



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013

OF THE CONDITION AND AFFAIRS OF THE

Mount Carmel Health Plan, Inc

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

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

Country of Domicile US

Licensed as business type:

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

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

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

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

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

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

Internet Website Address www.medigold.com

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

OFFICERS

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

OTHER OFFICERS

DIRECTORS OR TRUSTEES

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

State of Ohio }  
County of Franklin } SS

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

Keith Colman Robert Paskowski Hugh Jones  
Chairperson Chief Executive Officer Treasurer

Subscribed and sworn to before me this day of  
a. Is this an original filing? Yes (X) No ( )  
b. If no: 1. State the amendment number  
2. Date filed  
3. Number of pages attached

ASSETS

	Current Statement Date			4  Prior Year Net Admitted Assets
	1  Assets	2  Nonadmitted Assets	3 Net Admitted Assets (Col. 1 minus Col. 2)	
1. Bonds .....	124,456,787		124,456,787	117,957,013
2. Stocks:				
2.1 Preferred stocks .....				
2.2 Common stocks .....	68,602,363		68,602,363	55,325,320
3. Mortgage loans on real estate:				
3.1 First liens .....				
3.2 Other than first liens .....				
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....				
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....				
4.3 Properties held for sale (less \$ ..... encumbrances) .....				
5. Cash (\$ ..... (1,914,266) ), cash equivalents (\$ ..... 50,288,371 ) and short-term investments (\$ ..... 71,791,736 ) .....	120,165,843		120,165,843	116,147,030
6. Contract loans (including \$ ..... premium notes) .....				
7. Derivatives .....				
8. Other invested assets .....				
9. Receivables for securities .....				
10. Securities lending reinvested collateral assets .....				
11. Aggregate write-ins for invested assets .....				
12. Subtotals, cash and invested assets (Line 1 to Line 11) .....	313,224,993		313,224,993	289,429,363
13. Title plants less \$ ..... charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	873,219		873,219	743,404
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	2,286,752		2,286,752	2,078,812
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....				
15.3 Accrued retrospective premiums .....				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....				
16.2 Funds held by or deposited with reinsured companies .....				
16.3 Other amounts receivable under reinsurance contracts .....				
17. Amounts receivable relating to uninsured plans .....				
18.1 Current federal and foreign income tax recoverable and interest thereon .....				
18.2 Net deferred tax asset .....				
19. Guaranty funds receivable or on deposit .....				
20. Electronic data processing equipment and software .....				
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	42,412	42,412		
22. Net adjustment in assets and liabilities due to foreign exchange rates .....				
23. Receivables from parent, subsidiaries and affiliates .....	60,156		60,156	55,839
24. Health care (\$ ..... ) and other amounts receivable .....	4,688,283	2,966,465	1,721,818	1,598,336
25. Aggregate write-ins for other than invested assets .....	1,502,643	750,232	752,411	738,417
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25) .....	322,678,458	3,759,109	318,919,349	294,644,171
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. Totals (Line 26 and Line 27) .....	322,678,458	3,759,109	318,919,349	294,644,171
DETAILS OF WRITE-INS				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....				
1199. Totals (Line 1001 through Line 1103 plus Line 1198) (Line 11 above) .....				
2501. Misc Receivable .....	752,411		752,411	738,417
2502. Leasehold Improvements .....				
2503. Prepaid Expenses .....	750,232	750,232		
2598. Summary of remaining write-ins for Line 25 from overflow page .....				
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above) .....	1,502,643	750,232	752,411	738,417

