**NOTE 35 – LOSS/CLAIM ADJUSTMENT EXPENSES**

The balance in the liability for unpaid claim adjustment expenses at March 31, 2012 and December 31, 2011 are \$60,000 and \$60,000, respectively.

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 ( ) No (X)
- 2.2

If yes, date of change:

.....
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ( ) No (X)
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ( ) No (X)
- 4.2

If yes, provide 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.

05/31/2009
- 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.

05/31/2009
- 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).

11/17/2009
- 6.4

By what department or departments?

.....  
.....
- 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 (X) No ( ) N/A ( )
- 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? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

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
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

GENERAL INTERROGATORIES (continued)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

Yes (X) No ( )
- 9.11

If the response to 9.1 is No, please explain:  
  
.....  
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes ( ) No (X)
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s) .  
  
.....  
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes ( ) No (X)
- 9.31

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

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes (X) No ( )
- 10.2

If yes, indicate the amounts receivable from parent included in the Page 2 amount:

\$ ..... 413,748

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<br>Prior Year-End Book/<br>Adjusted Carrying Value | 2<br>Current Quarter Book/<br>Adjusted Carrying Value |
|---|--|---|
| 14.21 Bonds .....   | \$ .....   | \$ .....  |
| 14.22 Preferred Stock .....   | \$ ..... 500   | \$ ..... 500  |
| 14.23 Common Stock .....  | \$ ..... 1,459,258                                   | \$ ..... 1,680,315                                    |
| 14.24 Short-Term Investments .....  | \$ .....   | \$ .....  |
| 14.25 Mortgage Loans on Real Estate .....   | \$ .....   | \$ .....  |
| 14.26 All Other .....   | \$ .....   | \$ .....  |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Line 14.21 to Line 14.26) ..... | \$ ..... 1,459,758                                   | \$ ..... 1,680,815                                    |
| 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?  
  
If no, attach a description with this statement.

Yes ( ) No ( )

GENERAL INTERROGATORIES (continued)

PART 1 - COMMON INTERROGATORIES

INVESTMENT

16. 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 Consideration, F - Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes (X) No ( )

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

<div>1</div> <div>Name of Custodian (s)</div>	<div>2</div> <div>Custodian Address</div>
Park National Bank .....	50 North Third Street, Newark, Ohio 43055 .....
Merrill Lynch .....	4661 Sawmill Road, Columbus, Ohio 43220 .....
Morgan Stanley .....	5600 Paul Blazer Parkway, Suite 150, Dublin, Ohio 43017 .....

16.2 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:

<div>1</div> <div>Name(s)</div>	<div>2</div> <div>Location(s)</div>	<div>3</div> <div>Complete Explanation(s)</div>
.....	.....	.....
.....	.....	.....
.....	.....	.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes ( ) No (X)

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

<div>1</div> <div>Old Custodian</div>	<div>2</div> <div>New Custodian</div>	<div>3</div> <div>Date of Change</div>	<div>4</div> <div>Reason</div>
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

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

<div>1</div> <div>Central Registration Depository</div>	<div>2</div> <div>Name(s)</div>	<div>3</div> <div>Address</div>
.....	.....	.....
.....	.....	.....
.....	.....	.....

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

17.2 If no, list exceptions:

.....  
.....

GENERAL INTERROGATORIES

PART 2 - LIFE AND HEALTH

1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:

1

Amount

1.1

Long-Term Mortgages in Good Standing

1.11

Farm Mortgages

\$

1.12

Residential Mortgages

\$

1.13

Commercial Mortgages

\$

1.14

Total Mortgages in Good Standing

\$

1.2

Long-Term Mortgages in Good Standing with Restructured Terms

1.21

Total Mortgages in Good Standing with Restructured Terms

\$

1.3

Long-Term Mortgage Loans upon which Interest is Overdue more than Three Months

1.31

Farm Mortgages

\$

1.32

Residential Mortgages

\$

1.33

Commercial Mortgages

\$

1.34

Total Mortgages with Interest Overdue more than Three Months

\$

1.4

Long-Term Mortgage Loans in Process of Foreclosure

1.41

Farm Mortgages

\$

1.42

Residential Mortgages

\$

1.43

Commercial Mortgages

\$

1.44

Total Mortgages in Process of Foreclosure

\$

1.5

Total Mortgage Loans (Line 1.14 plus Line 1.21 plus Line 1.34 plus Line 1.44) (Page 2, Column 3, Line 3.1 plus Line 3.2)

\$

1.6

Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter

1.61

Farm Mortgages

\$

1.62

Residential Mortgages

\$

1.63

Commercial Mortgages

\$

1.64

Total Mortgages Foreclosed and Transferred to Real Estate

\$

2.

