



QUARTERLY STATEMENT
AS OF March 31, 2012
OF THE CONDITION AND AFFAIRS OF THE
Paramount Health Care

NAIC Group Code	1212 (Current Period)	1212 (Prior Period)	NAIC Company Code	95189	Employer's ID Number	341549926
Organized under the Laws of	Ohio		State of Domicile or Port of Entry	Ohio		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	04/22/1987		Commenced Business	01/01/1988		
Statutory Home Office	1901 Indian Wood Circle (Street and Number)		Maumee, OH 43537 (City, or Town, State and Zip Code)			
Main Administrative Office			1901 Indian Wood Circle (Street and Number)			
	Maumee, OH 43537 (City or Town, State and Zip Code)		(419)887-2500 (Area Code) (Telephone Number)			
Mail Address	1901 Indian Wood Circle (Street and Number or P.O. Box)		Maumee, OH 43537 (City, or Town, State and Zip Code)			
Primary Location of Books and Records			1901 Indian Wood Circle (Street and Number)			
	Maumee, OH 43537 (City, or Town, State and Zip Code)		(419)887-2500 (Area Code) (Telephone Number)			
Internet Web Site Address	www.paramounthealthcare.com					
Statutory Statement Contact	Mary Kathereen Siefke, Mrs. (Name)		(419)887-2909 (Area Code)(Telephone Number)(Extension)			
	mary.siefke@promedica.org (E-Mail Address)		(419)887-2020 (Fax Number)			

OFFICERS

Name	Title	#
David Scott Hickman Mr.	Chairman	
John Charles Randolph Mr.	President	
Kathleen Sheline Hanley Ms.	Treasurer	
Jeffrey Craig Kuhn Mr.	Secretary	

OTHERS

John David Meier M.D.
Mark Henry Moser Mr.

Jeffrey William Martin Mr.

DIRECTORS OR TRUSTEES

Garry Walter Roberts Mr.
Dee Ann Bialecki-Haase M.D. #
Cynthia Ann Geronimo Ms. #
Stephen Peter Malia Mr. #
Steven R. Zirkel Mr.

Richard Dean Heltzel Mr.
John Charles Randolph Mr.
Calvin Joseph Lawshe Mr.
Russell Leo Dempsey Mr.
Timothy Ingraham Martindale Mr.

State of Ohio
County of Lucas ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the 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.

(Signature) John Charles Randolph (Printed Name) 1. President (Title)	(Signature) Jeffrey William Martin (Printed Name) 2. VP, Operations & Finance (Title)	(Signature) Jeffrey Craig Kuhn (Printed Name) 3. Secretary (Title)
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Subscribed and sworn to before me this _____ day of _____, 2012

a. Is this an original filing?
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

Yes[X] No[]

(Notary Public Signature)

DIRECTORS OR TRUSTEES (continued)

Richard Lawrence Munk M.D.	Deborah Anne Dickenson Peters Ms.
Timothy Bublick Mr.	Cathy Lynn Cantor M.D.
Mark Leslie Ferris Mr.	David Scott Hickman Mr.
Dale Joseph Seymour Mr.	Daniel Sullivan Murtagh M.D. #

ASSETS

		Current Statement Date			4
		1	2	3	December 31 Prior Year Net Admitted Assets
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
1.	Bonds	81,065,266		81,065,266	82,398,900
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks	24,829,825		24,829,825	21,506,128
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 \$.....0 encumbrances)				
4.2	Properties held for the production of income (less \$.....0 encumbrances)				
4.3	Properties held for sale (less \$.....0 encumbrances)				
5.	Cash (\$.....7,480,083), cash equivalents (\$.....0) and short-term investments (\$.....3,518,720)	10,998,803		10,998,803	7,089,781
6.	Contract loans (including \$.....0 premium notes)				
7.	Derivatives				
8.	Other invested assets	220,658	220,658		
9.	Receivables for securities	172,780		172,780	5,290
10.	Securities lending reinvested collateral assets				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	117,287,332	220,658	117,066,674	111,000,099
13.	Title plants less \$.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	601,705		601,705	548,061
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection	2,344,947	1,145,153	1,199,794	1,766,573
15.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
15.3	Accrued retrospective premiums				
16.	Reinsurance:				
16.1	Amounts recoverable from reinsurers				348,220
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	2,589,526	1,117	2,588,409	676,495
18.1	Current federal and foreign income tax recoverable and interest thereon	2,054,371		2,054,371	1,423,232
18.2	Net deferred tax asset	2,416,163	1,246,708	1,169,455	2,157,001
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	1,017,089	368,192	648,897	520,790
21.	Furniture and equipment, including health care delivery assets (\$.....0)	361,259	361,259		
22.	Net adjustments in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates	6,739,113	1,043	6,738,070	1,811,452
24.	Health care (\$.....253,442) and other amounts receivable	467,293	213,851	253,442	572,663
25.	Aggregate write-ins for other than invested assets	305,232	305,232		
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	136,184,030	3,863,213	132,320,817	120,824,586
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	Total (Lines 26 and 27)	136,184,030	3,863,213	132,320,817	120,824,586
DETAILS OF WRITE-INS					
1101.	.....				
1102.	.....				
1103.	.....				
1198.	Summary of remaining write-ins for Line 11 from overflow page				
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501.	AR	11,253	11,253		
2502.	Prepays	293,979	293,979		
2503.	.....				
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	305,232	305,232		

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....145,153 reinsurance ceded)	24,654,764		24,654,764	28,073,500
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	1,250,000		1,250,000	1,250,000
4.	Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	1,272,909		1,272,909	1,838,179
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	13,467,640		13,467,640	1,920,127
9.	General expenses due or accrued	12,149,447		12,149,447	11,642,290
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others	235,378		235,378	529,736
13.	Remittances and items not allocated				
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	5,460,989		5,460,989	3,575,909
16.	Derivatives				
17.	Payable for securities	779,059		779,059	4,239
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers)				
20.	Reinsurance in unauthorized companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans	7,606,731		7,606,731	6,914,751
23.	Aggregate write-ins for other liabilities (including \$.....0 current)				
24.	Total liabilities (Lines 1 to 23)	66,876,917		66,876,917	55,748,731
25.	Aggregate write-ins for special surplus funds	X X X	X X X		
26.	Common capital stock	X X X	X X X	4,700,000	4,700,000
27.	Preferred capital stock	X X X	X X X		
28.	Gross paid in and contributed surplus	X X X	X X X	40,619,246	40,619,246
29.	Surplus notes	X X X	X X X		
30.	Aggregate write-ins for other than special surplus funds	X X X	X X X		
31.	Unassigned funds (surplus)	X X X	X X X	20,124,654	19,756,609
32.	Less treasury stock, at cost:				
32.1	0 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.2	0 shares preferred (value included in Line 27 \$.....0)	X X X	X X X		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	65,443,900	65,075,855
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	132,320,817	120,824,586
DETAILS OF WRITE-INS					
2301.	.....				
2302.	.....				
2303.	.....				
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				
2501.	.....	X X X	X X X		
2502.	.....	X X X	X X X		
2503.	.....	X X X	X X X		
2598.	Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X		
3001.	.....	X X X	X X X		
3002.	.....	X X X	X X X		
3003.	.....	X X X	X X X		
3098.	Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	X X X	134,171	143,027	560,987
2.	Net premium income (including \$.....0 non-health premium income)	X X X	68,038,790	69,790,769	277,928,973
3.	Change in unearned premium reserves and reserves for rate credits	X X X			
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X			
5.	Risk revenue	X X X			
6.	Aggregate write-ins for other health care related revenues	X X X			
7.	Aggregate write-ins for other non-health revenues	X X X			
8.	Total revenues (Lines 2 to 7)	X X X	68,038,790	69,790,769	277,928,973
Hospital and Medical:					
9.	Hospital/medical benefits		51,516,638	47,491,938	201,839,451
10.	Other professional services		192,288	352,014	1,784,231
11.	Outside referrals				
12.	Emergency room and out-of-area		2,882,623	5,442,087	21,155,891
13.	Prescription drugs		8,716,966	8,293,598	28,871,161
14.	Aggregate write-ins for other hospital and medical				
15.	Incentive pool, withhold adjustments and bonus amounts			65,027	
16.	Subtotal (Lines 9 to 15)		63,308,515	61,644,664	253,650,734
Less:					
17.	Net reinsurance recoveries		305,103	(88,583)	1,004,883
18.	Total hospital and medical (Lines 16 minus 17)		63,003,412	61,733,247	252,645,851
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including \$.....930,314 cost containment expenses		1,373,289	1,028,130	5,618,205
21.	General administrative expenses		6,062,764	6,527,496	(2,916,460)
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		70,439,465	69,288,873	255,347,596
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(2,400,675)	501,896	22,581,377
25.	Net investment income earned		393,307	354,892	1,602,085
26.	Net realized capital gains (losses) less capital gains tax of \$.....0		329,815	794,646	5,181,618
27.	Net investment gains or (losses) (Lines 25 plus 26)		723,122	1,149,538	6,783,703
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]				
29.	Aggregate write-ins for other income or expenses		2,850	2,744	18,159
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	(1,674,703)	1,654,178	29,383,239
31.	Federal and foreign income taxes incurred	X X X	(631,139)	13,900	1,995,647
32.	Net income (loss) (Lines 30 minus 31)	X X X	(1,043,564)	1,640,278	27,387,592
DETAILS OF WRITE-INS					
0601.	.....	X X X			
0602.	.....	X X X			
0603.	.....	X X X			
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701.	.....	X X X			
0702.	.....	X X X			
0703.	.....	X X X			
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401.	.....				
1402.	.....				
1403.	.....				
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)				
2901.	Other Expense		2,850	2,744	18,159
2902.	.....				
2903.	.....				
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		2,850	2,744	18,159

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	65,075,855	43,057,920	43,057,920
34.	Net income or (loss) from Line 32	(1,043,564)	1,640,278	27,387,592
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0	1,834,014	596,407	(1,764,252)
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			(7,992,224)
39.	Change in nonadmitted assets	(422,405)	144,628	4,386,819
40.	Change in unauthorized reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
44.1	Paid in			
44.2	Transferred from surplus (Stock Dividend)			
44.3	Transferred to surplus			
45.	Surplus adjustments:			
45.1	Paid in			
45.2	Transferred to capital (Stock Dividend)			
45.3	Transferred from capital			
46.	Dividends to stockholders			
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	368,045	2,381,313	22,017,935
49.	Capital and surplus end of reporting period (Line 33 plus 48)	65,443,900	45,439,233	65,075,855
DETAILS OF WRITE-INS				
4701.	.....	.....	.....	.....
4702.	.....	.....	.....	.....
4703.	.....	.....	.....	.....
4798.	Summary of remaining write-ins for Line 47 from overflow page .....	.....	.....	.....
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....	.....	.....	.....

