



HEALTH QUARTERLY STATEMENT

As of September 30, 2012
of the Condition and Affairs of the

Dental Care Plus, Inc.

NAIC Group Code..... ,
(Current Period) (Prior Period)

NAIC Company Code..... 96265

Employer's ID Number..... 31-1185262

Organized under the Laws of Ohio

State of Domicile or Port of Entry Ohio

Country of Domicile UN

Licensed as Business Type Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized..... January 6, 1986

Commenced Business..... March 1, 1988

Statutory Home Office

100 Crowne Point Place..... Cincinnati OH 45241
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office

100 Crowne Point Place..... Cincinnati OH 45241
(Street and Number) (City or Town, State and Zip Code)

513-554-1100
(Area Code) (Telephone Number)

Mail Address

100 Crowne Point Place..... Cincinnati OH 45241
(Street and Number or P. O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records

100 Crowne Point Place..... Cincinnati OH 45241
(Street and Number) (City or Town, State and Zip Code)

513-554-1100
(Area Code) (Telephone Number)

Internet Web Site Address

www2.Dentalcareplus.com

Statutory Statement Contact

Robert Carr Hodgkins Jr.
(Name)

513-554-1100
(Area Code) (Telephone Number) (Extension)

rhodgkins@dentalcareplus.com
(E-Mail Address)

513-554-3187
(Fax Number)

OFFICERS

Name	Title	Name	Title
1. Anthony A. Cook	President & CEO	2. Robert Carr Hodgkins Jr.	Vice President & CFO
3. Fred Bronson D.D.S.	Secretary	4. Fred H. Peck D.D.S.	Treasurer

OTHER

Timothy P. Berghoff F.S.A., M.A.A.A Consulting Actuary

DIRECTORS OR TRUSTEES

Fred Bronson D.D.S.	Molly Meakin Rogers C.P.A.	Mark Zigoris D.D.S.	James T Foley
Roger Higley D.D.S.	Stephen Schuler D.M.D.	Donald J. Peak C.P.A.	Jack Cook M.H.A.
David A. Kreyling D.M.D.	Fred H. Peck D.D.S.	Michael Carl D.D.S.	James E. Kroeger M.B.A., C.P.A
Anthony A. Cook M.B.A, M.S.			

State of.....
County of.....

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

(Signature)	(Signature)	(Signature)
Anthony A. Cook	Robert Carr Hodgkins Jr.	Fred Bronson D.D.S.
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President & CEO	Vice President & CFO	Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me

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

This day of

b. If no:

1. State the amendment number

2. Date filed

3. Number of pages attached

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.....	4,032,983		4,032,983	4,157,580
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
3. Mortgage loans on real estate:				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....1,340,000 encumbrances).....	499,345		499,345	477,768
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			.0	
5. Cash (\$.....6,902,637), cash equivalents (\$.....0) and short-term investments (\$.....45,136).....	6,947,773		6,947,773	6,369,875
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives.....			.0	
8. Other invested assets.....			.0	
9. Receivables for securities.....			.0	
10. Securities lending reinvested collateral assets.....			.0	
11. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	11,480,101	.0	11,480,101	11,005,223
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	21,006		21,006	39,664
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	608,508		608,508	497,390
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			.0	
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....			.0	
16.2 Funds held by or deposited with reinsured companies.....			.0	
16.3 Other amounts receivable under reinsurance contracts.....			.0	
17. Amounts receivable relating to uninsured plans.....			.0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....	54,248		54,248	
18.2 Net deferred tax asset.....	301,644	63,400	238,244	244,339
19. Guaranty funds receivable or on deposit.....			.0	
20. Electronic data processing equipment and software.....	164,490	99,185	65,305	69,882
21. Furniture and equipment, including health care delivery assets (\$.....0).....	23,366	23,366	.0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
23. Receivables from parent, subsidiaries and affiliates.....	110,629		110,629	
24. Health care (\$.....0) and other amounts receivable.....	2,359		2,359	5,624
25. Aggregate write-ins for other than invested assets.....	50,977	50,977	.0	.0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	12,817,328	236,928	12,580,400	11,862,122
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	12,817,328	236,928	12,580,400	11,862,122

