



QUARTERLY STATEMENT
AS OF March 31, 2013
OF THE CONDITION AND AFFAIRS OF THE
AultCare Insurance Company

NAIC Group Code 0000 , 0000 NAIC Company Code 77216 Employer's ID Number 341624818
(Current Period) (Prior Period)

Organized under the Laws of Ohio , State of Domicile or Port of Entry Ohio

Country of Domicile United States of America

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

Incorporated/Organized 08/15/1989 Commenced Business 11/01/1989

Statutory Home Office 2600 Sixth Street SW , Canton, OH, 44710
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 2600 Sixth Street SW
(Street and Number)

Canton, OH, 44710 (330)363-4057
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 2600 Sixth Street SW , Canton, OH, 44710
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 2600 Sixth Street SW
(Street and Number)

Canton, OH, 44710 (330)363-4057
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.aultcare.com

Statutory Statement Contact Jeffrey Alan Scheatzle (330)363-4057
(Name) (Area Code)(Telephone Number)(Extension)

jscheatzle@aultman.com (330)363-5012
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	
Rick L. Haines	President	
Joseph J. Feltes	Secretary	#
Mark D. Wright	Treasurer	
Edward J. Roth III	Executive Vice President	

OTHERS

DIRECTORS OR TRUSTEES

William Wallace M.D.	Gregory A. Haban M.D.
Christopher E. Remark	Edward J. Roth III
Rick L. Haines	Michael A. Rich M.D.
Mark D. Wright	John B. Humphrey Jr., M.D.
Timothy L. Hagen D.O.	Darryl J. Dillenback
Allen Rovner M.D.	Joseph J. Feltes Esq. #

State of Ohio
 County of Stark 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) Rick L. Haines _____ (Printed Name) 1. President _____ (Title)	_____ (Signature) Joseph J. Feltes _____ (Printed Name) 2. Secretary _____ (Title)	_____ (Signature) Mark D. Wright _____ (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)

DIRECTORS OR TRUSTEES (continued)

Mark N. Rose M.D. #

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	52,084,301		52,084,301	47,590,377
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	18,803,418		18,803,418	17,844,193
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 (\$.....6,519,055), cash equivalents (\$.....0) and short-term investments (\$.....751,247)	7,270,302		7,270,302	8,944,349
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets	15,656,364		15,656,364	16,478,301
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)	93,814,385		93,814,385	90,857,220
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	373,939		373,939	407,640
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	5,198,698		5,198,698	3,079,565
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	1,135,746		1,135,746	2,376,425
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	4,321,194		4,321,194	5,386,128
18.1 Current federal and foreign income tax recoverable and interest thereon				666,895
18.2 Net deferred tax asset	4,694,000		4,694,000	4,694,000
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				
24. Health care (\$.....4,425,437) and other amounts receivable	5,649,902	358,223	5,291,679	5,365,028
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)	115,187,864	358,223	114,829,640	112,832,900
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	115,187,864	358,223	114,829,640	112,832,900
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 \$.955,200 reinsurance ceded)	29,482,724		29,482,724	31,727,580
2. Accrued medical incentive pool and bonus amounts	2,659,960		2,659,960	2,377,535
3. Unpaid claims adjustment expenses	536,600		536,600	572,800
4. Aggregate health policy reserves, including the liability of \$.0 for medical loss ratio rebate per the Public Health Service Act	7,189,602		7,189,602	7,189,602
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	8,257,348		8,257,348	6,538,502
9. General expenses due or accrued	5,685,600		5,685,600	4,594,143
10.1 Current federal and foreign income tax payable and interest thereon (including \$.0 on realized gains (losses))	136,989		136,989	
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable	945,605		945,605	869,617
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including \$.0 current) and interest thereon \$.0 (including \$.0 current)				
15. Amounts due to parent, subsidiaries and affiliates				
16. Derivatives				
17. Payable for securities				
18. Payable for securities lending				
19. Funds held under reinsurance treaties with (\$.0 authorized reinsurers, \$.0 unauthorized reinsurers and \$.0 certified reinsurers)				
20. Reinsurance in unauthorized and certified (\$.0) companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans	499,194		499,194	598,858
23. Aggregate write-ins for other liabilities (including \$.0 current)				
24. Total liabilities (Lines 1 to 23)	55,393,621		55,393,621	54,468,637
25. Aggregate write-ins for special surplus funds	X X X	X X X		
26. Common capital stock	X X X	X X X	1,000,000	1,000,000
27. Preferred capital stock	X X X	X X X		
28. Gross paid in and contributed surplus	X X X	X X X	48,875,734	48,875,734
29. Surplus notes	X X X	X X X		
30. Aggregate write-ins for other than special surplus funds	X X X	X X X		
31. Unassigned funds (surplus)	X X X	X X X	9,560,286	8,488,530
32. Less treasury stock, at cost:				
32.1 .0 shares common (value included in Line 26 \$.0)	X X X	X X X		
32.2 .0 shares preferred (value included in Line 27 \$.0)	X X X	X X X		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	59,436,020	58,364,264
34. Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	114,829,641	112,832,900
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				
2501.	X X X	X X X		
2502.	X X X	X X X		
2503.	X X X	X X X		
2598. Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X		
3001.	X X X	X X X		
3002.	X X X	X X X		
3003.	X X X	X X X		
3098. Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	X X X	352,761	356,231	1,424,534
2. Net premium income (including \$.....0 non-health premium income)	X X X	112,609,252	116,407,185	468,467,855
3. Change in unearned premium reserves and reserves for rate credits	X X X			
4. Fee-for-service (net of \$.....0 medical expenses)	X X X			
5. Risk revenue	X X X			
6. Aggregate write-ins for other health care related revenues	X X X			
7. Aggregate write-ins for other non-health revenues	X X X			
8. Total revenues (Lines 2 to 7)	X X X	112,609,252	116,407,185	468,467,855
Hospital and Medical:				
9. Hospital/medical benefits		69,474,050	74,236,761	298,660,443
10. Other professional services				
11. Outside referrals		11,115,306	8,730,019	36,670,512
12. Emergency room and out-of-area		2,206,719	2,126,389	8,646,330
13. Prescription drugs		13,547,208	16,459,251	65,281,199
14. Aggregate write-ins for other hospital and medical		2,507,576	2,842,111	12,559,972
15. Incentive pool, withhold adjustments and bonus amounts		1,316,919	1,157,077	4,617,135
16. Subtotal (Lines 9 to 15)		100,167,779	105,551,609	426,435,591
Less:				
17. Net reinsurance recoveries		839,284	709,061	4,606,529
18. Total hospital and medical (Lines 16 minus 17)		99,328,495	104,842,548	421,829,062
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....1,415,272 cost containment expenses		2,082,149	1,702,208	7,415,839
21. General administrative expenses		11,234,959	9,711,546	41,618,594
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)		112,645,604	116,256,303	470,863,496
24. Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(36,351)	150,882	(2,395,640)
25. Net investment income earned		433,455	522,389	2,175,377
26. Net realized capital gains (losses) less capital gains tax of \$.....0		(511)	(52,151)	103,783
27. Net investment gains or (losses) (Lines 25 plus 26)		432,944	470,238	2,279,160
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)	X X X	396,592	621,120	(116,480)
31. Federal and foreign income taxes incurred	X X X	189,000	211,181	196,231
32. Net income (loss) (Lines 30 minus 31)	X X X	207,592	409,939	(312,711)
DETAILS OF WRITE-INS				
0601.	X X X			
0602.	X X X			
0603.	X X X			
0698. Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798. Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401. Reinsurance Claims		2,507,576	2,842,111	12,559,972
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)		2,507,576	2,842,111	12,559,972
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	58,364,264	57,436,096	57,436,096
34. Net income or (loss) from Line 32	207,592	409,939	(312,711)
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	871,853	1,179,600	1,567,528
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	(7,689)	(373,419)	(326,649)
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)	1,071,756	1,216,120	928,168
49. Capital and surplus end of reporting period (Line 33 plus 48)	59,436,020	58,652,216	58,364,264
DETAILS OF WRITE-INS			
4701. 0			
4702. 0			
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	112,284,952	130,199,355	467,702,183
2. Net investment income	547,948	644,194	2,516,019
3. Miscellaneous income			
4. TOTAL (Lines 1 to 3)	112,832,900	130,843,549	470,218,202
5. Benefit and loss related payments	99,984,587	105,755,132	431,969,752
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	11,296,582	12,620,827	53,312,830
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	(614,884)	21,231	196,231
10. TOTAL (Lines 5 through 9)	110,666,285	118,397,190	485,478,813
11. Net cash from operations (Line 4 minus Line 10)	2,166,616	12,446,359	(15,260,611)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	1,571,684	4,855,020	18,049,020
12.2 Stocks		680,979	680,979
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets	787,094	3,128,621	
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds			1,384,081
12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	2,358,778	8,664,619	20,114,080
13. Cost of investments acquired (long-term only):			
13.1 Bonds	6,112,069	4,936,009	5,441,263
13.2 Stocks	87,372	742,764	1,229,023
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications		0	
13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	6,199,441	5,678,773	6,670,286
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)	(3,840,663)	2,985,846	13,443,794
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)			
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)			
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)	(1,674,047)	15,432,205	(1,816,817)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	8,944,349	10,761,167	10,761,167
19.2 End of period (Line 18 plus Line 19.1)	7,270,302	26,193,372	8,944,349