Operating Percentages:

2.1

A&H loss percent

%

2.2

A&H cost containment percent

%

2.3

A&H expense percent excluding cost containment expenses

%

3.1

Do you act as a custodian for health savings accounts?

Yes ( ) No (X)

3.2

If yes, please provide the amount of custodial funds held as of the reporting date

\$

3.3

Do you act as an administrator for health savings accounts?

Yes ( ) No (X)

3.4

If yes, please provide the balance of the funds administered as of the reporting date

\$



**Page 10**  
Schedule S - Ceded Reinsurance  
**NONE**

STATEMENT AS OF MARCH 31, 2012 OF THE Medical Benefits Mutual Life Insurance Company

**SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

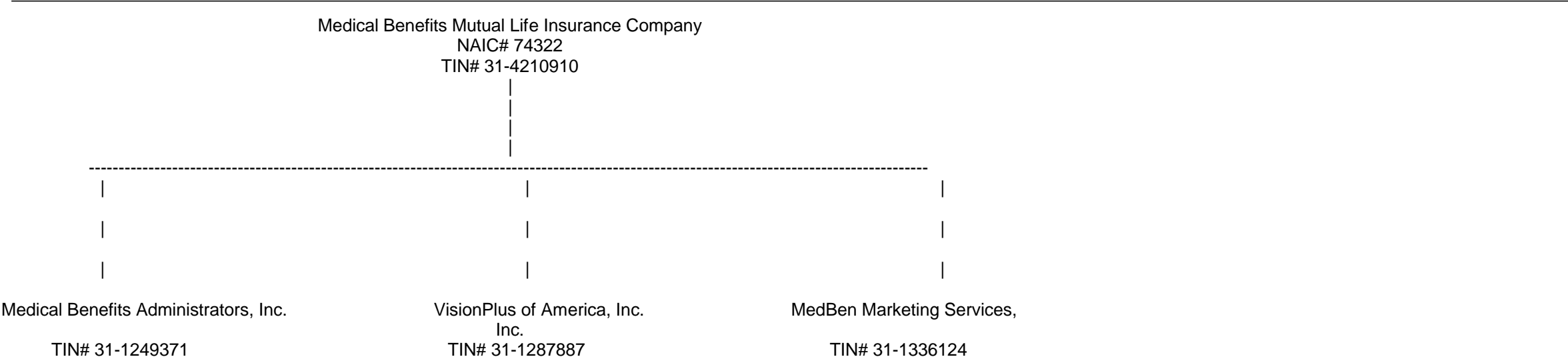
States, Etc.	1		Direct Business Only					
			Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Other Considerations	6 Total Column 2 Through Column 5	7 Deposit-Type Contracts
			2 Life Insurance Premiums	3 Annuity Considerations				
	Active Status							
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 L	62,950			3,293,499		3,356,449	
16. Iowa	IA N							
17. Kansas	KS N							
18. Kentucky	KY N							
19. Louisiana	LA N							
20. Maine	ME N							
21. Maryland	MD N							
22. Massachusetts	MA N							
23. Michigan	MI N							
24. Minnesota	MN N							
25. Mississippi	MS N							
26. Missouri	MO N							
27. Montana	MT N							
28. Nebraska	NE N							
29. Nevada	NV N							
30. New Hampshire	NH N							
31. New Jersey	NJ N							
32. New Mexico	NM N							
33. New York	NY N							
34. North Carolina	NC N							
35. North Dakota	ND N							
36. Ohio	OH L	39,897			1,627,534		1,667,431	
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 L	7,174			513,251		520,426	
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	CN N							
58. Aggregate Other Alien	OT X X X							
59. Subtotal	(a) 3	110,021			5,434,285		5,544,306	
90. Reporting entity contributions for employee benefit plans	X X X							
91. Dividends or refunds applied to purchase paid-up additions and annuities	X X X							
92. Dividends or refunds applied to shorten endowment or premium paying period	X X X							
93. Premium or annuity considerations waived under disability or other contract provisions	X X X							
94. Aggregate other amounts not allocable by State	X X X							
95. Totals (Direct Business)	X X X	110,021			5,434,285		5,544,306	
96. Plus Reinsurance Assumed	X X X							
97. Totals (All Business)	X X X	110,021			5,434,285		5,544,306	
98. Less Reinsurance Ceded	X X X	8,105			666,539		674,644	
99. Totals (All Business) less Reinsurance Ceded	X X X	101,916			4,767,746		4,869,662	
DETAILS OF WRITE-INS								
5801.	X X X							
5802.	X X X							
5803.	X X X							
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X							
5899. Total (Line 5801 through Line 5803 plus Line 5898) (Line 58 above)	X X X							
9401.	X X X							
9402.	X X X							
9403.	X X X							
9498. Summary of remaining write-ins for Line 94 from overflow page	X X X							
9499. Total (Line 9401 through Line 9403 plus Line 9498) (Line 94 above)	X X X							

