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2013

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

NAIC Group Code	1212 (Current Period)	1212 (Prior Period)	NAIC Company Code	95189	Employer's ID Number	341549926	
Organized under the Laws of		Ohio	State of Domicile or Port of Entry		Ohio		
Country of Domicile		United States of America					
Licensed as business type:	Life, Accident & Health <input type="checkbox"/>	Property/Casualty <input type="checkbox"/>	Hospital, Medical & Dental Service or Indemnity <input type="checkbox"/>				
	Dental Service Corporation <input type="checkbox"/>	Vision Service Corporation <input type="checkbox"/>	Health Maintenance Organization <input checked="" type="checkbox"/>				
	Other <input type="checkbox"/>	Is HMO Federally Qualified? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A <input type="checkbox"/>					
Incorporated/Organized	04/22/1987		Commenced Business	01/01/1988			
Statutory Home Office	1901 Indian Wood Circle (Street and Number)		Maumee, OH, US 43537 (City or Town, State, Country and Zip Code)				
Main Administrative Office	1901 Indian Wood Circle (Street and Number)		Maumee, OH, US 43537 (Area Code) (Telephone Number)				
Mail Address	1901 Indian Wood Circle (Street and Number or P.O. Box)		Maumee, OH, US 43537 (City or Town, State, Country and Zip Code)				
Primary Location of Books and Records	1901 Indian Wood Circle (Street and Number)		Maumee, OH, US 43537 (Area Code) (Telephone Number)				
Internet Web Site Address	www.paramounthealthcare.com		(419)887-2500				
Statutory Statement Contact	Mary Kathereen Siefke, Mrs. (Name) mary.siefke@promedica.org (E-Mail Address)		(419)887-2909 (Area Code)(Telephone Number)(Extension) (419)887-2020 (Fax Number)				

OFFICERS

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

OTHERS

DIRECTORS OR TRUSTEES

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

State of Ohio
County of Lucas ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)
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)

Deborah Anne Dickenson Peters Ms.
Cathy Lynn Cantor M.D.
David Scott Hickman Mr.
Daniel Sullivan Murtagh M.D.
Jeffrey William Boersma Mr. #

Timothy Bublick Mr.
Mark Leslie Ferris Mr.
Dale Joseph Seymour Mr.
Julie Anne Bartrik Ms. #
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	57,029,419		57,029,419	63,652,735
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	22,710,835		22,710,835	24,117,107
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)				
4.2 Properties held for the production of income (less \$.....0 encumbrances)				
4.3 Properties held for sale (less \$.....0 encumbrances)				
5. Cash (\$.....4,399,869), cash equivalents (\$.....0) and short-term investments (\$.....1,699,259)	6,099,128		6,099,128	11,465,200
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets	260,574	260,574		
9. Receivables for securities	637,070		637,070	22,518
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	86,737,026	260,574	86,476,452	99,257,560
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	359,384		359,384	330,199
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	59,739	59,739		540,729
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				305,799
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans	2,001,977		2,001,977	217,419
18.1 Current federal and foreign income tax recoverable and interest thereon	8,384,908		8,384,908	7,291,560
18.2 Net deferred tax asset	1,306,998		1,306,998	1,922,426
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	816,661	128,660	688,001	726,426
21. Furniture and equipment, including health care delivery assets (\$.....0)	1,464,400	1,464,400		
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	274,075		274,075	723,161
24. Health care (\$.....461,075) and other amounts receivable	849,518	388,443	461,075	284,990
25. Aggregate write-ins for other than invested assets	356,934	356,934		
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	102,611,620	2,658,750	99,952,870	111,600,269
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	102,611,620	2,658,750	99,952,870	111,600,269
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. AR	53,366	53,366		
2502. Prepays	303,568	303,568		
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	356,934	356,934		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	14,691,933		14,691,933	29,434,057
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	708,000		708,000	1,189,000
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	2,441,827		2,441,827	1,989,985
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	253,800		253,800	2,213,709
9. General expenses due or accrued	7,940,903		7,940,903	8,917,532
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others	115,929		115,929	433,795
13. Remittances and items not allocated				
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15. Amounts due to parent, subsidiaries and affiliates	7,203,249		7,203,249	2,970,855
16. Derivatives				
17. Payable for securities	675,335		675,335	5,554
18. Payable for securities lending				
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers)				
20. Reinsurance in unauthorized and certified (\$.....0) companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans	6,518,573		6,518,573	6,280,291
23. Aggregate write-ins for other liabilities (including \$.....0 current)				
24. Total liabilities (Lines 1 to 23)	40,549,549		40,549,549	53,434,778
25. Aggregate write-ins for special surplus funds	XXX	XXX		
26. Common capital stock	XXX	XXX	4,700,000	4,700,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	40,619,246	40,619,246
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX		
31. Unassigned funds (surplus)	XXX	XXX	14,084,075	12,846,245
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	XXX	XXX		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	59,403,321	58,165,491
34. Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	99,952,870	111,600,269
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31	
				3 Total	4 Total
	1 Uncovered	2 Total	3 Total		
1. Member Months	XXX	311,201	399,866	531,236	
2. Net premium income (including \$.....0 non-health premium income)	XXX	175,306,428	203,933,518	270,343,717	
3. Change in unearned premium reserves and reserves for rate credits	XXX				
4. Fee-for-service (net of \$.....0 medical expenses)	XXX				
5. Risk revenue	XXX				
6. Aggregate write-ins for other health care related revenues	XXX				
7. Aggregate write-ins for other non-health revenues	XXX				
8. Total revenues (Lines 2 to 7)	XXX	175,306,428	203,933,518	270,343,717	
Hospital and Medical:					
9. Hospital/medical benefits		128,237,033	153,795,906	206,229,863	
10. Other professional services		1,317,976	1,424,870	2,027,744	
11. Outside referrals					
12. Emergency room and out-of-area		11,518,324	14,926,893	20,984,156	
13. Prescription drugs		19,116,559	25,471,391	33,106,432	
14. Aggregate write-ins for other hospital and medical					
15. Incentive pool, withhold adjustments and bonus amounts					
16. Subtotal (Lines 9 to 15)		160,189,892	195,619,060	262,348,195	
Less:					
17. Net reinsurance recoveries		241,108	699,134	1,104,275	
18. Total hospital and medical (Lines 16 minus 17)		159,948,784	194,919,926	261,243,920	
19. Non-health claims (net)					
20. Claims adjustment expenses, including \$.....2,275,684 cost containment expenses		3,251,648	3,960,464	5,771,731	
21. General administrative expenses		13,434,167	17,514,137	21,441,828	
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)					
23. Total underwriting deductions (Lines 18 through 22)		176,634,599	216,394,527	288,457,479	
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(1,328,171)	(12,461,009)	(18,113,762)	
25. Net investment income earned		728,921	1,113,170	1,613,433	
26. Net realized capital gains (losses) less capital gains tax of \$.....941,437		1,748,383	1,098,649	2,028,107	
27. Net investment gains or (losses) (Lines 25 plus 26)		2,477,304	2,211,819	3,641,540	
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]					
29. Aggregate write-ins for other income or expenses		4,575	3,812	3,836	
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	1,153,708	(10,245,378)	(14,468,386)	
31. Federal and foreign income taxes incurred	XXX	817,555	(3,759,367)	(5,868,329)	
32. Net income (loss) (Lines 30 minus 31)	XXX	336,153	(6,486,011)	(8,600,057)	
DETAILS OF WRITE-INS					
0601.	XXX				
0602.	XXX				
0603.	XXX				
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX				
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX				
0701.	XXX				
0702.	XXX				
0703.	XXX				
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX				
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX				
1401.					
1402.					
1403.					
1498. Summary of remaining write-ins for Line 14 from overflow page					
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)					
2901. Other Income		4,575	3,812	3,836	
2902.					
2903.					
2998. Summary of remaining write-ins for Line 29 from overflow page		4,575	3,812	3,836	
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		4,575	3,812	3,836	

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	58,165,491	65,075,855	65,075,855
34. Net income or (loss) from Line 32	336,153	(6,486,011)	(8,600,057)
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0	1,142,939	1,501,547	1,395,974
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			(729,604)
39. Change in nonadmitted assets	(241,262)	(15,378)	(223,385)
40. Change in unauthorized and certified reinsurance			
41. Change in treasury stock			
42. Change in surplus notes			
43. Cumulative effect of changes in accounting principles			1,246,708
44. Capital Changes:			
44.1 Paid in			
44.2 Transferred from surplus (Stock Dividend)			
44.3 Transferred to surplus			
45. Surplus adjustments:			
45.1 Paid in			
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders			
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Lines 34 to 47)	1,237,830	(4,999,842)	(6,910,364)
49. Capital and surplus end of reporting period (Line 33 plus 48)	59,403,321	60,076,013	58,165,491
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations				
1.	Premiums collected net of reinsurance	174,670,685	203,689,388	271,844,488
2.	Net investment income	1,256,186	2,005,927	2,814,030
3.	Miscellaneous income			
4.	TOTAL (Lines 1 to 3)	175,926,871	205,695,315	274,658,518
5.	Benefit and loss related payments	174,620,146	194,140,182	259,047,934
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	19,685,145	22,818,768	30,170,865
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	1,093,973	(2,310,072)	(2,147,654)
10.	TOTAL (Lines 5 through 9)	195,399,264	214,648,878	287,071,145
11.	Net cash from operations (Line 4 minus Line 10)	(19,472,393)	(8,953,563)	(12,412,627)
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds	35,117,953	44,512,213	62,438,828
12.2	Stocks	10,646,970	5,273,886	7,943,947
12.3	Mortgage loans			
12.4	Real estate			
12.5	Other invested assets		19,404	19,404
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7	Miscellaneous proceeds	55,241	435,291	1,500
12.8	TOTAL investment proceeds (Lines 12.1 to 12.7)	45,820,164	50,240,794	70,403,679
13.	Cost of investments acquired (long-term only):			
13.1	Bonds	29,011,438	26,341,261	44,074,586
13.2	Stocks	4,719,707	5,089,912	6,871,495
13.3	Mortgage loans			
13.4	Real estate			
13.5	Other invested assets	31,803	27,517	27,517
13.6	Miscellaneous applications	1,870,832	2,393,942	2,273,549
13.7	TOTAL investments acquired (Lines 13.1 to 13.6)	35,633,780	33,852,632	53,247,147
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	10,186,384	16,388,162	17,156,532
Cash from Financing and Miscellaneous Sources				
16.	Cash provided (applied):			
16.1	Surplus notes, capital notes			
16.2	Capital and paid in surplus, less treasury stock			
16.3	Borrowed funds			
16.4	Net deposits on deposit-type contracts and other insurance liabilities			
16.5	Dividends to stockholders			
16.6	Other cash provided (applied)	3,919,937	328,955	(368,486)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	3,919,937	328,955	(368,486)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS				
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(5,366,072)	7,763,554	4,375,419
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year	11,465,200	7,089,781	7,089,781
19.2	End of period (Line 18 plus Line 19.1)	6,099,128	14,853,335	11,465,200

