



QUARTERLY STATEMENT
AS OF September 30, 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

Jeffrey William Martin Mr., Vice President, Operations & Finance
Mark Henry Moser Mr., Vice President, Marketing
John David Meier M.D., Vice President, Health Services

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)	(Signature)	(Signature)
John Charles Randolph	Jeffrey William Martin	Jeffrey Craig Kuhn
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	VP, Operations & Finance	Secretary
(Title)	(Title)	(Title)

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	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds	63,723,084		63,723,084	82,398,900
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks	24,520,669		24,520,669	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 (\$.....12,843,052), cash equivalents (\$.....0) and short-term investments (\$.....2,010,283)	14,853,335		14,853,335	7,089,781
6.	Contract loans (including \$.....0 premium notes)				
7.	Derivatives				
8.	Other invested assets	228,771	228,771		
9.	Receivables for securities	3,334		3,334	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)	103,329,193	228,771	103,100,422	111,000,099
13.	Title plants less \$.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	454,244		454,244	548,061
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection	2,010,355	442,566	1,567,789	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	377,446		377,446	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	2,146,501		2,146,501	676,495
18.1	Current federal and foreign income tax recoverable and interest thereon	5,182,599		5,182,599	1,423,232
18.2	Net deferred tax asset	2,595,184	1,246,708	1,348,476	2,157,001
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	1,100,760	348,526	752,234	520,790
21.	Furniture and equipment, including health care delivery assets (\$.....0)	757,091	757,091		
22.	Net adjustments in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates	226,141		226,141	1,811,452
24.	Health care (\$.....350,581) and other amounts receivable	585,987	235,406	350,581	572,663
25.	Aggregate write-ins for other than invested assets	197,119	197,119		
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	118,962,620	3,456,187	115,506,433	120,824,586
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	Total (Lines 26 and 27)	118,962,620	3,456,187	115,506,433	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	14,506	14,506		
2502.	Prepays	182,613	182,613		
2503.	.....				
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	197,119	197,119		

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.00 reinsurance ceded)	28,060,968		28,060,968	28,073,500
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	1,173,000		1,173,000	1,250,000
4.	Aggregate health policy reserves, including the liability of \$.00 for medical loss ratio rebate per the Public Health Service Act	1,994,645		1,994,645	1,838,179
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	1,542,440		1,542,440	1,920,127
9.	General expenses due or accrued	10,997,436		10,997,436	11,642,290
10.1	Current federal and foreign income tax payable and interest thereon (including \$.00 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	414,818		414,818	529,736
13.	Remittances and items not allocated				
14.	Borrowed money (including \$.00 current) and interest thereon \$.00 (including \$.00 current)				
15.	Amounts due to parent, subsidiaries and affiliates	3,050,907		3,050,907	3,575,909
16.	Derivatives				
17.	Payable for securities	437,574		437,574	4,239
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with (\$.00 authorized reinsurers and \$.00 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	7,758,632		7,758,632	6,914,751
23.	Aggregate write-ins for other liabilities (including \$.00 current)				
24.	Total liabilities (Lines 1 to 23)	55,430,420		55,430,420	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	14,756,767	19,756,609
32.	Less treasury stock, at cost:				
32.1	0 shares common (value included in Line 26 \$.00)	X X X	X X X		
32.2	0 shares preferred (value included in Line 27 \$.00)	X X X	X X X		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	60,076,013	65,075,855
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	115,506,433	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	399,866	424,293	560,987
2.	Net premium income (including \$.....0 non-health premium income)	X X X	203,933,518	211,986,298	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	203,933,518	211,986,298	277,928,973
Hospital and Medical:					
9.	Hospital/medical benefits		153,795,906	150,965,185	201,839,451
10.	Other professional services		1,424,870	1,354,547	1,784,231
11.	Outside referrals				
12.	Emergency room and out-of-area		14,926,893	15,598,795	21,155,891
13.	Prescription drugs		25,471,391	21,550,229	28,871,161
14.	Aggregate write-ins for other hospital and medical				
15.	Incentive pool, withhold adjustments and bonus amounts			(555,119)	
16.	Subtotal (Lines 9 to 15)		195,619,060	188,913,637	253,650,734
Less:					
17.	Net reinsurance recoveries		699,134	573,165	1,004,883
18.	Total hospital and medical (Lines 16 minus 17)		194,919,926	188,340,472	252,645,851
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including \$.....2,682,949 cost containment expenses		3,960,464	3,058,379	5,618,205
21.	General administrative expenses		17,514,137	19,436,648	(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)		216,394,527	210,835,499	255,347,596
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(12,461,009)	1,150,799	22,581,377
25.	Net investment income earned		1,113,170	1,164,510	1,602,085
26.	Net realized capital gains (losses) less capital gains tax of \$.....0		1,098,649	4,700,283	5,181,618
27.	Net investment gains or (losses) (Lines 25 plus 26)		2,211,819	5,864,793	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		3,812	18,059	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	(10,245,378)	7,033,651	29,383,239
31.	Federal and foreign income taxes incurred	X X X	(3,759,367)	2,145,840	1,995,647
32.	Net income (loss) (Lines 30 minus 31)	X X X	(6,486,011)	4,887,811	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 Income		3,812	18,059	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)		3,812	18,059	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	(6,486,011)	4,887,811	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	1,501,547	(3,075,426)	(1,764,252)
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax		19,739	(7,992,224)
39.	Change in nonadmitted assets	(15,378)	137,457	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)	(4,999,842)	1,969,581	22,017,935
49.	Capital and surplus end of reporting period (Line 33 plus 48)	60,076,013	45,027,501	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 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations				
1.	Premiums collected net of reinsurance	203,689,388	226,384,435	277,203,247
2.	Net investment income	2,005,927	2,312,801	2,771,644
3.	Miscellaneous income			
4.	Total (Lines 1 to 3)	205,695,315	228,697,236	279,974,891
5.	Benefit and loss related payments	194,140,182	189,861,914	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	22,818,768	21,053,448	23,053,693
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	(2,310,072)	2,258,901	4,003,545
10.	Total (Lines 5 through 9)	214,648,878	213,174,263	276,359,504
11.	Net cash from operations (Line 4 minus Line 10)	(8,953,563)	15,522,973	3,615,387
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds	44,512,213	307,586,864	333,091,736
12.2	Stocks	5,273,886	11,423,633	13,571,126
12.3	Mortgage loans			
12.4	Real estate			
12.5	Other invested assets	19,404		20,348
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7	Miscellaneous proceeds	435,291	1,658,854	1,124,313
12.8	Total investment proceeds (Lines 12.1 to 12.7)	50,240,794	320,669,351	347,807,523
13.	Cost of investments acquired (long-term only):			
13.1	Bonds	26,341,261	274,242,539	332,295,437
13.2	Stocks	5,089,912	11,609,397	13,819,435
13.3	Mortgage loans			
13.4	Real estate			
13.5	Other invested assets	27,517		241,006
13.6	Miscellaneous applications	2,393,942	20,900,666	25,721,369
13.7	Total investments acquired (Lines 13.1 to 13.6)	33,852,632	306,752,602	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)	16,388,162	13,916,749	(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)	328,955	(9,058,927)	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)	328,955	(9,058,927)	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)	7,763,554	20,380,795	(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)	14,853,335	46,530,486	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	44,265	50	31,853					12,362		
4. Third Quarter	43,931	47	31,582					12,302		
5. Current Year										
6. Current Year Member Months	399,866	472	287,927					111,467		
Total Member Ambulatory Encounters for Period:										
7. Physician	15,161	9	7,333					7,819		
8. Non-Physician	38,152	30	21,050					17,072		
9. Total	53,313	39	28,383					24,891		
10. Hospital Patient Days Incurred	53,635	10	13,286					40,339		
11. Number of Inpatient Admissions	5,236	2	1,975					3,259		
12. Health Premiums Written (a)	205,284,513	253,967	96,048,087					108,982,459		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	205,284,513	253,967	96,048,087					108,982,459		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	194,810,091	360,703	81,233,726					113,215,662		
18. Amount Incurred for Provision of Health Care Services	195,619,060	359,695	81,737,146					113,522,219		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.98,635,856.

