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QUARTERLY STATEMENT

AS OF JUNE 30, 2013

OF THE CONDITION AND AFFAIRS OF THE

Mount Carmel Health Plan, Inc

NAIC Group Code 2838 (Current Period), (Prior Period) NAIC Company Code 95655 Employer's ID Number 311471229

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

Country of Domicile US

Licensed as business type:

Life, Accident and Health [ ]
Dental Service Corporation [ ]
Health Maintenance Organization [X]
Property/Casualty [ ]
Vision Service Corporation [ ]
Is HMO Federally Qualified? Yes (X) No ( )
Hospital, Medical and Dental Service or Indemnity [ ]
Other [ ]

Incorporated/Organized August 6, 1996 Commenced Business April 1, 1997

Statutory Home Office 6150 East Broad Street, EE320, Columbus, Ohio 43213
(Street and Number, City or Town, State, Country and Zip Code)

Main Administrative Office 6150 East Broad Street, EE320, Columbus, Ohio 43213
(Street and Number, City or Town, State, Country and Zip Code)
6145463211
(Area Code) (Telephone Number)

Mail Address 6150 East Broad Street, EE320, COlumbus, Ohio 43213
(Street and Number or P.O. Box, City or Town, State, Country and Zip Code)

Primary Location of Books and Records 6150 East Broad Street, EE320, Columbus, Ohio 43213
(Street and Number, City or Town, State, Country and Zip Code)
6145463211
(Area Code) (Telephone Number)

Internet Website Address www.medigold.com

Statutory Statement Contact Timothy Kern
(Name)
6145463417
(Area Code) (Telephone Number) (Extension)
tkern@mchs.com
(E-Mail Address)
6145463144
(Fax Number)

OFFICERS

Keith Colman (Chairperson)
Robert Paskowski (Chief Executive Officer)
Hugh Jones (Treasurer)

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Sister Barbara Hahl, CSC
Claus von Zychlin
Daniel Wendorff, MD
Robert Griffith, MD

State of Ohio
County of Franklin } SS

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of 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.

Keith Colman Chairperson	Robert Paskowski Chief Executive Officer	Hugh Jones Treasurer

Subscribed and sworn to before me this
day of

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Col. 1 minus Col. 2)	4 Prior Year Net Admitted Assets
1. Bonds	122,839,638		122,839,638	117,957,013
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	63,608,806		63,608,806	55,325,320
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 $ .... encumbrances)				
4.2 Properties held for the production of income (less $ .... encumbrances)				
4.3 Properties held for sale (less $ .... encumbrances)				
5. Cash ($ ..... (1,768,788)), cash equivalents ($ ..... 58,000,483) and short-term investments ($ ..... 62,595,182)	118,826,877		118,826,877	116,147,030
6. Contract loans (including $ .... premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Line 1 to Line 11)	305,275,321		305,275,321	289,429,363
13. Title plants less $ .... charged off (for Title insurers only)				
14. Investment income due and accrued	927,252		927,252	743,404
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	6,360,815		6,360,815	2,078,812
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ .... earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans				
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset				
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets ($ ....)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	48,127		48,127	55,839
24. Health care ($ ...... 1,824,600) and other amounts receivable	4,921,827	3,097,227	1,824,600	1,598,336
25. Aggregate write-ins for other than invested assets	590,637	590,637		738,417
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25)	318,123,979	3,687,864	314,436,115	294,644,171
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Totals (Line 26 and Line 27)	318,123,979	3,687,864	314,436,115	294,644,171
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Line 1001 through Line 1103 plus Line 1198) (Line 11 above)				
2501. Misc Receivable				738,417
2502. Leasehold Improvements				
2503. Prepaid Expenses	590,637	590,637		
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)	590,637	590,637		738,417

LIABILITIES, CAPITAL AND SURPLUS

		Current Period 1 Covered	Current Period 2 Uncovered	Current Period 3 Total	Prior Year 4 Total
1.	Claims unpaid (less $ .... reinsurance ceded)	27,565,783		27,565,783	20,605,935
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	174,732		174,732	174,732
4.	Aggregate health policy reserves, including the liability of $ .... for medical loss ratio rebate per the Public Health Service Act				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	550,314		550,314	597,585
9.	General expenses due or accrued	7,500,761		7,500,761	3,793,867
10.1	Current federal and foreign income tax payable and interest thereon (including $ .... on realized gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including $ .... current) and interest thereon $ .... (including $ .... current)				
15.	Amounts due to parent, subsidiaries and affiliates	3,508,658		3,508,658	2,426,407
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties (with $ .... authorized reinsurers, $ .... unauthorized reinsurers and $ .... certified reinsurers)				
20.	Reinsurance in unauthorized and certified ($ ....) companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans	2,303,256		2,303,256	2,303,256
23.	Aggregate write-ins for other liabilities (including $ .... current)				
24.	Total liabilities (Line 1 to Line 23)	41,603,504		41,603,504	29,901,782
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
26.	Common capital stock	XXX	XXX	100	100
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	42,422,434	42,422,434
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	230,410,077	222,319,855
32.	Less treasury stock, at cost:				
	32.1 .... shares common (value included in Line 26 $ ....)	XXX	XXX		
	32.2 .... shares preferred (value included in Line 27 $ ....)	XXX	XXX		
33.	Total capital and surplus (Line 25 to Line 31 minus Line 32)	XXX	XXX	272,832,611	264,742,389
34.	Total Liabilities, capital and surplus (Line 24 and Line 33)	XXX	XXX	314,436,115	294,644,171
	DETAILS OF WRITE-INS				
2301.					
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	Totals (Line 2301 through Line 2303 plus Line 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 (Line 2501 through Line 2503 plus Line 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 (Line 3001 through Line 3003 plus Line 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	221,581	179,770	359,321
2. Net premium income (including $ .... non-health premium income)	XXX	198,621,281	209,852,482	359,730,383
3. Change in unearned premium reserves and reserve for rate credits	XXX	4,329,274	(27,559,920)	(451,185)
4. Fee-for-service (net of $ .... 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 (Line 2 to Line 7)	XXX	202,950,555	182,292,562	359,279,198
Hospital and Medical:				
9. Hospital/medical benefits		95,457,276	80,747,020	158,348,301
10. Other professional services		52,095,619	45,025,259	90,446,281
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs		29,579,837	23,974,742	41,648,244
14. Aggregate write-ins for other hospital and medical				
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Line 9 to Line 15)		177,132,732	149,747,021	290,442,826
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Line 16 minus Line 17)		177,132,732	149,747,021	290,442,826
19. Non-health claims (net)				
20. Claims adjustment expenses, including $ .... cost containment expenses				6,841,645
21. General administrative expenses		17,481,226	13,867,429	23,525,375
22. Increase in reserves for life and accident and health contracts (including $ .... increase in reserves for life only)				
23. Total underwriting deductions (Line 18 through Line 22)		194,613,958	163,614,450	320,809,846
24. Net underwriting gain or (loss) (Line 8 minus Line 23)	XXX	8,336,597	18,678,112	38,469,352
25. Net investment income earned		1,114,789	519,897	4,508,187
26. Net realized capital gains (losses) less capital gains tax of $		6,491,621	3,783,362	6,009,053
27. Net investment gains (losses) (Line 25 plus Line 26)		7,606,410	4,303,259	10,517,240
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $ ....) (amount charged off $ ....)]				
29. Aggregate write-ins for other income or expenses		336,377	311,613	614,333
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Line 24 plus Line 27 plus Line 28 plus Line 29)	XXX	16,279,384	23,292,984	49,600,925
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Line 30 minus Line 31)	XXX	16,279,384	23,292,984	49,600,925
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 (Line 0601 through Line 0603 plus Line 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 (Line 0701 through Line 0703 plus Line 0798) (Line 7 above)	XXX			
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. Totals (Line 1401 through Line 1403 plus Line 1498) (Line 14 above)				
2901. Other Contractual Revenue		336,377	311,613	576,844
2902. Other Income				37,489
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above)		336,377	311,613	614,333

