

Schedule Y - Part 1 and Part 1A were originally not completed. They have been completed in this amended filing, based upon changes to the organizational chart and changes to the 2012 quarterly statement instructions, which requires completion of both schedules.



QUARTERLY STATEMENT

AS OF JUNE 30, 2012
OF THE CONDITION AND AFFAIRS OF THE

SEECHANGE HEALTH INSURANCE COMPANY, INC.

NAIC Group Code 0000, 0000 (Current Period) (Prior Period) NAIC Company Code 63541 Employer's ID Number 35-0982487

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

Country of Domicile United States

Incorporated/Organized 05/14/1956 Commenced Business 11/16/1956

Statutory Home Office 545 Metro Place South, Suite 100, Columbus, OH 43017
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 545 Metro Place South, Suite 100 Columbus, OH 43017 763-746-8475
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 10159 Wayzata Blvd., Suite 200, Minneapolis, MN 55305
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 545 Metro Place South, Suite 100 Columbus, OH 43017 763-582-1266
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.seechangehealth.com

Statutory Statement Contact Donald Alan Powers 763-582-1266
(Name) (Area Code) (Telephone Number) (Extension)
dpowers@seechangehealth.com 866-631-6661
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
<u>Martin Watson</u>	<u>President</u>	<u>Daniel John Boivin</u>	<u>Secretary</u>
<u>Donald Alan Powers</u>	<u>Treasurer</u>		

OTHER OFFICERS

DIRECTORS OR TRUSTEES

<u>Matthew Wayne Etheridge</u>	<u>Eric John Kim</u>	<u>Stephen Michael Krupa</u>	<u>Michael Aubrey Stocker</u>
<u>Martin Watson</u>	<u>Albert Sidney Waxman</u>		

State of Minnesota

ss

County of Hennepin

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Martin Watson
President

Daniel John Boivin
Secretary

Donald Alan Powers
Treasurer

a. Is this an original filing? Yes [X] No []

Subscribed and sworn to before me this _____ day of _____

b. If no,
1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART**