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

20.0001	Cumulative effect of changes in accounting principles		
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	120,306	6,463	47,700	84		10,482	2,551	22,661		30,365
2. First Quarter	117,258	6,562	46,413	99		11,668	2,630	20,598		29,288
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	352,761	19,556	140,414	291		34,897	7,898	61,780		87,925
Total Member Ambulatory Encounters for Period:										
7. Physician	99,859	6,070	50,136	34			3,687	39,932		
8. Non-Physician	308,995	15,642	124,950	135			9,213	159,055		
9. Total	408,854	21,712	175,086	169			12,900	198,987		
10. Hospital Patient Days Incurred	16,025	324	2,917	10			437	12,337		
11. Number of Inpatient Admissions	2,832	75	730	2			64	1,961		
12. Health Premiums Written (a)	115,245,887	4,667,974	44,465,793	49,608		808,461	4,133,250	58,551,495		2,569,306
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	115,245,887	4,667,974	44,465,793	49,608		808,461	4,133,250	58,551,495		2,569,306
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	101,290,927	4,104,401	37,210,649	50,888		634,703	3,649,442	53,497,441		2,143,403
18. Amount Incurred for Provision of Health Care Services	100,167,780	4,207,023	37,396,716	50,888		597,241	3,636,106	51,772,230		2,507,576

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....58,548,816.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0499999 Subtotals						
0599999 Unreported claims and other claim reserves						30,437,924
0799999 Total Claims Unpaid						30,437,924
0899999 Accrued Medical Incentive Pool And Bonus Amounts						2,659,960

UNDERWRITING AND INVESTMENT EXHIBIT**ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)	13,181,476	27,025,212		11,562,879	13,181,476	11,869,739
2. Medicare Supplement		50,887				
3. Dental only		634,703		217,706		255,168
4. Vision only						
5. Federal Employees Health Benefits Plan	629,936	3,019,506		573,323	629,936	586,659
6. Title XVIII - Medicare	13,297,497	40,199,945		15,408,816	13,297,497	17,296,014
7. Title XIX - Medicaid						
8. Other health	1,685,600	457,803		1,720,000	1,685,600	1,720,000
9. Health subtotal (Lines 1 to 8)	28,794,508	71,388,057		29,482,724	28,794,508	31,727,580
10. Healthcare receivables (a)	1,525,437				1,525,437	1,599,304
11. Other non-health						
12. Medical incentive pools and bonus amounts	1,034,494		1,343,040	1,316,919	2,377,535	2,377,535
13. Totals (Lines 9 - 10 + 11 + 12)	28,303,566	71,388,057	1,343,040	30,799,643	29,646,606	32,505,811

(a) Excludes \$.....2,900,000 loans or advances to providers not yet expensed.

Notes to Financial Statement

SECTION A

1. Summary of Significant Accounting Policies
 - A. The accompanying financial statements of AultCare Insurance Company are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance.
The Ohio Department of Insurance recognizes only statutory accounting prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual, (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Ohio.
 - B. The preparation of financial statement in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.
 - C. Accounting Policy
 - (1) No Change.
 - (2) No Change.
 - (3) No Change.
 - (4) No Change.
 - (5) No Change.
 - (6) No Change.
 - (7) The Company has investments in subsidiaries and affiliates with a book adjusted carrying value totaling \$15,656,364. Of this amount, \$116,926 is invested in McKinley Life Agency, Ltd. \$6,847,329 is invested in AultCare Corporation. The remaining \$8,692,110 is invested in West Tuscarawas Property Management.
 - (8) No Change.
 - (9) No Change.
 - (10) No Change.
 - (11) No Change.
 - (12) No Change.
2. Accounting Changes and Corrections of Errors
 - A. The Company had no change in accounting principles and/or correction of errors in 2013.
3. Business Combinations and Goodwill
 - A. No Change.
 - B. No Change.
 - C. No Change.
 - D. No Change.
4. Discontinued Operations
 - A. No Change.
5. Investments
 - A. No Change.
 - B. No Change.
 - C. No Change.
 - D. No Change.
 - E. No Change.
- Cont. Note 5
 - F. The Company owns \$8,692,110 worth of shares in West Tuscarawas Property Management, an affiliate company.
 - G. No Change.
6. Joint Ventures, Partnerships and Limited Liability Companies
 - A. No Change.
 - B. No Change.
7. Investment Income
 - A. No Change.
8. Derivative Instruments
 - A. No Change.
9. Income Taxes
 - A. The components of the net deferred tax asset/ (liability) at March 31, 2013 are as follows:

1. (reported in thousands)	3/31/2013			3/31/2012			Change		
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)