STATEMENT OF REVENUE AND EXPENSES (continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	264,742,389	229,072,069	229,072,069
34. Net income (loss) from Line 32	16,279,384	23,292,984	49,600,925
35. Change in valuation basis of aggregate policy and claims reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of $	2,178,684	970,405	1,127,302
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	(367,845)	13,724	(57,907)
40. Change in unauthorized and certified reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Tranferred from capital			
46. Dividends to stockholders	(10,000,000)	(5,000,000)	(15,000,000)
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Line 34 to Line 47)	8,090,223	19,277,113	35,670,320
49. Capital and surplus end of reporting period (Line 33 plus Line 48)	272,832,612	248,349,182	264,742,389
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. Totals (Line 4701 through Line 4703 plus Line 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	198,621,281	209,852,482	359,730,383
2. Net investment income	(4,232,867)	(2,317,047)	7,013,372
3. Miscellaneous income	336,377	311,613	614,333
4. Total (Line 1 through Line 3)	194,724,791	207,847,048	367,358,088
5. Benefit and loss related payments	170,399,148	149,125,714	291,669,990
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	13,774,332	13,475,866	30,918,243
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of $ ....tax on capital gains (losses)			
10. Total (Line 5 through Line9)	184,173,480	162,601,580	322,588,233
11. Net cash from operations (Line 4 minus Line 10)	10,551,311	45,245,468	44,769,855
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	6,363,830	12,380,322	34,981,301
12.2 Stocks	11,892,523	8,213,892	42,442,497
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalants and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	18,256,353	20,594,214	77,423,798
13. Cost of investments acquired (long-term only):			
13.1 Bonds	6,754,509	9,944,460	57,935,520
13.2 Stocks	11,961,144	8,262,996	39,431,986
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Line 13.1 through Line 13.6)	18,715,653	18,207,456	97,367,506
14. Net increase or (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(459,300)	2,386,758	(19,943,708)
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	10,000,000		15,000,000
16.6 Other cash provided (applied)	2,587,836	(1,424,122)	(2,526,410)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(7,412,164)	(1,424,122)	(17,526,410)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	2,679,847	46,208,104	7,299,737
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	116,147,030	108,847,293	108,847,293
19.2 End of period (Line 18 plus Line 19.1)	118,826,877	155,055,397	116,147,030

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001			
20.0002			
20.0003			
20.0004			
20.0005			
20.0006			
20.0007			
20.0008			
20.0009			
20.0010			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital and 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	29,961							29,961		
2. First Quarter	36,901							36,901		
3. Second Quarter	37,085							37,085		
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	221,581							221,581		
Total Member Ambulatory Encounters for Period:										
7. Physician										
8. Non-Physician										
9. Total										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions	3,866							3,866		
12. Health Premiums Written (a)	198,621,281							198,621,281		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	202,950,555							202,950,555		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	170,399,148							170,399,148		
18. Amount Incurred for Provision of Health Care Services	177,132,732							177,132,732		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 198,621,281

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
0599999 - Unreported claims and other claim reserves						27,565,783
0799999 - Total claims unpaid						27,565,783

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4		Estimated Claim Reserve and Claim
Line of Business	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid December 31 of Prior Year	On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 plus 3)	Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	19,291,179	150,881,705	97,716	27,468,067	19,388,895	20,605,935
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Line 1 to Line 8)	19,291,179	150,881,705	97,716	27,468,067	19,388,895	20,605,935
10. Healthcare recievables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Line 9 minus Line 10 plus Line 11 plus Line 12)	19,291,179	150,881,705	97,716	27,468,067	19,388,895	20,605,935

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

NOTES TO FINANCIAL STATEMENTS

Notes to Financial Statements
Mount Carmel Health Plan, Inc.
Company Code: 95655

Quarter: 2
Calendar Year: 2013

1. Summary of Significant Accounting Policies
No change

2. Accounting Changes and Corrections of Errors
No change

3. Business Combinations and Goodwill:
No change

4. Discontinued Operations
No change

5. Investments
No change

6. Joint Ventures, Partnerships and Limited Liability Companies
No change

7. Investment Income
No change

8. Derivative Instruments
No change

9. Income Taxes
No change

10. Information Concerning Parent, Subsidiaries and Affiliates
No change

11. Debt
No change

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans
No change

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations
No change

14. Contingencies
No change

NOTES TO FINANCIAL STATEMENTS

15. Leases
No change

16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk and Disclosures about Fair Value of Financial Instruments, for accounting guidan
No change

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
No change

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portfolio of Partially Insured Pla
No change

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

20. Fair Value
No Change

21. Other Items
No change

22. Subsequent Events
No change

23. Reinsurance
No change

24. Retrospectively Rated Contracts & Contracts Subject to Re-determination
No change

25. Change in Incurred Claims and Claim Adjustments Expenses
No change

26. Intercompany Pooling Arrangements
No change

27. Structured Settlements
N/A

28. Health Care Receivables
No change

29. Participating Policies
No change

30. Premium Deficiency Reserves
No change

31. Anticipated Salvage and Subrogation

NOTES TO FINANCIAL STATEMENTS

No 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 ( ) No (X)

1.2 If yes, has the report been filed with the domiciliary state? Yes ( ) No ( )

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 the response to 4.1 is yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008

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. 12/31/2008

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). 06/12/2009

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 (X) No ( ) N/A ( )

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

GENERAL INTERROGATORIES (continued)

PART 1 - COMMON INTERROGATORIES

GENERAL

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 the amounts receivable from parent included in the Page 2 amount: $ 48,127

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: $ ....

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

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:

	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 Mortgage Loans on Real Estate	$	$ ....
14.26 All Other	$	$ ....
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Line 14.21 to Line 14.26)	$	$ ....
14.28 Total Investment in Parent included in Line 14.21 to Line 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 ( )

If no, attach a description with this statement.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

INVESTMENT

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

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

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

16.3 Total payable for securities lending reported on the liability page $ ....

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 Consideration, F - Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes (X) No ( )

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

1 Name of Custodian(s)	2 Custodian Address
PNC Capital Advisors, LLC	Cleveland, OH

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 ( )

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

1 Central Registration Depository	2 Name(s)	3 Address

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes (X) No ( )

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1	A&H loss percent	............87.2 %
1.2	A&H cost containment percent	.............0.6 %
1.3	A&H expense percent excluding cost containment expenses	.............8.2 %

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.	$ ....
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.	$ ....

