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2013

Document Code: 201

QUARTERLY STATEMENT
AS OF March 31, 2013
OF THE CONDITION AND AFFAIRS OF THE
Gateway Health Plan of Ohio, Inc.

NAIC Group Code	0812 (Current Period)	0812 (Prior Period)	NAIC Company Code	12325	Employer's ID Number	30-0282076
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[<input type="checkbox"/>] Dental Service Corporation[<input type="checkbox"/>] Other[<input type="checkbox"/>]	Property/Casualty[<input type="checkbox"/>] Vision Service Corporation[<input type="checkbox"/>] Is HMO Federally Qualified? Yes[<input type="checkbox"/>] No[<input type="checkbox"/>] N/A[<input type="checkbox"/>]	Hospital, Medical & Dental Service or Indemnity[<input type="checkbox"/>] Health Maintenance Organization[<input checked="" type="checkbox"/>]			
Incorporated/Organized	11/05/2004		Commenced Business	09/01/2005		
Statutory Home Office	Four Gateway Center, 444 Liberty Avenue, Suite 2100 (Street and Number)		Pittsburgh, PA, US 15222-1222 (City or Town, State, Country and Zip Code)			
Main Administrative Office	Four Gateway Center, 444 Liberty Avenue, Suite 2100 (Street and Number)		Pittsburgh, PA, US 15222-1222 (Area Code) (Telephone Number)			
Primary Location of Books and Records	Columbus, OH, US 43215-6101 (City or Town, State, Country and Zip Code)		Pittsburgh, PA, US 15222-1222 (Area Code) (Telephone Number)			
Internet Web Site Address	www.gatewayhealthplan.com		(614)469-3268			
Statutory Statement Contact	Cecil Eric Huss (Name) ehuss@gatewayhealthplan.com (E-Mail Address)		(412)255-1315 (Area Code)(Telephone Number)(Extension) (412)255-4670 (Fax Number)			

OFFICERS

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

OTHERS - VICE PRESIDENTS

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

BOARD OF DIRECTORS

Nanette Paden DeTurk	Horatio Ray Welch Jr.
Mark Thomas Bullock	Michael George Warfel
Joseph Hugh Bradley	Deborah Lynn Rice

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 Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	454,419		454,419	455,182
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)				
4.2 Properties held for the production of income (less \$.....0 encumbrances)				
4.3 Properties held for sale (less \$.....0 encumbrances)				
5. Cash (\$.....2,472), cash equivalents (\$.....0) and short-term investments (\$.....1,943,490)	1,945,962		1,945,962	1,937,187
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	2,400,381		2,400,381	2,392,369
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	3,015		3,015	9,101
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 adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates				50
24. Health care (\$.....0) and other amounts receivable				
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)	2,403,396		2,403,396	2,401,520
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	2,403,396		2,403,396	2,401,520
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 Period			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 reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	14,046		14,046	14,111
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15. Amounts due to parent, subsidiaries and affiliates	2,239		2,239	
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)	16,285		16,285	14,111
25. Aggregate write-ins for special surplus funds	XXX	XXX		
26. Common capital stock	XXX	XXX	1,500	1,500
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	4,034,735	4,034,735
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX		
31. Unassigned funds (surplus)	XXX	XXX	(1,649,124)	(1,648,826)
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	XXX	XXX		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	2,387,111	2,387,409
34. Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	2,403,396	2,401,520
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.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended
				December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX			
2. Net premium income (including \$.....0 non-health premium income)	XXX			
3. Change in unearned premium reserves and reserves for rate credits	XXX			
4. Fee-for-service (net of \$.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX			
7. Aggregate write-ins for other non-health revenues	XXX			
8. Total revenues (Lines 2 to 7)	XXX			
Hospital and Medical:				
9. Hospital/medical benefits				
10. Other professional services				
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs			54	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	54	54
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)			54	54
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....0 cost containment expenses				
21. General administrative expenses		1,099	648	1,663
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)		1,099	702	1,717
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(1,099)	(702)	(1,717)
25. Net investment income earned		800	715	1,428
26. Net realized capital gains (losses) less capital gains tax of \$.....0				
27. Net investment gains or (losses) (Lines 25 plus 26)		800	715	1,428
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]				
29. Aggregate write-ins for other income or expenses				
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(299)	13	(289)
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Lines 30 minus 31)	XXX	(299)	13	(289)
DETAILS OF WRITE-INS				
0601.	XXX			
0602. Prior Year Income Tax Refund	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401. DME				
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 (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	2,387,410	2,387,699	2,387,699
34. Net income or (loss) from Line 32	(299)	13	(289)
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			
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			
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)	(299)	13	(289)
49. Capital and surplus end of reporting period (Line 33 plus 48)	2,387,111	2,387,712	2,387,410
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations				
1.	Premiums collected net of reinsurance			
2.	Net investment income	7,585	7,424	4,843
3.	Miscellaneous income			
4.	TOTAL (Lines 1 to 3)	7,585	7,424	4,843
5.	Benefit and loss related payments		(91)	(91)
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	1,099	647	1,663
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)	1,099	556	1,572
11.	Net cash from operations (Line 4 minus Line 10)	6,486	6,868	3,271
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 (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and 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			
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)	2,289	1,200	(50)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	2,289	1,200	(50)
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)	8,775	8,068	3,221
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year	1,937,187	1,933,966	1,933,966
19.2	End of period (Line 18 plus Line 19.1)	1,945,962	1,942,034	1,937,187

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

20.0001			
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7 Exhibit of Premiums, Enrollment and Utilization **NONE**

8 Claims Unpaid and Incentive Pool, Withhold and Bonus **NONE**

9 Underwriting Investment Exhibit **NONE**

Notes to Financial Statement

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	2013	2012
NET INCOME				
(1) State basis (Page 4, Line 32, Columns 2 & 3)	OH	(\$299)	(\$289)	
(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)			(\$299)	(\$289)
SURPLUS				
(5) State basis (Page 3, Line 33, Columns 3 & 4)	OH	\$2,387,111	\$2,387,409	
(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)			\$2,387,111	\$2,387,409

B. Use of Estimates in the Preparation of the Financial Statements:

No Material Changes.

C. Accounting policy:

No Material Changes.

2. Accounting Changes and Corrections of Errors

No Material Changes.

3. Business Combinations and Goodwill

No Material Changes.

4. Discontinued Operations

No Material Changes.

Notes to Financial Statement

5. Investments

- A. Mortgage Loans – No Material Changes.
- B. Debt Restructuring – No Material Changes.
- C. Reverse Mortgages – No Material Changes.
- D. Loan-Backed Securities – No Material Changes.
- E. Repurchase Agreements – No Material Changes.
 - (1) Policy for requiring collateral or other security – No Material Changes.
 - (2) Carrying amount and classification of both those assets and associated liabilities – No Material Changes.
 - (3) Collateral accepted that it is permitted by contract or custom to sell or repledge:
 - a. Aggregate amount of contractually obligated open collateral positions – No Material Changes.
 - b. Fair value of that collateral and of the portion of that collateral that it has sold or repledged – None.
 - c. Information about the sources and uses of that collateral – No Material Changes.
 - (4) Aggregate value of the reinvested collateral which is “one-line” reported and the aggregate reinvested collateral which is reported in the investment schedules – No Material Changes.
 - (5) Reinvestment of the cash collateral and any securities which it or its agent receives as collateral that can be sold or repledged – No Material Changes.
 - (6) Collateral accepted that it is not permitted by contract or custom to sell or repledge – No Material Changes.
 - (7) Collateral for transactions that extend beyond one year from the reporting date – No Material Changes
- F. Real Estate – No Material Changes.
- G. Low Income Housing Tax Credits – No Material Changes.
- H.