CASH FLOW

		1	2	3
		Current	Prior	Prior
		Year	Year	Year Ended
		To Date	To Date	December 31
Cash from Operations				
1.	Premiums collected net of reinsurance	78,663,532	70,215,114	277,203,247
2.	Net investment income	653,461	701,382	2,771,644
3.	Miscellaneous income			
4.	Total (Lines 1 to 3)	79,316,993	70,916,496	279,974,891
5.	Benefit and loss related payments	65,133,732	57,356,625	249,302,266
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	8,147,097	3,698,732	23,053,693
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	(987,546)	(321,141)	4,003,545
10.	Total (Lines 5 through 9)	72,293,283	60,734,216	276,359,504
11.	Net cash from operations (Line 4 minus Line 10)	7,023,710	10,182,280	3,615,387
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds	7,543,686	84,025,147	333,091,736
12.2	Stocks	1,467,235	2,342,269	13,571,126
12.3	Mortgage loans			
12.4	Real estate			
12.5	Other invested assets			20,348
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7	Miscellaneous proceeds	607,330	540,173	1,124,313
12.8	Total investment proceeds (Lines 12.1 to 12.7)	9,618,251	86,907,589	347,807,523
13.	Cost of investments acquired (long-term only):			
13.1	Bonds	6,392,462	83,887,536	332,295,437
13.2	Stocks	1,721,410	1,918,648	13,819,435
13.3	Mortgage loans			
13.4	Real estate			
13.5	Other invested assets			241,006
13.6	Miscellaneous applications	1,037,081	305,129	25,721,369
13.7	Total investments acquired (Lines 13.1 to 13.6)	9,150,953	86,111,313	372,077,247
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	467,298	796,276	(24,269,724)
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)	(3,581,986)	(1,238,856)	1,594,427
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(3,581,986)	(1,238,856)	1,594,427
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS				
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	3,909,022	9,739,700	(19,059,910)
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year	7,089,781	26,149,691	26,149,691
19.2	End of period (Line 18 plus Line 19.1)	10,998,803	35,889,391	7,089,781

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001				
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	45,681	58	33,036					12,587		
2. First Quarter	44,592	55	32,112					12,425		
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	134,171	169	96,646					37,356		
Total Member Ambulatory Encounters for Period:										
7. Physician	3,266	2	1,508					1,756		
8. Non-Physician	9,660	8	5,290					4,362		
9. Total	12,926	10	6,798					6,118		
10. Hospital Patient Days Incurred	9,001	2	2,277					6,722		
11. Number of Inpatient Admissions	1,110	1	443					666		
12. Health Premiums Written (a)	68,491,988	89,221	32,034,581					36,368,186		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	68,491,988	89,221	32,034,581					36,368,186		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	65,787,054	44,705	26,712,014					39,030,335		
18. Amount Incurred for Provision of Health Care Services	63,308,515	44,538	26,849,556					36,414,421		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....32,912,621.

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

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	6,481,611	913,368	463,288	88,285	92,464	8,039,016
0499999 Subtotals	6,481,611	913,368	463,288	88,285	92,464	8,039,016
0599999 Unreported claims and other claim reserves						16,760,901
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						24,799,917
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical)	9,086,783	17,429,933	949,606	10,269,860	10,036,389	11,425,389
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare	16,336,382	22,628,854	822,480	12,612,818	17,158,862	16,648,111
7.	Title XIX - Medicaid						
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	25,423,165	40,058,787	1,772,086	22,882,678	27,195,251	28,073,500
10.	Healthcare receivables (a)		467,293				1,407,489
11.	Other non-health						
12.	Medical incentive pools and bonus amounts						
13.	Totals (Lines 9 - 10 + 11 + 12)	25,423,165	39,591,494	1,772,086	22,882,678	27,195,251	26,666,011

(a) Excludes \$.00 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Paramount Insurance Company (the “Company”) are presented on a basis of accounting practices prescribed by the Ohio Department of Insurance.

The Ohio Department of Insurance recognizes only statutory accounting practices prescribed by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners’ (NAIC) Accounting Practices and Procedures Manual, (NAIC SAP) has been adopted as a component of prescribed practices by the State of Ohio.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Ohio is shown below:

	State of Domicile Ohio	Mar. 31 2012	Dec. 31 2011
NET INCOME			
Paramount Health Care state basis		(1,043,564)	27,387,592
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		(1,043,564)	27,387,592
SURPLUS			
Paramount Health Care state basis		65,443,900	65,075,855
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		65,443,900	65,075,855

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Health premiums are earned ratably over the terms of the related insurance and reinsurance contracts. Expenses incurred in connections with acquiring new insurance business, including acquisition costs such as sales commissions, are charged to operations as incurred.

In addition, the company uses the following accounting policies:

1. Short-term investments are stated at amortized cost.
2. Bonds are stated at amortized cost.
3. Common stock investments are stated at Fair Market Value.
4. The Company does not have any preferred stock investments.
5. The Company does not invest in mortgage loans.
6. The Company has no investments in loan-backed securities.
7. The Company has no investments in subsidiaries.
8. The Company has no investments in joint ventures.

Notes to Financial Statement

- 9. The Company does not invest in derivatives.
- 10. The Company anticipates investment income as a factor in the premium deficiency calculation, in accordance with SSAP No. 54, Individual and Group Accident and Health Contracts.
- 11. Unpaid losses and loss adjustment expenses include an amount from individual case estimates and loss reports and an amount, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability is continually reviewed and any adjustments are reflected in the period determined.
- 12. The Company’s capitalization policy is those qualifying expenses over \$2,500.
- 13. The Company estimates its pharmaceutical rebate receivables based on historical recoveries per script and the number of scripts written.

2. Accounting Changes and Corrections of Errors

No significant change.

3. Business Combinations and Goodwill

No significant change.

4. Discontinued Operations

-NOT APPLICABLE

5. Investments

- D.
 - 1. When necessary the Company obtains prepayment information from its custodial bank for use in determining whether an other-than-temporary impairment has occurred.
 - 2. None
 - 3. None
 - 4. None
 - 5. None

6. Joint ventures, Partnerships and Limited Liability Companies

-NOT APPLICABLE

7. Investment Income

No significant change.

8. Derivative Instruments

-NOT APPLICABLE

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

11. Debt

-NOT APPLICABLE

Notes to Financial Statement

12.

Retirement Plans, Deferred Compensation, Postemployment Benefits

No significant change.
13.

Capital and Surplus, Shareholders’ Dividend Restrictions and Quasi-Reorganizations

No significant change.
14.

Contingencies

-NOT APPLICABLE
15.

Leases

No significant change.
16.

Off-Balance Sheet Risk

No significant change.
17.

Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

-NOT APPLICABLE
18.

Gain or loss to the Reporting Entity from Uninsured A&H Plans and the uninsured Portion of partially Insured Plans

No significant change.
19.

Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.

-NOT APPLICABLE
20.

Fair Value Measurement

Assets Measured at Fair Value on a Recurring Basis

	2012		
	Level 1	Level 2	Level 3
Equity securities	\$ 24,829,825		
Total assets at Fair Value	\$ 24,829,825	\$ -	

	2011		
	Level 1	Level 2	Level 3
Equity securities	\$ 21,506,128		
Total assets at Fair Value	\$ 21,506,128	\$ -	
21.

Other Items

No significant change.
22.

Subsequent Events

-NOT APPLICABLE
23.

Reinsurance

No significant change.

Notes to Financial Statement

24. Retrospectively Rated Contracts

-NOT APPLICABLE

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were \$29,323,500. As of March 31, 2012, \$25,773,764 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$1,772,086 principally on Commercial and Medicare lines of insurance. Therefore, there has been a \$1,777,650 favorable prior-year development since December 31, 2011 to March 31, 2012. The decrease is generally a result of ongoing analysis of recent development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements

-NOT APPLICABLE

27. Structured Settlements

-NOT APPLICABLE

28. Health Care Receivables

No significant change.

29. Participating Policies

-NOT APPLICABLE

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserve	\$ -
2. Date of the most recent evaluation of this liability	1/20/2012
3. Was anticipated investment income utilized in the calculation?	yes

31. Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[] No[] N/A[X]
- 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?
If yes, complete the Schedule Y - Part 1 - organizational chart.

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 the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....		

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?
If yes, attach an explanation.

Yes[] No[] N/A[X]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

.....12/31/2010.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

.....12/31/2010.....
- 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).

.....09/07/2011.....
- 6.4 By what department or departments?
Ohio Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes[] No[] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes[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?

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
.....		. Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]	. Yes[] No[X]

- 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 any amounts receivable from parent included in the Page 2 amount:

\$.....42,000

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:

\$.....0
13. Amount of real estate and mortgages held in short-term investments:

\$.....0
- 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:

GENERAL INTERROGATORIES (Continued)

		1	2
		Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21	Bonds		
14.22	Preferred Stock		
14.23	Common Stock		
14.24	Short-Term Investments		
14.25	Mortgages Loans on Real Estate		
14.26	All Other		
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above		

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

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[X]

Yes[] No[] N/A[X]
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 Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:
- Yes[X] No[]

1	2
Name of Custodian(s)	Custodian Address
The Bank of New York Mellon	Three Mellon Center, Suite 153-3925, Pittsburgh, PA ..

- 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:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)
.....		

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

16.4 If yes, give full and complete information relating thereto:
- Yes[] No[X]

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
.....			

