QUARTERLY STATEMENT

AS OF June 30, 2013

OF THE CONDITION AND AFFAIRS OF THE

Paramount Health Care

NAIC Group Code 1212 (Current Period), 1212 (Prior Period) NAIC Company Code 95189 Employer's ID Number 341549926

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

Country of Domicile United States of America

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

Incorporated/Organized 04/22/1987 Commenced Business 01/01/1988

Statutory Home Office 1901 Indian Wood Circle (Street and Number), Maumee, OH, US 43537 (City or Town, State, Country and Zip Code)

Main Administrative Office 1901 Indian Wood Circle (Street and Number)
Maumee, OH, US 43537 (City or Town, State, Country and Zip Code) (419)887-2500 (Area Code) (Telephone Number)

Mail Address 1901 Indian Wood Circle (Street and Number or P.O. Box), Maumee, OH, US 43537 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 1901 Indian Wood Circle (Street and Number)
Maumee, OH, US 43537 (City or Town, State, Country and Zip Code) (419)887-2500 (Area Code) (Telephone Number)

Internet Web Site Address www.paramounthealthcare.com

Statutory Statement Contact Mary Kathereen Siefke, Mrs. (Name) (419)887-2909 (Area Code)(Telephone Number)(Extension)
mary.siefke@promedica.org (E-Mail Address) (419)887-2020 (Fax Number)

OFFICERS

Name	Title
David Scott Hickman Mr.	Chairman
John Charles Randolph Mr.	President
Kathleen Sheline Hanley Ms.	Treasurer
Jeffrey Craig Kuhn Mr.	Secretary

OTHERS

Jeffrey William Martin Mr., Vice President, Operations
Mark Henry Moser Mr., Vice President, Marketing
John David Meier M.D., Vice President, Health Services
Stacey Lee Bock Mrs., Vice President, Finance

DIRECTORS OR TRUSTEES

Garry Walter Roberts Mr.
Dee Ann Bialecki-Haase M.D.
Cynthia Ann Geronimo Ms.
Stephen Peter Malia Mr.
Timothy Ingraham Martindale Mr.
Richard Dean Heltzel Mr.
John Charles Randolph Mr.
Calvin Joseph Lawshe Mr.
Steven R. Zirkel Mr.
Richard Lawrence Munk M.D.

State of Ohio
County of Lucas 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)	(Signature)	(Signature)
John Charles Randolph	Stacey Lee Bock	Jeffrey Craig Kuhn
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Vice President, Finance	Secretary
(Title)	(Title)	(Title)

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

a. Is this an original filing? Yes[X] No[ ]
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

(Notary Public Signature)

DIRECTORS OR TRUSTEES (continued)

Deborah Anne Dickenson Peters Ms.
Cathy Lynn Cantor M.D.
David Scott Hickman Mr.
Daniel Sullivan Murtagh M.D.
Jeffrey William Boersma Mr. #
Timothy Bublick Mr.
Mark Leslie Ferris Mr.
Dale Joseph Seymour Mr.
Julie Anne Bartnik Ms. #
Rajiv H. Naik Mr. #

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	62,985,809		62,985,809	63,652,735
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	21,007,597		21,007,597	24,117,107
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 $.....0 encumbrances)				
5. Cash ($.....3,700,442), cash equivalents ($.....0) and short-term investments ($.....520,979)	4,221,421		4,221,421	11,465,200
6. Contract loans (including $.....0 premium notes)				
7. Derivatives				
8. Other invested assets	260,574	260,574		
9. Receivables for securities	750,950		750,950	22,518
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	89,226,351	260,574	88,965,777	99,257,560
13. Title plants less $.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	352,253		352,253	330,199
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	4,897,192	259,278	4,637,914	540,729
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	125,642		125,642	305,799
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans	1,547,354		1,547,354	217,419
18.1 Current federal and foreign income tax recoverable and interest thereon	6,691,102		6,691,102	7,291,560
18.2 Net deferred tax asset	1,807,164		1,807,164	1,922,426
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	988,359	226,468	761,891	726,426
21. Furniture and equipment, including health care delivery assets ($.....0)	970,872	970,872		
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	2,827,170		2,827,170	723,161
24. Health care ($.....910,810) and other amounts receivable	1,013,486	102,676	910,810	284,990
25. Aggregate write-ins for other than invested assets	633,604	633,604		
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	111,080,549	2,453,472	108,627,077	111,600,269
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	111,080,549	2,453,472	108,627,077	111,600,269
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. AR	39,777	39,777		
2502. Prepaids	593,827	593,827		
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	633,604	633,604		

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....0 reinsurance ceded)	25,537,989		25,537,989	29,434,057
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	1,252,000		1,252,000	1,189,000
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	1,528,119		1,528,119	1,989,985
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	1,720,922		1,720,922	2,213,709
9.	General expenses due or accrued	8,754,587		8,754,587	8,917,532
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	404,460		404,460	433,795
13.	Remittances and items not allocated				
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	3,215,729		3,215,729	2,970,855
16.	Derivatives				
17.	Payable for securities	735,470		735,470	5,554
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with ($.....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	5,942,635		5,942,635	6,280,291
23.	Aggregate write-ins for other liabilities (including $.....0 current)				
24.	Total liabilities (Lines 1 to 23)	49,091,911		49,091,911	53,434,778
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
26.	Common capital stock	XXX	XXX	4,700,000	4,700,000
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	40,619,246	40,619,246
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	14,215,920	12,846,245
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	59,535,166	58,165,491
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	108,627,077	111,600,269
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	247,497	267,689	531,236
2.	Net premium income (including $.....0 non-health premium income)	XXX	131,258,967	137,074,593	270,343,717
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	131,258,967	137,074,593	270,343,717
Hospital and Medical:					
9.	Hospital/medical benefits		94,808,320	105,652,086	206,229,863
10.	Other professional services		881,608	766,679	2,027,744
11.	Outside referrals				
12.	Emergency room and out-of-area		8,931,304	8,763,346	20,984,156
13.	Prescription drugs		14,887,730	17,497,253	33,106,432
14.	Aggregate write-ins for other hospital and medical				
15.	Incentive pool, withhold adjustments and bonus amounts				
16.	Subtotal (Lines 9 to 15)		119,508,962	132,679,364	262,348,195
Less:					
17.	Net reinsurance recoveries		241,540	364,323	1,104,275
18.	Total hospital and medical (Lines 16 minus 17)		119,267,422	132,315,041	261,243,920
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....1,781,164 cost containment expenses		2,545,045	2,590,291	5,771,731
21.	General administrative expenses		10,610,607	11,505,173	21,441,828
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)		132,423,074	146,410,505	288,457,479
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(1,164,107)	(9,335,912)	(18,113,762)
25.	Net investment income earned		495,942	755,606	1,613,433
26.	Net realized capital gains (losses) less capital gains tax of $.....859,478		1,596,173	717,399	2,028,107
27.	Net investment gains or (losses) (Lines 25 plus 26)		2,092,115	1,473,005	3,641,540
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		4,575	2,976	3,836
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	932,583	(7,859,931)	(14,468,386)
31.	Federal and foreign income taxes incurred	XXX	(259,019)	(2,946,856)	(5,868,329)
32.	Net income (loss) (Lines 30 minus 31)	XXX	1,191,602	(4,913,075)	(8,600,057)
DETAILS OF WRITE-INS					
0601.		XXX			
0602.		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.					
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.	Other Income		4,575		3,836
2902.	Other Expense			2,976	
2903.					
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		4,575	2,976	3,836

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	58,165,491	65,075,855	65,075,855
34.	Net income or (loss) from Line 32	1,191,602	(4,913,075)	(8,600,057)
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	214,058	770,709	1,395,974
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			(729,604)
39.	Change in nonadmitted assets	(35,985)	211,229	(223,385)
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			1,246,708
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)	1,369,675	(3,931,137)	(6,910,364)
49.	Capital and surplus end of reporting period (Line 33 plus 48)	59,535,166	61,144,718	58,165,491
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	126,339,185	147,508,093	271,844,488
2.	Net investment income	875,029	1,448,519	2,814,030
3.	Miscellaneous income			
4.	TOTAL (Lines 1 to 3)	127,214,214	148,956,612	274,658,518
5.	Benefit and loss related payments	123,382,337	132,644,500	259,047,934
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	14,918,614	17,257,008	30,170,865
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	(1,188,797)	(414,999)	(2,147,654)
10.	TOTAL (Lines 5 through 9)	137,112,154	149,486,509	287,071,145
11.	Net cash from operations (Line 4 minus Line 10)	(9,897,940)	(529,897)	(12,412,627)
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds	23,843,976	36,247,827	62,438,828
	12.2 Stocks	9,433,953	3,459,348	7,943,947
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			19,404
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds	1,484	434,152	1,500
	12.8 TOTAL investment proceeds (Lines 12.1 to 12.7)	33,279,413	40,141,327	70,403,679
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds	23,461,378	17,621,277	44,074,586
	13.2 Stocks	3,563,299	3,597,806	6,871,495
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets	31,803		27,517
	13.6 Miscellaneous applications	1,281,784	484,026	2,273,549
	13.7 TOTAL investments acquired (Lines 13.1 to 13.6)	28,338,264	21,703,109	53,247,147
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)	4,941,149	18,438,218	17,156,532
	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)	(2,286,988)	1,388,169	(368,486)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(2,286,988)	1,388,169	(368,486)
	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)	(7,243,779)	19,296,490	4,375,419
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	11,465,200	7,089,781	7,089,781
	19.2 End of period (Line 18 plus Line 19.1)	4,221,421	26,386,271	11,465,200

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

20.0001				

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	43,658	47	31,401					12,210		
2. First Quarter	41,236	46	28,811					12,379		
3. Second Quarter	40,830	46	28,474					12,310		
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	247,497	278	173,040					74,179		
Total Member Ambulatory Encounters for Period:										
7. Physician	8,716	5	4,001					4,710		
8. Non-Physician	21,897	16	11,650					10,231		
9. Total	30,613	21	15,651					14,941		
10. Hospital Patient Days Incurred	35,326	6	8,771					26,549		
11. Number of Inpatient Admissions	3,396	1	1,151					2,244		
12. Health Premiums Written (a)	131,745,399	137,910	60,818,467					70,789,022		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	131,745,399	137,910	60,818,467					70,789,022		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	123,804,034	41,943	52,357,444					71,404,647		
18. Amount Incurred for Provision of Health Care Services	119,508,962	41,991	50,546,450					68,920,521		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....64,357,431.

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						
0399999 Aggregate Accounts Not Individually Listed - Covered	4,767,820	924,822	191,643	43,090	59,250	5,986,625
0499999 Subtotals	4,767,820	924,822	191,643	43,090	59,250	5,986,625
0599999 Unreported claims and other claim reserves						19,551,364
0799999 Total Claims Unpaid						25,537,989
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

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 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
1. Comprehensive (hospital & medical)	8,865,941	43,389,705	426,642	10,023,694	9,292,583	12,172,612
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	11,612,218	59,694,631	395,881	14,691,772	12,008,099	17,261,445
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	20,478,159	103,084,336	822,523	24,715,466	21,300,682	29,434,057
10. Healthcare receivables (a)		1,013,486				614,481
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Lines 9 - 10 + 11 + 12)	20,478,159	102,070,850	822,523	24,715,466	21,300,682	28,819,576

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Paramount Insurance Company (the "Company") are presented on a basis of accounting practices prescribed by the Ohio Department of Insurance.

The Ohio Department of Insurance recognizes only statutory accounting practices prescribed 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 practices by the State of Ohio.

A reconciliation of the Company'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	Jun. 30 2013	Dec. 31 2012
NET(LOSS) INCOME	Ohio		
Paramount Health Care state basis		1,191,602	(8,600,057)
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		1,191,602	(8,600,057)
SURPLUS			
Paramount Health Care state basis		59,535,166	58,165,491
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		59,535,166	58,165,491

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

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policy

Health premiums are earned ratably over the terms of the related insurance and reinsurance contracts. Expenses incurred in connections with acquiring new insurance business, including acquisition costs such as sales commissions, are charged to operations as incurred.

In addition, the company uses the following accounting policies:

1. Short-term investments are stated at amortized cost.
2. Bonds are stated at amortized cost.
3. Common stock investments are stated at Fair Market Value.
4. The Company does not have any preferred stock investments.
5. The Company does not invest in mortgage loans.
6. The Company has no investments in loan-backed securities.
7. The Company has no investments in subsidiaries.
8. The Company has no investments in joint ventures.
9. The Company does not invest in derivatives.

Notes to Financial Statement

10. The Company anticipates investment income as a factor in the premium deficiency calculation, in accordance with SSAP No. 54, Individual and Group Accident and Health Contracts.
11. Unpaid losses and loss adjustment expenses include an amount from individual case estimates and loss reports and an amount, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability is continually reviewed and any adjustments are reflected in the period determined.
12. The Company has not modified its capitalization policy from prior period.
13. The Company estimates its pharmaceutical rebate receivables based on historical cash payments.

2. Accounting Changes and Corrections of Errors

No significant change.

3. Business Combinations and Goodwill

No significant change.

4. Discontinued Operations

-NOT APPLICABLE

5. Investments

D. 1. When necessary the Company obtains prepayment information from its custodial bank for use in determining whether an other-than-temporary impairment has occurred.
2. None
3. None
4. None
5. None

6. Joint ventures, Partnerships and Limited Liability Companies

-NOT APPLICABLE

7. Investment Income

No significant change.