Page 13
Schedule S - Ceded Reinsurance
NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only Year to Date							
		2	3	4	5	6	7	8	9
States, 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 Column 2 Through Column 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		198,621,281					198,621,281	
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		198,621,281					198,621,281	
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1		198,621,281					198,621,281	

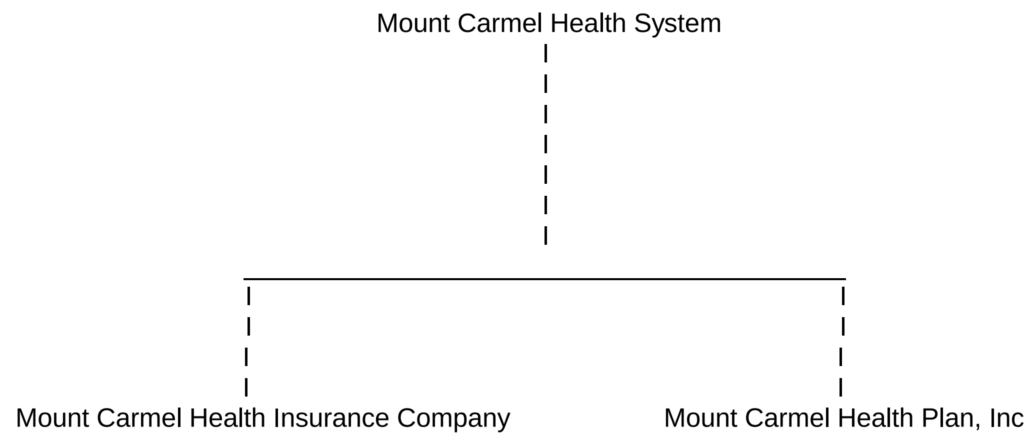
DETAILS OF WRITE-INS								
58001.								
58002.								
58003.								
58998. Summary of remaining write-ins for Line 58 from overflow page								
58999. Total (Line 58001 through Line 58003 plus Line 58998) (Line 58 above)								

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

Active Status Codes (Column 1):
(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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
2838	Mount Carmel Health Syste	13123	25-1912781				Mount Carmel Health Insurance Company			Mount Carmel Health System	Ownership	100.000		
2838	Mount Carmel Health Syste	95655	31-1471229				Mount Carmel Health Plan, Inc.			Mount Carmel Health System	Ownership	100.000		

Asterisk	Explanation

NONE

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 EXPLANATIONS 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:

N/A

BAR CODE:

Document Identifier 365:

9 5 6 5 5 2 0 1 3 3 6 5 0 0 0 0 2

SCHEDULE A - VERIFICATION

Real Estate

NONE

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after ac		
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/ac		
7. Deduct current year's other than temporar		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 minus Line 5 plus Line 6 minus Line 7 minus Line 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		
2. Cost of acquired:		
2.1. Actual cost at time of acquisition		
2.2. Additional investment made after a		
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 mort		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 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

NONE

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	173,282,331	145,923,008
2. Cost of bonds and stocks acquired	65,511,606	97,367,506
3. Accrual of discount	43,207	99,936
4. Unrealized valuation increase (decrease)	2,177,232	1,655,502
5. Total gain (loss) on disposals	6,491,469	8,655,063
6. Deduct consideration for bonds and stocks disposed of	60,043,494	77,423,798
7. Deduct amortization of premium	190,641	348,875
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	823,268	2,646,011
10. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9)	186,448,442	173,282,331
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	186,448,442	173,282,331

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)	235,657,573	192,829,727	191,289,584	(131,226)	235,657,573	237,066,490		236,718,224
2. Class 2 (a)	5,591,875	788,195		(11,256)	5,591,875	6,368,814		
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	241,249,448	193,617,922	191,289,584	(142,482)	241,249,448	243,435,304		236,718,224
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 and Preferred Stock	241,249,448	193,617,922	191,289,584	(142,482)	241,249,448	243,435,304		236,718,224

(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 $ 74,445,892 ; NAIC 2 $; NAIC 3 $; NAIC 4 $; NAIC 5 $; NAIC 6 $

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	62,595,182	X X X	62,691,308	114,554	53,820

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	69,974,581	52,284,451
2. Cost of short-term investments acquired	61,658,269	180,397,712
3. Accrual of discount	900	112
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	152	(118)
6. Deduct consideration received on disposals	68,938,870	162,533,456
7. Deduct amortization of premium	99,850	174,120
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 (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)	62,595,182	69,974,581
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	62,595,182	69,974,581

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1. Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)
2. Cost Paid/(Consideration Received) on additions
3. Unrealized Valuation increase/(decrease)
4. Total gain (loss) on termination recognized
5. Considerations received/(paid) on terminations
6. Amortization
7. Adjustment to the Book/Adjusted Carrying Valu
8. Total foreign exchange change in Book/Adjusted Carrying Value
9. Book/Adjusted Carrying Value at End of Current Period (Line 1 plus Line 2 plus Line 3 plus Line 4 minus Line 5 plus Line 6 plus Line 7 plus Line 8)
10. Deduct nonadmitted assets
11. Statement value at end of current period (Line 9 minus Line 10)

NONE

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1. Book/Adjusted carrying value, December 31 of prior year (Line 6 prior year)
2. Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column)

3.1 Add:

Change in variation margin on open contracts - Highly Effective Hedges

3.11 Section 1, Column 15, current year to date minus

3.12 Section 1, Column 15, prior year

Change in variation margin on open contracts - All Other

3.13 Section 1, Column 18, current year to date minus

3.14 Section 1, Column 18, prior year

3.2 Add:

Change in adjustment to basis of hedged i

3.21 Section 1, Column 17, current year to c

3.22 Section 1, Column 17, prior year

Change in amount recognized

3.23 Section 1, Column 19, current year to date minus

3.24 Section 1, Column 19, prior year

3.3 Subtotal (Line 3.1 minus Line 3.2)

4.1 Cumulative variation margin on terminated contracts during the year

4.2 Less:

4.21 Amount used to adjust basis of hedged item

4.22 Amount recognized

4.3 Subtotal (Line 4.1 minus Line 4.2)

5. Dispositions gains (losses) on contracts terminated in prior year:

5.1 Total gain (loss) recognized for terminations in prior year

5.2 Total gain (loss) adjusted into the hedged item(s) for terminations in prior year

6. Book/Adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3.3 minus Line 4.3 minus Line 5.1 minus Line 5.2)
7. Deduct total nonadmitted amounts
8. Statement value at end of current period (Line 6 minus Line 7)

NONE

Page SI05
Schedule DB, Pt. C, Section 1, Replicated (Synthetic Assets) Open
NONE

Page SI06
Sch DB, Pt C, Sn 2, Replication (Syn Assets) Transactions Open
NONE

Page 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	48,786,630	56,523,611
2. Cost of cash equivalents acquired	308,049,769	942,882,534
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	298,835,916	950,614,234
7. Deduct amortization of premium		5,281
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 (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)	58,000,483	48,786,630
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	58,000,483	48,786,630