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

1	2	3
Central Registration Depository	Name(s)	Address
See attached.		

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

17.2 If no, list exceptions:
- Yes[X] No[]

General Interrogatories Part 1 Attachments

Broker Code	Broker Name
ORK	AVONDALE PARTNERS LLC, NASHVILLE
RBC	BAIRD, ROBERT W & CO INC, MILWAUKEE
YQD	BARCLAYS CAPITAL LE, JERSEY CITY
SAN	BERNSTEIN SANFORD C & CO, NEW YORK
FED	BLUEFIN RESEARCH PARTNER, JERSEY CITY
BFT	BMO CAPITAL MARKETS CORP, NEW YORK
AVN	BNY CONVERGEX / LJR, HOUSTON
G9W	BTIG LLC, JERSEY CITY
ANV	CANACCORD GENUITY INC, JERSEY CITY
CAN	CANTOR FITZGERALD & CO INC, NEW YORK
K82	CITATION GROUP/BCC CLRG, NEW YORK
SHY	CITIGROUP GBL MKTS INC, NEW YORK
SSI	CLEARVIEW CORRESPONDENT SRVS,LLC,RICHMON
TFF	COWEN AND COMPANY LLC, NEW YORK
FOB	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)
V6S	CUTTONE & CO INC, JERSEY CITY
KIO	DAHLMAN ROSE & CO LLC, JERSEY CITY
DVI	DAVIDSON(D A) & CO INC, NEW YORK
ALX	DEUTSCHE BK SECS INC, NY (NWSCUS33)
RCB	FRIEDMAN BILLINGS, WASHINGTON DC
GOL	GOLDMAN SACHS & CO, NY
SLK	GOLDMAN SACHS EXECUTION & CLEARING, NY
IET	INSTINET CORP, NY
EUI	INVESTMENT TECHNOLOGY GROUP, NEW YORK
RTG	ISI GROUP INC, NY
74L	J P MORGAN SECURITIES INC, BROOKLYN
JAN	JANNEY MONTGOMERY SCOTT, PHILADELPHIA
JEF	JEFFERIES & CO INC, NEW YORK
CSK	JMP SECURITIES, SAN FRANCISCO
HKI	KEEFE BRUYETTE AND WOODS, JERSEY CITY
MCD	KEYBANC CAPITAL MARKETS INC, NEW YORK
KNG	KING (CL) & ASSOCIATES, ALBANY
BJO	KNIGHT DIRECT LLC, JERSEY CITY
B2T	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY
LAZ	LAZARD CAPITAL MARKETS LLC, NEW YORK
AM8	LEERINK SWANN & CO, JERSEY CITY
805	LIQUIDNET INC, BROOKLYN
T86	MACQUARIE SECURITIES(USA)INC JERSEY CITY
MER	MERRILL LYNCH PIERCE FENNER SMITH INC NY
WAS	MERRILL LYNCH PROFESSIONAL CLRG, PURCHAS
A5H	MKM PARTNERS LLC, GREENWICH
MGK	MORGAN KEEGAN & CO INC, MEMPHIS
MOS	MORGAN STANLEY & CO INC, NY
NEE	NEEDHAM & CO, NEW YORK
FAH	OPPENHEIMER & CO INC, NEW YORK
XWR	PACIFIC CREST SEC, PORTLAND
D1R	PACIFIC CREST SECURITIES, PORTLAND
PIP	PIPER JAFFRAY & CO, MINNEAPOLIS
89G	PULSE TRADING LLC, BOSTON
RAY	RAYMOND JAMES & ASSOC INC, ST PETERSBURG
DAB	RBC CAPITAL MARKETS LLC, NEW YORK
86S	SIMMONS & CO INTL, HOUSTON
T9U	STATE STREET BROKERAGE SVCS, BOSTON
SHS	STEPHENS INC, LITTLE ROCK
STI	STIFEL NICOLAUS
BIT	SUNTRUST CAPITAL MARKETS INC, ATLANTA
SBI	UBS SECURITIES LLC, STAMFORD
WED	WEDBUSH MORGAN SECS INC, LOS ANGELES
WEQ	WEEDEN & CO, NEW YORK
IY6	WELLS FARGO SECURITIES LLC, CHARLOTTE
BWC	WILLIAM BLAIR & CO, CHICAGO

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	94.000%
1.2 A&H cost containment percent	1.000%
1.3 A&H expense percent excluding cost containment expenses	10.000%
2.1 Do you act as a custodian for health savings accounts?	Yes[] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
Accident and Health - Non-affiliates						
93440	06-1041332	01/01/2012	HM LIFE INS CO	PA	SSL/A/G	Yes[X] No[]
93440	06-1041332	01/01/2012	HM LIFE INS CO	PA	SSL/A/I	Yes[X] No[]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS
Current Year to Date - Allocated by States and Territories

		1	Direct Business Only						
			2	3	4	5	6	7	8
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7
1.	Alabama (AL)	N							
2.	Alaska (AK)	N							
3.	Arizona (AZ)	N							
4.	Arkansas (AR)	N							
5.	California (CA)	N							
6.	Colorado (CO)	N							
7.	Connecticut (CT)	N							
8.	Delaware (DE)	N							
9.	District of Columbia (DC)	N							
10.	Florida (FL)	N							
11.	Georgia (GA)	N							
12.	Hawaii (HI)	N							
13.	Idaho (ID)	N							
14.	Illinois (IL)	N							
15.	Indiana (IN)	N							
16.	Iowa (IA)	N							
17.	Kansas (KS)	N							
18.	Kentucky (KY)	N							
19.	Louisiana (LA)	N							
20.	Maine (ME)	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	68,581,209	36,368,186					104,949,395
37.	Oklahoma (OK)	N							
38.	Oregon (OR)	N							
39.	Pennsylvania (PA)	N							
40.	Rhode Island (RI)	N							
41.	South Carolina (SC)	N							
42.	South Dakota (SD)	N							
43.	Tennessee (TN)	N							
44.	Texas (TX)	N							
45.	Utah (UT)	N							
46.	Vermont (VT)	N							
47.	Virginia (VA)	N							
48.	Washington (WA)	N							
49.	West Virginia (WV)	N							
50.	Wisconsin (WI)	N							
51.	Wyoming (WY)	N							
52.	American Samoa (AS)	N							
53.	Guam (GU)	N							
54.	Puerto Rico (PR)	N							
55.	U.S. Virgin Islands (VI)	N							
56.	Northern Mariana Islands (MP)	N							
57.	Canada (CN)	N							
58.	Aggregate other alien (OT)	X X X							
59.	Subtotal	X X X	68,581,209	36,368,186					104,949,395
60.	Reporting entity contributions for Employee Benefit Plans	X X X							
61.	Total (Direct Business)	(a)..... 1	68,581,209	36,368,186					104,949,395

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.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 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

No significant changes noted.

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

916

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name 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)	*
916		00000	34-1901465				ProMedica Foundation	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1887062				Academic Health Center Corp	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-0898745				Fostoria Hospital Association	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	26-1815305				NWO Health Partners, LLC	OH	NIA	Fostoria Hospital Association		50.0	ProMedica Health System, Inc.	
		00000	26-1815305				NWO Health Partners, LLC	OH	OTH	Northwest Ohio Orthopedic and Sports Medicine, Inc.		50.0	Northwest Ohio Orthopedic and Sports Medicine, Inc.	1
		00000	34-1880767				ProMedica Physicians and Continuum Services	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-4492440				ProMedica Continuing Care Services Corporation	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	02-0753921				Monroe Community Ambulance	MI	NIA	ProMedica Continuing Care Services Corporation		25.0	ProMedica Health System, Inc.	
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Life Star Ambulance		25.0	Life Star Ambulance	1
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Huron Valley Ambulance		25.0	Huron Valley Ambulance	1
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Mercy Memorial Hospital Corporation		25.0	Mercy Memorial Hospital Corporation	1
		00000	34-4427949				Toledo District Nurse Association	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	34-1831624				Visiting Nurse Hospice & Health Care	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	34-1159928				ProMedica Retail Group, Inc.	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	26-0324790				ProMedica Courier Services, Inc.	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	20-5752995				Erie West Hospice and Palliative Care	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	34-1887065				ProMedica Physician Hospital Organization, Inc.	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	34-1899439				ProMedica Physician Group, Inc.	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	27-1325141				The Pharmacy Counter, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	38-3322278				ProMedica Central Corporation of Michigan	MI	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	27-4319239				EVOLV Medical Aesthetics, LLC	OH	NIA	ProMedica Physician Group, Inc.		50.0	ProMedica Health System, Inc.	
		00000	27-4319239				EVOLV Medical Aesthetics, LLC	OH	OTH	Frank Barone, M.D.		50.0	Frank Barone, M.D.	1
		00000	34-1881137				ProMedica Central Physicians	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	38-3482148				ProMedica North Physicians Corporation	MI	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1893773				ProMedica West Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1898679				ProMedica South Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1881145				ProMedica East Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	20-8050622				ProMedica Orthopedic Physicians	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	61-1448753				Midwest Cardiovascular Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	26-3015991				ProMedica GI Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	26-3888045				ProMedica Northwest Ohio Cardiology Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	27-0978204				ProMedica Cardiothoracic Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Q16.1