Notes to Financial Statement

	Ordinary	Capital	Col 1+2 Total	Ordinary	Capital	Col 4+5 Total	Col 1-4 Ordinary	Col 2-5 Capital	Col 7+8 Total	
(a) Gross Deferred Tax Assets	\$4,694	\$ -	\$4,694	\$4,694	\$ -	\$4,694	\$ -	\$ -	\$ -	
(b) Statutory Valuation Allowance Adjustment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
(c) Adjusted Gross Deferred Tax Assets (1a-1b)	\$4,694	\$ -	\$4,694	\$4,694	\$ -	\$4,694	\$ -	\$ -	\$ -	
(d) Deferred Tax Assets Nonadmitted	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
(e) Subtotal (Net Deferred Tax Assets) (1c-1d)	\$4,694	\$ -	\$4,694	\$4,694	\$ -	\$4,694	\$ -	\$ -	\$ -	
(f) Deferred Tax Liabilities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
(g) Net Admitted Deferred Tax Asset/(Net Deferred Tax Liability) (1e-1f)	\$4,694	\$ -	\$4,694	\$4,694	\$ -	\$4,694	\$ -	\$ -	\$ -	
2. (reported in thousands)	3/31/2013			3/31/2012			Change			
Admission Calculation Components SSAP No. 101	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	
	Ordinary	Capital	Col 1+2 Total	Ordinary	Capital	Col 4+5 Total	Col 1-4 Ordinary	Col 2-5 Capital	Col 7+8 Total	
(a) Federal Income Taxes Paid in Prior Years Recoverable Through Loss Carrybacks	\$4,694	\$ -	\$4,694	\$3,771	\$ -	\$3,771	\$923	\$ -	\$923	
(b) Adjusted Gross Deferred Tax Assets Expected to be Realized (Excluding the Amount of Deferred Tax Assets from 2(a) above) After Application of the Threshold Limitation. (The lessor of 2(b)1 and 2(b)2 Below)	\$ -	\$ -	\$ -	\$923	\$ -	\$923	\$(923)	\$ -	\$923	
1 Adjusted Gross Deferred Tax Assets Expected to be Realized Following the Balance Sheet Date	\$ -	\$ -	\$ -	\$923	\$ -	\$923	\$(923)	\$ -	\$(923)	
2 Adjusted Gross Deferred Tax Assets Allowed per Limitation Threshold	XXX	XXX	\$ -	XXX	XXX	\$7,911	XXX	XXX	\$(7,911)	
(c) Adjusted Gross Deferred Tax Assets (Excluding The Amount of Deferred Tax Assets from 2(a) and 2(b) above) Offset by Gross Deferred Tax Liabilities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
(d) Deferred Tax Assets Admitted as the Result of Application of SSAP No. 101 Total (2(a) + 2(b) + 2(c))	\$4,694	\$ -	\$4,694	\$4,694	\$ -	\$4,694	\$ -	\$ -	\$ -	
3. (reported in thousands)	2013		2012							
(a) Ratio Percentage Used to Determine Recovery Period and Threshold Limitation Amount	15%		15%							
(b) Amount of Adjusted Capital and Surplus Used to Determine Recovery Period and Threshold Limitation in 2(b)2 Above	\$54,742		\$53,670							
Cont. Note 9 A										
4. (reported in thousands)	3/31/2013			3/31/2012			Change			
Impact of Tax Planning Strategies	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	
	Ordinary	Capital	Col 1+2 Total	Ordinary	Capital	Col 4+5 Total	Col 1-4 Ordinary	Col 2-5 Capital	Col 7+8 Total	
(a) Adjusted Gross DTA's (% of total adjusted gross DTA's)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
(b) Net Admitted Adjusted Gross DTA's (% of total net admitted adjusted gross DTA's)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	
(c) Does the Company's Tax Planning Strategies Include the Use of Reinsurance?	Yes	No X								

B. Not Applicable

C. Current Income Taxes Incurred consist of the following major components:

	(1)	(2)	(3)
	3/31/2013	3/31/2012	(Col 1-2) Change
1. Current Income Tax			
(a) Federal	\$189,000	\$211,181	\$(22,181)
(b) Foreign	\$ -	\$ -	\$ -
(c) Subtotal	\$189,000	\$211,181	\$(22,181)
(d) Federal Income Tax on Net Capital Gains	\$ -	\$ -	\$ -
(e) Utilization of Capital Loss Carry-Forwards	\$ -	\$ -	\$ -
(f) Other	\$ -	\$ -	\$ -
(g) Federal and Foreign Income Taxes Incurred	\$189,000	\$211,181	\$(22,181)
2. Deferred Tax Assets			
(a) Ordinary			
(1) Discounting of Unpaid Losses	\$152,577	\$152,577	\$ -
(2) Unearned Premium Reserve	\$444,618	\$444,618	\$ -
(3) Reserve for Return of Premium	\$2,295,000	\$2,295,000	\$ -
(4) Other Accrued Expenses	\$ -	\$ -	\$ -
(5) Contribution Carryover	\$ -	\$ -	\$ -
(6) Policyholder Dividends Accrual	\$ -	\$ -	\$ -
(7) Pension Accrual	\$ -	\$ -	\$ -
(8) Compensation and Benefits Accrual	\$364,018	\$364,018	\$ -

Notes to Financial Statement

	(9) Pension Accrual	\$ -	\$ -	\$ -
	(10) Receivables – Allowance	\$77,787	\$77,787	\$ -
	(11) Net Operating Loss Carry-Forward	\$1,360,000	\$1,360,000	\$ -
	(12) Tax Credit Carry-Forward	\$ -	\$ -	\$ -
	(13) Other (including items <5% of total ordinary tax assets)	\$ -	\$ -	\$ -
	(14) Subtotal	\$4,694,000	\$4,694,000	\$ -
(b)	Statutory valuation allowance adjustment	\$ -	\$ -	\$ -
(c)	Nonadmitted	\$ -	\$ -	\$ -
(d)	Admitted ordinary deferred tax assets (2a14- 2b-2c)	\$4,694,000	\$4,694,000	\$ -
(e)	Capital			
	(1) Net Capital Loss Carry-Forward	\$ -	\$ -	\$ -
	(2) Subtotal	\$ -	\$ -	\$ -
(f)	Statutory valuation allowance adjustment	\$ -	\$ -	\$ -
(g)	Nonadmitted	\$ -	\$ -	\$ -
(h)	Admitted capital deferred tax assets (2e2 - 2f - 2g)	\$ -	\$ -	\$ -
(i)	Admitted deferred tax assets (2d + 2h)	\$4,694,000	\$4,694,000	\$ -
Cont. Note 9 C				
3.	Deferred Tax Liabilities			
(a)	Ordinary			
	(1) Investments	\$ -	\$ -	\$ -
	(2) Subtotal	\$ -	\$ -	\$ -
(b)	Capital	\$ -	\$ -	\$ -
	(1) Investments	\$ -	\$ -	\$ -
	(2) Subtotal	\$ -	\$ -	\$ -
(c)	Deferred tax liabilities (3a2 + 3b2)	\$ -	\$ -	\$ -
4.	Net deferred tax assets/liabilities (2i - 3c)	\$4,694,000	\$4,694,000	\$ -