(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	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) /Person(s)	*
			31-1249371				Medical Benefits Administrators, Inc. ....	OH	Sub	Medical Benefits Mutual Life Insurance Co. ....	Ownership	100.000		
			31-1287887				VisionPlus of America, Inc. ....	OH	Sub	Medical Benefits Mutual Life Insurance Co. ....	Ownership	100.000		
			31-1336124				MedBen Marketing Services, Inc. ....	OH	Sub	Medical Benefits Mutual Life Insurance Co. ....	Ownership	100.000		

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 EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?

Response

NO

Explanation:

Not Required

Barcode

Document Identifier 490:

74322201249000001

2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

Not Required

Barcode

Document Identifier 365:

74322201236500001

3. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?

NO

EXPLANATION:

Not Required

BARCODE:

Document Identifier 445:

74322201244500001

4. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?

NO

EXPLANATION:

Not Required

BARCODE:

Document Identifier 446:

74322201244600001

5. Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC?

NO

EXPLANATION:

Not Required

BARCODE:

Document Identifier 447:

74322201244700001

6. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC?

NO

EXPLANATION:

Not Required

BARCODE:

Document Identifier 448:

74322201244800001

7. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) be filed with the state of domicile and electronically with the NAIC?

NO

EXPLANATION:

Not Required

BARCODE:

Document Identifier 449:

74322201244900001

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	1,717,749	2,031,595
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	182,224	13,675
2.2 Additional investment made after acquisition .....		
3. Current year change in encumbrances .....	25,000	(225,000)
4. Total gain (loss) on disposals .....		
5. Deduct amounts received on disposals .....		
6. Total foreign exchange change in book/adjusted carrying value .....		
7. Deduct current year's other than temporary impairment recognized .....		
8. Deduct current year's depreciation .....	23,570	102,521
9. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 minus Line 5 plus Line 6 minus Line 7 minus Line 8) .....	1,901,403	1,717,749
10. Deduct total nonadmitted amounts .....		
11. Statement value at end of current period (Line 9 minus Line 10) .....	1,901,403	1,717,749

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding:		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after a .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and mort .....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book value/recorded investment excluding accrued interest at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10) .....		
12. Total Valuation Allowance .....		
13. Subtotal (Line 11 plus Line 12) .....		
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14) .....		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after a .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and depreciation .....		
9. Total foreign exchange change in book/adjusted carrying value .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10) .....		
12. Deduct total nonadmitted amounts .....		
13. Statement value at end of current period (Line 11 minus Line 12) .....		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	8,867,621	9,379,640
2. Cost of bonds and stocks acquired .....	2,221,262	2,663,464
3. Accrual of discount .....	193	15,492
4. Unrealized valuation increase (decrease) .....	491,150	362,236
5. Total gain (loss) on disposals .....	(13,735)	(16,682)
6. Deduct consideration for bonds and stocks disposed of .....	1,506,349	3,511,469
7. Deduct amortization of premium .....	3,933	25,060
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 plus Line 2 plus Line 3 plus Line 4 plus Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9) .....	10,056,209	8,867,621
11. Deduct total nonadmitted amounts .....	3,208	3,253
12. Statement value at end of current period (Line 10 minus Line 11) .....	10,053,001	8,864,368