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	4,623,363	2,364,561	250,408	76,154	141,313	7,455,799
0499999 Subtotals	4,623,363	2,364,561	250,408	76,154	141,313	7,455,799
0599999 Unreported claims and other claim reserves						20,605,169
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						28,060,968
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)	9,202,130	71,933,836	70,120	11,523,456	9,272,250	11,425,389
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare	17,445,137	95,529,853	39,630	16,427,762	17,484,767	16,648,111
7.	Title XIX - Medicaid						
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	26,647,267	167,463,689	109,750	27,951,218	26,757,017	28,073,500
10.	Healthcare receivables (a)		585,987				1,407,489
11.	Other non-health						
12.	Medical incentive pools and bonus amounts						
13.	Totals (Lines 9 - 10 + 11 + 12)	26,647,267	166,877,702	109,750	27,951,218	26,757,017	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	Sept. 30 2012	Dec. 31 2011
NET(LOSS) INCOME			
Paramount Health Care state basis		(6,486,011)	27,387,592
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		(6,486,011)	27,387,592
SURPLUS			
Paramount Health Care state basis		60,076,013	65,075,855
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		60,076,013	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 has not modified its capitalization policy from prior period.
- 13. The Company estimates its pharmaceutical rebate receivables based on historical cash payments.

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 Measurements
- A1.

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
Assets at fair value				
Common Stock				
Industrial and Misc	\$ 16,415,985			\$ 16,415,985
Mutual Funds	8,104,684			8,104,684
		\$	\$	
Total Common Stock	\$ 24,520,669	-	-	\$ 24,520,669
		\$	\$	
Total Assets at Fair Value	\$ 24,520,669	-	-	\$ 24,520,669

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short Term Investments	2,010,265	2,010,283	2,010,265			
Bonds	65,254,247	63,723,084	65,254,247			
Common Stock	24,520,669	24,520,669	24,520,669			

Notes to Financial Statement

D. NA

21. Other Items

No significant change.

22. Subsequent Events

-NOT APPLICABLE

23. Reinsurance

No significant change.

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 September 30, 2012, \$27,272,716 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$109,750 principally on Commercial and Medicare lines of insurance. Therefore, there has been a \$1,941,034 favorable prior-year development since December 31, 2011 to September 30, 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[X] No[]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[X] No[] N/A[]
- 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:

\$..... 0

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?

Yes[] No[X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes[] No[] N/A[X]
- If no, attach a description with this statement.
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?

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

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?

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

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?

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

STATEMENT AS OF **September 30, 2012** OF THE **Paramount Health Care**

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
FDN	BARRINGTON RESEARCH ASSOCIATES, BROOKLYN
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
BCH	BROADCOURT CAP CORP/SUB OF MLPF&S,NY
G9W	BTIG LLC, JERSEY CITY
R4X	BUCKINGHAM RESEARCH GRP INC, BROOKLYN
ANV	CANACCORD GENUITY INC, JERSEY CITY
CAN	CANTOR FITZGERALD & CO INC, NEW YORK
OFF	CARIS & COMPANY INC, JERSEY CITY
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)
ZAQ	CUSTOM EQUITY RESEARCH DBA, JERSEY CITY
V6S	CUTTONE & CO INC, JERSEY CITY
KIO	DAHLMAN ROSE & CO LLC, JERSEY CITYYY
DVI	DAVIDSON(D A) & CO INC, NEW YORK
ALX	DEUTSCHE BK SECS INC, NY (NWSCUS33)
A46	DOUGHERTY COMPANY, BROOKLYN
C5H	FIRST ANALYSIS SECS CORP, CHICAGO
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
TPS	JONESTRADING INSTL SVCS LLC, WESTLAKE
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
B6K	Longbow Securities LLC, JERSEY CITY
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
DON	PERSHING LLC, JERSEY CITY
PIP	PIPER JAFFRAY & CO, MINNEAPOLIS
89G	PULSE TRADING LLC, BOSTON
RAY	RAYMOND JAMES & ASSOC INC, ST PETERSBURG
DAB	RBC CAPITAL MARKETS LLC, NEW YORK
JEI	SIDOTI & CO 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	97.000%
1.2 A&H cost containment percent	1.000%
1.3 A&H expense percent excluding cost containment expenses	9.000%
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	9
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	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	96,302,054	108,982,459					205,284,513	
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	96,302,054	108,982,459					205,284,513	
60.	Reporting entity contributions for Employee Benefit Plans	X X X								
61.	Total (Direct Business)	(a)..... 1	96,302,054	108,982,459					205,284,513	
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

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)	*
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



OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF **September 30, 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

	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 point		
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

	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	27,517	
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	19,404	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)	228,771	220,658
12. Deduct total nonadmitted amounts	228,771	220,658
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	103,905,028	103,076,950
2. Cost of bonds and stocks acquired	31,431,173	346,114,872
3. Accrual of discount	36,254	18,226
4. Unrealized valuation increase (decrease)	2,393,941	(2,884,283)
5. Total gain (loss) on disposals	1,098,649	5,177,335
6. Deduct consideration for bonds and stocks disposed of	49,786,098	346,662,862
7. Deduct amortization of premium	835,194	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)	88,243,753	103,905,028
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	88,243,753	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)	61,327,423	7,804,462	7,532,232	(549,912)	80,835,613	61,327,423	61,049,742	84,404,005
2. Class 2 (a)	3,759,030	924,307	341,615	341,903	3,748,372	3,759,030	4,683,625	3,397,289
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	65,086,453	8,728,770	7,873,847	(208,009)	84,583,986	65,086,453	65,733,367	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	65,086,453	8,728,770	7,873,847	(208,009)	84,583,986	65,086,453	65,733,367	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 \$.....2,010,283; 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	2,010,283	X X X	2,011,329	750	

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	8,786	8,619,281
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	1,620	4,282
6.	Deduct consideration received on disposals	3,380,346	35,579,449
7.	Deduct amortization of premium	22,170	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)	2,010,283	5,402,393
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	2,010,283	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

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
CUSIP Identification	Name or Description	3	4	Name of Vendor or General Partner	NAIC Designation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
		City	State									
Joint Venture - Common Stock - Unaffiliated												
	Health Plan Alliance	Irving	TX			01/01/1997		241,006	27,517			4.000
1599999 Subtotal - Joint Venture - Common Stock - Unaffiliated								241,006	27,517			XXX
3999999 Total - Unaffiliated								241,006	27,517			XXX
4099999 Total - Affiliated												XXX
4199999 TOTALS								241,006	27,517			XXX

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Change in Book/Adjusted Carrying Value						15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income
		3 City	4 State					9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B./A.C.V. (9 + 10 - 11 + 12)	14 Total Foreign Exchange Change in B./A.C.V.						
Joint Venture - Common Stock - Unaffiliated																			
	Health Plan Alliance	Irving	TX	Return of Capital	01/01/1997	03/31/2012	19,404							19,404	19,404				
1599999 Subtotal - Joint Venture - Common Stock - Unaffiliated							19,404							19,404	19,404				
3999999 Total - Unaffiliated							19,404							19,404	19,404				
4099999 Total - Affiliated																			
4199999 TOTALS							19,404							19,404	19,404				

