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QUARTERLY STATEMENT
AS OF September 30, 2013
OF THE CONDITION AND AFFAIRS OF THE
Paramount Advantage

NAIC Group Code	1212 (Current Period)	1212 (Prior Period)	NAIC Company Code	12353	Employer's ID Number	20-3376102
Organized under the Laws of	Ohio		State of Domicile or Port of Entry		Ohio	
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[<input type="checkbox"/>] Dental Service Corporation[<input type="checkbox"/>] Other[<input type="checkbox"/>]	Property/Casualty[<input type="checkbox"/>] Vision Service Corporation[<input type="checkbox"/>] Is HMO Federally Qualified? Yes[<input type="checkbox"/>] No[X] N/A[<input type="checkbox"/>]	Hospital, Medical & Dental Service or Indemnity[<input type="checkbox"/>] Health Maintenance Organization[X]			
Incorporated/Organized	08/10/2005		Commenced Business	12/01/2005		
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)			
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)			
Internet Web Site Address	www.paramounthhealthcare.com		(Area Code) (Telephone Number)			
Statutory Statement Contact	Mary Kathereen Siefke, Mrs. (Name) mary.siefke@promedica.org (E-Mail Address)		(419)887-2500 (Area Code) (Telephone Number) (419)887-2909 (Area Code)(Telephone Number)(Extension) (419)887-2020 (Fax Number)			

OFFICERS

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

OTHERS

Jeffrey William Martin Mr., Vice President, Operations
Stacey Lee Bock Mrs., Vice President, Finance

John David Meier M.D., Vice President, Health Services

DIRECTORS OR TRUSTEES

Julie Anne Bartnik Ms. #
John Charles Randolph Mr.
Steven R. Zirkel Mr.
Timothy Ingraham Martindale Mr.
Deborah Anne Dickenson Peters Ms.

Dee Ann Bialecki-Haase M.D.
Richard Dean Heltzel Mr.
Daniel Sullivan Murtagh M.D.
Calvin Joseph Lawshe Mr.
Garry Walter Roberts Mr.

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)
John Charles Randolph
(Printed Name)
1.
President
(Title)

(Signature)
Stacey Lee Bock
(Printed Name)
2.
Vice President, Finance
(Title)

(Signature)
Jeffrey Craig Kuhn
(Printed Name)
3.
Secretary
(Title)

Subscribed and sworn to before me this
day of , 2013

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

Yes[X] No[]

(Notary Public Signature)

DIRECTORS OR TRUSTEES (continued)

David Scott Hickman Mr.	Dale Joseph Seymour Mr.
Timothy Bublick Mr.	Mark Leslie Ferris Mr.
Stephen Peter Malia Mr.	Cathy Lynn Cantor M.D.
Richard Lawrence Munk M.D.	Cynthia Ann Geronimo Ms.
Jeffrey William Boersma Mr. #	Rajiv H. Naik Mr. #

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	63,950,837		63,950,837	3,402,444
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)				
4.2 Properties held for the production of income (less \$.....0 encumbrances)				
4.3 Properties held for sale (less \$.....0 encumbrances)				
5. Cash (\$.....47,254,639), cash equivalents (\$.....0) and short-term investments (\$.....246,079)	47,500,718		47,500,718	82,524,115
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities	1,457,228		1,457,228	
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	112,908,783		112,908,783	85,926,559
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	175,211		175,211	
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	6,537,899		6,537,899	5,432,550
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				297,307
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	152,211	14,154	138,057	138,057
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets (\$.....0)				
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	553,105		553,105	2,180,063
24. Health care (\$.....399,918) and other amounts receivable	399,918		399,918	554,539
25. Aggregate write-ins for other than invested assets	2,135,368	28,010	2,107,358	574,739
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	122,862,495	42,164	122,820,331	95,103,814
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	122,862,495	42,164	122,820,331	95,103,814
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. Prepays	26,772	26,772		
2502. ODJFS P4P	2,107,358		2,107,358	574,739
2503. Other AR	1,238	1,238		
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	2,135,368	28,010	2,107,358	574,739