Page E01

Sch. A, Pt. 2, Real Estate Acquired

NONE

Sch. A, Pt. 3, Real Estate Disposed

NONE

Page E02

Schedule B, Part 2, Mortgage Loans Acquired

NONE

Schedule B, Part 3, Mortgage Loans Disposed

NONE

Page E03

Sch. BA, Pt. 2, Other Long-Term Invested Assets Acquired

NONE

Sch. BA, Pt. 3, Other Long-Term Invested Assets Disposed

NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company 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									
912828-RE-2	United States Treasury Note		05/31/2013	CitiGroup Global Markets		408,344	400,000.00	1,549	1
912828-RF-9	United States Treasury Note		05/31/2013	Bank of America Fixed Inc		506,602	500,000.00	1,291	1
912828-UN-8	United States Treasury Note		05/31/2013	Barclays Fixed Income		495,645	500,000.00	2,983	1
0599999 - Subtotal - Bonds - U.S. Governments						1,410,590	1,400,000.00	5,823	
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions									
3135G0-RT-2	Federal Natl Mtg Assn		04/10/2013	PNC Institutional Investm		1,063,440	1,055,000.00	2,872	1
3199999 - Subtotal - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						1,063,440	1,055,000.00	2,872	
Bonds - Industrial and Miscellaneous (Unaffiliated)									
037833-AK-6	Apple Inc Glbl Nt 2.4%23		04/30/2013	Goldman Sachs Co		1,218,377	1,220,000.00		1FE
053611-AG-4	Avery Dennison Corp		04/03/2013	Bank of America Fixed Inc		788,195	789,000.00		2FE
14313M-AA-2	Carmax Auto Tr 2013-2		05/08/2013	Barclays Fixed Income		800,000	800,000.00		1FE
58768V-AA-9	Merc Benz Auto Lease		04/16/2013	Bank of America Fixed Inc		800,000	800,000.00		1FE
857477-AL-7	State Str Corp		05/08/2013	Bank of America Fixed Inc		673,907	675,000.00		1FE
3899999 - Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,280,479	4,284,000.00		
8399997 - Subtotal - Bonds - Part 3						6,754,509	6,739,000.00	8,695	
8399999 - Subtotal - Bonds						6,754,509	6,739,000.00	8,695	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
00817Y-10-8	Aetna Inc New		05/31/2013	MKM Partners LLC	4,450.000	267,810			L
001084-10-2	Agco Corp		04/04/2013	JP Morgan Securities	3,336.000	167,605			L
01748X-10-2	Allegiant Travel Co		06/18/2013	JP Morgan Securities	1,254.000	131,198			L
02209S-10-3	Altria Group Inc		05/10/2013	Barclays Fixed Income	15,460.000	566,362			L
00164V-10-3	Amc Networks Inc		06/18/2013	JP Morgan Securities	2,052.000	132,106			L
024013-10-4	American Asset Tr Inc Com		04/04/2013	JP Morgan Securities	5,458.000	180,080			L
032744-10-4	Anaren Inc Com		06/19/2013	VARIOUS	10,225.000	246,185			L
073302-10-1	BE Aerospace Inc		04/18/2013	Credit Suisse First Bosto	861.000	49,693			L
075887-10-9	Becton Dickison & Co		05/09/2013	CitiGroup Global Markets	780.000	76,189			L
084423-10-2	Berkley W R Corp		04/04/2013	Barclays Fixed Income	5,377.000	239,310			L
09062X-10-3	Biogen Idec Inc		05/28/2013	JP Morgan Securities	640.000	153,821			L
097023-10-5	Boeing Co		05/28/2013	CitiGroup Global Markets	940.000	94,543			L
168615-10-2	Chico Fas Inc		04/04/2013	Barclays Fixed Income	12,072.000	207,683			L
172908-10-5	Cintas Corp		04/18/2013	Barclays Fixed Income	1,174.000	52,010			L
17275R-10-2	Cisco Systems Inc		05/22/2013	Barclays Fixed Income	8,110.000	191,279			L
172967-42-4	Citigroup Inc		05/20/2013	Citation Group	1,510.000	78,213			L
203233-10-1	Commonwealth Reit Com		04/18/2013	Barclays Fixed Income	13,114.000	298,977			L
219350-10-5	Corning Inc		05/31/2013	Citation Group	14,370.000	223,018			L
225447-10-1	Cree Inc		05/10/2013	MKM Partners LLC	3,130.000	192,418			L
12646R-10-5	CST Brands Inc		05/01/2013	VARIOUS	1,088.775	28,337			L
126650-10-0	CVS Caremark Corp		05/14/2013	Stifel Nicolaus	4,780.000	284,800			L
23251P-10-2	Cyberonics Inc Com		06/18/2013	JP Morgan Securities	2,499.000	129,283			L
G30397-10-6	Endurance Specialty Holdings Ltd		06/18/2013	JP Morgan Securities	3,735.000	191,348			L
29358P-10-1	Ensign Group Inc Com		04/18/2013	Barclays Fixed Income	3,465.000	118,137			L
29404K-10-6	Envestnet Inc Com		04/18/2013	Credit Suisse First Bosto	6,575.000	118,988			L
26875P-10-1	EOG Resources Inc		05/28/2013	Morgan Stanley	1,180.000	154,507			L
294429-10-5	Equifax Inc Com		05/03/2013	JP Morgan Securities	2,590.000	161,216			L

(continues)

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .... 1 .

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company 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)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)									
344849-10-4	Foot Locker Inc		06/11/2013	VARIOUS	3,560.000	126,207			L
34964C-10-6	Fortune Brands Home & Securit		05/10/2013	MKM Partners LLC	4,653.000	190,013			L
354613-10-1	Franklin Resources Inc		05/28/2013	JP Morgan Securities	950.000	157,152			L
42805T-10-5	Hertz Global Holdings Inc		04/10/2013	Goldman Sachs Co	8,500.000	202,968			L
44919P-50-8	IAC/InterActiveCorp		06/18/2013	JP Morgan Securities	5,191.000	260,413			L
448947-50-7	Idt Corp		04/18/2013	Barclays Fixed Income	8,753.000	119,220			L
466367-10-9	Jack In The Box Inc		06/18/2013	JP Morgan Securities	6,931.000	265,337			L
46625H-10-0	JPMorgan Chase & Co		05/31/2013	Sanford Bernstein	1,280.000	70,507			L
497498-10-5	Kirklands Inc Com		06/19/2013	VARIOUS	11,064.000	200,977			L
50187A-10-7	Lhc Group Inc Com		04/04/2013	JP Morgan Securities	7,946.000	179,876			L
534187-10-9	Lincoln Natl Corp Ind Com		04/26/2013	VARIOUS	7,280.000	237,447			L
570535-10-4	Markel Corp		06/18/2013	JP Morgan Securities	486.000	259,007			L
636180-10-1	National Fuel Gas Co N J		05/09/2013	Barclays Fixed Income	2,960.000	184,441			L
67073Y-10-6	Nv Energy Inc Com		04/04/2013	Barclays Fixed Income	8,761.000	179,378			L
681904-10-8	Omnicare Inc		04/18/2013	Barclays Fixed Income	1,161.000	47,757			L
72346Q-10-4	Pinnacle Finl Partners Inc		06/18/2013	JP Morgan Securities	5,134.000	128,741			L
7591EP-10-0	Regions Finl Corp New		05/31/2013	VARIOUS	35,280.000	308,884			L
76131V-20-2	Retail Pptys Amer Inc		06/18/2013	JP Morgan Securities	17,115.000	263,117			L
772739-20-7	Rock-Tenn Co		06/06/2013	Citation Group	1,690.000	167,499			L
84763R-10-1	Spectrum Brands Hlds		04/18/2013	Credit Suisse First Bosto	6,287.000	358,148			L
85254C-30-5	Stage Stores Inc		04/18/2013	Barclays Fixed Income	12,831.000	356,036			L
879939-10-6	Teletech Holdings Inc Com		04/18/2013	Barclays Fixed Income	6,854.000	141,765			L
88033G-40-7	Tenet Healthcare Corp		05/10/2013	MKM Partners LLC	3,955.000	193,099			L
891894-10-7	Towers Watson & Co		06/18/2013	JP Morgan Securities	1,650.000	129,908			L
896522-10-9	Trinity Industries Inc		05/10/2013	MKM Partners LLC	4,169.000	176,085			L
907818-10-8	Union Pac Corp		05/28/2013	CitiGroup Global Markets	570.000	90,380			L
92240G-10-1	Vectren Corp Com		04/18/2013	Credit Suisse First Bosto	3,257.000	118,866			L
92343V-10-4	Verizon Communications Inc		04/26/2013	Stifel Nicolaus	4,340.000	232,130			L
92826C-83-9	Visa Inc Cl A		05/09/2013	CitiGroup Global Markets	210.000	37,600			L
958102-10-5	Western Digital Corp		05/03/2013	Barclays Fixed Income	2,240.000	128,777			L
966387-10-2	Whiting Pete Corp New		04/15/2013	William Blair	3,080.000	142,669			L
983134-10-7	Wynn Resorts Ltd		05/31/2013	VARIOUS	2,040.000	282,779			L
375916-10-3	Gildan Activewear Inc Com	I	06/18/2013	JP Morgan Securities	3,172.000	130,276			L
559222-40-1	Magna Intl Inc	I	06/14/2013	Morgan Stanley	4,590.000	319,925			L
775109-20-0	Rogers Communications Inc	I	04/26/2013	Instinet	3,200.000	157,530			L
G0692U-10-9	Axis Capital Holdings Ltd	R	06/18/2013	JP Morgan Securities	3,467.000	160,954			L
P31076-10-5	Copa Holdings Sa	R	06/11/2013	JP Morgan Securities	1,360.000	184,872			L
N53745-10-0	Lyondellbasell Industries N V	R	06/06/2013	VARIOUS	5,460.000	335,285			U
9099999 - Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						11,961,144			
9799997 - Subtotal - Common Stocks - Part 3						11,961,144			
9799999 - Subtotal - Common Stocks						11,961,144			
9899999 - Subtotal - Preferred and Common Stocks						11,961,144			
9999999 - TOTALS						18,715,653		8,695	