8. Derivative Instruments

-NOT APPLICABLE

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

11. Debt

-NOT APPLICABLE

Notes to Financial Statement

12. Retirement Plans, Deferred Compensation, Postemployment Benefits

No significant change.

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

No significant change.

14. Contingencies

-NOT APPLICABLE

15. Leases

No significant change.

16. Off-Balance Sheet Risk

No significant change.

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

-NOT APPLICABLE

18. Gain or loss to the Reporting Entity from Uninsured A&H Plans and the uninsured Portion of partially Insured Plans

No significant change.

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

-NOT APPLICABLE

20. Fair Value Measurements

A1.

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
Assets at fair value				
Common Stock				
Industrial and Misc	$ 14,231,976			$ 14,231,976
Mutual Funds	6,775,621			6,775,621
Total Common Stock	$ 21,007,597	$	$	$ 21,007,597
Bonds		$ 256,673		$ 256,673
Total Assets at Fair Value	$ 21,007,597	$ 256,673	$	$ 21,264,270

4. As of June 30, 2013, the reported fair value of the reporting entity's investments in Level 2, NAIC rated 3, special revenue-issuer obligations was $256,673, and is comprised solely of a Detroit Michigan Water and Sewage Department debenture. The fair value was obtained from the custodial bank.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short Term Investments	520,979	520,979	520,979			
Bonds	62,817,462	62,985,809		62,817,462		

Notes to Financial Statement

Common Stock	21,007,597	21,007,597	21,007,597

D. NA

21. Other Items

No significant change.

22. Subsequent Events

Effective August 1, 2013, the comprehensive line of business along with the related assets and liabilities will be transferred to Paramount Insurance Company.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts

-NOT APPLICABLE

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2012 were $30,623,057. As of June 30, 2013, $20,890,904 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now $822,523 principally on Commercial and Medicare lines of insurance. Therefore, there has been an $8,909,630 favorable prior-year development since December 31, 2012 to June 30, 2013. The decrease is generally a result of ongoing analysis of recent development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements

-NOT APPLICABLE

27. Structured Settlements

-NOT APPLICABLE

28. Health Care Receivables

No significant change.

29. Participating Policies

-NOT APPLICABLE

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserve	$ -
2. Date of the most recent evaluation of this liability	1/16/2013
3. Was anticipated investment income utilized in the calculation?	yes

31. Anticipated Salvage and Subrogation

No significant change.

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[X] No[ ]
1.2 If yes, has the report been filed with the domiciliary state? Yes[X] No[ ] N/A[ ]

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[X] N/A[ ]
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). 09/07/2011
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.
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[X] No[ ]
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 1,618,799

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? Yes[ ] No[ ] N/A[X]
If no, attach a description with this statement.

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
The Bank of New York Mellon	Three Mellon Center, Suite 153-3925, Pittsburg, 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
See attached.		

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 1 Attachments

Broker Code	Broker Name
XYH	AQUA SECURITIES LP, NEW YORK
ORK	AVONDALE PARTNERS LLC, NASHVILLE
RBC	BAIRD, ROBERT W & CO INC, MILWAUKEE
YQD	BARCLAYS CAPITAL LE, JERSEY CITY
SSI	BB&T SECURITIES, LLC, RICHMOND
SAN	BERNSTEIN SANFORD C & CO, NEW YORK
BFT	BMO CAPITAL MARKETS CORP, NEW YORK
BCH	BROADCOURT CAP CORP/SUB OF MLPF&S,NY
G9W	BTIG LLC, SAN FRANCISCO
R4X	BUCKINGHAM RESEARCH GRP INC, BROOKLYN
ASJ	CANACCORD GENUITY INC.NEY YORK
CAN	CANTOR FITZGERALD & CO INC, NEW YORK
K82	CITATION GROUP/BCC CLRG, NEW YORK
SHY	CITIGROUP GBL MKTS INC, NEW YORK
TFF	COWEN AND COMPANY LLC, NEW YORK
FOB	CREDIT SUISSE, NEW YORK (CSUS)
D3X	CUTTONE & CO, JERSEY CITY
KIO	DAHLMAN ROSE & CO LLC, JERSEY CITYY
DVI	DAVIDSON(D A) & CO INC, NEW YORK
ALX	DEUTSCHE BK SECS INC, NY (NWSCUS33)
P92	DOWLING & PARTNERS, JERSEY CITY
RCB	FBR CAPITAL MARKETS & CO, ARLINGTON
C5H	FIRST ANALYSIS SECS CORP, CHICAGO
DKX	GETGO EXECUTION SVCS, LLC, JERSEY CITY
GOL	GOLDMAN SACHS & CO, NY
SLK	GOLDMAN SACHS EXECUTION & CLEARING, NY
IET	INSTINET CORP, NY
EUI	INVESTMENT TECHNOLOGY GROUP, NEW YORK
RTG	ISI GROUP INC, NY
74L	J P MORGAN SECURITIES INC, BROOKLYN
BEA	J.P. MORGAN CLEARING CORP, NEW YORK
JAN	JANNEY MONTGOMERY SCOTT, PHILADELPHIA
JEF	JEFFERIES & CO INC, NEW YORK
CSK	JMP SECURITIES, SAN FRANCISCO
TPS	JONESTRADING INSTL SVCS LLC, WESTLAKE
HKI	KEEFE BRUYETTE AND WOODS, JERSEY CITY
MCD	KEYBANC CAPITAL MARKETS INC, NEW YORK
KNG	KING (CL) & ASSOCIATES, ALBANY
B2T	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY
LAZ	LAZARD CAPITAL MARKETS LLC, NEW YORK
AM8	LEERINK SWANN & CO, JERSEY CITY
805	LIQUIDNET INC, BROOKLYN
B6K	LONGBOW SECURITIES LLC, JERSEY CITY
T86	MACQUARIE SECURITIES(USA)INC JERSEY CITY
MER	MERRILL LYNCH PIERCE FENNER SMITH INC NY
WAS	MERRILL LYNCH PROFESSIONAL CLRG, PURCHAS
A5H	MKM PARTNERS LLC, GREENWICH
MOS	MORGAN STANLEY & CO INC, NY
NEE	NEEDHAM & CO, NEW YORK
S4R	ONEIL WILLIAM & CO INC/BCC,LOS ANGELES
FAH	OPPENHEIMER & CO INC, NEW YORK
D1R	PACIFIC CREST SECURITIES, PORTLAND
PIP	PIPER JAFFRAY & CO, MINNEAPOLIS
89G	PULSE TRADING LLC, BOSTON
RAY	RAYMOND JAMES & ASSOC INC, ST PETERSBURG
DAB	RBC CAPITAL MARKETS LLC, NEW YORK
JEI	SIDOTI & CO LLC, NEW YORK
86S	SIMMONS & CO INTL, HOUSTON
Z42	SJ LEVINSON & SONS LLC, JERSEY CITY
T9U	STATE STREET BROKERAGE SVCS, BOSTON
SHS	STEPHENS INC, LITTLE ROCK
STE	STERNE AGEE & LEACH INC
STI	STIFEL NICOLAUS
BIT	SUNTRUST CAPITAL MARKETS INC, ATLANTA
SBI	UBS SECURITIES LLC, STAMFORD
WED	WEDBUSH MORGAN SECS INC, LOS ANGELES
WEQ	WEEDEN & CO, NEW YORK
IY6	WELLS FARGO SECURITIES LLC, CHARLOTTE
BWC	WILLIAM BLAIR & CO, CHICAGO

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
   1.1 A&H loss percent 92.000%
   1.2 A&H cost containment percent 1.000%
   1.3 A&H expense percent excluding cost containment expenses 9.000%

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						
93440	06-1041332	01/01/2013	HM LIFE INS CO	PA	SSL/A/G	Yes[X] No[ ]
93440	06-1041332	01/01/2013	HM LIFE INS CO	PA	SSL/A/I	Yes[X] No[ ]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

			Direct Business Only							
		1	2	3	4	5	6	7	8	9
	State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	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	60,956,377	70,789,022					131,745,399	
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)	XXX								
59.	Subtotal	XXX	60,956,377	70,789,022					131,745,399	
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 1	60,956,377	70,789,022					131,745,399	
DETAILS OF WRITE-INS										
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

(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

ORGANIZATION CHART

Paramount Health Care is ultimately controlled by ProMedica Health System, Inc. ("ProMedica"), a nonprofit holding company exempt from federal taxation under Section 501(c)(3) and 509(a)(3) of the Internal Revenue Code. The following coding system is used to show the interrelationships among the various members of the insurance holding company system:

- ● A circle means that ProMedica is the sole member/parent of the entity
- ◆ Each entity marked with a diamond is a subsidiary of the entity listed directly above and denoted with a circle.
- ■ Each entity marked with a square is a subsidiary of the entity listed directly above and marked with a diamond.
- ➢ Each entity marked with an arrow is a member of the insurance holding company system.

The following list depicts the identities and interrelationships of affiliated persons within the insurance holding company system.

- ● ProMedica Foundation, an Ohio nonprofit corporation of which Bay Park Community Hospital Foundation, Toledo Hospital Foundation, Toledo Children's Hospital Foundation, Flower Foundation, Defiance Foundation, Fostoria Community Hospital Foundation, ProMedica Physicians & Continuum Service Foundation f/k/a ProMedica Continuing Care Services Corporation, Bixby Hospital Foundation and Herrick Hospital Foundation are divisions of.
  - ◆ Mission Pointe Golf Course, LLC, a Michigan limited liability company with ProMedica Foundation dba ProMedica Herrick Hospital Foundation as its sole member
- ● Academic Health Center Corporation f/k/a ProMedica Health, Education and Research Corporation, an Ohio nonprofit corporation
- ● ProMedica Innovations, LLC, an Ohio limited liability company with ProMedica Health System, Inc. as its sole member
- ● Fostoria Hospital Association, an Ohio nonprofit corporation
  - ◆ NWO Health Partners, LLC, an Ohio limited liability company in which Fostoria Hospital Association has 50% ownership interest with Northwest Ohio Orthopedic and Sports Medicine, Inc. having the remaining 50% interest
- ● ProMedica Physicians and Continuum Services f/k/a ProMedica Physician Corporation f/k/a ProMedica Physicians Enterprises, an Ohio nonprofit corporation.
  - ◆ ProMedica Continuing Care Services Corporation f/k/a Crestview of Ohio, Inc., an Ohio nonprofit corporation

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

- Monroe Community Ambulance, a Michigan nonprofit corporation in which ProMedica Continuing Care Services Corporation has 25% ownership interest with various other corporations holding the remaining 75%

- Toledo District Nurse Association, an Ohio nonprofit corporation
- Visiting Nurse Hospice & Health Care, an Ohio nonprofit corporation
- ProMedica Retail Group, Inc. f/k/a The Flower Market, Inc., an Ohio corporation
- ProMedica Courier Services, Inc., an Ohio nonprofit corporation
- ErieWest Hospice and Palliative Care, LTD, an Ohio limited liability company
- ProMedica Physician Hospital Organization, Inc., an Ohio for-profit corporation and a wholly-owned subsidiary of ProMedica Physicians & Continuum Services
- ProMedica Physician Group, Inc., an Ohio professional association which is beneficially owned by ProMedica Physicians & Continuum Services f/k/a ProMedica Physician Corporation pursuant to the terms of a Share Control Agreement, dated as of June 2, 1999, by and among ProMedica Physician Corporation, Lee Hammerling, M.D. and ProMedica Physician Group, Inc. Dr. Hammerling holds legal ownership of all outstanding shares of capital stock of ProMedica Physician Group.

