



ANNUAL STATEMENT

For the Year Ending December 31, 2012

OF THE CONDITION AND AFFAIRS OF THE

Gateway Health Plan of Ohio, Inc.

NAIC Group Code 0812 , 0812 NAIC Company Code 12325 Employer's ID Number 30-0282076
(Current Period) (Prior Period)

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[] Property/Casualty[] Hospital, Medical & Dental Service or Indemnity[]
 Dental Service Corporation[] Vision Service Corporation[] Health Maintenance Organization[X]
 Other[] Is HMO Federally Qualified? Yes[] No[] N/A[X]

Incorporated/Organized 11/05/2004 Commenced Business 09/01/2005

Statutory Home Office 600 Grant St Fl 41, US Steel Tower , Pittsburgh, PA, US 15219-2713
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 600 Grant St Fl 41, US Steel Tower
(Street and Number)
Pittsburgh, PA, US 15219-2713 (412)255-4640
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 600 Grant St Fl 41, US Steel Tower , Pittsburgh, PA, US 15219-2713
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records c/o Thompson Hine LLP, 41 S High St, Suite 1700
(Street and Number)
Columbus, OH, US 43215-6101 (614)469-3268
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.gatewayhealthplan.com

Statutory Statement Contact Cecil Eric Huss (412)255-1315
(Name) (Area Code)(Telephone Number)(Extension)
ehuss@gatewayhealthplan.com (412)255-4670
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title
Charles Michael Blackwood	President
Karen Arcidiacono Barringer	Secretary
Cecil Eric Huss	Treasurer

OTHERS - VICE PRESIDENTS

Cecil Eric Huss Marcia Ann Martin Michael Anthony Madden MD Janice Lynn Prewitt #	Margaret Rose Worek Karen Arcidiacono Barringer Augustine Odiaka Ifedirah
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BOARD OF DIRECTORS

Nanette Paden DeTurk Mark Thomas Bullock Joseph Hugh Bradley	Horatio Ray Welch Jr. Michael George Warfel Deborah Lynn Rice #
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State of Pennsylvania
 County of Allegheny 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)
 Charles Michael Blackwood
(Printed Name)
 1.
 President
(Title)

(Signature)
 Karen Arcidiacono Barringer
(Printed Name)
 2.
 Secretary
(Title)

(Signature)
 Cecil Eric Huss
(Printed Name)
 3.
 Treasurer
(Title)

Subscribed and sworn to before me this _____ day of _____, 2013

- 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)

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1-2)	4 Net Admitted Assets
1. Bonds (Schedule D)	455,182		455,182	458,191
2. Stocks (Schedule D)				
2.1 Preferred stocks				
2.2 Common Stocks				
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens				
3.2 Other than first liens				
4. Real estate (Schedule A):				
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 (\$.....2,323 Schedule E Part 1), cash equivalents (\$.....0 Schedule E Part 2) and short-term investments (\$.....1,934,864 Schedule DA)	1,937,187		1,937,187	1,933,966
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives (Schedule DB)				
8. Other invested assets (Schedule BA)				
9. Receivables for securities				
10. Securities Lending Reinvested Collateral Assets (Schedule DL)				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	2,392,369		2,392,369	2,392,157
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	9,101		9,101	9,112
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection				
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				
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset				
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets (\$.....0)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	50		50	
24. Health care (\$.....0) and other amounts receivable				145
25. Aggregate write-ins for other than invested assets				
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	2,401,520		2,401,520	2,401,414
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	2,401,520		2,401,520	2,401,414
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.				
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)				

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)				
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses				
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserves				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	14,111		14,111	13,715
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15. Amounts due to parent, subsidiaries and affiliates				
16. Derivatives				
17. Payable for securities				
18. Payable for securities lending				
19. Funds held under reinsurance treaties (with \$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers)				
20. Reinsurance in unauthorized and certified (\$.....0) companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans				
23. Aggregate write-ins for other liabilities (including \$.....0 current)				
24. TOTAL Liabilities (Lines 1 to 23)	14,111		14,111	13,715
25. Aggregate write-ins for special surplus funds	X X X	X X X		
26. Common capital stock	X X X	X X X	1,500	1,500
27. Preferred capital stock	X X X	X X X		
28. Gross paid in and contributed surplus	X X X	X X X	4,034,735	4,034,735
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	(1,648,826)	(1,648,536)
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	X X X	X X X		
33. TOTAL Capital and Surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	2,387,409	2,387,699
34. TOTAL Liabilities, Capital and Surplus (Lines 24 and 33)	X X X	X X X	2,401,520	2,401,414
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		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months	X X X		
2. Net premium income (including \$.....0 non-health premium income)	X X X		1,270
3. Change in unearned premium reserves and reserve 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		1,270
Hospital and Medical:			
9. Hospital/medical benefits			(11,102)
10. Other professional services			
11. Outside referrals			
12. Emergency room and out-of-area			
13. Prescription drugs		54	
14. Aggregate write-ins for other hospital and medical			
15. Incentive pool, withhold adjustments and bonus amounts			
16. Subtotal (Lines 9 to 15)		54	(11,102)
Less:			
17. Net reinsurance recoveries			
18. TOTAL Hospital and Medical (Lines 16 minus 17)		54	(11,102)
19. Non-health claims (net)			
20. Claims adjustment expenses, including \$.....0 cost containment expenses			
21. General administrative expenses		1,663	1,044
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)		1,717	(10,058)
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(1,717)	11,328
25. Net investment income earned (Exhibit of Net Investment Income, Line 17)		1,428	5,574
26. Net realized capital gains (losses) less capital gains tax of \$.....0			
27. Net investment gains (losses) (Lines 25 plus 26)		1,428	5,574
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]			(1,420)
29. Aggregate write-ins for other income or expenses			
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	(289)	15,482
31. Federal and foreign income taxes incurred	X X X		
32. Net income (loss) (Lines 30 minus 31)	X X X	(289)	15,482
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 (Line 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. Write-off claims software costs			
2902. Sanctions			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page			
2999. TOTALS (Line 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL & SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year	2,387,699	3,967,739
34. Net income or (loss) from Line 32	(289)	15,482
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		
37. Change in net unrealized foreign exchange capital gain or (loss)		
38. Change in net deferred income tax		
39. Change in nonadmitted assets		4,478
40. Change in unauthorized and certified 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		(1,600,000)
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)	(289)	(1,580,040)
49. Capital and surplus end of reporting year (Line 33 plus 48)	2,387,410	2,387,699
DETAILS OF WRITE-INS		
4701.		
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page		
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)		

CASH FLOW

		1	2
		Current Year	Prior Year
Cash from Operations			
1.	Premiums collected net of reinsurance		(20,703)
2.	Net investment income	4,843	8,087
3.	Miscellaneous income		
4.	Total (Lines 1 through 3)	4,843	(12,616)
5.	Benefit and loss related payments	(91)	(3,575)
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	1,663	140,153
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)		
10.	Total (Lines 5 through 9)	1,572	136,578
11.	Net cash from operations (Line 4 minus Line 10)	3,271	(149,194)
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds		
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)		
13.	Cost of investments acquired (long-term only):		
13.1	Bonds		
13.2	Stocks		
13.3	Mortgage loans		
13.4	Real estate		
13.5	Other invested assets		
13.6	Miscellaneous applications		
13.7	Total investments acquired (Lines 13.1 to 13.6)		
14.	Net increase (decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)		
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		(1,600,000)
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)	(50)	(2,406)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(50)	(1,602,406)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	3,221	(1,751,600)
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	1,933,966	3,685,566
19.2	End of year (Line 18 plus Line 19.1)	1,937,187	1,933,966

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

20.0001			
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ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income										
2. Change in unearned premium reserves and reserve for rate credit										
3. Fee-for-service (net of \$.....0 medical expenses)										X X X
4. Risk revenue										X X X
5. Aggregate write-ins for other health care related revenues										X X X
6. Aggregate write-ins for other non-health care related revenues		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
7. TOTAL Revenues (Lines 1 to 6)										
8. Hospital/medical benefits										X X X
9. Other professional services										X X X
10. Outside referrals										X X X
11. Emergency room and out-of-area										X X X
12. Prescription drugs	54						54			X X X
13. Aggregate write-ins for other hospital and medical										X X X
14. Incentive pool, withhold adjustments and bonus amounts										X X X
15. Subtotal (Lines 8 to 14)	54						54			X X X
16. Net reinsurance recoveries										X X X
17. TOTAL Hospital and Medical (Lines 15 minus 16)	54						54			X X X
18. Non-health claims (net)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
19. Claims adjustment expenses including \$.....0 cost containment expenses										
20. General administrative expenses	1,663						1,536	127		
21. Increase in reserves for accident and health contracts										X X X
22. Increase in reserves for life contracts		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
23. TOTAL Underwriting Deductions (Lines 17 to 22)	1,717						1,590	127		
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	(1,717)						(1,590)	(127)		
DETAILS OF WRITE-INS										
0501.										X X X
0502.										X X X
0503.										X X X
0598. Summary of remaining write-ins for Line 5 from overflow page										X X X
0599. TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)										X X X
0601.		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0602.		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0603.		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0698. Summary of remaining write-ins for Line 6 from overflow page		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
1301. DME										X X X
1302.										X X X
1303.										X X X
1398. Summary of remaining write-ins for Line 13 from overflow page										X X X
1399. TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)										X X X

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

	1	2	3	4
Line of Business	Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Columns 1 + 2 - 3)
1. Comprehensive (hospital and medical) .....	.....	.....	.....	.....
2. Medicare Supplement .....	.....	.....	.....	.....
3. Dental only .....	.....	.....	.....	.....
4. Vision only .....	.....	.....	.....	.....
5. Federal Employees Health Benefits Plan .....	.....	.....	.....	.....
6. Title XVIII - Medicare	NONE			.....
7. Title XIX - Medicaid	NONE			.....
8. Other health	NONE			.....
9. Health subtotal (Lines 1 through 8) .....	.....	.....	.....	.....
10. Life .....	.....	.....	.....	.....
11. Property/casualty .....	.....	.....	.....	.....
12. TOTALS (Lines 9 to 11) .....	.....	.....	.....	.....

