

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Col. 1 minus Col. 2)	
1. Bonds	93,075,722		93,075,722	95,174,882
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	54,483,508		54,483,508	50,748,126
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 \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ (4,957,175)), cash equivalents (\$ 103,049,293) and short-term investments (\$ 56,963,282)	155,055,397		155,055,397	108,847,293
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Line 1 to Line 11)	302,614,627		302,614,627	254,770,301
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	879,623		879,623	880,945
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	3,125,743		3,125,743	2,655,190
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				
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				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset				
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets (\$)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	55,210		55,210	48,327
24. Health care (\$ 996,799) and other amounts receivable	3,774,059	2,777,260	996,799	947,877
25. Aggregate write-ins for other than invested assets	471,129	471,129		
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25)	310,920,391	3,248,389	307,672,002	259,302,640
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Totals (Line 26 and Line 27)	310,920,391	3,248,389	307,672,002	259,302,640
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Line 1001 through Line 1103 plus Line 1198) (Line 11 above)				
2501. Misc Receivable				
2502. Leasehold Improvements	4,877	4,877		
2503. Prepaid Expenses	466,252	466,252		
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)	471,129	471,129		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	21,867,387		21,867,387	21,197,158
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	160,214		160,214	160,214
4. Aggregate health policy reserves, including the liability of \$ for medical loss ratio rebate per the Public Health Service Act				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	27,991,636		27,991,636	526,034
9. General expenses due or accrued	3,973,053		3,973,053	3,187,077
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 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				
13. Remittances and items not allocated				
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)				
15. Amounts due to parent, subsidiaries and affiliates	1,502,058		1,502,058	1,502,075
16. Derivatives				
17. Payable for securities	763,601		763,601	1,158,013
18. Payable for securities lending				
19. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ 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	3,064,871		3,064,871	2,500,000
23. Aggregate write-ins for other liabilities (including \$ current)				
24. Total liabilities (Line 1 to Line 23)	59,322,820		59,322,820	30,230,571
25. Aggregate write-ins for special surplus funds	X X X	X X X		
26. Common capital stock	X X X	X X X	100	100
27. Preferred capital stock	X X X	X X X		
28. Gross paid in and contributed surplus	X X X	X X X	42,422,434	42,422,434
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	205,926,648	186,649,535
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	X X X	X X X		
32.2 shares preferred (value included in Line 27 \$)	X X X	X X X		
33. Total capital and surplus (Line 25 to Line 31 minus Line 32)	X X X	X X X	248,349,182	229,072,069
34. Total Liabilities, capital and surplus (Line 24 and Line 33)	X X X	X X X	307,672,002	259,302,640
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Line 2301 through Line 2303 plus Line 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 (Line 2501 through Line 2503 plus Line 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 (Line 3001 through Line 3003 plus Line 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	179,770	175,179	350,259
2. Net premium income (including \$ non-health premium income)	X X X	209,852,482	161,319,081	343,840,775
3. Change in unearned premium reserves and reserve for rate credits	X X X	(27,559,920)	12,268,713	(2,976,828)
4. Fee-for-service (net of \$ 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 (Line 2 to Line 7)	X X X	182,292,562	173,587,794	340,863,947
Hospital and Medical:				
9. Hospital/medical benefits		80,747,020	78,689,140	153,534,725
10. Other professional services		45,025,259	43,802,540	86,931,862
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs		23,974,742	23,080,193	43,390,894
14. Aggregate write-ins for other hospital and medical				
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Line 9 to Line 15)		149,747,021	145,571,873	283,857,481
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Line 16 minus Line 17)		149,747,021	145,571,873	283,857,481
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ cost containment expenses				6,215,298
21. General administrative expenses		13,867,429	11,981,229	19,621,718
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				
23. Total underwriting deductions (Line 18 through Line 22)		163,614,450	157,553,102	309,694,497
24. Net underwriting gain or (loss) (Line 8 minus Line 23)	X X X	18,678,112	16,034,692	31,169,450
25. Net investment income earned		519,897	1,445,661	4,013,438
26. Net realized capital gains (losses) less capital gains tax of \$		3,783,362	2,736,937	854,524
27. Net investment gains (losses) (Line 25 plus Line 26)		4,303,259	4,182,598	4,867,962
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]				
29. Aggregate write-ins for other income or expenses		311,613	241,562	642,830
30. Net income or (loss) after capital gains tax and before all other federal income taxes	X X X	23,292,984	20,458,852	36,680,242
(Line 24 plus Line 27 plus Line 28 plus Line 29)				
31. Federal and foreign income taxes incurred	X X X			
32. Net income (loss) (Line 30 minus Line 31)	X X X	23,292,984	20,458,852	36,680,242
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 (Line 0601 through Line 0603 plus Line 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 (Line 0701 through Line 0703 plus Line 0798) (Line 7 above)	X X X			
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. Totals (Line 1401 through Line 1403 plus Line 1498) (Line 14 above)				
2901. Other Contractual Revenue		311,613	241,562	642,547
2902. Other Income				283
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above)		311,613	241,562	642,830

STATEMENT OF REVENUE AND EXPENSES (continued)

CAPITAL AND SURPLUS ACCOUNT	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
33. Capital and surplus prior reporting year	229,072,069	195,553,064	195,553,065
34. Net income (loss) from Line 32	23,292,984	20,458,852	36,680,242
35. Change in valuation basis of aggregate policy and claims reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	970,405	868,866	(2,646,906)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	13,724	800,419	(514,332)
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 Tranferred from capital			
46. Dividends to stockholders	(5,000,000)		
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Line 34 to Line 47)	19,277,113	22,128,137	33,519,004
49. Capital and surplus end of reporting period (Line 33 plus Line 48)	248,349,182	217,681,201	229,072,069
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. Totals (Line 4701 through Line 4703 plus Line 4798) (Line 47 above)			

CASH FLOW

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	209,852,482	161,319,081	343,840,775
2. Net investment income	(2,317,047)	(2,554,269)	422,378
3. Miscellaneous income	311,613	241,562	642,830
4. Total (Line 1 through Line 3)	207,847,048	159,006,374	344,905,983
5. Benefit and loss related payments	149,125,714	144,863,965	281,457,131
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	13,475,866	11,618,320	22,784,060
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)			
10. Total (Line 5 through Line 9)	162,601,580	156,482,285	304,241,191
11. Net cash from operations (Line 4 minus Line 10)	45,245,468	2,524,089	40,664,792
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	12,380,322	7,013,664	22,071,518
12.2 Stocks	8,213,892	12,322,566	36,661,504
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	20,594,214	19,336,230	58,733,022
13. Cost of investments acquired (long-term only):			
13.1 Bonds	9,944,460	6,547,151	30,099,818
13.2 Stocks	8,262,996	12,457,658	40,495,567
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Line 13.1 through Line 13.6)	18,207,456	19,004,809	70,595,385
14. Net increase or (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	2,386,758	331,421	(11,862,363)
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)	(1,424,122)	6,371,783	2,161,169
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(1,424,122)	6,371,783	2,161,169
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	46,208,104	9,227,293	30,963,598
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	108,847,293	77,883,695	77,883,695
19.2 End of period (Line 18 plus Line 19.1)	155,055,397	87,110,988	108,847,293