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	45,221,077		45,221,077	25,943,353
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	601,000		601,000	566,000
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance				
9. General expenses due or accrued	5,585,023		5,585,023	4,675,383
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	6,887,703		6,887,703	5,460,775
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others	2,344,372		2,344,372	456,895
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	3,742		3,742	171
16. Derivatives				
17. Payable for securities	1,534,117		1,534,117	
18. Payable for securities lending				
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers)				
20. Reinsurance in unauthorized and certified (\$.....0) companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans				
23. Aggregate write-ins for other liabilities (including \$.....0 current)				
24. Total liabilities (Lines 1 to 23)	62,177,034		62,177,034	37,102,577
25. Aggregate write-ins for special surplus funds	XXX	XXX		
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	31,621,685	31,621,685
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX		
31. Unassigned funds (surplus)	XXX	XXX	29,021,612	26,379,552
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	60,643,297	58,001,237
34. Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	122,820,331	95,103,814
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
				4 Total
	1 Uncovered	2 Total	3 Total	
1. Member Months	XXX	985,598	885,451	1,174,803
2. Net premium income (including \$.....0 non-health premium income)	XXX	265,310,072	220,985,403	294,763,133
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	265,310,072	220,985,403	294,763,133
Hospital and Medical:				
9. Hospital/medical benefits		157,172,653	121,144,415	159,287,153
10. Other professional services		855,586	771,988	1,107,177
11. Outside referrals				
12. Emergency room and out-of-area		19,248,418	19,597,456	28,486,743
13. Prescription drugs		40,236,361	37,002,044	49,319,469
14. Aggregate write-ins for other hospital and medical				
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)		217,513,018	178,515,903	238,200,542
Less:				
17. Net reinsurance recoveries		1,233,447	1,424,657	1,942,798
18. Total hospital and medical (Lines 16 minus 17)		216,279,571	177,091,246	236,257,744
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....1,308,903 cost containment expenses		1,783,872	990,346	3,233,792
21. General administrative expenses		43,329,910	32,177,595	40,497,880
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)		261,393,353	210,259,187	279,989,416
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	3,916,719	10,726,216	14,773,717
25. Net investment income earned		181,818	15,672	11,392
26. Net realized capital gains (losses) less capital gains tax of \$.....0		(2,812)	1,156	311
27. Net investment gains or (losses) (Lines 25 plus 26)		179,006	16,828	11,703
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]				
29. Aggregate write-ins for other income or expenses				
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	4,095,725	10,743,044	14,785,420
31. Federal and foreign income taxes incurred	XXX	1,426,928	3,758,553	5,150,115
32. Net income (loss) (Lines 30 minus 31)	XXX	2,668,797	6,984,491	9,635,305
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.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 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	58,001,237	48,417,827	48,417,827
34. Net income or (loss) from Line 32	2,668,797	6,984,491	9,635,305
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	(18,227)	(19,172)	(23,348)
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			(15,375)
39. Change in nonadmitted assets	(8,510)	(7,250)	(13,172)
40. Change in unauthorized and certified reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Lines 34 to 47)	2,642,060	6,958,069	9,583,410
49. Capital and surplus end of reporting period (Line 33 plus 48)	60,643,297	55,375,896	58,001,237
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	264,204,723	219,596,517	294,062,631
2.	Net investment income	285,767	75,989	72,053
3.	Miscellaneous income			
4.	TOTAL (Lines 1 to 3)	264,490,490	219,672,506	294,134,684
5.	Benefit and loss related payments	196,549,919	176,068,771	237,208,718
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	44,169,141	32,806,340	43,181,041
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	18,228	19,172	23,348
10.	TOTAL (Lines 5 through 9)	240,737,288	208,894,283	280,413,107
11.	Net cash from operations (Line 4 minus Line 10)	23,753,202	10,778,223	13,721,577
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds	17,483,095	6,415,482	6,415,482
12.2	Stocks			
12.3	Mortgage loans			
12.4	Real estate			
12.5	Other invested assets			
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7	Miscellaneous proceeds	76,889		
12.8	TOTAL investment proceeds (Lines 12.1 to 12.7)	17,559,984	6,415,482	6,415,482
13.	Cost of investments acquired (long-term only):			
13.1	Bonds	78,313,172		3,402,789
13.2	Stocks			
13.3	Mortgage loans			
13.4	Real estate			
13.5	Other invested assets			
13.6	Miscellaneous applications	288	599,677	600,522
13.7	TOTAL investments acquired (Lines 13.1 to 13.6)	78,313,460	599,677	4,003,311
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)	(60,753,476)	5,815,805	2,412,171
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)	1,976,877	(1,093,890)	257,509
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	1,976,877	(1,093,890)	257,509
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)	(35,023,397)	15,500,138	16,391,257
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year	82,524,115	66,132,858	66,132,858
19.2	End of period (Line 18 plus Line 19.1)	47,500,718	81,632,996	82,524,115

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

20.0001	.....	.....	.....
20.0002	.....	.....	.....

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	94,925								94,925	
2. First Quarter	94,708								94,708	
3. Second Quarter	94,727								94,727	
4. Third Quarter	140,104								140,104	
5. Current Year										
6. Current Year Member Months	985,598								985,598	
Total Member Ambulatory Encounters for Period:										
7. Physician	22,239								22,239	
8. Non-Physician	42,574								42,574	
9. Total	64,813								64,813	
10. Hospital Patient Days Incurred	31,700								31,700	
11. Number of Inpatient Admissions	9,330								9,330	
12. Health Premiums Written (a)	266,659,111								266,659,111	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	266,659,111								266,659,111	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	198,080,674								198,080,674	
18. Amount Incurred for Provision of Health Care Services	217,513,018								217,513,018	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0.