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1	2	3	4
	Covered	Uncovered	Total	Total
1. Claims unpaid (less \$ ..... reinsurance ceded) .....	24,406,104		24,406,104	20,605,935
2. Accrued medical incentive pool and bonus amounts .....				
3. Unpaid claims adjustment expenses .....	174,732		174,732	174,732
4. Aggregate health policy reserves, including the liability of \$ ..... for medical loss ratio rebate per the Public Health Service Act .....				
5. Aggregate life policy reserves .....				
6. Property/casualty unearned premium reserve .....				
7. Aggregate health claim reserves .....				
8. Premiums received in advance .....	590,424		590,424	597,585
9. General expenses due or accrued .....	6,796,758		6,796,758	3,793,867
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....				
10.2 Net deferred tax liability .....				
11. Ceded reinsurance premiums payable .....				
12. Amounts withheld or retained for the account of others .....				
13. Remittances and items not allocated .....				
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....				
15. Amounts due to parent, subsidiaries and affiliates .....	2,082,337		2,082,337	2,426,407
16. Derivatives .....				
17. Payable for securities .....				
18. Payable for securities lending .....				
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers, \$ ..... unauthorized reinsurers and \$ ..... certified reinsurers) .....				
20. Reinsurance in unauthorized and certified (\$ ..... ) companies .....				
21. Net adjustments in assets and liabilities due to foreign exchange rates .....				
22. Liability for amounts held under uninsured plans .....	2,303,256		2,303,256	2,303,256
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....				
24. Total liabilities (Line 1 to Line 23) .....	36,353,611		36,353,611	29,901,782
25. Aggregate write-ins for special surplus funds .....	X X X	X X X		
26. Common capital stock .....	X X X	X X X	100	100
27. Preferred capital stock .....	X X X	X X X		
28. Gross paid in and contributed surplus .....	X X X	X X X	42,422,434	42,422,434
29. Surplus notes .....	X X X	X X X		
30. Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
31. Unassigned funds (surplus) .....	X X X	X X X	240,143,204	222,319,855
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... ) .....	X X X	X X X		
32.2 ..... shares preferred (value included in Line 27 \$ ..... ) .....	X X X	X X X		
33. Total capital and surplus (Line 25 to Line 31 minus Line 32) .....	X X X	X X X	282,565,738	264,742,389
34. Total Liabilities, capital and surplus (Line 24 and Line 33) .....	X X X	X X X	318,919,349	294,644,171
DETAILS OF WRITE-INS				
2301. ....				
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....				
2399. Totals (Line 2301 through Line 2303 plus Line 2398) (Line 23 above) .....				
2501. ....	X X X	X X X		
2502. ....	X X X	X X X		
2503. ....	X X X	X X X		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	X X X	X X X		
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above) .....	X X X	X X X		
3001. ....	X X X	X X X		
3002. ....	X X X	X X X		
3003. ....	X X X	X X X		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	X X X	X X X		
3099. Totals (Line 3001 through Line 3003 plus Line 3098) (Line 30 above) .....	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

	Current Year to Date		Prior Year to Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months .....	X X X	333,252	269,494	359,321
2. Net premium income (including \$ ..... non-health premium income) .....	X X X	302,304,972	274,628,262	359,730,383
3. Change in unearned premium reserves and reserve for rate credits .....	X X X	215,101	(2,278,939)	(451,185)
4. Fee-for-service (net of \$ ..... medical expenses) .....	X X X			
5. Risk revenue .....	X X X			
6. Aggregate write-ins for other health care related revenues .....	X X X			
7. Aggregate write-ins for other non-health revenues .....	X X X			
8. Total revenues (Line 2 to Line 7) .....	X X X	302,520,073	272,349,323	359,279,198
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		140,590,238	119,720,183	158,348,301
10. Other professional services .....		78,941,025	67,668,532	90,446,281
11. Outside referrals .....				
12. Emergency room and out-of-area .....				
13. Prescription drugs .....		42,873,442	33,086,021	41,648,244
14. Aggregate write-ins for other hospital and medical .....				
15. Incentive pool, withhold adjustments and bonus amounts .....				
16. Subtotal (Line 9 to Line 15) .....		262,404,705	220,474,736	290,442,826
<b>Less:</b>				
17. Net reinsurance recoveries .....				
18. Total hospital and medical (Line 16 minus Line 17) .....		262,404,705	220,474,736	290,442,826
19. Non-health claims (net) .....				
20. Claims adjustment expenses, including \$ ..... cost containment expenses .....				6,841,645
21. General administrative expenses .....		26,970,331	21,124,516	23,525,375
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only) .....				
23. Total underwriting deductions (Line 18 through Line 22) .....		289,375,036	241,599,252	320,809,846
24. Net underwriting gain or (loss) (Line 8 minus Line 23) .....	X X X	13,145,037	30,750,071	38,469,352
25. Net investment income earned .....		1,516,461	992,528	4,508,187
26. Net realized capital gains (losses) less capital gains tax of \$ .....		8,074,635	2,057,813	6,009,053
27. Net investment gains (losses) (Line 25 plus Line 26) .....		9,591,096	3,050,341	10,517,240
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....				
29. Aggregate write-ins for other income or expenses .....		502,458	436,280	614,333
30. Net income or (loss) after capital gains tax and before all other federal income taxes ..... (Line 24 plus Line 27 plus Line 28 plus Line 29) .....	X X X	23,238,591	34,236,692	49,600,925
31. Federal and foreign income taxes incurred .....	X X X			
32. Net income (loss) (Line 30 minus Line 31) .....	X X X	23,238,591	34,236,692	49,600,925
<b>DETAILS OF WRITE-INS</b>				
0601. ....	X X X			
0602. ....	X X X			
0603. ....	X X X			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	X X X			
0699. Totals (Line 0601 through Line 0603 plus Line 0698) (Line 6 above) .....	X X X			
0701. ....	X X X			
0702. ....	X X X			
0703. ....	X X X			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	X X X			
0799. Totals (Line 0701 through Line 0703 plus Line 0798) (Line 7 above) .....	X X X			
1401. ....				
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....				
1499. Totals (Line 1401 through Line 1403 plus Line 1498) (Line 14 above) .....				
2901. Other Contractual Revenue .....		502,458	436,280	576,844
2902. Other Income .....				37,489
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....				
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above) .....		502,458	436,280	614,333