  - The Pharmacy Counter, LLC, an Ohio limited liability company
  - ProMedica Central Corporation of Michigan, a Michigan nonprofit corporation and a wholly-owned subsidiary of ProMedica Physician Group, Inc.
  - EVOLV Medical Aesthetics, LLC, an Ohio limited liability company in which ProMedica Physicians & Continuum Services has 50% ownership interest and Frank Barone, M.D. has the remaining 50%.
  - ProMedica Central Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
  - ProMedica North Physicians Corporation, a Michigan nonprofit stock corporation and a wholly-owned subsidiary of ProMedica Physician Group, Inc.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

- ProMedica West Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica South Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica East Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Orthopedic Physicians, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- Midwest Cardiovascular Consultants, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica GI Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Northwest Ohio Cardiology Consultants, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Cardiothoracic Physicians, LLC, and Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member.
- ProMedica Hematology/Oncology Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member.
- ProMedica Critical Care Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member.
- ProMedica ENT, LLC, an Ohio limited liability company with ProMedica Physician Group as its sole member
- ProMedica Monroe Cardiology, PLLC, a Michigan limited liability company with ProMedica Physician Group as its sole member
- ProMedica Anesthesiology Consultants, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Physician Management Services, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Surgical Services, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- WellCare Physicians Group, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

- ■ ProMedica Monroe Physicians, PLLC, a Michigan limited liability company with ProMedica Physician Group as its sole member
- ■ ProMedica Multi Specialty Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group as its sole member
- ■ ProMedica Genito-Urinary Surgeons, LLC, an Ohio limited liability company with ProMedica Physicians Group as its sole member
- ■ ProMedica Hospitalists, LLC, an Ohio limited liability company with ProMedica Physician Group as its sole member
- ■ ProMedica Hospitalists, PLLC, a Michigan limited liability company with ProMedica Physician Group as its sole member

- ● ProMedica Indemnity Corporation, a Vermont nonprofit corporation
- ● ProMedica Insurance Corporation f/k/a ProMedica Health Ventures Corporation f/k/a Vanguard Health Ventures, Incorporated, an Ohio for-profit corporation
  - ◆ Paramount Preferred Options, Inc., an Ohio for-profit corporation, which is wholly-owned by ProMedica Insurance Corporation
    - ■ Health Management Solutions, Inc, an Ohio for-profit corporation which is wholly-owned by Paramount Preferred Options
  - ◆ NAIC 95189-Paramount Care, Inc., an Ohio health-insuring corporation and a wholly-owned subsidiary of ProMedica Insurance Corporation
  - ◆ Paramount Benefits Agency, Inc., an Ohio for-profit corporation and a wholly owned subsidiary of ProMedica Insurance Corporation
  - ◆ NAIC 95566-Paramount Care of Michigan, Inc., a Michigan corporation and a wholly-owned subsidiary of ProMedica Insurance Corporation
  - ◆ NAIC 11518-Paramount Insurance Company f/k/a ProMedica Life Insurance Company, a for-profit corporation and a wholly owned subsidiary of ProMedica Insurance Corporation
  - ◆ NAIC 12353-Paramount Advantage, an Ohio corporation wholly owned subsidiary of ProMedica Insurance Corporation
- ● Bay Park Community Hospital, an Ohio nonprofit corporation
  - ◆ ProMedica Bay Park Surgical Services Co-Management Company, LLC, in which Bay Park Community Hospital has a 50% ownership interest with various other corporations holding the remaining 50%-in process of being dissoved

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

- Defiance Hospital, Inc., an Ohio nonprofit corporation
  - Kaitlyn's Cottage, Inc., an Ohio nonprofit corporation with Defiance Hospital Inc. as its sole member
- Emma L. Bixby Medical Center, a Michigan nonprofit corporation and a wholly-owned subsidiary of ProMedica Health System, Inc.
  - Bixby Medical Office Limited Partnership, a Michigan limited partnership in which Emma L. Bixby Medical Center has 64.44% ownership interest with various physicians having the remaining 35.56%
  - Monroe Cancer Center, a Michigan nonprofit corporation in which Emma L. Bixby Medical Center has 33.33% ownership interest with Barbara Ann Karmanos Cancer Center having 33.33% and Mercy Memorial Hospital Corporation having 33.33%
  - Lenawee Long Term Care Corporation, a Michigan nonprofit corporation and a wholly owned subsidiary of Emma L. Bixby Medical Center.
  - Herrick Memorial Development Corporation, a Michigan for profit corporation and a wholly owned subsidiary of Emma L. Bixby Medical Center.
    - Herrick Memorial Office Plaza Condominium Association, a Michigan nonprofit corporation in which Herrick Memorial Development Corporation has 41.7% ownership interest with various physicians having the remaining 58.3%
  - Lenawee Physician Hospital Organization LLC, a Michigan limited liability company in which Emma L. Bixby Medical Center has 50% ownership interest with Raisin River Physicians having the remaining 50%
  - Wolf Creek Associates, LLC, a Michigan limited liability company with Emma L. Bixby Medical Center as its sole member
- Herrick Memorial Hospital, Inc., a Michigan nonprofit corporation and a wholly-owned subsidiary of ProMedica Health System, Inc.
- The Toledo Hospital, an Ohio nonprofit corporation, of which Toledo Children's Hospital f/k/a ProMedica Children's Medical Center of Northwest Ohio and ProMedica Wildwood Orthopeadic and Spine Hospital are divisions
  - Reynolds Road Surgery Center, LLC, an Ohio limited liability company in which The Toledo Hospital has a 62.66% ownership interest, with various physicians having a remaining 37.34% interest.
  - Northwest Ohio Dedicated Breast MRI, LLC, an Ohio limited liability company in which The Toledo Hospital has a 50% ownership interest with TRA Investment Club, LLC having the remaining 50% interest

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

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- Arrowhead Behavioral Health, LLC, a Delaware limited liability company in which The Toledo Hospital has a 30% ownership interest and Toledo Holding Company, LLC having a remaining 70% interest.
- West Central Surgical Center, LLC, an Ohio limited liability company of which The Toledo Hospital has a 50% ownership interest and various physicians having the remaining 50%.

- Flower Hospital, an Ohio nonprofit corporation
- PHS Ventures, Inc. f/k/a BVPH Ventures, Inc., an Ohio non-profit corporation in which ProMedica Health System, Inc., an Ohio nonprofit corporation, holds a 100% ownership interest
- St. Luke's Hospital, an Ohio non-profit corporation
  - OhioCare Ambulatory Surgery Center, LLC, an Ohio limited liability company of which St. Luke's Hospital holds 50% interest and various physicians having the remaining 50%.
  - St. Luke's Physician Hospital Organization, Inc., an Ohio for-profit corporation of which St. Luke's Hospital holds 50% interest and various physicians having the remaining 50%.
- Care Enterprises, Inc., and Ohio non-profit corporation.
  - Perrysburg Medical Arts, LLC, an Ohio limited liability company of which Care Enterprises, Inc. holds 11.1% interest with various physicians and investment groups holding the remaining interest.
  - Waterville Medical Center, LLC, an Ohio limited liability company of which Care Enterprises, Inc. holds 70% interest and SB Medical Building Venture, Ltd. holding the remaining 30%.
- Care Holdings, Inc., an Ohio for-profit corporation.
- Physicians Advantage Management Services Organization, Inc., an Ohio for-profit corporation.
- St. Luke's Hospital Foundation, an Ohio non-profit corporation
  - Cobra Ventures, LLC, an Ohio limited liability company.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

Other Affiliated Entities

- Lima Memorial Joint Operating Company, an Ohio non-profit corporation, in which Lima Memorial Hospital, an Ohio non-profit corporation, and PHS Ventures, Inc. each hold a 50% ownership interest.
- ProMedica Orthopedic Co-Management Company, LLC, an Ohio limited liability company is which The Toledo Hospital, Bay Park Community Hospital and Flower Hospital share 40% ownership interest with various physicians having the remaining 60% interest.
- ProMedica Cardiovascular Co-Management Company, LLC, an Ohio limited liability company in which The Toledo Hospital, Bay Park Community Hospital and Flower Hospital share 40% ownership interest with various physicians having the remaining 60% interest.
- Interactive Physical Therapy, an Ohio limited liability company in which ProMedica owns 50% ownership interest and various individuals owning the other 50%.
- ProMedica Surgical Services Co-Management Company, LLC, an Ohio limited liability company in which The Toledo Hospital, Bay Park Community Hospital and Flower Hospital share 50% ownership interest with various physicians having the remaining 50% interest.

SCHEDULE Y

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		00000	34-1517672				ProMedica Foundation	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1517672				Mission Pointe Golf Course, LLC	MI	NIA	ProMedica Foundation	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1887062				Academic Health Center Corp	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1517671				ProMedica Innovations, LLC	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-0898745				Fostoria Hospital Association	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	26-1815305				NWO Health Partners, LLC	OH	NIA	Fostoria Hospital Association	Ownership	50.0	ProMedica Health System, Inc.	
		00000	26-1815305				NWO Health Partners, LLC	OH	OTH	Northwest Ohio Orthopedic and Sports Medicine, Inc.	Ownership	50.0	Northwest Ohio Orthopedic and Sports Medicine, Inc.	1
		00000	34-1880767				ProMedica Physicians and Continuum Services	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-4492440				ProMedica Continuing Care Services Corporation	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	02-0753921				Monroe Community Ambulance	MI	NIA	ProMedica Continuing Care Services Corporation	Ownership	25.0	ProMedica Health System, Inc.	
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Life Star Ambulance	Ownership	25.0	Life Star Ambulance	1
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Huron Valley Ambulance	Ownership	25.0	Huron Valley Ambulance	1
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Mercy Memorial Hospital Corporation	Ownership	25.0	Mercy Memorial Hospital Corporation	1
		00000	34-4427949				Toledo District Nurse Association	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1831624				Visiting Nurse Hospice & Health Care	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1159928				ProMedica Retail Group, Inc.	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	26-0324790				ProMedica Courier Services, Inc.	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	20-5752995				Erie West Hospice and Palliative Care	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1887065				ProMedica Physician Hospital Organization, Inc.	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1899439				ProMedica Physician Group, Inc.	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-1325141				The Pharmacy Counter, LLC.	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-3322278				ProMedica Central Corporation of Michigan	MI	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-4319239				EVOLV Medical Aesthetics, LLC.	OH	NIA	ProMedica Physician Group, Inc.	Ownership	50.0	ProMedica Health System, Inc.	
		00000	27-4319239				EVOLV Medical Aesthetics, LLC.	OH	OTH	Frank Barone, M.D.	Ownership	50.0	Frank Barone, M.D.	1
		00000	34-1881137				ProMedica Central Physicians	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	

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		00000	38-3482148				ProMedica North Physicians Corporation	MI	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1893773				ProMedica West Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1898679				ProMedica South Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1881145				ProMedica East Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	20-8050622				ProMedica Orthopedic Physicians	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	61-1448753				Midwest Cardiovascular Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	26-3015991				ProMedica GI Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	26-3888045				ProMedica Northwest Ohio Cardiology Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-0978204				ProMedica Cardiothoracic Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-1401750				ProMedica Hematology/Oncology Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-5165922				ProMedica Critical Care Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-2404505				ProMedica ENT, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-2920342				ProMedica Monroe Cardiology, PLLC	MI	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-3251737				ProMedica Anesthesiology Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-3230331				ProMedica Physician Management Services, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1899439				ProMedica Surgical Services, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	61-1528443				WellCare Physicians Group, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	46-1111822				ProMedica Monroe Physicians, PLLC	MI	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-4976786				ProMedica Multi Specialty Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	46-1120436				ProMedica Genito-Urinary Surgeons, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	---				ProMedica Hospitalists, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	---				ProMedica Hospitalists, PLLC	MI	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1931936				ProMedica Indemnity Corporation	VT	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1570675				ProMedica Insurance Corporation	OH	UDP	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	

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		00000	34-1623220				Paramount Preferred Options, Inc.	OH	NIA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
		00000	31-1463193				Health Management Solutions, Inc.	OH	NIA	Paramount Preferred Options, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
1212	ProMedica Insurance Corp	95189	34-1549926				Paramount Care, Inc.	OH		ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1773766				Paramount Benefits Agency, Inc.	OH	NIA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
1212	ProMedica Insurance Corp	95566	38-3200310				Paramount Care of Michigan, Inc.	MI	IA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
1212	ProMedica Insurance Corp	11518	01-0580404				Paramount Insurance Company	OH	IA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
1212	ProMedica Insurance Corp	12353	20-3376102				Paramount Advantage	OH	IA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1883132				Bay Park Community Hospital	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-3458982				ProMedica Bay Park Surgical Services Co-Management Company	OH	NIA	Bay Park Community Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	45-3458982				ProMedica Bay Park Surgical Services Co-Management Company	OH	OTH	Various Corporations	Ownership	50.0	Various Corporations	1
		00000	34-4446484				Defiance Hospital, Inc.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-4781053				Kaitlyn's Cottage, Inc.	OH	NIA	Defiance Hospital, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-2796005				Emma L. Bixby Medical Center	MI	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-2972398				Bixby Medical Office Limited Partnership	MI	NIA	Emma L. Bixby Medical Center	Ownership	64.4	ProMedica Health System, Inc.	
		00000	38-2972398				Bixby Medical Office Limited Partnership	MI	OTH	Various Physicians	Ownership	35.6	Various Physicians	1
		00000	27-1302183				Monroe Cancer Center	MI	NIA	Emma L. Bixby Medical Center	Ownership	33.3	ProMedica Health System, Inc.	
		00000	27-1302183				Monroe Cancer Center	MI	OTH	Barbara Ann Karamanos Cancer Cetner	Ownership	33.3	Barbara Ann Karamanos Cancer Cetner	1
		00000	27-1302183				Monroe Cancer Center	MI	OTH	Mercy Memorial Hospital Corporation	Ownership	33.3	Mercy Memorial Hospital Corporation	1
		00000	38-2879330				Lenawee Long Term Care Corporation	MI	NIA	Emma L. Bixby Medical Center	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-3146907				Herrick Memorial Development Corporation	MI	NIA	Emma L. Bixby Medical Center	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-3639616				Herrick Memorial Office Plaza Condominium Association	MI	NIA	Herrick Memorial Development Corporation	Ownership	41.7	ProMedica Health System, Inc.	
		00000	38-3639616				Herrick Memorial Office Plaza Condominium Association	MI	OTH	Various Physicians	Ownership	58.3	Various Physicians	1
		00000	38-3605511				Lenawee Physician Hospital Organization LLC	MI	NIA	Emma L. Bixby Medical Center	Ownership	50.0	ProMedica Health System, Inc.	