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct	54						54			
1.2 Reinsurance assumed										
1.3 Reinsurance ceded										
1.4 Net	54						54			
2. Paid medical incentive pools and bonuses										
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct										
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net										
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct										
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net										
5. Accrued medical incentive pools and bonuses, current year										
6. Net healthcare receivables (a)										
7. Amounts recoverable from reinsurers December 31, current year										
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct										
8.2 Reinsurance assumed										
8.3 Reinsurance ceded										
8.4 Net										
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct										
9.2 Reinsurance assumed										
9.3 Reinsurance ceded										
9.4 Net										
10. Accrued medical incentive pools and bonuses, prior year										
11. Amounts recoverable from reinsurers December 31, prior year										
12. Incurred benefits:										
12.1 Direct	54						54			
12.2 Reinsurance assumed										
12.3 Reinsurance ceded										
12.4 Net	54						54			
13. Incurred medical incentive pools and bonuses										

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

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Compre- hensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct										
1.2 Reinsurance assumed										
1.3 Reinsurance ceded										
1.4 Net										
2. Incurred but Unreported:										
2.1 Direct										
2.2 Reinsurance assumed										
2.3 Reinsurance ceded										
2.4 Net										
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct										
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net										
4. TOTALS										
4.1 Direct										
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net										

N O N E

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	54				54	
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	54				54	
10. Healthcare receivables (a)						
11. Other non-health						
12. Medical incentive pool and bonus amounts						
13. TOTALS (Lines 9 - 10 + 11 + 12)	54				54	

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

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Grand Total

Section A - Paid Health Claims

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	1,794	1,911	1,908	1,907	1,907
2.	2008	131	190	190	190	190
3.	2009	X X X	508	550	547	547
4.	2010	X X X	X X X			
5.	2011	X X X	X X X	X X X		
6.	2012	X X X	X X X	X X X	X X X	

Section B - Incurred Health Claims

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	1,931	1,911	1,908	1,907	1,907
2.	2008	339	192	190	190	190
3.	2009	X X X	711	562	547	547
4.	2010	X X X	X X X			
5.	2011	X X X	X X X	X X X		
6.	2012	X X X	X X X	X X X	X X X	

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred		1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1.	2008	351	190	72	37.895	262	74.644			262	74.644
2.	2009	660	547			547	82.879			547	82.879
3.	2010										
4.	2011										
5.	2012										

12 Total

- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Hospital and Medical . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Hospital and Medical . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Hospital and Medical . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP NONE

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XVIII - Medicare

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	3	3	3	3	3
2. 2008	131	190	190	190	190
3. 2009	X X X	508	550	547	547
4. 2010	X X X	X X X			
5. 2011	X X X	X X X	X X X		
6. 2012	X X X	X X X	X X X	X X X	

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	5	3	3	3	3
2. 2008	339	192	190	190	190
3. 2009	X X X	711	562	547	547
4. 2010	X X X	X X X			
5. 2011	X X X	X X X	X X X		
6. 2012	X X X	X X X	X X X	X X X	

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2008	351	190	18	9.474	208	59.259			208	59.259
2. 2009	660	547			547	82.879			547	82.879
3. 2010										
4. 2011										
5. 2012										

12 Title XVIII-Medicare

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XIX - Medicaid

Section A - Paid Health Claims

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	1,791	1,908	1,905	1,904	1,904
2. 2008					
3. 2009	X X X				
4. 2010	X X X	X X X			
5. 2011	X X X	X X X	X X X		
6. 2012	X X X	X X X	X X X	X X X	

Section B - Incurred Health Claims

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior	1,926	1,908	1,905	1,904	1,904
2. 2008					
3. 2009	X X X				
4. 2010	X X X	X X X			
5. 2011	X X X	X X X	X X X		
6. 2012	X X X	X X X	X X X	X X X	

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1. 2008			54		54				54	
2. 2009										
3. 2010										
4. 2011										
5. 2012										

12 Title XIX-Medicaid

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Other NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur Claims - Other NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Other NONE

13 Underwriting Invest Exh Pt 2D - A & H Reserve NONE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$.....0 for occupancy of own building)					
2. Salaries, wages and other benefits					
3. Commissions (less \$.....0 ceded plus \$.....0 assumed)					
4. Legal fees and expenses			978		978
5. Certifications and accreditation fees					
6. Auditing, actuarial and other consulting services					
7. Traveling expenses					
8. Marketing and advertising			250		250
9. Postage, express and telephone			170		170
10. Printing and office supplies					
11. Occupancy, depreciation and amortization					
12. Equipment					
13. Cost or depreciation of EDP equipment and software					
14. Outsourced services including EDP, claims, and other services			265		265
15. Boards, bureaus and association fees					
16. Insurance, except on real estate					
17. Collection and bank service charges				11,568	11,568
18. Group service and administration fees					
19. Reimbursements by uninsured plans					
20. Reimbursements from fiscal intermediaries					
21. Real estate expenses					
22. Real estate taxes					
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes					
23.2 State premium taxes					
23.3 Regulatory authority licenses and fees					
23.4 Payroll taxes					
23.5 Other (excluding federal income and real estate taxes)					
24. Investment expenses not included elsewhere				8,523	8,523
25. Aggregate write-ins for expenses					
26. TOTAL Expenses Incurred (Lines 1 to 25)			1,663	20,091	(a) 21,754
27. Less expenses unpaid December 31, current year			11,829	2,282	14,111
28. Add expenses unpaid December 31, prior year			11,829	1,886	13,715
29. Amounts receivable relating to uninsured plans, prior year					
30. Amounts receivable relating to uninsured plans, current year					
31. TOTAL Expenses Paid (Lines 26 minus 27 plus 28 minus 29 plus 30)			1,663	19,695	21,358
DETAILS OF WRITE-INS					
2501.					
2502.					
2503.					
2598. Summary of remaining write-ins for Line 25 from overflow page					
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)					

(a) Includes management fees of \$.....0 to affiliates and \$.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a)	21,168
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a)	
1.3 Bonds of affiliates	(a)	
2.1 Preferred stocks (unaffiliated)	(b)	
2.11 Preferred stocks of affiliates	(b)	
2.2 Common stocks (unaffiliated)		
2.21 Common stocks of affiliates		
3. Mortgage loans	(c)	
4. Real estate	(d)	
5. Contract loans		
6. Cash, cash equivalents and short-term investments	(e)	351
7. Derivative instruments	(f)	
8. Other invested assets		
9. Aggregate write-ins for investment income		
10. Total gross investment income		21,519
11. Investment expenses		(g) 20,091
12. Investment taxes, licenses and fees, excluding federal income taxes		(g)
13. Interest expense		(h)
14. Depreciation on real estate and other invested assets		(i)
15. Aggregate write-ins for deductions from investment income		
16. Total deductions (Lines 11 through 15)		20,091
17. Net Investment income (Line 10 minus Line 16)		1,428

DETAILS OF WRITE-INS

0901.		
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page		
0999. TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)		
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		
1599. TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above)		

- (a) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
- (b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.
- (c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
- (d) Includes \$.....0 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.
- (e) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.
- (f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.
- (g) Includes \$.....0 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.
- (i) Includes \$.....0 depreciation on real estate and \$.....0 depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1	2	3	4	5
	Realized Gain (Loss) on Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds					
1.1 Bonds exempt from U.S. tax					
1.2 Other bonds (unaffiliated)					
1.3 Bonds of affiliates					
2.1 Preferred stocks (unaffiliated)					
2.11 Preferred stocks of affiliates					
2.2 Common stocks (unaffiliated)					
2.21 Common stocks of affiliates					
3. Mortgage loans					
4. Real estate					
5. Contract loans					
6. Cash, cash equivalents and short-term investments					
7. Derivative instruments					
8. Other invested assets					
9. Aggregate write-ins for capital gains (losses)					
10. Total capital gains (losses)					
DETAILS OF WRITE-INS					
0901.					
0902.					
0903.					
0998. Summary of remaining write-ins for Line 9 from overflow page					
0999. TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above)					

NONE

16 Exhibit of Nonadmitted Assets NONE

17 Exhibit 1 - Enrollment By Product Type NONE

18 Exhibit 2 - Accident and Health Premiums NONE

19 Exhibit 3 - Health Care Receivables NONE

20 Exhibit 4 - Claims Unpaid NONE

Notes to Financial Statements

1. Summary of Significant Accounting Policies

- A. The accompanying financial statements of Gateway Health Plan of Ohio, Inc. (“GHPOI”) are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance (“the Department”). The Department recognizes only statutory accounting practices prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under Ohio insurance law and regulations. The National Association of Insurance Commissioners’ (“NAIC”) Accounting Practices and Procedures Manual, (“NAIC SAP”) has been adopted as a component of prescribed or permitted practices by the State of Ohio.