STATEMENT OF REVENUE AND EXPENSES (continued)

CAPITAL AND SURPLUS ACCOUNT	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
33. Capital and surplus prior reporting year .....	264,742,389	229,072,069	229,072,069
34. Net income (loss) from Line 32 .....	23,238,591	34,236,692	49,600,925
35. Change in valuation basis of aggregate policy and claims reserves .....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....	10,023,846	3,598,757	1,127,302
37. Change in net unrealized foreign exchange capital gain or (loss) .....			
38. Change in net deferred income tax .....			
39. Change in nonadmitted assets .....	(439,087)	1,488,323	(57,907)
40. Change in unauthorized and certified reinsurance .....			
41. Change in treasury stock .....			
42. Change in surplus notes .....			
43. Cumulative effect of changes in accounting principles .....			
44. Capital Changes:			
44.1 Paid in .....			
44.2 Transferred from surplus (Stock Dividend) .....			
44.3 Transferred to surplus .....			
45. Surplus adjustments:			
45.1 Paid in .....			
45.2 Transferred to capital (Stock Dividend) .....			
45.3 Tranferred from capital .....			
46. Dividends to stockholders .....	(15,000,000)	(10,000,000)	(15,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....			
48. Net change in capital and surplus (Line 34 to Line 47) .....	17,823,350	29,323,772	35,670,320
49. Capital and surplus end of reporting period (Line 33 plus Line 48) .....	282,565,739	258,395,841	264,742,389
DETAILS OF WRITE-INS			
4701. ....			
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....			
4799. Totals (Line 4701 through Line 4703 plus Line 4798) (Line 47 above) .....			

CASH FLOW

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	302,304,972	274,628,262	359,730,383
2. Net investment income	486,743	1,112,048	7,013,372
3. Miscellaneous income	502,458	436,280	614,333
4. Total (Line 1 through Line 3)	303,294,173	276,176,590	367,358,088
5. Benefit and loss related payments	258,728,018	217,831,863	291,669,990
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	23,967,440	21,725,857	30,918,243
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)			
10. Total (Line 5 through Line9)	282,695,458	239,557,720	322,588,233
11. Net cash from operations (Line 4 minus Line 10)	20,598,715	36,618,870	44,769,855
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	9,754,124	13,423,740	34,981,301
12.2 Stocks	10,001,044	5,904,965	42,442,497
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalants and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	19,755,168	19,328,705	77,423,798
13. Cost of investments acquired (long-term only):			
13.1 Bonds	11,447,589	19,338,397	57,935,520
13.2 Stocks	10,213,314	6,138,047	39,431,986
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Line 13.1 through Line 13.6)	21,660,903	25,476,444	97,367,506
14. Net increase or (decrease) in contract loans and premium notes			
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	(1,905,735)	(6,147,739)	(19,943,708)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes			
16.2 Capital and paid in surplus, less treasury stock			
16.3 Borrowed funds			
16.4 Net deposits on deposit-type contracts and other insurance liabilities			
16.5 Dividends to stockholders	15,000,000		15,000,000
16.6 Other cash provided (applied)	325,833	(2,297,496)	(2,526,410)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(14,674,167)	(2,297,496)	(17,526,410)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	4,018,813	28,173,635	7,299,737
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	116,147,030	108,847,293	108,847,293
19.2 End of period (Line 18 plus Line 19.1)	120,165,843	137,020,928	116,147,030

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

20.0001			
20.0002			
20.0003			
20.0004			
20.0005			
20.0006			
20.0007			
20.0008			
20.0009			
20.0010			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1  Total	Comprehensive (Hospital and 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 .....	29,961							29,961		
2. First Quarter .....	36,901							36,901		
3. Second Quarter .....	37,085							37,085		
4. Third Quarter .....	37,276							37,276		
5. Current Year .....										
6. Current Year Member Months .....	333,252							333,252		
Total Member Ambulatory Encounters for Period:										
7. Physician .....										
8. Non-Physician .....										
9. Total .....										
10. Hospital Patient Days Incurred .....										
11. Number of Inpatient Admissions .....	5,640							5,640		
12. Health Premiums Written (a) .....	302,304,972							302,304,972		
13. Life Premiums Direct .....										
14. Property/Casualty Premiums Written .....										
15. Health Premiums Earned .....	302,520,073							302,520,073		
16. Property/Casualty Premiums Earned .....										
17. Amount Paid for Provision of Health Care Services .....	258,728,018							258,728,018		
18. Amount Incurred for Provision of Health Care Services .....	262,404,705							262,404,705		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ ..... 302,304,972

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
0599999 - Unreported claims and other claim reserves .....						24,406,104
0799999 - Total claims unpaid .....						24,406,104



UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 plus 3)	6  Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid December 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....						
2. Medicare Supplement .....						
3. Dental only .....						
4. Vision only .....						
5. Federal Employees Health Benefits Plan .....						
6. Title XVIII - Medicare .....	19,422,297	239,182,240	17,347	24,388,756	19,439,644	20,605,935
7. Title XIX - Medicaid .....						
8. Other health .....						
9. Health subtotal (Line 1 to Line 8) .....	19,422,297	239,182,240	17,347	24,388,756	19,439,644	20,605,935
10. Healthcare recievables (a) .....						
11. Other non-health .....						
12. Medical incentive pools and bonus amounts .....						
13. Totals (Line 9 minus Line 10 plus Line 11 plus Line 12) .....	19,422,297	239,182,240	17,347	24,388,756	19,439,644	20,605,935

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

## NOTES TO FINANCIAL STATEMENTS

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

**Quarter: 3**  
**Calendar Year: 2013**

1. Summary of Significant Accounting Policies

No change

2. Accounting Changes and Corrections of Errors

No change

3. Business Combinations and Goodwill:

No change

4. Discontinued Operations

No change

5. Investments

No change

6. Joint Ventures, Partnerships and Limited Liability Companies

No change

7. Investment Income

No change

8. Derivative Instruments

No change

9. Income Taxes

No change

10. Information Concerning Parent, Subsidiaries and Affiliates

No change

11. Debt

No change

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

No change

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

No change

14. Contingencies

No change

## NOTES TO FINANCIAL STATEMENTS

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15. Leases

No change

16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk and Disclosures about Fair Value of Financial Instruments, for accounting guidance

No change

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

No change

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portfolio of Partially Insured Plans

No change

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

N/A

20. Fair Value

No Change

21. Other Items

No change

22. Subsequent Events

No change

23. Reinsurance

No change

24. Retrospectively Rated Contracts & Contracts Subject to Re-determination

No change

25. Change in Incurred Claims and Claim Adjustments Expenses

No change

26. Intercompany Pooling Arrangements

No change

27. Structured Settlements

N/A

28. Health Care Receivables

No change

29. Participating Policies

No change

30. Premium Deficiency Reserves

No change

31. Anticipated Salvage and Subrogation

**NOTES TO FINANCIAL STATEMENTS**

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No change

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ( ) No (X)
- 1.2

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

Yes ( ) No ( )
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ( ) No (X)
- 2.2

If yes, date of change:

.....
- 3.1

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ( ) No (X)
- 3.2

If the response to 3.1 is yes, provide a brief description of those changes.  
.....
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ( ) No (X)
- 4.2

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

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

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ( ) No ( ) N/A (X)
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2008
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2008
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/12/2009
- 6.4

By what department or departments?  
  
Ohio Department of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes (X) No ( ) N/A ( )
- 6.6

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

Yes (X) No ( ) N/A ( )
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ( ) No (X)
- 7.2

If yes, give full information  
  
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ( ) No (X)
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.  
  
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ( ) No (X)
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
---------------------	-----------------------------	----------	----------	-----------	----------

GENERAL INTERROGATORIES (continued)

PART 1 - COMMON INTERROGATORIES

GENERAL

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?  
(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.

Yes (X) No ( )
- 9.11

If the response to 9.1 is No, please explain:  
  
.....  
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes ( ) No (X)
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s) .  
  
.....  
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes ( ) No (X)
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s) .  
  
.....  
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes (X) No ( )
- 10.2

If yes, indicate the amounts receivable from parent included in the Page 2 amount:

\$ ..... 60,156

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes ( ) No (X)
- 11.2

If yes, give full and complete information relating thereto:  
  
.....  
.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$ .....
13.

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

\$ .....
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes ( ) No (X)
- 14.2

If yes, please complete the following:
- |   | 1<br>Prior Year-End Book/<br>Adjusted Carrying Value | 2<br>Current Quarter Book/<br>Adjusted Carrying Value |
|---|--|---|
| 14.21 Bonds .....   | \$ .....   | \$ .....  |
| 14.22 Preferred Stock .....   | \$ .....   | \$ .....  |
| 14.23 Common Stock .....  | \$ .....   | \$ .....  |
| 14.24 Short-Term Investments .....  | \$ .....   | \$ .....  |
| 14.25 Mortgage Loans on Real Estate .....   | \$ .....   | \$ .....  |
| 14.26 All Other .....   | \$ .....   | \$ .....  |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Line 14.21 to Line 14.26) ..... | \$ .....   | \$ .....  |
| 14.28 Total Investment in Parent included in Line 14.21 to Line 14.26 above .....                       | \$ .....   | \$ .....  |
- 15.1

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

Yes ( ) No (X)
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
  
If no, attach a description with this statement.

Yes ( ) No ( )

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

INVESTMENT

16. For the reporting entity's security lending program, state the amount of the following as of current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

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

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

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

Yes (X) No ( )

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

1 Name of Custodian(s)	2 Custodian Address
---------------------------	------------------------

PNC Capital Advisors, LLC ..... Cleveland, OH .....

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

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

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

Yes ( ) No ( )

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

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

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

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

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

Yes (X) No ( )

18.2 If no, list exceptions:

.....

**GENERAL INTERROGATORIES (continued)**  
PART 2 - HEALTH

1.