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		00000	38-3605511				Lenawee Physician Hospital Organization LLC	MI	OTH	Raisin River Physicians	Ownership	50.0	Raisin River Physicians	1
		00000	38-3164818				Wolf Creek Associates, LLC	MI	NIA	Emma L. Bixby Medical Center	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-3049015				Herrick Memorial Hospital, Inc.	MI	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-4428256				The Toledo Hospital	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	31-1569454				Reynolds Road Surgery Center, LLC	OH	NIA	The Toledo Hospital	Ownership	62.7	ProMedica Health System, Inc.	
		00000	31-1569454				Reynolds Road Surgery Center, LLC	OH	OTH	Various Physicians	Ownership	37.3	Various Physicians	1
		00000	26-0679898				Northwest Ohio Dedicated Breast MRI, LLC	OH	NIA	The Toledo Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	26-0679898				Northwest Ohio Dedicated Breast MRI, LLC	OH	OTH	TRA Investment Club, LLC	Ownership	50.0	TRA Investment Club, LLC	1
		00000	27-0608044				Arrowhead Behavioral Health, LLC	DE	NIA	The Toledo Hospital	Ownership	30.0	ProMedica Health System, Inc.	
		00000	27-0608044				Arrowhead Behavioral Health, LLC	OH	OTH	Toledo Holding Company, LLC	Ownership	70.0	Toledo Holding Company, LLC	1
		00000	20-0088459				West Central Surgical Center, LLC	OH	NIA	The Toledo Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	20-0088459				West Central Surgical Center, LLC	OH	OTH	Various Physicians	Ownership	50.0	Various Physicians	1
		00000	34-4428794				Flower Hospital	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1880473				PHS Ventures, Inc.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-4428232				St. Luke's Hospital	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1863472				Ohio Care Ambulatory Surgery Center, LLC	OH	NIA	St. Luke's Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	34-1863472				Ohio Care Ambulatory Surgery Center, LLC	OH	OTH	Various Physicians	Ownership	50.0	Various Physicians	1
		00000	34-1781420				St. Luke's Physician Hospital Organization, Inc.	OH	NIA	St. Luke's Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	34-1781420				St. Luke's Physician Hospital Organization, Inc.	OH	OTH	Various Physicians	Ownership	50.0	Various Physicians	1
		00000	34-1366709				Care Enterprises, Inc.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	43-2061812				Perrysburg Medical Arts, LLC	OH	NIA	Care Enterprises, Inc.	Ownership	11.1	ProMedica Health System, Inc.	
		00000	43-2061812				Perrysburg Medical Arts, LLC	OH	OTH	Various Physicians & Investment Groups	Ownership	88.9	Various Physicians & Investment Groups	1
		00000	32-0160784				Waterville Medical Center, LLC	OH	NIA	Care Enterprises, Inc.	Ownership	70.0	ProMedica Health System, Inc.	
		00000	32-0160784				Waterville Medical Center, LLC	OH	OTH	SB Medical Building Venture, Ltd.	Ownership	30.0	SB Medical Building Venture, Ltd.	1
		00000	34-1796790				Care Holdings, Inc.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	

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		00000	06-1811760				Physicians Advantage Management Services Organization, Inc.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1292849				St. Luke's Hospital Foundation	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	20-4671613				Cobra Ventures, LLC	OH	NIA	St. Luke's Hospital Foundation	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1883284				Lima Memorial Joint Operating Company	OH	NIA	PHS Ventures, Inc.	Ownership	50.0	ProMedica Health System, Inc.	
		00000	34-1883284				Lima Memorial Joint Operating Company	OH	OTH	Lima Memorial Hospital	Ownership	50.0	Lima Memorial Hospital	1
		00000	26-4105613				ProMedica Orthopedic Co-Management Company, LLC	OH	NIA	The Toledo Hospital, Flower Hospital, Bay Park Community Hospital	Ownership	40.0	ProMedica Health System, Inc.	
		00000	26-4105613				ProMedica Orthopedic Co-Management Company, LLC	OH	OTH	Various Physicians	Ownership	60.0	Various Physicians	1
		00000	27-0962366				ProMedica Cardiovasuclar Co-Management Company, LLC	OH	NIA	The Toledo Hospital, Flower Hospital, Bay Park Community Hospital	Ownership	40.0	ProMedica Health System, Inc.	
		00000	27-0962366				ProMedica Cardiovasuclar Co-Management Company, LLC	OH	OTH	Various Physicians	Ownership	60.0	Various Physicians	1
		00000	45-4810767				Interactive Physical Therapy	OH	NIA	ProMedica Health System, Inc.	Ownership	50.0	ProMedica Health System, Inc.	
		00000	45-4810767				Interactive Physical Therapy	OH	OTH	Various Individuals	Ownership	50.0	Various Individuals	1
		00000	46-1989695				ProMedica Surgical Services Co-Management Company, LLC	OH	NIA	The Toledo Hospital, Bay Park Community Hospital and Flower Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	46-1989695				ProMedica Surgical Services Co-Management Company, LLC	OH	OTH	Various Physicians	Ownership	50.0	Various Physicians	

Asterisk	Explanation
0000001	Non-related entity

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

95189201336500002 2013 Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

NONE

		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 va		
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

NONE

		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 poin		
9.	Total foreign exchange change in book value/recorded inve		
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	228,771	220,658
2.	Cost of acquired:		
	2.1 Actual cost at time of acquisition		
	2.2 Additional investment made after acquisition	31,803	27,517
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		19,404
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)	260,574	228,771
12.	Deduct total nonadmitted amounts	260,574	228,771
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	87,769,842	103,905,028
2.	Cost of bonds and stocks acquired	27,024,677	50,946,081
3.	Accrual of discount	9,562	42,182
4.	Unrealized valuation increase (decrease)	422,319	2,257,636
5.	Total gain (loss) on disposals	2,455,638	2,026,607
6.	Deduct consideration for bonds and stocks disposed of	33,277,928	70,382,775
7.	Deduct amortization of premium	410,704	1,024,917
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)	83,993,406	87,769,842
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	83,993,406	87,769,842

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)	63,772,383	9,006,587	14,234,249	(406,137)	63,772,383	58,138,584		63,180,951
2. Class 2 (a)	4,557,242	888,440	323,586	(10,566)	4,557,242	5,111,531		3,992,402
3. Class 3 (a)				256,673		256,673		
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	68,329,625	9,895,028	14,557,834	(160,031)	68,329,625	63,506,788		67,173,353
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	68,329,625	9,895,028	14,557,834	(160,031)	68,329,625	63,506,788		67,173,353

(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 $.....520,979; 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	520,979	X X X	520,979		

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	2,020,658	5,402,393
2.	Cost of short-term investments acquired	500	83,694
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		1,500
6.	Deduct consideration received on disposals	1,500,179	3,444,665
7.	Deduct amortization of premium		22,264
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)	520,979	2,020,658
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	520,979	2,020,658

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

SCHEDULE E - Verification

(Cash Equivalents)

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	1,499,960	
2.	Cost of cash equivalents acquired		1,499,953
3.	Accrual of discount	21	7
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals	12	
6.	Deduct consideration received on disposals	1,499,993	
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)		1,499,960
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		1,499,960

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	2	Location		5	6	7	8	9	10	11	12	13
		3	4									
CUSIP Identification	Name or Description	City	State	Name of Vendor or General Partner	NAIC Designation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
Joint Venture - Common Stock - Unaffiliated												
	Health Plan Alliance	Irving	TX			01/01/1997			31,803			4.000
1599999 Subtotal - Joint Venture - Common Stock - Unaffiliated									31,803			XXX
3999999 Total - Unaffiliated									31,803			XXX
4199999 TOTALS									31,803			XXX

SCHEDULE BA - PART 3

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

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V. (9 + 10 - 11 + 12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
4199999 TOTALS																			

NONE

QE03

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)
Bonds - U.S. Governments									
912828VA5	U S TREASURY NOTE		05/24/2013	MORGAN STANLEY & CO INC, NY	X X X	408,469	415,000	355	1
912828VC1	U S TREASURY NOTE		06/06/2013	CREDIT SUISSE, NEW YORK (CSUS)	X X X	1,028,252	1,035,000	162	1
912828QN3	U S TREASURY NOTE		04/03/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	101,377	90,000	1,088	1
912828UW8	U S TREASURY NOTE		05/03/2013	RBC CAPITAL MARKETS LLC, NEW YORK	X X X	684,039	685,000	98	1
38378KGV5	GNMA GTD REMIC P/T 13-57 A		04/12/2013	JPMORGAN CHASE BK/RBS SEC INC, NEW YORK	X X X	125,249	125,000	136	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	2,347,385	2,350,000	1,839	X X X
Bonds - U.S. States, Territories and Possessions									
452152SG7	ILLINOIS ST		06/27/2013	WACHOVIA CAP MKTS/WACHOVIA BK, CHARLOTTE	X X X	109,721	100,000		1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	109,721	100,000		X X X
Bonds - U.S. Special Revenue, Special Assessment									
041826E53	ARLINGTON TX INDEP SCH DIST		05/23/2013	WACHOVIA CAP MKTS/WACHOVIA BK, CHARLOTTE	X X X	40,000	40,000		1FE
19648AWW1	COLORADO ST HLTH FACS AUTH REV		06/27/2013	MESIROW FINANCIAL INC, CHICAGO	X X X	226,790	200,000	4,194	1FE
3137EADB2	FEDERAL HOME LN MTG CORP		06/27/2013	GOLDMAN SACHS & CO, NY	X X X	403,710	415,000	4,517	1
3135G0WJ8	FEDERAL NATL MTG ASSN		04/11/2013	BARCLAYS CAPITAL INC, NEW YORK	X X X	444,048	445,000		1
53945CAE0	LOS ANGELES CA WSTWTR SYS REVE		05/15/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	263,355	220,000		1FE
5447125B4	LOS ANGELES CNTY CA MET TRANSP		05/15/2013	JPMORGAN SECURITIES INC, NEW YORK	X X X	340,303	290,000		1FE
686543TP4	ORLANDO & ORANGE CNTY FL EXPRE		06/27/2013	GOLDMAN SACHS & CO, NY	X X X	226,614	200,000	28	1FE
31419JSV1	FNMA POOL #0AE7731		05/13/2013	CREDIT SUISSE, NEW YORK (CSUS)	X X X	275,806	255,709	384	1
3138ALLZ8	FNMA POOL #0AI6643		06/10/2013	NOMURA SECS, NEW YORK	X X X	385,696	361,149	542	1
3138AUP43	FNMA POOL #0AJ3142		06/12/2013	NOMURA SECS, NEW YORK	X X X	196,817	184,480	369	1
3138E0RS0	FNMA POOL #0AJ7696		05/13/2013	CREDIT SUISSE, NEW YORK (CSUS)	X X X	308,042	285,596	428	1
3138LVXA6	FNMA POOL #0AO5172		05/21/2013	MORGAN STANLEY & CO INC, NY	X X X	91,267	86,305	165	1
31418AH76	FNMA POOL #0MA1153		05/30/2013	FTN FINANCIAL SECURITIES CORP, MEMPHIS	X X X	193,201	183,946	261	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	3,395,648	3,167,183	10,888	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
020002AZ4	ALLSTATE CORP/THE		06/04/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	69,862	70,000		1FE
02687QDG0	AMERICAN INTERNATIONAL GROUP I		06/07/2013	JPMORGAN SECURITIES INC, NEW YORK	X X X	103,235	90,000	2,135	2FE
03523TBA5	ANHEUSER-BUSCH INBEV WORLDWIDE		06/17/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	115,893	110,000	1,098	1FE
12527GAC7	CF INDUSTRIES INC		05/20/2013	MORGAN STANLEY & CO INC, NY	X X X	29,972	30,000		2FE
166764AC4	CHEVRON CORP		06/17/2013	BARCLAYS CAPITAL INC, NEW YORK	X X X	100,000	100,000		1FE
191216AP5	COCA-COLA CO/THE		05/03/2013	CREDIT SUISSE, NEW YORK (CSUS)	X X X	82,265	80,000	577	1FE
19416QDW7	COLGATE-PALMOLIVE CO		05/03/2013	JPMORGAN SECURITIES INC, NEW YORK	X X X	80,348	80,000	231	1FE
126650BZ2	CVS CAREMARK CORP		05/28/2013	JP MORGAN CHASE BANK/HSBCI, NEW YORK	X X X	122,947	125,000	1,734	2FE
26884LAB5	EQT CORP		06/25/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	82,206	80,000	466	2FE
26884ABA0	ERP OPERATING LP		04/03/2013	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	47,573	48,000		2FE
31620MAJ5	FIDELITY NATIONAL INFORM		04/10/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	59,770	60,000		2FE