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001			
20.0002			
20.0003			
20.0004			
20.0005			
20.0006			
20.0007			
20.0008			
20.0009			
20.0010			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital and 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	29,213							29,213		
2. First Quarter	30,010							30,010		
3. Second Quarter	29,926							29,926		
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	179,770							179,770		
Total Member Ambulatory Encounters for Period:										
7. Physician										
8. Non-Physician										
9. Total										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions	3,387							3,387		
12. Health Premiums Written (a)	209,852,482							209,852,482		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	182,292,562							182,292,562		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	149,125,714							149,125,714		
18. Amount Incurred for Provision of Health Care Services	149,747,021							149,747,021		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 209,852,482

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
0599999 - Unreported claims and other claim reserves						21,867,387
0799999 - Total claims unpaid						21,867,387

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 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 plus 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	20,068,574	129,008,218	77,980	21,789,408	20,146,554	21,197,158
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Line 1 to Line 8)	20,068,574	129,008,218	77,980	21,789,408	20,146,554	21,197,158
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Line 9 minus Line 10 plus Line 11 plus Line 12)	20,068,574	129,008,218	77,980	21,789,408	20,146,554	21,197,158

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

NOTES TO FINANCIAL STATEMENTS

Notes to Financial Statements
Mount Carmel Health Plan, Inc.
Company Code: 95655

Quarter: 2
Calendar Year: 2012

1. Summary of Significant Accounting Policies

No change

2. Accounting Changes and Corrections of Errors

No change

3. Business Combinations and Goodwill:

No change

4. Discontinued Operations

No change

5. Investments

No change

6. Joint Ventures, Partnerships and Limited Liability Companies

No change

7. Investment Income

No change

8. Derivative Instruments

No change

9. Income Taxes

No change

10. Information Concerning Parent, Subsidiaries and Affiliates

No change

11. Debt

No change

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and
Other Postretirement Benefit Plans

No change

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No change

14. Contingencies

No change

NOTES TO FINANCIAL STATEMENTS

15. Leases

No change

16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk and Disclosures about Fair Value of Financial Instruments, for accounting guidance

No change

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

No change

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portfolio of Partially Insured Plans

No change

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

N/A

20. Fair Value

No Change

21. Other Items

No change

22. Subsequent Events

No change

23. Reinsurance

No change

24. Retrospectively Rated Contracts & Contracts Subject to Re-determination

No change

25. Change in Incurred Claims and Claim Adjustments Expenses

No change

26. Intercompany Pooling Arrangements

No change

27. Structured Settlements

N/A

28. Health Care Receivables

No change

29. Participating Policies

No change

30. Premium Deficiency Reserves

No change

31. Anticipated Salvage and Subrogation

NOTES TO FINANCIAL STATEMENTS

No 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 ()
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes () No (X)
- 2.2 If yes, date of change:
- 3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes () No (X)
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes () No (X)
- 4.2 If yes, provide name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes () No () N/A (X)
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008
- 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. 12/31/2008
- 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). 06/12/2009
- 6.4 By what department or departments?
Ohio Department of Insurance
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- 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 (X) No () N/A ()
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes (X) No () N/A ()
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.) Yes () No (X)
- 7.2 If yes, give full information
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- 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.
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.....
- 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
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GENERAL INTERROGATORIES (continued)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes (X) No ()
 (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.
- 9.11 If the response to 9.1 is No, please explain:

- 9.2 Has the code of ethics for senior managers been amended? Yes () No (X)
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes () No (X)
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes (X) No ()
- 10.2 If yes, indicate the amounts receivable from parent included in the Page 2 amount: \$ 55,210

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes () No (X)
- 11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes () No (X)

14.2 If yes, please complete the following:

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

- 15.1 Has the reporting entity entered into any hedging transactions reported on schedule DB? Yes () No (X)
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes () No ()
 If no, attach a description with this statement.

GENERAL INTERROGATORIES (continued)

PART 1 - COMMON INTERROGATORIES

INVESTMENT

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Consideration, F - Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes (X) No ()

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

1 Name of Custodian (s)	2 Custodian Address
PNC Capital Advisors. LLC	Cleveland, OH
.....
.....

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 Name(s)	2 Location(s)	3 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? Yes () No (X)

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

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

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

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

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

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

- 1. Operating Percentages:
 - 1.1 A&H loss percent 82.1 %
 - 1.2 A&H cost containment percent 0.6 %
 - 1.3 A&H expense percent excluding cost containment expenses 7.0 %

- 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. \$

- 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. \$

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Schedule S - Ceded Reinsurance

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

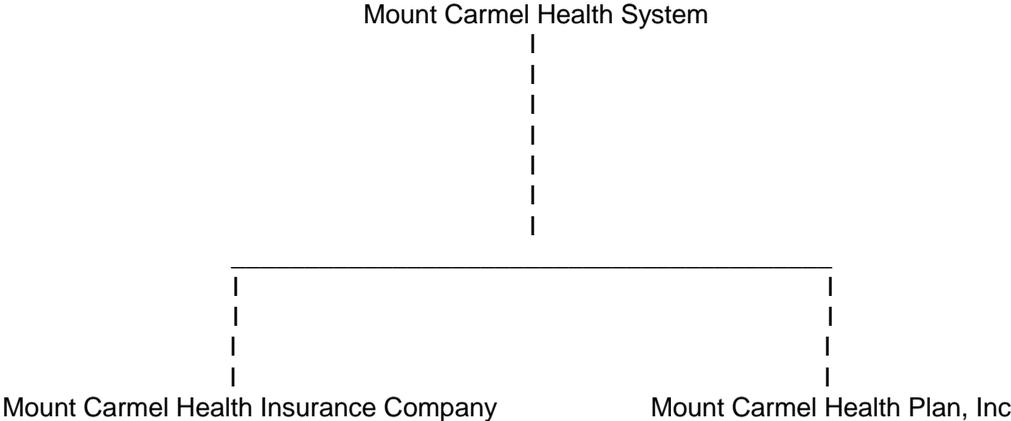
States, Etc.	1		Direct Business Only Year to Date							
	Active Status		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Column 2 Through Column 7	9 Deposit-Type Contracts
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		209,852,482					209,852,482	
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		209,852,482					209,852,482	
60. Reporting entity contributions for Employee Benefit Plans		X X X								
61. Total (Direct Business)	(a)	1		209,852,482					209,852,482	
DETAILS OF WRITE-INS										
5801.										
5802.										
5803.										
5898.	Summary of remaining write-ins for Line 58 from overflow page									
5899.	Total (Line 5801 through Line 5803 plus Line 5898) (Line 58 above)									

(a) Insert the number of "L" responses except for Canada and Other Alien.

Active Status Codes (Column 1):
(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

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES
OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
2838	Mount Carmel Health System	13123	25-1912781				Mount Carmel Health Insurance Company	OH		Mount Carmel Health System	Ownership	100.000		
2838	Mount Carmel Health System	95655	31-1471229				Mount Carmel Health Plan	OH		Mount Carmel Health System	Ownership	100.000		

Asterisk	Explanation
----------	-------------

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 EXPLANATIONS and provide an explanation following the interrogatory questions.