Operating Percentages:
- 1.1

A&H loss percent

..... 86.7 %
- 1.2

A&H cost containment percent

..... 0.6 %
- 1.3

A&H expense percent excluding cost containment expenses

..... 8.3 %
- 2.1

Do you act as a custodian for health savings accounts?

Yes ( ) No (X)
- 2.2

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

\$ .....
- 2.3

Do you act as an administrator for health savings accounts?

Yes ( ) No (X)
- 2.4

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

\$ .....



**Page 13**  
Schedule S - Ceded Reinsurance  
**NONE**

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

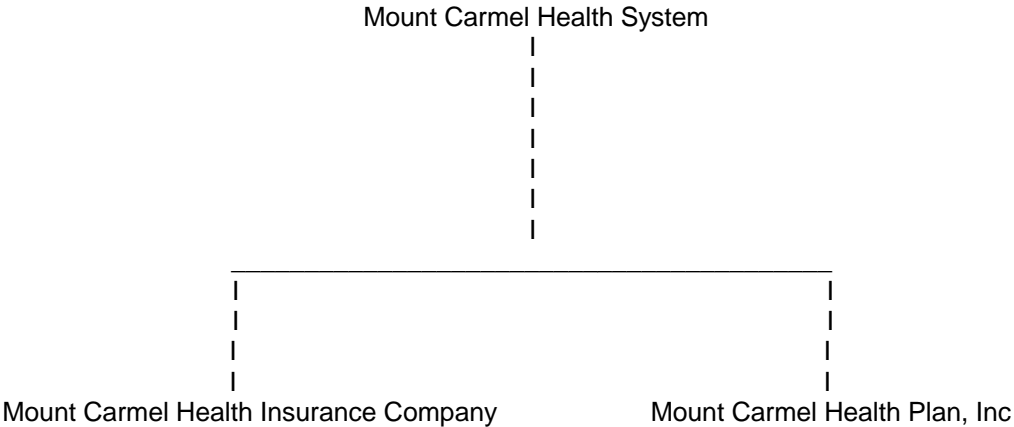
			1	Direct Business Only Year to Date							
				2	3	4	5	6	7	8	9
States, Etc.			Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Column 2 Through Column 7	Deposit-Type Contracts
1.	Alabama	AL	N								
2.	Alaska	AK	N								
3.	Arizona	AZ	N								
4.	Arkansas	AR	N								
5.	California	CA	N								
6.	Colorado	CO	N								
7.	Connecticut	CT	N								
8.	Delaware	DE	N								
9.	District of Columbia	DC	N								
10.	Florida	FL	N								
11.	Georgia	GA	N								
12.	Hawaii	HI	N								
13.	Idaho	ID	N								
14.	Illinois	IL	N								
15.	Indiana	IN	N								
16.	Iowa	IA	N								
17.	Kansas	KS	N								
18.	Kentucky	KY	N								
19.	Louisiana	LA	N								
20.	Maine	ME	N								
21.	Maryland	MD	N								
22.	Massachusetts	MA	N								
23.	Michigan	MI	N								
24.	Minnesota	MN	N								
25.	Mississippi	MS	N								
26.	Missouri	MO	N								
27.	Montana	MT	N								
28.	Nebraska	NE	N								
29.	Nevada	NV	N								
30.	New Hampshire	NH	N								
31.	New Jersey	NJ	N								
32.	New Mexico	NM	N								
33.	New York	NY	N								
34.	North Carolina	NC	N								
35.	North Dakota	ND	N								
36.	Ohio	OH	L		302,304,972					302,304,972	
37.	Oklahoma	OK	N								
38.	Oregon	OR	N								
39.	Pennsylvania	PA	N								
40.	Rhode Island	RI	N								
41.	South Carolina	SC	N								
42.	South Dakota	SD	N								
43.	Tennessee	TN	N								
44.	Texas	TX	N								
45.	Utah	UT	N								
46.	Vermont	VT	N								
47.	Virginia	VA	N								
48.	Washington	WA	N								
49.	West Virginia	WV	N								
50.	Wisconsin	WI	N								
51.	Wyoming	WY	N								
52.	American Samoa	AS	N								
53.	Guam	GU	N								
54.	Puerto Rico	PR	N								
55.	U. S. Virgin Islands	VI	N								
56.	Northern Mariana Islands	MP	N								
57.	Canada	CAN	N								
58.	Aggregate Other Alien	OT	X X X								
59.	Subtotal		X X X		302,304,972					302,304,972	
60.	Reporting entity contributions for Employee Benefit Plans		X X X								
61.	Total (Direct Business)	(a)	1		302,304,972					302,304,972	
DETAILS OF WRITE-INS											
58001.											
58002.											
58003.											
58998. Summary of remaining write-ins for Line 58 from overflow page											
58999. Total (Line 58001 through Line 58003 plus Line 58998) (Line 58 above)											

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

Active Status Codes (Column 1):  
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG  
(R) Registered - Non-domiciled RRGs  
(Q) Qualified - Qualified or Accredited Reinsurer  
(E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state  
(N) None of the above - Not allowed to write business in the state

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

**PART 1 - ORGANIZATIONAL CHART**



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	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)	*
2838	Mount Carmel Health Syste .....	13123 .....	25-1912781 .....				Mount Carmel Health Insurance Company .....			Mount Carmel Health System .....	Ownership .....	100.000 .....		
2838	Mount Carmel Health Syste .....	95655 .....	31-1471229 .....				Mount Carmel Health Plan, Inc. ....			Mount Carmel Health System .....	Ownership .....	100.000 .....		