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

20.0001				
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	43,658	47	31,401					12,210		
2. First Quarter	41,236	46	28,811					12,379		
3. Second Quarter	40,830	46	28,474					12,310		
4. Third Quarter	12,372							12,372		
5. Current Year										
6. Current Year Member Months	311,201	324	199,620					111,257		
Total Member Ambulatory Encounters for Period:										
7. Physician	12,250	5	4,238					8,007		
8. Non-Physician	28,727	17	12,063					16,647		
9. Total	40,977	22	16,301					24,654		
10. Hospital Patient Days Incurred	52,131	6	9,004					43,121		
11. Number of Inpatient Admissions	4,717	1	1,194					3,522		
12. Health Premiums Written (a)	175,903,749	161,026	70,266,890					105,475,833		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	175,903,749	161,026	70,266,890					105,475,833		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	175,167,053	68,294	69,727,990					105,370,769		
18. Amount Incurred for Provision of Health Care Services	160,189,892	55,957	57,791,251					102,342,684		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....95,834,803.

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	2,298,410	596,301	46,957	20,161	6,218	2,968,047
0499999 Subtotals	2,298,410	596,301	46,957	20,161	6,218	2,968,047
0599999 Unreported claims and other claim reserves						11,723,886
0799999 Total Claims Unpaid						14,691,933
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)	9,335,868	60,316,722			9,335,868	12,172,612
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	12,345,331	92,928,024	288,234	14,403,699	12,633,565	17,261,445
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	21,681,199	153,244,746	288,234	14,403,699	21,969,433	29,434,057
10. Healthcare receivables (a)		849,518				614,481
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Lines 9 - 10 + 11 + 12)	21,681,199	152,395,228	288,234	14,403,699	21,969,433	28,819,576

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

The Ohio Department of Insurance recognizes only statutory accounting practices prescribed by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Ohio Insurance Law. The National Association of Insurance Commissioners’ (NAIC) Accounting Practices and Procedures Manual, (NAIC SAP) has been adopted as a component of prescribed practices by the State of Ohio.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Ohio is shown below:

	State of Domicile	Sept. 30 2013	Dec. 31 2012
	Ohio		
NET(LOSS) INCOME			
Paramount Health Care state basis		336,153	(8,600,057)
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		336,153	(8,600,057)
SURPLUS			
Paramount Health Care state basis		59,403,321	58,165,491
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		59,403,321	58,165,491

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

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

C. Accounting Policy

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

In addition, the company uses the following accounting policies:

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

Notes to Financial Statement

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

2. Accounting Changes and Corrections of Errors

No significant change.

3. Business Combinations and Goodwill

No significant change.

4. Discontinued Operations

-NOT APPLICABLE

5. Investments

D. 1. When necessary the Company obtains prepayment information from its custodial bank for use in determining whether an other-than-temporary impairment has occurred.

2. None
3. None
4. None
5. None

6. Joint ventures, Partnerships and Limited Liability Companies

-NOT APPLICABLE

7. Investment Income

No significant change.

8. Derivative Instruments

-NOT APPLICABLE

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

Effective August 1, 2013, the comprehensive line of business of Paramount Care Inc. along with the related assets and liabilities were transferred to Paramount Insurance Company. The transfer was approved by the Ohio Department of Insurance. The following is detail of the assets and liabilities transferred.

Notes to Financial Statement

Assets	PHC	PICO
Investments	(5,015,775)	5,015,775
Cash	(10,401,569)	10,401,569
Premiums receivable	(1,122,973)	1,122,973
Reinsurance receivable	(3,771)	3,771
Health care receivable	(373,922)	373,922
Prepaid other	<u>(130,000)</u>	<u>130,000</u>
Total	(17,048,011)	17,048,011
Liabilities		
Unpaid claims	9,870,201	(9,870,201)
Unpaid claims adjustment expenses	508,000	(508,000)
Premiums received in advance	3,068,135	(3,068,135)
Current federal income tax payable	1,857,979	(1,857,979)
General expenses due and accrued	733,559	(733,559)
Due from PICO/due to PHC	15,776	(15,776)
Uncertain tax position	<u>994,361</u>	<u>(994,361)</u>
Total	17,048,011	(17,048,011)

Balances are subject to review and adjustments may be made.

11. Retirement Plans, Deferred Compensation, Postemployment Benefits
No significant change.
12. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations
No significant change.
13. Contingencies
-NOT APPLICABLE
14. Leases
No significant change.
15. Off-Balance Sheet Risk
No significant change.
16. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
-NOT APPLICABLE
17. Gain or loss to the Reporting Entity from Uninsured A&H Plans and the uninsured Portion of partially Insured Plans
No significant change.
18. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.
-NOT APPLICABLE
19. Fair Value Measurements
A1.

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
Assets at fair value				

Notes to Financial Statement

Common Stock				
Industrial and Misc	\$ 15,372,077		\$ 15,372,077	
Mutual Funds	7,338,758		7,338,758	
Total Common Stock	\$ 22,710,835	\$	\$ 22,710,835	
Bonds		\$ 250,855	\$ 250,855	
Total Assets at Fair Value	\$ 22,710,835	\$ 250,855	\$ 22,961,690	

4. As of September 30, 2013, the reported fair value of the reporting entity's investments in Level 2, NAIC rated 3, special revenue-issuer obligations was \$250,855, and is comprised solely of a Detroit Michigan Water and Sewage Department debenture. The fair value was obtained from the custodial bank.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short Term Investments	1,669,259	1,669,259	1,669,259			
Bonds	57,121,313	57,029,419			57,121,313	
Common Stock	22,710,835	22,710,835	22,710,835			

D. NA

20. Other Items

No significant change.

21. Subsequent Events

-NOT APPLICABLE

22. Reinsurance

No significant change.

23. Retrospectively Rated Contracts

-NOT APPLICABLE

24. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2012 were \$30,623,057. As of September 30, 2013, \$22,239,521 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$288,234 principally on Commercial and Medicare lines of insurance. Therefore, there has been an \$8,095,302 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.

25. Intercompany Pooling Arrangements

-NOT APPLICABLE

26. Structured Settlements

-NOT APPLICABLE

27. Health Care Receivables

No significant change.

Notes to Financial Statement

28. Participating Policies

-NOT APPLICABLE

29. 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

30. Anticipated Salvage and Subrogation

No significant change.

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

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

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

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[] No[X]
 3.2 If the response to 3.1 is yes, provide a brief description of those changes:

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010
 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2010
 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 09/07/2011
 6.4 By what department or departments?
 Ohio Department of Insurance
 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[] No[] N/A[X]
 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[] N/A[]

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

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

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
..... <input type="checkbox"/> Yes[] <input type="checkbox"/> No[X] <input type="checkbox"/> Yes[] <input type="checkbox"/> No[X] <input type="checkbox"/> Yes[] <input type="checkbox"/> No[X] <input type="checkbox"/> Yes[] <input type="checkbox"/> 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: Yes[] No[X]
 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). Yes[] No[X]
 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). Yes[] No[X]

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: \$ 27,885

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
See attached.