RESPONSE

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

NO

EXPLANATIONS:

BAR CODE:

Document Identifier 365:



SCHEDULE A - VERIFICATION

Real Estate

	1 Year To Date	2 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 end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 minus Line 5 plus Line 6 minus Line 7 minus Line 8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year To Date	2 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 and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)		
12. Total Valuation Allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 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. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	145,923,008	135,697,221
2. Cost of bonds and stocks acquired	33,864,684	70,595,384
3. Accrual of discount	54,551	100,684
4. Unrealized valuation increase (decrease)	1,140,382	(2,307,059)
5. Total gain (loss) on disposals	3,783,362	6,230,073
6. Deduct consideration for bonds and stocks disposed of	35,367,950	58,733,022
7. Deduct amortization of premium	166,332	284,723
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	1,672,476	5,375,550
10. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9)	147,559,229	145,923,008
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	147,559,229	145,923,008

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)	240,155,002	308,243,436	295,197,824	(112,320)	240,155,002	253,088,294		203,982,944
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	240,155,002	308,243,436	295,197,824	(112,320)	240,155,002	253,088,294		203,982,944
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 and Preferred Stock	240,155,002	308,243,436	295,197,824	(112,320)	240,155,002	253,088,294		203,982,944

(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 \$ 92,262,965 ; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999 Totals	56,963,280	X X X	57,061,019	63,194	8,790

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year	52,284,451	34,297,509
2. Cost of short-term investments acquired	72,303,717	128,462,667
3. Accrual of discount	54	1,759
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	67,503,435	110,333,013
7. Deduct amortization of premium	121,505	144,471
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)	56,963,282	52,284,451
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	56,963,282	52,284,451

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

- 1. Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)
- 2. Cost Paid/ (Consideration Received) on additions
- 3. Unrealized Valuation increase/ (decrease)
- 4. Total gain (loss) on termination recognized
- 5. Considerations received/ (paid) on terminations
- 6. Amortization
- 7. Adjustment to the Book/Adjusted Carrying Value of hedged item
- 8. Total foreign exchange change in Book/Adjusted Carrying Value
- 9. Book/Adjusted Carrying Value at End of Current Period (Line 1 plus Line 2 plus Line 3 plus Line 4 minus
Line 5 plus Line 6 plus Line 7 plus Line 8)
- 10. Deduct nonadmitted assets
- 11. Statement value at end of current period (Line 9 minus Line 10)

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

- 1. Book/Adjusted carrying value, December 31 of prior year
- 2. Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote)
- 3.1 Change in variation margin on open contracts
- 3.2 Add:
 - Change in adjustment to basis of hedged item
 - 3.21 Section 1, Column 17, current year to date minus
 - 3.22 Section 1, Column 17, prior year
 - Change in amount recognized
 - 3.23 Section 1, Column 16, current year to date minus
 - 3.24 Section 1, Column 16, prior year
- 3.3 Subtotal (Line 3.1 minus Line 3.2)
- 4.1 Variation margin on terminated contracts during the year
- 4.2 Less:
 - 4.21 Amount used to adjust basis of hedged item
 - 4.22 Amount recognized
- 4.3 Subtotal (Line 4.1 minus Line 4.2)
- 5. Dispositions gains (losses) on contracts terminated in prior year:
 - 5.1 Recognized
 - 5.2 Used to adjust basis of hedged items
- 6. Book/Adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3.3 minus Line 4.3 minus Line 5.1 minus Line 5.2)
- 7. Deduct total nonadmitted amounts
- 8. Statement value at end of current period (Line 6 minus Line 7)

Page SI05

Schedule DB, Pt. C, Section 1, Replicated (Synthetic Assets) Open
NONE

Page SI06

Sch DB, Pt C, Sn 2, Replication (Syn Assets) Transactions Open
NONE

Page SI07

Schedule DB, Verification
NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	56,523,611	46,711,745
2. Cost of cash equivalents acquired	495,099,532	558,708,925
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	448,573,850	548,893,700
7. Deduct amortization of premium		3,359
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)	103,049,293	56,523,611
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	103,049,293	56,523,611

Page E01

Sch. A, Pt. 2, Real Estate Acquired

NONE

Sch. A, Pt. 3, Real Estate Disposed

NONE

Page E02

Schedule B, Part 2, Mortgage Loans Acquired

NONE

Schedule B, Part 3, Mortgage Loans Disposed

NONE

Page E03

Sch. BA, Pt. 2, Other Long-Term Invested Assets Acquired

NONE

Sch. BA, Pt. 3, Other Long-Term Invested Assets Disposed

NONE

STATEMENT AS OF JUNE 30, 2012 OF THE Mount Carmel Health Plan, Inc

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U. S. Governments									
912828-NH-9	United States Treasury Note		04/30/2012	Morgan Stanley		606,094	600,000.00	2,545	1
912828-NP-1	United States Treasury Note		06/29/2012	VARIOUS		2,312,387	2,225,000.00	10,912	1
912828-NV-8	United States Treasury Note		05/22/2012	Morgan Stanley		799,927	780,000.00	2,279	1
912828-RR-3	United States Treasury Note		04/27/2012	Barclays Fixed Income		1,009,805	1,000,000.00	9,176	1
912828-SL-5	United States Treasury Note		05/31/2012	Bank of America Fixed Inc		599,906	600,000.00	254	1
912828-SY-7	United States Treasury Note		05/31/2012	Bank of America Fixed Inc		1,996,328	2,000,000.00	34	1
0599999	Subtotal - Bonds - U. S. Governments					7,324,446	7,205,000.00	25,200	
Bonds - Industrial and Miscellaneous (Unaffiliated)									
88579Y-AF-8	3M Company		06/21/2012	Morgan Stanley		1,379,210	1,400,000.00		1FE
161571-FJ-8	Chase Issuance Trust		06/11/2012	RBC Cap Mkts Corp		499,916	500,000.00		1FE
98158K-AD-1	World Omni Auto Tr 2011-A		05/22/2012	Chase Securities		740,888	725,000.00	385	1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					2,620,014	2,625,000.00	385	
8399997	Subtotal - Bonds - Part 3					9,944,460	9,830,000.00	25,585	
8399999	Subtotal - Bonds					9,944,460	9,830,000.00	25,585	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
88579Y-10-1	3M Company		06/21/2012	VARIOUS	2,320.000	199,806			L
002824-10-0	Abbott Laboratories		06/28/2012	JP Morgan Securities	470.000	29,373			L
037411-10-5	Apache Corp		05/08/2012	Credit Suisse First Bosto	162.000	13,846			L
073302-10-1	BE Aerospace Inc		04/26/2012	Investment Technology Gro	3,846.000	181,511			L
075896-10-0	Bed Bath & Beyond Inc		05/11/2012	VARIOUS	1,360.000	93,176			L
05564E-10-6	Bre Properties Inc		05/31/2012	Investment Technology Gro	3,367.000	165,636			L
111320-10-7	Broadcom Corp Cl A		05/30/2012	Barclays Fixed Income	550.000	17,629			L
133131-10-2	Camden Ppty Tr		05/31/2012	Investment Technology Gro	2,555.000	165,466			L
125269-10-0	CF Industries Holdings Inc		06/21/2012	Sanford Bernstein	100.000	17,555			L
17275R-10-2	Cisco Systems Inc		05/10/2012	Barclays Fixed Income	1,945.000	33,021			L
19259P-30-0	Coinstar Inc		06/27/2012	VARIOUS	2,880.000	188,414			L
22410J-10-6	Cracker Barrel Old Country St		05/31/2012	Investment Technology Gro	2,741.000	165,638			L
126408-10-3	CSX Corp		06/28/2012	VARIOUS	5,320.000	115,484			L
253651-10-3	Diebold Inc		06/27/2012	Investment Technology Gro	7,496.000	273,192			L
254687-10-6	Disney Walt Co		06/26/2012	VARIOUS	2,800.000	132,480			L
260003-10-8	Dover Corp		05/16/2012	Knight Securities Broadcou	320.000	18,272			L
278642-10-3	Ebay Inc		06/21/2012	VARIOUS	800.000	33,718			L
292554-10-2	Encore Capital Group Inc		06/27/2012	Investment Technology Gro	8,646.000	249,800			L
29266R-10-8	Energizer Holdings Inc		04/02/2012	JP Morgan Securities	192.000	14,351			L
26875P-10-1	EOG Resources Inc		05/11/2012	VARIOUS	310.000	32,530			L
30161N-10-1	Exelon Corp		04/02/2012	JP Morgan Securities	363.000	14,269			L
30212P-30-3	Expedia Inc Del New Class		06/27/2012	Investment Technology Gro	5,275.000	249,089			L
30231G-10-2	Exxon Mobil Corp		05/11/2012	Knight Securities Broadcou	50.000	4,163			L
303250-10-4	Fair Issac Corp		06/27/2012	Investment Technology Gro	6,027.000	247,693			L
31428X-10-6	Fedex Corporation		06/18/2012	VARIOUS	1,400.000	120,603			L
371532-10-2	Genesco Inc		04/26/2012	Citation Group	5,543.000	417,934			L
38259P-50-8	Google Inc		06/18/2012	Credit Suisse First Bosto	20.000	11,484			L
406216-10-1	Halliburton Co		06/26/2012	VARIOUS	4,237.000	117,342			L
428236-10-3	Hewlett Packard Co		04/02/2012	Stifel Nicolaus	597.000	14,316			L
437076-10-2	Home Depot Inc		06/26/2012	VARIOUS	1,100.000	57,202			L