D. Among the more significant book to tax adjustments were the following:

	3/31/2013	Effective Tax Rate
Provision computed at statutory rate	\$134,841	34.0%
Change in nonadmitted assets	\$7,689	1.9%
Tax exempt income, net of proration	\$ -	0.0%
Dividends received deduction, net of proration	\$ -	0.0%
Nondeductible expenses	\$27,200	6.9%
Elimination of IMR Amortization	\$ -	0.0%
Small Life Insurance Company Deduction	\$ -	0.0%
Prior year under (over) accrual	\$19,269	4.9%
Other	\$ -	0.0%
Total statutory income tax expense (benefit)	\$189,000	47.7%
	3/31/2013	Effective Tax Rate
Federal and foreign income taxes incurred	\$189,000	47.7%
Realized capital gains (losses) tax	\$ -	0.0%
Change in net deferred income taxes	\$ -	0.0%
Total statutory income tax expense (benefit)	\$189,000	47.7%

E. Operating Loss and Tax Credit Carry forwards and Protective Tax Deposits

- (1) At March 31, 2013, the Company had no net operating loss carry forwards available to offset against future taxable income.
- (2) The following are income taxes incurred in the current and prior years that will be available for recoupment in the event of future net losses:
 - (a) 2012 \$0
 - (b) 2011 \$1,751,011
 - (c) 2010 \$3,382,964

F. Not Applicable.

G. Federal or Foreign Income Tax Loss Contingencies

- (1) The Company does not have any tax loss contingencies for which it is reasonably possible that the total liability will significantly increase within twelve months of the reporting date.

10. Information Concerning Parent, Subsidiaries and Affiliates

A, B, C, The following transactions are all as of March 31, 2013; The Company has a capitation arrangement with Aultman Hospital and has paid \$8,932,187 in capitated claims for its commercial enrollees and \$16,169,710 in capitated claims for its Medicare enrollees

Notes to Financial Statement

under the terms of the existing agreement. The Company has paid a total of \$25,101,897 in capitated claims to Aultman Hospital for its enrollees.

Cont. Note 10 A, B, C

The Company has a management services agreement with Aultman Health Foundation, the parent and AultCare Corporation, an affiliate that allows various administrative, marketing, and claims processing services to be completed on behalf of the Company. The Company paid \$162,704 to Aultman Health Foundation for management services that were provided and paid \$6,692,527 of expense from AultCare Corporation for management services. The Company has an operating lease for office space and paid \$183,137 to Aultman Health Foundation for rent.

D. At March 31, 2013, the Company reported \$0 due from the parent company, Aultman Health Foundation. The Company has an intercompany revolving credit facility in place with AultCare Corporation, an affiliate that allows AultCare to borrow and repay operating funds. As of March 31, 2013, AultCare owes \$6,897,932 under the terms of the agreement. The Company also has capitation arrangement with the parent company for anticipation of future services. As of March 31, 2013, the Company has paid \$2,900,000 to Aultman Health Foundation for these future services.

E. No Change.

F. No Change.

G. No Change.

H. The Company has an investment in West Tuscarawas Property Management with an admitted asset value of \$8,692,110. The Company also had an investment in a subsidiary, McKinley Life Agency, Ltd. of \$116,926. Also, the Company had an investment in an affiliate, AultCare Corporation of \$6,847,329.

I. No Change.

J. No Change.

K. No Change.

L. No Change.

11. Debt

A. No Change.

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

A. No Change.

B. Contributions of 3% of each employee's compensation are made each year. The Company's contribution for the defined contribution plan was \$112,354 and \$395,687 for 2013 and 2012 respectively.

C – F No Change.

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

(1) No Change.

(2) No Change.

(3) No Change.

(4) The Company paid no dividends in 2013.

(5) No Change.

(6) No Change.

(7) No Change.

(8) No Change.

(9) No Change.

(10) No Change.

(11) No Change.

(12) No Change.

(13) No Change.

14. Contingencies

A. No Change.

B. No Change.

C. No Change.

D. No Change.

E. During 2008, the Company underwent a Medicare Risk Adjustment Validation ("RADV") audit by the Centers for Medicare and Medicaid Services on the Company's 2006 Medicare Advantage data. Based on current available information obtained from the preliminary results of the Medicare RADV audit, the Company has established a reserve of \$6,750,000 as of March 31, 2013, which represents Management's best estimate of potential liability. Final audit results are pending Centers for Medicare & Medicaid Services review and pronouncement of findings.

15. Leases

Notes to Financial Statement

A. Lessee Operating Lease

(1) The Company leases office space in buildings from Aultman Health Foundation through operating lease agreements that will expire December 31, 2013. In 2013 and 2012 respectively, the company paid \$183,137 and \$702,518 to Aultman Health Foundation for rent expense. Certain rental commitments have renewal options extending through the year 2019. Some of these renewals are subject to adjustments in future periods.

(2) At January 1, 2013, the minimum aggregate rental commitments are as follows:

	Year Ending December 31	Operating Leases
1.	2013	\$ 658,116

B. No Change.

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

A. No Change.

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

A. No Change.

B. No Change.

C. No Change.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans (N/A – Title)

A. No Change.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators (N/A – Title)

A. No Change.

20. Fair Value Measurement

A. The Company has assets that are measured at fair value on a recurring basis.

(1)

Fair Value Measurements at Reporting Date				
(1) Description	(2) (Level 1)	(3) (Level 2)	(4) (Level 3)	(5) Total
a. Assets at fair value				
Common Stock	\$ 18,803,418	\$ -	\$ -	\$ -
Total assets at fair value	\$ 18,803,418	\$ -	\$ -	\$ -

(2) No Change.

(3) No Change.

21. Other Items

A. No Change.

B. No Change.

C. No Change.

D. At March 31, 2013 the Company had admitted assets of \$5,198,698 in accounts receivable and amounts due from agents. The Company routinely assesses the collectability of these receivables. Based upon Company experience, less than 1% of the balance may become uncollectible and the potential loss is not material to the Company's financial condition.