Asterisk	Explanation
----------	-------------

NONE

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

EXPLANATIONS:

N/A

BAR CODE:

Document Identifier 365:



SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	173,282,331	145,923,008
2. Cost of bonds and stocks acquired	87,172,509	97,367,506
3. Accrual of discount	66,693	99,936
4. Unrealized valuation increase (decrease)	5,887,650	1,655,502
5. Total gain (loss) on disposals	8,074,477	8,655,063
6. Deduct consideration for bonds and stocks disposed of	79,798,662	77,423,798
7. Deduct amortization of premium	292,506	348,875
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized	1,333,342	2,646,011
10. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus		
Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9)	193,059,150	173,282,331
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	193,059,150	173,282,331

SCHEDULE D - PART 1B

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

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	237,066,490	226,494,067	224,271,564	(1,516,091)	235,657,573	237,066,490	237,772,902	236,718,224
2. Class 2 (a)	6,368,814	999,580		1,395,600	5,591,875	6,368,814	8,763,994	
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	243,435,304	227,493,647	224,271,564	(120,491)	241,249,448	243,435,304	246,536,896	236,718,224
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds and Preferred Stock	243,435,304	227,493,647	224,271,564	(120,491)	241,249,448	243,435,304	246,536,896	236,718,224

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation:  
NAIC 1 \$ 66,971,998 ; NAIC 2 \$ ; NAIC 3 \$ ; NAIC 4 \$ ; NAIC 5 \$ ; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999 .....	71,791,737	X X X	71,882,862	66,636	17,729

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year .....	69,974,581	52,284,451
2. Cost of short-term investments acquired .....	110,667,999	180,397,712
3. Accrual of discount .....	1,351	112
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....	158	(118)
6. Deduct consideration received on disposals .....	108,709,941	162,533,456
7. Deduct amortization of premium .....	142,412	174,120
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9) .....	71,791,736	69,974,581
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	71,791,736	69,974,581



SCHEDULE DB - PART A - VERIFICATION

Options , Caps , Floors , Collars , Swaps and Forwards

1.	Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	
2.	Cost Paid/ (Consideration Received) on additions	
3.	Unrealized Valuation increase/ (decrease)	
4.	Total gain (loss) on termination recognized	NONE
5.	Considerations received/ (paid) on terminations	
6.	Amortization	
7.	Adjustment to the Book/Adjusted Carrying Value	
8.	Total foreign exchange change in Book/Adjusted Carrying Value	
9.	Book/Adjusted Carrying Value at End of Current Period (Line 1 plus Line 2 plus Line 3 plus Line 4 minus Line 5 plus Line 6 plus Line 7 plus Line 8)	
10.	Deduct nonadmitted assets	
11.	Statement value at end of current period (Line 9 minus Line 10)	

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1.	Book/Adjusted carrying value, December 31 of prior year (Line 6 prior year)	
2.	Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column)	
3.1	Add:	
	Change in variation margin on open contracts - Highly Effective Hedges	
3.11	Section 1, Column 15, current year to date minus	
3.12	Section 1, Column 15, prior year	
	Change in variation margin on open contracts - All Other	
3.13	Section 1, Column 18, current year to date minus	
3.14	Section 1, Column 18, prior year	
3.2	Add:	NONE
	Change in adjustment to basis of hedged item	
3.21	Section 1, Column 17, current year to date minus	
3.22	Section 1, Column 17, prior year	
	Change in amount recognized	
3.23	Section 1, Column 19, current year to date minus	
3.24	Section 1, Column 19, prior year	
3.3	Subtotal (Line 3.1 minus Line 3.2)	
4.1	Cumulative variation margin on terminated contracts during the year	
4.2	Less:	
	Amount used to adjust basis of hedged item	
4.21		
	Amount recognized	
4.22		
4.3	Subtotal (Line 4.1 minus Line 4.2)	
5.	Dispositions gains (losses) on contracts terminated in prior year:	
5.1	Total gain (loss) recognized for terminations in prior year	
5.2	Total gain (loss) adjusted into the hedged item(s) for terminations in prior year	
6.	Book/Adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3.3 minus Line 4.3 minus Line 5.1 minus Line 5.2)	
7.	Deduct total nonadmitted amounts	
8.	Statement value at end of current period (Line 6 minus Line 7)	