(continues)

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

STATEMENT AS OF JUNE 30, 2012 OF THE Mount Carmel Health Plan, Inc

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)									
440327-10-4	Horace Mann Educators Corp New		04/03/2012	Citation Group	20,206.000	360,800			L
44919P-50-8	IAC/InterActiveCorp		06/27/2012	Investment Technology Gro	1,528.000	69,981			L
451734-10-7	IHS Inc Cl A		04/26/2012	Investment Technology Gro	1,778.000	180,689			L
460146-10-3	International Paper Co		04/11/2012	Knight Securities Broadcou	3,000.000	98,634			L
53220K-50-4	Ligand Pharmaceuticals Inc		06/27/2012	Investment Technology Gro	12,484.000	196,830			L
540424-10-8	Loews Corp		06/25/2012	UBS Securities LLC	3,780.000	149,161			L
562750-10-9	Manhattan Assocs Inc		05/31/2012	Investment Technology Gro	3,452.000	163,566			L
594918-10-4	Microsoft Corp		06/18/2012	VARIOUS	1,600.000	47,882			L
611740-10-1	Monster Beverage Corp		06/26/2012	VARIOUS	1,240.000	92,503			L
628464-10-9	Myers Inds Inc		04/26/2012	Investment Technology Gro	10,580.000	177,030			L
62944T-10-5	Nvr Inc Com		05/31/2012	Investment Technology Gro	207.000	164,057			L
67103H-10-7	O'Reilly Automotive Inc		04/30/2012	JP Morgan Securities	120.000	12,661			L
68389X-10-5	Oracle Corp		06/21/2012	VARIOUS	3,450.000	93,410			L
70931T-10-3	Pennymac Mtg Invnt		04/27/2012	VARIOUS	22,439.000	450,155			L
713448-10-8	PepsiCo Inc		06/27/2012	VARIOUS	512.000	34,300			L
716768-10-6	Pet Smart Inc		05/31/2012	Investment Technology Gro	2,569.000	165,265			L
718546-10-4	Phillips 66 Com		05/01/2012	VARIOUS	985.000	30,826			L
73278L-10-5	Pool Corporation Com		05/31/2012	Investment Technology Gro	4,483.000	165,915			L
742718-10-9	Procter & Gamble Co		05/08/2012	Credit Suisse First Bosto	215.000	13,824			L
693656-10-0	PVH Corp		05/30/2012	VARIOUS	250.000	21,669			L
747525-10-3	Qualcomm Inc		06/21/2012	Credit Suisse First Bosto	600.000	33,360			L
761152-10-7	Resmed Inc		05/30/2012	VARIOUS	750.000	24,957			L
778296-10-3	Ross Stores Inc		06/04/2012	VARIOUS	1,350.000	83,290			L
790849-10-3	Saint Jude Medical Inc		05/10/2012	Credit Suisse First Bosto	860.000	34,054			L
78388J-10-6	SBA Communications Corp		04/26/2012	Citation Group	8,399.000	448,769			L
78401V-10-2	SCBT Financial Corp		06/27/2012	Investment Technology Gro	7,027.000	246,295			L
826552-10-1	Sigma Aldrich Corp		05/07/2012	UBS Securities LLC	558.000	38,285			L
828806-10-9	Simon Property Group Inc		06/26/2012	VARIOUS	430.000	64,912			L
832696-40-5	Smucker J M Co		05/07/2012	Barclays Fixed Income	570.000	43,458			L
881609-10-1	Tesoro Corp		04/03/2012	JP Morgan Securities	13,563.000	356,006			L
90385D-10-7	Ultimate Software Group Inc Com		05/31/2012	Investment Technology Gro	2,058.000	164,249			L
911363-10-9	United Rentals, Inc		05/01/2012	Investment Technology Gro	3,001.744	134,478			L
92342Y-10-9	VeriFone Holdings Inc		05/16/2012	VARIOUS	1,880.000	98,952			L
92343V-10-4	Verizon Communications Inc		06/26/2012	CitiGroup Global Markets	2,000.000	87,895			L
94973V-10-7	Wellpoint Llc		04/13/2012	JP Morgan Securities	257.000	17,931			L
989855-10-1	Zygo Corp		04/27/2012	VARIOUS	10,170.000	196,400			L
867224-10-7	Suncore Energy Inc New Com	I	05/30/2012	Barclays Fixed Income	3,760.000	103,671			L
82481R-10-6	Shire Plc Sponsored ADR	R	05/16/2012	Knight Securities Broadcou	20.000	1,886			L
9099999	- Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					8,262,996			
9799997	- Subtotal - Common Stocks - Part 3					8,262,996			
9799999	- Subtotal - Common Stocks					8,262,996			
9899999	- Subtotal - Preferred and Common Stocks					8,262,996			
9999999	- TOTALS					18,207,456		25,585	