A reconciliation of GHPOI’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	2012	2011
NET INCOME				
(1)	State basis (Page 4, Line 32, Columns 2 & 3)	OH	(\$289)	\$15,482
(2)	State Prescribed Practices that increase/(decrease) NAIC SAP:			
(201)				
(299)	Total			
(3)	State Permitted Practices that increase/(decrease) NAIC SAP:			
(301)				
(399)	Total			
(4)	NAIC SAP (1-2-3=4)		(\$289)	\$15,482
SURPLUS				
(5)	State basis (Page 3, Line 33, Columns 3 & 4)	OH	\$2,387,409	\$2,387,699
(6)	State Prescribed Practices that increase/(decrease) NAIC SAP:			
(601)				
(699)	Total			
(7)	State Permitted Practices that increase/(decrease) NAIC SAP:			
(701)				
(799)	Total			
(8)	NAIC SAP (5-6-7=8)		\$2,387,409	\$2,387,699

- B. Preparation of the 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 policies that materially affect assets, liabilities, capital and surplus or results of operations include: GHPOI is currently in a run-off status for services it provided for Medicare managed care under contract with Centers for Medicare & Medicaid Services (“CMS”).

In addition, GHPOI uses the following accounting policies:

- (1) Short-term investments are stated at amortized cost.
- (2) Bonds are stated at amortized cost using the scientific interest method.
- (3) GHPOI does not hold common stocks.
- (4) GHPOI does not hold preferred stocks.
- (5) GHPOI does not hold any mortgage loans on real estate.
- (6) GHPOI does not hold any loan-backed securities.
- (7) GHPOI does not hold any investments in subsidiaries, controlled or affiliated investments.

Notes to Financial Statements

(8) GHPOI does not hold any investments in joint ventures, partnerships and limited liability companies.

(9) GHPOI does not hold any derivatives instruments.

(10) GHPOI does not have any premium deficiency reserves.

(11) GHPOI does not have any outstanding claims or claim adjustment expenses.

(12) GHPOI has not modified its capitalization policy from the prior period.

(13) GHPOI does not have pharmaceutical rebate receivables.

2. Accounting Changes and Corrections of Errors

A. None.

3. Business Combinations and Goodwill

A. No statutory purchases occurred as of December 31, 2012.

B. No statutory mergers occurred as of December 31, 2012.

C. No transactions involving assumption of reinsurance occurred as of December 31, 2012.

D. GHPOI did not have, and therefore did not record impairment losses as of December 31, 2012.

4. Discontinued Operations

In March 2009, GHPOI notified CMS of its intention to discontinue its Medicare Assured operations in Ohio. GHPOI's members were disenrolled from the plan as of January 1, 2010. GHPOI has accrued for anticipated medical expenses (IBNR), claims processing expenses, and administrative expenses related to the discontinuation of operations. GHPOI's Medicare Assured operations have been classified as Discontinued Operations and will be reported consistently with its reporting of continuing operations. At the time of this statement, there have been no transactions recorded outside of those that would arise during continuing operations. Therefore, there is no balance sheet or income statement impact at this time.

5. Investments

A. Mortgage Loans – Not Applicable.

B. Debt Restructuring – Not Applicable.

C. Reverse Mortgages – Not Applicable.

D. Loan-Backed Securities – Not Applicable.

E. Repurchase Agreements – Not Applicable.

F. Real Estate – Not Applicable.

G. Low Income Housing Tax Credits – Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

A. GHPOI has no investments in joint ventures, partnerships, or limited liability companies.

B. Not applicable.

7. Investment Income

A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due are excluded.

B. No investment income was excluded from the financial statements.

8. Derivative Instruments

None

9. Income Taxes

SSAP No. 101 became effective January 1, 2012 and included revised disclosure requirements. Calendar year 2011 data has been revised where necessary to follow the SSAP No. 101 disclosure requirements to allow for better comparison. In revising the calendar year 2011 information no amounts have been recalculated or changed.

Notes to Financial Statements

A. The components of the net deferred tax asset/(liability) at December 31 are as follows:

1.

	Description	12/31/2012			12/31/2011			Change		
		1 Ordinary	2 Capital	3 (Col. 1 + 2) Total	4 Ordinary	5 Capital	6 (Col. 4 + 5) Total	7 (Col. 1 - 4) Ordinary	8 (Col. 2 - 5) Capital	9 (Col. 7 + 8) Total
a.	Gross Deferred Tax Assets	561,640	0	561,640	562,743	0	562,743	(1,103)	0	(1,103)
b.	Statutory Valuation Allowance Adjustments	561,640	0	561,640	562,743	0	562,743	(1,103)	0	(1,103)
c.	Adjusted Gross Deferred Tax Assets (1a - 1b)	0	0	0	0	0	0	0	0	0
d.	Deferred Tax Assets Non-admitted	0	0	0	0	0	0	0	0	0
e.	Subtotal Net Admitted Deferred Tax Asset (1c - 1d)	0	0	0	0	0	0	0	0	0
f.	Deferred Tax Liabilities	0	0	0	0	0	0	0	0	0
g.	Net Admitted Deferred Tax Asset/(Net Deferred Tax Liability) (1e - 1f)	0	0	0	0	0	0	0	0	0

2.

	Description	12/31/2012			12/31/2011			Change		
		1 Ordinary	2 Capital	3 (Col. 1 + 2) Total	4 Ordinary	5 Capital	6 (Col. 4 + 5) Total	7 (Col. 1 - 4) Ordinary	8 (Col. 2 - 5) Capital	9 (Col. 7 + 8) Total
a.	Federal Income Taxes Paid In Prior Years Recoverable Through Loss Carrybacks	0	0	0	0	0	0	0	0	0
b.	Adjusted Gross Deferred Tax Assets Expected To Be Realized (Excluding The Amount Of Deferred Tax Assets From 2a Above) After Application of the Threshold Limitation (The Lesser of 2b1 and 2b2 below)	0	0	0	0	0	0	0	0	0
b1.	Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
b2.	Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
c.	Adjusted Gross Deferred Tax Assets (Excluding The Amount Of Deferred Tax Assets From 2a and 2b Above) Offset by Gross Deferred Tax Liabilities	0	0	0	0	0	0	0	0	0
d.	Deferred Tax Assets Admitted as the result of application of SSAP No. 101 Total (2a + 2b - 2c)	0	0	0	0	0	0	0	0	0

3.

	Description	2012	2011
a.	Ratio Percentage Used To Determine Recovery Period And Threshold Limitation Amount	388%	388%
b.	Amount Of Adjusted Capital And Surplus Used To Determine Recovery Period And Threshold Limitation in 2(b)2 Above	2,387,410	2,369,607

4. Impact of Tax Planning Strategies

(c) For the years ending December 31, 2012 and 2011, GHPOI has not employed any tax planning strategies to admit deferred tax assets.

B. For the years ending December 31, 2012 and 2011, GHPOI does not have situations where DTL's are not recognized for amounts described in paragraph 31 of FAS 109.

Notes to Financial Statements

C. Current income taxes incurred consist of the major components:

	Description	1	2	3
		12/31/2012	12/31/2011	(Col. 1 – 2) Change
1.	Current Income Tax	0	0	0
a.	Federal	0	0	0
b.	Foreign	0	0	0
c.	Subtotal	0	0	0
d.	Federal income tax on net capital gains	0	0	0
e.	Utilization of capital loss carry-forwards	0	0	0
f.	Other	(1,201)	0	(1,201)
g.	Federal and foreign income taxes incurred	(1,201)	0	(1,201)
2.	Deferred Tax Assets:	0	0	0
a.	Ordinary	0	0	0
1.	Discounting of unpaid losses	0	0	0
2.	Unearned premium reserve	0	0	0
3.	Policyholder reserves	0	0	0
4.	Investments	0	0	0
5.	Deferred acquisition costs	0	0	0
6.	Policyholder dividends accrual	0	0	0
7.	Fixed assets	0	0	0
8.	Compensation and benefits accrual	0	0	0
9.	Pension accrual	0	0	0
10.	Receivables – nonadmitted	0	0	0
11.	Net operating loss carry-forward	515,503	514,257	1,246
12.	Tax credit carry-forward	0	0	0
13.	Other (including items < 5% of total ordinary tax assets)	46,137	48,486	(2,349)
99.	Subtotal	561,640	562,743	(1,103)
b.	Statutory valuation allowance adjustment	(561,640)	(562,743)	1,103
c.	Nonadmitted	0	0	0
d.	Admitted ordinary deferred tax assets (2a99 – 2b – 2c)	0	0	0
e.	Capital:	0	0	0
1.	Investments	0	0	0
2.	Net capital loss carry-forward	0	0	0
3.	Real estate	0	0	0
4.	Other (including items < 5% of total capital tax assets)	0	0	0
99.	Subtotal	0	0	0
f.	Statutory valuation allowance adjustment	0	0	0
g.	Nonadmitted	0	0	0
h.	Admitted capital deferred tax assets (2e99 – 2f – 2g)	0	0	0
i.	Admitted deferred tax assets (2d + 2h)	0	0	0
3.	Deferred Tax Liabilities:	0	0	0
a.	Ordinary	0	0	0
1.	Investments	0	0	0
2.	Fixed assets	0	0	0
3.	Deferred and uncollected premium	0	0	0
4.	Policyholder reserves	0	0	0
5.	Other (including items < 5% of total ordinary tax liabilities)	0	0	0
99.	Subtotal	0	0	0
b.	Capital:	0	0	0
1.	Investments	0	0	0
2.	Real estate	0	0	0
3.	Other (including items < 5% of total capital tax liabilities)	0	0	0
99.	Subtotal	0	0	0
c.	Deferred tax liabilities (3a99 + 3b99)	0	0	0
4.	Net deferred tax assets/liabilities (2i – 3c)	0	0	0