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									
31331KHW3	FEDERAL FARM CR BK CONS BD		07/20/2012	GOLDMAN SACHS & CO (GBL CUST ONLY), NY	X X X	514,781	500,000.00	1,444	1
3133XFJF4	FEDERAL HOME LN BK CONS BD		07/20/2012	BARCLAYS CAPITAL INC, NEW YORK	X X X	295,495	250,000.00	2,426	1FE
3137EADM8	FEDERAL HOME LN MTG CORP		09/28/2012	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	269,441	270,000.00		1
3135G0MZ3	FEDERAL NATL MTG ASSN		08/24/2012	MORGAN STANLEY & CO INC, NY	X X X	784,757	785,000.00	706	1
3135G0PQ0	FEDERAL NATL MTG ASSN		09/20/2012	BARCLAYS CAPITAL INC, NEW YORK	X X X	229,989	230,000.00		1
3135G0NV1	FEDERAL NATL MTG ASSN		09/17/2012	JP MORGAN CHASE BANK/HSBCI, NEW YORK	X X X	270,450	270,000.00	116	1
912828SV3	U S TREASURE NOTE		08/03/2012	MORGAN STANLEY & CO INC, NY	X X X	287,314	280,000.00	1,031	1
912828TF7	U S TREASURY NOTE		08/23/2012	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	847,811	850,000.00	69	1
912828TL4	U S TREASURY NOTE		08/29/2012	DEUTSCHE BK SECS INC, NY (NWSCUS33)	X X X	274,872	275,000.00		1
912828JT8	U S TREASURY NOTE		09/27/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	530,869	520,000.00	3,410	1
912828TD2	U S TREASURY NOTES		07/16/2012	MORGAN STANLEY & CO INC, NY	X X X	299,321	300,000.00	4	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	4,605,099	4,530,000.00	9,208	X X X
Bonds - U.S. States, Territories and Possessions									
574193GB8	MARYLAND ST		08/17/2012	BARCLAYS CAPITAL INC, NEW YORK	X X X	372,246	300,000.00	333	1FE
93974C4M9	WASHINGTON ST		08/14/2012	CITIGROUP GBL MKTS INC, NEW YORK	X X X	311,258	250,000.00		1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	683,504	550,000.00	333	X X X
Bonds - U.S. Special Revenue, Special Assessment									
235036XP0	DALLAS-FORT WORTH TX INTERNATI		08/17/2012	SAMUEL A RAMIREZ & COMPANY, BROOKLYN	X X X	282,113	250,000.00		1FE
29270CYK5	ENERGY N W WA ELEC REVENUE		08/16/2012	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	100,000	100,000.00		1FE
3138LUQS7	FNMA POOL #0AO4064		07/12/2012	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	170,415	159,768.37	249	1
3138M0DJ6	FNMA POOL #0AO8204		07/12/2012	FIRST UNION CAP MKTS, NEW YORK	X X X	74,543	69,890.77	109	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	627,071	579,659.14	357	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
02209SAN3	ALTRIA GROUP INC		08/06/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	159,821	160,000.00		1FE
0258M0DE6	AMERICAN EXPRESS CREDIT CORP		08/23/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	X X X	173,851	170,000.00	628	1FE
05531FAL7	BB&T CORPORATION		08/07/2012	DEUTSCHE BK SECS INC, NY (NWSCUS33)	X X X	39,927	40,000.00		1FE
097023AV7	BOEING CO/THE		08/23/2012	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	133,660	125,000.00	2,830	1FE
172967FT3	CITIGROUP INC		07/10/2012	GOLDMAN SACHS & CO, NY	X X X	187,664	180,000.00	5,631	1
172967DY4	CITIGROUP INC		08/28/2012	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	123,942	115,000.00	281	1FE
494550BM7	KINDER MORGAN ENER PART		08/08/2012	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	104,578	105,000.00		1FE
61747WAL3	MORGAN STANLEY		07/10/2012	MORGAN STANLEY & CO INC, NY	X X X	149,488	150,000.00	3,758	1FE
84756NAA7	SPECTRA ENERGY PARTNERS LP		07/11/2012	JPMORGAN CHASE BK/RBS SEC INC, NEW YORK	X X X	122,230	120,000.00	305	1
878742AX3	TECK RESOURCES LIMITED		07/30/2012	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	74,768	75,000.00		1
91159JAA4	US BANCORP		07/18/2012	US BANCORP INVESTMENTS INC, ST. PAUL	X X X	74,762	75,000.00		1
94106LAY5	WASTE MANAGEMENT INC		09/05/2012	BARCLAYS CAPITAL INC, NEW YORK	X X X	134,569	135,000.00		1FE
942683AF0	WATSON PHARMACEUTICALS I		09/27/2012	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	64,457	65,000.00		1FE
94973VAZ0	WELLPOINT INC		09/05/2012	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	139,943	140,000.00		1FE
02006GAD6	ALLY AUTO RECEIBABLES SN1 A4		09/11/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	109,990	110,000.00		1FE
02005ABC1	ALLY MASTER OWNER TRUST 1 A2		08/02/2012	MORGAN STANLEY & CO INC, NY	X X X	264,936	260,000.00	342	1FE
03063XAD7	AMERICREDIT AUTOMOBILE R 4 A3		09/05/2012	DEUTSCHE BK SECS INC, NY (NWSCUS33)	X X X	94,985	95,000.00		1FE
34528QBT0	FORD CREDIT FLOORPLAN MAS 4 A1		09/12/2012	JPMORGAN CHASE BK/RBS SEC INC, NEW YORK	X X X	149,974	150,000.00		1FE
36161YAB0	GE EQUIPMENT 2012-1 CL A2		09/19/2012	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	249,981	250,000.00		1FE