STATEMENT AS OF JUNE 30, 2012 OF THE Mount Carmel Health Plan, Inc

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (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)
Bonds - U. S. Governments																					
3620AA-TY-4	GNMA 30yr Pool #724267		06/15/2012	PRINCIPAL RECEIPT		40,749	40,749.34	42,379	42,368		(1,619)		(1,619)		40,749				851	09/15/2039	1
912828-MU-1	United States Treasury Note		04/01/2012	MATURITY		2,495,000	2,495,000.00	2,513,284	2,499,236		(4,236)		(4,236)		2,495,000				12,475	03/31/2012	1
912828-NE-6	United States Treasury Note		05/31/2012	MATURITY		2,000,000	2,000,000.00	2,009,131	2,002,198		(2,198)		(2,198)		2,000,000				7,500	05/31/2012	1
912828-NV-8	United States Treasury Note		05/22/2012	Greenwich Capital Markets		743,522	725,000.00	743,522							743,522				2,118	08/31/2015	1
05999999	Subtotal - Bonds - U. S. Governments					5,279,271	5,260,749.34	5,308,316	4,543,802		(8,052)		(8,052)		5,279,271				22,944		
Bonds - U. S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
31331K-JU-5	Federal Farm Credit Banks		06/04/2012	MATURITY		750,000	750,000.00	750,000	750,000						750,000				763	06/04/2012	1
313374-EM-8	Federal Home Loan Bank Bond		06/22/2012	MATURITY		1,500,000	1,500,000.00	1,500,000	1,500,000						1,500,000				1,318	06/22/2012	1
312935-M2-2	FHLMC 30yr (Gold) Pool #A8847		06/15/2012	PRINCIPAL RECEIPT		87,835	87,834.78	91,623	91,643		(3,808)		(3,808)		87,835				1,787	09/01/2039	1
3128PL-A2-8	FHLMC PC Gold 15 Yr		06/15/2012	PRINCIPAL RECEIPT		22,054	22,054.04	22,240	22,226		(172)		(172)		22,054				424	06/01/2023	1
31416N-3J-9	FNMA 15yr Pool #AA5300		06/25/2012	PRINCIPAL RECEIPT		16,975	16,975.37	17,909	17,803		(828)		(828)		16,975				334	09/01/2020	1
31371L-6G-9	FNMA 30yr Pool #255671		06/25/2012	PRINCIPAL RECEIPT		56,073	56,073.41	55,995	55,995						55,995		78	78	1,321	04/01/2035	1
31402Q-WA-5	FNMA 30yr Pool #735141		06/25/2012	PRINCIPAL RECEIPT		74,019	74,019.26	72,446	72,461		1,559		1,559		74,019				1,710	01/01/2035	1
31408F-6B-0	FNMA 30yr Pool #850566		06/25/2012	PRINCIPAL RECEIPT		68,091	68,091.11	64,570	64,616		3,475		3,475		68,091				1,434	01/01/2036	1
31413V-UA-3	FNMA 30yr Pool #956977		06/25/2012	PRINCIPAL RECEIPT		21,669	21,669.00	21,706	21,705		(36)		(36)		21,669				529	12/01/2037	1
31416T-L5-6	FNMA 30yr Pool #AA9347		06/25/2012	PRINCIPAL RECEIPT		75,774	75,774.26	78,249	78,231		(2,456)		(2,456)		75,774				1,578	08/01/2039	1
3138AK-QW-2	FNMA Pass-Thru Lng 30 Year		06/25/2012	PRINCIPAL RECEIPT		89,060	89,060.09	92,650	92,932		(3,872)		(3,872)		89,060				1,803	07/01/2041	1
3138AB-YR-4	FNMA Pass-Thru Long 30 Year		06/25/2012	PRINCIPAL RECEIPT		46,838	46,838.25	48,441	48,444		(1,606)		(1,606)		46,838				853	04/01/2041	1
3138EG-HX-5	FNMA Pass-Thru Long 30 Year		06/25/2012	PRINCIPAL RECEIPT		16,915	16,915.01	17,079	17,131		(216)		(216)		16,915				298	04/01/2041	1
31403C-6L-0	FNMA Pass-Thru Long 30 Year		06/25/2012	PRINCIPAL RECEIPT		65,667	65,666.61	68,014	67,988		(2,322)		(2,322)		65,667				1,376	02/01/2036	1
31403D-PN-3	FNMA Pass-Thru Long 30 Year		06/25/2012	PRINCIPAL RECEIPT		33,453	33,452.59	33,297	33,298		155		155		33,453				857	08/01/2036	1
31403D-WU-9	FNMA Pass-Thru Long 30 Year		06/25/2012	PRINCIPAL RECEIPT		103,748	103,748.44	109,941	110,053		(6,305)		(6,305)		103,748				2,413	11/01/2036	1
31409W-LB-5	FNMA Pass-Thru Long 30 Year		06/25/2012	PRINCIPAL RECEIPT		111,096	111,095.64	107,607	107,654		3,442		3,442		111,096				2,484	04/01/2036	1
31411E-2C-0	FNMA Pass-Thru Long 30 Year		06/25/2012	PRINCIPAL RECEIPT		80,488	80,488.07	79,480	79,480						79,480		1,008	1,008	1,824	01/01/2037	1
31411E-YD-3	FNMA Pass-Thru Long 30 Year		06/25/2012	PRINCIPAL RECEIPT		54,603	54,603.39	53,891	53,891						53,891		712	712	1,255	01/01/2037	1
31412P-6K-2	FNMA Pass-Thru Long 30 Year		06/25/2012	PRINCIPAL RECEIPT		42,843	42,842.56	43,780	43,786		(943)		(943)		42,843				890	02/01/2035	1
31412W-N2-8	FNMA Pass-Thru Long 30 Year		06/25/2012	PRINCIPAL RECEIPT		93,562	93,561.92	93,211	93,211		351		351		93,562				2,208	06/01/2037	1
31999999	Subtotal - Bonds - U. S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					3,410,764	3,410,763.80	3,422,129	3,422,548		(13,582)		(13,582)		3,408,966		1,798	1,798	27,457		
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
06050B-AA-9	Bank of America Corp		06/15/2012	MATURITY		1,000,000	1,000,000.00	1,020,390	1,002,752		(2,752)		(2,752)		1,000,000				15,625	06/15/2012	1FE
17305E-CX-1	Citibank Credit Card Issuance		05/22/2012	CitiGroup Global Markets		797,645	700,000.00	759,336	733,574		(3,347)		(3,347)		730,227		67,418	67,418	18,346	11/20/2017	1FE
43812B-AG-8	Honda Auto Receivables Owner		06/21/2012	PRINCIPAL RECEIPT		92,643	92,643.23	92,632	92,646		(2)		(2)		92,643				479	11/21/2013	1FE
481247-AE-4	JPMorgan Chase & Co		06/22/2012	MATURITY		300,000	300,000.00	299,850	299,988		12		12		300,000				3,188	06/22/2012	1FE
85748K-AA-1	State Str Corp FDIC 2.15%12		04/30/2012	MATURITY		1,000,000	1,000,000.00	1,025,940	1,005,707		(5,707)		(5,707)		1,000,000				10,750	04/30/2012	1FE
949744-AC-0	Wells Fargo & Co. 2.125%12		06/15/2012	MATURITY		500,000	500,000.00	513,660	503,826		(3,826)		(3,826)		500,000				5,313	06/15/2012	1FE
38999999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					3,690,288	3,592,643.23	3,711,808	3,638,492		(15,622)		(15,622)		3,622,870		67,418	67,418	53,700		
83999997	Subtotal - Bonds - Part 4					12,380,322	12,264,156.37	12,442,252	11,604,842		(37,256)		(37,256)		12,311,107			69,216	69,216	104,101	
83999999	Subtotal - Bonds					12,380,322	12,264,156.37	12,442,252	11,604,842		(37,256)		(37,256)		12,311,107			69,216	69,216	104,101	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
015271-10-9	Alexandria Real Estate Equities		05/31/2012	VARIOUS	2,708,000	191,034		131,550	186,771	(55,221)			(55,221)	131,550			59,485	59,485	2,654		L
031100-10-0	AMETEK Inc		05/31/2012	VARIOUS	1,424,000	71,480		28,679	59,950	(31,271)			(31,271)	28,679			42,801	42,801	85		L
03232P-40-5	AmSurg Corp		05/31/2012	VARIOUS	2,415,000	65,966		48,062	62,887	(14,825)			(14,825)	48,062			17,904	17,904			L
03820C-10-5	Applied Indl Technologies		05/31/2012	VARIOUS	1,713,000	63,756		46,525	60,246	(13,721)			(13,721)	46,525			17,231	17,231	719		L