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company 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)
Bonds - U.S. Governments																					
3620AA-TY-4	GNMA 30yr Pool #724267		06/15/2013	PRINCIPAL RECEIPT		68,269	68,269.18	71,000	70,970		(2,701)		(2,701)		68,269				1,396	09/15/2039	1
912828-HV-5	United States Treasury Note		04/01/2013	MATURITY		1,000,000	1,000,000.00	1,009,375	1,000,519		(519)		(519)		1,000,000				12,500	03/31/2013	1
912828-MP-2	United States Treasury Note		05/13/2013	Morgan Stanley		752,477	650,000.00	677,349	671,163		(985)		(985)		670,178		82,298	82,298	17,574	02/15/2020	1
912828-NH-9	United States Treasury Note		06/15/2013	MATURITY		915,000	915,000.00	924,384	918,602		(3,602)		(3,602)		915,000				5,147	06/15/2013	1
912828-PL-8	United States Treasury Note		05/02/2013	Morgan Stanley		38,246	38,095.24	38,310	38,291		(68)		(68)		38,223		22	22	108	12/15/2013	1
912828-TJ-9	United States Treasury Note		04/04/2013	Barclays Fixed Income		893,742	900,000.00	891,929	892,039		194		194		892,233		1,509	1,509	9,454	08/15/2022	1
0599999 - Subtotal - Bonds - U.S. Governments						3,667,733	3,571,364.42	3,612,347	3,591,584		(7,681)		(7,681)		3,583,903		83,830	83,830	46,179		
Bonds - U.S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
312935-M2-2	FHLMC 30yr (Gold) Pool #A8847		06/15/2013	PRINCIPAL RECEIPT		78,592	78,591.70	81,981	81,987		(3,396)		(3,396)		78,592				1,671	09/01/2039	1
3128PL-A2-8	FHLMC PC Gold 15 Yr		06/15/2013	PRINCIPAL RECEIPT		27,574	27,573.51	27,806	27,780		(207)		(207)		27,574				511	06/01/2023	1
31416N-3J-9	FNMA 15yr Pool #AA5300		06/25/2013	PRINCIPAL RECEIPT		18,398	18,398.19	19,410	19,220		(821)		(821)		18,398				351	09/01/2020	1
31371L-6G-9	FNMA 30yr Pool #255671		06/25/2013	PRINCIPAL RECEIPT		45,678	45,678.48	45,615	45,615						45,615		63	63	1,073	04/01/2035	1
31402Q-WA-5	FNMA 30yr Pool #735141		06/25/2013	PRINCIPAL RECEIPT		66,271	66,270.82	64,863	64,882		1,389		1,389		66,271				1,530	01/01/2035	1
31408F-6B-0	FNMA 30yr Pool #850566		06/25/2013	PRINCIPAL RECEIPT		34,325	34,324.50	32,549	32,580		1,745		1,745		34,325				722	01/01/2036	1
31413V-UA-3	FNMA 30yr Pool #956977		06/25/2013	PRINCIPAL RECEIPT		79,927	79,927.38	80,065	80,059		(131)		(131)		79,927				2,152	12/01/2037	1
31416T-L5-6	FNMA 30yr Pool #AA9347		06/25/2013	PRINCIPAL RECEIPT		78,245	78,244.88	80,800	80,772		(2,527)		(2,527)		78,245				1,654	08/01/2039	1
3138AB-YR-4	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		58,675	58,675.44	60,683	60,681		(2,006)		(2,006)		58,675				1,090	04/01/2041	1
3138AK-QW-2	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		94,390	94,389.57	98,195	98,480		(4,090)		(4,090)		94,390				1,717	07/01/2041	1
3138E2-GH-2	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		70,429	70,429.15	75,546	75,569		(5,140)		(5,140)		70,429				1,173	01/01/2042	1
3138EG-HX-5	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		34,417	34,416.53	34,750	34,853		(437)		(437)		34,417				564	04/01/2041	1
31403C-6L-0	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		54,459	54,459.11	56,406	56,375		(1,916)		(1,916)		54,459				1,141	02/01/2036	1
31403D-WU-9	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		86,211	86,211.19	91,357	91,421		(5,210)		(5,210)		86,211				1,994	11/01/2036	1
31409W-LB-5	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		45,914	45,913.59	44,472	44,497		1,417		1,417		45,914				1,015	04/01/2036	1
31411E-2C-0	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		107,677	107,676.60	106,328	106,328						106,328		1,348	1,348	2,478	01/01/2037	1
31411E-YD-3	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		70,657	70,657.33	69,736	69,736						69,736		921	921	1,723	01/01/2037	1
31412P-6K-2	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		30,583	30,583.41	31,252	31,252		(669)		(669)		30,583				644	02/01/2035	1
31412W-N2-8	FNMA Pass-Thru Long 30 Year		06/25/2013	PRINCIPAL RECEIPT		81,793	81,793.24	81,487	81,486		307		307		81,793				1,836	06/01/2037	1
3199999 - Subtotal - Bonds - U.S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						1,164,215	1,164,214.62	1,183,301	1,183,574		(21,692)		(21,692)		1,161,882		2,333	2,333	25,038		
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
084664-BD-2	Berkshire Hathaway Finance Co		05/15/2013	MATURITY		600,000	600,000.00	608,288	600,784		(784)		(784)		600,000				13,800	05/15/2013	1FE
14313M-AA-2	Carmax Auto Tr 2013-2		06/15/2013	PRINCIPAL RECEIPT		155,882	155,881.72	155,882							155,882				29	05/15/2014	1FE
34529G-AG-0	Ford Cr Auto Trust 2009-D		06/15/2013	PRINCIPAL RECEIPT		242,198	242,198.12	248,451	243,425		(1,227)		(1,227)		242,198				2,989	08/15/2014	1FE
44890J-AA-7	Hyundai Auto Receivables		06/18/2013	PRINCIPAL RECEIPT		306,064	306,063.92	306,064							306,064				179	02/18/2014	1FE
58768V-AA-9	Merc Benz Auto Lease		06/15/2013	PRINCIPAL RECEIPT		227,738	227,738.19	227,738							227,738				55	05/15/2014	1FE
3899999 - Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,531,882	1,531,881.95	1,546,422	844,209		(2,011)		(2,011)		1,531,882				17,052		
8399997 - Subtotal - Bonds - Part 4						6,363,830	6,267,460.99	6,342,069	5,619,367		(31,384)		(31,384)		6,277,667		86,163	86,163	88,268		
8399999 - Subtotal - Bonds						6,363,830	6,267,460.99	6,342,069	5,619,367		(31,384)		(31,384)		6,277,667		86,163	86,163	88,268		
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
001084-10-2	Agco Corp		06/18/2013	JP Morgan Securities	4,749.000	259,602		238,903							238,903		20,700	20,700	711		L
009128-30-7	Air Method Corp		05/10/2013	MKM Partners LLC	5,685.000	200,313		206,877	209,720	(2,843)			(2,843)		206,877		(6,564)	(6,564)			L
030420-10-3	American Wtr Wks Co Inc		05/31/2013	Investment Technology Gro	3,920.000	157,554		159,177							159,177		(1,622)	(1,622)	1,098		L
031100-10-0	Ametek Inc		06/11/2013	VARIOUS	5,720.000	244,017		211,571	189,729	(5,731)			(5,731)		211,571		32,447	32,447	343		L
037833-10-0	Apple Inc		05/22/2013	Goldman Sachs Co	150.000	66,301		45,064	79,954	(34,890)			(34,890)		45,064		21,237	21,237	855		L