E. No Change.

F. No Change.

G. No Change.

H. On or about December 27, 2007, CSAHS/UHHS-Canton, Inc. d/b/a Mercy Medical Center (“Mercy”), a competitor of Aultman Hospital in Stark County, Ohio, filed an action in the Stark County Court of Common Pleas against Aultman Health Foundation, AultCare Corporation, Aultman Hospital, and AultCare Insurance Company (formerly McKinley Life Insurance Company) (collectively, “Defendants”). Mercy alleged that the four Defendants had each, among other things, violated Ohio’s antitrust laws, tortuously interfered with Mercy’s business relationships, engaged in unfair competition and deceptive practices, participated in a civil conspiracy, and violated Ohio’s Pattern of Corrupt Activities Statute. The action went to trial, and in June, 2010, the jury rendered judgment in favor of the Defendants on five of the six Mercy claims that were still at issue by that time. With respect to the sixth claim, for an alleged violation of Ohio’s Pattern of Corrupt Activities Statute, the jury found “Aultman” liable to Mercy for \$6,148,000 in damages. Mercy had sought \$110,000,000 in damages. On October 19, 2010, the trial judge overruled the four Defendants’ motion for judgment notwithstanding the verdict and for a new trial, but denied Mercy’s claim for prejudgment interest. The trial judge also granted Mercy injunctive relief and

Notes to Financial Statement

attorneys fees of \$4,000,000. Neither the one verdict on which Mercy prevailed nor any of the Court's October 19 orders allocated the jury's award among the four Defendants. The four Defendants appealed the jury verdict and the judge's orders on October 22, 2010. On March 5, 2012, the Court of Appeals affirmed the monetary awards to Mercy, but reversed the Trial Court's injunctive relief requiring payments to non-parties. On July 25, 2012, the Ohio Supreme Court accepted jurisdiction to hear that appeal. The parties' merit briefing was complete on December 21, 2012. On January 8, 2013, the Court scheduled oral Arguments on April 9, 2013. On January 14, 2013, Mercy filed a motion to dismiss the appeal as improvidently allowed, based in part on the change in Ohio Supreme Court Justices following the November 2012 elections. Defendants and several amici filed oppositions to the motion to dismiss on January 24, 2013. The Court granted Mercy's motion to dismiss without a written opinion on March 13, 2013.

22. Events Subsequent

- A. As of May 15, 2013, there have been no Type I events subsequent to March 31, 2013, which would have a material effect on the financial condition of the Company or on the financial statement issued March 1, 2013.
- B. As of May 15, 2013, there have been no Type II events subsequent to March 31, 2013, which would have a material effect on the financial condition of the Company or on the financial statement issued May 15, 2013.

23. Reinsurance

- A. No Change.
- B. No Change.
- C. No Change.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination (N/A –Title)

- A. No Change.
- B. No Change.
- C. The Company has accrued \$0 of net premiums written as of March 31, 2013 for the group health plan. No other net premiums written by the Company are subject to retrospective rating features.

25. Change in Incurred Claims and Claims Adjustment Expenses

- A. No Change.

26. Intercompany Pooling Arrangements

- A. No Change.

27. Structured Settlements

- A. No Change.

28. Health Care Receivables

- A.

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received within 90 Days of Billing	Actual Rebates Received within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
3/31/2013	\$1,378,407	\$14,008	\$ -	\$ -	\$ -
12/31/2012	\$1,375,797	\$16,618	\$ -	\$ -	\$ -
9/30/2012	\$1,565,867	\$14,048	\$ -	\$520,891	\$ -
6/30/2012	\$1,849,809	\$11,356	\$2,214	\$847,167	\$ -
3/31/2012	\$2,079,769	\$24,451	\$3,674	\$1,334,531	\$194,358
12/31/2011	\$2,088,068	\$16,152	\$ -	\$961,472	\$15,482
9/30/2011	\$1,639,697	\$14,523	\$ -	\$784,612	\$10,203
6/30/2011	\$1,177,689	\$176,531	\$ -	\$913,051	\$11,507
3/31/2011	\$1,141,863	\$212,357	\$157,057	\$1,083,839	\$11,165
12/31/2010	\$534,006	\$820,214	\$583,468	\$248,771	\$11,429
9/30/2010	\$578,128	\$776,092	\$603,248	\$202,522	\$ -
6/30/2010	\$607,772	\$746,448	\$557,521	\$216,316	\$ -

- B. No Change.

29. Participating Policies

- A. No Change.

30. Premium Deficiency Reserves

- A. No Change.

31. Anticipated Salvage and Subrogation

- A. No Change.

Notes to Financial Statement

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes[] No[] N/A[X]

- 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[] No[X]
- 3.2 If the response to 3.1 is yes, provide a brief description of those changes:

- 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.12/31/2010.....
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/2010.....
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).09/21/2011.....
- 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[] No[] N/A[X]

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

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? 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: \$..... 8,692,110
- 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[X] No[]
- 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	16,478,301	15,656,364
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	16,478,301	15,656,364
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
FirstMerit Trust Company	4481 Munson St. NW #200, Canton, OH 44718
The Vanguard Group	P.O. Box 2600 Valley Forge, PA 19482

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 89.120%
1.2 A&H cost containment percent 1.230%
1.3 A&H expense percent excluding cost containment expenses 9.750%
2.1 Do you act as a custodian for health savings accounts?	Yes[] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
Accident and Health - Non-affiliates						
13647	26-4662908	01/01/2013	PRESIDIO REINS CORP	MT	QA/A/G	Yes[X] No[]

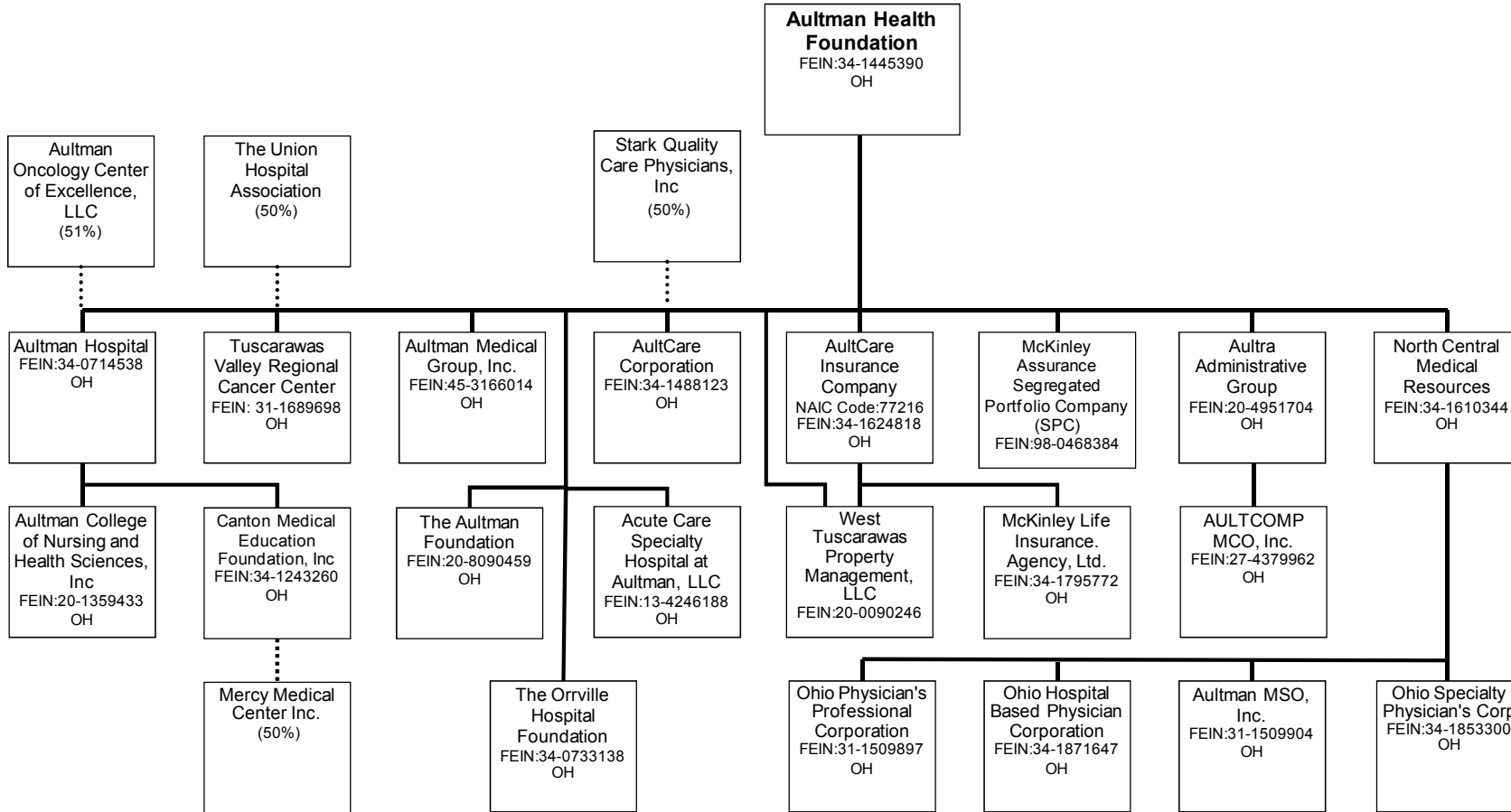
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**Current Year to Date - Allocated by States and Territories**