FO5

(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues 1

STATEMENT AS OF JUNE 30, 2012 OF THE Mount Carmel Health Plan, Inc

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identifi- cation	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designa- tion or Market Indica- tor (a)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)																					
038336-10-3	AptarGroup Inc		06/27/2012	VARIOUS	849,000	43,115	26,438	44,292	(17,854)				(17,854)		26,438		16,677	16,677	374		L
099724-10-6	Borgwarner Inc Com		06/04/2012	VARIOUS	1,260,000	81,683	77,551	77,125	(3,676)				(3,676)		77,551		4,132	4,132			L
150870-10-3	Celanese Corp Cl A		04/11/2012	Sanford Bernstein	2,252,000	100,550	77,464	95,269	(22,434)				(22,434)		77,464		23,087	23,087	129		L
15670R-10-7	Cepheid		06/27/2012	Investment Technology Gro	1,068,000	47,262	33,325	36,750	(3,425)				(3,425)		33,325		13,937	13,937			L
171340-10-2	Church & Dwight Inc		06/27/2012	VARIOUS	999,000	54,245	26,089	45,714	(19,625)				(19,625)		26,089		28,156	28,156	480		L
125896-10-0	CMS Energy Corp		06/27/2012	Investment Technology Gro	934,000	21,735	14,138	20,623	(6,485)				(6,485)		14,138		7,596	7,596	448		L
191216-10-0	Coca-Cola Co		04/11/2012	Barclays Fixed Income	250,000	18,001	14,652	16,785	(2,832)				(2,832)		14,652		3,349	3,349	128		L
19259P-30-0	Coinstar Inc		05/31/2012	VARIOUS	1,068,000	65,018	53,340	37,632							53,340		11,678	11,678			L
20825C-10-4	ConocoPhillips		05/30/2012	VARIOUS	1,970,000	133,394	134,553	134,081	(9,579)				(9,579)		134,553		(1,159)	(1,159)	2,515		L
225310-10-1	Credit Acceptance Corp		04/26/2012	Investment Technology Gro	2,911,000	278,192	116,651	239,517	(122,866)				(122,866)		116,651		161,541	161,541			L
126650-10-0	CVS Caremark Corp		05/07/2012	Citation Group	1,880,000	85,125	62,004	76,666	(14,663)				(14,663)		62,004		23,121	23,121	672		L
242370-10-4	Dean Foods Co New		06/27/2012	Investment Technology Gro	3,052,000	50,348	28,965	34,182	(5,218)				(5,218)		28,965		21,383	21,383			L
260003-10-8	Dover Corp		06/28/2012	VARIOUS	2,260,000	121,983	110,664	106,812	(20,735)				(20,735)		110,664		11,319	11,319	1,040		L
26875P-10-1	EOG Resources Inc		06/21/2012	VARIOUS	1,080,000	94,122	107,244				13,739		(13,739)		107,244		(13,122)	(13,122)	139		L
29444U-50-2	Equinix Inc		06/27/2012	VARIOUS	1,138,000	185,843	103,253	115,393	(12,140)				(12,140)		103,253		82,590	82,590			L
30231G-10-2	Exxon Mobil Corp		06/26/2012	Citation Group	3,585,000	294,938	226,181	262,498	(77,684)				(77,684)		226,181		68,757	68,757	3,471		L
302301-10-6	EZCORP Inc Cl A		04/26/2012	Citation Group	7,445,000	201,008	80,257	196,325	(116,068)				(116,068)		80,257		120,751	120,751			L
319383-10-5	First Busey Corp		04/26/2012	Citation Group	31,113,000	147,167	135,342	155,565	(20,223)				(20,223)		135,342		11,826	11,826	2,489		L
31942D-10-7	First Cash Finl Svcs Inc		04/26/2012	Citation Group	3,974,000	160,059	117,356	139,448	(22,092)				(22,092)		117,356		42,703	42,703			L
346233-10-9	Forestar Group Inc		04/03/2012	JP Morgan Securities	3,828,000	59,855	58,327								58,327		1,528	1,528			L
349882-10-0	Fossil Inc		05/08/2012	VARIOUS	990,000	80,409	81,007	74,598							81,007		(597)	(597)			L
38259P-50-8	Google Inc		06/25/2012	VARIOUS	20,000	11,495	10,862	9,073	(1,804)				(1,804)		10,862		632	632			L
398905-10-9	Group 1 Automotive Inc		05/31/2012	VARIOUS	1,304,000	66,005	56,331	22,749	(12,415)				(12,415)		56,331		9,674	9,674	61		L
402635-30-4	Gulfport Energy Corp		04/03/2012	JP Morgan Securities	1,919,000	54,697	55,881			3,656			(3,656)		55,881		(1,185)	(1,185)			L
40637H-10-9	Halozyne Therapeutics Inc		04/26/2012	Citation Group	12,288,000	98,931	114,940	116,859	(1,919)				(1,919)		114,940		(16,009)	(16,009)			L
422806-10-9	Heico Corp		05/01/2012	Cash In Lieu of Shares	0,500	20	16	23	(7)				(7)		16		4	4			L
451734-10-7	IHS Inc Cl A		05/31/2012	VARIOUS	646,000	63,945	43,923	29,156	(16,493)				(16,493)		43,923		20,022	20,022			L
452308-10-9	Illinois Tool Wks Inc		05/15/2012	Sanford Bernstein	608,000	33,816	26,059	28,400	(2,341)				(2,341)		26,059		7,757	7,757	438		L
458140-10-0	Intel Corp		06/04/2012	VARIOUS	1,000,000	25,129	19,280	24,250	(4,970)				(4,970)		19,280		5,850	5,850	420		U
460146-10-3	International Paper Co		06/26/2012	Barclays Fixed Income	3,000,000	84,021	87,600			11,034			(11,034)		87,600		(3,579)	(3,579)	788		L
464287-65-5	iShares Russell 2000 Index		04/03/2012	Citation Group	719,000	60,064	46,232	53,026	(6,795)				(6,795)		46,232		13,832	13,832	362		L
464287-49-9	iShares Russell Midcap Index		05/31/2012	Investment Technology Gro	681,000	69,526	54,773	67,024	(12,251)				(12,251)		54,773		14,753	14,753	245		L
466313-10-3	Jabil Circuit Inc		06/27/2012	VARIOUS	5,697,000	111,838	97,122	112,003	(14,881)				(14,881)		97,122		14,715	14,715	912		L
481165-10-8	Joy Global Inc Com		05/11/2012	Citation Group	1,310,000	85,395	83,746	90,714	(14,821)				(14,821)		83,746		1,648	1,648	212		L
46625H-10-0	JPMorgan Chase & Co		06/25/2012	Citation Group	3,830,000	135,256	115,360	127,348	(11,988)				(11,988)		115,360		19,897	19,897	2,106		L
485170-30-2	Kansas City Southern		06/27/2012	VARIOUS	1,297,000	86,970	83,435	73,089	(4,927)				(4,927)		83,435		3,535	3,535	253		L
492914-10-6	Key Energy Services Inc		04/03/2012	JP Morgan Securities	3,723,000	57,774	35,331	57,595	(22,264)				(22,264)		35,331		22,443	22,443			L
502175-10-2	Ltc Ppty Inc		05/31/2012	Investment Technology Gro	2,019,000	64,950	51,121	62,306	(11,185)				(11,185)		51,121		13,829	13,829	1,464		L
580135-10-1	McDonald's Corp		04/30/2012	Citation Group	700,000	68,087	60,892	40,657	(9,221)				(9,221)		60,892		7,195	7,195	534		L
583334-10-7	MeadWestvaco Corp		04/03/2012	Citation Group	6,593,000	208,141	161,924	197,460	(35,536)				(35,536)		161,924		46,217	46,217	1,648		L
58933Y-10-5	Merck & Co Inc New		06/07/2012	Sanford Bernstein	879,000	33,700	28,743	33,138	(4,395)				(4,395)		28,743		4,957	4,957	762		L
590672-10-1	Mesabi Trust Ctf Ben Int		05/31/2012	Investment Technology Gro	4,008,000	97,867	100,601	100,601							100,601		(2,734)	(2,734)	3,307		L
553530-10-6	MSC Indl Direct		06/27/2012	Investment Technology Gro	2,872,000	181,691	162,153	205,492	(43,338)				(43,338)		162,153		19,538	19,538	1,436		L
628464-10-9	Myers Inds Inc		06/27/2012	VARIOUS	10,334,000	172,423	148,827	67,667							148,827		23,596	23,596	439		L
65105M-10-8	Newcastle Invnt Corp		06/27/2012	Investment Technology Gro	21,497,000	138,267	117,159			2,410			(2,410)		117,159		21,108	21,108	4,299		L
655044-10-5	Noble Energy Inc		06/14/2012	Citation Group	850,000	70,314	71,791				11,675		(11,675)		71,791		(1,477)	(1,477)	374		L
629377-50-8	NRG Energy Inc		05/10/2012	UBS Securities LLC	4,515,000	73,061	70,750	81,812			11,062		(11,062)		70,750		2,311	2,311			L
67103H-10-7	O'Reilly Automotive Inc		06/28/2012	Sanford Bernstein	1,580,000	127,868	102,103	87,945	(28,679)				(28,679)		102,103		25,764	25,764			L
675232-10-2	Oceanering International Inc		06/27/2012	VARIOUS	1,437,000	64,687	20,937	66,289	(45,352)				(45,352)		20,937		43,750	43,750	474		L