DETAILS OF WRITE-INS

1101. Fair Value of Interest Rate Swap Contract.....			.0	
1102.			.0	
1103.			.0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.0	.0	.0	.0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.0	.0	.0	.0
2501. Prepaid Expenses.....	50,977	50,977	.0	
2502.			.0	
2503.			.0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.0	.0	.0	.0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	50,977	50,977	.0	.0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	2,791,907		2,791,907	2,750,409
2. Accrued medical incentive pool and bonus amounts.....			.0	
3. Unpaid claims adjustment expenses.....	50,803		50,803	51,059
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....			.0	
5. Aggregate life policy reserves.....			.0	
6. Property/casualty unearned premium reserve.....			.0	
7. Aggregate health claim reserves.....			.0	
8. Premiums received in advance.....	1,567,433		1,567,433	1,237,437
9. General expenses due or accrued.....	971,142		971,142	1,197,330
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....			.0	250,685
10.2 Net deferred tax liability.....			.0	
11. Ceded reinsurance premiums payable.....			.0	
12. Amounts withheld or retained for the account of others.....	5,134		5,134	5,134
13. Remittances and items not allocated.....			.0	
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			.0	
15. Amounts due to parent, subsidiaries and affiliates.....	2,403		2,403	4,859
16. Derivatives.....	7,911		7,911	16,354
17. Payable for securities.....			.0	
18. Payable for securities lending.....			.0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers and \$.....0 unauthorized reinsurers).....			.0	
20. Reinsurance in unauthorized companies.....			.0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			.0	
22. Liability for amounts held under uninsured plans.....	249,144		249,144	247,906
23. Aggregate write-ins for other liabilities (including \$.....0 current).....	.0	.0	.0	.0
24. Total liabilities (Lines 1 to 23).....	5,645,877	.0	5,645,877	5,761,173
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	.0	.0
26. Common capital stock.....	XXX	XXX	1,365,663	1,365,663
27. Preferred capital stock.....	XXX	XXX		
28. Gross paid in and contributed surplus.....	XXX	XXX	1,773,089	1,473,089
29. Surplus notes.....	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	.0	.0
31. Unassigned funds (surplus).....	XXX	XXX	3,795,771	3,262,197
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 \$.....0).....	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 \$.....0).....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32).....	XXX	XXX	6,934,523	6,100,949
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	12,580,400	11,862,122

DETAILS OF WRITE-INS

2301. Fair Value of Interest Rate Swap Contract.....			.0	
2302.			.0	
2303.			.0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	.0	.0	.0	.0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	.0	.0	.0	.0
2501.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	.0	.0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX	XXX	.0	.0
3001.				
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	.0	.0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX	XXX	.0	.0

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.....	XXX.....	2,459,355	2,392,678	3,195,557
2. Net premium income (including \$.....0 non-health premium income).....	XXX.....	41,273,040	38,949,094	52,158,616
3. Change in unearned premium reserves and reserve for rate credits.....	XXX.....			
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX.....			
5. Risk revenue.....	XXX.....			
6. Aggregate write-ins for other health care related revenues.....	XXX.....	1,608,329	1,600,300	2,097,394
7. Aggregate write-ins for other non-health revenues.....	XXX.....	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX.....	42,881,369	40,549,394	54,256,010
Hospital and Medical:				
9. Hospital/medical benefits.....		32,444,312	31,686,411	41,784,410
10. Other professional services.....				
11. Outside referrals.....				
12. Emergency room and out-of-area.....				
13. Prescription drugs.....				
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....				
16. Subtotal (Lines 9 to 15).....	0	32,444,312	31,686,411	41,784,410
Less:				
17. Net reinsurance recoveries.....		(154,233)	(177,591)	(219,469)
18. Total hospital and medical (Lines 16 minus 17).....	0	32,598,545	31,864,002	42,003,879
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....85,438 cost containment expenses.....		889,868	786,392	1,091,831
21. General administrative expenses.....		8,647,738	7,907,162	10,345,695
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).....	0	42,136,151	40,557,556	53,441,405
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	745,218	(8,162)	814,605
25. Net investment income earned.....		163,001	126,337	171,485
26. Net realized capital gains (losses) less capital gains tax of \$.....0.....			9,807	11,511
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	163,001	136,144	182,996
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....		(15,182)	(25,235)	(31,203)
29. Aggregate write-ins for other income or expenses.....	0	140	(526)	(702)
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX.....	893,177	102,221	965,696
31. Federal and foreign income taxes incurred.....	XXX.....	330,067	69,841	262,443
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	563,110	32,380	703,253

DETAILS OF WRITE-INS

0601. Self Insured.....	XXX.....	1,608,329	1,600,300	2,097,394
0602.	XXX.....			
0603.	XXX.....			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX.....	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX.....	1,608,329	1,600,300	2,097,394
0701. Other income.....	XXX.....			
0702.	XXX.....			
0703.	XXX.....			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX.....	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above).....	XXX.....	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901. Other income.....		140	(526)	(702)
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	140	(526)	(702)

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	6,100,949	5,514,518	5,514,518
34. Net income or (loss) from Line 32.....	563,110	32,380	703,253
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.....	5,572	4,889	7,448
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	30,598	(1,771)	(25,296)
39. Change in nonadmitted assets.....	(65,706)	(123,493)	(98,974)
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.....	300,000		
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.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	833,574	(87,995)	586,431
49. Capital and surplus end of reporting period (Line 33 plus 48).....	6,934,523	5,426,523	6,100,949

DETAILS OF WRITE-INS

4701. Prior year reclass of Issuance cost to unassigned funds.....			
4702. Common Stock Subscriptions.....			
4703. Common Stock Repurchased and Retired.....			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above).....	0	0	0

