

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

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
Individually listed receivables							
GATEWAY HEALTH PLAN INC	50					50	
0199999 Total - Individually listed receivables	50					50	
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	50					50	

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
	N O N E			
0399999 Total gross payables X X X			

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups						
2. Intermediaries						
3. All other providers						
4. TOTAL Capitation Payments						
Other Payments:						
5. Fee-for-service	54	100.000	X X X	X X X		54
6. Contractual fee payments			X X X	X X X		
7. Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8. Bonus/withhold arrangements - contractual fee payments			X X X	X X X		
9. Non-contingent salaries			X X X	X X X		
10. Aggregate cost arrangements			X X X	X X X		
11. All other payments			X X X	X X X		
12. TOTAL Other Payments	54	100.000	X X X	X X X		54
13. TOTAL (Line 4 plus Line 12)	54	100.000	X X X	X X X		54

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
NONE					
9999999 Totals			X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment						
2. Medical furniture, equipment and fixtures	NONE					
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. TOTAL						



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: Gateway Health Plan of Ohio, Inc. 2. LOCATION:

NAIC Group Code 0812

BUSINESS IN THE STATE OF OHIO DURING THE YEAR

NAIC Company Code 12325

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
TOTAL Member Ambulatory Encounters for Year:										
7. Physician										
8. Non-Physician										
9. TOTAL										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Health Premiums Written (b)										
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned										
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	54							54		
18. Amount Incurred for Provision of Health Care Services	54							54		

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
 (b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:

NAIC Group Code 0812

BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR

NAIC Company Code 12325

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
TOTAL Member Ambulatory Encounters for Year:										
7. Physician										
8. Non-Physician										
9. TOTAL										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Health Premiums Written (b)										
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned										
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	54							54		
18. Amount Incurred for Provision of Health Care Services	54							54		

29 Grand Total

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
 (b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0