6. Joint Ventures, Partnerships and Limited Liability Companies

No Material Changes.

7. Investment Income

No Material Changes.

8. Derivative Instruments

No Material Changes.

9. Income Taxes

No Material Changes.

10. Information Concerning Parent, Subsidiaries and Affiliates

No Material Changes.

11. Debt

No Material Changes.

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

A. Defined Benefit Plan

- (1) Change in benefit obligation - No Material Changes.
- (2) Change in plan assets- No Material Changes.
- (3) Funded status - No Material Changes.
- (4) Accumulated benefit obligation for vested employees and partially vested employees to the extent vested- No Material Changes.

Notes to Financial Statement

- (5) Benefit obligation for non-vested employees - No Material Changes.
- (6) Components of net periodic benefit cost – None.
- (7) The amount included in unassigned funds (surplus) for the period arising from a change in the additional minimum pension liability recognized - No Material Changes.
- (8) Weighted-average assumptions used to determine net period benefit cost - No Material Changes.
- (9) Measurement date - No Material Changes.
- (10) Assumed Health care cost trend rate for the next year used to measure the expected cost of benefit covered by the plan - No Material Changes.
- (11) Affect of one percentage point increase and decrease in the assumed health cast trend rates - No Material Changes.
- (12) The defined benefit pension plan asset allocation as of the measurement date, and the target asset allocation, presented as a percentage of total plan assets - No Material Changes.
- (13) Estimated future payments, which reflect expected future service, as appropriate, are expected to be paid in the years- No Material Changes.
- (14) Regulatory contribution requirements - No Material Changes.
- (15) Amounts and types of securities of the employer and related parties included in the plan assets
 - No Material Changes.
- (16) Alternative amortization - No Material Changes.
- (17) Substantive commitment - No Material Changes.
- (18) Cost of providing special or contractual termination benefits - No Material Changes.
- (19) Explanation of any significant change in benefit obligations or plan assets - No Material Changes.

- B. Defined Contribution Plan - No Material Changes.
- C. Multiemployer Plans - No Material Changes.
- D. Consolidated Holding Company Plans - No Material Changes.
- E. Post-Employment Benefits and Compensated Absences - No Material Changes.
- F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) - No Material Changes.

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

No Material Changes.

14. Contingencies

No Material Changes.

15. Leases

No Material Changes.

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

No Material Changes.

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

A. Transfers of Receivables reported as Sales – No Material Changes.

B. Transfer and Servicing of Financial Assets

- (1) Description of loaned securities – No Material Changes.
- (2) Servicing Assets and Liabilities
 - a. Risks inherent in servicing assets and servicing liabilities – No Material Changes.
 - b. Amount of contractually specified servicing fees, late fees and ancillary fees earned for each period – None
 - c. Assumptions used to estimate the fair value – No Material Changes.

Notes to Financial Statement

(3) Servicing assets and servicing liabilities are subsequently measured at fair value – No Material Changes.

(4) For securitizations, asset-backed financing arrangements, and similar transfers accounted for as sales when the transferor has continuing involvement (as defined in the glossary of the Accounting Practices & Procedures Manual) with the transferred financial assets:

a. Each income statement presented – None

b. Each statement of financial position presented, regardless of when the transfer occurred – None

(5) Transfers of financial assets accounted for as secured borrowing value – No Material Changes.

(6) Transfers of receivables with recourse – No Material Changes.

(7) Securities underlying repurchase and reverse repurchase agreements – No Material Changes.

C. Wash Sales – None

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

No Material Changes.

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

No Material Changes.

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.

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.

Notes to Financial Statement

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:

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 March 31, 2013 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	569,376	454,419	569,376			
Short Term	1,943,490	1,943,490	1,943,490			

D. Not Practicable to Estimate Fair Value – None.

Notes to Financial Statement

21. Other Items

- A. Extraordinary items – No Material Changes.
- B. Troubled Debt Restructuring Debtors – No Material Changes.
- C. Other Disclosures – Other Disclosures – No Material Changes.
- D. Nature of any portion of the balance that is reasonably possible to be uncollectible – No Material Changes.
- E. Business Interruption Insurance Recoveries – No Material Changes.
- F. State Transferable Tax Credit – No Material Changes.
- G. Subprime-Mortgage-Related Risk Exposure – No Material Changes.
- H. Retained Assets – No Material Changes.

22. Events Subsequent

Type I. – Recognized Subsequent Events

No Material Changes.

Type II. – Nonrecognized Subsequent Events

In April 2013, one of the controlling parties of GHPOI, Highmark Inc., became an indirect subsidiary of UPE, a Pennsylvania nonprofit corporation (“UPE”), upon consummation of a transaction between UPE and Highmark Inc. Pursuant to which, UPE became the sole corporate member of Highmark Inc.

Following the transaction, UPE changed its name to Highmark and Highmark Inc. changed its name to Highmark Health Services.

23. Reinsurance

No Material Changes.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

No Material Changes.

25. Change in Incurred Claims and Claim Adjustment Expenses

No Material Changes.

26. Inter-company Pooling Arrangements

No Material Changes.

27. Structured Settlements

No Material Changes.

28. Healthcare Receivables

No Material Changes.

29. Participating Policies

No Material Changes.

30. Premium Deficiency Reserves

No Material Changes.

31. Anticipated Salvage and Subrogation

No Material Changes.

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES**
GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X] Yes [] No [] N/A [X]

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

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 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []

3.2 If the response to 3.1 is yes, provide a brief description of those changes:
Effective March 1, 2013, Highmark became the sole member of Jefferson Regional Medical Center.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] N/A [X]

If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2009

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 03/11/2011

6.4 By what department or departments?
Ohio Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

7.2 If yes, give full information

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company. Yes [] No [X]

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
.....	Yes [] No [X]	Yes [ ] No [X]	Yes [ ] No [X]	Yes [ ] No [X]

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

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

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 0

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ 0

13. Amount of real estate and mortgages held in short-term investments: \$ 0

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]

14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes[] No[X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

If no, attach a description with this statement.

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

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$..... 0

16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$..... 0

16.3 Total payable for securities lending reported on the liability page

\$..... 0

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] No[]

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

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

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

Yes[] No[X]

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

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

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

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

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

Yes[X] No[]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

- 1.1 A&H loss percent
- 1.2 A&H cost containment percent
- 1.3 A&H expense percent excluding cost containment expenses

.....	0.000%
.....	0.000%
.....	0.000%

- 2.1 Do you act as a custodian for health savings accounts?
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date.
- 2.3 Do you act as an administrator for health savings accounts?
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date.