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)
369550AQ1	GENERAL DYNAMICS CORP		05/31/2013	CANTOR FITZGERALD & CO/DEBT CAP MKTS, NY	X X X	52,170	50,000	438	1FE
437076AW2	HOME DEPOT INC/THE		05/23/2013	NOMURA SECS, NEW YORK	X X X	102,705	90,000	638	1FE
46625HJJ0	JPMORGAN CHASE & CO		04/24/2013	JPMORGAN SECURITIES INC, NEW YORK	X X X	104,435	105,000		1FE
58933YAD7	MERCK & CO INC		05/15/2013	BNP PARIBAS SECS CP/FIXED INCOME, PA	X X X	109,970	110,000		1FE
666807BG6	NORTHROP GRUMMAN CORP		05/28/2013	JPMORGAN SECURITIES INC, NEW YORK	X X X	99,462	100,000		2FE
66989HAC2	NOVARTIS CAPITAL CORP		06/05/2013	MILLENNIUM ADVISORS LLC, JERSEY CITY	X X X	114,947	110,000	408	1FE
74432QBM6	PRUDENTIAL FINANCIAL INC		05/22/2013	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	100,485	85,000	1,992	2FE
74456QAY2	PUBLIC SERVICE ELECTRIC & GAS		04/03/2013	MILLENNIUM ADVISORS LLC, JERSEY CITY	X X X	65,345	65,000	81	1FE
75076PAS4	RAILSPLITTER IL TOBACCO SETTLE		04/24/2013	FIXED INCOME SECURITIES LLC, JERSEY CITY	X X X	242,790	200,000	4,522	2FE
911312AP1	UNITED PARCEL SERVICE INC		06/05/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	89,657	90,000	194	1FE
91159HHB9	US BANCORP		05/23/2013	US BANCORP INVESTMENTS INC, ST. PAUL	X X X	114,897	110,000	94	1FE
89114QAJ7	TORONTO-DOMINION BANK/THE	C	05/02/2013	CREDIT SUISSE, NEW YORK (CSUS)	X X X	80,000	80,000		1FE
055451AK4	BHP BILLITON FINANCE USA LTD	F	05/02/2013	JPMORGAN SECURITIES INC, NEW YORK	X X X	88,031	85,000	735	1FE
25243YAS8	DIAGEO CAPITAL PLC	F	04/24/2013	BARCLAYS CAPITAL INC, NEW YORK	X X X	59,890	60,000		1FE
539473AQ1	LLOYDS TSB BANK PLC	F	06/05/2013	MORGAN STANLEY & CO INC, NY	X X X	103,815	95,000	798	1FE
539473AG3	LLOYDS TSB BANK PLC	F	06/19/2013	CANTOR FITZGERALD & CO/DEBT CAP MKTS, NY	X X X	70,637	65,000	1,347	1FE
76720AAA4	RIO TINTO FINANCE USA PLC	F	04/03/2013	SG AMERICAS SECURITIES LLC, NEW YORK	X X X	95,668	95,000	53	1FE
76720AAM8	RIO TINTO FINANCE USA PLC	F	06/14/2013	JPMORGAN SECURITIES INC, NEW YORK	X X X	118,903	120,000		1FE
801060AB0	SANOFI	F	04/03/2013	JPMORGAN SECURITIES INC, NEW YORK	X X X	84,627	85,000		1FE
02006JAA6	ALLY AUTO RECEIVABLES TRU 1 A2		04/03/2013	DEUTSCHE BK SECS INC, NY (NWSCUS33)	X X X	139,996	140,000		1FE
02006JAB4	ALLY AUTO RECEIVABLES TRU 1 A3		04/03/2013	DEUTSCHE BK SECS INC, NY (NWSCUS33)	X X X	284,967	285,000		1FE
03064JAC9	AMERICREDIT AUTOMOBILE RE 2 A3		04/03/2013	JPMORGAN SECURITIES INC, NEW YORK	X X X	244,951	245,000		1FE
03065BAC5	AMERICREDIT AUTOMOBILE RE 3 A3		06/13/2013	BARCLAYS CAPITAL INC, NEW YORK	X X X	114,989	115,000		1FE
12625HAC6	CNH EQUIPMENT TRUST B A3		05/21/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	89,987	90,000		1FE
44890LAC8	HYUNDAI AUTO RECEIVABLES B A3		06/19/2013	CREDIT SUISSE, NEW YORK (CSUS)	X X X	114,978	115,000		1FE
47787TAB2	JOHN DEERE OWNER TRUST A A2		04/03/2013	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	139,996	140,000		1FE
80283GAC8	SANTANDER DRIVE AUTO RECE 3 A3		05/08/2013	JPMORGAN SECURITIES INC, NEW YORK	X X X	119,998	120,000		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	4,042,367	3,923,000	17,541	X X X
8399997 Subtotal - Bonds - Part 3					X X X	9,895,121	9,540,183	30,268	X X X
8399999 Subtotal - Bonds					X X X	9,895,121	9,540,183	30,268	X X X
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
00507K103	ACTAVIS INC		05/22/2013	ISI GROUP INC, NY	260.000	34,107	X X X		L
00130H105	AES CORP/THE		04/11/2013	PULSE TRADING LLC, BOSTON	1,480.000	18,629	X X X		L
001084102	AGCO CORP		05/09/2013	SJ LEVINSON & SONS LLC, JERSEY CITY	270.000	14,650	X X X		L
01741R102	ALLEGHENY TECHNOLOGIES INC		06/24/2013	SIDOTI & CO LLC, NEW YORK	20.000	519	X X X		L
023135106	AMAZON.COM INC		06/26/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	50.000	13,839	X X X		L
026874784	AMERICAN INTERNATIONAL GROUP I		04/03/2013	PULSE TRADING LLC, BOSTON	320.000	12,234	X X X		L
03027X100	AMERICAN TOWER CORP		06/20/2013	MERRILL LYNCH PIERCE FENNER SMITH INC NY	600.000	47,924	X X X		L
037833100	APPLE INC		04/24/2013	DEUTSCHE BK SECS INC, NY (NWSCUS33)	63.000	25,765	X X X		L
04270V106	ARRIS GROUP INC		04/16/2013	MERGER	802.000	9,110	X X X		L
049513104	ATMEL CORP		06/24/2013	DEUTSCHE BK SECS INC, NY (NWSCUS33)	1,540.000	11,341	X X X		L
050095108	ATWOOD OCEANICS INC		04/17/2013	JEFFERIES & CO INC, NEW YORK	490.000	22,099	X X X		L
060505104	BANK OF AMERICA CORP		05/14/2013	J P MORGAN SECURITIES INC, BROOKLYN	730.000	9,724	X X X		L

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)
08579W103	BERRY PLASTICS GROUP INC		04/19/2013	CITIGROUP GBL MKTS INC, NEW YORK	2,680.000	45,579	X X X		L
099724106	BORGWARNER INC		06/25/2013	BERNSTEIN SANFORD C & CO, NEW YORK	670.000	57,252	X X X		L
10921T101	BRIGHTCOVE INC		04/24/2013	CANTOR FITZGERALD & CO INC, NEW YORK	390.000	2,255	X X X		L
111621306	BROCADE COMMUNICATIONS SYSTEMS		06/26/2013	CREDIT SUISSE, NEW YORK (CSUS)	70.000	388	X X X		L
14040H105	CAPITAL ONE FINANCIAL CORP		04/24/2013	CITIGROUP GBL MKTS INC, NEW YORK	205.000	11,581	X X X		L
140781105	CARBO CERAMICS INC		04/29/2013	CANTOR FITZGERALD & CO INC, NEW YORK	220.000	15,954	X X X		L
125509109	CIGNA CORPORATION COM		04/23/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	215.000	13,983	X X X		L
17275R102	CISCO SYSTEMS INC		04/03/2013	LIQUIDNET INC, BROOKLYN	1,130.000	23,983	X X X		L
177376100	CITRIX SYSTEMS INC		04/03/2013	GOLDMAN SACHS & CO, NY	350.000	24,932	X X X		L
191216100	COCA-COLA CO/THE		05/14/2013	CREDIT SUISSE, NEW YORK (CSUS)	2,130.000	87,441	X X X		L
192446102	COGNIZANT TECHNOLOGY SOLUTIONS		05/03/2013	BERNSTEIN SANFORD C & CO, NEW YORK	110.000	7,030	X X X		L
22160K105	COSTCO WHOLESALE CORP		04/24/2013	UBS SECURITIES LLC, STAMFORD	230.000	24,860	X X X		L
228368106	CROWN HOLDINGS INC		06/28/2013	BERNSTEIN SANFORD C & CO, NEW YORK	450.000	18,679	X X X		L
12646R105	CST BRANDS INC		05/02/2013	FROM VALERO ENERGY	322.223	5,655	X X X		L
126408103	CSX CORP		05/08/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	3,030.000	73,898	X X X		L
278642103	EBAY INC		05/14/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	240.000	13,486	X X X		L
28176E108	EDWARDS LIFESCIENCES CORP		04/24/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	270.000	17,337	X X X		L
29476L107	EQUITY RESIDENTIAL		05/22/2013	BERNSTEIN SANFORD C & CO, NEW YORK	700.000	41,075	X X X		L
30219G108	EXPRESS SCRIPTS HOLDING CO		05/10/2013	GOLDMAN SACHS EXECUTION & CLEARING, NY	155.000	9,536	X X X		L
302491303	FMC CORP		05/15/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	460.000	28,194	X X X		L
37954N206	GLOBE SPECIALTY METALS INC		06/26/2013	OPPENHEIMER & CO INC, NEW YORK	580.000	7,420	X X X		L
38259P508	GOOGLE INC		06/26/2013	JONESTRADING INSTL SVCS LLC, WESTLAKE	33.000	27,955	X X X		L
406216101	HALLIBURTON CO		04/23/2013	BERNSTEIN SANFORD C & CO, NEW YORK	230.000	9,100	X X X		L
437076102	HOME DEPOT INC/THE		06/06/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	200.000	15,265	X X X		L
44919P508	IAC/INTERACTIVECORP		05/01/2013	LIQUIDNET INC, BROOKLYN	415.000	18,887	X X X		L
465741106	ITRON INC		04/26/2013	CANACCORD GENUITY INC.NEY YORK	110.000	4,387	X X X		L
46625H100	JPMORGAN CHASE & CO		04/12/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	520.000	24,938	X X X		L
48242W106	KBR INC		04/17/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	930.000	26,666	X X X		L
497217109	KIOR INC		04/18/2013	PIPER JAFFRAY & CO, MINNEAPOLIS	430.000	1,817	X X X		L
50077C106	KRATON PERFORMANCE POLYMERS IN		06/10/2013	CANTOR FITZGERALD & CO INC, NEW YORK	460.000	9,428	X X X		L
526057104	LENNAR CORP		06/07/2013	PULSE TRADING LLC, BOSTON	1,780.000	74,957	X X X		L
530555309	LIBERTY GLOBAL INC		04/17/2013	SJ LEVINSON & SONS LLC, JERSEY CITY	135.000	9,394	X X X		L
G5480U120	LIBERTY GLOBAL PLC SHS CL C		06/10/2013	MERGER WITH LIBERTY GLOBAL	500.000	32,865	X X X		L
502161102	LSI CORP		05/13/2013	J P MORGAN SECURITIES INC, BROOKLYN	1,785.000	12,151	X X X		L
55616P104	MACY'S INC		05/07/2013	GOLDMAN SACHS EXECUTION & CLEARING, NY	530.000	24,172	X X X		L
565849106	MARATHON OIL CORP		05/08/2013	CITIGROUP GBL MKTS INC, NEW YORK	1,010.000	33,397	X X X		L
607828100	MODINE MANUFACTURING CO		05/01/2013	BAIRD, ROBERT W & CO INC, MILWAUKEE	1,210.000	10,865	X X X		L
61166W101	MTLY		06/05/2013	MERRILL LYNCH PROFESSIONAL CLRG, PURCHAS	130.000	12,899	X X X		L