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

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
812	Highmark	11435	75-3002215	0	0		HCI, INC.	VT	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	54828	55-0624615	0	0		HIGHMARK WEST VIRGINIA INC.	WV	IA	HIGHMARK INC.	Board of Directors		HIGHMARK INC.	0
812	Highmark	00000	55-0625743	0	0		PARKER BENEFITS, INC.	WV	NIA	HIGHMARK WEST VIRGINIA INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	71768	54-1637426	0	0		HM HEALTH INSURANCE COMPANY	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	45-3999145	0	0		HIGHMARK HIE, LLC	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	25-1645888	0	0		HIGHMARK VENTURES INC	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	95048	25-1522457	0	0		KEYSTONE HEALTH PLAN WEST, INC.	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	25-1845908	0	0		UNION BENEFIT MANAGEMENT, INC.	PA	NIA	KEYSTONE HEALTH PLAN WEST, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	25-1824465	0	0		EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	NIA	UNION BENEFIT MANAGEMENT, INC.	Ownership	1.0	HIGHMARK INC.	0
812	Highmark	00000	25-1824465	0	0		EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	NIA	KEYSTONE HEALTH PLAN WEST, INC.	Ownership	99.0	HIGHMARK INC.	0
812	Highmark	10131	20-2353206	0	0		HIGHMARK SENIOR RESOURCES INC.	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	25-1712017	0	0		JEA INC.	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	25-1668093	0	0		STANDARD PROPERTY CORPORATION	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	25-1524682	0	0		JENKINS EMPIRE ASSOCIATES	PA	NIA	HIGHMARK INC.	Ownership	24.0	HIGHMARK INC.	0
812	Highmark	00000	25-1524682	0	0		JENKINS EMPIRE ASSOCIATES	PA	NIA	STANDARD PROPERTY CORPORATION	Ownership	75.0	HIGHMARK INC.	0
812	Highmark	00000	25-1524682	0	0		JENKINS EMPIRE ASSOCIATES	PA	NIA	JEA INC.	Ownership	1.0	HIGHMARK INC.	0
812	Highmark	00000	25-1646315	0	0		HM INSURANCE GROUP, INC.	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	35599	25-1334623	0	0		HIGHMARK CASUALTY INSURANCE COMPANY	PA	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	93440	06-1041332	0	0		HM LIFE INSURANCE COMPANY	PA	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	65-0611820	0	0		RISK BASED SOLUTIONS, L.C	FL	NIA	HM LIFE INSURANCE COMPANY	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	25-1128451	0	0		HM BENEFITS ADMINISTRATORS, INC.	PA	NIA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	23-2384777	0	0		HM BROKER SERVICES, INC.	PA	NIA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	60213	25-1800302	0	0		HM LIFE INSURANCE COMPANY OF NEW YORK	NY	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	12720	65-1274122	0	0		HM CAPTIVE INSURANCE COMPANY	VT	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	13016	87-0807723	0	0		HM CASUALTY INSURANCE COMPANY	PA	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	89070	25-1687586	0	0		UNITED CONCORDIA COMPANIES, INC.	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	37-1494957	0	0		UNITED CONCORDIA SERVICES, INC.	NM	NIA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
812	Highmark	47038	63-1028262	0	0		UNITED CONCORDIA DENTAL CORPORATION			UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	95253	52-1542269	0	0		UNITED CONCORDIA DENTAL PLANS, INC.	AL	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	95789	23-7328765	0	0		UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC.	MD	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	60222	11-3008245	0	0		UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK	CA	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	62294	23-1661402	0	0		UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	NY	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	85766	86-0307623	0	0		UNITED CONCORDIA INSURANCE COMPANY	PA	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	96150	38-2289438	0	0		UNITED CONCORDIA DENTAL PLANS OF THE MIDWEST, INC.	AZ	IA	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	52048	61-1012900	0	0		UNITED CONCORDIA DENTAL PLANS OF KENTUCKY, INC.	MI	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	47089	23-2541529	0	0		UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.	KY	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	95160	74-2489037	0	0		UNITED CONCORDIA DENTAL PLANS OF TEXAS, INC.	PA	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	45-3444325	0	0		HMPG INC.	TX	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	30-0705035	0	0		PROMEDIX LLC	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	45-3761429	0	0		HMPG PROPERTIES NORTH LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	32-0371926	0	0		WEXFORD MEDICAL MALL LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	45-5235291	0	0		OSIRIS PROPERTIES, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	27-3033308	0	0		SILVER RAIN MANAGEMENT, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	27-3035436	0	0		SILVER RAIN, LP	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	99.0	HIGHMARK INC.	0
812	Highmark	00000	27-3035436	0	0		SILVER RAIN, LP	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		PLATINUM ADVISORS LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		SUMMER WIND MANAGEMENT, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		PRINCIPO ADVISORS, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	45-3750206	0	0		PROVIDER PPI LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK INC.	0