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	10,435,857	793,761	123,200	228,621	170,596	11,752,035
0499999 Subtotals	10,435,857	793,761	123,200	228,621	170,596	11,752,035
0599999 Unreported claims and other claim reserves						33,469,042
0799999 Total Claims Unpaid						45,221,077
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 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
	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		
1. Comprehensive (hospital & medical) .....	.....	.....	.....	.....	.....	.....
2. Medicare Supplement .....	.....	.....	.....	.....	.....	.....
3. Dental only .....	.....	.....	.....	.....	.....	.....
4. Vision only .....	.....	.....	.....	.....	.....	.....
5. Federal Employees Health Benefits Plan .....	.....	.....	.....	.....	.....	.....
6. Title XVIII - Medicare .....	.....	.....	.....	.....	.....	.....
7. Title XIX - Medicaid	22,647,618	174,199,608	813,542	44,407,535	23,461,160	25,943,353
8. Other health .....	.....	.....	.....	.....	.....	.....
9. Health subtotal (Lines 1 to 8)	22,647,618	174,199,608	813,542	44,407,535	23,461,160	25,943,353
10. Healthcare receivables (a) .....	.....	399,918	.....	.....	.....	554,539
11. Other non-health .....	.....	.....	.....	.....	.....	.....
12. Medical incentive pools and bonus amounts .....	.....	.....	.....	.....	.....	.....
13. Totals (Lines 9 - 10 + 11 + 12)	22,647,618	173,799,690	813,542	44,407,535	23,461,160	25,388,814

(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 Advantage (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	Sep. 30 2013	Dec. 31 2012
	Ohio		
NET INCOME			
Paramount Advantage state basis		2,668,797	9,635,305
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		2,668,797	9,635,305
SURPLUS			
Paramount Advantage state basis		60,643,297	58,001,237
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		60,643,297	58,001,237

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 connection 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. The Company has no common stock investments.
4. The Company has no 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.

Notes to Financial Statement

8. The Company has no investments in joint ventures.
9. The Company does not invest in derivatives.
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 limited 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 the prior period.
13. The Company estimates its pharmaceutical rebate receivables based on historical cash payments.

2. Accounting Changes and Corrections of Errors

-NOT APPLICABLE

3. Business Combinations and Goodwill

-NOT APPLICABLE

4. Discontinued Operations

-NOT APPLICABLE

5. Investments

No significant change.

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 changes.

11. Debt

-NOT APPLICABLE

12. Retirement Plans, Deferred Compensation, Postemployment Benefits

Notes to Financial Statement

-NOT APPLICABLE

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

14. Contingencies

-NOT APPLICABLE

15. Leases

-NOT APPLICABLE

16. Off-Balance Sheet Risk

-NOT APPLICABLE

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

-NOT APPLICABLE

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

-NOT APPLICABLE

20. Fair Value Measurement

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short Term Investments	\$ 246,079	\$ 246,079	\$ 246,079			
Bonds	\$ 63,895,119	\$ 63,950,837	\$			63,895,119

21. Other Items

No significant change.

22. Subsequent Events

No significant change.

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 \$26,509,353. As of September 30, 2013 \$22,902,230 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are

Notes to Financial Statement

now \$813,542 as a result of re-estimation of unpaid claims and claim adjustment expenses principally on Medicaid lines of insurance. Therefore, there has been a \$2,793,581 favorable prior-year development since December 31, 2012 to September 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

-NOT APPLICABLE

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

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

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

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]

2.2 If yes, date of change:

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

6.6 Have all of the recommendations within the latest financial examination report been complied with?

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]			

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: \$ 0

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

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

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

Yes[] No[X]

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

If no, attach a description with this statement.

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

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

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

\$..... 0

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

\$..... 0

16.3 Total payable for securities lending reported on the liability page

\$..... 0

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

Yes[X] No[]

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

1 Name of Custodian(s)	2 Custodian Address
The Bank of New York Mellon	Three Mellon Center, Suite 153-3925, Pittsburgh, PA ..

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

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

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

Yes[] No[X]

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

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

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

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

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

Yes[X] No[]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES**PART 2 - HEALTH**

1. Operating Percentages:

1.1 A&H loss percent	.....	82.000%
1.2 A&H cost containment percent	.....	0.000%
1.3 A&H expense percent excluding cost containment expenses	.....	17.000%

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/I	Yes[X] No[]

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

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	N								
19. Louisiana (LA)	N								
20. Maine (ME)	N								
21. Maryland (MD)	N								
22. Massachusetts (MA)	N								
23. Michigan (MI)	N								
24. Minnesota (MN)	N								
25. Mississippi (MS)	N								
26. Missouri (MO)	N								
27. Montana (MT)	N								
28. Nebraska (NE)	N								
29. Nevada (NV)	N								
30. New Hampshire (NH)	N								
31. New Jersey (NJ)	N								
32. New Mexico (NM)	N								
33. New York (NY)	N								
34. North Carolina (NC)	N								
35. North Dakota (ND)	N								
36. Ohio (OH)	L	266,659,111							266,659,111
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	266,659,111							266,659,111
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 1	266,659,111							266,659,111

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 Advantage 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, an 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 nonprofit 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 dissolved

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 Orthopedic 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

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

- ◆ 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 in 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

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domic- iliary Loca- tion	Rela-tion- ship to Report- ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
Q16		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.	