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domic- iliary Loca- tion	Relation- ship to Report- ing 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)	*
1212	ProMedica Insurance Corp	00000	27-1401750				ProMedica Hematology/Oncology Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	27-5165922				ProMedica Critical Care Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	27-2404505				ProMedica ENT, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	27-2920342				ProMedica Monroe Cardiology, PLLC	MI	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	45-3251737				ProMedica Anesthesiology Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	45-3230331				ProMedica Physician Management Services, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	---				ProMedica Surgical Services, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	61-1528443				WellCare Physicians Group, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1931936				ProMedica Indemnity Corporation	VT	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1570675				ProMedica Insurance Corporation	OH	UDP	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1623220				Paramount Preferred Options, Inc.	OH	NIA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
		00000	31-1463193				Health Management Solutions, Inc.	OH	NIA	Paramount Preferred Options, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1773766				Paramount Care, Inc.	OH	NIA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
		00000	38-3200310				Paramount Benefits Agency, Inc.	OH	NIA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
		00000	38-3200310				Paramount Care of Michigan, Inc.	MI	IA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
		00000	01-0580404				Paramount Insurance Company	OH	IA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
		00000	20-3376102				Paramount Advantage	OH	IA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
		00000	34-1883132				Bay Park Community Hospital	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	45-3458982				ProMedica Bay Park Surgical Services Co-Management Company	OH	NIA	Bay Park Community Hospital		50.0	ProMedica Health System, Inc.	
		00000	45-3458982				ProMedica Bay Park Surgical Services Co-Management Company	OH	OTH	Various Corporations		50.0	Various Corporations	1
		00000	34-4446484				Defiance Hospital, Inc.	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	38-2796005				Emma L. Bixby Medical Center	MI	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	38-2972398				Bixby Medical Office Limited Partnership	MI	NIA	Emma L. Bixby Medical Center		64.4	ProMedica Health System, Inc.	
		00000	38-2972398				Bixby Medical Office Limited Partnership	MI	OTH	Various Physicians		35.6	Various Physicians	1
		00000	27-1302183				Monroe Cancer Center	MI	NIA	Emma L. Bixby Medical Center		33.3	ProMedica Health System, Inc.	
		00000	27-1302183				Monroe Cancer Center	MI	OTH	Barbara Ann Karamanos Cancer Cetner		33.3	Barbara Ann Karamanos Cancer Cetner	1
		00000	27-1302183				Monroe Cancer Center	MI	OTH	Mercy Memorial Hospital Corporation		33.3	Mercy Memorial Hospital Corporation	1
		00000	38-2879330				Lenawee Long Term Care Corporation	MI	NIA	Emma L. Bixby Medical Center		100.0	ProMedica Health System, Inc.	
		00000	38-3146907				Herrick Memorial Development Corporation	MI	NIA	Emma L. Bixby Medical Center		100.0	ProMedica Health System, Inc.	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Q162

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domic- iliary Loca- tion	Relation- ship to Report- ing 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)	*
Q162		00000	38-3639616				Herrick Memorial Office Plaza Condominium Association	MI	NIA	Herrick Memorial Development Corporation		41.7	ProMedica Health System, Inc.	
		00000	38-3639616				Herrick Memorial Office Plaza Condominium Association	MI	OTH	Various Physicians		58.3	Various Physicians	1
		00000	38-3605511				Lenawee Physician Hospital Organization LLC	MI	NIA	Emma L. Bixby Medical Center		50.0	ProMedica Health System, Inc.	
		00000	38-3605511				Lenawee Physician Hospital Organization LLC	MI	OTH	Raisin River Physicians		50.0	Raisin River Physicians	1
		00000	38-3049015				Herrick Memorial Hospital, Inc.	MI	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-4428256				The Toledo Hospital	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	31-1569454				Reynolds Road Surgery Center, LLC	OH	NIA	The Toledo Hospital		62.7	ProMedica Health System, Inc.	
		00000	31-1569454				Reynolds Road Surgery Center, LLC	OH	OTH	Various Physicians		37.3	Various Physicians	1
		00000	31-1515460				Parkway Surgery Center, LLC	OH	NIA	The Toledo Hospital		40.0	ProMedica Health System, Inc.	
		00000	31-1515460				Parkway Surgery Center, LLC	OH	OTH	Various Physicians		60.0	Various Physicians	1
		00000	26-0679898				Northwest Ohio Dedicated Breast MRI, LLC	OH	NIA	The Toledo Hospital		50.0	ProMedica Health System, Inc.	
		00000	26-0679898				Northwest Ohio Dedicated Breast MRI, LLC	OH	OTH	TRA Investment Club, LLC		50.0	TRA Investment Club, LLC	1
		00000	27-0608044				Arrowhead Behavioral Health, LLC	DE	NIA	The Toledo Hospital		30.0	ProMedica Health System, Inc.	
		00000	27-0608044				Arrowhead Behavioral Health, LLC	OH	OTH	Toledo Holding Company, LLC		70.0	Toledo Holding Company, LLC	1
		00000	20-0088459				West Central Surgical Center, LLC	OH	NIA	The Toledo Hospital		50.0	ProMedica Health System, Inc.	
		00000	20-0088459				West Central Surgical Center, LLC	OH	OTH	Various Physicians		50.0	Various Physicians	1
		00000	34-4428794				Flower Hospital	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1880473				PHS Ventures, Inc.	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-4428232				St. Luke's Hospital	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1863472				Ohio Care Ambulatory Surgery Center, LLC	OH	NIA	St. Luke's Hospital		50.0	ProMedica Health System, Inc.	
		00000	34-1863472				Ohio Care Ambulatory Surgery Center, LLC	OH	OTH	Various Physicians		50.0	Various Physicians	1
		00000	34-1781420				St. Luke's Physician Hospital Organization, Inc.	OH	NIA	St. Luke's Hospital		50.0	ProMedica Health System, Inc.	
		00000	34-1781420				St. Luke's Physician Hospital Organization, Inc.	OH	OTH	Various Physicians		50.0	Various Physicians	1
		00000	34-1366709				Care Enterprises, Inc.	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	43-2061812				Perrysburg Medical Arts, LLC	OH	NIA	Care Enterprises, Inc.		11.1	ProMedica Health System, Inc.	
		00000	43-2061812				Perrysburg Medical Arts, LLC	OH	OTH	Various Physicians & Investment Groups		88.9	Various Physicians & Investment Groups	1
		00000	32-0160784				Waterville Medical Center, LLC	OH	NIA	Care Enterprises, Inc.		70.0	ProMedica Health System, Inc.	
		00000	32-0160784				Waterville Medical Center, LLC	OH	OTH	SB Medical Building Venture, Ltd.		30.0	SB Medical Building Venture, Ltd.	1
		00000	34-1796790				Care Holdings, Inc.	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	06-1811760				Physicians Advantage Management Services Organization, Inc.	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1292849				St. Luke's Hospital Foundation	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	20-4671613				Cobra Ventures, LLC	OH	NIA	St. Luke's Hospital Foundation		100.0	ProMedica Health System, Inc.	

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 Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domic- iliary Loca- tion	Relation- ship to Report- ing 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)	*
.....		00000	34-1883284	.....	.....	.....	Lima Memorial Joint Operating Company	OH ...	.. NIA ..	PHS Ventures, Inc. ....	.....	50.0	ProMedica Health System, Inc. ....	.....
.....		00000	34-1883284	.....	.....	.....	Lima Memorial Joint Operating Company	OH ...	.. OTH ..	Lima Memorial Hospital .....	.....	50.0	Lima Memorial Hospital	1
.....		00000	26-4105613	.....	.....	.....	ProMedica Orthopedic Co-Management Company, LLC	OH ...	.. NIA ..	The Toledo Hospital, Flower Hospital, Bay Park Community Hospital .....	.....	40.0	ProMedica Health System, Inc. ....	.....
.....		00000	26-4105613	.....	.....	.....	ProMedica Orthopedic Co-Management Company, LLC	OH ...	.. OTH ..	Various Physicians .....	.....	60.0	Various Physicians	1
.....		00000	27-0962366	.....	.....	.....	ProMedica Cardiovasuclar Co-Management Company, LLC	OH ...	.. NIA ..	The Toledo Hospital, Flower Hospital, Bay Park Community Hospital .....	.....	40.0	ProMedica Health System, Inc. ....	.....
.....		00000	27-0962366	.....	.....	.....	ProMedica Cardiovasuclar Co-Management Company, LLC	OH ...	.. OTH ..	Various Physicians .....	.....	60.0	Various Physicians	1

Q16.3

Asterisk	Explanation
0000001	Non-related entity

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

RESPONSE
No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



95189201236500001

2012

Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF **March 31, 2012** OF THE **Paramount Health Care**

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		
2.	Cost of acquired		
2.1	Actual cost at time of acquisition		
2.2	Additional investment made after acquisition		
3.	Current year change in encumbrances		
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		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

Mortgage Loans		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition		
2.2	Additional investment made after acquisition		
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 mortgage interest points		
9.	Total foreign exchange change in book value/recorded investment		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 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

Other Long-Term Invested Assets		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	220,658	
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition		241,006
2.2	Additional investment made after acquisition		
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		20,348
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 (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	220,658	220,658
12.	Deduct total nonadmitted amounts	220,658	220,658
13.	Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

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	103,905,028	103,076,950
2.	Cost of bonds and stocks acquired	8,113,872	346,114,872
3.	Accrual of discount	31,377	18,226
4.	Unrealized valuation increase (decrease)	2,871,095	(2,884,283)
5.	Total gain (loss) on disposals	329,815	5,177,335
6.	Deduct consideration for bonds and stocks disposed of	9,010,921	346,662,862
7.	Deduct amortization of premium	345,175	935,210
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 (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	105,895,091	103,905,028
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	105,895,091	103,905,028

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)	84,404,005	5,605,481	8,858,067	(315,805)	80,835,613			84,404,005
2. Class 2 (a)	3,397,289	786,981	422,284	(13,614)	3,748,372			3,397,289
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	87,801,293	6,392,462	9,280,351	(329,419)	84,583,986			87,801,293
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	87,801,293	6,392,462	9,280,351	(329,419)	84,583,986			87,801,293

(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 \$.....2,429,422; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

SCHEDULE DA - PART 1

Short - Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	3,518,720	X X X	3,542,902	1,272	

SCHEDULE DA - Verification

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	5,402,393	32,392,020
2.	Cost of short-term investments acquired		8,619,281
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	1,915	4,282
6.	Deduct consideration received on disposals	1,869,968	35,579,449
7.	Deduct amortization of premium	15,620	33,741
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 (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	3,518,720	5,402,393
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	3,518,720	5,402,393