D. Reconciliation of total statutory income taxes reported to tax at statutory tax rate:

	<u>2012</u>	<u>2011</u>	<u>Change</u>
Adjusted gross deferred tax assets	-	-	-
Total deferred tax liabilities	-	-	-
Net deferred tax assets / (liabilities)	-	-	-
Tax effect of unrealized gains / (losses)			-
Change in net deferred income tax			-

Notes to Financial Statements

The provision for federal and foreign income taxes incurred is different from that which would be obtained by applying the statutory Federal income tax rate to income before income taxes. The significant items causing this difference are as follows:

	<u>2012</u>	<u>2011</u>
Provision computed at statutory rate	\$ (98)	\$ 5,264
Change in temporary differences recorded		
directly to surplus	(1,103)	(6,939)
Change in valuation allowance	0	1,522
Other	<u>0</u>	<u>153</u>
	<u>\$ (1,201)</u>	<u>\$ 0</u>
Federal and foreign income taxes incurred	\$ (1,201)	\$ 0
Change in net deferred income taxes	<u>0</u>	<u>0</u>
Total statutory income taxes	<u>\$ (1,201)</u>	<u>\$ 0</u>

E. Carryforwards, recoverable taxes, and IRC §6603 deposits:

- (1) GHPOI has net operating loss carryforwards of \$1,516,196 which will expire in varying amounts beginning in 2026 through 2032. A valuation allowance exists on the net operating losses as GHPOI does not expect to use the losses.

GHPOI has AMT credit carryforwards of \$1,527,195 which does not expire.

GHPOI has charitable contribution carryforwards of \$6,000 which will expire in 2013.

- (2) The following is income tax expense for 2012, 2011 and 2010 that is available for recoupment in the event of future net losses:

<u>Year</u>	<u>Ordinary</u>	<u>Capital</u>	<u>Total</u>
2010	-	-	-
2011	-	-	-
2012	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>

- (3) GHPOI has not made any deposits admitted under Section 6603 of the Internal Revenue Service Code.

F. GHPOI's federal income tax return is not consolidated with any other entities.

G. GHPOI does not anticipate that any significant increase or decrease to unrecognized tax benefits will be recorded in 2013.

10. Information Concerning Parent, Subsidiaries and Affiliates

A. GHPOI is a wholly owned subsidiary of GHP,LP.

GHP,LP is a limited partnership; its general partners are Highmark Ventures Inc., formerly known as Alliance Ventures Inc., a subsidiary of Highmark Inc ("Highmark") and Mercy Health Plan. The limited partners are Highmark and Mercy Health Plan – see Schedule Y for organizational structure. GHPOI files the statutory statements using Highmark's NAIC group code.

B&C GHPOI paid an extraordinary dividend to GHP,LP on May 3, 2011, totaling \$1,600,000.

D. An inter-company receivable between GHPOI and Gateway Health Plan, Inc. ("GHPI") totaled \$50 at December 31, 2012 and \$0 at December 31, 2011. The balance represents inter-company activity in the normal course of business.

E. None.

Notes to Financial Statements

- F. During 2012 GHPOI and GHP,LP operated under a Program Services Agreement. GHP,LP is to provide the following broad outline of services per the agreement: general administration, specific finance functions, claims services, member education, member services, regulatory reporting, provider services, utilization management, case management, quality assurance and improvement, credentialing, grievance and appeals, and use/advancing of relationships and goodwill.
- G. GHPOI is a wholly owned subsidiary of GHP,LP. GHP,LP is a limited partnership; its general partners are Highmark Ventures Inc., formally known as Alliance Ventures Inc. (a subsidiary of Highmark) and Mercy Health Plan. The limited partners are Highmark and Mercy Health Plan.
- H. GHPOI has no ownership in upstream entities.
- I. GHPOI has no investments in SCA entities.
- J. GHPOI has no investments in SCA entities.
- K. GHPOI has no investments in foreign SCA entities.
- L. GHPOI has no investments in downstream non-insurance holding companies.

11. Debt

- A - B. GHPOI has no capital note obligations.

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

GHPOI has no Retirement Plan, Deferred Compensation Plan or Post-Retirement Plan.

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

- (1) GHPOI has 1,500 shares of common stock issued and outstanding at December 31, 2012 with a par value of \$1.00 each. No preferred stock has been issued by GHPOI.
- (2) GHPOI has no preferred stock outstanding.
- (3) There are no restrictions placed on GHPOI's surplus, except risk-based capital requirements imposed by the NAIC, the Department, and GHPOI's regulatory agreement.
- (4) GHPOI paid an extraordinary dividend to GHP,LP on May 3, 2011, totaling \$1,600,000.
- (5) Ordinary Dividend Restrictions – Not Applicable
- (6) There were no restrictions placed on the GHPOI's surplus, including for whom the surplus is being held.
- (7) GHPOI has no advances of surplus not repaid nor does GHPOI hold stock of affiliated companies for specific reasons.
- (8) The amount of stock held by the GHPOI for special purposes is \$0.
- (9) There were no changes in the balance of special surplus funds from the prior year.
- (10) Unassigned funds (surplus) were not changed by unrealized gains and losses.
- (11) GHPOI has no surplus notes.
- (12) No quasi-reorganizations have taken place as of December 31, 2012.

14. Contingencies

Not Applicable.

15. Leases

GHPOI has no leases.

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

Not applicable.

Notes to Financial Statements

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

- A. Not applicable.
- B. Not applicable.
- C. No wash sales.

18. Gains or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

- A) ASO Plans – None
- B) ASC Plans – None
- C) Medicare or Similarly Structured Cost Based Reimbursement Contract
 - a. GHPOI has recorded no Medicare Part D at December 31, 2012.
 - b. As of December 31, 2012, GHPOI has recorded receivables from the following payor whose account balances are greater than 10% of GHPOI's amounts receivable from uninsured accident and health plans or \$10,000: Not Applicable
 - c. GHPOI has recorded no Medicare Part D allowances and reserves for adjustment of recorded revenues at December 31, 2012.
 - d. GHPOI has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

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

Not Applicable.

20. Fair Value Measurements

(A)

(1) Fair Value Measurements at Reporting Date

	Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a.	Assets at fair value	0	0	0	0
01		0	0	0	0
02		0	0	0	0
99	Subtotal – Assets at fair value	0	0	0	0
b.	Liabilities at fair value	0	0	0	0
01		0	0	0	0
02		0	0	0	0
99	Subtotal – Liabilities at fair value	0	0	0	0

(2) Fair Value Measurements in (Level 3) of the Fair Value – None

(3) GHPOI's policy for determining when transfers between levels are recognized is determined at the end of the reporting period.

(4) In accordance with SSAP No. 100, financial assets and liabilities recorded at fair value in the statements of assets, liabilities, capital and surplus are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Input levels, as defined by NAIC SAP, are as follows:

Level 1 – Pricing inputs are based on unadjusted quoted market prices for identical financial assets in active markets. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are based on other than quoted prices in active markets included in Level 1 that are observable unadjusted quoted market prices for similar financial assets or liabilities in active markets or quoted market prices for identical assets in inactive markets.

Notes to Financial Statements

Level 3 – Pricing inputs include unobservable inputs that are supported by little or no market activity that reflect management’s best estimate of what market participants would use in pricing the asset at the measurement date.

The following methods and assumptions were used to determine the fair value of each class of the following assets and liabilities recorded at fair value in the statements of assets, liabilities, capital and surplus:

GHPOI has not valued any securities at a Level 3.

Short-term securities – Short-term securities include Class 1 and exempt money market accounts, and securities with a maturity of less than one year but greater than 90 days at the date of purchase. Fair values of short-term securities are based on quoted market prices, where available. These fair values are obtained primarily from a third party pricing service, which generally use Level 1 or Level 2 inputs, for the determination of fair value to facilitate fair value measurements and disclosures. U.S. Government securities represent Level 1 securities, while Level 2 securities include corporate securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates, and prepayment speeds.

Bonds – Fair values are based on quoted market prices, where available. These fair values are obtained primarily from a third party pricing service, which generally uses Level 1 or Level 2 inputs for the determination of fair value to facilitate fair value measurements and disclosures. Level 2 securities primarily include corporate securities, securities from states, municipalities, and political subdivisions and mortgage-backed securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds.

GHPOI uses a third party pricing service to obtain quoted prices for each security. The third party service provides pricing based on recent trades of the specific security or like securities, as well as a variety of valuation methodologies for those securities where an observable market price may not exist. The third party service may derive pricing for Level 2 securities from market corroborated pricing, matrix pricing, and inputs such as yield curves and indices. Pricing for Level 3 securities may be obtained from investment managers for private placements or derived from discounted cash flows, or ratio analysis and price comparisons of similar companies. GHPOI performs an analysis of reasonableness of the prices received for fair value by monitoring month-to-month fluctuations and determining reasons for significant differences, selectively testing fair values against prices obtained from other sources, and comparing the combined fair value of a class of assets against an appropriate index benchmark. There were no adjustments to quoted market prices obtained from third party pricing services during the period ended September 30, 2012 that were material to the statutory financial statements.