Yes[] No[X]	
\$.....	0
Yes[] No[X]	
\$.....	0

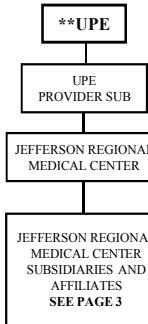
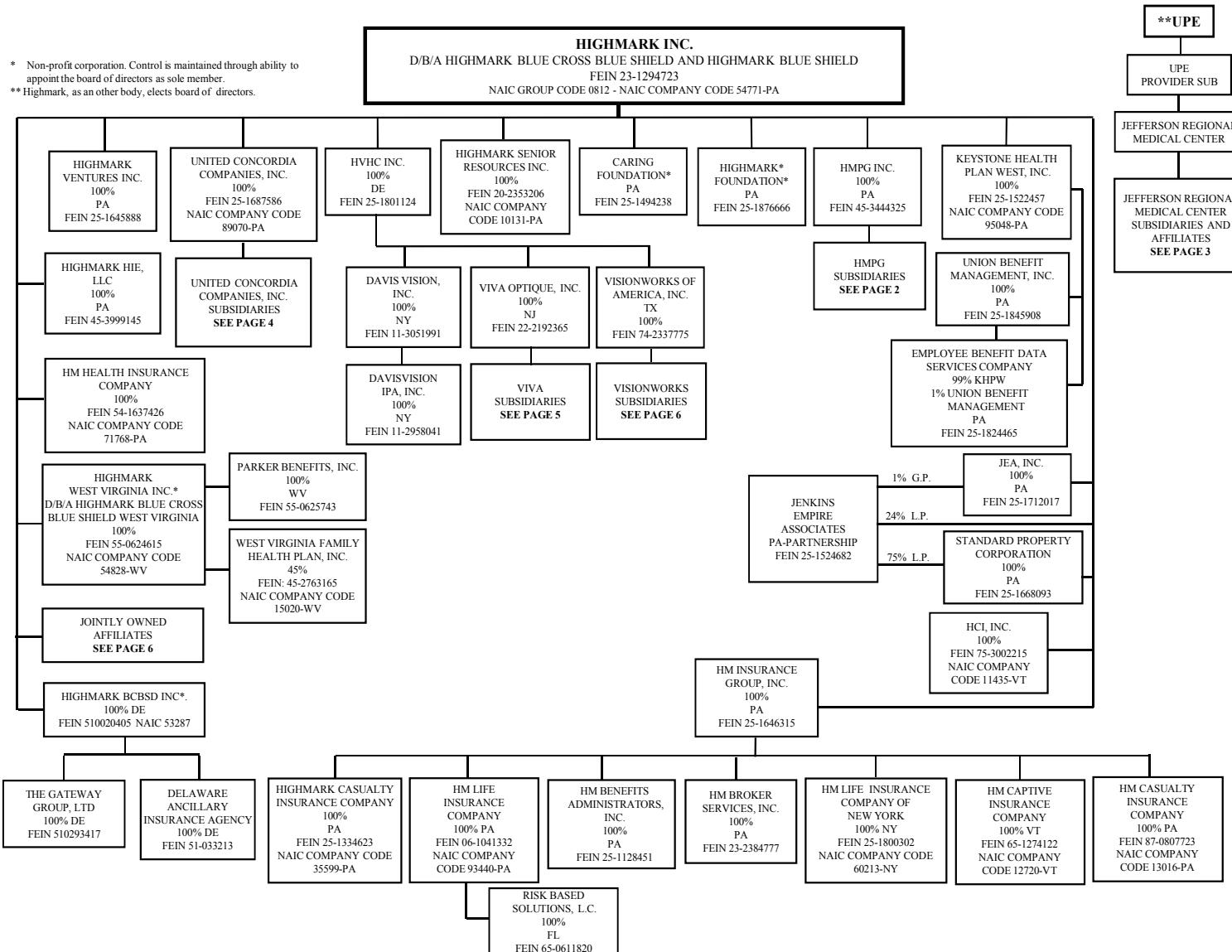
13 Schedule S Ceded Reinsurance **NONE**

14 Schedule T - Premiums and Other Consid. **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.
- ** Highmark, as an other body, elects board of directors.

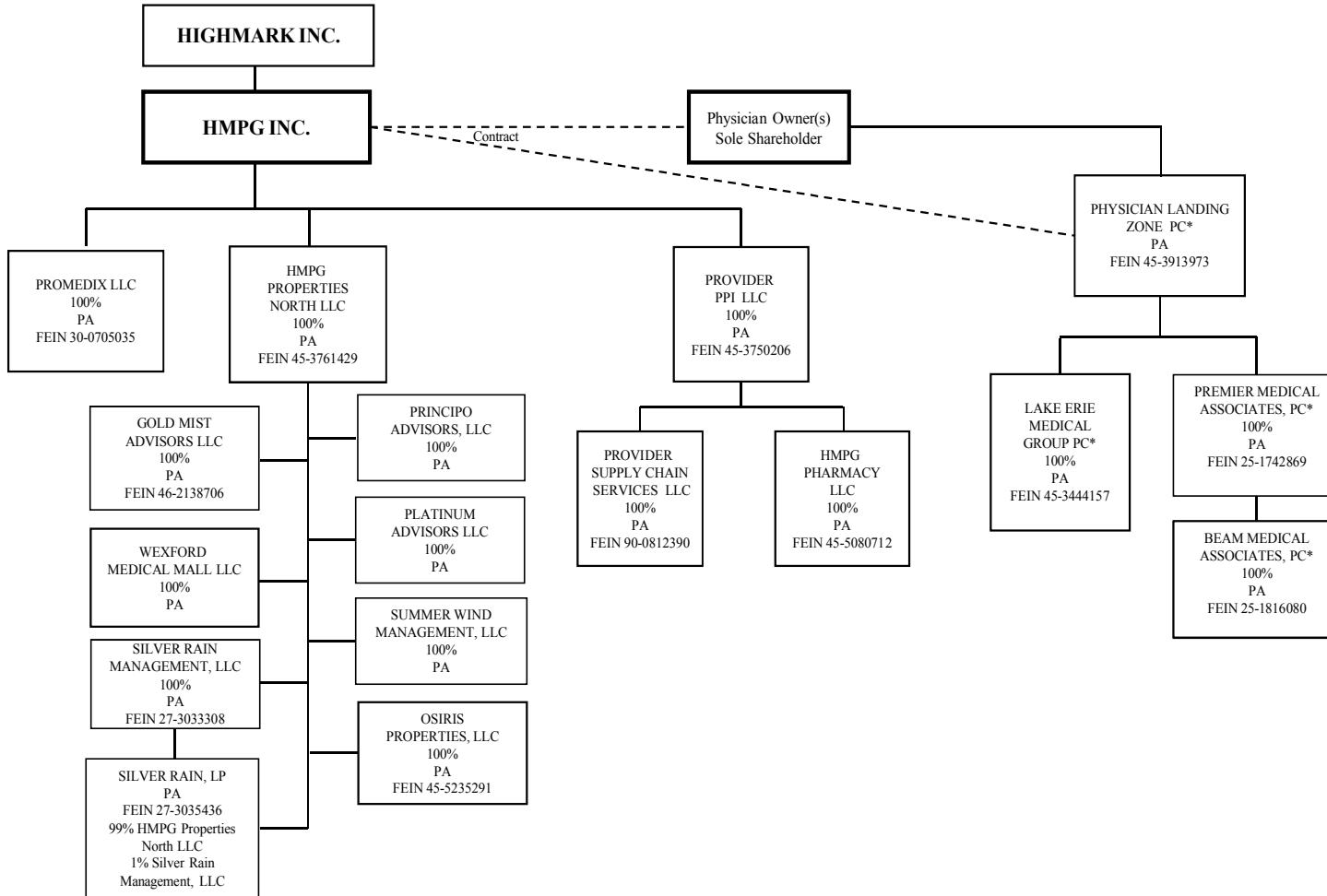
** Highmark, as an other body, elects board of directors.