(continues)

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

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of
by the Company 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)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)																					
00206R-10-2	AT&T Inc		04/26/2013	Barclays Fixed Income	10,497.000	388,592		299,945	258,623	(61,055)			(61,055)		299,945		88,648	88,648	8,176		L
050095-10-8	Atwood Oceanics Inc		04/04/2013	JP Morgan Securities	901.000	45,098		43,783							43,783		1,315	1,315			L
056525-10-8	Badger Meter Inc		06/19/2013	VARIOUS	4,639.000	207,731		202,632	219,935	(10,634)		6,670	(17,303)		202,632		5,100	5,100	1,577		L
081437-10-5	Bemis Inc		04/19/2013	Barclays Fixed Income	4,451.000	177,083		173,453							173,453		3,630	3,630			L
138098-10-8	Cantel Medical Corp		04/18/2013	Barclays Fixed Income	6,954.000	205,887		179,569	206,742	(27,173)			(27,173)		179,569		26,318	26,318			L
150185-10-6	Cedar Fair L P Depositry		06/18/2013	JP Morgan Securities	4,938.000	204,290		163,102	165,176	(2,074)			(2,074)		163,102		41,188	41,188	6,173		L
17275R-10-2	Cisco Systems Inc		05/14/2013	JP Morgan Securities	7,780.000	165,757		122,938	146,451	(30,324)			(30,324)		122,938		42,819	42,819	1,323		L
12561W-10-5	Cleco Corp		06/18/2013	JP Morgan Securities	2,165.000	100,191		60,822	86,622	(25,800)			(25,800)		60,822		39,369	39,369	1,516		L
192446-10-2	Cognizant Technology Solutions		05/03/2013	VARIOUS	1,920.000	126,706		124,416	142,176	(2,191)		15,569	(17,760)		124,416		2,290	2,290			L
20030N-10-1	Comcast Corp New Cl A		06/14/2013	Citation Group	2,530.000	100,273		92,887	48,968	(5,377)			(5,377)		92,887		7,385	7,385	706		L
201723-10-3	Commercial Metals Co		04/04/2013	Barclays Fixed Income	7,092.000	103,346		110,066							110,066		(6,721)	(6,721)	851		L
12646R-10-5	CST Brands Inc		05/31/2013	VARIOUS	1,088.775	32,758		28,337							28,337		4,421	4,421			L
254687-10-6	Disney Walt Co		06/14/2013	UBS Securities LLC	3,510.000	224,101		183,355	89,124	(2,936)			(2,936)		183,355		40,746	40,746			L
26168L-20-5	Drew Inds Inc		04/18/2013	Credit Suisse First Bosto	5,044.000	170,249		160,373	162,669	(2,296)			(2,296)		160,373		9,876	9,876			L
267475-10-1	Dycom Inds Inc Com		04/18/2013	VARIOUS	11,168.000	207,553		219,898				16,730	(16,730)		219,898		(12,345)	(12,345)			L
268948-10-6	Eagle Bancorp Inc		06/17/2013	Fractional Shares	0.500	11		7	9	(2)			(2)		7		4	4			L
277432-10-0	Eastman Chemical Co		06/06/2013	VARIOUS	4,572.000	316,651		304,724	148,349	(5,180)		7,717	(12,897)		304,724		11,927	11,927	654		L
532457-10-8	Eli Lilly & Co		05/14/2013	CitiGroup Global Markets	2,923.000	163,377		161,374							161,374		2,002	2,002	1,432		L
268648-10-2	EMC Corp		05/22/2013	Goldman Sachs Co	2,100.000	49,946		47,103	53,130	(5,289)		738	(6,027)		47,103		2,843	2,843			L
29444U-50-2	Equinix Inc		06/18/2013	JP Morgan Securities	608.000	116,945		55,165	125,370	(70,205)			(70,205)		55,165		61,780	61,780			L
30212P-30-3	Expedia Inc Del New Class		04/18/2013	Credit Suisse First Bosto	1,492.000	91,415		70,453	91,683	(21,230)			(21,230)		70,453		20,961	20,961	404		L
30231G-10-2	Exxon Mobil Corp		04/15/2013	VARIOUS	1,170.000	101,876		102,681	34,289						102,681		(805)	(805)	238		L
368736-10-4	Generac Hldgs Inc		04/18/2013	VARIOUS	2,450.000	82,106		52,798	84,059	(31,262)			(31,262)		52,798		29,308	29,308			L
369604-10-3	General Electric Co		05/31/2013	Janney Montgomery Scott I	3,780.000	89,048		84,256				4,087	(4,087)		84,256		4,792	4,792			L
398905-10-9	Group 1 Automotive Inc		04/18/2013	VARIOUS	4,122.000	233,271		178,065	255,523	(77,458)			(77,458)		178,065		55,206	55,206	618		L
402635-30-4	Gulfport Energy Corp		05/10/2013	VARIOUS	4,081.000	192,034		75,417	155,976	(80,559)			(80,559)		75,417		116,617	116,617			L
421933-10-2	Health Management Association		05/10/2013	MKM Partners LLC	9,628.000	108,397		61,715	89,733	(28,017)			(28,017)		61,715		46,682	46,682			L
40418F-10-8	HFF Inc		06/18/2013	JP Morgan Securities	6,298.000	113,792		65,058	93,840	(28,782)			(28,782)		65,058		48,734	48,734			L
446150-10-4	Huntington Bancshares Inc Com		06/18/2013	JP Morgan Securities	32,744.000	248,022		230,190				4,434	(4,434)		230,190		17,831	17,831	1,310		L
447011-10-7	Huntsman Corp		06/18/2013	JP Morgan Securities	15,839.000	282,884		200,363	251,840	(51,477)			(51,477)		200,363		82,521	82,521	3,960		L
448579-10-2	Hyatt Hotels Corp		05/13/2013	MKM Partners LLC	3,920.000	162,200		167,223							167,223		(5,024)	(5,024)			L
451734-10-7	IHS Inc Cl A		04/04/2013	Barclays Fixed Income	1,133.000	113,701		77,035	108,768	(31,733)			(31,733)		77,035		36,666	36,666			L
458334-10-9	Inter Parfums Inc		04/04/2013	JP Morgan Securities	2,304.000	57,631		51,583							51,583		6,048	6,048			L
459200-10-1	International Business Machines		05/22/2013	Goldman Sachs Co	400.000	83,031		61,888	76,620	(14,732)			(14,732)		61,888		21,143	21,143	340		L
464287-49-9	iShares Russell Midcap Index		06/18/2013	VARIOUS	1,153.000	153,191		115,329	58,177	(16,805)			(16,805)		115,329		37,861	37,861	464		L
48282T-10-4	Kadant Inc		04/18/2013	Barclays Fixed Income	1,978.000	49,461		40,964	52,437	(11,472)			(11,472)		40,964		8,496	8,496			L
517942-10-8	Lasalle Hotel Pptys		04/18/2013	VARIOUS	7,620.000	193,923		182,423	193,472	(11,049)			(11,049)		182,423		11,500	11,500	3,048		L
50187A-10-7	Lhc Group Inc Com		06/18/2013	JP Morgan Securities	3,337.000	74,912		72,480				3,061	(3,061)		72,480		2,432	2,432			L
546347-10-5	Louisiana Pac Corp		06/18/2013	JP Morgan Securities	14,998.000	254,617		260,565	289,761	(29,197)			(29,197)		260,565		(5,948)	(5,948)			L
55608B-10-5	Macquarie Infrastructure Co LLC		06/18/2013	VARIOUS	3,563.000	196,454		79,954	162,330	(82,377)			(82,377)		79,954		116,501	116,501	1,878		L
587200-10-6	Mentor Graphics Corp		06/18/2013	JP Morgan Securities	4,027.000	79,911		68,983				391	(391)		68,983		10,928	10,928	181		L
58933Y-10-5	Merck & Co Inc New		05/20/2013	VARIOUS	1,760.000	79,659		57,552	72,054	(14,502)			(14,502)		57,552		22,107	22,107	2,391		L
628530-10-7	Mylan Inc		05/09/2013	Investment Technology Gro	6,250.000	182,658		171,563	171,750	(188)			(188)		171,563		11,096	11,096			L
64115T-10-4	Netscout Sys Inc Com		05/10/2013	MKM Partners LLC	6,974.000	157,625		148,606	181,254	(32,648)			(32,648)		148,606		9,019	9,019			L
64126X-20-1	Neustar Inc		04/18/2013	Barclays Fixed Income	2,492.000	107,061		80,193	104,490	(24,297)			(24,297)		80,193		26,869	26,869			L
670837-10-3	Oge Energy Corp		05/09/2013	Deutsche Bank Securities,	2,591.000	183,430		176,082							176,082		7,348	7,348	1,082		L
696429-30-7	Pall Corp		04/10/2013	MKM Partners LLC	3,010.000	202,042		179,954	181,383	(1,428)			(1,428)		179,954		22,087	22,087	753		L
70931T-10-3	Pennymac Mtg Invt		04/18/2013	VARIOUS	10,905.000	259,815		201,415	275,787	(74,372)			(74,372)		201,415		58,400	58,400	6,216		L
716768-10-6	Pet Smart Inc		04/04/2013	Barclays Fixed Income	1,752.000	107,949		108,799	119,732	(7,025)		3,907	(10,932)		108,799		(850)	(850)			L