(5) Derivative assets and liabilities- None

B. Fair Value Information under SSAP No. 100 combined with Fair Value information Under Other Account Pronouncements – None.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	578,812	455,182	578,812			
Short Term	1,934,864	1,934,864	1,934,864			

D. Not Practicable to Estimate Fair Value – None.

Notes to Financial Statements

21. Other Items

- A. Extraordinary items – Approval was obtained from the Ohio Department of Insurance of a \$1,600,000 extraordinary dividend from GHPOI to GHP, LP during the second quarter 2011. The funding for this dividend occurred on May 3, 2011.
- B. Troubled Debt Restructuring Debtors – None
- C. Other Disclosures – Other Disclosures – In October 2011, GHPOI’s ultimate parent company, Highmark, entered into an agreement with West Penn Allegheny Health System, Inc. (“WPAHS”) with respect to a proposed affiliation between the parties. In accordance with the agreement, upon closing of the affiliation, Highmark and WPAHS and their respective subsidiaries, including GHP,LP, would be under the common control of a single ultimate parent company. In September 2012, prior to consummation of the affiliation, WPAHS delivered a notice to Highmark asserting that WPAHS was discharged from performing its obligations under the agreement due to an alleged breach of the agreement by Highmark. In November 2012, the Court of Common Pleas of Allegheny County determined that WPAHS’s termination was improper and enjoined WPAHS from engaging in conduct in violation of the agreement. In January 2013, Highmark and WPAHS amended the agreement. Closing of the affiliation is subject to various conditions precedent, including receipt of all necessary regulatory approvals. Such approvals include approvals by applicable insurance regulatory authorities of the change of control of Highmark and its insurance subsidiaries, including GHPOI, that will result from closing of the proposed transaction.
- D. Nature of any portion of the balance that is reasonably possible to be uncollectible – None
- E. Business Interruption Insurance Recoveries – None
- F. State Transferable Tax Credit – None
- G. Subprime-Mortgage-Related Risk Exposure – None
- H. Retained Assets – None

22. Events Subsequent

Type I. – Recognized Subsequent Events

Subsequent events have been considered through 2/28/2013 for the statutory statement issued on December 31, 2012.

None

Type II. – Nonrecognized Subsequent Events

Subsequent events have been considered through 2/28/2013 for the statutory statement issued on December 31, 2012.

None

23. Reinsurance

- A. Reinsurance Ceded – None
- B. Uncollectible Reinsurance – None
- C. Commutation of Ceded Reinsurance - None

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

Not Applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses

There were no reserves as of December 31, 2011. As of December 31, 2012, \$54 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. There are no reserves remaining for prior years. Therefore, there has been a \$54 unfavorable prior-year development between December 31, 2011 and December 31, 2012. These changes are generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

Notes to Financial Statements

26. Inter-company Pooling Arrangements

Not Applicable.

27. Structured Settlements

Not applicable for Health entities.

28. Healthcare Receivables

A. Pharmacy Rebate Receivable:

The rebates accrued were an estimate based on historical rebates received per member per month (PMPM) and current volume.

GHPOI was primarily responsible for billing the rebates; however, Argus Health Systems, Inc. (“Argus”) was responsible for billing a few of the manufacturers directly. The majority of pharmacies sent payment for the rebates to GHPOI via wire-transfer.

Quarter	Estimated Rebates as Reported on FS *	Rebates Billed or Confirmed **	Actual Rebates Received Within		
			90 Days of Billing	91-180 Days of Billing	> 180 days Days of Billing
12/31/12	0	0	0	0	0
09/30/12	0	0	0	0	0
06/30/12	0	0	0	0	0
03/31/12	0	0	0	0	0
12/31/11	0	0	0	0	0
09/30/11	0	0	0	0	0
06/30/11	0	0	0	0	0
03/31/11	0	0	0	0	0
12/31/10	0	0	0	0	0
09/30/10	0	0	0	0	0
06/30/10	0	0	0	0	0
03/31/10	2,762	0	0	0	0

* Estimated pharmacy rebates as reported on Financial Statements represents the admitted rebate receivable as reported on the financial statements.

** Pharmacy rebates billed or confirmed represents rebates billed or confirmed in the quarter.

B. Not Applicable.

29. Participating Policies

Not Applicable.

30. Premium Deficiency Reserves

Not Applicable.

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[X] No[]
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes[X] No[] N/A[]
- 1.3 State Regulating? Ohio
- 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:
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009
- 3.2 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
- 3.3 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). 03/11/2011
- 3.4 By what department or departments?
- 3.5 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]
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[] N/A[]
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business? Yes[] No[X]
- 4.12 renewals? Yes[] No[X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business? Yes[] No[X]
- 4.22 renewals? Yes[] No[X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
- 5.2 If yes, provide the name of the 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
.....

- 6.1 Has the 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]
- 6.2 If yes, give full information:
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes[] No[X]
- 7.2 If yes, 0.000%
- 7.21 State the percentage of foreign control 0.000%
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity
.....

- 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 the names and location (city and state of the main office) of any affiliates regulated by a federal financial 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. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
None - ODI approved exemption
- 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes[] No[X]
- 10.2 If response to 10.1 is "yes," provide information related to this exemption:
- 10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes[] No[X]
- 10.4 If response to 10.3 is "yes," provide information related to this exemption:
- 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes[X] No[] N/A[]
- 10.6 If the response to 10.5 is "NO" or "N/A" please explain:
11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
None - ODI approved exemption
- 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes[] No[X]
- 12.11 Name of real estate holding company

GENERAL INTERROGATORIES (Continued)

- 12.12 Number of parcels involved 0
 12.13 Total book/adjusted carrying value \$ 0
 12.2 If yes, provide explanation
13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes[] No[] N/A[X]
 13.3 Have there been any changes made to any of the trust indentures during the year? Yes[] No[] N/A[X]
 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes[] No[] N/A[X]
- 14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[]
 a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 c. Compliance with applicable governmental laws, rules and regulations;
 d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 e. Accountability for adherence to the code.
- 14.11 If the response to 14.1 is no, please explain:
 14.2 Has the code of ethics for senior managers been amended? Yes[] No[X]
 14.21 If the response to 14.2 is yes, provide information related to amendment(s).
 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[] No[X]
 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).
- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes[] No[X]
 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

	1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount
15.2001

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes[X] No[]
17. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes[X] No[]
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes[X] No[]

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes[] No[X]
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
 20.11 To directors or other officers \$ 0
 20.12 To stockholders not officers \$ 0
 20.13 Trustees, supreme or grand (Fraternal only) \$ 0
- 20.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):
 20.21 To directors or other officers \$ 0
 20.22 To stockholders not officers \$ 0
 20.23 Trustees, supreme or grand (Fraternal only) \$ 0
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes[] No[X]
 21.2 If yes, state the amount thereof at December 31 of the current year:
 21.21 Rented from others \$ 0
 21.22 Borrowed from others \$ 0
 21.23 Leased from others \$ 0
 21.24 Other \$ 0
- 22.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes[] No[X]
 22.2 If answer is yes:
 22.21 Amount paid as losses or risk adjustment \$ 0
 22.22 Amount paid as expenses \$ 0
 22.23 Other amounts paid \$ 0
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[X] No[]
 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 0

INVESTMENT

- 24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03) Yes[X] No[]
 24.02 If no, give full and complete information, relating thereto
 24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
 24.04 Does the Company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes[] No[] N/A[X]
 24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. \$ 0
 24.06 If answer to 24.04 is no, report amount of collateral for other programs. \$ 0
 24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes[] No[] N/A[X]
 24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes[] No[] N/A[X]
 24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes[] No[] N/A[X]
 24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:

GENERAL INTERROGATORIES (Continued)

24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.	\$ 0
24.102 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.	\$ 0
24.103 Total payable for securities lending reported on the liability page.	\$ 0

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes[X] No[]

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21 Subject to repurchase agreements	\$ 0
25.22 Subject to reverse repurchase agreements	\$ 0
25.23 Subject to dollar repurchase agreements	\$ 0
25.24 Subject to reverse dollar repurchase agreements	\$ 0
25.25 Pledged as collateral	\$ 0
25.26 Placed under option agreements	\$ 0
25.27 Letter stock or securities restricted as to sale	\$ 0
25.28 On deposit with state or other regulatory body	\$ 455,182
25.29 Other	\$ 0

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes[] No[X]
 26.2 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.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes[] No[X]
 27.2 If yes, state the amount thereof at December 31 of the current year. \$ 0

28. 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 I, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes[X] No[]

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

1 Name of Custodian(s)	2 Custodian's Address
PNC Bank, NA	Pittsburgh, PA
Mellon Bank, NA	Pittsburgh, PA

28.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

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

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes[] No[X]
 28.04 If yes, give full and complete information relating thereto:

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

28.05 Identify all investment advisers, 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 Central Registration Depository Number(s)	2 Name	3 Address

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b)(1)])? Yes[] No[X]