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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)
41283TAC2	HARLEY-DAVIDSON MOTORCYCL 1 A3 .....	.....	07/17/2012	JPMORGAN SECURITIES INC, NEW YORK	X X X	99,983	100,000.00 .....	.....	1
65475HAD3	NISSAN AUTO LEASE TRUST A A3 .....	.....	08/07/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	X X X	150,803	150,000.00	108	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	2,804,311	2,770,000.00	13,883	X X X
8399997 Subtotal - Bonds - Part 3					X X X	8,719,984	8,429,659.14	23,781	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	8,719,984	8,429,659.14	23,781	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
Common Stock - Industrial and Miscellaneous (Unaffiliated)									
H0023R105	ACE LIMITED SHS .....	.....	07/31/2012	CITATION GROUP/BCC CLRG, NEW YORK	455.000	33,456	X X X		L
026874784	AMERICAN INTERNATIONAL GROUP I .....	.....	09/28/2012	J P MORGAN SECURITIES INC, BROOKLYN	2,280.000	74,256	X X X		L
111320107	BROADCOM CORP .....	.....	09/28/2012	PULSE TRADING LLC, BOSTON	390.000	13,573	X X X		L
14040H105	CAPITAL ONE FINANCIAL CORP .....	.....	09/13/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	255.000	14,863	X X X		L
148887102	CATAMARAN CORP .....	.....	07/11/2012	MERGER WITH SXC HEALTH SOLUTIONS	435.996	18,480	X X X		L
172967424	CITIGROUP INC .....	.....	09/20/2012	RBC CAPITAL MARKETS LLC, NEW YORK	1,075.000	34,847	X X X		L
192446102	COGNIZANT TECHNOLOGY SOLUTIONS .....	.....	09/19/2012	JANNEY MONTGOMERY SCOTT, PHILADELPHIA	240.000	16,493	X X X		L
210313102	CONSTANT CONTACT INC .....	.....	08/02/2012	NEEDHAM & CO, NEW YORK	190.000	3,028	X X X		L
21036P108	CONSTELLATION BRANDS INC .....	.....	07/06/2012	GOLDMAN SACHS EXECUTION & CLEARING, NY	985.000	27,995	X X X		L
216648402	COOPER COS INC/THE .....	.....	07/25/2012	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY	320.000	24,550	X X X		L
232806109	CYPRESS SEMICONDUCTOR CORP .....	.....	07/24/2012	UBS SECURITIES LLC, STAMFORD	540.000	5,913	X X X		L
260003108	DOVER CORP .....	.....	09/24/2012	KNIGHT DIRECT LLC, JERSEY CITY	795.000	48,116	X X X		L
23335C101	DTS INC/CA .....	.....	07/17/2012	WILLIAM BLAIR & CO, CHICAGO	340.000	6,761	X X X		L
268648102	EMC CORP/MA .....	.....	09/07/2012	CITIGROUP GBL MKTS INC, NEW YORK	590.000	16,174	X X X		L
30231G102	EXXON MOBIL CORP .....	.....	08/24/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	620.000	53,401	X X X		L
33829M101	FIVE BELOW INC .....	.....	07/19/2012	BARCLAYS CAPITAL LE, JERSEY CITY	30.000	510	X X X		L
302491303	FMC CORP .....	.....	09/28/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	650.000	35,277	X X X		L
364730101	GANNETT CO INC .....	.....	09/06/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	1,900.000	29,069	X X X		L
38259P508	GOOGLE INC .....	.....	08/06/2012	DEUTSCHE BK SECS INC, NY (NWSCUS33)	20.000	12,936	X X X		L
39304D102	GREEN DOT CORP .....	.....	07/27/2012	DEUTSCHE BK SECS INC, NY (NWSCUS33)	490.000	5,042	X X X		L
406216101	HALLIBURTON CO .....	.....	09/20/2012	PULSE TRADING LLC, BOSTON	2,635.000	85,493	X X X		L
45884X103	INTERMUNE INC .....	.....	08/10/2012	JEFFERIES & CO INC, NEW YORK	1,840.000	17,837	X X X		L
465741106	ITRON INC .....	.....	08/09/2012	LIQUIDNET INC, BROOKLYN	370.000	15,856	X X X		L
466313103	JABIL CIRCUIT INC .....	.....	09/05/2012	BARRINGTON RESEARCH ASSOCIATES, BROOKLYN	90.000	1,934	X X X		L
46625H100	JPMORGAN CHASE & CO .....	.....	07/12/2012	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY	710.000	24,363	X X X		L
48273U102	K12 INC .....	.....	09/11/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	380.000	7,056	X X X		L
50075N104	KRAFT FOODS INC .....	.....	09/28/2012	CITIGROUP GBL MKTS INC, NEW YORK	2,785.000	113,463	X X X		L
560879108	MAKO SURGICAL CORP .....	.....	08/01/2012	INSTINET CORP, NY	850.000	11,235	X X X		L
58155Q103	MCKESSON CORP .....	.....	09/06/2012	RBC CAPITAL MARKETS LLC, NEW YORK	195.000	17,372	X X X		L
58933Y105	MERCK & CO INC .....	.....	08/30/2012	DEUTSCHE BK SECS INC, NY (NWSCUS33)	2,960.000	130,652	X X X		L
59001K100	MERITOR INC .....	.....	07/10/2012	CANTOR FITZGERALD & CO INC, NEW YORK	90.000	451	X X X		L
61166W101	MONSANTO CO .....	.....	08/30/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	920.000	80,080	X X X		L
62855J104	MYRIAD GENETICS INC .....	.....	08/16/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	300.000	7,166	X X X		L
63009F105	NANOSPHERE INC .....	.....	07/19/2012	PIPER JAFFRAY & CO, MINNEAPOLIS	1,100.000	2,640	X X X		L
62913F201	NII HOLDINGS INC .....	.....	08/30/2012	UBS SECURITIES LLC, STAMFORD	3,440.000	23,612	X X X		L
654106103	NIKE INC .....	.....	09/28/2012	ISI GROUP INC, NY	150.000	14,148	X X X		L
674599105	OCCIDENTAL PETROLEUM CORP .....	.....	09/05/2012	LIQUIDNET INC, BROOKLYN	205.000	16,965	X X X		L

QE04.1

SCHEDULE D - PART 3

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

QE04.2

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)
681904108	OMNICARE INC		09/13/2012	BARCLAYS CAPITAL LE, JERSEY CITY	1,230.000	39,891	X X X		L
682189105	ON SEMICONDUCTOR CORP		09/20/2012	GOLDMAN SACHS EXECUTION & CLEARING, NY	3,205.000	21,756	X X X		L
701094104	PARKER HANNIFIN CORP		08/03/2012	J P MORGAN SECURITIES INC, BROOKLYN	145.000	11,317	X X X		L
718546104	PHILLIPS 66		07/27/2012	CREDIT SUISSE, NEW YORK (CSFBUS33XXX)	980.000	33,116	X X X		L
733174700	POPULAR INC		07/20/2012	WEEDEN & CO, NEW YORK	260.000	3,627	X X X		L
779376102	ROVI CORP		07/18/2012	WILLIAM BLAIR & CO, CHICAGO	2,280.000	24,691	X X X		L
74972G103	RPX CORP		08/01/2012	DEUTSCHE BK SECS INC, NY (NWSCUS33)	1,300.000	14,715	X X X		L
790849103	ST JUDE MEDICAL INC		08/16/2012	RBC CAPITAL MARKETS LLC, NEW YORK	340.000	12,864	X X X		L
867914103	SUNTRUST BANKS INC		09/10/2012	RAYMOND JAMES & ASSOC INC, ST PETERSBURG	420.000	11,687	X X X		L
78505P100	SXC HEALTH SOLUTIONS CORP		07/03/2012	MERGER WITH CATALYST HEALTH	435.996	18,480	X X X		L
871503108	SYMANTEC CORP		08/02/2012	GOLDMAN SACHS EXECUTION & CLEARING, NY	1,720.000	27,817	X X X		L
880349105	TENNECO INC		07/24/2012	MORGAN STANLEY & CO INC, NY	100.000	2,492	X X X		L
90478E103	UNILIFE CORP		08/15/2012	CANTOR FITZGERALD & CO INC, NEW YORK	440.000	1,377	X X X		L
910047109	UNITED CONTINENTAL HOLDINGS IN		09/04/2012	LIQUIDNET INC, BROOKLYN	950.000	17,621	X X X		L
92335C106	VERA BRADLEY INC		09/05/2012	CANTOR FITZGERALD & CO INC, NEW YORK	90.000	1,853	X X X		L
92342Y109	VERIFONE SYSTEMS INC		09/26/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	200.000	5,987	X X X		L
92826C839	VISA INC		08/02/2012	GOLDMAN SACHS & CO, NY	190.000	24,384	X X X		L
942683103	WATSON PHARMACEUTICALS INC		09/28/2012	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY	660.000	51,736	X X X		L
94733A104	WEB.COM GROUP INC		07/27/2012	MORGAN STANLEY & CO INC, NY	120.000	1,793	X X X		L
966837106	WHOLE FOODS MARKET INC		08/21/2012	CANACCORD GENUITY INC, JERSEY CITY	550.000	52,464	X X X		L
45245E109	IMAX CORP	C	09/26/2012	MORGAN STANLEY & CO INC, NY	250.000	4,925	X X X		L
G0692U109	AXIS CAPITAL HLDGS LTD SHS	F	09/14/2012	J P MORGAN SECURITIES INC, BROOKLYN	495.000	17,521	X X X		L
580037109	MCDERMOTT INTERNATIONAL INC	F	08/08/2012	INVESTMENT TECHNOLOGY GROUP, NEW YORK	440.000	4,853	X X X		L
H27013103	WEATHERFORD INTERNATIONL LTD	F	09/24/2012	J P MORGAN SECURITIES INC, BROOKLYN	1,345.000	17,715	X X X		L
9099999 Subtotal - Common Stock - Industrial and Miscellaneous (Unaffiliated)					X X X	1,469,745	X X X		X X X
Common Stock - Mutual Funds									
007974108	ADVENT SOFTWARE INC		07/31/2012	LIQUIDNET INC, BROOKLYN	210.000	5,074	X X X		L
0075W0700	ADVISORS/UNITED ASSOC S&P 500 INDEX I		09/28/2012	0	1,597.691	16,824	X X X		L
172967424	CITIGROUP INC		08/21/2012	PULSE TRADING LLC, BOSTON	15.000	464	X X X		L
9299999 Subtotal - Common Stock - Mutual Funds					X X X	22,361	X X X		X X X
9799997 Subtotal - Common Stock - Part 3					X X X	1,492,106	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	1,492,106	X X X		X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	1,492,106	X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	10,212,090	X X X	23,781	X X X