(continues)

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of
by the Company 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)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)																					
717081-10-3	Pfizer Inc		05/20/2013	VARIOUS	2,810.000	80,961		70,473	70,475	(2)			(2)		70,473		10,488	10,488	674		L
718172-10-9	Philip Morris Intl Inc		05/14/2013	VARIOUS	8,710.000	815,605		750,316	488,458						750,316		65,289	65,289	12,368		L
75524B-10-4	RBC Bearings Inc		05/10/2013	VARIOUS	4,156.000	201,783		191,134	208,091	(16,956)			(16,956)		191,134		10,649	10,649			L
759509-10-2	Reliance Steel & Aluminium Co		06/18/2013	JP Morgan Securities	2,596.000	172,309		167,283							167,283		5,026	5,026	779		L
770323-10-3	Robert Half Intl Inc		05/03/2013	Citation Group	4,310.000	141,256		141,454				2,205	(2,205)		141,454		(198)	(198)	690		L
78388J-10-6	SBA Communications Corp		04/18/2013	Barclays Fixed Income	1,317.000	97,324		68,418	93,533	(25,115)			(25,115)		68,418		28,906	28,906			L
85254C-30-5	Stage Stores Inc		06/18/2013	JP Morgan Securities	8,209.000	183,829		188,889				38,895	(38,895)		188,889		(5,060)	(5,060)			L
853666-10-5	Standard Mtr Prods Inc Com		06/18/2013	JP Morgan Securities	1,768.000	61,657		38,872							38,872		22,786	22,786	389		L
86764L-10-8	Sunoco Logistic Prtnrs L P Com		04/18/2013	Credit Suisse First Bosto	885.000	55,320		52,843							52,843		2,478	2,478			L
867914-10-3	SunTrust Banks Inc		04/15/2013	Goldman Sachs Co	5,235.000	147,531		148,469							148,469		(938)	(938)			L
881609-10-1	Tesoro Corp		04/18/2013	Credit Suisse First Bosto	2,036.000	102,365		45,036	89,686	(44,649)			(44,649)		45,036		57,328	57,328	407		L
896239-10-0	Trimble Navigation Ltd		06/18/2013	JP Morgan Securities	1,022.000	27,379		28,514				3,054	(3,054)		28,514		(1,134)	(1,134)			L
91324P-10-2	United Health Group Inc Corp		05/31/2013	MKM Partners LLC	2,771.000	176,512		100,784	133,593	(49,804)			(49,804)		100,784		75,727	75,727	523		L
911163-10-3	United Nat Foods Inc		04/04/2013	Barclays Fixed Income	3,019.000	142,920		148,535				16,347	(16,347)		148,535		(5,615)	(5,615)			L
902973-30-4	US Bancorp		04/26/2013	Credit Suisse First Bosto	7,840.000	260,378		263,330							263,330		(2,952)	(2,952)	1,529		L
91913Y-10-0	Valero Energy Corp		05/01/2013	VARIOUS	1,080.000	70,408		70,983	11,726						70,983		(574)	(574)	137		L
92828Q-10-9	Virtus Invt Partner Inc Com		06/18/2013	JP Morgan Securities	183.000	40,022		19,033	22,132	(3,099)			(3,099)		19,033		20,988	20,988			L
941053-10-0	Waste Connections Inc		05/28/2013	Citation Group	5,770.000	230,363		197,392				4,013	(4,013)		197,392		32,971	32,971	1,154		L
989701-10-7	Zions Bancorporation		04/18/2013	Credit Suisse First Bosto	2,254.000	52,531		41,023	48,236	(7,213)			(7,213)		41,023		11,508	11,508	23		L
G2554F-11-3	Covidien Plc	R	05/28/2013	VARIOUS	4,450.000	294,004		219,578	256,943	(37,365)			(37,365)		219,578		74,426	74,426	1,157		L
G3157S-10-6	Ensco Plc	R	05/28/2013	Citation Group	2,280.000	142,820		131,510	135,158	(2,157)		1,491	(3,648)		131,510		11,309	11,309	1,140		L
H6169Q-10-8	Pentair Ltd Shs	R	04/04/2013	Barclays Fixed Income	2,283.000	118,801		73,079	112,209	(39,131)			(39,131)		73,079		45,723	45,723	676		L
9099999 - Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)						11,892,523		10,176,075	7,107,945	(1,190,103)		129,308	(1,319,411)		10,176,075		1,716,449	1,716,449	69,942		
9799997 - Subtotal - Common Stocks - Part 4						11,892,523		10,176,075	7,107,945	(1,190,103)		129,308	(1,319,411)		10,176,075		1,716,449	1,716,449	69,942		
9799999 - Subtotal - Common Stocks						11,892,523		10,176,075	7,107,945	(1,190,103)		129,308	(1,319,411)		10,176,075		1,716,449	1,716,449	69,942		
9899999 - Subtotal - Preferred and Common Stocks						11,892,523		10,176,075	7,107,945	(1,190,103)		129,308	(1,319,411)		10,176,075		1,716,449	1,716,449	69,942		
9999999 - TOTALS						18,256,353		16,518,144	12,727,312	(1,190,103)	(31,383)	129,308	(1,350,794)		16,453,741		1,802,612	1,802,612	158,210		