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

Yes[X] No[]

18.2 If no, list exceptions:

General Interrogatories Part 1 Attachments

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

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	.....	93.000%
1.2 A&H cost containment percent	.....	1.000%
1.3 A&H expense percent excluding cost containment expenses	.....	8.000%

2.1 Do you act as a custodian for health savings accounts?

Yes[] No[X]

2.2 If yes, please provide the amount of custodial funds held as of the reporting date.

\$..... 0

2.3 Do you act as an administrator for health savings accounts?

Yes[] No[X]

2.4 If yes, please provide the balance of the funds administered as of the reporting date.

\$..... 0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
Accident and Health - Non-affiliates						
93440	06-1041332	01/01/2013	HM LIFE INS CO	PA	SSL/A/G	Yes[X] No[]
93440	06-1041332	01/01/2013	HM LIFE INS CO	PA	SSL/A/I	Yes[X] No[]

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

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	70,427,916	105,475,833						175,903,749
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	70,427,916	105,475,833						175,903,749
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a)	1	70,427,916	105,475,833					175,903,749

DETAILS OF WRITE-INS

5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

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

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

ORGANIZATION CHART

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

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

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

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

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

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

◆ Toledo District Nurse Association, an Ohio nonprofit corporation

◆ Visiting Nurse Hospice & Health Care, an Ohio nonprofit corporation

◆ ProMedica Retail Group, Inc. f/k/a The Flower Market, Inc., an Ohio corporation

◆ ProMedica Courier Services, Inc., an Ohio nonprofit corporation

◆ ErieWest Hospice and Palliative Care, LTD, an Ohio limited liability company

◆ ProMedica Physician Hospital Organization, Inc., an Ohio for-profit corporation and a wholly-owned subsidiary of ProMedica Physicians & Continuum Services

◆ ProMedica Physician Group, Inc., an Ohio professional association which is beneficially owned by ProMedica Physicians & Continuum Services f/k/a ProMedica Physician Corporation pursuant to the terms of a Share Control Agreement, dated as of June 2, 1999, by and among ProMedica Physician Corporation, Lee Hammerling, M.D. and ProMedica Physician Group, Inc. Dr. Hammerling holds legal ownership of all outstanding shares of capital stock of ProMedica Physician Group.

■ The Pharmacy Counter, LLC, an Ohio limited liability company

■ ProMedica Central Corporation of Michigan, a Michigan nonprofit corporation and a wholly-owned subsidiary of ProMedica Physician Group, Inc.

■ EVOLV Medical Aesthetics, LLC, an Ohio limited liability company in which ProMedica Physicians & Continuum Services has 50% ownership interest and Frank Barone, M.D. has the remaining 50%.

■ ProMedica Central Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member

■ ProMedica North Physicians Corporation, a Michigan nonprofit stock corporation and a wholly-owned subsidiary of ProMedica Physician Group, Inc.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

- ProMedica West Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica South Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica East Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Orthopedic Physicians, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- Midwest Cardiovascular Consultants, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica GI Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Northwest Ohio Cardiology Consultants, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Cardiothoracic Physicians, LLC, 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

Q15.3

- 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.

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

◆ 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

◆ 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.

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

- 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.

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 Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
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

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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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

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Q16.2	ProMedica Insurance Corp	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.	
		95189	34-1549926			Paramount Care, Inc.		OH	OTH	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
	ProMedica Insurance Corp	00000	34-1773766			Paramount Benefits Agency, Inc.		OH	NIA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
		95566	38-3200310			Paramount Care of Michigan, Inc.		MI	IA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
	ProMedica Insurance Corp	11518	01-0580404			Paramount Insurance Company		OH	IA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
		12353	20-3376102			Paramount Advantage		OH	IA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
	ProMedica Health System, Inc.	00000	34-1883132			Bay Park Community Hospital		OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-3458982			ProMedica Bay Park Surgical Services Co-Management Company		OH	NIA	Bay Park Community Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	45-3458982			ProMedica Bay Park Surgical Services Co-Management Company		OH	OTH	Various Corporations	Ownership	50.0	Various Corporations	1
		00000	34-4446484			Defiance Hospital, Inc.		OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-4781053			Kaitlyn's Cottage, Inc.		OH	NIA	Defiance Hospital, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-2796005			Emma L. Bixby Medical Center		MI	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-2972398			Bixby Medical Office Limited Partnership		MI	NIA	Emma L. Bixby Medical Center	Ownership	64.4	ProMedica Health System, Inc.	
		00000	38-2972398			Bixby Medical Office Limited Partnership		MI	OTH	Various Physicians	Ownership	35.6	Various Physicians	1
		00000	27-1302183			Monroe Cancer Center		MI	NIA	Emma L. Bixby Medical Center	Ownership	33.3	ProMedica Health System, Inc.	
		00000	27-1302183			Monroe Cancer Center		MI	OTH	Barbara Ann Karamanos Cancer Cetner	Ownership	33.3	Barbara Ann Karamanos Cancer Cetner	1
		00000	27-1302183			Monroe Cancer Center		MI	OTH	Mercy Memorial Hospital Corporation	Ownership	33.3	Mercy Memorial Hospital Corporation	1
		00000	38-2879330			Lenawee Long Term Care Corporation		MI	NIA	Emma L. Bixby Medical Center	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-3146907			Herrick Memorial Development Corporation		MI	NIA	Emma L. Bixby Medical Center	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-3639616			Herrick Memorial Office Plaza Condominium Association		MI	NIA	Herrick Memorial Development Corporation	Ownership	41.7	ProMedica Health System, Inc.	
		00000	38-3639616			Herrick Memorial Office Plaza Condominium Association		MI	OTH	Various Physicians	Ownership	58.3	Various Physicians	1
		00000	38-3605511			Lenawee Physician Hospital Organization LLC		MI	NIA	Emma L. Bixby Medical Center	Ownership	50.0	ProMedica Health System, Inc.	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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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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1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
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 ..	The Toledo Hospital, Bay Park Community Hospital and Flower Hospital	Ownership	50.0	ProMedica Health System, Inc.			
		00000	46-1989695			ProMedica Surgical Services Co-Management Company, LLC	OH .. OTH ..	Various Physicians	Ownership	50.0	Various Physicians			

Asterisk	Explanation
0000001	Non-related entity

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



2013

Document Code: 365

9518920133650003

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 va	NONE	
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 poin	NONE	
9. Total foreign exchange change in book value/recorded inve		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	228,771	220,658
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	31,803	27,517
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		19,404
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	260,574	228,771
12. Deduct total nonadmitted amounts	260,574	228,771
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	87,769,842	103,905,028
2. Cost of bonds and stocks acquired	33,731,145	50,946,081
3. Accrual of discount	13,879	42,182
4. Unrealized valuation increase (decrease)	1,870,832	2,257,636
5. Total gain (loss) on disposals	2,689,808	2,026,607
6. Deduct consideration for bonds and stocks disposed of	45,764,923	70,382,775
7. Deduct amortization of premium	570,329	1,024,917
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	79,740,254	87,769,842
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	79,740,254	87,769,842

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	58,138,584	5,286,966	10,103,665	(299,205)	63,772,383	58,138,584	53,022,679	63,180,951
2. Class 2 (a)	5,111,531	263,095	64,847	145,366	4,557,242	5,111,531	5,455,144	3,992,402
3. Class 3 (a)	256,673			(5,818)		256,673	250,855	
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	63,506,788	5,550,060	10,168,512	(159,657)	68,329,625	63,506,788	58,728,678	67,173,353
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	63,506,788	5,550,060	10,168,512	(159,657)	68,329,625	63,506,788	58,728,678	67,173,353

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....1,699,259; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

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

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	1,699,259	XXX	1,699,259		

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

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	2,020,658	5,402,393
2. Cost of short-term investments acquired	500	83,694
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		1,500
6. Deduct consideration received on disposals	321,899	3,444,665
7. Deduct amortization of premium		22,264
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	1,699,259	2,020,658
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	1,699,259	2,020,658

SI04 Schedule DB - Part A Verification **NONE**

SI04 Schedule DB - Part B Verification **NONE**

SI05 Schedule DB Part C Section 1 **NONE**

SI06 Schedule DB Part C Section 2 **NONE**

SI07 Schedule DB - Verification **NONE**

SCHEDULE E - Verification
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,499,960	.....
2. Cost of cash equivalents acquired .....	.....	1,499,953
3. Accrual of discount	21	7
4. Unrealized valuation increase (decrease) .....	.....	.....
5. Total gain (loss) on disposals	12	.....
6. Deduct consideration received on disposals	1,499,993	.....
7. Deduct amortization of premium .....	.....	.....
8. Total foreign exchange change in book/adjusted carrying value .....	.....	.....
9. Deduct current year's other than temporary impairment recognized .....	.....	.....
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		1,499,960
11. Deduct total nonadmitted amounts .....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11)		1,499,960