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)
62855J104	MYRIAD GENETICS INC		06/14/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	510.000	14,169	X X X		L
64110D104	NETAPP INC		05/29/2013	J P MORGAN SECURITIES INC, BROOKLYN	670.000	25,336	X X X		L
62913F201	NII HOLDINGS INC		04/02/2013	BTIG LLC, SAN FRANCISCO	760.000	3,206	X X X		L
655844108	NORFOLK SOUTHERN CORP		06/28/2013	GOLDMAN SACHS & CO, NY	490.000	35,940	X X X		L
674599105	OCCIDENTAL PETROLEUM CORP		06/04/2013	J P MORGAN SECURITIES INC, BROOKLYN	130.000	12,293	X X X		L
68389X105	ORACLE CORP		05/14/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	285.000	9,662	X X X		L
717081103	PFIZER INC		04/26/2013	LIQUIDNET INC, BROOKLYN	3,320.000	100,780	X X X		L
718546104	PHILLIPS 66		05/15/2013	CREDIT SUISSE, NEW YORK (CSUS)	375.000	23,873	X X X		L
741503403	PRICELINE.COM INC		06/26/2013	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY	53.000	39,391	X X X		L
747525103	QUALCOMM INC		05/02/2013	STIFEL NICOLAUS	580.000	36,860	X X X		L
79466L302	SALESFORCE.COM INC		06/26/2013	GOLDMAN SACHS & CO, NY	630.000	25,415	X X X		L
811699107	SEACHANGE INTERNATIONAL INC		05/01/2013	CANACCORD GENUITY INC.NEY YORK	150.000	1,581	X X X		L
83088M102	SKYWORKS SOLUTIONS INC		06/24/2013	RAYMOND JAMES & ASSOC INC, ST PETERSBURG	190.000	4,059	X X X		L
857477103	STATE STREET CORP		06/28/2013	CITIGROUP GBL MKTS INC, NEW YORK	580.000	35,406	X X X		L
86732Y109	SUNEDISON INC		06/03/2013	Mellon Bank	1,800.000	9,694	X X X		L
872590104	T-MOBILE US INC		05/01/2013	CASH/STOCK MERGER WITH METROPCS	690.000	10,384	X X X		L
89674K103	TRIQUINT SEMICONDUCTOR INC		04/22/2013	MERRILL LYNCH PIERCE FENNER SMITH INC NY	1,140.000	5,451	X X X		L
87264S106	TRW AUTOMOTIVE HOLDINGS CORP		04/18/2013	MORGAN STANLEY & CO INC, NY	100.000	5,295	X X X		L
902494103	TYSON FOODS INC		05/10/2013	J P MORGAN SECURITIES INC, BROOKLYN	980.000	24,066	X X X		L
904034105	ULTRATECH INC		04/18/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	120.000	3,815	X X X		L
91324P102	UNITEDHEALTH GROUP INC		04/02/2013	SJ LEVINSON & SONS LLC, JERSEY CITY	225.000	14,046	X X X		L
91347P105	UNIVERSAL DISPLAY CORP		06/20/2013	BARCLAYS CAPITAL LE, JERSEY CITY	610.000	16,980	X X X		L
008474108	AGNICO EAGLE MINES LTD	C	04/17/2013	KEYBANC CAPITAL MARKETS INC, NEW YORK	240.000	7,656	X X X		L
H0023R105	ACE LIMITED SHS	F	06/28/2013	CREDIT SUISSE, NEW YORK (CSUS)	110.000	9,827	X X X		L
N07059210	ASML HLDG N V	F	05/31/2013	STOCK/CASH MERGER WITH CYMER	126.522	2,675	X X X		L
M20598104	CAESAR STONE SDOT YAM LTD	F	04/18/2013	J P MORGAN SECURITIES INC, BROOKLYN	1,260.000	28,522	X X X		L
H2906T109	GARMIN LTD	F	04/03/2013	GOLDMAN SACHS & CO, NY	320.000	10,721	X X X		L
N63218106	NIELSEN HOLDINGS N.V.	F	05/14/2013	MERRILL LYNCH PIERCE FENNER SMITH INC NY	1,540.000	54,068	X X X		L
806857108	SCHLUMBERGER LTD	F	04/03/2013	LIQUIDNET INC, BROOKLYN	180.000	13,340	X X X		L
Q9235V101	TRONOX LTD SHS CL A	F	06/04/2013	OPPENHEIMER & CO INC, NEW YORK	70.000	1,481	X X X		L
G87210103	UTI WORLDWIDE INC SHS	F	06/28/2013	CANTOR FITZGERALD & CO INC, NEW YORK	580.000	9,506	X X X		L
92857W209	VODAFONE GROUP PLC	F	06/28/2013	ISI GROUP INC, NY	1,630.000	46,299	X X X		L
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					X X X	1,741,399	X X X		X X X
Common Stocks - Mutual Funds									
0075W0700	UNITED ASSOCIATION S&P 500 IND		06/28/2013	NON-BROKER TRADE	1,166.152	13,691	X X X		L
9299999 Subtotal - Common Stocks - Mutual Funds					X X X	13,691	X X X		X X X
9799997 Subtotal - Common Stocks - Part 3					X X X	1,755,089	X X X		X X X
9799999 Subtotal - Common Stocks					X X X	1,755,089	X X X		X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	1,755,089	X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	11,650,211	X X X	30,268	X X X