SI04 Schedule DB - Part A Verification NONE

SI04 Schedule DB - Part B Verification NONE

SI05 Schedule DB Part C Section 1 NONE

SI06 Schedule DB Part C Section 2 NONE

SI07 Schedule DB - Verification NONE

SI08 Schedule E - Verification (Cash Equivalents) NONE

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

E03 Schedule BA Part 2 NONE

E03 Schedule BA Part 3 NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired 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. Governments									
912828ND8	U S TREASURY NOTE		03/06/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	X X X	258,083	225,000.00	2,445	1
912828MZ0	U S TREASURY NOTE		03/06/2012	MORGAN STANLEY & CO INC, NY	X X X	798,254	750,000.00	6,593	1
912828EN6	U S TREASURY NOTE		02/02/2012	MORGAN STANLEY & CO INC, NY	X X X	558,869	485,000.00	4,797	1
36202F2L9	GNMA II POOL #0005279		01/13/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	524,297	500,000.00	1,069	1
36202F2M7	GNMA II POOL #0005280		01/04/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	536,250	500,000.00	1,222	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	2,675,754	2,460,000.00	16,126	X X X
Bonds - U.S. States, Territories and Possessions									
745177FL4	PUERTO RICO CMWLTH GOVT DEV BA		02/01/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	150,000	150,000.00		2FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	150,000	150,000.00		X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
54675QAF0	LOUISVILLE & JEFFERSON CNTY KY		03/16/2012	MORGAN STANLEY & CO INC, NY	X X X	594,055	500,000.00		1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					X X X	594,055	500,000.00		X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
026874CT2	AMERICAN INTL GROUP		03/19/2012	US BANCORP INVESTMENTS INC, ST. PAUL	X X X	124,805	125,000.00		2FE
260543CC5	DOW CHEMICAL CO/THE		02/22/2012	MORGAN STANLEY & CO INC, NY	X X X	106,654	100,000.00	1,204	2FE
26875PAH4	EOG RESOURCES INC		02/27/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	104,270	100,000.00	208	1FE
40414LAF6	HCP INC		01/18/2012	UBS SECURITIES LLC, STAMFORD	X X X	64,690	65,000.00		2FE
42217KAY2	HEALTH CARE REIT INC		03/27/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	134,587	135,000.00		1FE
42225BAA4	HEALTHCARE REALTY TRUST INC		03/22/2012	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	109,465	100,000.00	1,264	2FE
501044CP4	KROGER CO/THE		01/12/2012	US BANCORP INVESTMENTS INC, ST. PAUL	X X X	125,000	125,000.00		2FE
571748AS1	MARSH & MCLENNAN COS INC		03/07/2012	BARCLAYS CAPITAL INC, NEW YORK	X X X	98,905	99,000.00		1FE
816851AS8	SEMPRA ENERGY		03/20/2012	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	124,935	125,000.00		1FE
887317AC9	TIME WARNER INC		02/22/2012	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	106,367	90,000.00	1,498	2FE
89233P4B9	TOYOTA MOTOR CREDIT CORP		02/02/2012	MIZUHO SECURITIES USA INC, NEW YORK	X X X	149,769	140,000.00	622	1FE
539473AQ1	LLOYDS TSB BANK PLC	F	03/21/2012	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	94,856	95,000.00		1FE
02005ABT4	ALLY MASTER OWNER TRUST 4 A2		01/31/2012	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	201,688	200,000.00	154	1FE
03063KAD5	AMERICREDIT PRIME AUTOMOB 1 A4		01/19/2012	Mellon Bank	X X X	259,213	255,000.00	185	1FE
14313GAC1	CARMAX AUTO OWNER TRUST 1 A3		02/07/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	69,998	70,000.00		1FE
12622XAC4	CHN EQUIPMENT TRUST A A3		01/24/2012	NOMURA SECS, NEW YORK	X X X	132,500	132,000.00	53	1FE
34529UAC8	FORD CREDIT AUTO OWNER TR A A3		01/18/2012	JPMORGAN CHASE BK/RBS SEC INC, NEW YORK	X X X	164,994	165,000.00		1FE
36159JCS8	GE CAPITAL CREDIT CARD MA 1 A		01/18/2012	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	139,989	140,000.00		1FE
36159LBS4	GE DEALER FLOORPLAN 2012-1 A		02/14/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	X X X	100,000	100,000.00		1FE
43813UAC4	HONDA AUTO RECEIVABLES OW 1 A3		02/14/2012	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	84,995	85,000.00		1FE
47787BAC9	JOHN DEERE OWNER TRUST A A3		02/22/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	224,977	225,000.00		1FE
92867GAC7	VOLKSWAGEN AUTO LOAN 1 A3		01/19/2012	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	249,997	250,000.00		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	2,972,654	2,921,000.00	5,188	X X X
8399997 Subtotal - Bonds - Part 3					X X X	6,392,462	6,031,000.00	21,315	X X X
8399998 Summary Item from Part 5 for Bonds (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
8399999 Subtotal - Bonds					X X X	6,392,462	6,031,000.00	21,315	X X X
8999998 Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X

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SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired 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 Stock - Industrial and Miscellaneous (Unaffiliated)									
003830106	ABRAXAS PETROLEUM CORP		03/20/2012	SUNTRUST CAPITAL MARKETS INC, ATLANTA	560.000	1,743	X X X		L
007974108	ADVENT SOFTWARE INC		03/23/2012	CANTOR FITZGERALD & CO INC, NEW YORK	300.000	7,469	X X X		L
023135106	AMAZON.COM INC		02/21/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	425.000	79,736	X X X		L
025537101	AMERICAN ELECTRIC POWER CO INC		03/13/2012	GOLDMAN SACHS EXECUTION & CLEARING, NY	1,075.000	41,579	X X X		L
037604105	APOLLO GROUP INC		03/06/2012	LIQUIDNET INC, BROOKLYN	300.000	12,673	X X X		L
037833100	APPLE INC		01/27/2012	GOLDMAN SACHS EXECUTION & CLEARING, NY	35.000	15,605	X X X		L
110122108	BRISTOL-MYERS SQUIBB CO		01/23/2012	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY	3,010.000	98,406	X X X		L
111320107	BROADCOM CORP		01/06/2012	LAZARD CAPITAL MARKETS LLC, NEW YORK	240.000	7,172	X X X		L
14040H105	CAPITAL ONE FINANCIAL CORP		02/16/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	215.000	10,616	X X X		L
14149Y108	CARDINAL HEALTH INC		03/30/2012	BARCLAYS CAPITAL LE, JERSEY CITY	1,750.000	75,533	X X X		L
14170T101	CAREFUSION CORP		02/17/2012	GOLDMAN SACHS EXECUTION & CLEARING, NY	420.000	10,933	X X X		L
125509109	CIGNA CORPORATION COM		02/02/2012	LIQUIDNET INC, BROOKLYN	1,230.000	54,618	X X X		L
17275R102	CISCO SYSTEMS INC		02/09/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	805.000	16,101	X X X		L
172967424	CITIGROUP INC		03/14/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	1,080.000	37,828	X X X		L
232806109	CYPRESS SEMICONDUCTOR CORP		03/09/2012	RAYMOND JAMES & ASSOC INC, ST PETERSBURG	340.000	5,450	X X X		L
25388B104	DIGITAL RIVER INC		02/03/2012	UBS SECURITIES LLC, STAMFORD	110.000	1,936	X X X		L
23335C101	DTS INC/CA		01/05/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	50.000	1,335	X X X		L
278058102	EATON CORP		02/15/2012	RBC CAPITAL MARKETS LLC, NEW YORK	1,980.000	101,719	X X X		L
268648102	EMC CORP/MASSACHUSETTS		01/06/2012	RBC CAPITAL MARKETS LLC, NEW YORK	920.000	20,255	X X X		L
31620R105	FIDELITY NATIONAL FINANCIAL IN		01/27/2012	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY	1,450.000	25,060	X X X		L
345370860	FORD MOTOR CO		01/06/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	2,010.000	23,657	X X X		L
39304D102	GREEN DOT CORP		02/07/2012	LIQUIDNET INC, BROOKLYN	670.000	20,089	X X X		L
415864107	HARSCO CORP		03/26/2012	JEFFERIES & CO INC, NEW YORK	720.000	17,047	X X X		L
437076102	HOME DEPOT INC		02/21/2012	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY	540.000	25,530	X X X		L
444903108	HUMAN GENOME SCIENCES INC		03/13/2012	RBC CAPITAL MARKETS LLC, NEW YORK	5,190.000	44,596	X X X		L
460146103	INTERNATIONAL PAPER CO		02/28/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	3,070.000	103,121	X X X		L
46118H104	INTRALINKS HOLDINGS INC		03/29/2012	GOLDMAN SACHS EXECUTION & CLEARING, NY	190.000	998	X X X		L
478160104	JOHNSON & JOHNSON		01/20/2012	J P MORGAN SECURITIES INC, BROOKLYN	200.000	13,021	X X X		L
46625H100	JPMORGAN CHASE & CO		03/01/2012	RBC CAPITAL MARKETS LLC, NEW YORK	275.000	10,993	X X X		L
48273U102	K12 INC		03/07/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	1,510.000	31,733	X X X		L
487836108	KELLOGG CO		03/12/2012	J P MORGAN SECURITIES INC, BROOKLYN	520.000	27,408	X X X		L
500255104	KOHL'S CORP		02/09/2012	J P MORGAN SECURITIES INC, BROOKLYN	215.000	10,838	X X X		L
517834107	LAS VEGAS SANDS CORP		02/22/2012	LIQUIDNET INC, BROOKLYN	1,460.000	78,057	X X X		L
521865204	LEAR CORP		03/30/2012	LIQUIDNET INC, BROOKLYN	105.000	4,812	X X X		L
59156R108	METLIFE INC		01/05/2012	J P MORGAN SECURITIES INC, BROOKLYN	315.000	10,144	X X X		L
594918104	MICROSOFT CORP		02/16/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	5,070.000	144,597	X X X		L
611742107	MTLY		03/02/2012	BAIRD, ROBERT W & CO INC, MILWAUKEE	570.000	4,340	X X X		L
63009F105	NANOSPHERE INC		03/23/2012	CITIGROUP GBL MKTS INC, NEW YORK	590.000	1,005	X X X		L
68389X105	ORACLE CORP		03/13/2012	JEFFERIES & CO INC, NEW YORK	880.000	26,485	X X X		L
733174106	POPULAR INC		02/16/2012	WEEDEN & CO, NEW YORK	3,620.000	6,008	X X X		L
74874Q100	QUINSTREET INC		02/02/2012	WILLIAM BLAIR & CO, CHICAGO	280.000	2,759	X X X		L
761565100	REX ENERGY CORP		01/20/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	50.000	506	X X X		L
82967N108	SIRIUS XM RADIO INC		01/09/2012	STIFEL NICOLAUS	5,015.000	10,239	X X X		L
854502101	STANLEY BLACK & DECKER INC		01/26/2012	KEYBANC CAPITAL MARKETS INC, NEW YORK	180.000	12,890	X X X		L
855030102	STAPLES INC		03/07/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	2,900.000	44,448	X X X		L
857477103	STATE STREET CORP		03/13/2012	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY	1,910.000	80,546	X X X		L