E01 Schedule A Part 2 **NONE**

E01 Schedule A Part 3 **NONE**

E02 Schedule B Part 2 **NONE**

E02 Schedule B Part 3 **NONE**

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	125,894	125,000	51	1
912828VR8	U S TREASURY NOTE		09/05/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	89,164	90,000	34	1
912828TG5	U S TREASURY NOTE		08/16/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	170,598	175,000	45	1
3620A94H1	GNMA POOL #0723624		08/15/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	226,370	212,273	504	1
3620AUUY8	GNMA POOL #0740499		08/16/2013	CITIGROUP GBL MKTS/SALOMON, NEW YORK	XXX	174,900	164,056	390	1
0599999 Subtotal - Bonds - U.S. Governments					XXX	786,925	766,330	1,024	XXX
Bonds - All Other Governments									
68323AAC8	PROVINCE OF ONTARIO CANADA	C	08/13/2013	JP MORGAN CHASE BANK/HSBC, NEW YORK	XXX	341,318	320,000	1,708	1FE
683234DP0	PROVINCE OF ONTARIO CANADA	C	09/27/2013	JP MORGAN CHASE BANK/HSBC, NEW YORK	XXX	336,118	330,000	161	1FE
1099999 Subtotal - Bonds - All Other Governments					XXX	677,437	650,000	1,869	XXX
Bonds - U.S. Special Revenue, Special Assessment									
13033LSP3	CALIFORNIA ST HLTH FACS FING A		07/24/2013	SOUTHWEST SECURITIES INC, DALLAS	XXX	171,878	150,000	3,083	1FE
220245TP9	CORPUS CHRISTI TX UTILITY SYSR		07/18/2013	PIPER JAFFRAY & CO, MINNEAPOLIS	XXX	464,016	400,000	444	
67760HJM4	OHIO ST TURNPIKE COMMISSION		08/13/2013	CITIGROUP GBL MKTS INC, NEW YORK	XXX	558,440	500,000	69	1FE
91412GSX4	UNIV OF CALIFORNIA CA REVENUES		09/26/2013	BARCLAYS CAPITAL INC, NEW YORK	XXX	30,000	30,000		1FE
3132GUG24	FHLMC POOL #Q0-8917		09/20/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	XXX	217,215	215,732	503	1
3138WVCN9	FNMA POOL #0AT7276		09/19/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	401,423	385,000	984	1
3138X5MS3	FNMA POOL #0AU5768		09/19/2013	NOMURA SEC'S, NEW YORK	XXX	201,582	199,695	447	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					XXX	2,044,555	1,880,427	5,531	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
037833AJ9	APPLE INC		09/05/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	33,145	35,000	123	1FE
084664BX8	BERKSHIRE HATHAWAY FINANCE COR		08/06/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	59,968	60,000		1FE
101137AM9	BOSTON SCIENTIFIC CORP		08/09/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	XXX	135,281	135,000	7	2FE
149123BM2	CATERPILLAR INC		08/14/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	XXX	90,907	80,000	51	1FE
172967GG0	CITIGROUP INC		08/06/2013	MITSUBISHI UFJ SECURITIES, NEW YORK	XXX	164,147	165,000	138	1FE
46625HGY0	JPMORGAN CHASE & CO SR NT		07/24/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	103,887	90,000	210	1FE
693304AQ0	PECO ENERGY CO		09/16/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	XXX	84,878	85,000		1FE
713448BT4	PEPSICO INC		08/14/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	78,023	75,000	516	1FE
742718DS5	PROCTER & GAMBLE CO/THE		09/27/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	XXX	133,519	130,000	891	1FE
761713AY2	REYNOLDS AMERICAN INC		09/12/2013	GOLDMAN SACHS & CO, NY	XXX	49,961	50,000		1FE
882508AR5	TEXAS INSTRUMENTS INC		08/14/2013	MILLENNIUM ADVISORS LLC, JERSEY CITY	XXX	57,352	55,000	341	1FE
898365AB7	TRUSTEES BOSTON COLLEGE		08/14/2013	BARCLAYS CAPITAL INC, NEW YORK	XXX	75,000	75,000		1FE
92343VBR4	VERIZON COMMUNICATIONS INC		09/27/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	XXX	43,012	40,000	69	2FE
92343VBP8	VERIZON COMMUNICATIONS INC		09/11/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	49,998	50,000		2FE
983024AM2	WYETH LLC	C	08/14/2013	STIFEL NICOLAUS	XXX	79,727	70,000	1,462	1FE
06366RPR0	BANK OF MONTREAL		07/11/2013	MORGAN STANLEY & CO INC, NY	XXX	79,927	80,000		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)
89114QAE8	TORONTO-DOMINION BANK/THE	C	08/14/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	77,684	75,000	594	1FE
89641UAA9	TRINITY ACQUISITION PLC	R	08/08/2013	BARCLAYS CAPITAL INC, NEW YORK	XXX	34,804	35,000		2FE
12613SAC6	CNH EQUIPMENT TRUST C A3		08/20/2013	CREDIT SUISSE, NEW YORK (CSUS)	XXX	109,987	110,000		1FE
34530DAC3	FORD CREDIT AUTO OWNER TR C A3		07/23/2013	DEUTSCHE BK SEC'S INC, NY (NWSCUS33)	XXX	199,966	200,000		1FE
36830NAC3	GE EQUIPMENT MIDTICKET LL 1 A3		09/17/2013	JPMORGAN CHASE BK/RBS SEC INC, NEW YORK	XXX	99,998	100,000		1FE
44890QAC7	HYUNDAI AUTO RECEIVABLES C A3		09/11/2013	JPMORGAN SECURITIES INC, NEW YORK	XXX	34,994	35,000		1FE
477879AC4	JOHN DEERE OWNER TRUST B A3		08/27/2013	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	XXX	109,985	110,000		1FE
80283HAC6	SANTANDER DRIVE AUTO RECE 4 A3		07/11/2013	CREDIT SUISSE, NEW YORK (CSUS)	XXX	54,994	55,000		1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	2,041,143	1,995,000	4,401	XXX
8399997 Subtotal - Bonds - Part 3					XXX	5,550,060	5,291,757	12,825	XXX
8399999 Subtotal - Bonds					XXX	5,550,060	5,291,757	12,825	XXX
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
00130H105	AES CORP/THE		09/11/2013	BERNSTEIN SANFORD C & CO, NEW YORK	350,000	4,710	XXX		L
00846U101	AGILENT TECHNOLOGIES INC		09/23/2013	LEERINK SWANN & CO, JERSEY CITY	200,000	10,423	XXX		L
01741R102	ALLEGHENY TECHNOLOGIES INC		07/02/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	70,000	1,814	XXX		L
020002101	ALLSTATE CORP/THE		09/23/2013	J P MORGAN SECURITIES INC, BROOKLYN	655,000	34,160	XXX		L
021441100	ALTERA CORP		09/09/2013	DEUTSCHE BK SEC'S INC, NY (NWSCUS33)	2,140,000	75,693	XXX		L
03027X100	AMERICAN TOWER CORP		07/03/2013	OPPENHEIMER & CO INC, NEW YORK	100,000	7,150	XXX		L
031100100	AMETEK INC		09/30/2013	CANTOR FITZGERALD & CO INC, NEW YORK	1,830,000	84,331	XXX		L
031162100	AMGEN INC		08/27/2013	OPPENHEIMER & CO INC, NEW YORK	970,000	109,846	XXX		L
04247X102	ARMSTRONG WORLD INDUSTRIES INC		09/05/2013	PULSE TRADING LLC, BOSTON	200,000	9,910	XXX		L
110122108	BRISTOL-MYERS SQUIBB CO		08/19/2013	MERRILL LYNCH PROFESSIONAL CLRG, PURCHAS	640,000	26,905	XXX		L
111621306	BROCADE COMMUNICATIONS SYSTEMS		09/24/2013	J P MORGAN SECURITIES INC, BROOKLYN	4,630,000	32,705	XXX		L
14040H105	CAPITAL ONE FINANCIAL CORP		09/11/2013	BERNSTEIN SANFORD C & CO, NEW YORK	75,000	5,095	XXX		L
228368106	CROWN HOLDINGS INC		09/30/2013	J P MORGAN SECURITIES INC, BROOKLYN	610,000	25,948	XXX		L
126650100	CVS CAREMARK CORP		07/24/2013	CITIGROUP GBL MKTS INC, NEW YORK	210,000	12,978	XXX		L
267888105	DYNAMIC MATERIALS CORP		08/23/2013	CANTOR FITZGERALD & CO INC, NEW YORK	210,000	4,300	XXX		L
30231G102	EXXON MOBIL CORP		07/25/2013	BERNSTEIN SANFORD C & CO, NEW YORK	330,000	31,269	XXX		L
30303M102	FACEBOOK INC		09/17/2013	PULSE TRADING LLC, BOSTON	1,870,000	82,594	XXX		L
337932107	FIRSTENERGY CORP		08/07/2013	CREDIT SUISSE, NEW YORK (CSUS)	955,000	36,958	XXX		L
350465100	FOUNDATION MEDICINE INC		09/25/2013	GOLDMAN SACHS & CO, NY	5,000	90	XXX		L
37954N206	GLOBE SPECIALTY METALS INC		09/20/2013	CANTOR FITZGERALD & CO INC, NEW YORK	140,000	2,026	XXX		L
422368100	HEARTWARE INTERNATIONAL INC		08/30/2013	INSTINET CORP, NY	190,000	15,252	XXX		L
459200101	INTERNATIONAL BUSINESS MACHINE		07/15/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	345,000	66,802	XXX		L
46122T102	INTREXON CORP		08/08/2013	J P MORGAN SECURITIES INC, BROOKLYN	70,000	1,120	XXX		L
497217109	KIOR INC		08/27/2013	LIQUIDNET INC, BROOKLYN	3,800,000	12,484	XXX		L
50077C106	KRATON PERFORMANCE POLYMERS IN		09/30/2013	CANTOR FITZGERALD & CO INC, NEW YORK	770,000	15,305	XXX		L
539830109	LOCKHEED MARTIN CORP		08/23/2013	J P MORGAN SECURITIES INC, BROOKLYN	340,000	40,922	XXX		L
502161102	LSI CORP		07/22/2013	CREDIT SUISSE, NEW YORK (CSUS)	660,000	5,089	XXX		L
55616P104	MACY'S INC		07/16/2013	CREDIT SUISSE, NEW YORK (CSUS)	305,000	15,258	XXX		L
G5785G107	MALLINCKRODT PLC		07/01/2013	CONVERSION OF COVIDIEN PL	98,130	3,453	XXX		L
55345K103	MRC GLOBAL INC		08/02/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	430,000	10,270	XXX		L