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	L	52,561,142	58,551,495		4,133,250		115,245,887		
37. Oklahoma (OK)	N								
38. Oregon (OR)	N								
39. Pennsylvania (PA)	N								
40. Rhode Island (RI)	N								
41. South Carolina (SC)	N								
42. South Dakota (SD)	N								
43. Tennessee (TN)	N								
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CAN)	N								
58. Aggregate other alien (OT)	X X X								
59. Subtotal	X X X	52,561,142	58,551,495		4,133,250		115,245,887		
60. Reporting entity contributions for Employee Benefit Plans	X X X								
61. Total (Direct Business)	(a) 1	52,561,142	58,551,495		4,133,250		115,245,887		
DETAILS OF WRITE-INS									
5801.	X X X								
5802.	X X X								
5803.	X X X								
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

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



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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)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*	
016		00000	34-1445390				Aultman Health Foundation	US	UDP	Aultman Health Foundation	Board of Directors		Aultman Health Foundation		
		00000	34-0714538				Aultman Hospital	US	NIA	Aultman Health Foundation	Ownership	100.0	Aultman Health Foundation		
		77216	34-1624818				AultCare Insurance Company	US	OTH	Self	Ownership	100.0	Aultman Health Foundation		
		00000	34-1488123				AultCare Corporation	US	IA	Aultman Health Foundation & Stark Quality Care Physicians, Inc	Other		Aultman Health Foundation	1	
			00000	20-0090246				West Tuscarawas Property Management, LLC	US	DS	AultCare Insurance Company	Ownership	94.0	Aultman Health Foundation	
			00000	34-1795772				McKinley Life Insurance Agency, Ltd.	US	DS	AultCare Insurance Company	Ownership	100.0	Aultman Health Foundation	
			00000	20-4951704				Aultra Administrative Group	US	IA	AultCare Corporation	Management		Aultman Health Foundation	
			00000	27-4379962				AultComp MCO, Inc.	US	NIA	Aultman Health Foundation	Ownership	100.0	Aultman Health Foundation	
			00000	34-1853300				Ohio Specialty Physician's Corporation	US	NIA	North Central Medical Resources	Ownership	100.0	Aultman Health Foundation	
			00000	98-0468384				McKinley Assurance Segregated Portfolio Company (SPC)	US	NIA	Aultman Health Foundation	Ownership	100.0	Aultman Health Foundation	
			00000	20-1359433				Aultman College of Nursing and Health Sciences	US	NIA	Aultman Hospital	Ownership	100.0	Aultman Hospital	
			00000	31-1509904				Aultman MSO, Inc.	US	NIA	North Central Medical Resources	Ownership	100.0	Aultman Health Foundation	
			00000	20-8090459				The Aultman Foundation	US	NIA	Aultman Health Foundation	Ownership	100.0	Aultman Health Foundation	
			00000	31-1509897				Ohio Physicians Professional Corporation	US	NIA	North Central Medical Resources	Ownership	100.0	Aultman Health Foundation	
			00000	34-1610344				North Central Medical Resources	US	NIA	Aultman Health Foundation	Ownership	100.0	Aultman Health Foundation	
			00000	34-1871647				Ohio Hospital Based Physician Corporation	US	NIA	North Central Medical Resources	Ownership	100.0	Aultman Health Foundation	
			00000	31-1689698				Tuscarawas Valley Regional Cancer Center	US	NIA	Other	Ownership, Board of Directors	50.0	Aultman Health Foundation	2
			00000	13-4246188				Acute Care Specialty Hospital at Aultman, LLC	US	NIA	Aultman Health Foundation	Ownership	100.0	Aultman Health Foundation	
			00000	34-1243260				Canton Medical Education Foundation	US	NIA	Other	Ownership, Board of Directors	50.0	Aultman Hospital	3
			00000	453166014				Aultman Medical Group, Inc.	US	NIA	Aultman Health Foundation	Ownership	100.0	Aultman Health Foundation	
		00000	340733138				The Orrville Hospital Foundation	US	NIA	Aultman Health Foundation	Ownership	100.0	Aultman Health Foundation		

Asterisk	Explanation
0000001	AultCare Corporation's governance is controlled by Aultman Health Foundation 50% and Stark Quality Care Physicians, Inc 50%, 100% of equity owned by Aultman Health Foundation
0000002	Tuscarawas Valley Regional Cancer Center is controlled by Aultman Health Foundation 50% and a non-insurance affiliate entity Union Hospital 50%
0000003	Canton Medical Education Foundation is controlled by Aultman Hospital 50% and a non-insurance affiliate entity Mercy Medical Center 50%

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?

Yes

Explanations:

Bar Codes:

STATEMENT AS OF **March 31, 2013** OF THE **AultCare Insurance Company**
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)		

NONE

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)		

NONE

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	16,478,301	18,067,146
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	(34,843)	(204,764)
5. Unrealized valuation increase (decrease)		(1,384,081)
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals	787,094	
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)	15,656,364	16,478,301
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)	15,656,364	16,478,301

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	65,434,570	75,851,743
2. Cost of bonds and stocks acquired	6,199,441	6,670,286
3. Accrual of discount	8,823	39,379
4. Unrealized valuation increase (decrease)	871,853	1,567,528
5. Total gain (loss) on disposals	(511)	103,783
6. Deduct consideration for bonds and stocks disposed of	1,571,684	18,729,999
7. Deduct amortization of premium	54,772	68,150
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)	70,887,719	65,434,570
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	70,887,719	65,434,570

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)	47,590,378	4,887,427	1,456,684	(34,905)	50,986,216			47,590,378
2. Class 2 (a)		1,224,642	115,000	(11,555)	1,098,087			
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	47,590,378	6,112,069	1,571,684	(46,461)	52,084,302			47,590,378
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	47,590,378	6,112,069	1,571,684	(46,461)	52,084,302			47,590,378