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
812	Highmark	00000	90-0812390	0	0		PROVIDER SUPPLY CHAIN SERVICES LLC	PA	NIA	PROTOCO PPI LLC	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	45-5080712	0	0		HMPG PHARMACY LLC	PA	NIA	PROTOCO PPI LLC	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	45-3913973	0	0		PHYSICIAN LANDING ZONE PC	PA	NIA	HMPG INC.	Other		HIGHMARK INC.	0
812	Highmark	00000	45-3444157	0	0		LAKE ERIE MEDICAL GROUP PC	PA	NIA	PHYSICIAN LANDING ZONE PC	Other		HIGHMARK INC.	0
812	Highmark	00000	25-1742869	0	0		PREMIER MEDICAL ASSOCIATES, PC	PA	NIA	PHYSICIAN LANDING ZONE PC	Other		HIGHMARK INC.	0
812	Highmark	00000	25-1816080	0	0		BEAM MEDICAL ASSOCIATES, PC	PA	NIA	PHYSICIAN LANDING ZONE PC	Other		HIGHMARK INC.	0
812	Highmark	00000	25-1801124	0	0		HVHC INC.	DE	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	11-3051991	0	0		DAVIS VISION, INC.	NY	NIA	HVHC INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	11-2958041	0	0		DAVISVISION IPA, INC.	NY	NIA	DAVIS VISION, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	74-2337775	0	0		VISIONWORKS OF AMERICA, INC.	TX	NIA	HVHC INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	14-1586016	0	0		EMPIRE VISION CENTER, INC.	NY	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	02-0677066	0	0		VISIONWORKS, INC	DE	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	35-2196998	0	0		VISIONWORKS ENTERPRISES, INC.	DE	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	74-2924030	0	0		EYEDRX RETAIL MANAGEMENT, INC.	DE	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	74-2849552	0	0		VISIONARY RETAIL MANAGEMENT, LLC	DE	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	74-2849554	0	0		VISIONARY PROPERTIES, INC.	DE	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	74-2759084	0	0		ECCA MANAGED VISION CARE, INC.	TX	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	04-3742989	0	0		VISIONWORKS DISTRIBUTION SERVICES, INC.	TX	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	04-3742977	0	0		VISIONWORKS LAB SERVICES, INC.	TX	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	22-2192365	0	0		VIVA OPTIQUE, INC.	NJ	NIA	HVHC INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	22-3841079	0	0		VIVA IP CORP.	NJ	NIA	VIVA OPTIQUE, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA CANADA, INC.	CAN	NIA	VIVA OPTIQUE, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA OPTIQUE DE MEXICO, S.A. de C.V.	MEX	NIA	VIVA OPTIQUE, INC.	Ownership	50.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		MIRACLE OPTICS, INC.	CA	NIA	VIVA OPTIQUE, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	22-3106453	0	0		VIVA INTERNATIONAL, INC.	NJ	NIA	VIVA OPTIQUE, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	22-3390239	0	0		VIVA EUROPA, INC.	NJ	NIA	VIVA OPTIQUE, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA ITALIA	ITA	NIA	VIVA INTERNATIONAL, INC.	Ownership	1.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA ITALIA	ITA	NIA	VIVA EUROPA, INC.	Ownership	99.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA EYEWEAR UK LTD.	GBR	NIA	VIVA EUROPA, INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA EYEWEAR HONG KONG, LTD	HKG	NIA	VIVA EYEWEAR UK LTD.	Ownership	99.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA EYEWEAR HONG KONG, LTD	HKG	NIA	VIVA ITALIA	Ownership	1.0	HIGHMARK INC.	0