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
62855J104	MYRIAD GENETICS INC .....	.....	09/23/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	140,000	3,468	XXX .....	.....	L
637071101	NATIONAL OILWELL VARCO INC .....	.....	08/02/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	570,000	40,958	XXX .....	.....	L
64110D104	NETAPP INC .....	.....	08/21/2013	INVESTMENT TECHNOLOGY GROUP, NEW YORK	750,000	30,838	XXX .....	.....	L
65249B109	NEWS CORP/NEW .....	.....	07/17/2013	SJ LEVINSON & SONS LLC, JERSEY CITY	1,485,000	23,344	XXX .....	.....	L
655844108	NORFOLK SOUTHERN CORP .....	.....	07/12/2013	J P MORGAN SECURITIES INC, BROOKLYN	170,000	12,566	XXX .....	.....	L
682189105	ON SEMICONDUCTOR CORP .....	.....	08/01/2013	J P MORGAN SECURITIES INC, BROOKLYN	635,000	5,257	XXX .....	.....	L
693506107	PPG INDUSTRIES INC .....	.....	09/09/2013	LIQUIDNET INC, BROOKLYN	170,000	27,259	XXX .....	.....	L
74834L100	QUEST DIAGNOSTICS INC/DE .....	.....	09/25/2013	LEERINK SWANN & CO, JERSEY CITY	515,000	31,250	XXX .....	.....	L
80007P307	SANDRIDGE ENERGY INC .....	.....	08/13/2013	BARCLAYS CAPITAL LE, JERSEY CITY	3,440,000	17,941	XXX .....	.....	L
85208M102	SPROUTS FARMERS MARKETS INC .....	.....	08/01/2013	GOLDMAN SACHS & CO, NY	12,000	216	XXX .....	.....	L
88164L100	TESSERA TECHNOLOGIES INC .....	.....	08/19/2013	LIQUIDNET INC, BROOKLYN	270,000	5,182	XXX .....	.....	L
887317303	TIME WARNER INC .....	.....	09/20/2013	CREDIT SUISSE, NEW YORK (CSUS)	245,000	15,773	XXX .....	.....	L
89417E109	TRAVELERS COS INC/THE .....	.....	09/11/2013	BERNSTEIN SANFORD C & CO, NEW YORK	90,000	7,508	XXX .....	.....	L
902494103	TYSON FOODS INC .....	.....	07/15/2013	J P MORGAN SECURITIES INC, BROOKLYN	185,000	5,075	XXX .....	.....	L
904034105	ULTRATECH INC .....	.....	08/09/2013	JEFFERIES & CO INC, NEW YORK	200,000	5,919	XXX .....	.....	L
911312106	UNITED PARCEL SERVICE INC .....	.....	09/23/2013	SJ LEVINSON & SONS LLC, JERSEY CITY	170,000	15,554	XXX .....	.....	L
91347P105	UNIVERSAL DISPLAY CORP .....	.....	07/29/2013	BARCLAYS CAPITAL LE, JERSEY CITY	10,000	273	XXX .....	.....	L
958102105	WESTERN DIGITAL CORP .....	.....	08/23/2013	GOLDMAN SACHS EXECUTION & CLEARING, NY	235,000	15,598	XXX .....	.....	L
G5480U120	LIBERTY GLOBAL PLC SHS CL C	R	08/23/2013	GOLDMAN SACHS & CO, NY	275,000	20,518	XXX .....	.....	L
80105N105	SANOFI	R	08/21/2013	CREDIT SUISSE, NEW YORK (CSUS)	390,000	20,383	XXX .....	.....	L
G7945M107	SEAGATE TECHNOLOGY	R	07/26/2013	SJ LEVINSON & SONS LLC, JERSEY CITY	245,000	10,595	XXX .....	.....	L
826197501	SIEMENS AG	R	09/23/2013	CREDIT SUISSE, NEW YORK (CSUS)	320,000	36,388	XXX .....	.....	L
G87210103	UTI WORLDWIDE INC SHS	R	09/06/2013	WELLS FARGO SECURITIES LLC, CHARLOTTE	50,000	800	XXX .....	.....	L
92857W209	VODAFONE GROUP PLC	R	07/19/2013	BERNSTEIN SANFORD C & CO, NEW YORK	150,000	4,424	XXX .....	.....	L
909999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated) .....	.....	.....	.....	.....	XXX	1,141,946	XXX .....	.....	XXX
Common Stocks - Mutual Funds					.....	.....	.....	.....	.....
0075W0700	ADVISORS INNER CIRCLE FD UTD .....	.....	09/30/2013	NON-BROKER TRADE	1,175,819	14,463	XXX .....	.....	L
9299999 Subtotal - Common Stocks - Mutual Funds .....	.....	.....	.....	.....	XXX	14,463	XXX .....	.....	XXX
9799997 Subtotal - Common Stocks - Part 3 .....	.....	.....	.....	.....	XXX	1,156,408	XXX .....	.....	XXX
9799999 Subtotal - Common Stocks .....	.....	.....	.....	.....	XXX	1,156,408	XXX .....	.....	XXX
9899999 Subtotal - Preferred and Common Stocks .....	.....	.....	.....	.....	XXX	1,156,408	XXX .....	.....	XXX
9999999 Total - Bonds, Preferred and Common Stocks .....	.....	.....	.....	.....	XXX	6,706,468	XXX	12,825	XXX