**Page SI05**

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

**Page SI06**

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

**Page SI07**

Schedule DB, Verification  
**NONE**

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	48,786,630	56,523,611
2. Cost of cash equivalents acquired .....	475,086,096	942,882,534
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	473,584,355	950,614,234
7. Deduct amortization of premium .....		5,281
8. Total foreign exchange change in book/adjusted carrying value .....		
9. Deduct current year's other than temporary impairment recognized .....		
10. Book/adjusted carrying value at end of current period (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9) .....	50,288,371	48,786,630
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	50,288,371	48,786,630

**Page E01**

Sch. A, Pt. 2, Real Estate Acquired  
**NONE**

Sch. A, Pt. 3, Real Estate Disposed  
**NONE**

**Page E02**

Schedule B, Part 2, Mortgage Loans Acquired  
**NONE**

Schedule B, Part 3, Mortgage Loans Disposed  
**NONE**

**Page E03**

Sch. BA, Pt. 2, Other Long-Term Invested Assets Acquired  
**NONE**

Sch. BA, Pt. 3, Other Long-Term Invested Assets Disposed  
**NONE**

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U. S. Governments									
912828-RE-2	United States Treasury Note		07/12/2013	Morgan Stanley		500,762	500,000.00	2,792	1
912828-RQ-5	United States Treasury Note		08/27/2013	Greenwich Capital Markets		3,006,797	3,000,000.00	3,210	1
912828-UN-8	United States Treasury Note		07/12/2013	Barclays Capital Le		476,719	500,000.00	4,144	1
912828-VS-6	United States Treasury Note		08/27/2013	Greenwich Capital Markets		490,664	500,000.00	442	1
0599999	Subtotal - Bonds - U.S. Governments					4,474,941	4,500,000.00	10,587	
Bonds - Industrial and Miscellaneous (Unaffiliated)									
055451-AU-2	Bhp Billiton Fin USA Ltd	R	09/25/2013	Goldman Sachs Co		898,893	900,000.00		1FE
025816-BD-0	American Express Co Sr Nt		08/28/2013	BANK OF NEW YORK (THE)/IP		913,940	1,000,000.00	6,699	1FE
06051G-EU-9	Bank Amer Corp		08/28/2013	Bank of America Fixed Inc		460,235	500,000.00	2,383	1FE
12613S-AA-0	CNH Equipment Trust Series		08/20/2013	Credit Suisse First Bosto		500,000	500,000.00		1FE
31679G-AA-7	Fifth Third Auto Tr		08/14/2013	Barclays Capital Le		600,000	600,000.00		1FE
36830N-AA-7	GE Equip Mid Tckt 2013-1		09/17/2013	Greenwich Capital Markets		300,000	300,000.00		1FE
43812X-AA-3	Honda Auto Recv 2013-3		07/17/2013	Chase Securities		800,000	800,000.00		1FE
44890Q-AA-1	Hyundai Auto Recv Tr		09/11/2013	Chase Securities		300,000	300,000.00		1FE
501044-CS-8	Kroger Co Sr Nt		07/18/2013	Bank/America Sec Llc Mont		999,580	1,000,000.00		2FE
58768W-AA-7	Merc Benz Auto Recv		07/23/2013	Greenwich Capital Markets		400,000	400,000.00		1FE
92867N-AA-6	Volkswagen Auto Lease		07/17/2013	Credit Suisse First Bosto		800,000	800,000.00		1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					6,972,648	7,100,000.00	9,082	
8399997	Subtotal - Bonds - Part 3					11,447,589	11,600,000.00	19,669	
8399999	Subtotal - Bonds					11,447,589	11,600,000.00	19,669	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
G50871-10-5	Jazz Pharmaceuticals Plc	R	09/27/2013	VARIOUS	2,400.000	171,078			L
74735M-10-8	Qiwi Plc Spon ADR	R	09/10/2013	Investment Technology Gro	5,609.000	176,609			L
88554D-20-5	3-D Sys Corp Del		08/21/2013	J.P. Morgan Securities	2,798.000	133,478			L
003654-10-0	Abiomed Inc		07/09/2013	Investment Technology Gro	11,551.000	267,770			L
00817Y-10-8	Aetna Inc New		09/27/2013	BNY Convergenx	100.000	6,443			L
016255-10-1	Align Technology Inc		08/21/2013	Investment Technology Gro	3,650.000	159,058			L
037833-10-0	Apple Inc		09/27/2013	VARIOUS	340.000	166,696			L
054303-10-2	Avon Prods Inc		07/02/2013	CitiGroup Global Markets	7,150.000	151,969			L
086516-10-1	Best Buy Inc		08/21/2013	Barclays Capital Le	6,210.000	210,899			L
14040H-10-5	Capital One Finl Corp		09/27/2013	VARIOUS	6,160.000	423,298			L
12503M-10-8	Cboe Hldgs Inc		08/21/2013	Investment Technology Gro	2,765.000	132,307			L
20825C-10-4	ConocoPhillips		08/30/2013	Knight Equity Markets L.P	2,860.000	189,784			L
247361-70-2	Delta Air Lines Inc Del		09/10/2013	VARIOUS	10,350.000	205,420			L
29414B-10-4	Epam Sys Inc		08/21/2013	Investment Technology Gro	4,370.000	133,565			L
294429-10-5	Equifax Inc Com		08/21/2013	Investment Technology Gro	1,152.000	71,877			L
298736-10-9	Euronet Worldwide Inc		09/10/2013	MKM Partners LLC	5,444.000	204,748			L
30049A-10-7	Evolution Petroleum Corp		08/21/2013	Investment Technology Gro	18,803.000	215,009			U
30231G-10-2	Exxon Mobil Corp		09/27/2013	CitiGroup Global Markets	500.000	43,455			L
302445-10-1	FLIR Sys Inc		09/10/2013	Investment Technology Gro	6,726.000	217,871			L
345370-86-0	Ford Motor Co		09/10/2013	VARIOUS	21,130.000	366,823			L
369604-10-3	General Electric Co		09/27/2013	CitiGroup Global Markets	700.000	16,828			L
37253A-10-3	Gentherm Inc		08/21/2013	Investment Technology Gro	7,585.000	132,197			L
38259P-50-8	Google Inc		07/02/2013	J.P. Morgan Securities	110.000	96,976			L
38526M-10-6	Grand Canyon Ed Inc		08/21/2013	Investment Technology Gro	6,370.000	212,568			L