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

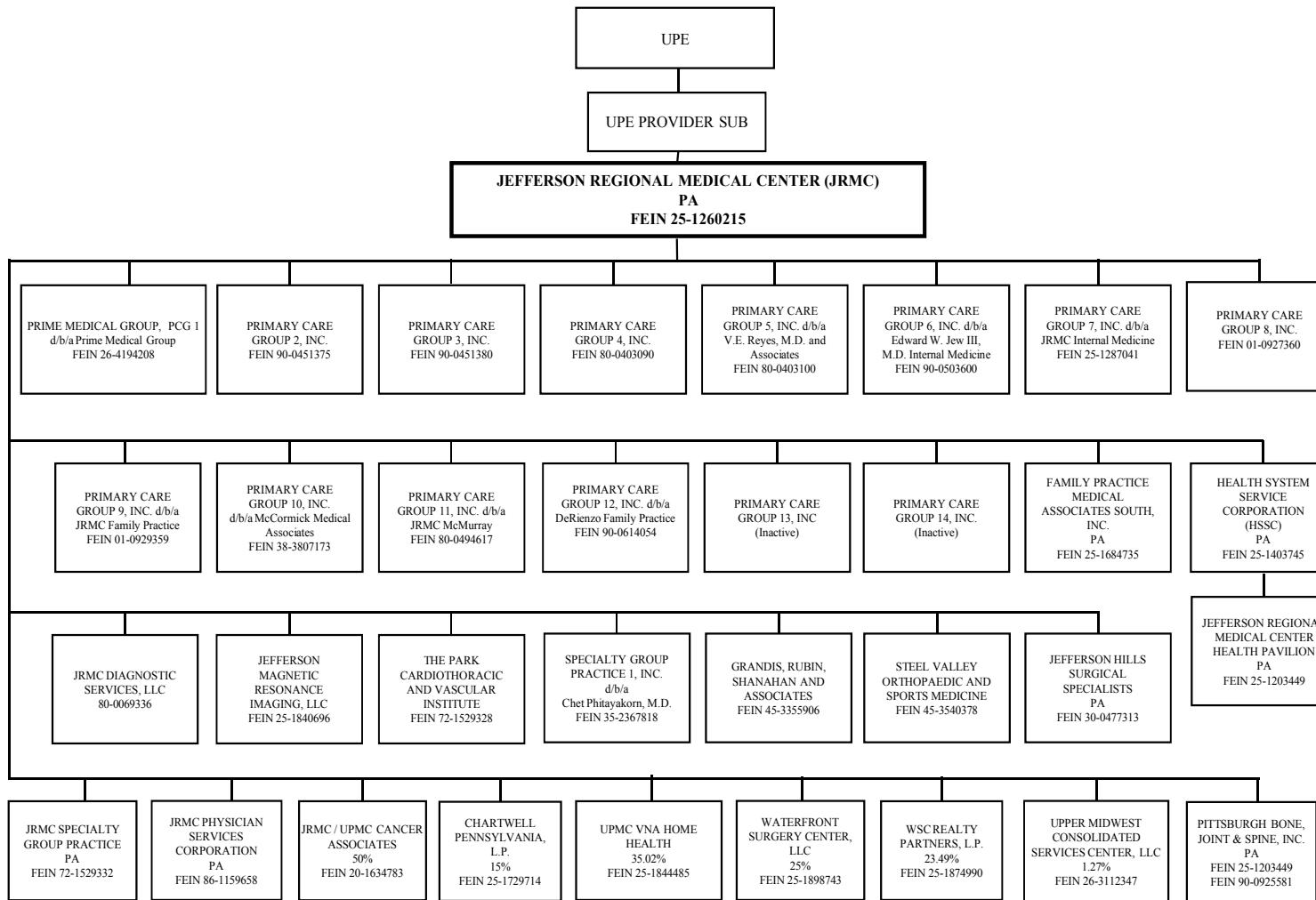
MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