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

QE04.2

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Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of
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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.	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																					
912828U0M	U.S. TREASURY NOTE	08/30/2013	STANDISH	XXX	532,534	535,000	535,127	(7)	45	(7)	45	535,106	(2,573)	2,695	1,085	02/15/2016	1				
912828U0D	U.S. TREASURY NOTE	09/06/2013	JPMORGAN SECURITIES INC	XXX	334,505	335,000	333,954	334,213				334,259	246	246	245	12/31/2014	1				
912828VA5	U.S. TREASURY NOTE	08/26/2013	JP MORGAN CHASE	XXX	388,364	415,000	408,469	142	54	142	54	408,690	(20,327)	1,510	1,510	04/30/2020	1				
912828UW8	U.S. TREASURY NOTE	08/30/2013	STANDISH	XXX	678,362	685,000	684,039	15	15	15	15	684,142	(5,779)	641	641	04/15/2016	1				
912828SU5	U.S. TREASURY NOTE	08/30/2013	STANDISH	XXX	99,852	100,000	99,735	99,830				99,845	7	7	7	05/15/2015	1				
912828KD1	U.S. TREASURY NOTE	08/26/2013	MERRILL LYNCH PIERCE FENN	XXX	193,487	184,000	189,419	187,914	(103)	82	(103)	82	187,811	5,676	5,676	2,695	02/15/2019	1			
912828TT7	U.S. TREASURY NOTE	08/30/2013	STANDISH	XXX	413,315	415,000	413,542	413,862				413,944	(629)	(629)	388	10/15/2015	1				
912828TR1	U.S. TREASURY NOTE	07/29/2013	MORGAN STANLEY & CO INC.	XXX	200,590	210,000	207,368	32	32	32	32	207,521	(6,930)	694	694	09/30/2019	1				
3620A94H1	GNMA POOL #0723624	09/16/2013	Redemption	XXX	4,367	4,367	4,367	4,367	(6)	0	0	4,367	16	16	16	01/15/2040	1				
3620AUUJ8	GNMA POOL #0740499	09/16/2013	Redemption	XXX	250	250	267	267	0	0	0	250	1	1	1	08/15/2040	1				
3623015T5	GNMA GTD REMIC P/T 13-57 A	09/16/2013	Redemption	XXX	58,929	58,929	63,182	59,324	(395)	0	0	58,929	393	10/15/2041	1						
38378KGV5	GNMA GTD REMIC P/T 13-57 A	09/16/2013	Redemption	XXX	974	974	976	974	0	0	0	974	2	2	2	06/16/2037	1				
36202FZ7	GNMA II POOL #0005258	09/20/2013	Redemption	XXX	15,966	15,966	16,597	15,974	(8)	(8)	15,966	87	87	87	12/20/2041	1					
36202F2L9	GNMA II POOL #0005279	09/20/2013	Redemption	XXX	16,780	16,780	17,595	16,792	(12)	(12)	16,780	90	90	90	01/20/2042	1					
36179MC24	GNMA II POOL #0MA0089	09/20/2013	Redemption	XXX	36,472	36,472	39,658	36,472			36,472	231	231	231	05/20/2042	1					
0599999	Subtotal - Bonds - U.S. Governments			XXX	2,974,747	3,012,738	3,014,586	1,164,380	(161)	(161)	(161)	3,005,056	(30,309)	(30,309)	8,152	XXX	XXX				
Bonds - All Other Governments																					
68323AAC8	PROVINCE OF ONTARIO CANADA	C 09/27/2013	JP MORGAN CHASE	XXX	341,005	320,000	341,318	(606)	(606)	(606)	340,713	292	292	292	2,996	12/15/2017	IFE				
6832348A9	PROVINCE OF ONTARIO CANADA	I 08/13/2013	BANK/HSBC SG AMERICAS SECURITIES LL	XXX	340,425	330,000	352,846	205,890	427	427	341,010	(585)	(585)	2,255	06/16/2014	1FE					
748148RQ8	PROVINCE OF QUEBEC CANADA	I 08/30/2013	STANDISH	XXX	181,859	170,000	189,589	180,443	(904)	(904)	179,539	2,320	2,320	2,320	2,042	05/26/2015	1FE				
1099999	Subtotal - Bonds - All Other Governments			XXX	863,289	820,000	883,753	386,333	(1,082)	(1,082)	861,262	2,027	2,027	2,027	7,293	XXX	XXX				
Bonds - U.S. Special Revenue, Special Assessment																					
31331KHW3	FEDERAL FARM CR BK CONS BD	08/30/2013	STANDISH	XXX	508,415	500,000	514,781	508,836	(1,060)	(1,060)	507,776	639	639	2,280	11/19/2014	1					
313381PY5	FEDERAL HOME LN BK CONS BD	08/30/2013	STANDISH	XXX	269,247	270,000	269,649	269,930	21	21	269,724	(477)	(477)	381	10/23/2015	1					
3137EACY3	FEDERAL HOME LN MTG CORP	08/19/2013	DEUTSCHE BK SEC'S INC, NY	XXX	503,221	500,000	499,830	499,923	8	8	499,931	3,290	3,290	885	11/25/2014	1					
3137EADM8	FEDERAL HOME LN MTG CORP	08/14/2013	BARCLAYS CAPITAL INC, NEW	XXX	505,641	535,000	534,597	534,641	(13)	(13)	534,627	(28,986)	(28,986)	2,471	10/02/2019	1					
3134G3P38	FEDERAL HOME LN MTG CORP	08/30/2013	STANDISH	XXX	258,456	260,000	260,130	260,000			260,000	(1,544)	(1,544)	786	10/05/2016	1					
3135G0PQ0	FEDERAL NATL MTG ASSN	09/24/2013	MORGAN STANLEY & CO INC,	XXX	492,320	500,000	501,432	501,236	(66)	(66)	501,169	(8,849)	(8,849)	1,811	10/26/2017	1					
3128PWC89	FHLMC POOL #J1-6395	09/16/2013	Redemption	XXX	20,839	20,839	21,959	20,950	(111)	(111)	20,839	84	84	84	08/01/2021	1					
3132GEFH8	FHLMC POOL #Q0-1068	09/16/2013	Redemption	XXX	90,208	90,208	99,116	91,003	(795)	(795)	90,208	430	430	430	05/01/2041	1					
3132GETD2	FHLMC POOL #Q0-1448	09/16/2013	Redemption	XXX	1,911	1,911	2,069	1,907	4	4	1,911	16	16	16	06/01/2041	1					
3132GF4F1	FHLMC POOL #Q0-2622	09/16/2013	Redemption	XXX	61,431	61,431	67,152	62,407	(976)	(976)	61,431	287	287	287	08/01/2041	1					
3132HNEB1	FHLMC POOL #Q1-1930	09/16/2013	Redemption	XXX	2,011	2,011	2,109	2,011	0	0	2,011	15	15	15	10/01/2042	1					
3132J7W99	FHLMC POOL #Q1-6571	09/16/2013	Redemption	XXX	803	803	826	803	0	0	803	4	4	4	03/01/2043	1					
31417DC35	FNMA POOL #0AB6211	09/25/2013	Redemption	XXX	603	603	633	603	0	0	603	3	3	3	08/01/2042	1					
31417EH7	FNMA POOL #0AB7431	09/25/2013	Redemption	XXX	1,283	1,283	1,345	1,283	0	0	1,283	7	7	7	10/01/2042	1					
31419JSV1	FNMA POOL #0AE7731	09/25/2013	Redemption	XXX	20,630	20,630	22,252	(92)	(92)	(92)	20,630	150	150	150	11/01/2040	1					
31419MC25	FNMA POOL #0AE9988	09/25/2013	Redemption	XXX	58,722	62,419	59,365	(643)	(643)	(643)	58,722	391	391	391	07/01/2026	1					
3138AJV1	FNMA POOL #0A15127	09/25/2013	Redemption	XXX	5,207	5,207	5,544	5,208	(1)	(1)	5,207	35	35	35	09/01/2026	1					
3138ALLZ8	FNMA POOL #0A16643	09/25/2013	Redemption	XXX	36,226	36,226	38,688	(180)	(180)	(180)	36,226	234	234	234	08/01/2041	1					
3138ASCZ3	FNMA POOL #0A10987	09/25/2013	Redemption	XXX	41,521	41,521	43,791	41,632	(111)	(111)	41,521	193	193	193	09/01/2026	1					
3138AUP43	FNMA POOL #0AJ3142	09/25/2013	Redemption	XXX	14,090	14,090	15,032	(52)	(52)	(52)	14,090	109	109	109	10/01/2041	1					
3138EORS0	FNMA POOL #0AJ7696	09/25/2013	Redemption	XXX	17,335	18,698	(60)	(60)	(60)	(60)	17,335	111	111	111	12/01/2041	1					
3138LUQS7	FNMA POOL #0AO4064	09/25/2013	Redemption	XXX	7,832	7,832	8,354	7,848	(16)	(16)	7,832	44	44	44	06/01/2042	1					
3138LVXA6	FNMA POOL #0AO5172	09/25/2013	Redemption	XXX	2,470	2,470	2,612	(4)	(4)	(4)	2,470	12	12	12	06/01/2022	1					
3138MODJ6	FNMA POOL #0AO8204	09/25/2013	Redemption	XXX	547	547	583	547	0	0	547	4	4	4	06/01/2042	1					