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.....	41,491,918	38,850,982	51,852,545
2. Net investment income.....	261,832	182,973	309,597
3. Miscellaneous income.....	1,608,329	1,635,245	2,097,394
4. Total (Lines 1 through 3).....	43,362,079	40,669,200	54,259,536
5. Benefit and loss related payments.....	32,557,047	31,672,812	41,980,683
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	9,777,854	9,114,281	11,323,040
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....	635,000		(42,614)
10. Total (Lines 5 through 9).....	42,969,901	40,787,093	53,261,109
11. Net cash from operations (Line 4 minus Line 10).....	392,178	(117,893)	998,427
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	721,189	2,879,084	3,497,202
12.2 Stocks.....			
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....			
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	721,189	2,879,084	3,497,202
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	561,396	3,078,987	4,129,949
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....	7,443	4,052	4,052
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....			
13.7 Total investments acquired (Lines 13.1 to 13.6).....	568,839	3,083,039	4,134,001
14. Net increase (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	152,350	(203,955)	(636,799)
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.....	300,000		
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).....	(266,630)	(182,965)	(307,593)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	33,370	(182,965)	(307,593)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	577,898	(504,813)	54,035
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	6,369,875	6,315,840	6,315,840
19.2 End of period (Line 18 plus Line 19.1).....	6,947,773	5,811,027	6,369,875

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.....	267,926					267,926				
2. First Quarter.....	273,041					273,041				
3. Second Quarter.....	272,515					272,515				
4. Third Quarter.....	274,092					274,092				
5. Current Year.....	0									
6. Current Year Member Months.....	0									
Total Member Ambulatory Encounters for Period:										
7. Physician.....	0									
8. Non-Physician.....	0									
9. Total.....	0	0	0	0	0	0	0	0	0	0
10. Hospital Patient Days Incurred.....	0									
11. Number of Inpatient Admissions.....	0									
12. Health Premiums Written (a).....	41,273,040					41,273,040				
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	41,603,036					41,603,036				
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	32,395,636					32,395,636				
18. Amount Incurred for Provision of Health Care Services.....	32,444,312					32,444,312				

(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees \$.0.

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

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims Unpaid (Reported)						
IBNR.....	2,224,892	273,037	117,637	62,926	113,415	2,791,907
0199999. Individually Listed Claims Unpaid.....	2,224,892	273,037	117,637	62,926	113,415	2,791,907
0499999. Subtotals.....	2,224,892	273,037	117,637	62,926	113,415	2,791,907
0799999. Total Claims Unpaid.....						2,791,907

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 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....					0	
2. Medicare Supplement.....					0	
3. Dental only.....	2,635,008	29,922,039	13,109	2,778,798	2,648,117	2,750,409
4. Vision only.....					0	
5. Federal Employees Health Benefits Plan.....					0	
6. Title XVIII - Medicare.....					0	
7. Title XIX - Medicaid.....					0	
8. Other health.....					0	
9. Health subtotal (Lines 1 to 8).....	2,635,008	29,922,039	13,109	2,778,798	2,648,117	2,750,409
10. Healthcare receivables (a).....					0	
11. Other non-health.....					0	
12. Medical incentive pools and bonus amounts.....					0	
13. Totals (Lines 9-10+11+12).....	2,635,008	29,922,039	13,109	2,778,798	2,648,117	2,750,409

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

No significant change from December 31, 2011 and the statement has been completed in accordance with the *Accounting Practices and Procedures Manual*.

Note 2 - Accounting Changes and Corrections of Errors

Not applicable. Dental Care Plus, Inc. ("DCP") had no accounting changes or corrections of errors to report.

Note 3 - Business Combinations and Goodwill

Not applicable

Note 4 - Discontinued Operations

Not applicable

Note 5 - Investments

Not applicable. The Company did not have any investments in mortgage loans, debt restructuring, reverse mortgages, loan backed securities, or repurchase agreements for the nine months ended September 30, 2012.

Note 6 - Joint Ventures, Partnerships and Limited Liability Companies

Not Applicable. The Company has no Joint Ventures, Partnerships or Limited Liability Companies that exceed 10% of its admitted assets for the nine months ended September 30, 2012.

Note 7 - Investment Income

Not applicable. The Company did not have any excluded (nonadmitted) investment income due and accrued for the nine months ended September 30, 2012.

Note 8 - Derivative Instruments

No significant change.

Note 9 - Income Taxes

No significant change.

Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

No significant change.

Note 11 - Debt

No significant change.

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

Effective July 1, 2005, the Company no longer has employees and the services are rendered by the employees of DCP Holding Company.

Note 13 - Capital and Surplus, Shareholders’ Dividend Restrictions and Quasi-Reorganizations

No significant change.

Note 14 - Contingencies

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 15 - Leases

No significant change.

Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

The Company does not have any Financial Instruments that pose Off-Balance Sheet Risk or Financial Instruments with Concentrations of Credit Risk.

Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

The Company did not have securities sold and reacquired within 30 days of the sales.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No significant change.

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

No significant change.