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

Q405

SCHEDULE D - PART 4

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

CUSIP Identification	Description	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 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.							
Bonds - U.S. Governments																					
3133762C8	FEDERAL HOME LN BK CONS BD		07/20/2012	CITIGROUP GBL																	
3137EACY3	FEDERAL HOME LN MTG CORP		07/20/2012	MKTS/SALOMO BARCLAYS CAPITAL INC, NEW	X X X	500,726	500,000.00	498,695	499,130		39		39		499,170		1,556	1,556	292	11/27/2013	1
31398AZV7	FEDERAL NATL MTG ASSN		08/23/2012	BARCLAYS CAPITAL INC, NEW	X X X	252,369	250,000.00	249,915	249,935		2		2		249,936		2,433	2,433	302	11/25/2014	1
31359MRG0	FEDERAL NATL MTG ASSN		07/17/2012	JP MORGAN CHASE BANK/HSBC	X X X	1,703,328	1,620,000.00	1,704,259			(5,214)		(5,214)		1,698,660		4,668	4,668	11,104	11/20/2014	1
91282SD3	U S TREASURY NOTE		08/21/2012	JPMORGAN SECURITIES INC	X X X	1,027,379	1,000,000.00	1,052,000	1,029,479		(2,079)		(2,079)		1,027,400		(21)	(21)	14,948	03/15/2013	1
36230T5T5	GNMA POOL #0758958		09/17/2012		X X X	512,867	510,000.00	519,007			(192)		(192)		518,729		(5,862)	(5,862)	3,569	01/31/2019	1
36202FZX7	GNMA II POOL #0005258		09/20/2012	Redemption	X X X	3,288	3,287.53	3,525	3,287		1		1		3,288				22	10/15/2041	1
36202FZY5	GNMA II POOL #0005259		09/20/2012	Redemption	X X X	12,273	12,272.54	12,758	12,277		(5)		(5)		12,273				82	12/20/2041	1
36202F2L9	GNMA II POOL #0005279		09/20/2012	Redemption	X X X	42,471	42,471.25	45,404	42,577		(106)		(106)		42,471				303	12/20/2041	1
36202F2M7	GNMA II POOL #0005280		09/20/2012	Redemption	X X X	10,867	10,867.18	11,395			(10)		(10)		10,867				74	01/20/2042	1
36179MC24	GNMA II POOL #0MA0089		09/20/2012	Redemption	X X X	25,463	25,462.76	27,309			(71)		(71)		25,463				185	01/20/2042	1
			09/20/2012	Redemption	X X X	18,195	18,195.27	19,785			(28)		(28)		18,195				147	05/20/2042	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	4,109,225	3,992,556.53	4,144,052	1,836,685		(7,663)		(7,663)		4,106,451		2,774	2,774	31,028	X X X	X X X
Bonds - U.S. States, Territories and Possessions																					
745177FL4	PUERTO RICO CMWLTH GOVT DEV BA		09/10/2012	SOUTHWEST SECURITIES INC,	X X X	152,565	150,000.00	150,000							150,000		2,565	2,565	3,103	02/01/2015	2FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	152,565	150,000.00	150,000							150,000		2,565	2,565	3,103	X X X	X X X
Bonds - U.S. Special Revenue, Special Assessment																					
04109KCS4	ARKANSAS ST DEV FIN AUTH CAPIT		08/22/2012	CITIGROUP GBL MKTS INC, N	X X X	297,558	250,000.00	296,368	291,688		(1,165)		(1,165)		290,524		7,034	7,034	2,986	06/01/2017	1FE
396066AM4	GREENVILLE CNTY S C SCH DIST I		08/16/2012	OPPENHEIMER & CO INC, NEW	X X X	282,015	275,000.00	294,363	291,366		(638)		(638)		290,729		(8,714)	(8,714)	3,590	12/01/2015	1FE
65854RAR1	N CENTRL TX HLTH FAC DEV CORP		08/22/2012	CITIGROUP GBL MKTS INC, N	X X X	587,880	500,000.00	586,410			(2,530)		(2,530)		583,482		4,398	4,398	4,583	08/15/2017	1FE
3128PWC89	FHLMC POOL #J1-6395		09/17/2012	Redemption	X X X	13,801	13,801.37	14,543	13,807		(5)		(5)		13,801				108	08/01/2021	1FE
3132GDW65	FHLMC POOL #Q0-0669		09/17/2012	Redemption	X X X	48,710	48,709.80	52,211	48,774		(64)		(64)		48,710				364	04/01/2041	1FE
3132GEFH8	FHLMC POOL #Q0-1068		09/17/2012	Redemption	X X X	3,020	3,019.62	3,318	3,015		5		5		3,020				28	05/01/2041	1FE
3132GETD2	FHLMC POOL #Q0-1448		09/17/2012	Redemption	X X X	27,864	27,864.15	30,170	27,900		(35)		(35)		27,864				338	06/01/2041	1FE
3132GFBV8	FHLMC POOL #Q0-1852		09/17/2012	Redemption	X X X	3,052	3,052.17	3,356	3,047		5		5		3,052				28	06/01/2041	1FE
3132GF4F1	FHLMC POOL #Q0-2622		09/17/2012	Redemption	X X X	1,345	1,344.68	1,470	1,343		2		2		1,345				12	08/01/2041	1FE
3132GJAJ8	FHLMC POOL #Q0-3009		09/17/2012	Redemption	X X X	6,399	6,399.28	6,855	6,385		14		14		6,399				48	09/01/2041	1FE
3132GJJR1	FHLMC POOL #Q0-3272		09/17/2012	Redemption	X X X	3,288	3,288.25	3,543	3,283		6		6		3,288				28	09/01/2041	1FE
31405EA39	FNMA POOL #0786726		09/25/2012	Redemption	X X X	31,124	31,124.34	32,087	31,247		(123)		(123)		31,124				246	08/01/2034	1FE
31416BL71	FNMA POOL #0995050		09/25/2012	Redemption	X X X	32,677	32,677.24	36,470	32,945		(267)		(267)		32,677				325	09/01/2037	1FE
31416BRR1	FNMA POOL #0995196		09/25/2012	Redemption	X X X	48,403	48,402.87	54,021	48,742		(339)		(339)		48,403				492	07/01/2038	1FE
31416XTK6	FNMA POOL #0AB2353		09/25/2012	Redemption	X X X	21,779	21,779.09	22,997	21,764		16		16		21,779				129	03/01/2026	1FE
31416YTZ1	FNMA POOL #0AB3267		09/25/2012	Redemption	X X X	41,934	41,933.99	42,786	41,933		1		1		41,934				300	07/01/2041	1FE
31419MC25	FNMA POOL #0AE9988		09/25/2012	Redemption	X X X	41,534	41,533.73	44,149	41,879		(345)		(345)		41,534				276	07/01/2026	1FE
3138AD4K8	FNMA POOL #0A10825		09/25/2012	Redemption	X X X	5,043	5,042.71	5,393	5,038		5		5		5,043				37	09/01/2041	1FE
3138AJV11	FNMA POOL #0A15127		09/25/2012	Redemption	X X X	16,517	16,516.63	17,587	16,498		19		19		16,517				146	09/01/2026	1FE
3138AM5H4	FNMA POOL #0A18047		09/25/2012	Redemption	X X X	12,048	12,047.79	12,850	12,052		(4)		(4)		12,048				52	10/01/2041	1FE
3138ANWF6	FNMA POOL #0A18745		09/25/2012	Redemption	X X X	1,834	1,833.88	1,963	1,830		4		4		1,834				14	09/01/2041	1FE
3138ASGZ3	FNMA POOL #0AJ0987		09/25/2012	Redemption	X X X	6,528	6,527.57	6,885	6,512		15		15		6,528				38	09/01/2026	1FE
3138LUQS7	FNMA POOL #0A04064		09/25/2012	Redemption	X X X	468	468.39	500	0		0		0		468				2	06/01/2042	1
3138MODJ6	FNMA POOL #0A08204		09/25/2012	Redemption	X X X	235	234.61	250	0		0		0		235				1	06/01/2042	1
31417Y7F8	FNMA POOL #0MA0893		09/25/2012	Redemption	X X X	11,661	11,660.58	12,298	11,652		8		8		11,661				79	10/01/2021	1FE
31418AAF5	FNMA POOL #0MA0905		09/25/2012	Redemption	X X X	36,223	36,223.04	37,796	36,190		34		34		36,223				221	10/01/2021	1FE
31418AFD5	FNMA POOL #0MA1063		09/25/2012	Redemption	X X X	5,527	5,527.28	5,822			(10)		(10)		5,527				29	05/01/2022	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	1,588,466	1,446,013.06	1,626,459	998,888		(5,393)		(5,393)		1,585,748		2,718	2,718	14,501	X X X	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
02209SAJ2	ALTRIA GROUP INC		09/04/2012	CREDIT SUISSE, NEW YORK	X X X	100,153	72,000.00	94,096	92,325		(433)		(433)		91,892		8,262	8,262	3,848	08/06/2019	2FE
00206RAQ5	AT&T INC		09/14/2012	Call	X X X	239,295	226,000.00	234,614	231,972		(717)		(717)		231,255		8,040	8,040	6,363	02/15/2014	1FE
172967DP3	CITIGROUP INC		08/28/2012	CITIGROUP GBL MKTS/SALOMO	X X X	259,668	250,000.00	260,535	256,318		(1,056)		(1,056)		255,262		4,405	4,405	9,709	07/02/2013	1FE
36962GZY3	GENERAL ELECTRIC CAPITAL CORP		07/16/2012	MERRILL LYNCH PROFESSIONA	X X X	189,479	185,000.00	194,648	189,099		(397)		(397)		188,701		778	778	5,153	01/15/2013	1FE