SCHEDULE D - PART 1B

Showing the Acquisitions , Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	4,676,645	2,080,315	1,388,181	(5,097)	5,363,682			4,676,645
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	4,676,645	2,080,315	1,388,181	(5,097)	5,363,682			4,676,645
PREFERRED STOCK								
8. Class 1	500				500			500
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock	500				500			500
15. Total Bonds and Preferred Stock	4,677,145	2,080,315	1,388,181	(5,097)	5,364,182			4,677,145

(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 \$ .....; NAIC 2 \$ .....; NAIC 3 \$ .....; NAIC 4 \$ .....; NAIC 5 \$ .....; NAIC 6 \$ .....

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999 Totals .....	7,839,897	X X X	7,939,897	1,573	.....

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year .....	7,679,411	7,678,712
2. Cost of short-term investments acquired .....	908,327	1,838,590
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	747,841	1,837,891
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) .....	7,839,897	7,679,411
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	7,839,897	7,679,411



**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**

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U. S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions									
25468P-CS-3	DISNEY WALT COMPANY 1.12% 2/15/17		03/21/2012	Park National Bank		24,744	25,000.00	29	1
3133EA-CK-2	FFCB .40% 8/7/14		02/07/2012	Park National Bank		250,000	250,000.00	3	1
3133EA-HH-4	FFCB 1.65% 3/14/18		03/14/2012	Park National Bank		24,988	25,000.00	1	
3133EA-CM-8	FFCB 2.18% 8/7/20		02/07/2012	Park National Bank		249,800	250,000.00	15	1
313378-2E-0	FHLB .90% 8/22/16		02/22/2012	Park National Bank		299,850	300,000.00	1	
313376-ZK-4	FHLB 1.20% 2/28/18		02/28/2012	Park National Bank		249,875	250,000.00	1	
3199999	Subtotal - Bonds - U. S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					1,099,256	1,100,000.00	46	
8399997	Subtotal - Bonds - Part 3					1,099,256	1,100,000.00	46	
8399999	Subtotal - Bonds					1,099,256	1,100,000.00	46	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
025537-10-1	AMN Elec Power Co		03/09/2012	Merrill Lynch	1.257	48			L
01741R-10-2	Allegheny Tech Inc		01/13/2012	Merrill Lynch	100.000	4,954			L
018802-10-8	Alliant Energy Corp		02/15/2012	Merrill Lynch	3.221	138			L
037411-80-8	Apache Corporation		01/13/2012	Merrill Lynch	100.000	5,709			L
071813-10-9	Baxter Interntl Inc		01/04/2012	Merrill Lynch	0.679	34			L
14149Y-10-8	Cardinal Health Inc Ohio		01/17/2012	Merrill Lynch	1.034	43			L
20030N-10-1	Comcast Corp New Cl A		01/25/2012	Merrill Lynch	1.724	45			L
26441C-10-5	Duke Energy Corp New		03/16/2012	Merrill Lynch	3.740	78			L
291011-10-4	EMERSON ELECTRIC		03/09/2012	Merrill Lynch	3.246	163			L
37733W-10-5	Glaxosmithkline PLC		01/05/2012	Merrill Lynch	1.238	55			L
406216-10-1	Halliburton Co		03/28/2012	Merrill Lynch	0.563	18			L
428236-10-3	Hewlett Packard Co Del		01/04/2012	Merrill Lynch	1.831	48			L
437076-10-2	Home Depot Inc		03/22/2012	Merrill Lynch	2.398	119			L
438516-10-6	Honeywell Intl Inc Del		03/09/2012	Merrill Lynch	1.271	76			L
458140-10-0	INTEL CORP		03/01/2012	Merrill Lynch	3.974	107			L
478160-10-4	JOHNSON & JOHNSON		03/13/2012	Merrill Lynch	2.688	176			L
494368-10-3	Kimberly Clark		01/04/2012	Merrill Lynch	2.936	214			L
50075N-10-4	Kraft Foods Inc Va Cl A		01/13/2012	Merrill Lynch	3.855	147			L
594918-10-4	MICROSOFT CORP		01/24/2012	Merrill Lynch	100.000	2,815			L
58155Q-10-3	McKesson Corporation Com		02/14/2012	Merrill Lynch	49.000	4,038			L
58155Q-10-3	McKesson Corporation Com		01/03/2012	Merrill Lynch	0.508	40			L
585055-10-6	Medtronic		01/13/2012	Merrill Lynch	200.000	7,805			L
65339F-10-1	Nextera Energy Inc		01/24/2012	Merrill Lynch	100.000	5,888			L
65339F-10-1	Nextera Energy Inc		03/15/2012	Merrill Lynch	3.059	184			L
681919-10-6	Omnicom Group Com		01/09/2012	Merrill Lynch	0.564	25			L
713448-10-8	PEPSICO INC		01/03/2012	Merrill Lynch	2.363	157			L
742718-10-9	PROCTOR & GAMBLE CO		02/16/2012	Merrill Lynch	3.296	214			L
717081-10-3	Pfizer Inc		03/06/2012	Merrill Lynch	7.377	157			L
718172-10-9	Philip Morris Intl Inc		01/10/2012	Merrill Lynch	1.016	79			L
744320-10-2	Prudential Financial Inc		01/13/2012	Merrill Lynch	91.000	4,873			L
747525-10-3	Qualcomm Inc		03/23/2012	Merrill Lynch	0.317				L
904784-70-9	Unilever NV NY Reg SHS		03/22/2012	Merrill Lynch	0.002	103			L
913017-10-9	United Techs Corp Com		03/12/2012	Merrill Lynch	2.314	196			L
92343V-10-4	Verizon Communications Com		02/01/2012	Merrill Lynch	5.410	205			L
92553P-20-1	Viacom Inc New Class B		01/24/2012	Merrill Lynch	100.000	4,835			L
92857W-20-9	Vodafone Grop PLC SP ADR		02/03/2012	Merrill Lynch	4.032	112			L
(continues)									
(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues									