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
812	Highmark	00000		0	0		VIVA EYEWEAR AUSTRALIA PTY LTD.	AUS	NIA	VIVA EYEWEAR HONG KONG, LTD	Ownership	50.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA BRASIL COMERCIO DE PRODUTOS OPTICOS LTDA	BRA	NIA	VIVA EYEWEAR UK LTD.	Ownership	50.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA BRASIL COMERCIO DE PRODUTOS OPTICOS LTDA	BRA	NIA	VIVA EYEWEAR HONG KONG, LTD	Ownership	50.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA FRANCE	FRA	NIA	VIVA EYEWEAR UK LTD.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA DEUTSCHLAND	GBR	NIA	VIVA EYEWEAR UK LTD.	Ownership	50.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA SCHWEIZ AG	CHE	NIA	VIVA DEUTSCHLAND	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA NEDERLAND BV	NLD	NIA	VIVA DEUTSCHLAND	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000		0	0		VIVA EYEWEAR BRILLENVERTRIEBS GmbH	AUT	NIA	VIVA DEUTSCHLAND	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	53252	23-2063810	0	0		INTER-COUNTY HEALTH PLAN, INC.	PA	IA	HIGHMARK INC.	Ownership	50.0	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
812	Highmark	54763	23-0724427	0	0		INTER-COUNTY HOSPITALIZATION PLAN, INC.	PA	IA	HIGHMARK INC.	Ownership	50.0	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
812	Highmark	00000	23-2219720	0	0		PREFERRED HEALTH SYSTEMS, INCORPORATED	PA	NIA	INTER-COUNTY HOSPITALIZATION PLAN, INC.	Ownership	100.0	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
812	Highmark	96601	23-2413324	0	0		HMO OF NORTHEASTERN PENNSYLVANIA	PA	IA	HIGHMARK INC.	Ownership	40.0	HIGHMARK INC. / BLUE CROSS OF NORTHEASTERN PA	0
812	Highmark	60147	23-2905083	0	0		FIRST PRIORITY LIFE INSURANCE COMPANY, INC.	PA	IA	HIGHMARK INC.	Ownership	40.1	HIGHMARK INC. / BLUE CROSS OF NORTHEASTERN PA	0
812	Highmark	00000	25-1691945	0	0		GATEWAY HEALTH PLAN, L.P.	PA	UDP	HIGHMARK INC.	Ownership	49.0	HIGHMARK INC. / MERCY HEALTH PLAN	0
812	Highmark	00000	25-1691945	0	0		GATEWAY HEALTH PLAN, L.P.	PA	UDP	HIGHMARK VENTURES INC.	Ownership	1.0	HIGHMARK INC. / MERCY HEALTH PLAN	0
812	Highmark	12325	30-0282076	0	0		GATEWAY HEALTH PLAN OF OHIO, INC.	OH		GATEWAY HEALTHPLAN, L.P.	Ownership	100.0	HIGHMARK INC. / MERCY HEALTH PLAN	0
812	Highmark	96938	25-1505506	0	0		GATEWAY HEALTH PLAN, INC.	PA	IA	GATEWAY HEALTHPLAN, L.P.	Ownership	100.0	HIGHMARK INC. / MERCY HEALTH PLAN	0
812	Highmark	00000	25-1494238	0	0		CARING FOUNDATION	PA	NIA	HIGHMARK INC.	Board of Directors		HIGHMARK INC.	0
812	Highmark	00000	25-1876666	0	0		HIGHMARK FOUNDATION	PA	NIA	HIGHMARK INC.	Board of Directors		HIGHMARK INC.	0
812	Highmark	00000	22-2724721	0	0		INDEPENDENCE BLUE CROSS AND HIGHMARK BLUE SHIELD CARING FOUNDATION FOR CHILDREN	PA	NIA	HIGHMARK INC.	Board of Directors		HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
812	Highmark	00000		0	0		NATIONAL INSTITUTE FOR HEALTHCARE MANAGEMENT LLC	DE	NIA	HIGHMARK INC.	Board of Directors		PARTICIPATING BLUES PLANS	0
812	Highmark	53287	51-0020405	0	0		HIGHMARK BCBS INC.	DE	IA	HIGHMARK INC.	Board of Directors	100.0	HIGHMARK INC.	0
812	Highmark	00000	51-0293417	0	0		THE GATEWAY GROUP, LTD	DE	NIA	HIGHMARK BCBS INC.	Ownership	100.0	HIGHMARK INC.	0

41.3

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
812	Highmark	00000	51-033213	0	0		DELAWARE ANCILLARY INSURANCE AGENCY	DE	NIA	HIGHMARK BCBSD INC.	Ownership	100.0	HIGHMARK INC.	0
812	Highmark	00000	45-2763165	0	0		WEST VIRGINIA FAMILY HEALTH PLAN, INC	WV	NIA	WEST VIRGINIA FAMILY HEALTH PLAN, INC	Ownership	45.0	HIGHMARK WEST VIRGINIA INC.	0