Note 20 - Fair Value

The Company classifies the assets and liabilities that require measurement of fair value on a recurring basis based on the priority of the observable and market-based sources of data into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are as follows:

- Level 1 – Valuations based on quoted prices in active markets for identical assets or liabilities that the entity has the ability to access.
- Level 2 – Valuations based on significant other observable inputs other than those included in Level 1 such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable data for substantially the full term of the assets or liabilities.
- Level 3 – Valuations based on unobservable inputs such as when observable inputs are not available or inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

NOTES TO FINANCIAL STATEMENTS

The following table presents for each of the fair value levels, the Company’s assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2012 and December 31, 2011:

	September 30, 2012			December 31, 2011		
	Level 1	Level 2	Total Balance	Level 1	Level 2	Total Balance
Assets:						
Cash — Federally-Insured certificates of deposits		\$ 50,000	\$ 50,000		\$ 50,000	\$ 50,000
Short-term investments — Money market funds	\$ 45,136		45,136	\$ 34,840		34,840
Total	45,136	50,000	95,136	34,840	50,000	84,840
Liabilities:						
Derivative—						
Interest rate contract (Note 5)		7,911	7,911		16,354	16,354
Total	\$	7,911	7,911	\$	16,354	16,354

The Company measures fair value using the following valuation methodologies. The Company uses quoted market prices to determine the fair value of exchange-traded money market securities; such items are classified as Level 1. The remainder of the short-term investments is fair valued using a discounted cash flow method whereby the significant observable inputs include the maturity date and the interest rate yield; such items are classified as Level 2 of the fair-value hierarchy. The Company obtains a price from an independent vendor to determine the fair value of the interest rate swap. The independent vendor uses a discounted cash flow method whereby the significant observable inputs include the replacement interest rates of similar swap instruments in the market and swap curves; such items are classified as Level 2 of the fair value hierarchy. The Company did not have any transfers between Level 1 and 2 for the nine months ended September 30, 2012 and 2011. The Company did not have any Level 3 investments at September 30, 2012 and December 31, 2011.

Note 21 - Other Items

No significant change.

Note 22 - Events Subsequent

DCP has no subsequent events to report.

Note 23 - Reinsurance

No significant change.

Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not applicable.

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

No significant change.

Note 26 - Intercompany Pooling Arrangements

Not applicable.

Note 27 - Structured Settlements

Not applicable.

Note 28 - Health Care Receivables

Not applicable.

Note 29 - Participating Policies

Not applicable.

NOTES TO FINANCIAL STATEMENTS

Note 30 - Premium Deficiency Reserves

No significant change.

Note 31 - Anticipated Salvage and Subrogation

Not applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

1.1

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

Yes [☐]

No [☒ X]

1.2

If yes, has the report been filed with the domiciliary state?

Yes [☐]

No [☐]

2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐]

No [☒ X]

2.2

If yes, date of change:

.....

3.

Have there been any substantial changes in the organizational chart since the prior quarter end?
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 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	2	3
Name of Entity	NAIC Company Code	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 [☒ X]

N/A [☐]

6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2009.....

6.2

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

12/31/2009.....

6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

4/11/2011.....

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 [☒ X]

No [☐]

N/A [☐]

6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☒ X]

No [☐]

N/A [☐]

7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

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 the 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	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

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]

Q11

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - 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: \$.....110,629

PART 1 - 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:

	1	2
	Prior Year-End	Current Quarter
	Book/Adjusted Carrying Value	Book/Adjusted Carrying Value
14.21 Bonds.....	\$0	\$0
14.22 Preferred Stock.....	\$0	\$0
14.23 Common Stock.....	\$0	\$0
14.24 Short-Term Investments.....	\$0	\$0
14.25 Mortgage Loans on Real Estate.....	\$0	\$0
14.26 All Other.....	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above.....	\$0	\$0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
If no, attach a description with this statement.

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
Farmer's Bank (Kentucky)	#1 Farmer's Bank Plaza, Frankfort, KY 40601
Key Bank -(Indiana and Ohio)	5181 Natorp Blvd, Suite 510, Mason, OH 45040
Fifth Third Securities, Inc.	38 Fountain Sq. Plaza, Cincinnati, OH 45263
UBS Financial Securities	8044 Montgomery Rd, Cincinnati, OH 45236

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, broker/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

PART 1 - INVESTMENT

- 17.1

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

Yes ☒ [X]