Page E06
Schedule DB, Part A, Section 1
NONE

Description of Hedged Risk (s)
NONE

Financial or Economic Impact of the Hedge
NONE

Page E07
Schedule DB, Part B, Section 1
NONE

Schedule DB, Part B, Section 1, Broker Name
NONE

Schedule DB, Part B, Description of Hedged Risk (s)
NONE

Schedule DB, Part B, Financial or Economic Impact of the Hedge
NONE

Page E08
Schedule DB, Part D, Section 1
NONE

Page E09
Schedule DB, Part D, Section 2, By Reporting Entity
NONE

Schedule DB, Part D, Section 2, To Reporting Entity
NONE

Page E10
Schedule DL, Part 1
NONE

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation/Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Dates

NONE

General Interrogatories:
1. Total activity for the year to date   Fair Value $ ....   Book/Adjusted Carrying Value $ ....
2. Average Balance for the year to date   Fair Value $ ....   Book/Adjusted Carrying Value $ ....

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
				Amount of Interest Received During	Amount of Interest Accrued at Current	6	7	8	*
Name	Location and Supplemental Information	Code	Rate of Interest	Current Quarter	Statement Date	First Month	Second Month	Third Month	
Open Depositories									
PNC Bank	Columbus, OH					(3,748,299)	(3,490,591)	(4,319,450)	
Bank Of Nova Scotia CD	5879 Mt Carmel Short Term & Cash Equiv		0.230		690	1,000,000	1,000,000	1,000,000	
Royal Bank of Canada Bd CD	5879 Mt Carmel Short Term & Cash Equiv		0.320		292			800,467	
Svenska Handelsbanken CD 0.285%	5879 Mt Carmel Short Term & Cash Equiv		0.285		523	400,014	400,009	400,004	
Svenska Handelsbanken CD 0.24%	5879 Mt Carmel Short Term & Cash Equiv		0.240		210	349,985	349,988	349,991	
0199998 - Deposits in 4 depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories				909		500,000	800,014		
0199999 - TOTAL - Open Depositories				909	1,714	(1,498,300)	(940,580)	(1,768,988)	
0399999 - TOTAL Cash on Deposit				909	1,714	(1,498,300)	(940,580)	(1,768,988)	
0499999 - Cash in Company's Office						200	200	200	
0599999 - TOTALS				909	1,714	(1,498,100)	(940,380)	(1,768,788)	

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 and Accrued	8 Amount Received During Year
Bonds: U.S. Government - Issuer Obligations							
Repurchase Agreement - PNC Bank		06/28/2013	0.150	07/01/2013	24,887,919	3,068	
0199999 - Bonds: U.S. Government - Issuer Obligations					24,887,919	3,068	
0599999 - Bonds: Subtotals - U.S. Government Bonds					24,887,919	3,068	
Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
Abbey National North Disc C/P		05/28/2013		07/31/2013	1,669,198	426	
Abbot Labs Disc C/P		04/24/2013		07/16/2013	399,880	98	
Abbott Laboratories Disc C/P		05/15/2013		08/12/2013	749,777	117	
American Honda Finance Disc C/P		05/02/2013		07/22/2013	499,865	100	
Australia & New Zealand Disc C/P		05/03/2013		08/01/2013	299,880	79	
BNP Paribas Finance Disc C/P		05/31/2013		08/20/2013	1,649,109	341	
Bank of Tokyo-Mitsubishi Disc C/P		05/23/2013		07/11/2013	839,817	146	
Bank of Tokyo-Mitsubishi Disc C/P		06/25/2013		09/04/2013	199,905	8	
CPPIB Capital Inc Discount C/P		06/18/2013		07/18/2013	649,940	26	
Collateralized Com Disc C/P		04/29/2013		07/01/2013	849,732	268	
Commonwealth Bank Disc C/P		06/24/2013		08/14/2013	1,649,626	51	
Credit Suisse New York Disc C/P		06/26/2013		07/30/2013	1,669,741	44	
DnB NOR Bank ASA Discount C/P		06/18/2013		07/30/2013	869,848	47	
Erste Abwicklungsanstalt Disc C/P		06/07/2013		08/20/2013	749,738	85	
Fairway Finance Corp Disc C/P		06/24/2013		08/09/2013	1,649,663	51	
Gemini Securitization Disc C/P		05/31/2013		07/01/2013	1,249,871	129	
Gotham Funding Corp Disc C/P		06/26/2013		08/20/2013	249,931	6	
JPMorgan Chase Bank NA Disc C/P		06/27/2013		09/16/2013	336,848	7	
JPMorgan Chase & Co. Disc C/P		05/22/2013		07/11/2013	299,933	53	
Kells Funding LLC Discount C/P		06/25/2013		09/16/2013	799,613	28	
Liberty Street Funding Disc C/P		06/18/2013		08/12/2013	899,780	52	
Liberty Street Funding Disc C/P		06/17/2013		08/16/2013	599,840	37	
Metlife Short Term Disc C/P		04/24/2013		07/12/2013	799,702	257	
National Australia Disc C/P		04/23/2013		07/22/2013	999,588	316	
Newyork Life Cap Corp Disc C/P		04/18/2013		07/15/2013	449,835	139	
Newyork Life Cap Disc C/P		04/19/2013		07/18/2013	499,813	152	
Oversea-Chineses Banking Disc C/P		06/03/2013		08/07/2013	799,754	106	
Rabobank USA Financial Disc C/P		05/06/2013		07/12/2013	124,963	31	
Regency Market No 1 Disc C/P		06/20/2013		07/22/2013	1,649,751	86	
Sheffield Receivables Disc C/P		06/13/2013		08/06/2013	1,649,579	140	
Standard Chartered Disc C/P		04/17/2013		07/16/2013	749,663	281	
Standard Chartered Bank Disc C/P		05/14/2013		08/12/2013	899,595	216	
Starbird Funding Corp Disc C/P		06/24/2013		08/02/2013	829,838	29	
Swedish Export Credit Disc C/P		06/10/2013		08/12/2013	849,807	64	
Toyota Motor Credit Disc C/P		05/08/2013		08/06/2013	649,789	127	
Toyota Motor Credit Disc C/P		06/27/2013		09/25/2013	799,680	14	
UBS Finance Discount C/P		06/18/2013		07/12/2013	949,918	45	
Victory Receivables Corp Disc C/P		06/18/2013		07/18/2013	749,894	46	
Victory Receivables Corp Disc C/P		06/25/2013		07/19/2013	449,946	14	
Walmart Stores Inc Discount C/P		06/28/2013		09/16/2013	379,916	3	
3299999 - Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					33,112,564	4,266	
3899999 - Bonds: Subtotals - Industrial and Miscellaneous (Unaffiliated)					33,112,564	4,266	

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 and Accrued	8 Amount Received During Year
7799999 - Total Bonds - Subtotals - Issuer Obligations					58,000,483	7,335	
8399999 - Total Bonds - Subtotals - Bonds					58,000,483	7,335	
8699999 - Total Cash Equivalents					58,000,483	7,335	