SCHEDULE Y

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Q16.1		00000	38-3482148			ProMedica North Physicians Corporation	ProMedica Physician Group, Inc.	MI	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	34-1893773			ProMedica West Physicians, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	34-1898679			ProMedica South Physicians, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	34-1881145			ProMedica East Physicians, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	20-8050622			ProMedica Orthopedic Physicians	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	61-1448753			Midwest Cardiovascular Consultants, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	26-3015991			ProMedica GI Physicians, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	26-3888045			ProMedica Northwest Ohio Cardiology Consultants, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	27-0978204			ProMedica Cardiothoracic Physicians, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	27-1401750			ProMedica	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	27-5165922			Hematology/Oncology Physicians, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	27-2404505			ProMedica Critical Care Physicians, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	27-2920342			ProMedica ENT, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	45-3251737			ProMedica Monroe Cardiology, PLLC	ProMedica Physician Group, Inc.	MI	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	45-3230331			ProMedica Anesthesiology Consultants, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	34-1899439			ProMedica Physician Management Services, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	61-1528443			ProMedica Surgical Services, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	46-1111822			WellCare Physicians Group, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	45-4976786			ProMedica Monroe Physicians, PLLC	ProMedica Physician Group, Inc.	MI	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	46-1120436			ProMedica Multi Specialty Physicians, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	--			ProMedica Genito-Urinary Surgeons, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	--			ProMedica Hospitalists, LLC	ProMedica Physician Group, Inc.	OH	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	34-1931936			ProMedica Hospitalists, PLLC	ProMedica Physician Group, Inc.	MI	NIA	Ownership	100.0	ProMedica Health System, Inc.		
		00000	34-1570675			ProMedica Indemnity Corporation	ProMedica Health System, Inc.	VT	NIA	Ownership	100.0	ProMedica Health System, Inc.		
						ProMedica Insurance Corporation	ProMedica Health System, Inc.	OH	UDP	Ownership	100.0	ProMedica Health System, Inc.		

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
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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	IA	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		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.	

SCHEDULE Y

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Q16.3		00000	38-3605511			Lenawee Physician Hospital Organization LLC	MI	OTH	Raisin River Physicians	Ownership		50.0	Raisin River Physicians	
		00000	38-3164818			Wolf Creek Associates, LLC	MI	NIA	Emma L. Bixby Medical Center	Ownership		100.0	ProMedica Health System, Inc.	1
		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.	

SCHEDULE Y

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Q164		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 .. OH .. NIA ..	ProMedica Health System, Inc. St. Luke's Hospital Foundation	Ownership	100.0	ProMedica Health System, Inc.			
		00000	20-4671613			Cobra Ventures, LLC			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 Cardiovascular 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 Cardiovascular Co-Management Company, LLC	OH .. OTH ..	Various Physicians	Ownership	60.0	Various Physicians	1		
		00000	45-4810767			Interactive Physical Therapy	OH .. 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 ..	Toledo Hospital, Bay Park Community Hospital, 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	1		

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



2013

Document Code: 365

1235320133650003

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	3,402,444	6,428,805
2. Cost of bonds and stocks acquired	78,313,172	3,402,789
3. Accrual of discount	8,994	.....
4. Unrealized valuation increase (decrease)	(2,524)	1,156
5. Total gain (loss) on disposals	17,483,095	6,415,482
6. Deduct consideration for bonds and stocks disposed of	288,154	14,824
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)	63,950,837	3,402,444
11. Deduct total nonadmitted amounts .....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11)	63,950,837	3,402,444

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)	64,135,580	5,952,764	5,798,961	(545,511)	64,827,208	64,135,580	63,743,872	64,143,359
2. Class 2 (a)	453,044	.....	.....	453,044	.....
3. Class 3 (a)
4. Class 4 (a)
5. Class 5 (a)
6. Class 6 (a)
7. Total Bonds	64,135,580	5,952,764	5,798,961	(92,467)	64,827,208	64,135,580	64,196,916	64,143,359
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	64,135,580	5,952,764	5,798,961	(92,467)	64,827,208	64,135,580	64,196,916	64,143,359

(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 \$.....246,079; 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	246,079	XXX	246,079	1	

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	60,740,915	33,346,490
2. Cost of short-term investments acquired	852,642	85,441,735
3. Accrual of discount		10,269
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	(260)	(460)
6. Deduct consideration received on disposals	61,340,413	57,975,251
7. Deduct amortization of premium	6,805	81,868
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)	246,079	60,740,915
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	246,079	60,740,915

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 .....	.....	22,369,202
2. Cost of cash equivalents acquired	16,068,842	94,890,668
3. Accrual of discount	971	19,482
4. Unrealized valuation increase (decrease) .....	.....	.....
5. Total gain (loss) on disposals	(29)	(385)
6. Deduct consideration received on disposals	16,069,784	117,278,881
7. Deduct amortization of premium .....	.....	86
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) .....	.....	.....
11. Deduct total nonadmitted amounts .....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11) .....	.....	.....