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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	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	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	Contractual Maturity Date	Designation or Market Indicator (a)
36962G4G6 428236BM4	GENERAL ELECTRIC CAPITAL CORP HEWLETT-PACKARD CO		08/29/2012 09/19/2012	FTN FINANCIAL SECURITIES CITIGROUP GBL MKTS/SALOMO	X X X	116,554	110,000.00	115,444	114,244		(310)		(310)		113,934		2,620	2,620	1,260	11/14/2014	1FE
693476BJ1	PNC FUNDING CORP		07/23/2012	CITIGROUP GBL MKTS/SALOMO	X X X	46,313	45,000.00	45,314	45,301		(6)		(6)		45,295		1,018	1,018	607	06/01/2021	1FE
913017BV0 91159HHA1	UNITED TECHNOLOGIES CORP US BANCORP		08/09/2012 07/20/2012	GOLDMAN SACHS & CO, NY MERRILL LYNCH PIERCE FENN	X X X	182,511 132,416	155,000.00 125,000.00	167,534 124,904	165,528		(72) 1		(72) 1		165,456 124,906		17,055 7,511	17,055 7,511	3,707 786	02/08/2020 06/01/2022	1FE 1FE
94106LAT6	WASTE MANAGEMENT INC		09/05/2012	US BANCORP INVESTMENTS IN	X X X	125,267	110,000.00	117,157	116,480		(44)		(44)		116,437		8,830	8,830	769	05/24/2021	1FE
377373AD7	GLAXOSMITHKLINE CAPITAL PLC	F	09/10/2012	MORGAN STANLEY & CO INC,	X X X	101,557	90,000.00	102,913	100,401		(678)		(678)		99,723		1,834	1,834	2,853	03/11/2015	2FE
539473AQ1	LLOYDS TSB BANK PLC	F	09/28/2012	MERRILL LYNCH PIERCE FENN	X X X	108,533	105,000.00	104,286			13		13		104,307		4,226	4,226	1,031	05/08/2022	1FE
02005PAC9 13974YAG5 14313HAC9 12622XAC4 12616VAB8 12612AAD4 36162CAB7 36161XAB2 44918AAB2 92867FAB1	ALLY AUTO RECEIVABLES TRUST CAPITAL AUTO RECEIVABLES 2 A4 CARMAX AUTO OWNER TRUS 11-1 A3 CHN EQUIPMENT TRUST A A3 CNH EQUIPMENT TRUST C A2 CNH EQUIPMENT TRUST C A4 GE EQUIPMENT MIDTICKET LL 1 A2 GE EQUIPMENT TRANSPORTATI 1 A2 HYUNDAI AUTO RECEIVABLES C A2 VOLKSWAGEN AUTO LEASE TRU A A2		09/17/2012 09/17/2012 09/17/2012 09/17/2012 09/17/2012 09/17/2012 09/24/2012 09/20/2012 09/17/2012 09/20/2012	Redemption Redemption Redemption Redemption Redemption Redemption Redemption Redemption Redemption Redemption	X X	104,532 81,729 70,971 23,919 6,503 76,657 62,101 78,905 195,272 72,079 39,716	95,000.00 81,728.61 70,970.72 23,918.84 6,503.17 76,657.07 62,101.08 78,904.78 195,272.02 72,078.64 39,716.21	94,856 81,917 72,257 24,074 6,528 76,657 63,697 78,895 195,409 72,074 39,716	81,762 71,708 72,257 24,074 6,528 76,657 62,418 78,903 195,325 72,078 39,716		(33) (737) (20) (2) 0 (317) 2 (53) 1 0		(33) (737) (20) (2) 0 (317) 2 (53) 1 0	94,869 81,729 70,971 23,919 6,503 76,657 62,101 78,905 195,272 72,079 39,716		9,664 125 638 68 16 173 336 94 247 75 67	9,664 125 638 68 16 173 336 94 247 75 67	1,995 125 638 68 16 173 336 94 247 75 67	03/28/2017 11/17/2014 12/15/2014 09/15/2015 05/16/2016 04/15/2015 08/17/2015 05/22/2014 10/21/2013 07/15/2014 02/20/2014	1FE 1FE 1FE 1FE 1FE 1FE 1FE 1FE 1FE 1FE	
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	2,414,129	2,275,851.14	2,367,525	1,990,235		(4,852)		(4,852)		2,339,887		74,242	74,242	39,919	X X X	X X X
8399997 Subtotal - Bonds - Part 4					X X X	8,264,385	7,864,420.73	8,288,036	4,825,808		(17,907)		(17,907)		8,182,086		82,299	82,299	88,552	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	X X X	X X X
8399999 Subtotal - Bonds					X X X	8,264,385	7,864,420.73	8,288,036	4,825,808		(17,907)		(17,907)		8,182,086		82,299	82,299	88,552	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	X X X	X X X
Common Stock - Industrial and Miscellaneous (Unaffiliated)																					
003830106	ABRAXAS PETROLEUM CORP		09/19/2012	MERRILL LYNCH PIERCE FENN	1,390.000	3,258	X X X	6,116	4,427	1,689			1,689		6,116		(2,859)	(2,859)		X X X	L
02076X102	ALPHA NATURAL RESOURCES INC		07/16/2012	Longbow Securities LLC, J	461.000	3,038	X X X	11,131	4,015	7,116			7,116		11,131		(8,093)	(8,093)		X X X	L
023135106	AMAZON.COM INC		07/12/2012	KNIGHT EQUITY MARKETS L.P	115.000	24,707	X X X	21,890		(4,370)			(4,370)		21,890		2,816	2,816		X X X	L
031162100	AMGEN INC		07/27/2012	CITATION GROUP/BCC CLRG	200.000	16,349	X X X	11,412	14,582	(3,170)			(3,170)		11,412		4,937	4,937		X X X	L
037833100	APPLE INC		09/13/2012	KNIGHT DIRECT LLC, JERSEY	20.000	13,557	X X X	6,673	11,680	(5,007)			(5,007)		6,673		6,884	6,884	53	X X X	L
04269Q100 052800109	ARRIS GROUP INC AUTOLIV INC		09/28/2012 09/14/2012	DAVIDSON(D A) & CO INC, N J P MORGAN SECURITIES INC	810.000 665.000	10,815 40,514	X X X X X X	6,439 26,978	11,267 36,349	(4,828) (9,371)			(4,828) (9,371)		6,439 26,978		4,375 13,536	4,375 13,536		X X X X X X	L L
077454106	BELDEN		08/10/2012	J P MORGAN SECURITIES INC	20.000	697	X X X	418	667	(249)			(249)		418		280	280	1	X X X	L
09061G101	BIOMARIN PHARMACEUTICAL COM		07/18/2012	INVESTMENT TECHNOLOGY GRO	350.000	14,871	X X X	4,499	13,853	(9,354)			(9,354)		4,499		10,372	10,372		X X X	L
111320107 12673P105 14888B103 148887102 124857202	BROADCOM CORP CA INC CATALYST HEALTH SOLUTIONS INC CATAMARAN CORP CBS CORP		09/12/2012 07/27/2012 07/03/2012 07/18/2012 09/20/2012	BAIRD, ROBERT W & CO INC, RBC CAPITAL MARKETS LLC, MERGER WITH SXH HEALTH NON-BROKER TRADE INVESTMENT TECHNOLOGY GRO	690.000 1,145.000 700.000 0.996 485.000	24,601 27,548 22,163 91 17,818	X X X X X X X X X X X X X X X	23,407 25,513 17,045 42 8,822	23,294 31,018 65,408 42 15,898	113 (5,505) (48,363) 42 (7,076)			113 (5,505) (48,363) 42 (7,076)		23,407 25,513 17,045 42 8,822		1,194 2,035 5,118 49 8,997	1,194 2,035 5,118 49 8,997		X X X X X X X X X X X X X X X	L L L L L
151020104	CELGENE CORP		08/15/2012	INVESTMENT TECHNOLOGY GRO	360.000	25,650	X X X	20,135	23,098	(2,963)			(2,963)		20,135		5,515	5,515		X X X	L
168615102	CHICO'S FAS INC		09/06/2012	CANTOR FITZGERALD & CO IN	1,930.000	33,489	X X X	8,067	28,641	(20,574)			(20,574)		8,067		25,421	25,421		X X X	L
184496107 189754104	CLEAN HARBORS INC COACH INC		07/20/2012 08/10/2012	JEFFERIES & CO INC, NEW Y UBS SECURITIES LLC, STAMF	160.000 1,240.000	9,467 69,877	X X X X X X	2,160 83,214	9,027 10,699	(6,867) 10,699			(6,867) 10,699		2,160 83,214		7,307 (13,338)	7,307 (13,338)		X X X X X X	L L