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1 CUSIP Identification	2 Description	3 F o r e i g n Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 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.										
3138NXNF0	FNMA POOL #0AR1289	09/25/2013	Redemption	XXX	634	634	666	0	0	0	0	0	0	634				3	12/01/2042	1			
3138W03B3	FNMA POOL #0AR3493	09/25/2013	Redemption	XXX	4,631	4,631	4,789	(4)	(4)	(7)	(7)	(5)	(5)	4,631				30	01/01/2043	1			
31417Y7F8	FNMA POOL #0MA0893	09/25/2013	Redemption	XXX	14,960	14,960	15,778	14,966	14,960	27,628	27,633	0	0	14,960				108	10/01/2021	1			
31418AAF5	FNMA POOL #0MA0905	09/25/2013	Redemption	XXX	27,628	27,628	28,828	27,633	27,628	8,390	8,389	0	0	27,628				162	10/01/2021	1			
31418AFD5	FNMA POOL #0MA1063	09/25/2013	Redemption	XXX	8,390	8,390	8,837	8,389	8,390	11,699	12,288	(31)	(31)	8,390				40	05/01/2022	1			
31418AH76	FNMA POOL #0MA1153	09/25/2013	Redemption	XXX	11,699	11,699	12,288							11,699				57	07/01/2022	1			
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment				XXX	2,991,701	3,019,403	3,067,720	2,650,424	(4,196)	(4,196)				3,027,630				(35,928)	(35,928)	11,158			
Bonds - Industrial and Miscellaneous (Unaffiliated)																							
0258M0DE6	AMERICAN EXPRESS CREDIT CORP	08/30/2013	STANDISH	XXX	131,983	130,000	132,945	132,068		(176)	(176)			131,893				90	90	493	06/12/2015	1FE	
05531FAL7	BB&T CORPORATION	08/30/2013	STANDISH	XXX	68,871	70,000	70,162	39,938		(5)	(5)			70,153				(1,282)	(1,282)	607	08/15/2017	1FE	
084664BP5	BERKSHIRE HATHAWAY FINANCE COR	08/06/2013	MIZUHO SECURITIES USA INC	XXX	80,107	80,000	79,810	79,954		9	9			79,963				144	144	163	01/10/2014	1FE	
084664BX8	BERKSHIRE HATHAWAY FINANCE COR	08/30/2013	STANDISH	XXX	59,901	60,000	59,968		0		0			59,969				(68)	(68)	24	08/15/2016	1FE	
097023AY1	BOEING CO/THE	09/04/2013	WELLS FARGO SECURITIES	LL	83,334	80,000	84,650		(431)		(431)			83,245				90	90	1,587	02/15/2015	1FE	
10138MAH8	BOTTLING GROUP LLC	08/14/2013	MERRILL LYNCH PROFESSIONA	XXX	119,232	115,000	130,975	119,760		(911)	(911)			118,849				383	383	3,419	03/15/2014	1FE	
14912L4Y4	CATERPILLAR FINANCIAL SERVICES	08/14/2013	WELLS FARGO SECURITIES	LL	100,815	100,000	101,159		(84)		(84)			100,820				(5)	(5)	200	12/15/2014	1FE	
172967EY3	CITIGROUP INC	08/06/2013	WELLS FARGO SECURITIES	LL	158,132	150,000	161,681	154,819		(457)	(457)			154,362				3,770	3,770	4,702	08/12/2014	1FE	
191216AP5	COCA-COLA CO/THE	08/30/2013	STANDISH	XXX	81,514	80,000	82,265		(149)		(149)			81,988				(474)	(474)	350	11/15/2015	1FE	
205887BR2	CONAGRA FOODS INC	08/12/2013	MERRILL LYNCH PIERCE	FENN	61,809	65,000	64,840		2		2			64,848				(3,039)	(3,039)	1,156	01/25/2023	2FE	
263534BX6	EI DU PONT DE NEMOURS & CO	08/30/2013	STANDISH	XXX	63,616	60,000	64,818		(399)		(399)			63,720				(103)	(103)	1,307	03/15/2015	1FE	
36962G4G6	GENERAL ELECTRIC CAPITAL CORP	08/30/2013	STANDISH	XXX	67,376	65,000	68,217	66,466		(176)	(176)			66,290				1,086	1,086	718	11/14/2014	1FE	
38143USC6	GOLDMAN SACHS GROUP INC/THE	08/30/2013	STANDISH	XXX	62,795	60,000	63,829		(220)		(220)			63,184				(389)	(389)	1,226	02/07/2016	1FE	
438516AY2	HONEYWELL INTERNATIONAL INC	09/04/2013	WELLS FARGO SECURITIES	LL	65,872	65,000	67,351		(431)		(431)			65,976				(104)	(104)	1,427	02/15/2014	1FE	
46625HJJ0	JPMORGAN CHASE & CO	07/24/2013	JPMORGAN SECURITIES INC	XXX	97,823	105,000	104,435		4		4			104,447				(6,623)	(6,623)	866	05/01/2023	1FE	
594918AG9	MICROSOFT CORP	08/30/2013	STANDISH	XXX	92,013	90,000	92,773		(179)		(179)			92,231				(217)	(217)	629	09/25/2015	1FE	
66989HAC2	NOVARTIS CAPITAL CORP	08/30/2013	STANDISH	XXX	114,210	110,000	114,947		(436)		(436)			114,365				(155)	(155)	1,116	04/24/2015	1FE	
717081DA8	PFIZER INC	08/14/2013	MKT'S/SALOMO	XXX	176,982	165,000	187,853	176,666		(920)		(920)			175,746				1,237	1,237	3,776	03/15/2015	1FE
742718DU0	PROCTER & GAMBLE CO/THE	09/27/2013	MERRILL LYNCH PROFESSIONA	XXX	140,518	140,000	140,859		(71)		(71)			140,574				(56)	(56)	618	08/15/2014	1FE	
792860AH1	TRAVELERS COS INC/THE	08/30/2013	STANDISH	XXX	66,137	60,000	67,678		(461)		(461)			66,288				(151)	(151)	816	12/01/2015	1FE	
92343VBH6	VERIZON COMMUNICATIONS	09/04/2013	GOLDMAN SACHS & CO, NY	XXX	89,280	90,000	90,103		(7)		(7)			90,074				(794)	(794)	222	11/02/2015	1FE	
931142CX9	WAL-MART STORES INC	08/30/2013	STANDISH	XXX	132,315	130,000	133,632		(220)		(220)			132,859				(543)	(543)	678	10/25/2015	1FE	
89114QAJ7	TORONTO-DOMINION BANK/THE	C 08/14/2013	MERRILL LYNCH PROFESSIONA	XXX	80,003	80,000	80,000							80,000				3	3	105	05/01/2015	1FE	
89153UAB7	TOTAL CAPITAL CANADA LTD	I 09/27/2013	JP MORGAN CHASE BANK/HSBC	XXX	120,530	120,000	122,460	120,614		(272)	(272)			120,343				188	188	1,322	01/28/2014	1FE	
055451AK4	BHP BILLITON FINANCE USA LTD	F 08/30/2013	STANDISH	XXX	86,112	85,000	88,031		(141)		(141)			87,768				(1,656)	(1,656)	439	11/21/2016	1FE	
22303QAL4	CVIDIEN INT'L FINANCE SA	R 08/19/2013	MILLENNIUM ADVISORS LLC	XXX	100,342	95,000	100,627	99,176		(77)	(77)			99,099				1,243	1,243	743	06/15/2020	1FE	
76720AA44	RIO TINTO FINANCE USA PLC	F 09/04/2013	MILLENNIUM ADVISORS LLC	XXX	35,031	35,000	35,246		(24)		(24)			35,194				(163)	(163)	185	03/20/2015	1FE	
822582AQ5	SHELL INTERNATIONAL FIN	R 08/30/2013	STANDISH	XXX	104,582	100,000	105,446	102,358		(194)	(194)			102,163				2,419	2,419	534	06/28/2015	1FE	
85771SAC0	STATOIL ASA	F 08/30/2013	STANDISH	XXX	153,890	150,000	158,028	154,147		(533)	(533)			153,615				275	275	1,631	10/15/2014	1FE	
02005ABC1	ALLY MASTER OWNER TRUST 1 A2	07/23/2013	NOMURA SEC'S, NEW YORK	XXX	261,808	260,000	264,936	263,670		(102)	(102)			263,567				(1,760)	(1,760)	637	01/15/2016	1FE	
14313LAB2	CARMAX AUTO OWNER TRUST 1 A2	09/16/2013	Redemption	XXX	7,272	7,272			0		0			7,272						7,272	03/15/2016	1FE	
12616VA88	CNH EQUIPMENT TRUST C A2	08/15/2013	Redemption	XXX	16,110	16,110	16,110							16,110				0	0	13	04/15/2015	1FE	
34530CAC5	FORD CREDIT AUTO LEASE TR A A3	08/30/2013	STANDISH	XXX	99,846	100,000	99,990		1		1			99,992				(146)	(146)	125	03/15/2016	1FE	
34529TAC1	FORD CREDIT AUTO LEASE TR B A3	09/16/2013	Redemption	XXX	106,161	106,161	106,148	106,158		3	3			106,161				176	176	10,15/2014	1FE		
34528QBE3	FORD CREDIT FLOORPLAN 11-2 A1	09/16/2013	Call	XXX	175,000	175,000	174,969	174,982		18	18			175,000				578	578	09/15/2015	1FE		
36161YAB2	GE EQUIPMENT 2012-																						

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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.								
80283GAC8	SANTANDER DRIVE AUTO RECE 3 A3	F	08/30/2013	STANDISH	XXX	119,149	120,000	119,998		0	0	0	0	0	119,998	(849)	(849)	175	09/15/2017	1FE		
78447NAB2	SMART TRUST/AUSTRALIA 1US A2A	F	09/16/2013	Redemption	XXX	12,506	12,506	12,506		0	0	0	0	0	12,506			18	05/14/2015	1FE		
78447NAD8	SMART TRUST/AUSTRALIA 1US A3A	F	08/30/2013	STANDISH	XXX	109,878	110,000	109,996		0	0	0	0	0	109,997	(119)	(119)	195	09/14/2016	1FE		
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					XXX	4,444,240	4,384,119	4,509,480	2,080,282		(7,165)		(7,165)			4,452,845	(8,605)	(8,605)	33,856	XXX	XXX	
8399997 Subtotal - Bonds - Part 4					XXX	11,273,977	11,236,260	11,475,540	6,281,420		(12,604)		(12,604)			11,346,793	(72,816)	(72,816)	60,458	XXX	XXX	
8399999 Subtotal - Bonds					XXX	11,273,977	11,236,260	11,475,540	6,281,420		(12,604)		(12,604)			11,346,793	(72,816)	(72,816)	60,458	XXX	XXX	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																						
003654100	ABIMED INC		08/01/2013	BTIG LLC, SAN FRANCISCO INVESTMENT TECHNOLOGY	440,000	10,428	XXX	5,919	(3,567)				(3,567)		5,919	4,509	4,509		XXX	L		
003830106	ABRAXAS PETROLEUM CORP		07/09/2013	GRO	480,000	998	XXX	1,494	1,008	486			486		1,494	(506)	(506)		XXX	L		
025537101	AMERICAN ELECTRIC POWER CO INC		07/31/2013	GOLDMAN SACHS & CO, NY	560,000	26,019	XXX	21,755	25,077	(3,322)			(3,322)		21,755	4,265	4,265		XXX	L		
03073E105	AMERISOURCEBERGEN CORP		09/16/2013	CREDIT SUISSE, NEW YORK	445,000	26,389	XXX	16,916	24,844	(7,928)			(7,928)		16,916	9,473	9,473	38	XXX	L		
031162100	AMGEN INC		08/30/2013	J P MORGAN SECURITIES INC	90,000	9,811	XXX	4,940	8,879	(3,939)			(3,939)		4,940	4,870	4,870		XXX	L		
037598109	APOGEE ENTERPRISES INC		07/25/2013	CANTOR FITZGERALD & CO IN	170,000	4,623	XXX	1,983	4,080	(2,097)			(2,097)		1,983	2,641	2,641	11	XXX	L		
054937107	BB&T CORP		08/21/2013	CITATION GROUP/BCC CLRG	280,000	9,972	XXX	7,818	9,486	(1,668)			(1,668)		7,818	2,153	2,153		XXX	L		
084423102	BERKLEY W R CORP COM		09/04/2013	PULSE TRADING LLC, BOSTON	220,000	9,078	XXX	4,830	8,989	(4,159)			(4,159)		4,830	4,248	4,248	22	XXX	L		
140781105	CARBO CERAMICS INC		07/25/2013	WEDBUSH MORGAN SEC'S INC, INC	340,000	24,961	XXX	26,779		3,853			3,853		26,779	(1,818)	(1,818)		XXX	L		
14170T101	CAREFUSION CORP		07/02/2013	J P MORGAN SECURITIES INC	705,000	26,193	XXX	18,174	25,979	(7,806)			(7,806)		18,174	8,020	8,020		XXX	L		
808513105	CHARLES SCHWAB CORP/THE		08/20/2013	J P MORGAN SECURITIES INC, INC	1,460,000	31,600	XXX	20,035	30,996	(10,960)			(10,960)		20,035	11,564	11,564	88	XXX	L		
17275R102	CISCO SYSTEMS INC		07/19/2013	MORGAN STANLEY & CO INC, INC	2,400,000	61,678	XXX	44,032	58,416	(14,384)			(14,384)		44,032	17,645	17,645	393	XXX	L		
191216100	COCA-COLA CO/THE		09/23/2013	BARCLAYS CAPITAL LE, JERS	2,130,000	82,169	XXX	87,441		2,007			2,007		87,441	(5,272)	(5,272)	596	XXX	L		
21036P108	CONSTELLATION BRANDS INC		07/19/2013	INVESTMENT TECHNOLOGY GRO	310,000	16,109	XXX	8,850	16,157	(7,307)			(7,307)		8,850	7,259	7,259		XXX	L		
22160K105	COSTCO WHOLESALE CORP		09/06/2013	BARCLAYS CAPITAL LE, JERS	120,000	13,737	XXX	11,802	13,268	(1,467)			(1,467)		11,802	1,936	1,936	37	XXX	L		
222816100	COVANCE INC		07/03/2013	AVONDALE PARTNERS LLC, NA	30,000	2,312	XXX	1,456	2,284	(829)			(829)		1,456	856	856		XXX	L		
228368106	CROWN HOLDINGS INC		07/30/2013	SIDOTI & CO LLC, NEW YORK	440,000	19,250	XXX	11,563	18,097	(6,534)			(6,534)		11,563	7,687	7,687		XXX	L		
252131107	DEXCOM INC		09/25/2013	WILLIAM BLAIR & CO, CHICA DRIL-QUIP INC	160,000	4,393	XXX	442	3,592	(3,150)			(3,150)		442	3,951	3,951		XXX	L		
262037104	DRIL-QUIP INC		07/03/2013	GRO	90,000	8,265	XXX	1,846	8,126	(6,280)			(6,280)		1,846	6,419	6,419		XXX	L		
278642103	EBAY INC		08/05/2013	SJ LEVINSON & SONS LLC, J	640,000	33,804	XXX	21,980	33,101	(11,121)			(11,121)		21,980	11,824	11,824		XXX	L		
278865100	ECOLAB INC		09/06/2013	INVESTMENT TECHNOLOGY GRO	80,000	7,419	XXX	5,879		(937)			(937)		5,879	1,541	1,541	18	XXX	L		
26875P101	EOG RESOURCES INC		09/25/2013	J P MORGAN SECURITIES INC	230,000	35,703	XXX	19,711	30,286	(10,575)			(10,575)		19,711	15,991	15,991	43	XXX	L		
31620R105	FIDELITY NATIONAL FINANCIAL IN		09/19/2013	BARCLAYS CAPITAL LE, JERS	1,000,000	25,794	XXX	17,592	23,810	(6,218)			(6,218)		17,592	8,202	8,202	130	XXX	L		
350465100	FOUNDATION MEDICINE INC		09/26/2013	INVESTMENT TECHNOLOGY GRO	5,000	170	XXX	90							90	80	80		XXX	L		
369604103	GENERAL ELECTRIC CO		07/24/2013	J P MORGAN SECURITIES INC	2,585,000	61,994	XXX	50,790	26,553	(9,156)			(9,156)		50,790	11,204	11,204	491	XXX	L		
406216101	HALLIBURTON CO		07/26/2013	J P MORGAN SECURITIES INC	920,000	40,809	XXX	27,771	38,382	(10,612)			(10,612)		27,771	13,038	13,038		XXX	L		
444859102	HUMANA INC COM		09/30/2013	PULSE TRADING LLC, BOSTON	520,000	48,179	XXX	32,985	25,736	(10,892)			(10,892)		32,985	15,194	15,194	140	XXX	L		
45784P101	INSULET CORP		09/26/2013	CANTOR FITZGERALD & CO IN	140,000	5,002	XXX	1,081	4,397	(3,317)			(3,317)		1,081	3,921	3,921		XXX	L		
48273U102	K12 INC		09/20/2013	LIQUIDNET INC, BROOKLYN	300,000	10,215	XXX	6,168	7,881	(1,713)			(1,713)		6,168	4,048	4,048		XXX	L		
48242W106	KBR INC		07/09/2013	BARCLAYS CAPITAL LE, JERS	190,000	6,031	XXX	5,570	(605)				(605)		5,570	461	461		XXX	L		
50076Q106	KRAFT FOODS GROUP INC		09/13/2013	DEUTSCHE BK SEC'S INC, NY	948,000	50,666	XXX	39,450	52,965	(13,514)			(13,514)		39,450	11,215	11,215	474	XXX	L		