29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999 Total		

29.3 For each mutual fund listed in the table above, complete the following schedule:

GENERAL INTERROGATORIES (Continued)

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds	2,390,046	2,513,676	123,630
30.2 Preferred stocks			
30.3 Totals	2,390,046	2,513,676	123,630

30.4 Describe the sources or methods utilized in determining the fair values
From Custodian's Year end statements.

- 31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes[X] No[]
- 31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes[X] No[] N/A[]
- 31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:
- 32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[]
- 32.2 If no, list exceptions:

OTHER

- 33.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any? \$ 0
- 33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

1 Name	2 Amount Paid

- 34.1 Amount of payments for legal expenses, if any? \$ 128
- 34.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
THOMSON HINES LLP	128

- 35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any? \$ 0
- 35.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

- 1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes No
- 1.2 If yes, indicate premium earned on U.S. business only: \$ 0
- 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$ 0
- 1.31 Reason for excluding:
- 1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. \$ 0
- 1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$ 0
- 1.6 Individual policies - Most current three years:
- 1.61 Total premium earned \$ 0
- 1.62 Total incurred claims \$ 0
- 1.63 Number of covered lives 0
- All years prior to most current three years:
- 1.64 Total premium earned \$ 0
- 1.65 Total incurred claims \$ 0
- 1.66 Number of covered lives 0
- 1.7 Group policies - Most current three years:
- 1.71 Total premium earned \$ 0
- 1.72 Total incurred claims \$ 0
- 1.73 Number of covered lives 0
- All years prior to most current three years:
- 1.74 Total premium earned \$ 0
- 1.75 Total incurred claims \$ 0
- 1.76 Number of covered lives 0

2. Health Test

	1 Current Year	2 Prior Year
2.1 Premium Numerator	1,270
2.2 Premium Denominator	1,270
2.3 Premium Ratio (2.1 / 2.2)	1.000
2.4 Reserve Numerator
2.5 Reserve Denominator
2.6 Reserve Ratio (2.4 / 2.5)

- 3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes No
- 3.2 If yes, give particulars:
- 4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes No
- 4.2 If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes No N/A
- 5.1 Does the reporting entity have stop-loss reinsurance? Yes No
- 5.2 If no, explain:
No enrollment. In run-out.
- 5.3 Maximum retained risk (see instructions):
- 5.31 Comprehensive Medical \$ 0
- 5.32 Medical Only \$ 0
- 5.33 Medicare Supplement \$ 0
- 5.34 Dental & Vision \$ 0
- 5.35 Other Limited Benefit Plan \$ 0
- 5.36 Other \$ 0
- 6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
No enrollment. In run-out
- 7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes No
- 7.2 If no, give details:
- 8. Provide the following information regarding participating providers:
- 8.1 Number of providers at start of reporting year 0
- 8.2 Number of providers at end of reporting year 0
- 9.1 Does the reporting entity have business subject to premium rate guarantees? Yes No
- 9.2 If yes, direct premium earned:
- 9.21 Business with rate guarantees between 15-36 months 0
- 9.22 Business with rate guarantees over 36 months 0
- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes No
- 10.2 If yes:
- 10.21 Maximum amount payable bonuses \$ 0
- 10.22 Amount actually paid for year bonuses \$ 0
- 10.23 Maximum amount payable withholds \$ 0
- 10.24 Amount actually paid for year withholds \$ 0
- 11.1 Is the reporting entity organized as:
- 11.12 A Medical Group/Staff Model, Yes No
- 11.13 An Individual Practice Association (IPA), or, Yes No
- 11.14 A Mixed Model (combination of above)? Yes No
- 11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes No
- 11.3 If yes, show the name of the state requiring such net worth.
Ohio
- 11.4 If yes, show the amount required. \$ 1,700,000
- 11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes No
- 11.6 If the amount is calculated, show the calculation.
- 12. List service areas in which the reporting entity is licensed to operate:

1 Name of Service Area
.....

- 13.1 Do you act as a custodian for health savings accounts? Yes No
- 13.2 If yes, please provide the amount of custodial funds held as of the reporting date: \$ 0
- 13.3 Do you act as an administrator for health savings accounts? Yes No
- 13.4 If yes, please provide the balance of the funds administered as of the reporting date: \$ 0

FIVE-YEAR HISTORICAL DATA

	1 2012	2 2011	3 2010	4 2009	5 2008
BALANCE SHEET (Pages 2 and 3)					
1. TOTAL Admitted Assets (Page 2, Line 28)	2,401,520	2,401,414	4,155,826	4,232,405	5,421,730
2. TOTAL Liabilities (Page 3, Line 24)	14,111	13,715	188,087	385,916	488,321
3. Statutory surplus	1,700,000	1,700,000	1,700,000	1,700,000	1,700,000
4. TOTAL Capital and Surplus (Page 3, Line 33)	2,387,409	2,387,699	3,967,739	3,846,489	4,933,409
INCOME STATEMENT (Page 4)					
5. TOTAL Revenues (Line 8)		1,270	(44)	657,579	307,579
6. TOTAL Medical and Hospital Expenses (Line 18)	54	(11,102)	(151,966)	557,333	(132,820)
7. Claims adjustment expenses (Line 20)			4,106	126,302	266,289
8. TOTAL Administrative Expenses (Line 21)	1,663	1,044	7,859	120,961	516,589
9. Net underwriting gain (loss) (Line 24)	(1,717)	11,328	139,957	(147,017)	(342,479)
10. Net investment gain (loss) (Line 27)	1,428	5,574	12,657	29,137	165,272
11. TOTAL Other Income (Lines 28 plus 29)		(1,420)			
12. Net income or (loss) (Line 32)	(289)	15,482	152,614	(117,881)	(176,158)
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	3,271	(149,194)	(38,856)	(173,454)	(1,784,903)
RISK-BASED CAPITAL ANALYSIS					
14. TOTAL Adjusted Capital	2,387,409	2,387,699	3,967,739	3,846,489	4,933,409
15. Authorized control level risk-based capital	2,528	2,576	7,850	312,491	313,626
ENROLLMENT (Exhibit 1)					
16. TOTAL Members at End of Period (Column 5, Line 7)				56	60
17. TOTAL Members Months (Column 6, Line 7)				792	400
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. TOTAL Hospital and Medical plus other non-health (Lines 18 plus Line 19)		(874.2)	345,377.3	84.8	(43.2)
20. Cost containment expenses					
21. Other claims adjustment expenses			(9,331.8)	19.2	86.6
22. TOTAL Underwriting Deductions (Line 23)		(792.0)	318,184.1	122.4	211.3
23. TOTAL Underwriting Gain (Loss) (Line 24)		892.0	(318,084.1)	(22.4)	(111.3)
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. TOTAL Claims Incurred for Prior Years (Line 13, Column 5)	54	(3,720)	47,010	171,920	1,542,149
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]		7,382	198,976	325,720	2,013,221
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 12, Column 1)					
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Column 1)					
28. Affiliated common stocks (Sch. D Summary, Line 24, Column 1)					
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. TOTAL of Above Lines 26 to 31					
33. TOTAL investment in parent included in Lines 26 to 31 above					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes[] No[] N/A[X]

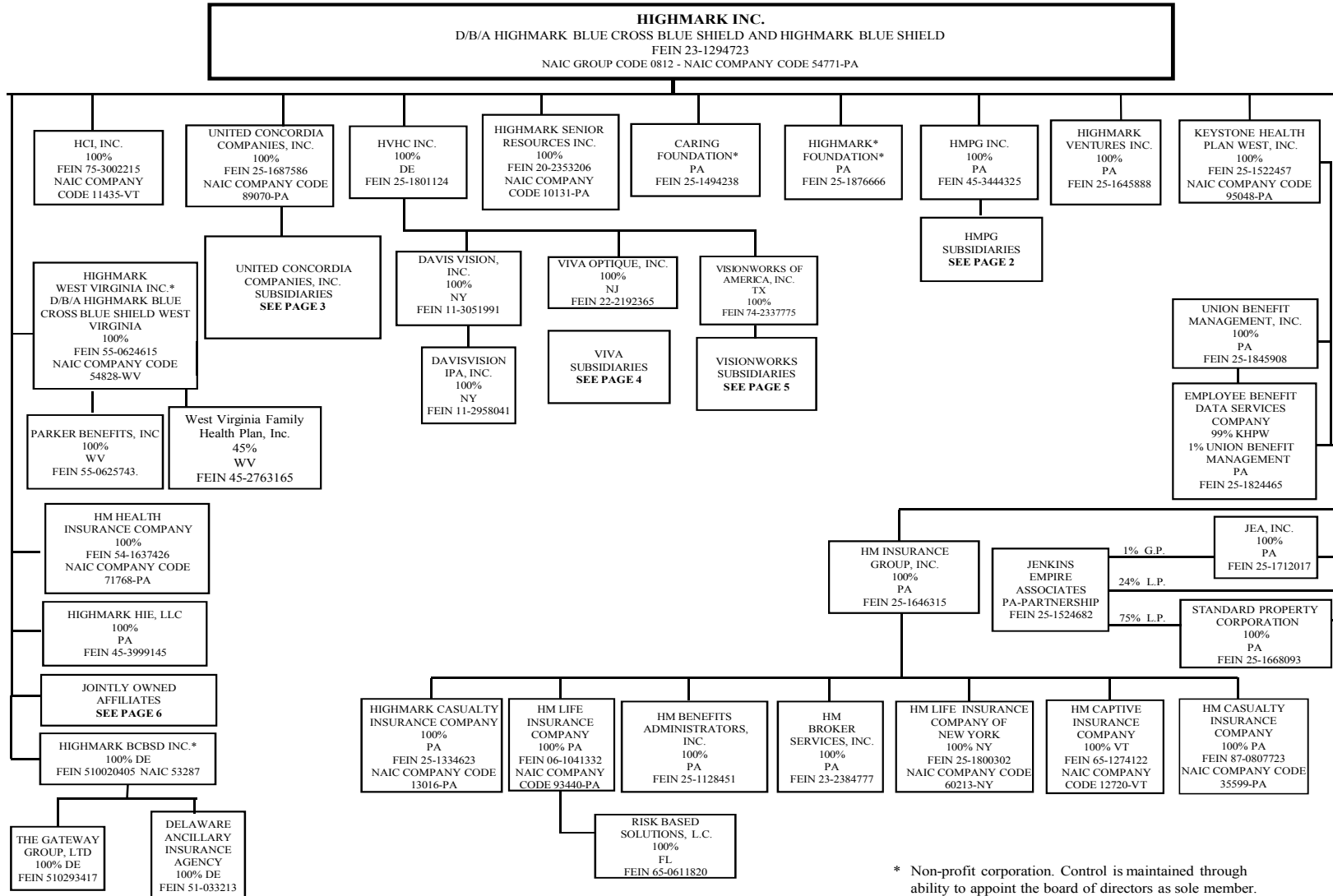
If no, please explain::