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SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired 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)
867914103	SUNTRUST BANKS INC .....	.....	02/07/2012	RBC CAPITAL MARKETS LLC, NEW YORK	1,240.000	26,279	X X X .....	.....	L
871546206	SYMMETRY MEDICAL INC .....	.....	03/30/2012	WEEDEN & CO, NEW YORK	890.000	6,350	X X X .....	.....	L
87157D109	SYNAPTICS INC .....	.....	02/15/2012	MORGAN STANLEY & CO INC, NY	30.000	1,130	X X X .....	.....	L
87612E106	TARGET CORP .....	.....	02/28/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	395.000	21,996	X X X .....	.....	L
883556102	THERMO FISHER SCIENTIFIC INC .....	.....	01/30/2012	MERRILL LYNCH PIERCE FENNER SMITH INC NY	1,650.000	81,329	X X X .....	.....	L
910047109	UNITED CONTINENTAL HOLDINGS IN .....	.....	03/14/2012	INSTINET CORP, NY	10.000	193	X X X .....	.....	L
91324P102	UNITEDHEALTH GROUP INC .....	.....	01/20/2012	GOLDMAN SACHS EXECUTION & CLEARING, NY	200.000	10,428	X X X .....	.....	L
90341W108	US AIRWAYS GROUP INC .....	.....	03/14/2012	INSTINET CORP, NY	1,320.000	8,383	X X X .....	.....	L
92553P201	VIACOM INC .....	.....	03/05/2012	BNY CONVERGEX / LJR, HOUSTON	540.000	26,074	X X X .....	.....	L
942683103	WATSON PHARMACEUTICALS INC .....	.....	01/24/2012	UBS SECURITIES LLC, STAMFORD	380.000	21,079	X X X .....	.....	L
98212B103	WPX ENERGY INC .....	.....	02/08/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	1,655.000	27,489	X X X .....	.....	L
008474108	AGNICO-EAGLE MINES LTD	C	02/16/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	240.000	8,114	X X X .....	.....	L
45245E109	IMAX CORP	C	01/09/2012	CANTOR FITZGERALD & CO INC, NEW YORK	530.000	10,128	X X X .....	.....	L
460951106	INTEROIL CORP	C	03/26/2012	DEUTSCHE BK SECS INC, NY (NWSCUS33)	30.000	1,721	X X X .....	.....	L
80105N105	SANOFI	F	03/06/2012	LIQUIDNET INC, BROOKLYN	1,155.000	42,839	X X X .....	.....	L
N7902X106	SENSATA TECHNOLOGIES HOLDING	F	01/13/2012	LIQUIDNET INC, BROOKLYN	380.000	10,328	X X X .....	.....	L
H89128104	TYCO INTERNATIONAL LTD SHS	F	01/09/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	205.000	9,930	X X X .....	.....	L
92857W209	VODAFONE GROUP PLC	F	01/05/2012	CITATION GROUP/BCC CLRG, NEW YORK	370.000	10,150	X X X .....	.....	L
9099999 Subtotal - Common Stock - Industrial and Miscellaneous (Unaffiliated)					X X X	1,705,573	X X X .....	.....	X X X
Common Stock - Mutual Funds									
0075W0700	UNITED ASSOCIATION S&P 500 .....	.....	03/30/2012	NON-BROKER TRADE	1,538.987	15,836	X X X .....	.....	L
9299999 Subtotal - Common Stock - Mutual Funds					X X X	15,836	X X X .....	.....	X X X
9799997 Subtotal - Common Stock - Part 3					X X X	1,721,410	X X X .....	.....	X X X
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					X X X	X X X	X X X	X X X	X X X
9799999 Subtotal - Common Stocks					X X X	1,721,410	X X X .....	.....	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	1,721,410	X X X .....	.....	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	8,113,872	X X X	21,315	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

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

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SCHEDULE D - PART 4
Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of
During the Current Quarter

1	2	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
										11	12	13	14	15							
CUSIP Identification	Description									Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ 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.							
68389XAF2	ORACLE CORP		02/22/2012	WELLS FARGO SECURITIES																	
718172AB5	PHILIP MORRIS INTERNATIONAL IN		02/22/2012	JPMORGAN SECURITIES INC	X X X	118,558	110,000.00	118,944	118,184	(501)	(501)		(501)		117,683		875	875	2,624	07/08/2014	1FE
92343VAN4	VERIZON COMMUNICATIONS INC		02/22/2012	JPMORGAN SECURITIES INC	X X X	194,983	185,000.00	197,456	195,476	(1,180)	(1,180)		(1,180)		194,295		687	687	2,530	05/16/2013	1FE
02005PAC9	ALLY AUTO RECEIVABLES TRUST		03/15/2012	JPMORGAN SECURITIES INC	X X X	115,829	110,000.00	117,099	115,984	(718)	(718)		(718)		115,266		563	563	2,118	04/15/2013	1FE
13974YAG5	CAPITAL AUTO RECEIVABLES 2 A4		03/15/2012	Redemption	X X X	24,278	24,278.32	24,334	24,284	(5)	(5)		(5)		24,278				55	11/17/2014	1FE
13974TAC5	CAPITAL AUTO RECEIVABLES 4A A4		03/15/2012	Redemption	X X X	175,249	175,249.20	178,422	176,128	(879)	(879)		(879)		175,249				1,567	12/15/2014	1FE
12612AAD4	CNH EQUIPMENT TRUST C A4		03/15/2012	Redemption	X X X	605,726	605,725.66	611,809	609,119	(3,393)	(3,393)		(3,393)		605,726				5,359	05/15/2014	1FE
36161XAB2	GE EQUIPMENT TRANSPORTATI 1 A2		03/20/2012	Redemption	X X X	87,067	87,067.31	89,305	87,308	(240)	(240)		(240)		87,067				410	08/17/2015	1FE
						19,834	19,834.04	19,848	19,836	(2)	(2)		(2)		19,834				38	10/21/2013	
8399999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				X X X	2,086,301	2,012,154.53	2,096,983	2,082,049	(9,040)	(9,040)		(9,040)		2,073,009		13,292	13,292	27,103	X X X	X X X
8399997	Subtotal - Bonds - Part 4				X X X	7,543,686	7,355,003.71	7,576,899	7,429,824	(22,235)	(22,235)		(22,235)		7,412,298		131,388	131,388	62,092	X X X	X X X
8399998	Summary Item from Part 5 for Bonds (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X		X X X	X X X	X X X		X X X	X X X	X X X	X X X	X X X
8399999	Subtotal - Bonds				X X X	7,543,686	7,355,003.71	7,576,899	7,429,824	(22,235)	(22,235)		(22,235)		7,412,298		131,388	131,388	62,092	X X X	X X X
8999998	Summary Item from Part 5 for Preferred Stocks (N/A to Quarterly)				X X X	X X X	X X X	X X X	X X X	X X X	X X X		X X X	X X X	X X X		X X X	X X X	X X X	X X X	X X X
Common Stock - Industrial and Miscellaneous (Unaffiliated)																					
035710409	ANNALY CAPITAL MANAGEMENT INC		03/28/2012	MORGAN STANLEY & CO		1,760.000	27.441	X X X	30,725	2,635			2,635		30,725		(3,284)	(3,284)	1,003	X X X	L
037833100	APPLE INC		03/06/2012	INVESTMENT TECHNOLOGY		80.000	42,310	X X X	26,691	(5,709)			(5,709)		26,691		15,618	15,618		X X X	L
00207R101	ATMI INC		02/21/2012	COWEN AND COMPANY LLC, NE		930.000	21,811	X X X	14,350	(4,278)			(4,278)		14,350		7,461	7,461		X X X	L
05367P100	AVID TECH		02/16/2012	NEEDHAM & CO, NEW YORK		460.000	5,513	X X X	5,019	1,095			1,095		5,019		494	494		X X X	L
055921100	BMC SOFTWARE INC		01/11/2012	MORGAN STANLEY & CO		555.000	17,715	X X X	21,149	2,956			2,956		21,149		(3,434)	(3,434)		X X X	L
110122108	BRISTOL-MYERS SQUIBB CO		02/22/2012	BARCLAYS CAPITAL LE, JERS		3,010.000	97,522	X X X	98,406						98,406		(884)	(884)		X X X	L
127097103	CABOT OIL & GAS CORP		03/26/2012	FRIEDMAN BILLINGS, WASHIN		130.000	4,164	X X X	1,690	(3,244)			(3,244)		1,690		2,474	2,474	3	X X X	L
124857202	CBS CORP		01/09/2012	INVESTMENT TECHNOLOGY		360.000	10,049	X X X	6,489	(3,282)			(3,282)		6,489		3,560	3,560	36	X X X	L
166764100	CHEVRON CORPORATION COM		02/07/2012	LIQUIDNET INC, BROOKLYN		375.000	39,829	X X X	27,465	(12,435)			(12,435)		27,465		12,364	12,364		X X X	L
168615102	CHICO'S FAS INC		02/22/2012	SUNTRUST CAPITAL		230.000	3,387	X X X	961	(1,601)			(1,601)		961		2,425	2,425		X X X	L
177376100	CITRIX SYSTEMS INC		01/25/2012	GOLDMAN SACHS & CO, NY		370.000	24,958	X X X	27,634	5,168			5,168		27,634		(2,676)	(2,676)		X X X	L
184496107	CLEAN HARBORS INC		02/22/2012	KEYBANC CAPITAL		240.000	15,452	X X X	3,240	(12,055)			(12,055)		3,240		12,212	12,212		X X X	L
20030N101	COMCAST CORP NEW CL A		03/05/2012	MARKETS I		890.000	25,897	X X X	15,211	(5,891)			(5,891)		15,211		10,685	10,685	100	X X X	L
207410101	CONMED CORP		03/27/2012	INSTINET CORP, NY		90.000	2,729	X X X	1,904	(406)			(406)		1,904		826	826		X X X	L
20854P109	CONSOL ENERGY INC		03/26/2012	INVESTMENT TECHNOLOGY		260.000	8,751	X X X	13,103	3,561			3,561		13,103		(4,351)	(4,351)	33	X X X	L
228368106	CROWN HOLDINGS		01/18/2012	DEUTSCHE BK SECS INC, NY		10.000	341	X X X	104	(232)			(232)		104		237	237		X X X	L
232572107	CYMER INC		03/23/2012	GOLDMAN SACHS		40.000	1,904	X X X	1,990	(1,114)			(1,114)		876		1,028	1,028		X X X	L
247916208	DENBURY RESOURCES INC		03/26/2012	EXECUTION &		270.000	4,975	X X X	4,316	239			239		4,316		659	659		X X X	L
253651103	DIEBOLD INC		02/14/2012	LIQUIDNET INC, BROOKLYN		230.000	8,494	X X X	6,461	(455)			(455)		6,461		2,033	2,033		X X X	L
256746108	DOLLAR TREE INC		01/13/2012	KEYBANC CAPITAL		130.000	10,745	X X X	2,473	(8,332)			(8,332)		2,473		8,272	8,272		X X X	L
260003108	DOVER CORP		03/15/2012	MARKETS I		360.000	22,495	X X X	20,237	(661)			(661)		20,237		2,258	2,258		X X X	L
532457108	ELI LILLY & CO		01/23/2012	BAIRD, ROBERT W & CO INC, KNIGHT EQUITY MARKETS		3,060.000	121,437	X X X	113,505	(13,668)			(13,668)		113,505		7,931	7,931		X X X	L
268648102	EMC CORP/MASSACHUSETTS		02/23/2012	KNIGHT EQUITY MARKETS		940.000	25,528	X X X	25,079	4,831			4,831		25,079		450	450		X X X	L
345370860	FORD MOTOR CO		01/27/2012	L.P		4,220.000	51,562	X X X	46,321	(1,116)			(1,116)		46,321		5,242	5,242	211	X X X	L
437076102	HOME DEPOT INC		01/23/2012	J P MORGAN SECURITIES		660.000	29,292	X X X	21,529	(6,217)			(6,217)		21,529		7,763	7,763		X X X	L
443320106	HUB GROUP INC CL A		03/20/2012	INC		40.000	1,431	X X X	894	(403)			(403)		894		537	537		X X X	L