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

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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)
207410101	CONMED CORP		07/27/2012	MORGAN STANLEY & CO																	
228368106	CROWN HOLDINGS		07/19/2012	INC, AVONDALE PARTNERS LLC, NA	200.000	5,168	X X X	4,673	5,534	(861)			(861)		4,673		496	496	30	X X X	L
232572107	CYMER INC		07/10/2012	MORGAN STANLEY & CO	260.000	8,838	X X X	2,697	8,967	(6,271)			(6,271)		2,697		6,141	6,141		X X X	L
23918K108	DAVITA INC		09/21/2012	INC, GOLDMAN SACHS & CO, NY	90.000	5,496	X X X	1,972	5,306	(3,334)			(3,334)		1,972		3,524	3,524		X X X	L
242309102	DEALERTRACK HOLDINGS INC		09/25/2012	INVESTMENT TECHNOLOGY	350.000	35,366	X X X	25,809	34,374	(8,565)			(8,565)		25,809		9,557	9,557		X X X	L
252131107	DEXCOM INC		07/23/2012	GRO LIQUIDNET INC, BROOKLYN	530.000	14,879	X X X	10,461	15,958	(5,497)			(5,497)		10,461		4,418	4,418		X X X	L
256746108	DOLLAR TREE INC		08/17/2012	OPPENHEIMER & CO INC, NEW	200.000	2,447	X X X	552	2,592	(2,040)			(2,040)		552		1,895	1,895		X X X	L
278058102	EATON CORP		09/04/2012	GOLDMAN SACHS & CO, NY	110.000	5,384	X X X	1,046	5,918	(4,872)			(4,872)		1,046		4,338	4,338		X X X	L
278642103	EBAY INC COM		09/05/2012	RBC CAPITAL MARKETS LLC	1,620.000	72,526	X X X	81,233	17,032	(8,707)			(8,707)		81,233		(8,707)	(8,707)	616	X X X	L
33829M101	FIVE BELOW INC		07/19/2012	JEFFERIES & CO INC, NEW Y	360.000	17,035	X X X	6,129	15,124	(8,995)			(8,995)		6,129		10,906	10,906		X X X	L
370334104	GENERAL MILLS INC		08/15/2012	INVESTMENT TECHNOLOGY	30.000	840	X X X	510							510		330	330		X X X	L
371901109	GENTEX CORP		09/24/2012	GRO RBC CAPITAL MARKETS LLC	1,280.000	49,097	X X X	47,923	49,331	(1,408)			(1,408)		47,923		1,174	1,174	422	X X X	L
406216101	HALLIBURTON CO		08/15/2012	INVESTMENT TECHNOLOGY	900.000	16,142	X X X	10,351	14,609	(8,433)			(8,433)		10,351		5,792	5,792	117	X X X	L
427866108	HERSHEY CO/THE		07/12/2012	GRO KNIGHT EQUITY MARKETS	510.000	17,453	X X X	23,266	14,479	8,787			8,787		23,266		(5,813)	(5,813)		X X X	L
444903108	HUMAN GENOME SCIENCES INC		07/31/2012	L.P. NON-BROKER TRADE	300.000	21,579	X X X	16,971	21,609	(4,638)			(4,638)		16,971		4,608	4,608		X X X	L
444859102	HUMANA INC COM		07/19/2012	GOLDMAN SACHS	4,970.000	70,823	X X X	41,807		(23,449)			(23,449)		41,807		29,016	29,016		X X X	L
457153104	INGRAM MICRO INC		08/08/2012	EXECUTION & INVESTMENT TECHNOLOGY	180.000	13,437	X X X	8,145	13,939	(5,794)			(5,794)		8,145		5,292	5,292	4	X X X	L
460146103	INTERNATIONAL PAPER CO		09/19/2012	GRO INVESTMENT TECHNOLOGY	1,490.000	22,483	X X X	28,300		2,270			2,270		28,300		(5,817)	(5,817)		X X X	L
469814107	JACOBS ENGINEERINGS GROUP INC		07/30/2012	KEYBANC CAPITAL	1,460.000	50,000	X X X	48,176		5,967			5,967		48,176		1,824	1,824	29	X X X	L
46625H100	JPMORGAN CHASE & COMPANY		08/09/2012	MARKETS I DEUTSCHE BK SECS INC, NY	90.000	3,526	X X X	782	3,407	(2,625)			(2,625)		782		2,744	2,744		X X X	L
517834107	LAS VEGAS SANDS CORP		07/12/2012	KNIGHT EQUITY MARKETS	700.000	25,856	X X X	22,071	25,011	(2,940)			(2,940)		22,071		3,785	3,785	191	X X X	L
521865204	LEAR CORP		08/01/2012	L.P. KNIGHT EQUITY MARKETS	610.000	23,975	X X X	32,566		6,037			6,037		32,566		(8,590)	(8,590)		X X X	L
526107107	LENNOX INTERNATIONAL INC		07/25/2012	L.P. LIQUIDNET INC, BROOKLYN	370.000	13,266	X X X	18,364	13,960	4,404			4,404		18,364		(5,097)	(5,097)		X X X	L
501889208	LKQ CORP		07/09/2012	UBS SECURITIES LLC, STAMF	130.000	5,594	X X X	4,904	6,062	(1,158)			(1,158)		4,904		690	690	23	X X X	L
57636Q104	MASTERCARD INC		08/02/2012	GRO LIQUIDNET INC, BROOKLYN	150.000	5,075	X X X	2,657	5,005	(2,348)			(2,348)		2,657		2,418	2,418		X X X	L
609839105	MONOLITHIC PWR SYS INC		07/31/2012	LIQUIDNET INC, BROOKLYN	90.000	38,217	X X X	25,633	38,710	(13,077)			(13,077)		25,633		12,584	12,584		X X X	L
671044105	OSI SYSTEMS INC COM		09/25/2012	INVESTMENT TECHNOLOGY	100.000	1,980	X X X	2,377	1,985	392			392		2,377		(397)	(397)		X X X	L
693506107	PPG INDUSTRIES INC		07/27/2012	GRO CREDIT SUISSE, NEW YORK	200.000	15,227	X X X	5,245	12,668	(7,423)			(7,423)		5,245		9,981	9,981		X X X	L
760759100	REPUBLIC SERVICES INC		09/19/2012	DAVIDSON(D A) & CO INC, N	220.000	24,203	X X X	21,714		(1,632)			(1,632)		21,714		2,489	2,489		X X X	L
779376102	ROVI CORP		07/02/2012	WILLIAM BLAIR & CO, CHICA	110.000	3,099	X X X	1,889	2,911	(1,022)			(1,022)		1,889		1,210	1,210	24	X X X	L
78388J106	SBA COMMUNICATIONS CORP COM		09/10/2012	INVESTMENT TECHNOLOGY	370.000	6,950	X X X	5,804	7,259	(1,455)			(1,455)		5,804		1,146	1,146		X X X	L
82967N108	SIRIUS XM RADIO INC		08/27/2012	GRO J P MORGAN SECURITIES	90.000	5,401	X X X	2,924	5,135	(2,211)			(2,211)		2,924		2,477	2,477		X X X	L
78442P106	SLM CORP		08/21/2012	INC INVESTMENT TECHNOLOGY	4,535.000	11,333	X X X	8,466	8,390	76			76		8,466		2,867	2,867		X X X	L
832248108	SMITHFIELD FOODS INC		09/13/2012	GRO WEEDEN & CO, NEW YORK	1,195.000	19,162	X X X	7,831	18,773	(10,943)			(10,943)		7,831		11,332	11,332		X X X	L