30	Schedule S - Part 1 - Section 2	NONE
31	Schedule S - Part 2	NONE
32	Schedule S - Part 3 - Section 2	NONE
33	Schedule S - Part 4	NONE
34	Schedule S - Part 5	NONE
35	Schedule S - Part 5 (continued)	NONE
36	Schedule S - Part 6	NONE
37	Schedule S - Part 7	NONE
38	Schedule T - Premiums and Other Considerations	NONE
39	Schedule T - Part 2 - Interstate Compact - Exhibit of Premiums Written	NONE

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



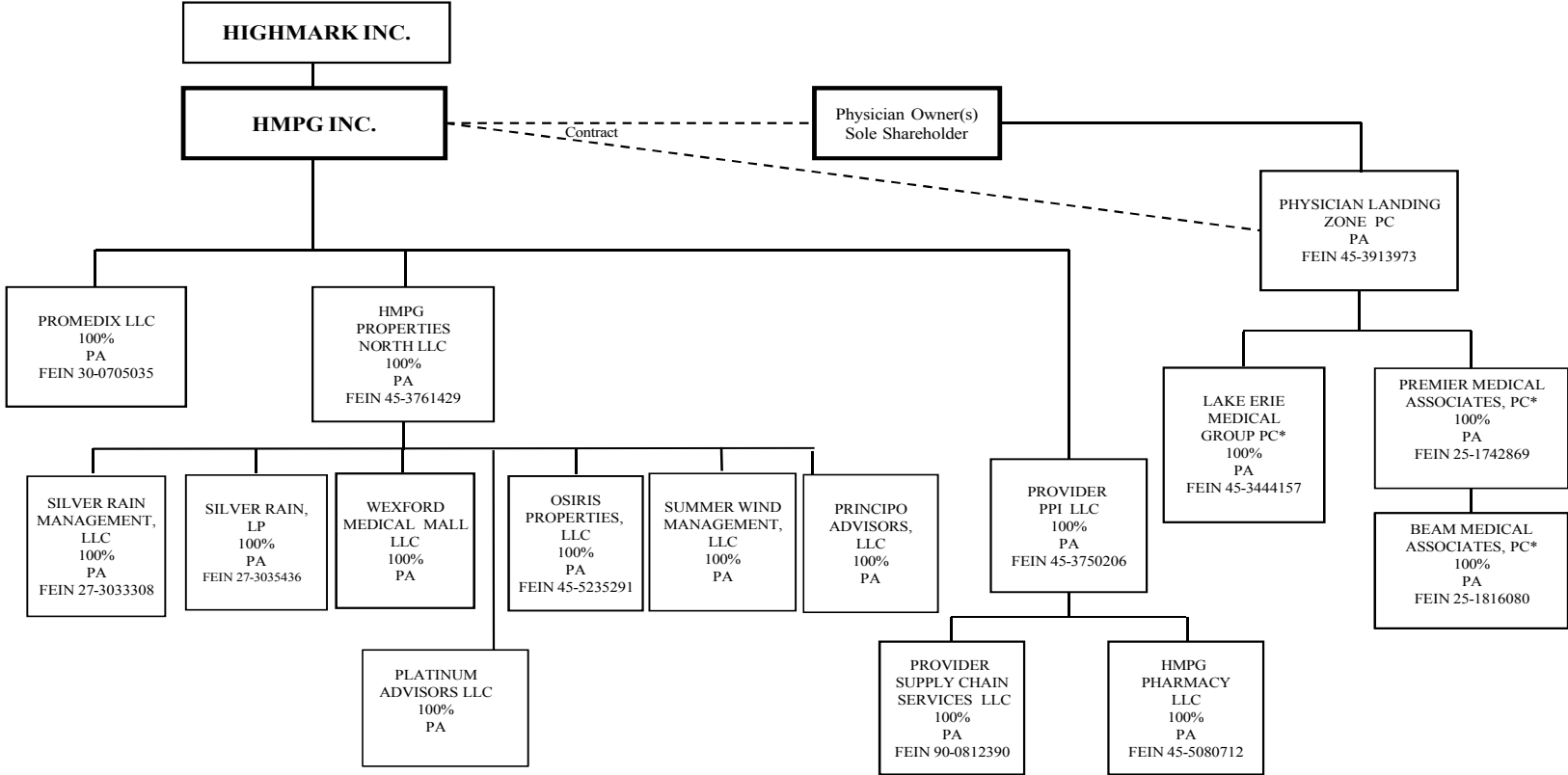
* Non-profit corporation. Control is maintained through ability to appoint the board of directors as sole member.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