E01 Schedule A Part 2 **NONE**

E01 Schedule A Part 3 **NONE**

E02 Schedule B Part 2 **NONE**

E02 Schedule B Part 3 **NONE**

E03 Schedule BA Part 2 **NONE**

E03 Schedule BA Part 3 **NONE**

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									
912828VW7	U S TREASURY NOTE		09/27/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	241,716	240,000	99	1
912828VW7	U S TREASURY NOTE		09/27/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	241,716	240,000	99	1
0599999 Subtotal - Bonds - U.S. Governments					XXX	483,433	480,000	197	XXX
Bonds - All Other Governments									
68323AAC8	PROVINCE OF ONTARIO CANADA	C	08/13/2013	JP MORGAN CHASE BANK/HSBC, NEW YORK	XXX	911,960	855,000	4,564	1FE
683234DP0	PROVINCE OF ONTARIO CANADA	C	09/27/2013	JP MORGAN CHASE BANK/HSBC, NEW YORK	XXX	916,686	900,000	440	1FE
68323AAC8	PROVINCE OF ONTARIO CANADA	C	08/13/2013	JP MORGAN CHASE BANK/HSBC, NEW YORK	XXX	911,960	855,000	4,564	1FE
683234DP0	PROVINCE OF ONTARIO CANADA	C	09/27/2013	JP MORGAN CHASE BANK/HSBC, NEW YORK	XXX	916,686	900,000	440	1FE
1099999 Subtotal - Bonds - All Other Governments					XXX	3,657,292	3,510,000	10,007	XXX
Bonds - U.S. Special Revenue, Special Assessment									
56045TAA3	MAINE ST MUNI BOND BANK LIQUOR		08/28/2013	WACHOVIA CAP MKTS/WACHOVIA BK, CHARLOTTE	XXX	50,000	50,000		
91412GSX4	UNIV OF CALIFORNIA CA REVENUES		09/26/2013	BARCLAYS CAPITAL INC, NEW YORK	XXX	65,000	65,000		
56045TAA3	MAINE ST MUNI BOND BANK LIQUOR		08/28/2013	WACHOVIA CAP MKTS/WACHOVIA BK, CHARLOTTE	XXX	50,000	50,000		
91412GSX4	UNIV OF CALIFORNIA CA REVENUES		09/26/2013	BARCLAYS CAPITAL INC, NEW YORK	XXX	65,000	65,000		
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	230,000	230,000		XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
037833AJ9	APPLE INC		09/05/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	123,110	130,000	459	1FE
084664BX8	BERKSHIRE HATHAWAY FINANCE COR		08/06/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	149,921	150,000		
14912L5S6	CATERPILLAR FINANCIAL SERVICES		09/03/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	199,970	200,000		
172967GG0	CITIGROUP INC		08/06/2013	MITSUBISHI UFJ SECURITIES, NEW YORK	XXX	432,751	435,000	363	1FE
713448BT4	PEPSICO INC		08/14/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	208,060	200,000	1,375	1FE
693476BG7	PNC FUNDING CORP		08/14/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	90,890	85,000	1,485	1FE
742718DS5	PROCTER & GAMBLE CO/THE		09/27/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	308,121	300,000	2,055	1FE
882508AR5	TEXAS INSTRUMENTS INC		08/14/2013	MILLENNIUM ADVISORS LLC, JERSEY CITY	XXX	151,200	145,000	899	1FE
898365AB7	TRUSTEES BOSTON COLLEGE		08/14/2013	BARCLAYS CAPITAL INC, NEW YORK	XXX	200,000	200,000		
983024AM2	WYETH LLC		08/14/2013	STIFEL NICOLAUS	XXX	216,401	190,000	3,969	1FE
06366RPR0	BANK OF MONTREAL	C	07/11/2013	MORGAN STANLEY & CO INC, NY	XXX	214,804	215,000		
89114QAE8	TORONTO-DOMINION BANK/THE	C	08/14/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	212,337	205,000	1,623	1FE
03065CAC3	AMERICREDIT AUTOMOBILE RE 4 A3		08/07/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	99,991	100,000		
13975DAC9	CAPITAL AUTO RECEIVABLES 3 A3		08/14/2013	CREDIT SUISSE, NEW YORK (CSUS)	XXX	299,965	300,000		
43812XAC9	HONDA AUTO RECEIVABLES OW 3 A3		07/17/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	119,981	120,000		
44890QAC7	HYUNDAI AUTO RECEIVABLES C A3		09/11/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	119,979	120,000		
477879AC4	JOHN DEERE OWNER TRUST B A3		08/27/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	XXX	299,959	300,000		
80283HAC6	SANTANDER DRIVE AUTO RECE 4 A3		07/11/2013	CREDIT SUISSE, NEW YORK (CSUS)	XXX	149,984	150,000		
92867NAD0	VOLKSWAGEN AUTO LEASE TRU A A3		07/17/2013	CREDIT SUISSE, NEW YORK (CSUS)	XXX	169,978	170,000		
037833AJ9	APPLE INC		09/05/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	123,110	130,000	459	1FE