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

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
912828UN8	U S TREASURY NOTE		06/20/2013	MORGAN STANLEY & CO INC,	XXX	198,625	205,000	206,170			(24)		(24)		206,139		(7,514)	(7,514)	1,427	02/15/2023	1
912828UC2	U S TREASURY NOTE		04/17/2013	BARCLAYS CAPITAL INC, NEW	XXX	833,888	835,000	831,545	831,879		57		57		831,936		1,952	1,952	711	12/15/2015	1
912828UD0	U S TREASURY NOTE		06/14/2013	JPMORGAN SECURITIES INC.	XXX	1,377,969	1,380,000	1,375,692	1,376,229		440		440		1,376,669		1,300	1,300	743	12/31/2014	1
912828TF7	U S TREASURY NOTE		06/28/2013	JPMORGAN SECURITIES INC.	XXX	549,590	550,000	548,584	549,021		179		179		549,200		390	390	287	07/31/2014	1
912828TL4	U S TREASURY NOTE		05/03/2013	JPMORGAN SECURITIES INC.	XXX	225,263	225,000	224,895	224,926		5		5		224,931		332	332	102	08/31/2014	1
912828LS7	U S TREASURY NOTE		05/03/2013	JPMORGAN SECURITIES INC.	XXX	516,287	500,000	528,146	514,736		(915)		(915)		513,820		2,467	2,467	6,131	10/31/2014	1
912828SU5	U S TREASURY NOTE		04/03/2013	DEUTSCHE BK SECS INC, NY	XXX	64,997	65,000	64,828	64,875		1		1		64,876		121	121	65	05/15/2015	1
912828JW1	US TREASURY NOTE		04/17/2013	MORGAN STANLEY & CO INC,	XXX	338,257	335,000	339,516	338,289		(217)		(217)		338,072		185	185	1,499	12/31/2013	1
36230T5T5	GNMA POOL #0758958		06/17/2013	Redemption	XXX	72,638	72,638	77,881	73,180		(542)		(542)		72,638				484	10/15/2041	1
38378KGV5	GNMA GTD REMIC P/T 13-57 A		06/17/2013	Redemption	XXX	646	646	647							646				1	06/16/2037	1
36202FZX7	GNMA II POOL #0005258		06/20/2013	Redemption	XXX	21,380	21,380	22,225	21,395		(15)		(15)		21,380				126	12/20/2041	1
36202F2L9	GNMA II POOL #0005279		06/20/2013	Redemption	XXX	20,380	20,380	21,370	20,397		(17)		(17)		20,380				123	01/20/2042	1
36179MC24	GNMA II POOL #0MA0089		06/20/2013	Redemption	XXX	64,152	64,152	69,755	64,152						64,152				419	05/20/2042	1
0599999 Subtotal - Bonds - U.S. Governments					XXX	4,284,073	4,274,196	4,311,255	4,079,079		(1,048)		(1,048)		4,284,839		(766)	(766)	12,118	XXX	XXX
Bonds - U.S. Special Revenue, Special Assessment																					
313381YP4	FEDERAL HOME LN BK CONS BD		04/12/2013	NOMURA SECS, NEW YORK	XXX	534,971	535,000	534,524			10		10		534,576		395	395	204	02/20/2015	1
3137EACY3	FEDERAL HOME LN MTG CORP		04/12/2013	MORGAN STANLEY & CO INC,	XXX	362,974	360,000	359,878	359,935		2		2		359,937		3,037	3,037	1,050	11/25/2014	1
3135G0FY4	FEDERAL NATL MTG ASSN		04/12/2013	NOMURA SECS, NEW YORK	XXX	1,008,475	1,000,000	999,970	999,983		0		0		999,984		8,491	8,491	2,417	12/19/2014	1
3128PWC89	FHLMC POOL #J1-6395		06/17/2013	Redemption	XXX	6,507	6,507	6,857	6,509		(2)		(2)		6,507				51	08/01/2021	1
3132GDW65	FHLMC POOL #Q0-0669		05/21/2013	Redemption	XXX	746,272	686,943	736,317	731,043		1,163		1,163		732,206		14,066	14,066	8,669	04/01/2041	1
3132GEFH8	FHLMC POOL #Q0-1068		06/17/2013	Redemption	XXX	54,176	54,176	59,526	54,392		(217)		(217)		54,176				263	05/01/2041	1
3132GETD2	FHLMC POOL #Q0-1448		06/17/2013	Redemption	XXX	41,888	41,888	45,354	42,006		(118)		(118)		41,888				340	06/01/2041	1
3132GF4F1	FHLMC POOL #Q0-2622		06/17/2013	Redemption	XXX	29,702	29,702	32,468	29,918		(216)		(216)		29,702				402	08/01/2041	1
3132GJAJ8	FHLMC POOL #Q0-3009		05/13/2013	Redemption	XXX	827,727	769,831	824,681	822,938		(4,115)		(4,115)		818,823		8,905	8,905	7,014	09/01/2041	1
3132HNEB1	FHLMC POOL #Q1-1930		06/17/2013	Redemption	XXX	1,669	1,669	1,750	1,669		0		0		1,669				8	10/01/2042	1
3132J7W99	FHLMC POOL #Q1-6571		06/17/2013	Redemption	XXX	501	501	515			0		0		501				2	03/01/2043	1
31417C3V5	FNMA POOL #0AB6211		06/25/2013	Redemption	XXX	594	594	624			0		0		594				3	08/01/2042	1
31417DC35	FNMA POOL #0AB6389		06/25/2013	Redemption	XXX	1,668	1,668	1,749	1,668		0		0		1,668				10	10/01/2042	1
31417EHH7	FNMA POOL #0AB7431		06/25/2013	Redemption	XXX	1,248	1,248	1,301			(1)		(1)		1,248				6	12/01/2042	1
31419MC25	FNMA POOL #0AE9988		06/25/2013	Redemption	XXX	2,660	2,660	2,827	2,652		7		7		2,660				18	07/01/2026	1
3138AD4K8	FNMA POOL #0AI0825		05/21/2013	Redemption	XXX	159,499	146,737	156,940	156,583		(463)		(463)		156,120		3,379	3,379	1,837	09/01/2041	1
3138AJVV1	FNMA POOL #0AI5127		06/25/2013	Redemption	XXX	39,102	39,102	41,636	39,297		(196)		(196)		39,102				372	09/01/2026	1
3138ASCZ3	FNMA POOL #0AJ0987		06/25/2013	Redemption	XXX	6,141	6,141	6,477	6,129		12		12		6,141				36	09/01/2026	1
3138LUQS7	FNMA POOL #0AO4064		06/25/2013	Redemption	XXX	6,582	6,582	7,020	6,590		(8)		(8)		6,582				29	06/01/2042	1
3138LVXA6	FNMA POOL #0AO5172		06/25/2013	Redemption	XXX	840	840	888			(1)		(1)		840				2	06/01/2022	1
3138M0DJ6	FNMA POOL #0AO8204		06/25/2013	Redemption	XXX	377	377	402	377		0		0		377				2	06/01/2042	1
3138MCRK2	FNMA POOL #0AP8589		06/25/2013	Redemption	XXX	338	338	355	338		0		0		338				2	11/01/2042	1
3138MGDD4	FNMA POOL #0AQ0999		06/25/2013	Redemption	XXX	3,961	3,961	4,198			(4)		(4)		3,961				23	10/01/2042	1
3138MGNW1	FNMA POOL #0AQ1304		06/25/2013	Redemption	XXX	3,099	3,099	3,242	3,102		(2)		(2)		3,099				8	10/01/2042	1
3138MR6E6	FNMA POOL #0AQ9868		06/25/2013	Redemption	XXX	303	303	313			0		0		303				2	01/01/2043	1
3138NXL54	FNMA POOL #0AR1247		06/25/2013	Redemption	XXX	586	586	615			0		0		586				3	01/01/2043	1
3138NXNF0	FNMA POOL #0AR1289		06/25/2013	Redemption	XXX	781	781	821			0		0		781				4	12/01/2042	1
3138W03B3	FNMA POOL #0AR3493		06/25/2013	Redemption	XXX	4,090	4,090	4,230			(4)		(4)		4,090				20	01/01/2043	1
31417Y7F8	FNMA POOL #0MA0893		06/25/2013	Redemption	XXX	8,516	8,516	8,982	8,506		10		10		8,516				58	10/01/2021	1
31418AAF5	FNMA POOL #0MA0905		06/25/2013	Redemption	XXX	41,722	41,722	43,534	41,742		(20)		(20)		41,722				253	10/01/2021	1
31418AFD5	FNMA POOL #0MA1063		06/25/2013	Redemption	XXX	8,261	8,261	8,701	8,260		1		1		8,261				42	05/01/2022	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	3,905,227	3,763,821	3,896,694	3,323,638		(4,162)		(4,162)		3,866,954		38,273	38,273	23,148	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
020002AR2	ALLSTATE CORP/THE		06/07/2013	MILLENNIUM ADVISORS LLC,	XXX	136,377	130,000	142,419	135,996		(854)		(854)		135,141		1,235	1,235	2,113	08/15/2014	1FE
03523TBL1	ANHEUSER-BUSCH INBEV WORLDWIDE		06/17/2013	JPMORGAN SECURITIES INC.	XXX	131,455	130,000	131,880			(285)		(285)		131,381		74	74	845	07/14/2014	1FE
084664BP5	BERKSHIRE HATHAWAY FINANCE COR		04/12/2013	MERRILL LYNCH PIERCE FENN	XXX	70,172	70,000	69,834	69,941		3		3		69,944		228	228	119	01/10/2014	1FE
097023AY1	BOEING CO/THE		04/12/2013	MILLENNIUM ADVISORS LLC,	XXX	52,795	50,000	52,907			(62)		(62)		52,583		212	212	301	02/15/2015	1FE
097023AV7	BOEING CO/THE		05/14/2013	RBC CAPITAL MARKETS LLC,	XXX	129,649	125,000	133,660	130,365		(717)		(717)		129,649				1,076	03/15/2014	1FE
14149YAY4	CARDINAL HEALTH INC		05/16/2013	CREDIT SUISSE, NEW YORK (	XXX	99,869	100,000	99,793			2		2		99,797		72	72	791	03/15/2023	2FE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
172967GK1	CITIGROUP INC		04/05/2013	CITIGROUP GBL MKTS/SALOMO	XXX	26,099	25,000	25,000							25,000		1,099	1,099	174	07/30/2022	2FE
263534BY4	EI DU PONT DE NEMOURS & CO		04/12/2013	KEYBANC CAPITAL MARKETS I	XXX	62,919	60,000	63,161			(76)		(76)		62,995		(76)	(76)	498	01/15/2015	1FE
36962G4C5	GENERAL ELECTRIC CAPITAL CORP		04/12/2013	MERRILL LYNCH PROFESSIONA	XXX	137,496	130,000	144,032	136,018		(237)		(237)		135,781		1,715	1,715	3,281	05/13/2014	1FE
24422ERZ4	JOHN DEERE CAPITAL CORP		04/12/2013	WELLS FARGO SECURITIES LL	XXX	50,159	50,000	49,947			1		1		49,951		207	207	88	01/22/2016	1FE
46625HHP8	JPMORGAN CHASE & CO		04/12/2013	CREDIT SUISSE, NEW YORK	XXX	68,218	65,000	67,363	66,306		(32)		(32)		66,274		1,943	1,943	581	01/20/2015	1FE
500255AR5	KOHL'S CORP		04/25/2013	JPMORGAN SECURITIES INC	XXX	63,199	60,000	60,367			(3)		(3)		60,361		2,838	2,838	1,182	11/01/2021	2FE
806605AE1	MERCK & CO INC		05/15/2013	BNP PARIBAS SECS CP/FIXED	XXX	112,888	110,000	120,842	113,399		(692)		(692)		112,706		181	181	2,737	12/01/2013	1FE
66989HAA6	NOVARTIS CAPITAL CORP		06/05/2013	MERRILL LYNCH PROFESSIONA	XXX	179,254	175,000	188,284	179,926		(1,097)		(1,097)		178,829		425	425	2,406	02/10/2014	1FE
68402LAC8	ORACLE CORP		04/12/2013	WELLS FARGO SECURITIES LL	XXX	112,430	100,000	113,098			(206)		(206)		112,165		265	265	1,342	01/15/2016	1FE
718172AB5	PHILIP MORRIS INTERNATIONAL IN		05/16/2013	Maturity	XXX	135,000	135,000	144,090	135,697		(697)		(697)		135,000				3,291	05/16/2013	1FE
74432QBJ3	PRUDENTIAL FINANCIAL INC		05/22/2013	MILLENNIUM ADVISORS LLC,	XXX	146,594	135,000	140,712	138,654		(227)		(227)		138,427		8,166	8,166	1,265	09/17/2015	2FE
911312AL0	UNITED PARCEL SERVICE INC		06/05/2013	JPMORGAN SECURITIES INC,	XXX	180,098	175,000	187,898	180,273		(721)		(721)		179,552		546	546	4,320	04/01/2014	1FE
91159HGR5	US BANCORP		05/23/2013	US BANCORP INVESTMENTS IN	XXX	114,088	110,000	118,700	113,750		(535)		(535)		113,215		873	873	2,490	05/15/2014	1FE
91159HGW4	US BANCORP		04/12/2013	US BANCORP INVESTMENTS IN	XXX	175,462	175,000	178,819	175,476		(104)		(104)		175,372		91	91	1,196	06/14/2013	1FE
92343VBH6	VERIZON COMMUNICATIONS		04/12/2013	CREDIT SUISSE, NEW YORK	XXX	49,816	50,000	50,057			(1)		(1)		50,053		(237)	(237)	156	11/02/2015	1FE
25468PCQ7	WALT DISNEY CO/THE		06/19/2013	MERRILL LYNCH PROFESSIONA	XXX	70,451	70,000	70,701			(87)		(87)		70,549		(98)	(98)	345	12/01/2014	1FE
94974BET3	WELLS FARGO & CO		04/12/2013	JP MORGAN CHASE BANK/HSBC	XXX	67,985	65,000	69,375	67,198		(65)		(65)		67,133		852	852	1,327	10/01/2014	1FE
055451AG3	BHP BILLITON FINANCE USA LTD	F	05/02/2013	WELLS FARGO SECURITIES LL	XXX	94,180	90,000	95,504			(469)		(469)		94,226		(47)	(47)	2,970	04/01/2014	1FE
767201AF3	RIO TINTO FINANCE USA LTD	R	06/14/2013	JPMORGAN SECURITIES INC,	XXX	128,408	120,000	142,730	129,623		(1,717)		(1,717)		127,906		503	503	6,802	05/01/2014	1FE
92857WBA7	VODAFONE GROUP PLC	F	05/22/2013	JP MORGAN CHASE BANK/HSBC	XXX	66,982	67,000	66,925			4		4		66,932		50	50	166	02/19/2016	1FE
06052YAC3	BANK OF AMERICA AUTO TRUS 1 A3		04/12/2013	BAIRD, ROBERT W & CO INC,	XXX	205,737	205,000	205,707	54,998		(6)		(6)		205,666		70	70	142	06/15/2016	1FE
14313GAC1	CARMAX AUTO OWNER TRUST 1 A3		04/12/2013	BAIRD, ROBERT W & CO INC,	XXX	135,622	135,000	135,409	69,998		(5)		(5)		135,384		238	238	107	09/15/2016	1FE
12622XAC4	CHN EQUIPMENT TRUST A A3		04/16/2013	Redemption	XXX	59,160	59,082	59,306	59,245		(27)		(27)		59,218		(58)	(58)	62	05/16/2016	1FE
12622XAD2	CHN EQUIPMENT TRUST A A4		04/12/2013	NOMURA SECS, NEW YORK	XXX	173,347	170,000	174,934	173,886		(51)		(51)		173,836		(489)	(489)	308	10/17/2016	1FE
12616VAB8	CNH EQUIPMENT TRUST C A2		06/17/2013	Redemption	XXX	69,228	69,228	69,227	69,228						69,228				97	04/15/2015	1FE
12612AAD4	CNH EQUIPMENT TRUST C A4		05/15/2013	Call	XXX	94,298	94,298	96,721	95,808		(188)		(188)		95,620		(1,322)	(1,322)	446	08/17/2015	1FE
34529TAC1	FORD CREDIT AUTO LEASE TR B A3		06/17/2013	Redemption	XXX	58,325	58,325	58,318	58,324		1		1		58,325				147	10/15/2014	1FE
34529UAC8	FORD CREDIT AUTO OWNER TR A A3		04/12/2013	BAIRD, ROBERT W & CO INC,	XXX	165,696	165,000	164,994	164,996		0		0		164,996		700	700	123	08/15/2016	1FE
36161YAB0	GE EQUIPMENT 2012-1 CL A2		06/24/2013	Redemption	XXX	24,171	24,171	24,170	24,171		0		0		24,171				25	01/22/2015	1FE
36162CAB7	GE EQUIPMENT MIDTICKET LL 1 A2		06/22/2013	Redemption	XXX	56,420	56,420	56,413	56,416		3		3		56,420		0	0	59	05/22/2014	1FE
41283NAD3	HARLEY-DAVIDSON MOTORCYCL 1 A3		06/17/2013	Redemption	XXX	122,618	122,618	122,968	122,669		(50)		(50)		122,618				194	05/15/2016	1FE
65475HAD3	NISSAN AUTO LEASE TRUST 2 A A3		06/17/2013	Redemption	XXX	95,757	95,757	96,206	66,911		(139)		(139)		95,757				154	08/15/2014	1FE
80283FAB2	SANTANDER DRIVE AUTO RECE 1 A2		06/17/2013	Redemption	XXX	3,636	3,636	3,636			0		0		3,636				4	02/16/2016	1FE
92867GAC7	VOLKSWAGEN AUTO LOAN 1 A3		04/12/2013	CITIGROUP GBL MKTS/SALOMO	XXX	251,328	250,000	249,997	249,998		0		0		249,998		1,330	1,330	159	08/22/2016	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	4,177,381	4,080,534	4,246,102	3,039,268		(9,335)		(9,335)		4,155,794		21,587	21,587	43,890	XXX	XXX
8399997 Subtotal - Bonds - Part 4					XXX	12,366,680	12,118,551	12,454,051	10,441,984		(14,545)		(14,545)		12,307,587		59,094	59,094	79,157	XXX	XXX
8399999 Subtotal - Bonds					XXX	12,366,680	12,118,551	12,454,051	10,441,984		(14,545)		(14,545)		12,307,587		59,094	59,094	79,157	XXX	XXX
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
002824100	ABBOTT LABORATORIES		04/05/2013	SJ LEVINSON & SONS LLC, J	310.000	11,299	XXX	9,803	10,949	(1,146)			(1,146)		9,803		1,497	1,497		XXX	L
003830106	ABRAXAS PETROLEUM CORP		06/25/2013	CREDIT SUISSE, NEW YORK	2,430.000	5,401	XXX	8,337	5,613	2,724			2,724		8,337		(2,937)	(2,937)		XXX	L
025537101	AMERICAN ELECTRIC POWER CO INC		05/06/2013	SJ LEVINSON & SONS LLC, J	185.000	9,385	XXX	7,117	8,997	(1,880)			(1,880)		7,117		2,268	2,268		XXX	L
037598109	APOGEE ENTERPRISES INC		04/10/2013	WEEDEN & CO, NEW YORK	90.000	2,611	XXX	1,230	2,606	(1,376)			(1,376)		1,230		1,381	1,381		XXX	L
037833100	APPLE INC		06/26/2013	J P MORGAN SECURITIES INC	140.000	56,063	XXX	46,710	61,972	(15,263)			(15,263)		46,710		9,354	9,354	305	XXX	L
04269Q100	ARRIS GROUP INC		04/16/2013	MERGED	1,402.000	18,978	XXX	16,243	24,072	(7,830)			(7,830)		16,243		2,735	2,735		XXX	L
05367P100	AVID TECHNOLOGY INC COM		04/23/2013	INSTINET CORP, NY	459.000	2,888	XXX	6,114	2,878	3,236			3,236		6,114		(3,225)	(3,225)		XXX	L
111320107	BROADCOM CORP		05/22/2013	LIQUIDNET INC, BROOKLYN	2,330.000	77,940	XXX	79,916	65,890	(886)			(886)		79,916		(1,977)	(1,977)		XXX	L
13342B105	CAMERON INTERNATIONAL CORP		04/19/2013	CITIGROUP GBL MKTS INC, N	225.000	13,180	XXX	12,485	14,670	(2,185)			(2,185)		12,485		695	695		XXX	L