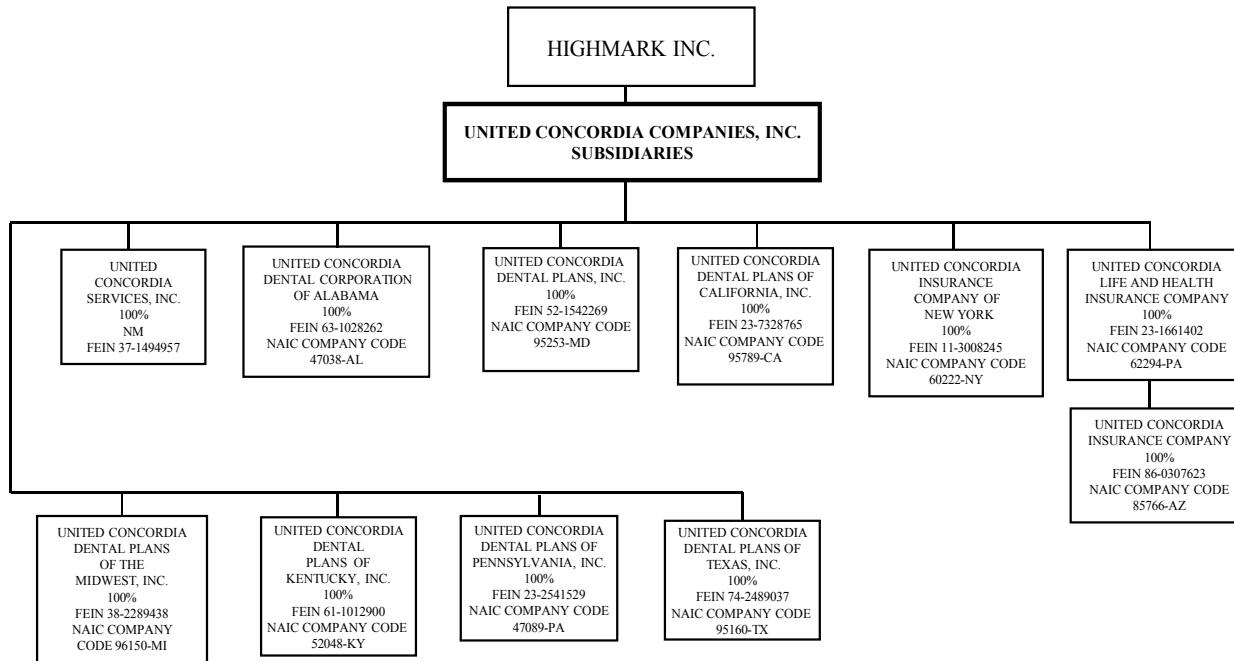


*Captive PC

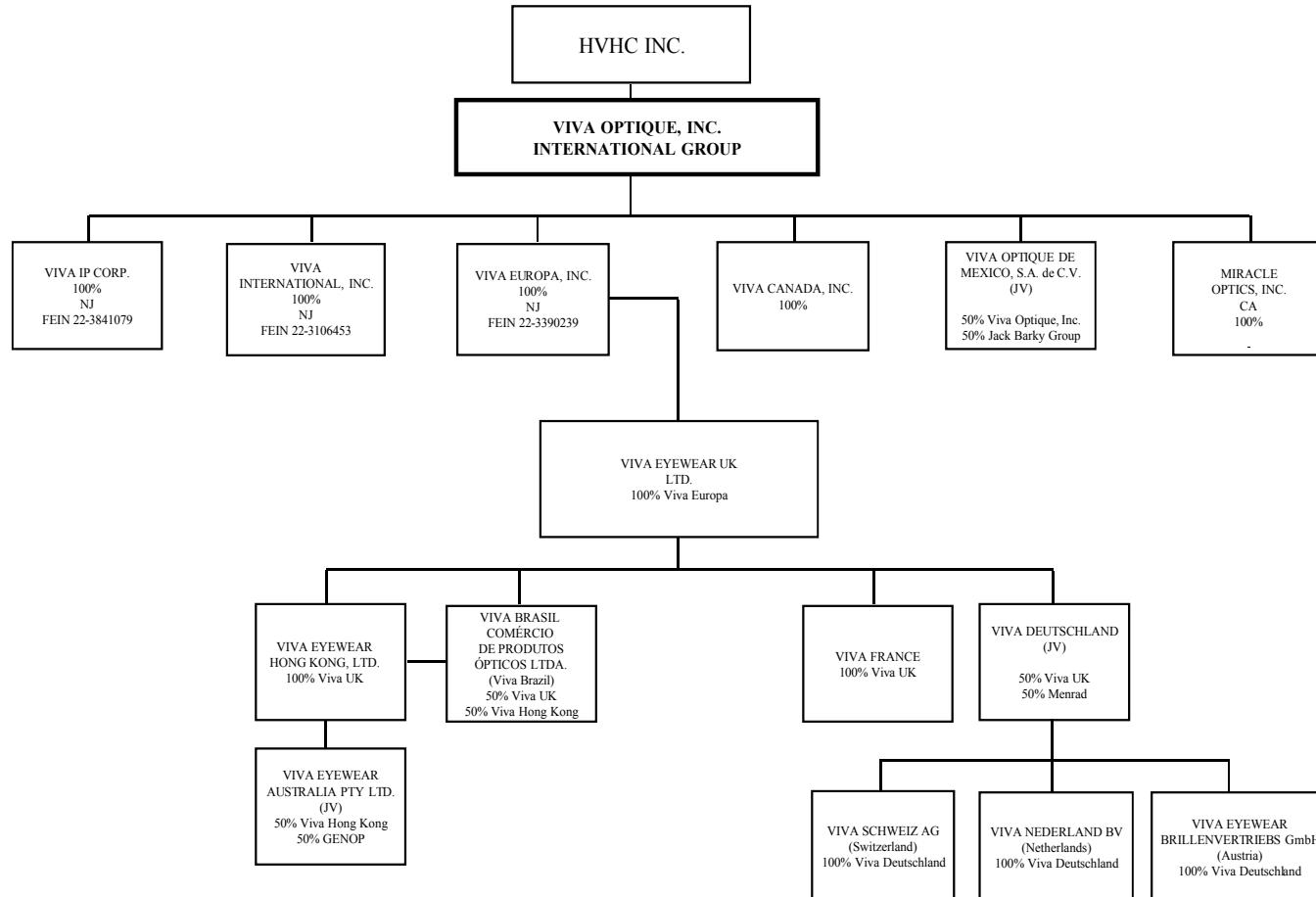
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



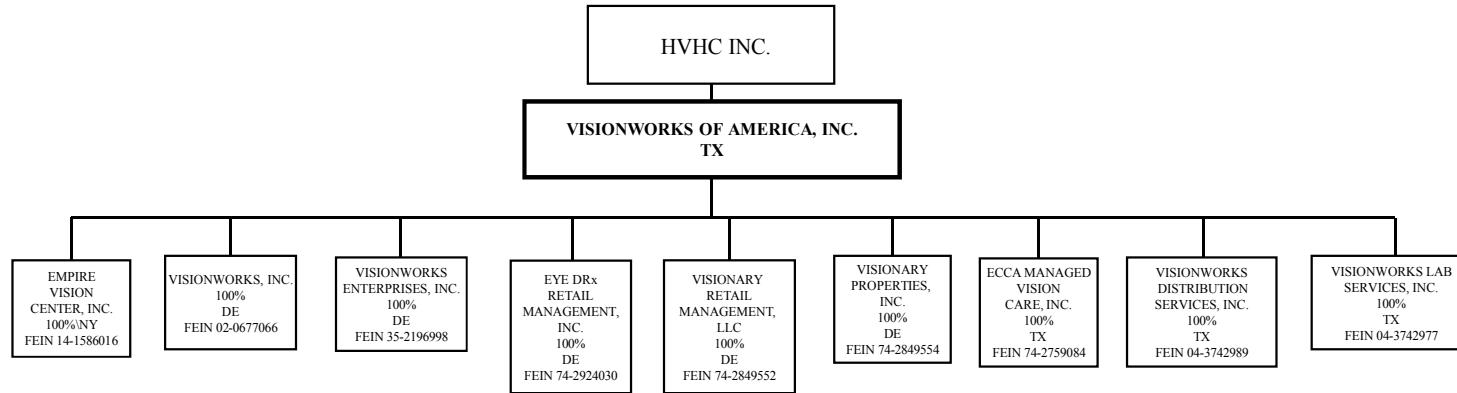
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MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



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

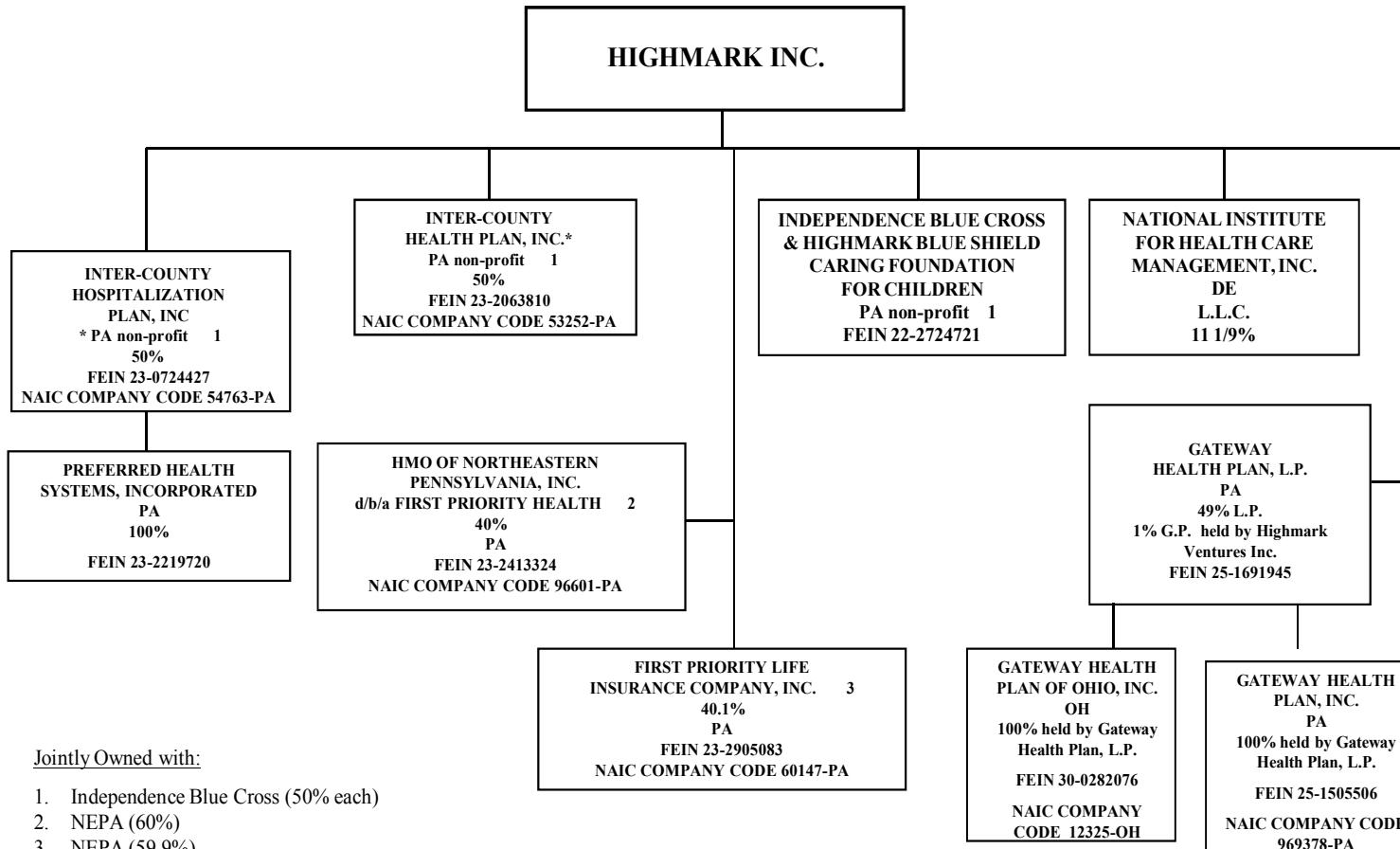


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



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

Q156



Jointly Owned with:

1. Independence Blue Cross (50% each)
2. NEPA (60%)
3. NEPA (59.9%)

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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
812	Highmark	47038	63-1028262	0	0	UNITED CONCORDIA DENTAL CORPORATION OF ALABAMA	UNITED CONCORDIA DENTAL CORPORATION OF ALABAMA	AL	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	95253	52-1542269	0	0	UNITED CONCORDIA DENTAL PLANS, INC.	UNITED CONCORDIA DENTAL PLANS, INC.	MD	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	95789	23-7328765	0	0	UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC.	UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC.	CA	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	60222	11-3008245	0	0	UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK	UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK	NY	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	62294	23-1661402	0	0	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	PA	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	85766	86-0307623	0	0	UNITED CONCORDIA INSURANCE COMPANY	UNITED CONCORDIA INSURANCE COMPANY	AZ	IA	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	Ownership	100.0	HIGHMARK INC.	
812	Highmark	96150	38-2289438	0	0	UNITED CONCORDIA DENTAL PLANS OF THE MIDWEST, INC.	UNITED CONCORDIA DENTAL PLANS OF THE MIDWEST, INC.	MI	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	52048	61-1012900	0	0	UNITED CONCORDIA DENTAL PLANS OF KENTUCKY, INC.	UNITED CONCORDIA DENTAL PLANS OF KENTUCKY, INC.	KY	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	47089	23-2541529	0	0	UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.	UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.	PA	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	95160	74-2489037	0	0	UNITED CONCORDIA DENTAL PLANS OF TEXAS, INC.	UNITED CONCORDIA DENTAL PLANS OF TEXAS, INC.	TX	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	00000	45-3444325	0	0	HMPG INC.	HMPG INC.	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	00000	30-0705035	0	0	PROMEDIX LLC	PROMEDIX LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	00000	45-3761429	0	0	HMPG PROPERTIES NORTH LLC	HMPG PROPERTIES NORTH LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK INC.	
812	Highmark	00000	32-0371926	0	0	WEXFORD MEDICAL MALL LLC	WEXFORD MEDICAL MALL LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.	
812	Highmark	00000	45-5235291	0	0	OSIRIS PROPERTIES, LLC	OSIRIS PROPERTIES, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.	
812	Highmark	00000	27-3033308	0	0	SILVER RAIN MANAGEMENT, LLC	SILVER RAIN MANAGEMENT, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.	
812	Highmark	00000	27-3035436	0	0	SILVER RAIN, LP	SILVER RAIN, LP	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	99.0	HIGHMARK INC.	
812	Highmark	00000	27-3035436	0	0	SILVER RAIN, LP	SILVER RAIN, LP	PA	NIA	SILVER RAIN MANAGEMENT, LLC	Ownership	1.0	HIGHMARK INC.	
812	Highmark	00000	0	0	PLATINUM ADVISORS LLC	PLATINUM ADVISORS LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.		
812	Highmark	00000	0	0	SUMMER WIND MANAGEMENT, LLC	SUMMER WIND MANAGEMENT, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.		
812	Highmark	00000	0	0	PRINCIPO ADVISORS, LLC	PRINCIPO ADVISORS, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK INC.		
812	Highmark	00000	45-3750206	0	0	PROVIDER PPI LLC	PROVIDER PPI LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK INC.	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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

Q16.2

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
812	Highmark	00000	.....	0	0	.....	VIVA EYEWEAR AUSTRALIA PTY LTD.....	AUS	... NIA ..	VIVA EYEWEAR HONG KONG, LTD	Ownership	50.0	HIGHMARK INC.....	
812	Highmark	00000	.....	0	0	.....	VIVA BRASIL COMERCIO DE PRODUTOS OPTICOS LTDA	BRA	... NIA ..	VIVA EYEWEAR UK LTD.....	Ownership	50.0	HIGHMARK INC.....	
812	Highmark	00000	.....	0	0	.....	VIVA BRASIL COMERCIO DE PRODUTOS OPTICOS LTDA	BRA	... NIA ..	VIVA EYEWEAR HONG KONG, LTD	Ownership	50.0	HIGHMARK INC.....	
812	Highmark	00000	.....	0	0	.....	VIVA FRANCE	FRA	... NIA ..	VIVA EYEWEAR UK LTD.....	Ownership	100.0	HIGHMARK INC.....	
812	Highmark	00000	.....	0	0	.....	VIVA DEUTSCHLAND	GBR	... NIA ..	VIVA EYEWEAR UK LTD.....	Ownership	50.0	HIGHMARK INC.....	
812	Highmark	00000	.....	0	0	.....	VIVA SCHWEIZ AG	CHE	... NIA ..	VIVA DEUTSCHLAND	Ownership	100.0	HIGHMARK INC.....	
812	Highmark	00000	.....	0	0	.....	VIVA NEDERLAND BV	NLD	... NIA ..	VIVA DEUTSCHLAND	Ownership	100.0	HIGHMARK INC.....	
812	Highmark	00000	.....	0	0	.....	VIVA EYEWEAR BRILLENTHERAPIE GMBH	AUT	... NIA ..	VIVA DEUTSCHLAND	Ownership	100.0	HIGHMARK INC.....	
812	Highmark	53252	23-2063810	0	0	.....	INTER-COUNTY HEALTH PLAN, INC.....	PA	... IA ..	HIGHMARK INC.....	Ownership	50.0	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	
812	Highmark	54763	23-0724427	0	0	.....	INTER-COUNTY HOSPITALIZATION PLAN, INC.....	PA	... IA ..	HIGHMARK INC.....	Ownership	50.0	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	
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	
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	
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	
812	Highmark	00000	25-1691945	0	0	.....	GATEWAY HEALTH PLAN, L.P.....	PA	... UDP ..	HIGHMARK INC.....	Ownership	49.0	HIGHMARK INC. / MERCY HEALTH PLAN	
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	
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	
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	
812	Highmark	00000	25-1494238	0	0	.....	CARING FOUNDATION	PA	... NIA ..	HIGHMARK INC.....	Board of Directors		HIGHMARK INC.....	
812	Highmark	00000	25-1876666	0	0	.....	HIGHMARK FOUNDATION	PA	... NIA ..	HIGHMARK INC.....	Board of Directors		HIGHMARK INC.....	
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	
812	Highmark	00000	.....	0	0	.....	NATIONAL INSTITUTE FOR HEALTHCARE MANAGEMENT LLC	DE	... NIA ..	HIGHMARK INC.....	Board of Directors		PARTICIPATING BLUES PLANS	
812	Highmark	53287	51-0020405	0	0	.....	HIGHMARK BCBSD INC.....	DE	... IA ..	HIGHMARK INC.....	Board of Directors	100.0	HIGHMARK INC.....	
812	Highmark	00000	51-0293417	0	0	.....	THE GATEWAY GROUP, LTD	DE	... NIA ..	HIGHMARK BCBSD INC.....	Ownership	100.0	HIGHMARK INC.....	