40.1

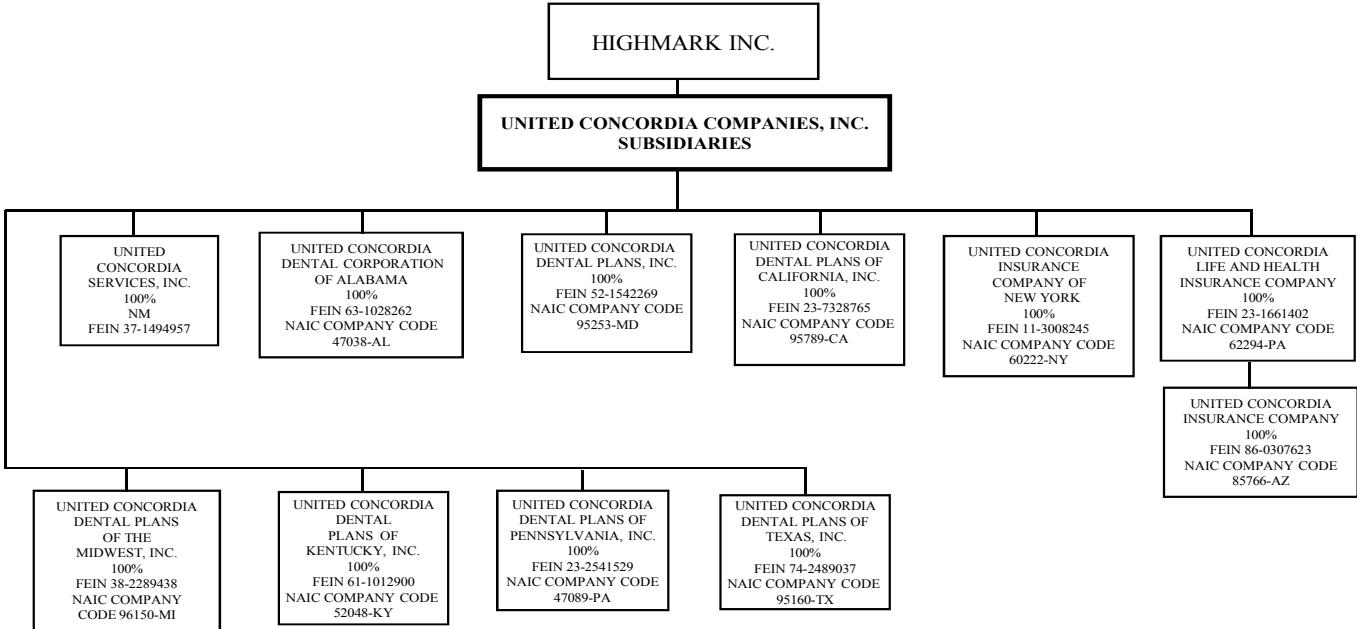


*Captive PC

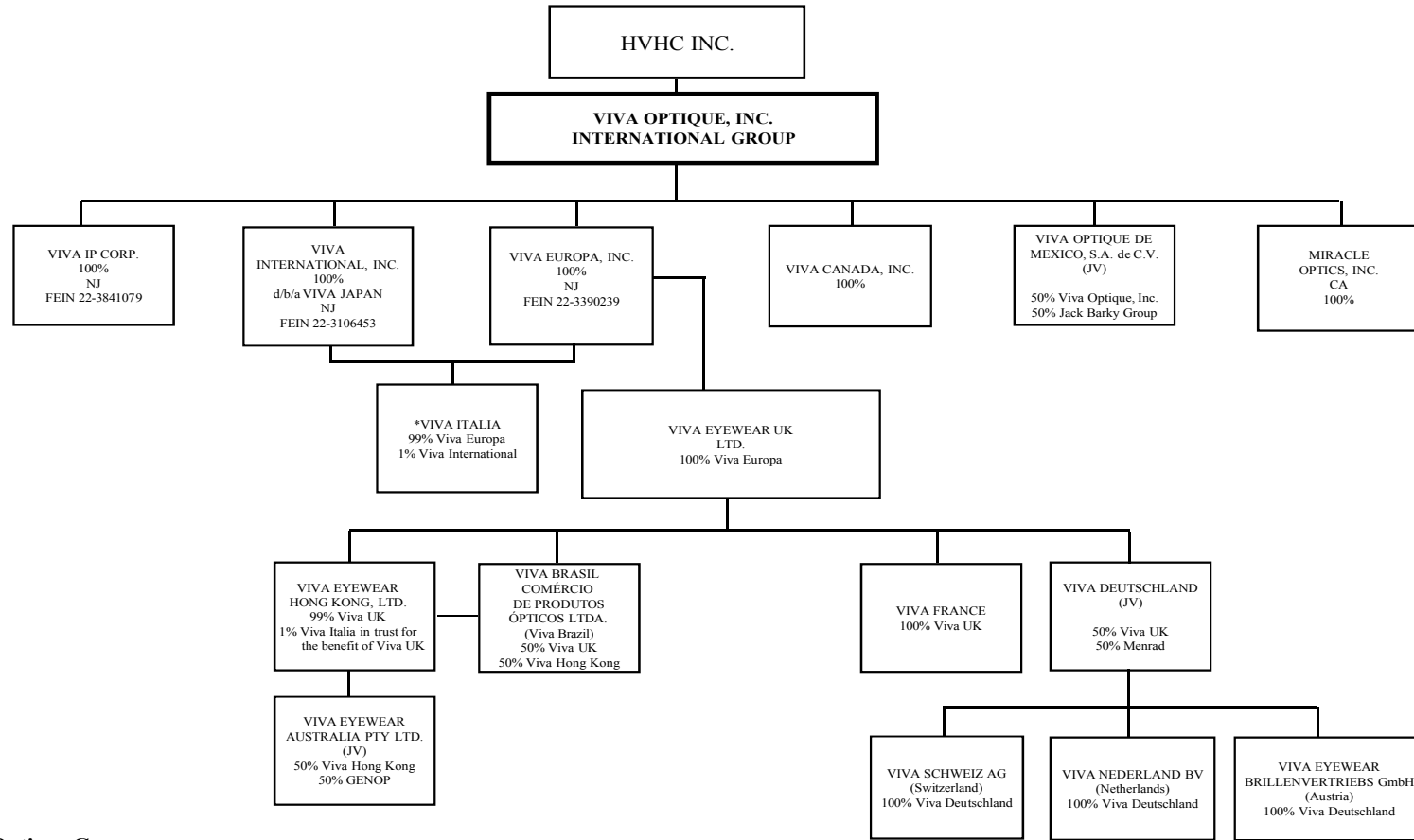
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



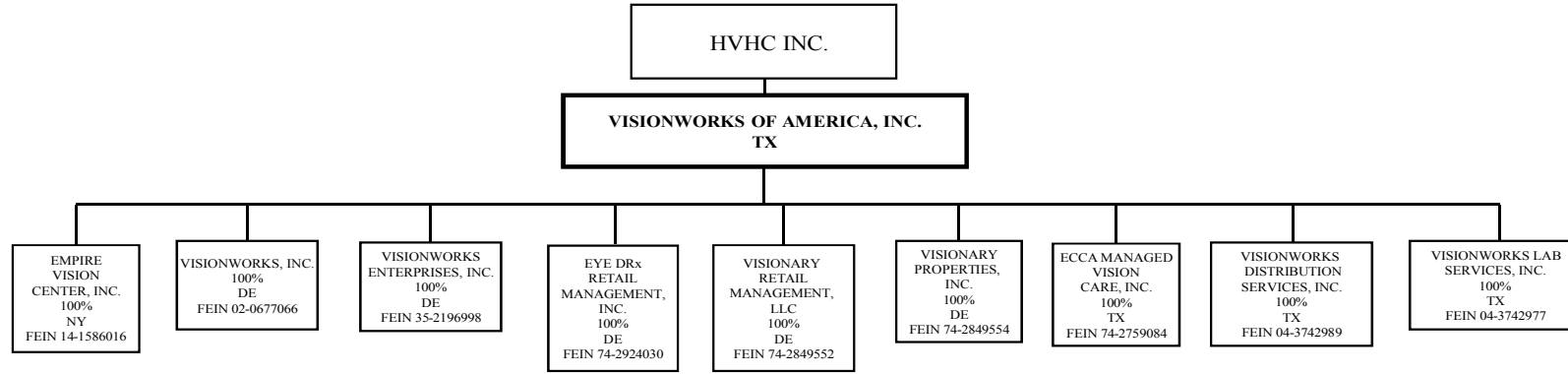
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP PART 1 - ORGANIZATIONAL CHART



Viva Optique Group

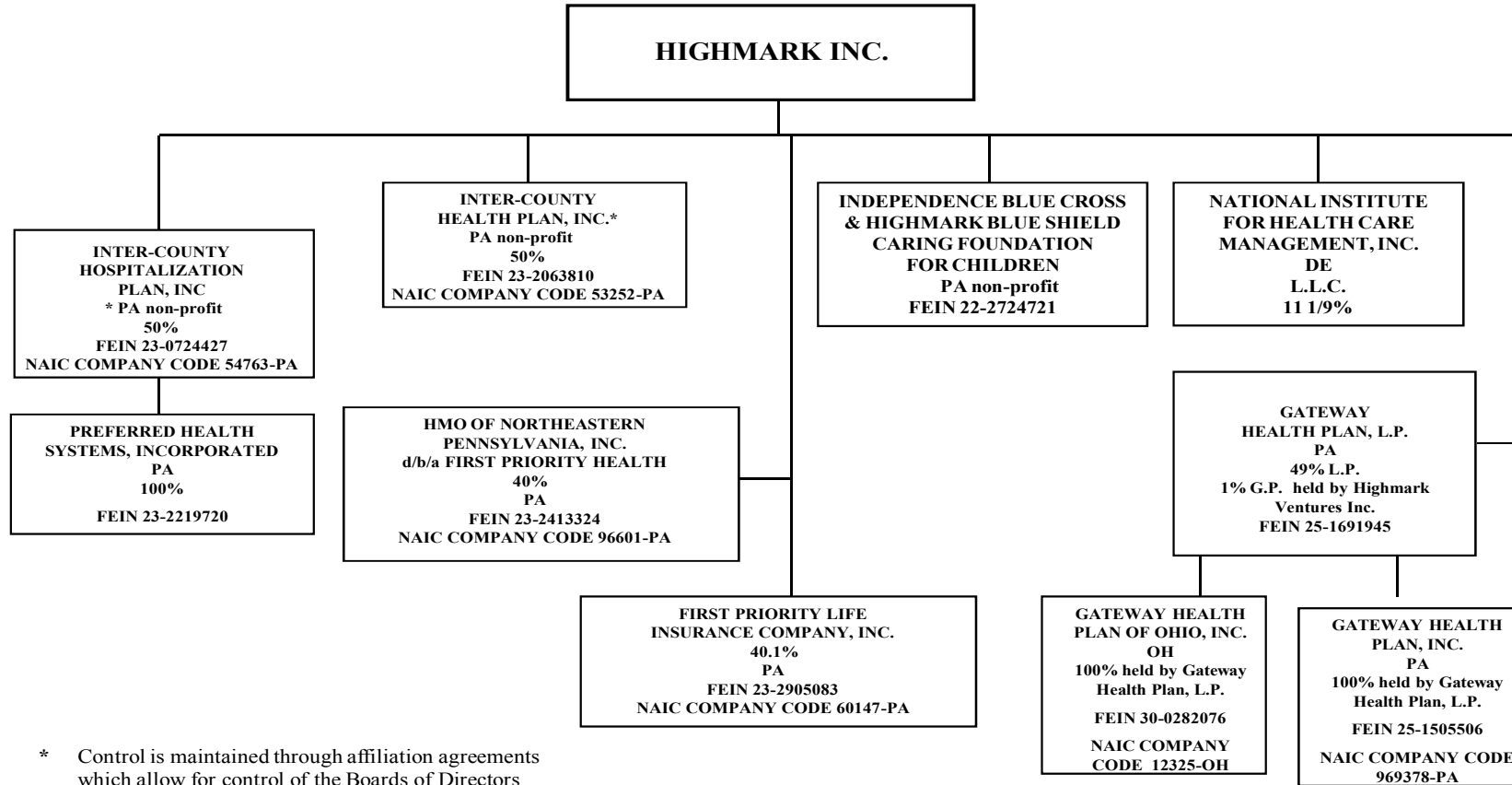
*Viva Italia Operations ceased September 2004
– In process of dissolution

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



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

40.5



* Control is maintained through affiliation agreements which allow for control of the Boards of Directors

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