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										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
14170T101	CAREFUSION CORP		06/28/2013	J P MORGAN SECURITIES INC	320.000	11,878	XXX	8,115	11,197	(3,082)			(3,082)		8,115		3,763	3,763		XXX	L
151020104	CELGENE CORP		04/23/2013	LIQUIDNET INC, BROOKLYN	195.000	24,758	XXX	10,906	22,602	(11,696)			(11,696)		10,906		13,852	13,852		XXX	L
808513105	CHARLES SCHWAB CORP/THE		06/28/2013	J P MORGAN SECURITIES INC	925.000	19,437	XXX	12,845	16,363	(3,518)			(3,518)		12,845		6,591	6,591	56	XXX	L
17275R102	CISCO SYSTEMS INC		05/01/2013	JEFFERIES & CO INC, NEW Y	1,180.000	24,188	XXX	22,513	24,656	(2,143)			(2,143)		22,513		1,675	1,675	201	XXX	L
172967424	CITIGROUP INC		04/03/2013	BARCLAYS CAPITAL LE, JERS	1,250.000	53,090	XXX	32,310	55,300	(22,990)			(22,990)		32,310		20,780	20,780		XXX	L
192446102	COGNIZANT TECHNOLOGY SOLUTIONS		05/21/2013	CREDIT SUISSE, NEW YORK	510.000	32,562	XXX	32,926	39,077	(6,151)			(6,151)		32,926		(364)	(364)		XXX	L
210313102	CONSTANT CONTACT INC		05/20/2013	CANTOR FITZGERALD & CO IN	530.000	7,718	XXX	9,789	6,879	2,910			2,910		9,789		(2,071)	(2,071)		XXX	L
228368106	CROWN HOLDINGS INC		06/14/2013	INVESTMENT TECHNOLOGY GRO	550.000	23,083	XXX	14,383	22,886	(8,503)			(8,503)		14,383		8,700	8,700		XXX	L
12646R105	CST BRANDS INC		05/16/2013	INVESTMENT TECHNOLOGY GRO	322.223	10,150	XXX	5,655							5,655		4,495	4,495		XXX	L
232572107	CYMER INC		05/31/2013	STOCK/CASH MERGER WITH AS	170.000	8,241	XXX	3,725	16,346	(12,621)			(12,621)		3,725		4,516	4,516		XXX	L
235851102	DANAHER CORP		04/17/2013	CREDIT SUISSE, NEW YORK	360.000	21,718	XXX	19,550	22,374	(2,824)			(2,824)		19,550		2,168	2,168		XXX	L
281020107	EDISON INTL COM		05/14/2013	BERNSTEIN SANFORD C & CO,	640.000	31,919	XXX	19,693	32,205	(12,511)			(12,511)		19,693		12,226	12,226	216	XXX	L
285512109	ELECTRONIC ARTS INC		05/03/2013	CITATION GROUP/BCC CLRG,	855.000	15,358	XXX	11,498	15,134	(3,636)			(3,636)		11,498		3,860	3,860		XXX	L
268648102	EMC CORP/MASSACHUSETTS		06/27/2013	NEEDHAM & CO, NEW YORK	1,180.000	27,909	XXX	31,414	28,190	3,224			3,224		31,414		(3,505)	(3,505)		XXX	L
292562105	ENCORE WIRE CORP		04/23/2013	INSTINET CORP, NY	250.000	8,015	XXX	5,604	8,755	(3,151)			(3,151)		5,604		2,411	2,411	5	XXX	L
369604103	GENERAL ELECTRIC CO		06/17/2013	SJ LEVINSON & SONS LLC, J	4,810.000	107,593	XXX	71,048	111,207	(40,159)			(40,159)		71,048		36,545	36,545	1,079	XXX	L
406216101	HALLIBURTON CO		04/19/2013	DEUTSCHE BK SECS INC, NY	950.000	36,026	XXX	31,925	38,390	(6,465)			(6,465)		31,925		4,102	4,102		XXX	L
410345102	HANESBRANDS INC		04/24/2013	KING (CL) & ASSOCIATES, A	160.000	7,451	XXX	4,442	7,290	(2,848)			(2,848)		4,442		3,009	3,009		XXX	L
427866108	HERSHEY CO/THE		04/08/2013	UBS SECURITIES LLC, STAMF	40.000	3,407	XXX	2,263	3,501	(1,238)			(1,238)		2,263		1,144	1,144		XXX	L
45784P101	INSULET CORP		06/14/2013	PIPER JAFFRAY & CO, MINNE	90.000	2,515	XXX	695	2,327	(1,633)			(1,633)		695		1,821	1,821		XXX	L
46625H100	JPMORGAN CHASE & CO		05/03/2013	STIFEL NICOLAUS	520.000	24,814	XXX	21,238	24,679	(3,442)			(3,442)		21,238		3,577	3,577	140	XXX	L
48273U102	K12 INC		06/28/2013	JONESTRADING INSTL SVCS L	880.000	23,815	XXX	18,686	21,217	(2,531)			(2,531)		18,686		5,129	5,129		XXX	L
500255104	KOHL'S CORP		05/07/2013	SJ LEVINSON & SONS LLC, J	460.000	21,890	XXX	22,177	21,220	957			957		22,177		(286)	(286)		XXX	L
50076Q106	KRAFT FOODS GROUP INC		04/09/2013	PULSE TRADING LLC, BOSTON	530.000	27,152	XXX	22,056	27,311	(5,255)			(5,255)		22,056		5,096	5,096		XXX	L
515098101	LANDSTAR SYSTEM		06/12/2013	BTIG LLC, SAN FRANCISCO	110.000	5,848	XXX	2,340	6,280	(3,940)			(3,940)		2,340		3,507	3,507		XXX	L
530555309	LIBERTY GLOBAL INC		06/10/2013	MERGER WITH LIBERTY GLOBA	500.000	32,865	XXX	32,865		(1,580)			(1,580)		32,865		0	0		XXX	L
548661107	LOWE'S COS INC		04/25/2013	BB&T SECURITIES, LLC, RIC	1,710.000	64,525	XXX	41,752	64,843	(23,091)			(23,091)		41,752		22,773	22,773	274	XXX	L
55973B102	MAGNUM HUNTER RESOURCES CORP		04/17/2013	STEPHENS INC, LITTLE ROCK	5,140.000	13,146	XXX	22,407	20,611	1,795			1,795		22,407		(9,261)	(9,261)		XXX	L
552715104	MEMC ELECTRONIC MATERIALS INC		06/03/2013	MERGER WITH SUNEDISON	2,080.000	10,877	XXX	21,168	9,152	12,016			12,016		21,168		(10,291)	(10,291)		XXX	L
59156R108	METLIFE INC		04/03/2013	SJ LEVINSON & SONS LLC, J	245.000	9,133	XXX	8,282	9,315	(1,033)			(1,033)		8,282		852	852		XXX	L
591708102	METROPCS COMMUNICATIONS INC		05/01/2013	STOCK/CASH MERGER WITH T-	690.000	5,588	XXX	10,823	15,042	(4,219)			(4,219)		10,823		(5,235)	(5,235)		XXX	L
594918104	MICROSOFT CORP		04/11/2013	BARCLAYS CAPITAL LE, JERS	1,780.000	51,233	XXX	49,806	50,917	(1,111)			(1,111)		49,806		1,427	1,427		XXX	L
609207105	MONDELEZ INTERNATIONAL INC		04/08/2013	INVESTMENT TECHNOLOGY GRO	750.000	22,502	XXX	19,349	22,961	(3,613)			(3,613)		19,349		3,153	3,153		XXX	L
67066G104	NVIDIA CORP		06/27/2013	CREDIT SUISSE, NEW YORK	1,250.000	17,688	XXX	14,966	14,755	(1,071)			(1,071)		14,966		2,722	2,722	9	XXX	L
681919106	OMNICOM GROUP		05/06/2013	CREDIT SUISSE, NEW YORK	195.000	11,781	XXX	5,249	11,486	(6,236)			(6,236)		5,249		6,532	6,532	113	XXX	L
68389X105	ORACLE CORP		06/26/2013	CITIGROUP GBL MKTS INC, N	3,945.000	118,485	XXX	129,145	118,328	1,155			1,155		129,145		(10,660)	(10,660)		XXX	L
690742101	OWENS CORNING		04/23/2013	INSTINET CORP, NY	10.000	400	XXX	295	394	(99)			(99)		295		105	105		XXX	L
695156109	PACKAGING CORP OF AMERICA		05/14/2013	MORGAN STANLEY & CO INC,	170.000	8,475	XXX	2,288	7,628	(5,340)			(5,340)		2,288		6,187	6,187	77	XXX	L
74762E102	QUANTA SERVICES INC		06/12/2013	BUCKINGHAM RESEARCH GRP I	320.000	8,407	XXX	5,738	9,146	(3,408)			(3,408)		5,738		2,669	2,669		XXX	L
74972G103	RPX CORP		06/05/2013	INVESTMENT TECHNOLOGY GRO	500.000	7,428	XXX	5,738	7,055	(1,317)			(1,317)		5,738		1,690	1,690		XXX	L
78454L100	SM ENERGY CO		06/07/2013	SJ LEVINSON & SONS LLC, J	445.000	26,980	XXX	26,368	26,353	15			15		26,368		613	613	22	XXX	L
854502101	STANLEY BLACK & DECKER INC		06/24/2013	J P MORGAN SECURITIES INC	710.000	54,334	XXX	47,742	57,489	(9,746)			(9,746)		47,742		6,591	6,591	29	XXX	L
857477103	STATE STREET CORP		04/12/2013	GOLDMAN SACHS & CO, NY	210.000	12,516	XXX	8,914	12,409	(3,495)			(3,495)		8,914		3,602	3,602		XXX	L

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										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
867914103	SUNTRUST BANKS INC		04/04/2013	SJ LEVINSON & SONS LLC, J	340.000	9,263	XXX	7,327	9,795	(2,469)			(2,469)		7,327		1,936	1,936		XXX	L
87612E106	TARGET CORP		05/29/2013	SJ LEVINSON & SONS LLC, J	710.000	49,280	XXX	38,492	48,600	(10,108)			(10,108)		38,492		10,788	10,788	182	XXX	L
888706108	TIVO INC COM		06/03/2013	CITIGROUP GBL MKTS INC, N	190.000	2,405	XXX	3,448	2,354	1,094			1,094		3,448		(1,043)	(1,043)		XXX	L
872590104	T-MOBILE US INC		05/01/2013	WEEDEN & CO, NEW YORK	690.000	11,322	XXX	10,384							10,384		938	938		XXX	L
902973304	US BANCORP DEL COM NEW		04/08/2013	SJ LEVINSON & SONS LLC, J	1,240.000	41,644	XXX	31,956	42,073	(10,117)			(10,117)		31,956		9,688	9,688	242	XXX	L
91913Y100	VALERO ENERGY CORP		06/04/2013	INVESTMENT TECHNOLOGY GRP	320.000	18,158	XXX	13,766	24,390	(10,624)			(10,624)		13,766		4,392	4,392		XXX	L
92343E102	VERISIGN INC COM		04/09/2013	JEFFERIES & CO INC, NEW Y	360.000	16,435	XXX	10,693	17,017	(6,324)			(6,324)		10,693		5,742	5,742		XXX	L
92343V104	VERIZON COMMUNICATIONS INC		06/18/2013	BERNSTEIN SANFORD C & CO,	1,090.000	56,559	XXX	48,530		(5,044)			(5,044)		48,530		8,029	8,029	561	XXX	L
930059100	WADDELL & REED FINANCIAL INC		04/17/2013	DEUTSCHE BK SECS INC, NY	90.000	3,536	XXX	1,391	3,940	(2,549)			(2,549)		1,391		2,144	2,144		XXX	L
254687106	WALT DISNEY CO/THE		04/25/2013	INVESTMENT TECHNOLOGY GRO	600.000	37,091	XXX	26,696	34,080	(7,384)			(7,384)		26,696		10,396	10,396		XXX	L
949746101	WELLS FARGO & CO		04/29/2013	J P MORGAN SECURITIES INC	555.000	20,751	XXX	17,267	20,529	(3,263)			(3,263)		17,267		3,484	3,484		XXX	L
958102105	WESTERN DIGITAL CORP		06/05/2013	INSTINET CORP, NY	600.000	33,066	XXX	18,763	30,174	(11,411)			(11,411)		18,763		14,304	14,304	150	XXX	L
50015Q100	KODIAK OIL & GAS CORP	C	06/17/2013	WELLS FARGO SECURITIES LL	1,340.000	11,828	XXX	10,693	12,181	(1,488)			(1,488)		10,693		1,135	1,135		XXX	L
535919203	LIONS GATE ENTERTAINMENT CORP	C	06/10/2013	BARCLAYS CAPITAL LE, JERS	440.000	12,789	XXX	2,961	10,459	(7,497)			(7,497)		2,961		9,828	9,828		XXX	L
N07059210	ASML HLDG N V	F	06/18/2013	NON-BROKER TRADE	126.522	10,454	XXX	2,675							2,675		7,779	7,779		XXX	L
M22465104	CHECKPOINT SOFTWARE TECH	F	04/04/2013	BARCLAYS CAPITAL LE, JERS	1,140.000	51,739	XXX	63,051	53,569	9,482			9,482		63,051		(11,312)	(11,312)		XXX	L
N22717107	CORE LABORATORIES	F	06/14/2013	CANTOR FITZGERALD & CO IN	100.000	13,995	XXX	1,087	13,792	(12,705)			(12,705)		1,087		12,908	12,908	8	XXX	L
H27178104	FOSTER WHEELER AG	F	05/22/2013	WEEDEN & CO, NEW YORK	260.000	6,068	XXX	6,079	5,941	138			138		6,079		(11)	(11)		XXX	L
H2906T109	GARMIN LTD	F	04/24/2013	CANTOR FITZGERALD & CO IN	320.000	10,962	XXX	10,721							10,721		241	241		XXX	L
G7945M107	SEAGATE TECHNOLOGY	F	04/16/2013	SJ LEVINSON & SONS LLC, J	245.000	8,716	XXX	2,857	8,956	(6,099)			(6,099)		2,857		5,859	5,859		XXX	L
M87245102	SYNERON MEDICAL LTD	F	06/17/2013	LEERINK SWANN & CO, JERSE	1,180.000	10,215	XXX	11,939	12,060	(121)			(121)		11,939		(1,724)	(1,724)		XXX	L
G94368100	WARNER CHILCOTT PLC CLASS A	F	04/23/2013	RBC CAPITAL MARKETS LLC,	3,310.000	45,284	XXX	62,205	44,851	17,355			17,355		62,205		(16,922)	(16,922)		XXX	L
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					XXX	1,736,201	XXX	1,481,624	1,635,675	(297,361)			(297,361)		1,481,624		254,577	254,577	3,668	XXX	XXX
9799997 Subtotal - Common Stocks - Part 4					XXX	1,736,201	XXX	1,481,624	1,635,675	(297,361)			(297,361)		1,481,624		254,577	254,577	3,668	XXX	XXX
9799999 Subtotal - Common Stocks					XXX	1,736,201	XXX	1,481,624	1,635,675	(297,361)			(297,361)		1,481,624		254,577	254,577	3,668	XXX	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX	1,736,201	XXX	1,481,624	1,635,675	(297,361)			(297,361)		1,481,624		254,577	254,577	3,668	XXX	XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	14,102,882	XXX	13,935,675	12,077,660	(297,361)	(14,545)		(311,906)		13,789,211		313,671	313,671	82,824	XXX	XXX

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

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 During Current Quarter			9
							6	7	8	
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
open depositories										
Huntington Bank	Maumee, Oh				2,469		8,268,521	11,673,943	3,493,748	X X X
Huntington Bank	Maumee, OH				26		206,301	206,318	206,327	X X X
Mellon Bank	Pittsburgh, Pa						125,385	2,200		X X X
0199998 Deposits in .....0 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	2,495		8,600,207	11,882,461	3,700,075	X X X
0299998 Deposits in .....0 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	2,495		8,600,207	11,882,461	3,700,075	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X	367	367	367	X X X
0599999 Total Cash			X X X	X X X	2,495		8,600,574	11,882,828	3,700,442	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
N O N E							
8699999 Total - Cash Equivalents							

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