QE05.1

SCHEDULE D - PART 4
Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of
During the Current Quarter

QE05.2

1	2	3 F o r e i g n	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 Identification	Description		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 (Amortization)/ 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 Designation or Market Indicator (a)
459200101	INTERNATIONAL BUSINESS MACHINE		03/14/2012	KNIGHT EQUITY MARKETS L.P.	65.000	13.306	X X X	11,739	11,952	(213)			(213)		11,739		1,566	1,566	49	X X X	L
46612J507	JDS UNIPHASE CORP		01/06/2012	J P MORGAN SECURITIES INC	1,720.000	18,953	X X X	17,540	17,957	(417)			(417)		17,540		1,413	1,413		X X X	L
548661107	LOWE'S COS INC		01/23/2012	MERRILL LYNCH PROFESSIONA	920.000	24,225	X X X	22,323	23,350	(1,027)			(1,027)		22,323		1,903	1,903		X X X	L
55616P104	MACYS INC COM		02/21/2012	MERRILL LYNCH PIERCE FENN	680.000	25,391	X X X	11,781	21,882	(10,101)			(10,101)		11,781		13,610	13,610	68	X X X	L
651639106	NEWMONT MINING CORP		03/13/2012	MERRILL LYNCH PIERCE FENN	1,400.000	78,764	X X X	92,804	84,014	8,790			8,790		92,804		(14,040)	(14,040)	294	X X X	L
655044105	NOBLE ENERGY INC		02/10/2012	CREDIT SUISSE, NEW YORK	380.000	38,534	X X X	29,712	35,868	(6,156)			(6,156)		29,712		8,822	8,822	61	X X X	L
674599105	OCCIDENTAL PETE CORP COM		02/02/2012	SIMMONS & CO INTL, HOUSTO	250.000	24,603	X X X	19,487	23,425	(3,938)			(3,938)		19,487		5,117	5,117	115	X X X	L
68389X105	ORACLE CORPORATION COM		02/14/2012	KNIGHT EQUITY MARKETS L.P.	1,680.000	47,313	X X X	32,293	43,092	(10,799)			(10,799)		32,293		15,020	15,020	11	X X X	L
714290103	PERRIGO CO COM		02/07/2012	BARCLAYS CAPITAL LE, JERS	70.000	6,748	X X X	1,631	6,811	(5,180)			(5,180)		1,631		5,117	5,117		X X X	L
69344F106	PMC SIERRA INC		01/26/2012	CANACCORD GENUITY INC, JE	2,240.000	13,656	X X X	10,886	12,342	(1,456)			(1,456)		10,886		2,770	2,770		X X X	L
747525103	QUALCOMM INC		02/01/2012	CANACCORD GENUITY INC, JE	390.000	22,965	X X X	20,534	21,333	(800)			(800)		20,534		2,431	2,431		X X X	L
754730109	RAYMOND JAMES FINL INC COM		03/29/2012	INVESTMENT TECHNOLOGY GRO	480.000	16,638	X X X	7,623	14,861	(7,237)			(7,237)		7,623		9,015	9,015	62	X X X	L
755111507	RAYTHEON CO		01/05/2012	J P MORGAN SECURITIES INC	210.000	10,035	X X X	10,772	10,160	612			612		10,772		(736)	(736)		X X X	L
759509102	RELIANCE STEEL & ALUMINUM CO		01/24/2012	INVESTMENT TECHNOLOGY GRO	370.000	20,441	X X X	16,147	18,015	(1,868)			(1,868)		16,147		4,293	4,293		X X X	L
768573107	RIVERBED TECHNOLOGY INC		01/26/2012	GOLDMAN SACHS EXECUTION & SIMMONS & CO INTL,	50.000	1,464	X X X	1,001	1,175	(174)			(174)		1,001		463	463		X X X	L
806857108	SCHLUMBERGER LTD		03/27/2012	HOUSTO CREDIT SUISSE, NEW YORK	935.000	66,481	X X X	71,196	63,870	7,326			7,326		71,196		(4,715)	(4,715)	341	X X X	L
78442P106	SLM CORP		03/05/2012	LIQUIDNET INC, BROOKLYN	675.000	10,847	X X X	4,448	9,045	(4,597)			(4,597)		4,448		6,400	6,400		X X X	L
78454L100	SM ENERGY CO		02/24/2012	LIQUIDNET INC, BROOKLYN	285.000	23,674	X X X	21,434	20,834	601			601		21,434		2,240	2,240		X X X	L
848577102	SPIRIT AIRLINES INC		01/20/2012	INVESTMENT TECHNOLOGY GRO	10.000	151	X X X	113	156	(43)			(43)		113		39	39		X X X	L
867224107	SUNCOR ENERGY INC		02/03/2012	GOLDMAN SACHS & CO, NY	720.000	24,807	X X X	31,701	20,758	10,943			10,943		31,701		(6,894)	(6,894)		X X X	L
87612E106	TARGET CORP		01/04/2012	KNIGHT EQUITY MARKETS L.P.	1,770.000	88,887	X X X	93,147	90,659	2,487			2,487		93,147		(4,259)	(4,259)		X X X	L
87651B104	TASER INTL INC COM		01/03/2012	CANTOR FITZGERALD & CO IN	200.000	1,049	X X X	835	1,024	(189)			(189)		835		214	214		X X X	L
88162G103	TETRA TECH INC		03/26/2012	CANTOR FITZGERALD & CO IN	760.000	18,792	X X X	16,973	16,408	565			565		16,973		1,818	1,818		X X X	L
216648402	THE COOPER COS INC		01/17/2012	INVESTMENT TECHNOLOGY GRO	80.000	5,577	X X X	1,312	5,642	(4,330)			(4,330)		1,312		4,265	4,265		X X X	L
884315102	THOMAS & BETTS CORP		01/30/2012	JEFFERIES & CO INC, NEW Y	300.000	21,296	X X X	7,206	16,380	(9,174)			(9,174)		7,206		14,090	14,090		X X X	L
896945201	TRIPADVISOR INC		01/20/2012	INVESTMENT TECHNOLOGY GRO	675.000	20,606	X X X	18,651	17,017	1,634			1,634		18,651		1,955	1,955		X X X	L
913017109	UNITED TECHNOLOGIES CORP		03/06/2012	J P MORGAN SECURITIES INC	360.000	29,493	X X X	19,296	26,312	(7,016)			(7,016)		19,296		10,197	10,197		X X X	L
92532F100	VERTEX PHARMACEUTICALS INC		02/29/2012	PULSE TRADING LLC, BOSTON	830.000	32,869	X X X	41,675	27,564	14,111			14,111		41,675		(8,806)	(8,806)		X X X	L
92553P201	VIACOM INC		02/02/2012	GOLDMAN SACHS EXECUTION & MERRILL LYNCH	795.000	36,947	X X X	24,913	36,101	(11,188)			(11,188)		24,913		12,034	12,034	199	X X X	L
92839U206	VISTEON CORP W/I		03/08/2012	PROFESSIONA DAVIDSON(D A) & CO INC, N	320.000	16,607	X X X	23,766	15,981	7,785			7,785		23,766		(7,159)	(7,159)		X X X	L
930059100	WADDELL & REED FINANCIAL INC		02/14/2012	GOLDMAN SACHS EXECUTION & WEDBUSH MORGAN SECS	150.000	4,508	X X X	2,319	3,716	(1,397)			(1,397)		2,319		2,189	2,189	38	X X X	L
931142103	WAL MART STORES INC COM		02/28/2012	GOLDMAN SACHS EXECUTION & WEDBUSH MORGAN SECS	370.000	21,737	X X X	19,324	22,111	(2,787)			(2,787)		19,324		2,413	2,413	135	X X X	L
G02602103	AMDOCS LTD	F	01/26/2012	INC, LIQUIDNET INC, BROOKLYN	150.000	4,423	X X X	2,744	4,280	(1,536)			(1,536)		2,744		1,680	1,680		X X X	L
167250109	CHICAGO BRIDGE & IRON-NY	F	02/27/2012	STEPHENS INC, LITTLE ROCK	240.000	10,825	X X X	2,412	9,072	(6,660)			(6,660)		2,412		8,413	8,413		X X X	L
H5833N103	NOBLE CORPORATION BAAR	F	02/14/2012		620.000	23,842	X X X	10,119	18,736	(8,618)			(8,618)		10,119		13,723	13,723	88	X X X	L