Q16.3

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Comp- any Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domic- iliary Loca- tion	10 Rela- tion- ship to Report- ing Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
812	Highmark	00000	51-033213	0	0	DELAWARE ANCILLARY INSURANCE AGENCY		DE	NIA	HIGHMARK BCBSD INC	Ownership	100.0	HIGHMARK INC	
812	Highmark	00000	45-2763165	0	0	WEST VIRGINIA FAMILY HEALTH PLAN, INC		WV	NIA	HIGHMARK WEST VIRGINIA INC	Ownership	45.0	HIGHMARK WEST VIRGINIA INC.	
812	Highmark	00000		0	0	UPE		PA	NIA	HIGHMARK INC.	Board of Directors		HIGHMARK INC	
812	Highmark	00000		0	0	UPE PROVIDER SUB		PA	NIA	UPE	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	25-1260215	0	0	JEFFERSON REGIONAL MEDICAL CENTER		PA	NIA	UPE PROVIDER SUB	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	26-4194208	0	0	PRIME MEDICAL GROUP, PCG 1		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	90-0451375	0	0	PRIMARY CARE GROUP 2, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	90-0451380	0	0	PRIMARY CARE GROUP 3, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	80-0403090	0	0	PRIMARY CARE GROUP 4, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	80-0403100	0	0	PRIMARY CARE GROUP 5, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	90-0503600	0	0	PRIMARY CARE GROUP 6, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	25-1287041	0	0	PRIMARY CARE GROUP 7, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	01-0927360	0	0	PRIMARY CARE GROUP 8, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	01-0929359	0	0	PRIMARY CARE GROUP 9, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	38-3807173	0	0	PRIMARY CARE GROUP 10, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	80-0494617	0	0	PRIMARY CARE GROUP 11, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	90-0914054	0	0	PRIMARY CARE GROUP 12, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000		0	0	PRIMARY CARE GROUP 13, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000		0	0	PRIMARY CARE GROUP 14, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	25-1684735	0	0	FAMILY PRACTICE MEDICAL ASSOCIATES SOUTH, INC.		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	25-1403745	0	0	HEALTH SYSTEM SERVICE CORPORATION		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	25-1203449	0	0	JEFFERSON REGIONAL MEDICAL CENTER HEALTH PAVILION		PA	NIA	HEALTH SYSTEM SERVICE CORPORATION	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	80-0069336	0	0	JRMC DIAGNOSTIC SERVICES, LLC		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	
812	Highmark	00000	25-1840696	0	0	JEFFERSON MAGNETIC RESONANCE IMAGING, LLC		PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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812	Highmark	00000	72-1529328	0	0	THE PARK CARDIOTHORACIC AND VASCULAR INSTITUTE	PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC			
	Highmark	00000	35-2367818	0	0	SPECIALTY GROUP PRACTICE 1, INC	PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC			
	Highmark	00000	45-3355906	0	0	GRANDIS, RUBIN, SHANAHAN AND ASSOCIATES	PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC			
	Highmark	00000	45-3540378	0	0	STEEL VALLEY ORTOPAEDIC AND SPORTS MEDICINE	PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC			
	Highmark	00000	30-0477313	0	0	JEFFERSON HILLS SURGICAL SPECIALISTS	PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC			
	Highmark	00000	72-1529332	0	0	JRMC SPECIALTY GROUP PRACTICE	PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC			
	Highmark	00000	86-1159658	0	0	JRMC PHYSICIAN SERVICES CORPORATION	PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK INC			
	Highmark	00000	20-1634783	0	0	JRMC/UPMC CANCER ASSOCIATES	PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER/UNIVERSITY OF PITTSBURGH MEDICAL CENTER	Board of Directors	50.0	HIGHMARK INC/UNIVERSITY OF PITTSBURGH MEDICAL CENTER			
	Highmark	00000	25-1729717	0	0	CHARTWELL PENNSYLVANIA, L.P	PA .. NIA ..	UNIVERSITY OF PITTSBURGH MEDICAL CENTER	Ownership	15.0	UNIVERSITY OF PITTSBURGH MEDICAL CENTER			
	Highmark	00000	25-1844485	0	0	UPMC VNA HOME HEALTH	PA .. NIA ..	UNIVERSITY OF PITTSBURGH MEDICAL CENTER	Ownership	35.0	UNIVERSITY OF PITTSBURGH MEDICAL CENTER			
	Highmark	00000	25-1898743	0	0	WATERFRONT SURGERY CENTER, LLC	PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER/DR. BARBATI/DR. KUMAR/DR. WILEN/DR. WEISS	Management	25.0	JEFFERSON REGIONAL MEDICAL CENTER/DR. BARBATI/DR. KUMAR/DR. WILEN/DR. WEISS			
	Highmark	00000	25-1874990	0	0	WSC REALTY PARTNERS, L.P.	PA .. NIA ..	SONOMA WINDSOR, LLC	Ownership	23.5	SONOMA WINDSOR, LLC			
	Highmark	00000	26-3112347	0	0	UPPER MIDWEST CONSOLIDATED SERVICES CENTER, LLC	PA .. NIA ..	VHA UPPER MIDWEST, LLC	Ownership	1.3	VHA UPPER MIDWEST, LLC			
	Highmark	00000	90-0925581	0	0	PITTSBURGH BONE, JOINT & SPINE, INC.	PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	100.0	JEFFERSON REGIONAL MEDICAL CENTER			

Q195

Asterisk	Explanation
0000001	Footnote

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



1232520133650001

2013

Document Code: 365

SCHEDULE A - VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year
2. Cost of acquired:
2.1 Actual cost at time of acquisition
2.2 Additional investment made after acquisition
3. Current year change in encumbrances
4. Total gain (loss) on disposals
5. Deduct amounts received on disposals
6. Total foreign exchange change in book/adjusted carrying value
7. Deduct current year's other than temporary impairment recognized
8. Deduct current year's depreciation
9. Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)
10. Deduct total nonadmitted amounts
11. Statement value at end of current period (Line 9 minus Line 10)

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year
2. Cost of acquired:
2.1 Actual cost at time of acquisition
2.2 Additional investment made after acquisition
3. Capitalized deferred interest and other
4. Accrual of discount
5. Unrealized valuation increase (decrease)
6. Total gain (loss) on disposals
7. Deduct amounts received on disposals
8. Deduct amortization of premium and mortgage interest points
9. Total foreign exchange change in book value/recorded investment
10. Deduct current year's other than temporary impairment recognized
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)
12. Total valuation allowance
13. Subtotal (Line 11 plus Line 12)
14. Deduct total nonadmitted amounts
15. Statement value at end of current period (Line 13 minus Line 14)

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year
2. Cost of acquired:
2.1 Actual cost at time of acquisition
2.2 Additional investment made after acquisition
3. Capitalized deferred interest and other
4. Accrual of discount
5. Unrealized valuation increase (decrease)
6. Total gain (loss) on disposals
7. Deduct amounts received on disposals
8. Deduct amortization of premium and depreciation
9. Total foreign exchange change in book/adjusted carrying value
10. Deduct current year's other than temporary impairment recognized
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)
12. Deduct total nonadmitted amounts
13. Statement value at end of current period (Line 11 minus Line 12)

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	..... 455,182	..... 458,191
2. Cost of bonds and stocks acquired .....	.....	.....
3. Accrual of discount .....	.....	.....
4. Unrealized valuation increase (decrease) .....	.....	.....
5. Total gain (loss) on disposals .....	.....	.....
6. Deduct consideration for bonds and stocks disposed of .....	.....	.....
7. Deduct amortization of premium .....	..... 763	..... 3,009
8. Total foreign exchange change in book/adjusted carrying value .....	.....	.....
9. Deduct current year's other than temporary impairment recognized .....	.....	.....
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	..... 454,419	..... 455,182
11. Deduct total nonadmitted amounts .....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11) .....	..... 454,419	..... 455,182

SCHEDULE D - PART 1B
Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	2,390,046	12,099	3,473	(763)	2,397,909			2,390,046
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	2,390,046	12,099	3,473	(763)	2,397,909			2,390,046
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	2,390,046	12,099	3,473	(763)	2,397,909			2,390,046