No ☐ []
- 17.2

If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1.	Operating Percentages:		
1.1	A&H loss percent		0.0 %
1.2	A&H cost containment percent		0.0 %
1.3	A&H expense percent excluding cost containment expenses		0.0 %
2.1	Do you act as a custodian for health savings accounts?	Yes [☐]	No [☒ X]
2.2	If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3	Do you act as an administrator for health savings accounts?	Yes [☐]	No [☒ X]
2.4	If yes, please provide the amount of 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)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 through 7	9 Deposit-Type Contracts
1. Alabama.....AL	...N							0	
2. Alaska.....AK	...N							0	
3. Arizona.....AZ	...N							0	
4. Arkansas.....AR	...N							0	
5. California.....CA	...N							0	
6. Colorado.....CO	...N							0	
7. Connecticut.....CT	...N							0	
8. Delaware.....DE	...N							0	
9. District of Columbia.....DC	...N							0	
10. Florida.....FL	...N							0	
11. Georgia.....GA	...N							0	
12. Hawaii.....HI	...N							0	
13. Idaho.....ID	...N							0	
14. Illinois.....IL	...N							0	
15. Indiana.....IN	...L							0	
16. Iowa.....IA	...N							0	
17. Kansas.....KS	...N							0	
18. Kentucky.....KY	...L	6,798,199						6,798,199	
19. Louisiana.....LA	...N							0	
20. Maine.....ME	...N							0	
21. Maryland.....MD	...N							0	
22. Massachusetts.....MA	...N							0	
23. Michigan.....MI	...N							0	
24. Minnesota.....MN	...N							0	
25. Mississippi.....MS	...N							0	
26. Missouri.....MO	...N							0	
27. Montana.....MT	...N							0	
28. Nebraska.....NE	...N							0	
29. Nevada.....NV	...N							0	
30. New Hampshire.....NH	...N							0	
31. New Jersey.....NJ	...N							0	
32. New Mexico.....NM	...N							0	
33. New York.....NY	...N							0	
34. North Carolina.....NC	...N							0	
35. North Dakota.....ND	...N							0	
36. Ohio.....OH	...L	34,313,314						34,313,314	
37. Oklahoma.....OK	...N							0	
38. Oregon.....OR	...N							0	
39. Pennsylvania.....PA	...N							0	
40. Rhode Island.....RI	...N							0	
41. South Carolina.....SC	...N							0	
42. South Dakota.....SD	...N							0	
43. Tennessee.....TN	...N							0	
44. Texas.....TX	...N							0	
45. Utah.....UT	...N							0	
46. Vermont.....VT	...N							0	
47. Virginia.....VA	...N							0	
48. Washington.....WA	...N							0	
49. West Virginia.....WV	...N							0	
50. Wisconsin.....WI	...N							0	
51. Wyoming.....WY	...N							0	
52. American Samoa.....AS	...N							0	
53. Guam.....GU	...N							0	
54. Puerto Rico.....PR	...N							0	
55. U.S. Virgin Islands.....VI	...N							0	
56. Northern Mariana Islands.....MP	...N							0	
57. Canada.....CN	...N							0	
58. Aggregate Other alien.....OT	...XXX	0	0	0	0	0	0	0	0
59. Subtotal.....	...XXX	41,111,513	0	0	0	0	0	41,111,513	0
60. Reporting entity contributions for Employee Benefit Plans.....	...XXX							0	
61. Total (Direct Business).....	(a).....3	41,111,513	0	0	0	0	0	41,111,513	0

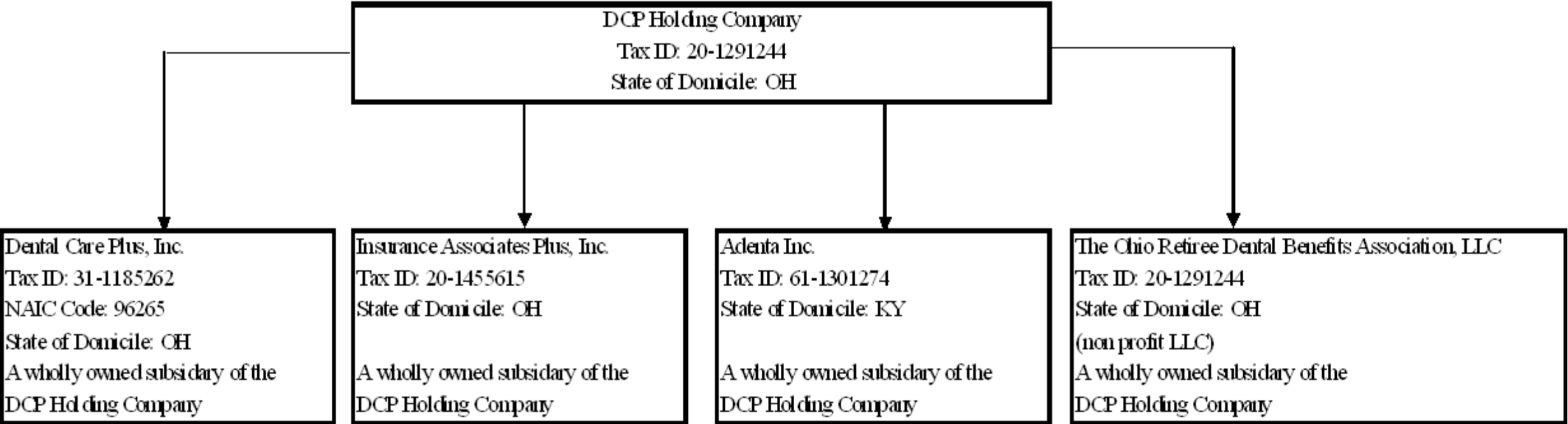
DETAILS OF WRITE-INS

5801.								0	
5802.								0	
5803.								0	
5898. Summary of remaining write-ins for line 58 from overflow page.....		0	0	0	0	0	0	0	0
5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above).....		0	0	0	0	0	0	0	0

(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

Q15



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
.....			#####				DCP Holding Company.....	OH.....	UDP.....	.....	Other.....	.....	.....	.....
.....			#####				Insurance Associates Plus, Inc.....	OH.....	IA.....	DCP Holding Company.....	Ownership.....	..100.000	DCP Holding Company.....	.....
.....			#####				Adenta, Inc.....	OH.....	IA.....	DCP Holding Company.....	Ownership.....	..100.000	DCP Holding Company.....	.....
.....			#####				OH Retiree Dental Benefits Assoc., LLC.....	OH.....	IA.....	DCP Holding Company.....	Ownership.....	..100.000	DCP Holding Company.....	.....