Asterisk	Explanation
0000001	Footnote

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
0	25-1691945	GATEWAY HEALTH PLAN, L.P.	(6,000,000)								(6,000,000)	
11435	75-3002215	HCI, INC.					(739,286)				(739,286)	
53287	51-0020405	HIGHMARK BCBS INC					(15,274,200)				(15,274,200)	
0	25-1646315	HM INSURANCE GROUP	5,000,000								5,000,000	
35599	25-1334623	HIGHMARK CASUALTY INSURANCE COMPANY	(5,000,000)				(9,944,642)	(21,241,876)		(293,752)	(36,480,270)	(12,777,620)
0	25-1128451	HM BENEFITS ADMINSTRATORS										
0	25-2384777	HIGHMARK BROKER SERVICES										
13016	87-0807723	HM CASUALTY INSURANCE COMPANY						(6,458,456)			(6,458,456)	1,907,551
12720	65-1274122	HM CAPTIVE INSURANCE COMPANY										
93440	06-1041332	HM LIFE INSURANCE COMPANY					(7,868,480)	27,700,332		(587,503)	19,244,349	10,870,069
10131	20-2353206	HIGHMARK SENIOR RESOURCES INC.					(13,315,160)				(13,315,160)	
	25-1668093	STANDARD PROPERTY CORPORATION										
	25-1801124	HVHC INC.										
	25-1712017	JEA, INC.										
	25-1524682	JENKINS-EMPIRE ASSOCIATES										
0	25-1645888	HIGHMARK VENTURES INC.	120,000	14,092,021							14,212,021	
54828	55-0624615	HIGHMARK WEST VIRGINIA INC.		(1,000,000)			(49,124,837)	34,220			(50,090,617)	(8,821)
0	55-0625743	PARKER BENEFITS INC		1,000,000							1,000,000	
71768	54-1637426	HM HEALTH INSURANCE COMPANY					(139,618,523)	17,131,776		13,303,397	(109,183,350)	(79,206)
60213	25-1800302	HM LIFE INSURANCE COMPANY OF NEW YORK										
96601	23-2413324	HMO OF NORTHEASTERN PENNSYLVANIA, INC.	(12,000,000)								(12,000,000)	
0	45-3750206	PROVIDER SUPPLY CHAIN PARTNERS, LLC										
0	45-3761429	HMPG PROPERTIES NORTH LLC										
0	45-3913973	PHYSICAN LANDING ZONE, PC										
0	45-3444625	HMPG INC.		25,848,787							25,848,787	
0	25-1696746	INDUSTRIAL MEDICAL CONSULTANTS, LLC										
54763	23-0724427	INTER-COUNTY HOSPITALIZATION PLAN, INC.								(52,600)	(52,600)	
53252	23-2063810	INTER-COUNTY HEALTH PLAN, INC.					(4,000)	(1,547,308)		(45,400)	(1,596,708)	(2,054,971)
0	20-5296137	HIGHMARK MEDICARE SERVICES INC.	(30,906,543)								(30,906,543)	
0	25-1712017	JEA INC.										
0	25-1524682	JENKINS-EMPIRE ASSOCIATES	(480,000)								(480,000)	
95048	25-1522457	KEYSTONE HEALTH PLAN WEST, INC.	(125,000,000)				(129,916,331)				(254,916,331)	
0	25-1668093	STANDARD PROPERTY CORPORATION	(1,500,000)								(1,500,000)	
89070	25-1687586	UNITED CONCORDIA COMPANIES, INC	(75,000,000)	(317,680)			57,691,040			43,800	(17,582,840)	
47038	63-1028262	UNITED CONCORDIA DENTAL CORPORATION OF ALABAMA					(498,012)			(30,000)	(528,012)	
47089	23-2541529	UNITED CONCORDIA DENTAL PLAN OF PENNSYLVANIA, INC.		250,000			(2,815,365)				(2,565,365)	
95789	23-7328765	UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC.					(1,649,374)				(1,649,374)	
96849	54-1093109	UNITED CONCORDIA DENTAL PLANS OF DELAWARE, INC.										
52020	65-0243292	UNITED CONCORDIA DENTAL PLANS OF FLORIDA, INC.										
52047	38-3162263	UNITED CONCORDIA DENTAL PLANS OF ILLINOIS, INC.										