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

SCHEDULE DA - PART 1**Short - Term Investments**

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	1,943,490	XXX	1,943,490	62	

SCHEDULE DA - Verification**Short-Term Investments**

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,934,864	1,930,023
2. Cost of short-term investments acquired	12,099	27,255
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	3,473	22,414
7. Deduct amortization of premium		
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	1,943,490	1,934,864
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,943,490	1,934,864

SI04	Schedule DB - Part A Verification	NONE
SI04	Schedule DB - Part B Verification	NONE
SI05	Schedule DB Part C Section 1	NONE
SI06	Schedule DB Part C Section 2	NONE
SI07	Schedule DB - Verification	NONE
SI08	Schedule E - Verification (Cash Equivalents)	NONE

E01	Schedule A Part 2	NONE
E01	Schedule A Part 3	NONE
E02	Schedule B Part 2	NONE
E02	Schedule B Part 3	NONE
E03	Schedule BA Part 2	NONE
E03	Schedule BA Part 3	NONE
E04	Schedule D Part 3	NONE
E05	Schedule D Part 4	NONE
E06	Schedule DB Part A Section 1	NONE
E07	Schedule DB Part B Section 1	NONE
E08	Schedule DB Part D Section 1	NONE
E09	Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity	NONE
E09	Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity	NONE
E10	Schedule DL - Part 1 - Securities Lending Collateral Assets	NONE
E11	Schedule DL - Part 2 - Securities Lending Collateral Assets	NONE

SCHEDULE E - PART 1 - CASH**Month End Depository Balances**

1			2	3	4	5	Book Balance at End of Each Month			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
open depositories										
PNC Operating Medicare							2,323	2,323	2,323	XXX
PNC Operating Medicaid									149	XXX
0199998 Deposits in .....0	depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories		XXX	XXX ..						XXX
0199999 Totals - Open Depositories			XXX	XXX ..			2,323	2,323	2,472	XXX
0299998 Deposits in .....0	depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories		XXX	XXX ..						XXX
0299999 Totals - Suspended Depositories			XXX	XXX ..						XXX
0399999 Total Cash On Deposit			XXX	XXX ..			2,323	2,323	2,472	XXX
0499999 Cash in Company's Office			XXX	XXX ..	XXX ..	XXX ..				XXX
0599999 Total Cash			XXX	XXX ..			2,323	2,323	2,472	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
8699999 Total - Cash Equivalents							

N O N E

INDEX TO HEALTH QUARTERLY STATEMENT

Accounting Changes and Corrections of Errors; Q10, Note 2; Q11
Accounting Practices and Policies; Q5; Q10, Note 1
Admitted Assets; Q2
Bonds; Q2; Q6; Q11.1; Q11.2; QE04; QE05
Bonuses; Q3; Q4; Q8; Q9
Borrowed Funds; Q3; Q6
Business Combinations and Goodwill; Q10, Note 3
Capital Gains (Losses)
 Realized; Q4
 Unrealized; Q4; Q5
Capital Stock; Q3; Q10, Note 13
Capital Notes; Q6; Q10, Note 11
Caps; QE06; QSI04
Cash; Q2; Q6; QE12
Cash Equivalents; Q2; Q6; QE13
Claims; Q3; Q4; Q8; Q9
Collars; QE06; QSI04
Commissions; Q6
Common Stock; Q2; Q3; Q6; Q11.1; Q11.2
Cost Containment Expenses; Q4
Contingencies; Q10, Note 14
Counterparty Exposure; Q10, Note 8; QE06; QE08
Debt; Q10, Note 11
Deferred Compensation; Q10, Note 12
Derivative Instruments; Q10, Note 8; QSI04; QSI05; QSI06; QSI07; QE06; QE07; QE08
Discontinued Operations; Q10, Note 4
Electronic Data Processing Equipment; Q2
Encumbrances; Q2; QSI01; QE01
Emergency Room; Q4
Expenses; Q3; Q4; Q6
Extinguishment of Liabilities; Q10, Note 17
Extraordinary Item; Q10, Note 21
Fair Value; Q7, Note 20
Fee for Service; Q4
Foreign Exchange; Q2; Q3; Q5; QSI01; QSI03; QE01; QE02; QE03; QE05
Forwards; QE06; QSI04
Furniture, Equipment and Supplies; Q2
Guaranty Fund; Q2
Health Care Receivables; Q2; Q9; Q10, Note 28
Holding Company; Q16
Hospital/Medical Benefits; Q4
Incentive Pools; Q3; Q4; Q8; Q9
Income; Q4; Q5; Q6
Income Taxes; Q2; Q3; Q4; Q5; Q10, Note 9
Incurred Claims and Claim Adjustment Expenses; Q10, Note 25
Intercompany Pooling; Q10, Note 26
Investment Income; Q10, Note 7
 Accrued; Q2
 Earned; Q2; QSI03
 Received; Q6
Investments; Q10, Note 5; Q11.1; Q11.2; QE08
Joint Venture; Q10, Note 6
Leases; Q10, Note 15
Limited Liability Company (LLC); Q10, Note 6
Limited Partnership; Q10, Note 6
Long-Term Invested Assets; Q2; QE03
Managing General Agents; Q10, Note 19
Medicare Part D Coverage; QSupp1
Member Months; Q4; Q7
Mortgage Loans; Q2; Q6; Q11.1; QSI01; QE02
Nonadmitted Assets; Q2; Q5; QSI01; QSI03
Off-Balance Sheet Risk; Q10, Note 16
Options; QE06; QSI04
Organizational Chart; Q11; Q14
Out-of-Area; Q4
Outside Referrals; Q4
Parent, Subsidiaries and Affiliates; Q2; Q3; Q10, Note 10; Q11.1
Participating Policies; Q10, Note 29
Pharmaceutical Rebates; Q10, Note 28
Policyholder Dividends; Q5; Q6
Postemployment Benefits; Q10, Note 12
Postretirement Benefits; Q10, Note 12
Preferred Stock; Q2; Q3; Q6; Q11.1; Q11.2

INDEX TO HEALTH QUARTERLY STATEMENT

Premium Deficiency Reserves; Q10, Note 30

Premiums and Considerations

Advance; Q3

Collected; Q6

Deferred; Q2

Direct; Q7; Q13

Earned; Q7

Retrospective; Q2

Uncollected; Q2

Unearned; Q4

Written; Q4; Q7

Prescription Drugs; Q4

Quasi Reorganizations; Q10, Note 13

Real Estate; Q2; Q6; QE01; QSI01

Redetermination, Contracts Subject to; Q10, Note 24

Reinsurance; Q9; Q10, Note 23

Ceded; Q3; Q12

Funds Held; Q2

Payable; Q3

Premiums; Q3

Receivable; Q2; Q4

Unauthorized; Q3; Q5

Reserves

Accident and Health; Q3; Q4

Claim; Q3; Q5; Q8

Life; Q3

Retirement Plans; Q10, Note 12

Retrospectively Rated Policies; Q10, Note 24

Risk Revenue; Q4

Salvage and Subrogation; Q10, Note 31

Securities Lending; Q2; Q3; QE09; QE11

Servicing of Financial Assets; Q10, Note 17

Short-Term Investments; Q2; Q6; Q11.1; QSI03

Stockholder Dividends; Q5; Q6

Subsequent Events; Q10, Note 22

Surplus; Q3; Q5; Q6

Surplus Notes; Q3; Q5; Q6

Swaps; QE07; QSI04

Synthetic Assets; QSI04; QSI05

Third Party Administrator; Q10, Note 19

Treasury Stock; Q3; Q5

Uninsured Accident and Health; Q2; Q3; Q10, Note 18

Valuation Allowance; QSI01

Wash Sales; Q10, Note 17

Withholds; Q4; Q8