(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

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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	751,247	X X X	757,661	7,354	7,273

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	230,483	
2. Cost of short-term investments acquired	527,056	230,605
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals		
7. Deduct amortization of premium	6,292	122
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)	751,247	230,483
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	751,247	230,483

SI04 Schedule DB - Part A Verification NONE

SI04 Schedule DB - Part B Verification NONE

SI05 Schedule DB Part C Section 1 NONE

SI06 Schedule DB Part C Section 2 NONE

SI07 Schedule DB - Verification NONE

SI08 Schedule E - Verification (Cash Equivalents) NONE

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

SCHEDULE BA - PART 2

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

1 CUSIP Identification	2 Name or Description	Location		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership	
		3 City	4 State										
4199999 TOTALS													XXX

SCHEDULE BA - PART 3

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

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Change in Book/Adjusted Carrying Value						15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income	
		3 City	4 State					9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B./A.C.V. (9 + 10 - 11 + 12)	14 Total Foreign Exchange Change in B./A.C.V.							
Non-collateral Loans - Unaffiliated																				
	AultCare - Affiliated	Canton	Oh	AultCare Insurance Company	01/01/2009	03/31/2013	7,634,423	(787,094)				(787,094)		6,847,329						
2599999 Subtotal - Non-collateral Loans - Unaffiliated							7,634,423	(787,094)				(787,094)		6,847,329						
3999999 Total - Unaffiliated							7,634,423	(787,094)				(787,094)		6,847,329						
4199999 TOTALS							7,634,423	(787,094)				(787,094)		6,847,329						

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00440EAL1	ACE INA HOLDINGS		01/24/2013	FIRSTMERIT TRUST	X X X	111,207	100,000	1,073	1
001055AE2	AFLAC INC		01/14/2013	FIRSTMERIT TRUST	X X X	50,132	47,000	671	1
001055AE2	AFLAC INC		01/25/2013	FIRSTMERIT TRUST	X X X	53,381	50,000	767	1
020002AR2	ALLSTATE		01/24/2013	FIRSTMERIT TRUST	X X X	63,975	60,000	1,325	1
025816AX7	AMERICAN EXPRESS		01/02/2013	FIRSTMERIT TRUST	X X X	120,737	100,000	2,118	1
03523TBN7	ANHEUSER-BUSCH		01/22/2013	FIRSTMERIT TRUST	X X X	125,903	125,000	33	1
039483AK8	ARCHER DANIELS		01/15/2013	FIRSTMERIT TRUST	X X X	151,286	150,000	3,978	1
00206RAV4	AT&T INC.		01/14/2013	FIRSTMERIT TRUST	X X X	157,596	151,000	1,562	1
054937AE7	BB&T CORP		01/15/2013	FIRSTMERIT TRUST	X X X	159,978	143,000	454	1
084664BE0	BERKSHIRE HATHAWAY		01/02/2013	FIRSTMERIT TRUST	X X X	114,168	95,000	670	1
097023AW5	BOEING CO		01/09/2013	FIRSTMERIT TRUST	X X X	61,968	50,000	950	1
05565QBL1	BP CAPITAL PLC		01/02/2013	FIRSTMERIT TRUST	X X X	76,000	73,000	397	1
05565QBL1	BP CAPITAL PLC		03/11/2013	FIRSTMERIT TRUST	X X X	51,824	50,000	619	1
14912L4F5	CATERPILLER FINL MTN		01/14/2013	FIRSTMERIT TRUST	X X X	159,161	150,000	3,752	1
171232AR2	CHUBB CORP		01/02/2013	FIRSTMERIT TRUST	X X X	80,163	65,000	488	1
172967EM9	CITIGROUP INC.		01/02/2013	FIRSTMERIT TRUST	X X X	77,638	65,000	453	1
172967EM9	CITIGROUP INC.		01/25/2013	FIRSTMERIT TRUST	X X X	41,509	35,000	381	1
12572QAD7	CME GROUP INC.		01/24/2013	FIRSTMERIT TRUST	X X X	158,114	150,000	3,809	1
191219BT0	COCA-COLA ENTERPRISE		01/09/2013	FIRSTMERIT TRUST	X X X	80,867	75,000	1,936	1
20825CAT1	CONOCOPHILLIPS		01/15/2013	FIRSTMERIT TRUST	X X X	134,994	125,000		1
25243YAM1	DIAGEO CAP		01/23/2013	FIRSTMERIT TRUST	X X X	120,580	100,000	1,438	1
263534BT5	DUPONT EI DE NEMOURS		01/03/2013	FIRSTMERIT TRUST	X X X	111,546	90,000	2,520	1
532457BE7	ELI LILLY & CO		01/18/2013	FIRSTMERIT TRUST	X X X	156,326	150,000	2,310	1
291011AW4	EMERSON ELECTRIC		01/09/2013	FIRSTMERIT TRUST	X X X	58,759	50,000	627	1
26875PAH4	EOG RESOURCES		01/22/2013	FIRSTMERIT TRUST	X X X	130,929	125,000	1,484	1
36962G4C5	GEN ELEC CAP CRP		01/17/2013	FIRSTMERIT TRUST	X X X	160,712	150,000	1,573	1
438516AS5	HONEYWELL INTL		01/17/2013	FIRSTMERIT TRUST	X X X	117,405	100,000	1,796	1
46625HJA9	JPMORGAN CHASE MTN		01/16/2013	FIRSTMERIT TRUST	X X X	132,911	125,000	120	1
487836BA5	KELLOGG CO		01/23/2013	FIRSTMERIT TRUST	X X X	100,462	100,000	(24)	1
564760CA2	MANUF & TRADERS		01/22/2013	FIRSTMERIT TRUST	X X X	121,348	100,000	883	1
585515AD1	MELLON FDG CORP		01/11/2013	FIRSTMERIT TRUST	X X X	161,768	150,000	833	1
59018YTZ4	MERRILL LYNCH MTN		01/22/2013	FIRSTMERIT TRUST	X X X	132,514	125,000	132	1
61746SBR9	MORGAN STANLEY		01/09/2013	FIRSTMERIT TRUST	X X X	54,704	50,000	627	1
61746SBR9	MORGAN STANLEY		01/25/2013	FIRSTMERIT TRUST	X X X	54,472	50,000	747	1
674599BX2	OCCIDENTAL PERTROLEUM		01/24/2013	FIRSTMERIT TRUST	X X X	110,967	100,000	607	1
713448BT4	PEPSICO INC.		01/24/2013	FIRSTMERIT TRUST	X X X	105,282	100,000	514	1
717081DA8	PFIZER INC.		01/14/2013	FIRSTMERIT TRUST	X X X	71,629	65,000	1,150	1
828807BZ9	SIMON PROP GP		01/16/2013	FIRSTMERIT TRUST	X X X	122,124	100,000	783	1
792860AH1	ST. PAUL TRAVELERS		01/24/2013	FIRSTMERIT TRUST	X X X	113,026	100,000	810	1
863667AC5	STRYKER CORP		01/23/2013	FIRSTMERIT TRUST	X X X	156,201	150,000	942	1
907818DB1	UNION PAC CORP		01/09/2013	FIRSTMERIT TRUST	X X X	39,282	30,000	1,142	1
90331HKP7	US BANK NA		01/11/2013	FIRSTMERIT TRUST	X X X	161,523	150,000	1,464	1
92343VAQ7	VERIZON COMM INC.		01/15/2013	FIRSTMERIT TRUST	X X X	103,646	75,000	1,349	1
927804EZ3	VIRGINIA EL & PWR		01/16/2013	FIRSTMERIT TRUST	X X X	142,511	125,000	19	1
949746JE2	WELLS FARGO CO.		01/09/2013	FIRSTMERIT TRUST	X X X	78,996	70,000	1,136	1
949746JE2	WELLS FARGO CO		01/25/2013	FIRSTMERIT TRUST	X X X	37,209	33,000	611	1
031162BL3	AMGEN INC		01/02/2013	FIRSTMERIT TRUST	X X X	68,442	65,000	212	2
14040HAS4	CAPITAL ONE FINL		01/22/2013	FIRSTMERIT TRUST	X X X	108,664	100,000	1,209	2
12189TAY0	BURLINGTON NORTH		01/23/2013	FIRSTMERIT TRUST	X X X	117,886	100,000	1,287	2
126408GL1	CSX CORP		01/15/2013	FIRSTMERIT TRUST	X X X	116,013	115,000	2,204	2
29476LAC1	ERP OPERATING LP		01/16/2013	FIRSTMERIT TRUST	X X X	168,143	150,000	2,584	2
38141GEU4	GOLDMAN SACHS GP		01/09/2013	FIRSTMERIT TRUST	X X X	77,197	70,000	1,903	2