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)
084664BX8	BERKSHIRE HATHAWAY FINANCE COR		08/06/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	149,921	150,000		1FE
14912L5S6	CATERPILLAR FINANCIAL SERVICES		09/03/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	199,970	200,000		1FE
172967GG0	CITIGROUP INC		08/06/2013	MITSUBISHI UFJ SECURITIES, NEW YORK	XXX	432,751	435,000	363	1FE
713448BT4	PEPSICO INC		08/14/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	208,060	200,000	1,375	1FE
693476BG7	PNC FUNDING CORP		08/14/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	90,890	85,000	1,485	1FE
742718DS5	PROCTER & GAMBLE CO/THE		09/27/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	308,121	300,000	2,055	1FE
882508AR5	TEXAS INSTRUMENTS INC		08/14/2013	MILLENNIUM ADVISORS LLC, JERSEY CITY	XXX	151,200	145,000	899	1FE
898365AB7	TRUSTEES BOSTON COLLEGE		08/14/2013	BARCLAYS CAPITAL INC, NEW YORK	XXX	200,000	200,000		1FE
983024AM2	WYETH LLC		08/14/2013	STIFEL NICOLAUS	XXX	216,401	190,000	3,969	1FE
06366RPR0	BANK OF MONTREAL	C	07/11/2013	MORGAN STANLEY & CO INC, NY	XXX	214,804	215,000		1FE
89114QAE8	TORONTO-DOMINION BANK/THE	C	08/14/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	212,337	205,000	1,623	1FE
03065CAC3	AMERICREDIT AUTOMOBILE RE 4 A3		08/07/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	99,991	100,000		1FE
13975DAC9	CAPITAL AUTO RECEIVABLES 3 A3		08/14/2013	CREDIT SUISSE, NEW YORK (CSUS)	XXX	299,965	300,000		1FE
43812XAC9	HONDA AUTO RECEIVABLES OW 3 A3		07/17/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	119,981	120,000		1FE
44890QAC7	HYUNDAI AUTO RECEIVABLES C A3		09/11/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	119,979	120,000		1FE
477879AC4	JOHN DEERE OWNER TRUST B A3		08/27/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	XXX	299,959	300,000		1FE
80283HAC6	SANTANDER DRIVE AUTO RECE 4 A3		07/11/2013	CREDIT SUISSE, NEW YORK (CSUS)	XXX	149,984	150,000		1FE
92867NAD0	VOLKSWAGEN AUTO LEASE TRU A A3		07/17/2013	CREDIT SUISSE, NEW YORK (CSUS)	XXX	169,978	170,000		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	7,534,802	7,430,000	24,456	XXX
8399997 Subtotal - Bonds - Part 3					XXX	11,905,527	11,650,000	34,660	XXX
8399999 Subtotal - Bonds					XXX	11,905,527	11,650,000	34,660	XXX
9899999 Subtotal - Preferred and Common Stocks					XXX		XXX		XXX
9999999 Total - Bonds, Preferred and Common Stocks					XXX	11,905,527	XXX	34,660	XXX