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
52048	61-1012900	UNITED CONCORDIA DENTAL PLANS OF KENTUCKY, INC.		67,680			(99,493)				(31,813)	
96150	38-2289438	UNITED CONCORDIA DENTAL PLANS OF MIDWEST, INC.					(898,252)				(898,252)	
95160	74-2489037	UNITED CONCORDIA DENTAL PLANS OF TEXAS, INC.					(202,750)			(9,300)	(212,050)	
54763	23-0724427	INTER-COUNTY HOSPITALIZATION PLAN, INC.										
95253	52-1542269	UNITED CONCORDIA DENTAL PLANS, INC.					(2,442,637)			(4,500)	(2,447,137)	
85766	86-0307623	UNITED CONCORDIA INSURANCE COMPANY					(22,864,781)	(5,437,711)			(28,302,492)	(2,083,461)
	20-5296137	HIGHMARK MEDICARE SERVICES INC.										
60222	11-3008245	UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK					(174,643)				(174,643)	
62294	23-1661402	UNITED CONCORDIA LIFE AND HEALTH INSURANCE CO.	(25,000,000)				(74,466,768)	5,103,787			(94,362,981)	2,227,748
0	37-1494957	UNITED CONCORDIA SERVICE COMPANY										
54771	23-1294723	HIGHMARK INC.	275,766,543	(39,940,808)			414,226,494	(15,284,764)		(12,324,142)	622,443,323	1,998,711
9999999	Control Totals								X X X			

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

- | | |
|---|--------|
| 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? | Yes |
| 2. Will an actuarial opinion be filed by March 1? | Waived |
| 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? | Yes |
| 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? | Yes |

APRIL FILING

- | | |
|--|-----|
| 5. Will Management's Discussion and Analysis be filed by April 1? | Yes |
| 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? | Yes |
| 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? | Yes |

JUNE FILING

- | | |
|--|--------|
| 8. Will an audited financial report be filed by June 1? | Waived |
| 9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? | Waived |

AUGUST FILING

- | | |
|--|--------|
| 10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? | Waived |
|--|--------|

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

- | | |
|--|----|
| 11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? | No |
| 12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? | No |
| 13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? | No |
| 14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? | No |
| 15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? | No |
| 16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? | No |
| 17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? | No |
| 18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1? | No |
| 19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? | No |
| 20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1? | No |

APRIL FILING

- | | |
|--|----|
| 21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? | No |
| 22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? | No |
| 23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? | No |
| 24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? | No |
| 25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1? | No |

AUGUST FILING

- | | |
|--|-----|
| 26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? | Yes |
|--|-----|

Explanations:

Bar Codes:

Statement of Actuarial Opinion / Certification



Audited Financial Report



Accountants Letter of Qualifications



Communication of Internal Control Related Matters Noted in an Audit



Medicare Supplement Insurance Experience Exhibit



Health Life Supplement



Health Property / Casualty Supplement



Schedule SIS



Actuarial Opinion on Participating and Non-Participating Policies



Statement of Non-Guaranteed Elements for Exhibit 5



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES (continued)

Medicare Part D Coverage Supplement



Approval for Relief related to five-year rotation for lead Audit Partner



Approval for Relief related to one-year cooling off period for inde. CPA



Approval for Relief related to Require. for Audit Committees



LTC Supplemental Interrogatories



Analysis of Annuity Operations by Lines of Business



Health Property/Casualty Supplement - Insurance Expense Exhibit



Supplemental Health Care Exhibit



Supplemental Health Care Exhibit's Expense Allocation Report



OVERFLOW PAGE FOR WRITE-INS

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