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.	15 Total Foreign Exchange Change in B/A.C.V.								
515098101	LANDSTAR SYSTEM .....	...	07/03/2013	MERRILL LYNCH PIERCE																		
G5785G107	MALLINCKRODT PLC .....	...	07/08/2013	CITIGROUP GBL MKTS INC, N	260,000	13,587	XXX	7,494	13,390	(5,896)												
571748102	MARSH & MCLENNAN COS INC .....	...	09/30/2013	CREDIT SUISSE, NEW YORK	98,125	4,237	XXX	3,453														
594918104	MICROSOFT CORP .....	...	09/20/2013	CREDIT SUISSE, NEW YORK	565,000	24,847	XXX	16,806	22,555	(5,749)												
63009F105	NANOSPHERE INC COM .....	...	09/10/2013	DEUTSCHE BK SECS INC, NY	575,000	18,878	XXX	16,127	19,866	(3,740)												
654106103	NIKE INC .....	...	09/17/2013	MKM PARTNERS LLC,	1,500,000	3,132	XXX	9,923	4,605	5,318												
674599105	OCCIDENTAL PETROLEUM CORP .....	...	08/05/2013	GREENWIL	1,340,000	89,289	XXX	69,523	59,222	(15,808)												
695156109	PACKAGING CORP OF AMERICA .....	...	07/25/2013	HOUSTO	660,000	58,468	XXX	62,393	58,892	3,501												
717081103	PFIZER INC .....	...	08/26/2013	INSTINET CORP, NY	60,000	3,178	XXX	808	2,938	(2,130)												
740585104	PREMIERE GLOBAL SVCS INC .....	...	07/18/2013	OPPENHEIMER & CO INC	3,320,000	93,685	XXX	53,868	92,993	(39,125)												
761565100	REX ENERGY CORP COM .....	...	07/26/2013	REX ENERGY CORP COM	140,000	1,673	XXX	1,151	1,690	(539)												
775133101	ROGERS CORP .....	...	09/25/2013	LIQUIDNET INC, BROOKLYN	650,000	11,975	XXX	7,573	11,427	(3,854)												
74972G103	RPX CORP .....	...	07/30/2013	LIQUIDNET INC, BROOKLYN	160,000	8,964	XXX	4,704	7,571	(2,867)												
781295100	RUE21 INC .....	...	09/24/2013	INSTINET CORP, NY	530,000	9,971	XXX	5,521	8,904	(3,383)												
78388J106	SBA COMMUNICATIONS CORP COM .....	...	08/22/2013	WEEDEN & CO, NEW YORK	440,000	17,982	XXX	10,480	18,308	(7,828)												
85208M102	SPROUTS FARMERS MARKETS INC .....	...	08/01/2013	SBA COMMUNICATIONS CORP COM	170,000	12,314	XXX	5,498	12,600	(7,102)												
854502101	STANLEY BLACK & DECKER INC .....	...	07/26/2013	INVESTMENT TECHNOLOGY	12,000	464	XXX	216														
855030102	STAPLES INC .....	...	09/19/2013	GRO	490,000	40,892	XXX	34,715	37,877	(3,162)												
92342Y109	VERIFONE SYSTEMS INC .....	...	09/26/2013	JEFFERIES & CO INC, NEW Y	1,080,000	16,114	XXX	16,920	17,140	(219)												
981475106	WORLD FUEL SERVICES CORP .....	...	09/30/2013	J P MORGAN SECURITIES	150,000	3,458	XXX	4,755	2,522	2,234												
535919203	LIONS GATE ENTERTAINMENT CORP	C	07/08/2013	PACIFIC CREST SECURITIES	100,000	3,722	XXX	1,212	3,998	(2,786)												
G2554F113	COVIDIEN PLC	F	07/01/2013	CITIGROUP GBL MKTS INC, N	520,000	15,817	XXX	3,577	14,284	(10,708)												
M87245102	SYNERON MEDICAL LTD	F	07/25/2013	PIPER JAFFRAY & CO, MINNE	3,453	XXX	3,453	4,444	(991)													
G9319H102	VALIDUS HOLDINGS LTD COM SHS	F	07/24/2013	CANTOR FITZGERALD & CO	370,000	3,230	XXX	4,110	3,219	891												
H27013103	WEATHERFORD INTERNATIONAL LTD	F	08/05/2013	IN	2,100,000	29,654	XXX	26,825	5,549	(1,945)												
909999999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)			XXX	1,213,017	XXX	906,031	936,860	(266,290)													
9799997	Subtotal - Common Stocks - Part 4			XXX	1,213,017	XXX	906,031	936,860	(266,290)													
979999999	Subtotal - Common Stocks			XXX	1,213,017	XXX	906,031	936,860	(266,290)													
989999999	Subtotal - Preferred and Common Stocks			XXX	1,213,017	XXX	906,031	936,860	(266,290)													
999999999	Total - Bonds, Preferred and Common Stocks			XXX	12,486,995	XXX	12,381,571	7,218,280	(266,290)	(12,604)												

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

QE05.3

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

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

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

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

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

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

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

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

1			2	3	4	5	Book Balance at End of Each Month			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
							First Month	Second Month	Third Month	*
open depositories										
Huntington Bank	Maumee, Oh .....		.....	.....	1,734	.....	6,196,533	9,278,889	4,192,996	XXX
Huntington Bank	Maumee, OH .....		.....	.....	22	.....	206,335	206,344	206,353	XXX
Mellon Bank	Pittsburgh, Pa .....		.....	.....	.....	.....	.....	.....	153	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 ..	1,756	.....	6,402,868	9,485,233	4,399,502	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 ..	1,756	.....	6,402,868	9,485,233	4,399,502	XXX
0499999 Cash in Company's Office			XXX	... XXX ..	XXX ..	... XXX ..	367	367	367	XXX
0599999 Total Cash			XXX	... XXX ..	1,756	.....	6,403,235	9,485,600	4,399,869	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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