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

QE04.1

SCHEDULE D - PART 4

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

1	2	3 F o r e i g n	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	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 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																						
912828UDO	U.S TREASURY NOTE	09/04/2013	CREDIT SUISSE, NEW YORK	... XXX ...	454,377	455,000	453,811			(248)		(248)			454,156			221	221	50	12/31/2014	1
912828S24	U.S TREASURY NOTE	08/29/2013	BARCLAYS CAPITAL INC, NEW	... XXX ...	300,081	300,000	300,388			(26)		(26)			300,278			(197)	(197)	234	06/15/2015	1
38378KGV5	GNMA GTD REMIC P/T 13-57 A	09/16/2013	Redemption	... XXX ...	2,339	2,339	2,343			0		0			2,339			5	5	50	06/16/2037	1
912828UDO	U.S TREASURY NOTE	09/04/2013	CREDIT SUISSE, NEW YORK	... XXX ...	454,377	455,000	453,811			(248)		(248)			454,156			221	221	50	12/31/2014	1
912828S24	U.S TREASURY NOTE	08/29/2013	BARCLAYS CAPITAL INC, NEW	... XXX ...	300,081	300,000	300,388			(26)		(26)			300,278			(197)	(197)	234	06/15/2015	1
38378KGV5	GNMA GTD REMIC P/T 13-57 A	09/16/2013	Redemption	... XXX ...	2,339	2,339	2,343			0		0			2,339			5	5	50	06/16/2037	1
05999999 Subtotal - Bonds - U.S. Governments				... XXX ...	1,513,592	1,514,677	1,513,083			(548)		(548)			1,513,545			48	48	577	XXX X	XXX
Bonds - All Other Governments																						
68323AAC8	PROVINCE OF ONTARIO CANADA	C 09/27/2013	JP MORGAN CHASE	... XXX ...	911,122	855,000	911,960			(1,619)		(1,619)			910,342			781	781	8,005	12/15/2017	1FE
6832348A9	PROVINCE OF ONTARIO CANADA	C 08/13/2013	BANK/HSBC SG AMERICAS SECURITIES	... XXX ...	1,186,329	1,150,000	1,210,065			(5,514)		(5,514)			1,185,995			334	334	7,858	06/16/2014	1FE
68323AAC8	PROVINCE OF ONTARIO CANADA	C 09/27/2013	JP MORGAN CHASE	... XXX ...	911,122	855,000	911,960			(1,619)		(1,619)			910,342			781	781	8,005	12/15/2017	1FE
6832348A9	PROVINCE OF ONTARIO CANADA	C 08/13/2013	BANK/HSBC SG AMERICAS SECURITIES	... XXX ...	1,186,329	1,150,000	1,210,065			(5,514)		(5,514)			1,185,995			334	334	7,858	06/16/2014	1FE
10999999 Subtotal - Bonds - All Other Governments				... XXX ...	4,194,901	4,010,000	4,244,049			(14,264)		(14,264)			4,192,672			2,229	2,229	31,727	XXX X	XXX
Bonds - U.S. Special Revenue, Special Assessment																						
3138LVXA6	FNMA POOL #0AO5172	09/25/2013	Redemption	... XXX ...	7,410	7,410	7,837			(12)		(12)			7,410					37	06/01/2022	1
31418AH76	FNMA POOL #0MA1153	09/25/2013	Redemption	... XXX ...	35,097	35,097	36,863			(90)		(90)			35,097					172	07/01/2022	1
3138LVXA6	FNMA POOL #0AO5172	09/25/2013	Redemption	... XXX ...	7,410	7,410	7,837			(12)		(12)			7,410					37	06/01/2022	1
31418AH76	FNMA POOL #0MA1153	09/25/2013	Redemption	... XXX ...	35,097	35,097	36,863			(90)		(90)			35,097					172	07/01/2022	1
31999999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment				... XXX ...	85,015	85,015	89,399			(204)		(204)			85,015					418	XXX X	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																						
10138MAH8	BOTTLING GROUP LLC	08/14/2013	MERRILL LYNCH PROFESSIONAL	... XXX ...	290,304	280,000	300,350			(2,429)		(2,429)			290,238			66	66	8,325	03/15/2014	1FE
172967EY3	CITIGROUP INC	08/06/2013	WELLS FARGO SECURITIES	... XXX ...	442,768	420,000	453,424			(2,327)		(2,327)			441,849			920	920	13,164	08/12/2014	1FE
717081DA8	PFIZER INC	08/14/2013	CITIGROUP GBL	... XXX ...	412,959	385,000	422,791			5,228		5,228			421,019			(8,061)	(8,061)	8,811	03/15/2015	1FE
742718DU0	PROCTER & GAMBLE CO/THE	09/27/2013	MERRILL LYNCH PROFESSIONAL	... XXX ...	301,110	300,000	301,767			(290)		(290)			300,989			121	121	1,324	08/15/2014	1FE
92343VBH6	VERIZON COMMUNICATIONS	C 09/04/2013	GOLDMAN SACHS & CO, NY	... XXX ...	297,600	300,000	300,099			(7)		(7)			300,077			(2,477)	(2,477)	741	11/02/2015	1FE
89114QAJ7	TORONTO-DOMINION BANK/THE	08/14/2013	MERRILL LYNCH PROFESSIONAL	... XXX ...	220,007	220,000	220,000								220,000			7	7	287	05/01/2015	1FE
89153UAB7	TOTAL CAPITAL CANADA LTD	C 09/27/2013	JP MORGAN CHASE	... XXX ...	236,039	235,000	238,147			(798)		(798)			236,006			32	32	2,588	01/28/2014	1FE
06052YAC3	BANK OF AMERICA AUTO TRUS 1 A3	09/16/2013	Redemption	... XXX ...	6,649	6,649	6,680			(2)		(2)			6,649					13	06/15/2016	1FE
14313LAB2	CARMAX AUTO OWNER TRUST 1 A2	09/16/2013	Redemption	... XXX ...	10,389	10,389	10,388			0		0			10,389					10	03/15/2016	1FE
65475HAD3	NISSAN AUTO LEASE TRUST 2 A A3	08/27/2013	MERRILL LYNCH PIERCE FENN	... XXX ...	280,494	280,422	281,309			(368)		(368)			280,703			(209)	(209)	496	08/15/2014	1FE
80283DAB7	SANTANDER DRIVE AUTO RECE 2 A2	09/16/2013	Redemption	... XXX ...	31,343	31,343	31,340			0		0			31,343					35	03/15/2016	1FE
92867GAC7	VOLKSWAGEN AUTO LOAN ENHA 1 A3	09/20/2013	Redemption	... XXX ...	8,010	8,010	8,044			(3)		(3)			8,010					17	08/22/2016	1FE
10138MAH8	BOTTLING GROUP LLC	08/14/2013	MERRILL LYNCH PROFESSIONAL	... XXX ...	290,304	280,000	300,350			(2,429)		(2,429)			290,238			66	66	8,325	03/15/2014	1FE
172967EY3	CITIGROUP INC	08/06/2013	WELLS FARGO SECURITIES	... XXX ...	442,768	420,000	453,424			(2,327)		(2,327)			441,849			920	920	13,164	08/12/2014	1FE
717081DA8	PFIZER INC	08/14/2013	CITIGROUP GBL	... XXX ...	412,959	385,000	422,791			5,228		5,228			421,019			(8,061)	(8,061)	8,811	03/15/2015	1FE
742718DU0	PROCTER & GAMBLE CO/THE	09/27/2013	MERRILL LYNCH PROFESSIONAL	... XXX ...	301,110	300,000	301,767			(290)		(290)			300,989			121	121	1,324	08/15/2014	1FE
92343VBH6	VERIZON COMMUNICATIONS	C 09/04/2013	GOLDMAN SACHS & CO, NY	... XXX ...	297,600	300,000	300,099			(7)		(7)			300,077			(2,477)	(2,477)	741	11/02/2015	1FE
89114QAJ7	TORONTO-DOMINION BANK/THE	08/14/2013	MERRILL LYNCH PROFESSIONAL	... XXX ...	220,007	220,000	220,000								220,000			7	7	287	05/01/2015	1FE