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.

	Response
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

Explanation:

1.

Bar Code:



Dental Care Plus, Inc.

Overflow Page for Write-Ins

Additional Write-ins for Statement of Revenue:

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
4704. Rounding Adjustment.....	.....	.....	.....
4797. Summary of remaining write-ins for Line 47.....	0	0	0

Dental Care Plus, Inc.
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.....	477,768	454,519
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....	7,443	4,052
3. Current year change in encumbrances.....	90,000	120,000
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		
6. Total foreign exchange change in book/adjusted carrying value.....		
7. Deduct current year's other than temporary impairment recognized.....		
8. Deduct current year's depreciation.....	75,866	100,803
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	499,345	477,768
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	499,345	477,768

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.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and mortgage interest points and commitment fees.....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Total valuation allowance.....		
13. Subtotal (Line 11 plus Line 12).....	0	0
14. Deduct total nonadmitted amounts.....		
15. Statement value at end of current period (Line 13 minus Line 14).....	0	0

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.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and depreciation.....		
9. Total foreign exchange change in book/adjusted carrying value.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted amounts.....		
13. Statement value at end of current period (Line 11 minus Line 12).....	0	0

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.....	4,157,580	3,541,966
2. Cost of bonds and stocks acquired.....	561,396	4,129,949
3. Accrual of discount.....	501	1,324
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....	39,503	17,442
6. Deduct consideration for bonds and stocks disposed of.....	721,189	3,497,202
7. Deduct amortization of premium.....	4,808	35,899
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).....	4,032,983	4,157,580
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	4,032,983	4,157,580

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).....	3,317,402	227,665	377,906	196,533	3,254,767	3,317,402	3,363,694	3,492,148
2. Class 2 (a).....	624,885	40,212	15,660	(187)	625,132	624,885	649,250	625,378
3. Class 3 (a).....	74,899	20,039	74,899		74,897	74,899	20,039	74,894
4. Class 4 (a).....								
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	4,017,186	287,916	468,465	196,346	3,954,796	4,017,186	4,032,983	4,192,420
PREFERRED STOCK								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	4,017,186	287,916	468,465	196,346	3,954,796	4,017,186	4,032,983	4,192,420

(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 \$.....0; 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.....	45,136	XXX.....		14	

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.....	34,840	514,108
2. Cost of short-term investments acquired.....	10,296	30,621
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....		509,889
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	45,136	34,840
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	45,136	34,840

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1.	Book/adjusted carrying value, December 31, prior year (Line 9, prior year).....	(16,354)
2.	Cost paid/(consideration received) on additions.....	
3.	Unrealized valuation increase (decrease).....	8,443
4.	Total gain (loss) on termination recognized.....	
5.	Considerations received (paid) on terminations.....	
6.	Amortization.....	
7.	Adjustment to the book/adjusted carrying value of hedge item.....	
8.	Total foreign exchange change in book/adjusted carrying value.....	
9.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 + 7 + 8).....	(7,911)
10.	Deduct nonadmitted assets.....	
11.	Statement value at end of current period (Line 9 minus Line 10).....	(7,911)

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1.	Book/adjusted carrying value, December 31, prior year.....	
2.	Net cash deposits (Section 1, Broker Name/Net Cash Deposits Footnote).....	
3.1	Change in variation margin on open contracts.....	
3.2	Add:	
	Change in adjustment to basis of hedged item:	
3.21	Section 1, Column 17, current year to date minus.....	
3.22	Section 1, Column 17, prior year.....	0
	Change in amount recognized:	
3.23	Section 1, Column 16, current year to date minus.....	
3.24	Section 1, Column 16, prior year.....	0
3.3	Subtotal (Line 3.1 minus Line 3.2).....	0
4.1	Variation margin on terminated contracts during the year.....	
4.2	Less:	
4.21	Amount used to adjust basis of hedged item.....	
4.22	Amount recognized.....	0
4.3	Subtotal (Line 4.1 minus Line 4.2).....	0
5.	Dispositions gains (losses) on contracts terminated in prior year:	
5.1	Recognized.....	
5.2	Used to adjust basis of hedged items.....	
6.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3.3 - 4.3 - 5.1 - 5.2).....	0
7.	Deduct nonadmitted assets.....	
8.	Statement value at end of current period (Line 6 minus Line 7).....	0

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

SCHEDULE DB - VERIFICATION

Verification of Book/Adjusted Carrying Value, Fair Value and Potential Exposure of all Open Derivative Contracts

Book/Adjusted Carrying Value Check

1.	Part A, Section 1, Column 14.....	(7,911)
2.	Part B, Section 1, Column 14.....	
3.	Total (Line 1 plus Line 2).....	(7,911)
4.	Part D, Column 5.....	
5.	Part D, Column 6.....	(7,911)
6.	Total (Line 3 minus Line 4 minus Line 5).....	0