854502101	STANLEY BLACK & DECKER INC		09/11/2012	MORGAN STANLEY & CO	410.000	8,348	X X X	5,769	8,868	(3,100)			(3,100)		5,769		2,579	2,579		X X X	L
855030102	STAPLES INC		08/27/2012	INC, INVESTMENT TECHNOLOGY	190.000	13,705	X X X	12,165	12,228	(63)			(63)		12,165		1,540	1,540		X X X	L
78505P100	SXC HEALTH SOLUTIONS CORP		07/11/2012	GRO MERGER WITH CATAMARAN	2,055.000	22,298	X X X	31,479		4,662			4,662		31,479		(9,181)	(9,181)	226	X X X	L
883556102	THERMO FISHER SCIENTIFIC INC		08/15/2012	LIQUIDNET INC, BROOKLYN	435.996	18,480	X X X	18,480							18,480					X X X	L
89417E109	TRAVELERS COS INC/THE		07/31/2012	RBC CAPITAL MARKETS LLC	380.000	21,731	X X X	17,918		(1,808)			(1,808)		17,918		3,813	3,813	49	X X X	L
911312106	UNITED PARCEL SERVICE INC		09/20/2012	ISI GROUP INC, NY	515.000	32,364	X X X	25,733	32,878	(7,144)			(7,144)		25,733		6,630	6,630		X X X	L
984121103	XEROX CORP		07/26/2012	GOLDMAN SACHS	160.000	11,623	X X X	11,971		(631)			(631)		11,971		(348)	(348)	17	X X X	L
	EXECUTION &				3,420.000	22,038	X X X	32,614	26,915	5,699			5,699		32,614		(10,576)	(10,576)	145	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 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 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 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)
98419M100 .	XYLEM INC/NY	...	07/17/2012	GOLDMAN SACHS																	
03524A108 .	ANHEUSER BUSCH INBEV SPN ADR . . .	F	09/18/2012	EXECUTION & J P MORGAN SECURITIES	670.000	15,729	X X X	20,533	16,864	3,669			3,669		20,533		(4,804)	(4,804)		X X X	L
167250109 .	CHICAGO BRIDGE & IRON-NY	F	07/30/2012	INC WELLS FARGO SECURITIES	275.000	23,675	X X X	14,128	21,904	(7,776)			(7,776)		14,128		9,547	9,547		X X X	L
N22717107 .	CORE LABORATORIES	F	07/19/2012	LL WEDBUSH MORGAN SECS	720.000	25,821	X X X	7,236	27,331	(20,095)			(20,095)		7,236		18,585	18,585		X X X	L
G2554F113 .	COVIDIEN PLC	F	09/13/2012	INC, RBC CAPITAL MARKETS LLC.	50.000	5,686	X X X	544	5,795	(5,251)			(5,251)		544		5,143	5,143		X X X	L
G7945M107 .	SEAGATE TECHNOLOGY	F	08/28/2012	WEEDEN & CO, NEW YORK	205.000	11,703	X X X	10,798	10,968	(169)			(169)		10,798		904	904	46	X X X	L
N7902X106 .	SENSATA TECHNOLOGIES HOLDING . . .	F	07/26/2012	LIQUIDNET INC, BROOKLYN	335.000	11,387	X X X	5,871	8,285	(2,414)			(2,414)		5,871		5,516	5,516		X X X	L
H89128104 .	TYCO INTERNATIONAL LTD SHS	F	09/25/2012	CREDIT SUISSE, NEW YORK	380.000	10,516	X X X	10,328	152	152			152		10,328		187	187		X X X	L
G94368100 .	WARNER CHILCOTT PLC CLASS A	F	08/29/2012	KNIGHT EQUITY MARKETS	2,915.000	162,117	X X X	138,775	154,058	(15,282)			(15,282)		138,775		23,342	23,342	729	X X X	L
H27013103 .	WEATHERFORD INTERNATIONL LTD . . .	F	07/13/2012	L.P	1,480.000	24,692	X X X	35,462	26,536	8,926			8,926		35,462		(10,770)	(10,770)		X X X	L
9099999 Subtotal - Common Stock - Industrial and Miscellaneous (Unaffiliated)					3,570.000	42,443	X X X	73,802	45,089	28,713			28,713		73,802		(31,359)	(31,359)		X X X	L
					X X X	1,474,719	X X X	1,280,814	1,047,959	(206,020)			(206,020)		1,280,814		193,906	193,906	3,174	X X X	X X X
Common Stock - Mutual Funds																					
0075W0700 .	ADVISORS/UNITED ASSOC S&P 500																				
INDEX I		...	07/03/2012	NON-BROKER TRADE	12,114.451	121,629	X X X	80,222	120,539	(40,317)			(40,317)		80,222		41,407	41,407		X X X	L
411511306 .	HARBOR INTERNATIONAL	...	07/03/2012	NON-BROKER TRADE	3,852.222	218,190	X X X	154,551	214,607	(60,056)			(60,056)		154,551		63,639	63,639		X X X	L
MUTUAL FND																					
9299999 Subtotal - Common Stock - Mutual Funds					X X X	339,819	X X X	234,773	335,146	(100,373)			(100,373)		234,773		105,046	105,046		X X X	X X X
9799997 Subtotal - Common Stocks - Part 4					X X X	1,814,538	X X X	1,515,587	1,383,105	(306,393)			(306,393)		1,515,587		298,952	298,952	3,174	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	1,814,538	X X X	1,515,587	1,383,105	(306,393)			(306,393)		1,515,587		298,952	298,952	3,174	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	1,814,538	X X X	1,515,587	1,383,105	(306,393)			(306,393)		1,515,587		298,952	298,952	3,174	X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	10,078,924	X X X	9,803,622	6,208,913	(306,393)	(17,907)		(324,300)		9,697,673		381,251	381,251	91,726	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						17,069,499	23,186,696	12,531,903	X X X
Huntington Bank	Maumee, OH						206,233	206,241	206,250	X X X
Bank of New York Mellon	Pittsburg, PA						70,823		104,532	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 ..			17,346,555	23,392,937	12,842,685	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 ..			17,346,555	23,392,937	12,842,685	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 ..			17,346,922	23,393,304	12,843,052	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							

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