SCHEDULE D - PART 4**Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of
During the Current Quarter**

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)			
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B/A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B/A.C.V.										
89153UAB7 .	TOTAL CAPITAL CANADA LTD	C	09/27/2013	JP MORGAN CHASE	XXX .	236,039	235,000	238,147					(798)				236,006		32	32	2,588	01/28/2014	1FE	
06052YAC3 .	BANK OF AMERICA AUTO TRUS 1 A3 .		09/16/2013	BANK/HSBC	XXX .	6,649	6,649	6,680					(2)					6,649			13	13	06/15/2016	1FE
14313LAB2 .	CARMAX AUTO OWNER TRUST 1 A2 .		09/16/2013	Redemption	XXX .	10,389	10,389	10,388					0				10,389				10	10	03/15/2016	1FE
65475HAD3 .	NISSAN AUTO LEASE TRUST 2 A A3 .		08/27/2013	MERRILL LYNCH PIERCE	XXX .																			
80283DAB7 .	SANTANDER DRIVE AUTO RECE 2 A2 .		09/16/2013	FENN	XXX .	280,494	280,422	281,309					(368)				280,703		(209)	(209)	496	08/15/2014	1FE	
92867GAC7 .	VOLKSWAGEN AUTO LOAN ENHA 1 A3 .		09/20/2013	Redemption	XXX .	31,343	31,343	31,340					0				31,343				35	35	03/15/2016	1FE
					XXX .	8,010	8,010	8,044					(3)				8,010				17	17	08/22/2016	1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)				XXX .	5,075,342	4,953,624	5,148,679					(1,992)				5,094,542		(19,200)	(19,200)	71,624	XX X .	XX X .	
8399997	Subtotal - Bonds - Part 4				XXX .	10,868,851	10,563,317	10,995,210					(17,008)				10,885,775		(16,923)	(16,923)	104,345	XX X .	XX X .	
8399999	Subtotal - Bonds				XXX .	10,868,851	10,563,317	10,995,210					(17,008)				10,885,775		(16,923)	(16,923)	104,345	XX X .	XX X .	
9899999	Subtotal - Preferred and Common Stocks				XXX .		XXX .															XX X .	XX X .	
9999999	Total - Bonds, Preferred and Common Stocks				XXX .	10,868,851	XXX .	10,995,210					(17,008)				10,885,775		(16,923)	(16,923)	104,345	XX X .	XX X .	

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

E06 Schedule DB Part A Section 1 **NONE**

E07 Schedule DB Part B Section 1 **NONE**

E08 Schedule DB Part D Section 1 **NONE**

E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity **NONE**

E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity **NONE**

E10 Schedule DL - Part 1 - Securities Lending Collateral Assets **NONE**

E11 Schedule DL - Part 2 - Securities Lending Collateral Assets **NONE**

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

1 Depository		2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
						6 First Month	7 Second Month	8 Third Month	
open depositories									
Huntington Bank .....	.....	.....	.....	3,142	.....	32,458,656	39,658,765	47,254,639	XXX
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories	XXX	XXX ..	.....	.....	.....	.....	.....	.....	XXX
0199999 Totals - Open Depositories	XXX	XXX ..	3,142	.....	32,458,656	39,658,765	47,254,639	XXX	
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories	XXX	XXX ..	.....	.....	.....	.....	.....	.....	XXX
0299999 Totals - Suspended Depositories	XXX	XXX ..	.....	.....	.....	.....	.....	.....	XXX
0399999 Total Cash On Deposit	XXX	XXX ..	3,142	.....	32,458,656	39,658,765	47,254,639	XXX	
0499999 Cash in Company's Office	XXX	XXX ..	XXX ..	XXX ..	XXX ..	.....	.....	.....	XXX
0599999 Total Cash	XXX	XXX ..	3,142	.....	32,458,656	39,658,765	47,254,639	XXX	

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

N O N E

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