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of 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 Identification	Description	F o r e i g n	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 (Amortization)/ 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 Designation or Market Indicator (a)
N72482107 ..	QIAGEN N V	F	01/27/2012	AVONDALE PARTNERS LLC, NA	 280.000	 4,564	 X X X ..	 5,670	 3,867	 1,803	.....	.....	..... 1,803	.....	..... 5,670	.....	..... (1,106)	 (1,106)	.....	.. X X X .	L
G96666105 .	WILLIS GROUP HOLDINGS LTD SHS ..	F	02/15/2012	KEEFE BRUYETTE AND WOODS,	 280.000	 10,487	 X X X ..	 7,451	 10,864	 (3,413)	.....	.....	..... (3,413)	.....	..... 7,451	.....	..... 3,037	 3,037	 73	.. X X X .	L
9099999 Subtotal - Common Stock - Industrial and Miscellaneous (Unaffiliated)					 X X X ..	 1,467,235	 X X X ..	 1,268,808	 1,261,016	 (114,271)	.....	.....	..... (114,271)	.....	..... 1,268,808	.....	..... 198,427	 198,427	 2,919	.. X X X .	.. X X X .
9799997 Subtotal - Common Stocks - Part 4					 X X X ..	 1,467,235	 X X X ..	 1,268,808	 1,261,016	 (114,271)	.....	.....	..... (114,271)	.....	..... 1,268,808	.....	..... 198,427	 198,427	 2,919	.. X X X .	.. X X X .
9799998 Summary Item from Part 5 for Common Stocks (N/A to Quarterly)					 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	 X X X ..	.. X X X .
9799999 Subtotal - Common Stocks					 X X X ..	 1,467,235	 X X X ..	 1,268,808	 1,261,016	 (114,271)	.....	.....	..... (114,271)	.....	..... 1,268,808	.....	..... 198,427	 198,427	 2,919	.. X X X .	.. X X X .
9899999 Subtotal - Preferred and Common Stocks					 X X X ..	 1,467,235	 X X X ..	 1,268,808	 1,261,016	 (114,271)	.....	.....	..... (114,271)	.....	..... 1,268,808	.....	..... 198,427	 198,427	 2,919	.. X X X .	.. X X X .
9999999 Total - Bonds, Preferred and Common Stocks					 X X X ..	 9,010,921	 X X X ..	 8,845,707	 8,690,839	 (114,271)	 (22,235)	.....	..... (136,506)	.....	..... 8,681,106	.....	..... 329,815	 329,815	 65,011	.. X X X .	.. X X X .

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D NONE

E09 Schedule DL - Part 1 - Securities Lending Collateral Assets NONE

E10 Schedule DL - Part 2 - Securities Lending Collateral Assets NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month			9
							During Current Quarter			
							6	7	8	
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
open depositories										
Huntington Bank	Maumee, Oh						(7,477,259)	3,842,975	7,273,229	X X X
Huntington Bank	Maumee, OH						206,181	206,189	206,198	X X X
Bank of New York Mellon	Pittsburg, PA								289	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository - open depositories			X X X	X X X ..						X X X
0199999 Totals - Open Depositories			X X X	X X X ..			(7,271,078)	4,049,164	7,479,716	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository - suspended depositories			X X X	X X X ..						X X X
0299999 Totals - Suspended Depositories			X X X	X X X ..						X X X
0399999 Total Cash On Deposit			X X X	X X X ..			(7,271,078)	4,049,164	7,479,716	X X X
0499999 Cash in Company's Office			X X X	X X X ..	X X X	X X X	367	367	367	X X X
0599999 Total Cash			X X X	X X X ..			(7,270,711)	4,049,531	7,480,083	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
NONE							
8699999 Total - Cash Equivalents							

**INDEX TO HEALTH
QUARTERLY STATEMENT**

Accounting Changes and Corrections of Errors; Q10, Note 2; Q11

Accounting Practices and Policies; Q5; Q10, Note 1

Admitted Assets; Q2

Bonds; Q2; Q6; Q11.1; Q11.2; QE04; QE05

Bonuses; Q3; Q4; Q8; Q9

Borrowed Funds; Q3; Q6

Business Combinations and Goodwill; Q10, Note 3

Capital Gains (Losses)

 Realized; Q4

 Unrealized; Q4; Q5

Capital Stock; Q3; Q10, Note 13

Capital Notes; Q6; Q10, Note 11

Caps; QE06; QSI04

Cash; Q2; Q6; QE11

Cash Equivalents; Q2; Q6; QE12

Claims; Q3; Q4; Q8; Q9

Collars; QE06; QSI04

Commissions; Q6

Common Stock; Q2; Q3; Q6; Q11.1; Q11.2

Cost Containment Expenses; Q4

Contingencies; Q10, Note 14

Counterparty Exposure; Q10, Note 8; QE06; QE08

Debt; Q10, Note 11

Deferred Compensation; Q10, Note 12

Derivative Instruments; Q10, Note 8; QSI04; QSI05; QSI06; QSI07; QE06; QE07; QE08

Discontinued Operations; Q10, Note 4

Electronic Data Processing Equipment; Q2

Encumbrances; Q2; QSI01; QE01

Emergency Room; Q4

Expenses; Q3; Q4; Q6

Extinguishment of Liabilities; Q10, Note 17

Extraordinary Item; Q10, Note 21

Fair Value; Q7, Note 20

Fee for Service; Q4

Foreign Exchange; Q2; Q3; Q5; QSI01; QSI03; QE01; QE02; QE03; QE05

Forwards; QE06; QSI04

Furniture, Equipment and Supplies; Q2

Guaranty Fund; Q2

Health Care Receivables; Q2; Q9; Q10, Note 28

Holding Company; Q16

Hospital/Medical Benefits; Q4

Incentive Pools; Q3; Q4; Q8; Q9

Income; Q4; Q5; Q6

Income Taxes; Q2; Q3; Q4; Q5; Q10, Note 9

Incurred Claims and Claim Adjustment Expenses; Q10, Note 25

Intercompany Pooling; Q10, Note 26

Investment Income; Q10, Note 7

 Accrued; Q2

 Earned; Q2; QSI03

 Received; Q6

Investments; Q10, Note 5; Q11.1; Q11.2; QE08

Joint Venture; Q10, Note 6

Leases; Q10, Note 15

Limited Liability Company (LLC); Q10, Note 6

Limited Partnership; Q10, Note 6

Long-Term Invested Assets; Q2; QE03

Managing General Agents; Q10, Note 19

Medicare Part D Coverage; QSupp1

Member Months; Q4; Q7

Mortgage Loans; Q2; Q6; Q11.1; QSI01; QE02

Nonadmitted Assets; Q2; Q5; QSI01; QSI03

Off-Balance Sheet Risk; Q10, Note 16

Options; QE06; QSI04

Organizational Chart; Q11; Q14

Out-of-Area; Q4

Outside Referrals; Q4

Parent, Subsidiaries and Affiliates; Q2; Q3; Q10, Note 10; Q11.1

Participating Policies; Q10, Note 29

Pharmaceutical Rebates; Q10, Note 28

Policyholder Dividends; Q5; Q6

Postemployment Benefits; Q10, Note 12

Postretirement Benefits; Q10, Note 12

Preferred Stock; Q2; Q3; Q6; Q11.1; Q11.2

**INDEX TO HEALTH
QUARTERLY STATEMENT**

Premium Deficiency Reserves; Q10, Note 30

Premiums and Considerations

 Advance; Q3

 Collected; Q6

 Deferred; Q2

 Direct; Q7; Q13

 Earned; Q7

 Retrospective; Q2

 Uncollected; Q2

 Unearned; Q4

 Written; Q4; Q7

Prescription Drugs; Q4

Quasi Reorganizations; Q10, Note 13

Real Estate; Q2; Q6; QE01; QSI01

Redetermination, Contracts Subject to; Q10, Note 24

Reinsurance; Q9; Q10, Note 23

 Ceded; Q3; Q12

 Funds Held; Q2

 Payable; Q3

 Premiums; Q3

 Receivable; Q2; Q4

 Unauthorized; Q3; Q5

Reserves

 Accident and Health; Q3; Q4

 Claim; Q3; Q5; Q8

 Life; Q3

Retirement Plans; Q10, Note 12

Retrospectively Rated Policies; Q10, Note 24

Risk Revenue; Q4

Salvage and Subrogation; Q10, Note 31

Securities Lending; Q2; Q3; QE09; QE10

Servicing of Financial Assets; Q10, Note 17

Short-Term Investments; Q2; Q6; Q11.1; QSI03

Stockholder Dividends; Q5; Q6

Subsequent Events; Q10, Note 22

Surplus; Q3; Q5; Q6

Surplus Notes; Q3; Q5; Q6

Swaps; QE07; QSI04

Synthetic Assets; QSI04; QSI05

Third Party Administrator; Q10, Note 19

Treasury Stock; Q3; Q5

Uninsured Accident and Health; Q2; Q3; Q10, Note 18

Valuation Allowance; QSI01

Wash Sales; Q10, Note 17

Withholds; Q4; Q8