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SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
416515AR5	HARTFORD FINL SVCS		01/16/2013	FIRSTMERIT TRUST	X X X	112,318	100,000	1,390	2
693476BB8	PNC FUNDING CORP		01/14/2013	FIRSTMERIT TRUST	X X X	115,364	100,000	2,547	2
74432QAY1	PRUDENTIAL FIN MTN		01/16/2013	FIRSTMERIT TRUST	X X X	117,979	100,000	525	2
867914AZ6	SUNTRUST BANKS		01/22/2013	FIRSTMERIT TRUST	X X X	118,971	100,000	2,183	2
883556BA9	THERMO FISHER SCI		01/16/2013	FIRSTMERIT TRUST	X X X	103,665	100,000	944	2
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	6,112,069	5,522,000	68,020	X X X
8399997 Subtotal - Bonds - Part 3					X X X	6,112,069	5,522,000	68,020	X X X
8399999 Subtotal - Bonds					X X X	6,112,069	5,522,000	68,020	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X		X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	6,112,069	X X X	68,020	X X X

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

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.							
Bonds - U.S. Governments																					
3133XP2W3	FHLB		02/27/2013	FIRSTMERIT TRUST	X X X	1,000,000	1,000,000	993,600	999,762				127		999,889		111	111	16,875	02/27/2013	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	1,000,000	1,000,000	993,600	999,762				127		999,889		111	111	16,875	X X X	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
29667RBN2	ESSA BK & TR PA CD		01/15/2013	FIRSTMERIT TRUST	X X X	194,000	194,000	194,000	194,000						194,000					01/15/2013	1
487836BA5	KELLOGG CO		01/25/2013	FIRSTMERIT TRUST	X X X	100,385	100,000	100,462					100,077		100,077		(77)	(77)		03/06/2013	1
097023AW5	BOEING CO		03/21/2013	FIRSTMERIT TRUST	X X X	12,299	10,000	12,394					10,259		10,259		(259)	(259)	1,500	03/15/2019	1
039483AK8	ARCHER DANIELS		03/01/2013	FIRSTMERIT TRUST	X X X	150,000	150,000	151,286					150,029		150,029		(29)	(29)	5,344	03/01/2013	1
126408GL1	CSX CORP		03/15/2013	FIRSTMERIT TRUST	X X X	115,000	115,000	116,013					115,258		115,258		(258)	(258)	3,306	03/15/2013	2
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	571,684	569,000	574,154	194,000				375,622		569,622		(622)	(622)	10,150	X X X	X X X
8399997 Subtotal - Bonds - Part 4					X X X	1,571,684	1,569,000	1,567,754	1,193,762				375,749		1,569,511		(511)	(511)	27,025	X X X	X X X
8399999 Subtotal - Bonds					X X X	1,571,684	1,569,000	1,567,754	1,193,762				375,749		1,569,511		(511)	(511)	27,025	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X															X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	1,571,684		1,567,754	1,193,762				375,749		1,569,511		(511)	(511)	27,025	X X X	X X X

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

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D 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 Depository		2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
						6 First Month	7 Second Month	8 Third Month	
open depositories									
FirstMerit Bank - Trust	Canton, Ohio		0.010	280		220,669	1,474,755	1,558,133	X X X
FirstMerit Bank - Brokered CDs	Canton, Ohio		0.010	3		499,473	503,668	505,824	X X X
Huntington National Bank	Canton, Ohio					(2,248,344)	(2,251,197)	452,049	X X X
FirstMerit Bank-ST CDs	Canton, Ohio								X X X
Huntington National Bank	Canton, Ohio					1,928,203	2,823,127	3,768,731	X X X
FirstMerit Bank - PIMCO	Canton, Ohio					984	984	984	X X X
FirstMerit Bank - Richmond Capital	Canton, Ohio		0.010	48		48,257	81,129	233,335	X X X
0199998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories		X X X	X X X						X X X
0199999 Totals - Open Depositories		X X X	X X X	331		449,240	2,632,466	6,519,055	X X X
0299998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories		X X X	X X X						X X X
0299999 Totals - Suspended Depositories		X X X	X X X						X X X
0399999 Total Cash On Deposit		X X X	X X X	331		449,240	2,632,466	6,519,055	X X X
0499999 Cash in Company's Office		X X X	X X X	X X X	X X X				X X X
0599999 Total Cash		X X X	X X X	331		449,240	2,632,466	6,519,055	X X X

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
NONE							
8699999 Total - Cash Equivalents							



MEDICARE PART D COVERAGE SUPPLEMENT

Net of Reinsurance

NAIC Group Code: 0000

NAIC Company Code: 77216

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	(2,648)	X X X		X X X	(2,648)
2. Earned Premiums	(2,648)	X X X		X X X	X X X
3. Claims Paid		X X X		X X X	
4. Claims Incurred	257	X X X		X X X	X X X
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	X X X	(32)	X X X		(32)
6. Aggregate Policy Reserves - change		X X X		X X X	X X X
7. Expenses Paid	275	X X X		X X X	275
8. Expenses Incurred		X X X		X X X	X X X
9. Underwriting Gain or Loss	(2,905)	X X X		X X X	X X X
10. Cash Flow Results	X X X	X X X	X X X	X X X	(2,891)

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$.....0 due from CMS or \$.....0 due to CMS

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