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)									
94106L-10-9	Waste Management Inc New		03/23/2012	Merrill Lynch	5.214	183			L
98389B-10-0	Xcel Energy Inc		01/20/2012	Merrill Lynch	1.994	53			L
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					44,156			
Common Stocks - Mutual Funds									
269858-78-3	Eagle Mid Cap Growth Fund		01/11/2012	Merrill Lynch	673.414	26,701			L
36242H-10-4	GABELLI DIV & INC TRUST		01/24/2012	Merrill Lynch	11.797	188			L
36242H-10-4	GABELLI DIV & INC TRUST		03/23/2012	Merrill Lynch	11.658	189			L
466001-60-9	Ivy Mid Cap Growth		01/11/2012	Merrill Lynch	1,412.429	25,000			L
55273G-29-8	MFS International Diversification F		01/20/2012	Merrill Lynch	391.236	5,000			L
81369Y-50-6	Sector Spdr Energy		03/28/2012	Merrill Lynch	0.407	29			L
81369Y-70-4	Sector Spdr Industrial		03/28/2012	Merrill Lynch	4.355	161			L
921937-81-9	Vanguard Intermediate		02/15/2012	Park National Bank	450.000	39,523			L
9299999	Subtotal - Common Stocks - Mutual Funds					96,791			
9799997	Subtotal - Common Stocks - Part 3					140,947			
9799999	Subtotal - Common Stocks					140,947			
9899999	Subtotal - Preferred and Common Stocks					140,947			
9999999	TOTALS					1,240,203		46	

STATEMENT AS OF MARCH 31, 2012 OF THE Medical Benefits Mutual Life Insurance Company