Fair Value Check

7.	Part A, Section 1, Column 16.....	(7,911)
8.	Part B, Section 1, Column 13.....	
9.	Total (Line 7 plus Line 8).....	(7,911)
10.	Part D, Column 8.....	
11.	Part D, Column 9.....	(7,911)
12.	Total (Line 9 minus Line 10 minus Line 11).....	0

Potential Exposure Check

13.	Part A, Section 1, Column 21.....	
14.	Part B, Section 1, Column 19.....	
15.	Part D, Column 11.....	
16.	Total (Line 13 plus Line 14 minus Line 15).....	0

Sch. E-Verification
NONE

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1	2			3	4	5	6	7	8	9	10
CUSIP Identification	Description			Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous											
38143A YB 5	Goldman Sachs Bk USA 1.15%.....				...08/08/2012	Fifth Third Bank, Cincinnati OH.....		200,000	200,000		1.....
46625H JA 9	JP Morgan Chase.....				...08/02/2012	UBS Financial Services, Cincinnati OH.....		21,098	20,000	56	1.....
693476 BM 4	PNC FNDG Corp.....				...08/03/2012	UBS Financial Services, Cincinnati OH.....		21,309	20,000	209	1.....
05531F AL 7	BB&T Corp MED Term NTS.....				...08/07/2012	UBS Financial Serviices, Cincinnati OH.....		19,963	20,000		1.....
713448 CB 2	Pepsico Inc.....				...08/09/2012	UBS Financial Serviices, Cincinnati OH.....		19,897	20,000		1.....
61744Y AD 0	Morgan Stanley.....				...08/14/2012	UBS Financial Serviices, Cincinnati OH.....		21,430	20,000	162	1.....
25459H BE 4	Direct TV Holdings.....				...08/20/2012	UBS Financial Serviices, Cincinnati OH.....		20,528	20,000	217	2.....
172967 FW 6	Citigroup Inc NTS.....				...08/22/2012	UBS Financial Serviices, Cincinnati OH.....		21,570	20,000	116	1.....
03523T BN 7	Anheuser-Busch Inbev.Wor.....				...08/23/2012	UBS Financial Serviices, Cincinnati OH.....		20,198	20,000	32	1.....
36962G 5N 0	Genl Elect Cap Corp.....				...08/31/2012	UBS Financial Serviices, Cincinnati OH.....		21,241	20,000	84	1.....
345397 WD 1	Ford Motor Credit.....				...09/05/2012	UBS Financial Serviices, Cincinnati OH.....		20,178	20,000	138	3.....
428236 BW 2	Hewlett Packard.....				...09/12/2012	UBS Financial Serviices, Cincinnati OH.....		20,089	20,000	260	2.....
58933Y AC 9	Merck & Co.....				...09/13/2012	UBS Financial Serviices, Cincinnati OH.....		19,949	20,000		1.....
084664 BS 9	Berkshire Hathway.....				...09/17/2012	UBS Financial Serviices, Cincinnati OH.....		20,476	20,000	108	1.....
06051G EQ 8	Bank of America Corp.....				...09/25/2012	UBS Financial Serviices, Cincinnati OH.....		21,441	20,000	6	1.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....							489,367	480,000	1,388	XXX.....
8399997.	Total - Bonds - Part 3.....							489,367	480,000	1,388	XXX.....
8399999.	Total - Bonds.....							489,367	480,000	1,388	XXX.....
9999999.	Total - Bonds, Preferred and Common Stocks.....							489,367	XXX.....	1,388	XXX.....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

SCHEDULE D - PART 4

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

1	2		3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
											11	12	13	14	15							
CUSIP Identification	Description		F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Desig- nation or Market Indicator (a)