(continues)

STATEMENT AS OF JUNE 30, 2012 OF THE Mount Carmel Health Plan, Inc

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (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)	
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)																						
679580-10-0	Old Dominion Fght Lines		06/27/2012	Investment Technology Gro	3,155,000	132,142		91,400	127,872	(36,472)			(36,472)		91,400		40,741	40,741			L	
698813-10-2	Papa John's International Inc		05/31/2012	VARIOUS	1,343,000	62,676		40,018	50,604	(10,586)			(10,586)		40,018		22,658	22,658			L	
709631-10-5	Pentair Inc		05/31/2012	VARIOUS	3,050,000	132,635		97,631	101,535	(3,904)			(3,904)		97,631		35,005	35,005	999		L	
718546-10-4	Phillips 66 Com		05/09/2012	Citation Group	985,000	31,252		30,826							30,826		426	426			L	
747525-10-3	Qualcomm Inc		06/21/2012	Citation Group	2,250,000	127,017		113,952	105,294	(11,475)			(11,475)		113,952		13,065	13,065	1,046		L	
750086-10-0	Rackspace Hosting Inc		06/27/2012	VARIOUS	2,657,000	127,478		90,315	114,278	(23,962)			(23,962)		90,315		37,163	37,163			L	
750236-10-1	Radian Group Inc		04/26/2012	Citation Group	47,848,000	148,943		199,249							199,249		(50,306)	(50,306)			L	
756577-10-2	Red Hat Inc		04/11/2012	VARIOUS	1,300,000	77,237		54,026	51,767						54,026		23,210	23,210			L	
774415-10-3	Rockwood Holdings Inc		06/27/2012	Investment Technology Gro	2,179,000	91,684		59,826	85,787	(25,962)			(25,962)		59,826		31,858	31,858			L	
74972L-10-2	RSC Holdings Inc		05/01/2012	VARIOUS	13,288,000	309,050		126,272	245,828	(119,556)			(119,556)		126,272		182,778	182,778			L	
785688-10-2	Sabine Royalty Trust		04/26/2012	Investment Technology Gro	2,137,000	122,902		128,519	134,738	(21)	6,197		(6,219)		128,519		(5,617)	(5,617)	2,924		L	
79546E-10-4	Sally Beauty Hldgs Inc		05/31/2012	Investment Technology Gro	2,496,000	66,197		31,462	52,740	(21,278)			(21,278)		31,462		34,735	34,735			L	
81211K-10-0	Sealed Air Corp New Com		04/26/2012	Citation Group	15,875,000	301,350		306,546			12,325		(12,325)		306,546		(5,196)	(5,196)	2,064		L	
81725T-10-0	Sensient Technologies Corp		04/03/2012	JP Morgan Securities	1,505,000	57,489		47,086	57,040	(9,954)			(9,954)		47,086		10,403	10,403	316		L	
83545G-10-2	Sonic Automotive Inc		06/27/2012	Investment Technology Gro	7,291,000	97,590		107,980	107,980						107,980		(10,390)	(10,390)	182		L	
86183P-10-2	Stoneridge Inc		04/27/2012	Investment Technology Gro	29,593,000	260,890		292,675			23,432		(23,432)		292,675		(31,785)	(31,785)			L	
911363-10-9	United Rentals, Inc		05/02/2012	Cash In Lieu of Shares	0.744	33		33							33						L	
92342Y-10-9	VeriFone Holdings Inc		05/30/2012	Citation Group	1,880,000	68,631		89,429			9,524		(9,524)		89,429		(20,798)	(20,798)			L	
931142-10-3	Wal-Mart Stores Inc		06/26/2012	VARIOUS	1,154,000	74,008		59,060	68,963	(9,903)			(9,903)		59,060		14,949	14,949	1,139		L	
893662-10-6	Transglobe Energy Corp		06/27/2012	VARIOUS	12,761,000	100,916		100,812	100,812						100,812		104	104			L	
G0585R-10-6	Assured Guaranty Ltd	R	06/27/2012	Investment Technology Gro	5,760,000	70,796		68,774			25,159		(25,159)		68,774		2,021	2,021	518		L	
N22717-10-7	Core Laboratories NV	R	06/27/2012	VARIOUS	814,000	92,640		73,122	92,755	(19,634)			(19,634)		73,122		19,519	19,519	387		L	
G4412G-10-1	Herbalife Ltd	R	05/15/2012	VARIOUS	1,520,000	64,598		101,691							101,691		(37,093)	(37,093)	792		L	
G5315B-10-7	Kosmos Energy Ltd	R	04/26/2012	Citation Group	18,324,000	224,145		235,779							235,779		(11,633)	(11,633)			L	
670851-20-3	Oi S A Adr	R	04/26/2012	VARIOUS	6,611,000	109,706		105,115	117,610	(2,182)		10,313	(12,495)		105,115		4,591	4,591	27,464		L	
71372U-10-4	Perfect World Co Ltd	R	05/31/2012	Investment Technology Gro	13,607,000	138,741		166,141			51,690		(51,690)		166,141		(27,401)	(27,401)	26,942		L	
849415-20-3	Spreadtrum Communications Inc	R	06/27/2012	Investment Technology Gro	3,594,000	60,922		49,597			6,134		(6,134)		49,597		11,324	11,324	341		L	
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					8,213,892		6,834,842	5,649,409	(1,213,109)		198,350	(1,411,459)		6,834,842		1,379,051	1,379,051	100,991			
9799997	Subtotal - Common Stocks - Part 4					8,213,892		6,834,842	5,649,409	(1,213,109)		198,350	(1,411,459)		6,834,842		1,379,051	1,379,051	100,991			
9799999	Subtotal - Common Stocks					8,213,892		6,834,842	5,649,409	(1,213,109)		198,350	(1,411,459)		6,834,842		1,379,051	1,379,051	100,991			
9899999	Subtotal - Preferred and Common Stocks					8,213,892		6,834,842	5,649,409	(1,213,109)		198,350	(1,411,459)		6,834,842		1,379,051	1,379,051	100,991			
9999999	TOTALS					20,594,215		19,277,094	17,254,251	(1,213,109)	(37,256)	198,350	(1,448,715)		19,145,949		1,448,266	1,448,266	205,092			