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold , Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/ Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identifi- cation	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B. / A. C. V. (11+12-13)	Total Foreign Exchange Change in B. / A. C. V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designa- tion or Market Indica- tor (a)
Bonds - U. S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
313375-WB-9	FHLB .50% 10/18/13		01/19/2012	Park National Bank		25,000	25,000.00	25,000	25,000						25,000				62	10/18/2013	1
313374-DN-7	FHLB 1.13% 09/29/14		03/30/2012	Park National Bank		300,000	300,000.00	300,000	300,000						300,000				1,712	09/29/2014	1
313372-SJ-4	FHLB 1.70% 6/16/14		03/19/2012	Park National Bank		25,000	25,000.00	25,000	25,000						25,000				322	06/16/2014	1
3128MC-WD-3	FHLMC #G1-4044 3.00% 1/1/26		01/01/2012	Park National Bank		229,545	228,144.56	229,570	229,545						229,545					01/01/2026	1
3128MC-WD-3	FHLMC #G1-4044 3.00% 1/1/26		03/16/2012	Principal Reduction		8,784	8,784.35	8,839	8,911		(126)		(126)		8,784				200	01/01/2026	1
3128MM-NM-1	FHLMC #G18395 3.00% 7/1/26		01/01/2012	Park National Bank		221,988	220,632.50	222,011	221,988						221,988					07/01/2026	1
3128MM-NM-1	FHLMC #G18395 3.00% 7/1/26		03/16/2012	Principal Reduction		12,303	12,302.72	12,380	12,560		(257)		(257)		12,303				403	07/01/2026	1
31416X-HY-9	FNMA #AB2046 3.00% 1/1/26		01/01/2012	Park National Bank		232,252	230,834.77	232,277	232,252						232,252					01/01/2026	1
31416X-HY-9	FNMA #AB2046 3.00% 1/1/26		03/28/2012	Principal Reduction		5,967	5,967.36	6,005	6,052		(84)		(84)						135	01/01/2026	1
31416Y-UW-6	FNMA #AB3296 3.00% 7/1/26		01/01/2012	Park National Bank		240,389	238,921.21	240,414	240,389						240,389					07/01/2026	1
31416Y-UW-6	FNMA #AB3296 3.00% 7/1/26		03/28/2012	Principal Reduction		5,521	5,520.52	5,555	5,609		(89)		(89)		5,521				139	07/01/2026	1
3199999	- Subtotal - Bonds - U. S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					1,306,749	1,301,107.99	1,307,052	1,307,306		(556)		(556)		1,306,749				2,972		
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
38141G-EV-2	Goldman Sachs 5.30% 2/14/12		02/14/2012	Park National Bank		25,000	25,000.00	24,973	24,998		2		2		25,000				663	02/14/2012	1
3899999	- Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					25,000	25,000.00	24,973	24,998		2		2		25,000				663		
8399997	- Subtotal - Bonds - Part 4					1,331,749	1,326,107.99	1,332,025	1,332,303		(554)		(554)		1,331,749				3,635		
8399999	- Subtotal - Bonds					1,331,749	1,326,107.99	1,332,025	1,332,303		(554)		(554)		1,331,749				3,635		
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
001055-10-2	AFLAC		01/13/2012	Merrill Lynch	102.250	4,494		5,777	5,780	(4)			(4)		5,777		(1,282)	(1,282)			L
013817-10-1	ALCOA, INC		01/13/2012	Merrill Lynch	201.540	1,910		1,867	1,743	124			124		1,867		43	43			L
039380-10-0	Arch Coal Inc		01/13/2011	Merrill Lynch	100.000	1,571		1,870	1,451	419			419		1,870		(298)	(298)			L
14149Y-10-8	Cardinal Health Inc Ohio		02/09/2012	Merrill Lynch	203.010	8,573		7,285	8,246	(961)			(961)		7,285		1,288	1,288	43		L
165167-10-7	Chesapeake Energy Okla		01/13/2012	Merrill Lynch	201.190	4,689		4,911	4,484	426			426		4,911		(222)	(222)			L
24702R-10-1	DELL INC		02/15/2012	Park National Bank	100.000	1,769		3,500	1,463	2,037			2,037		3,500		(1,732)	(1,732)			L
654902-20-4	Nokia Corp Spon Adr		01/24/2012	Merrill Lynch	500.000	2,877		12,839	2,410	10,429			10,429		12,839		(9,962)	(9,962)			L
681919-10-6	Omnicom Group Com		01/24/2012	Merrill Lynch	101.720	4,823		4,553	4,535	18			18		4,553		270	270	25		L
83175M-20-5	Smith-NPHW Plc Spadr New		01/13/2012	Merrill Lynch	201.430	9,358		9,160	9,699	(539)			(539)		9,160		197	197			L
882508-10-4	TEXAS INSTRUMENTS		02/15/2012	Park National Bank	400.000	13,289		12,216	1,268	(195)			1,268		13,484		(195)	(195)	113		L
92334N-10-3	Veolia Environnement ADR		01/24/2012	Merrill Lynch	300.000	3,140		9,564	3,315	6,249			6,249		9,564		(6,424)	(6,424)			L
9099999	- Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					56,493		74,810	55,343	19,467			19,467		74,810		(18,317)	(18,317)	182		
Common Stocks - Mutual Funds																					
269858-78-3	Eagle Mid Cap Growth Fund		01/11/2012	Merrill Lynch	879.770	26,701		30,000	25,654	4,346			4,346		30,000		(3,299)	(3,299)			L
314172-63-6	Federated Kaufmann Small Cap Fund		01/13/2012	Merrill Lynch	1,172.660	25,728		16,810	24,485	(7,675)			(7,675)		16,810		8,918	8,918			L
464287-18-4	ISHARES FTSA XINHUA HK CHINA		01/24/2012	Merrill Lynch	101.630	3,926		4,443	3,544	900			900		4,443		(517)	(517)			L
464287-18-4	ISHARES FTSE XINHUA HK CHINA		01/24/2012	Merrill Lynch	0.230	9		8							8		1	1			L
464287-46-5	ISHARES MSCI EAFE INDEX FUND		01/24/2012	Merrill Lynch	103.120	5,311		5,831	5,107	724			724		5,831		(520)	(520)			L
9299999	- Subtotal - Common Stocks - Mutual Funds					61,675		57,093	58,798	(1,705)			(1,705)		57,093		4,582	4,582			
9799997	- Subtotal - Common Stocks - Part 4					118,168		131,903	114,141	17,762			17,762		131,903		(13,735)	(13,735)	182		
9799999	- Subtotal - Common Stocks					118,168		131,903	114,141	17,762			17,762		131,903		(13,735)	(13,735)	182		
9899999	- Subtotal - Preferred and Common Stocks					118,168		131,903	114,141	17,762			17,762		131,903		(13,735)	(13,735)	182		
(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues																					