Bonds - Industrial and Miscellaneous

Q E 0 5	029912	BE	1	Amer Tower Corp.....	.....	07/27/2012	sold.....	.....	.....85,837	75,000	74,894	.....	.....	.....(5)	(5)	74,900	.....	.....9,887	9,887	2,520	.....	3.....
	458140	AJ	9	Intel Corp.....	.....	07/27/2012	sold.....	.....	.....138,110	125,000	124,703	124,711	.....	.....(15)	(15)	124,726	.....	.....12,079	12,079	2,200	.....	1.....
	883556	AZ	5	Thermo Fischer Scientific.....	.....	07/27/2012	sold.....	.....	.....54,648	50,000	52,204	52,170	.....	.....113	113	52,057	.....	.....1,780	1,780	895	.....	1.....
	94974B	FC	9	Wells Fargo & Co.....	.....	07/27/2012	sold.....	.....	.....75,305	70,000	71,390	.....	.....	.....15	15	71,374	.....	.....2,985	2,985	.....	.....	1.....
	931142	CU	5	Wal-Mart Stores Inc.....	.....	07/27/2012	sold.....	.....	.....141,902	125,000	130,234	130,050	.....	.....301	301	129,749	.....	.....11,914	11,914	4,532	.....	1.....
	94707V	AA	8	Weatherford Int.....	.....	07/27/2012	sold.....	.....	.....16,751	15,000	18,000	18,000	.....	.....335	335	15,660	.....	.....858	858	810	.....	2.....
				.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....0	.....	.....	.....	.....	.....0	.....	.....	.....
				.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....0	.....	.....	.....	.....	.....0	.....	.....	.....
				.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....0	.....	.....	.....	.....	.....0	.....	.....	.....
				.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....0	.....	.....	.....	.....	.....0	.....	.....	.....
				.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....0	.....	.....	.....	.....	.....0	.....	.....	.....
3899999.	Total - Bonds - Industrial & Miscellaneous.....								512,553	460,000	471,425	324,931	0	744	0	468,466	0	39,503	39,503	10,957	XXX...	..XXX...
8399997.	Total - Bonds - Part 4.....								512,553	460,000	471,425	324,931	0	744	0	468,466	0	39,503	39,503	10,957	XXX...	..XXX...
8399999.	Total - Bonds.....								512,553	460,000	471,425	324,931	0	744	0	468,466	0	39,503	39,503	10,957	XXX...	..XXX...
9999999.	Total - Bonds, Preferred and Common Stocks.....								512,553	XXX.....	471,425	324,931	0	744	0	468,466	0	39,503	39,503	10,957	XXX...	..XXX...

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

SCHEDULE DB - PART A - SECTION 1

Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23
Description	Description of Items Hedged or Used for Income Generation	Schedule /Exhibit Identifier	Type(s) of Risk	Exchange or Counterparty	Trade Date	Date of Maturity or Expiration	Number of Contracts	Notional Amount	Strike Price, Rate of Indexed Received (Paid)	Prior Year Initial Cost of Premium (Received) Paid	Current Year Initial Cost of Premium (Received) Paid	Current Year Income	Book/ Adjusted Carrying Value	Code	Fair Value	Unrealized Valuation Increase (Decrease)	Total Foreign Exchange Change in B./A.C.V.	Current Year's (Amortization) Accretion	Adjustment to Carrying Value of Hedged Items	Potential Exposure	Credit Quality of Reference Entity	Hedge Effectiveness at Inception and at Quarter-end (a)

Swaps - Hedging Effective - Interest Rate

Variable to fixed interest rate swap.	Mortgage interest rate swap.....	q.....	Interest.....	Fifth Third Bank, Cincinnati OH	.06/02/2003	.06/12/2013	.....	1,500,000	4.95 (fixed).....	.....	.....	.....	.....	(7,911)	.....	(7,911)	.....	8,443	.....	.....	.....
0859999. Total-Swaps-Hedging Effective-Interest Rate.....										0	0	0	0	(7,911)	XXX	(7,911)	.....	8,443	0	0	0
0909999. Total-Swaps-Hedging Effective.....										0	0	0	0	(7,911)	XXX	(7,911)	.....	8,443	0	0	0
1159999. Total-Swaps-Interest Rate.....										0	0	0	0	(7,911)	XXX	(7,911)	.....	8,443	0	0	0
1209999. Total-Swaps.....										0	0	0	0	(7,911)	XXX	(7,911)	.....	8,443	0	0	0
1399999. Total-Hedging Effective.....										0	0	0	0	(7,911)	XXX	(7,911)	.....	8,443	0	0	0
1449999. TOTAL.....										0	0	0	0	(7,911)	XXX	(7,911)	.....	8,443	0	0	0

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

SCHEDULE DB - PART D

Counterparty Exposure for Derivative Instruments Open as of Current Statement Date

1	2	3	4	Book Adjusted Carrying Value			Fair Value			11	12
				5	6	7	8	9	10		
Description Counterparty or Exchange Traded	Master Agreement (Y or N)	Credit Support Annex (Y or N)	Fair Value of Acceptable Collateral	Contracts With Book Adjusted Carrying Value > 0	Contracts With Book Adjusted Carrying Value < 0	Exposure Net of Collateral	Contracts With Fair Value > 0	Contracts With Fair Value < 0	Exposure Net of Collateral	Potential Exposure	Off-Balance Sheet Exposure
NAIC 1 Designation											
Fifth Third Bank, Cincinnati OH.....	Y.....	...Y.....	2,417,460	.....	.....(7,911)	0	.....	.....(7,911)	0	.....	.....0
0299999. Total NAIC 1 Designation.....			2,417,460	0	(7,911)	0	0	(7,911)	0	0	0
0899999. Totals.....			2,417,460	0	(7,911)	0	0	(7,911)	0	0	0

Sch. DL-Pt. 1
NONE

Sch. DL-Pt. 2
NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	

Open Depositories

Fifth Third Bank, Cincinnati OH Depository Account	Commercial								
					5,749,420	6,152,938	6,437,767	XXX..	
					716,659	542,250	464,870	XXX..	
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	0	0	6,466,079	6,695,188	6,902,637	XXX..	
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	0	0	6,466,079	6,695,188	6,902,637	XXX..	
0599999. Total Cash.....	...XXX.....	...XXX.....	0	0	6,466,079	6,695,188	6,902,637	XXX..	

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