E05.2

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Schedule DB, Part A, Section 1

NONE

Financial or Economic Impact of the Hedge

NONE

Page E07

Schedule DB, Part B, Section 1

NONE

Schedule DB, Part B, Section 1, Broker Name

NONE

Schedule DB, Part B, Financial or Economic Impact of the Hedge

NONE

Page E08

Schedule DB, Part D

NONE

Page E09

Schedule DL, Part 1

NONE

**SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS**

Reinvested Collateral Assets Owned Current Statement Date

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation/Market Indicator	Fair Value	Book/Adjusted Carrying Value	Maturity Dates

General Interrogatories:

- 1. Total activity for the year to date
- 2. Average Balance for the year to date
- 3. Grand Total Schedule DL Part 1 and Part 2

Fair Value \$
 Fair Value \$
 Fair Value \$

Book/Adjusted Carrying Value \$
 Book/Adjusted Carrying Value \$
 Book/Adjusted Carrying Value \$

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9 *
						6	7	8	
Name	Location and Supplemental Information	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									
PNC Bank	Columbus, OH					(5,731,249)	(4,102,963)	(4,957,575)	
0199999 - TOTAL - Open Depositories						(5,731,249)	(4,102,963)	(4,957,575)	
0399999 - TOTAL Cash on Deposit						(5,731,249)	(4,102,963)	(4,957,575)	
0499999 - Cash in Company's Office						400	400	400	
0599999 - TOTALS						(5,730,849)	(4,102,563)	(4,957,175)	

STATEMENT AS OF JUNE 30, 2012 OF THE Mount Carmel Health Plan, Inc

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book / Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
Bonds: U. S. Government - Issuer Obligations							
Repurchase Agreement - PNC Bank		06/30/2012	0.150	07/01/2012	60,430,128	37,500	
0199999 - Bonds: U. S. Government - Issuer Obligations					60,430,128	37,500	
0599999 - Bonds: Subtotals - U. S. Government Bonds					60,430,128	37,500	
Bonds: U. S. Special Revenue and Special Assessment Obligations - Issuer Obligations							
Federal Home Mtg Corp Disc Nt		06/19/2012		09/12/2012	1,649,494	73	
Federal Natl Mtg Assn Disc Nt		06/19/2012		08/01/2012	639,927	21	
2599999 - Bonds: U. S. Special Revenue and Special Assessment Obligations - Issuer Obligations					2,289,421	94	
3199999 - Bonds: Subtotals - U. S. Special Revenue and Special Assessment Obligations					2,289,421	94	
Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
Abbott Laboratories Disc C/P		06/19/2012		09/10/2012	999,608	57	
Alpine Securitization Crp Disc C/P		05/24/2012		07/17/2012	559,824	124	
Alpine Securitization Corp Disc C/P		06/22/2012		07/23/2012	399,928	21	
Alpine Securitization Disc C/P		06/26/2012		07/24/2012	1,099,820	32	
American Honda Finance Disc C/P		06/25/2012		07/25/2012	2,049,680	137	
Chariot Funding Llc Disc C/P		06/01/2012		07/26/2012	1,799,505	270	
Deutsche Bank Financial Disc C/P		06/29/2012		07/11/2012	2,049,830	59	
FCAR Owner Trust Disc C/P		06/28/2012		07/10/2012	639,966	9	
Fairway Finance Corp Disc C/P		05/22/2012		07/19/2012	999,726	189	
Fairway Finance Corp Disc C/P		06/04/2012		08/02/2012	999,721	127	
General Electric Capital Disc C/P		05/15/2012		07/16/2012	1,099,716	215	
Google Inc Disc C/P		05/17/2012		08/08/2012	999,677	175	
Google Inc Disc C/P		05/29/2012		08/10/2012	849,762	108	
KFW Discount C/P		04/26/2012		07/11/2012	899,582	363	
KFW Discount C/P		06/07/2012		08/29/2012	1,149,417	169	
Liberty Street Funding Disc C/P		06/26/2012		07/23/2012	859,890	20	
Metlife Funding Inc Disc C/P		05/31/2012		07/11/2012	1,999,504	413	
National Australia Fund Disc C/P		04/13/2012		07/09/2012	449,750	227	
Nestle Capital Corp Disc C/P		06/01/2012		07/09/2012	699,919	64	
Netjets Inc Disc C/P		05/10/2012		07/02/2012	549,879	119	
Netjets Inc Disc C/P		06/11/2012		08/01/2012	1,449,631	176	
New York Life Capital Disc C/P		06/13/2012		09/10/2012	999,580	85	
Nordea North America Disc C/P		04/23/2012		07/02/2012	349,864	134	
Nordea North America Inc Disc C/P		05/17/2012		08/10/2012	1,698,876	595	
Northwestern University Disc C/P		05/16/2012		07/06/2012	1,999,632	332	
Old Line Funding LLC Disc C/P		06/07/2012		07/09/2012	2,049,727	205	
PACCAR Financial Corp Disc C/P		06/05/2012		07/09/2012	1,269,844	119	
PACCAR Financial Corp Disc C/P		05/16/2012		08/08/2012	549,769	126	
PACCAR Financial Corp Disc C/P		06/20/2012		09/17/2012	249,876	15	
Pres & Fell Harvard Disc C/P		06/15/2012		07/16/2012	1,999,828	89	
Rabobank USA Financial Disc C/P		04/23/2012		07/09/2012	299,827	155	
Regency Market No 1 LLC Disc C/P		06/07/2012		07/11/2012	499,908	65	
Regency Market No 1 LLC Disc C/P		06/25/2012		07/16/2012	449,942	16	
Regency Market No 1 LLC Disc C/P		06/20/2012		07/20/2012	349,936	24	
Straight-A Funding LLC Disc C/P		05/21/2012		07/06/2012	699,875	112	
Toyota Motor Credit Disc C/P		05/29/2012		08/20/2012	209,928	29	
(continues)							

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book / Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations (continued)							
Variable Funding Capital Disc C/P		05/10/2012		07/05/2012	999,736	246	
Variable Funding Capital Disc C/P		06/01/2012		07/18/2012	999,791	133	
Walmart Stores Inc Disc C/P		06/05/2012		08/06/2012	2,049,470	222	
3299999 - Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					40,329,743	5,775	
3899999 - Bonds: Subtotals - Industrial and Miscellaneous (Unaffiliated)					40,329,743	5,775	
7799999 - Total Bonds - Subtotals - Issuer Obligations					103,049,292	43,369	
8399999 - Total Bonds - Subtotals - Bonds					103,049,292	43,369	
8699999 - Total Cash Equivalents					103,049,292	43,369	