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold , Redeemed or Otherwise Disposed of  
by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identifi- cation	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designa- tion or Market Indi- cator (a)
9999999 - TOTALS .....						1,449,917 .....		1,463,928 .....	1,446,444 .....	17,762 .....	(554) .....		17,208 .....		1,463,652 .....		(13,735) .....	(13,735) .....	3,817 .....		

**Page E06**

Schedule DB, Part A, Section 1

**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, Financial or Economic Impact of the Hedge

**NONE**

**Page E08**

Schedule DB, Part D

**NONE**

**Page E09**

Schedule DL, Part 1

**NONE**

**Page E10**

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
		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
Name	Location and Supplemental Information					First Month	Second Month	Third Month	
Open Depositories									
Park National Bank	Newark, Ohio					766,685	732,281	719,745	
Morgan Stanley Smith Barney LLC	Chicago, Illinois					598,397	598,402	598,407	
Regions Bank	Little Rock, Arkansas					310,000	310,000	310,000	
0199999 - TOTAL - Open Depositories						1,675,082	1,640,683	1,628,152	
0399999 - TOTAL Cash on Deposit						1,675,082	1,640,683	1,628,152	
0499999 - Cash in Company's Office						250	250	250	
0599999 - TOTALS						1,675,332	1,640,933	1,628,402	

**Page E12**  
Schedule E, Part 2, Cash Equivalents  
**NONE**