(continues)

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues . . . . . 2 .

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)									
406216-10-1	Halliburton Co		07/19/2013	MKM Partners LLC	3,310.000	151,396			L
410345-10-2	Hanesbrands Inc Com		07/23/2013	J.P. Morgan Securities	4,390.000	230,163			L
40416E-10-3	HCI Group Inc		08/21/2013	J. P. Morgan Securities	3,991.000	132,721			L
423452-10-1	Helmerich & Payne Inc Com		08/07/2013	Barclays Capital Le	1,930.000	129,217			L
426281-10-1	Henry Jack & Assoc Inc		09/26/2013	CitiGroup Global Markets	3,170.000	162,582			L
44267D-10-7	Howard Hughes Corp		08/21/2013	Investment Technology Gro	3,912.000	410,362			L
447462-10-2	Huron Consulting Group Inc		09/10/2013	Investment Technology Gro	4,127.000	206,719			L
459506-10-1	International Flavors & Fragrances		07/09/2013	Investment Technology Gro	1,638.000	130,180			L
46625H-10-0	JPMorgan Chase & Co		09/27/2013	CitiGroup Global Markets	300.000	15,692			L
48273U-10-2	K12 Inc		07/09/2013	Investment Technology Gro	4,524.000	132,189			L
517834-10-7	Las Vegas Sands Corp		09/13/2013	Barclays Capital Le	2,530.000	160,570			L
534187-10-9	Lincoln Natl Corp Ind Com		09/27/2013	BNY Convergenx	320.000	13,465			L
55354G-10-0	Msci Inc		07/09/2013	Investment Technology Gro	7,500.000	256,304			L
636180-10-1	National Fuel Gas Co N J		09/05/2013	MKM Partners LLC	1,200.000	79,053			L
675232-10-2	Oceaneering International Inc		09/03/2013	Barclays Capital Le	1,940.000	150,309			L
681904-10-8	Omnicare Inc		09/27/2013	VARIOUS	990.000	52,767			L
712704-10-5	Peoples United Financial Inc		07/30/2013	Barclays Capital Le	26,340.000	397,183			L
69344F-10-6	Pmc-Sierra Inc		07/30/2013	Barclays Capital Le	58,139.000	370,927			L
759916-10-9	Repligen Corp Com		09/10/2013	MKM Partners LLC	21,451.000	215,319			L
772739-20-7	Rock-Tenn Co		07/30/2013	VARIOUS	1,960.000	207,775			L
781295-10-0	Rue21 Inc		08/21/2013	Investment Technology Gro	3,169.000	132,752			L
790849-10-3	Saint Jude Medical Inc		07/31/2013	J.P. Morgan Securities	2,320.000	121,716			L
795435-10-6	Salix Pharmaceuticals Inc		07/30/2013	Sanford Bernstein	3,640.000	268,830			L
832696-40-5	Smucker J M Co		08/27/2013	Morgan Stanley	1,410.000	150,728			L
833034-10-1	Snap On Inc Com		09/13/2013	Investment Technology Gro	1,760.000	173,981			L
847235-10-8	Sparton Corp		08/21/2013	J.P. Morgan Securities	7,436.000	135,012			L
855244-10-9	Starbucks Corp		09/13/2013	Morgan Stanley	2,100.000	158,259			L
862578-10-1	Straight Path Communications Inc		08/01/2013	Barclays Fixed Income	4,376.500	15,489			L
78486Q-10-1	Svb Finl Group		08/21/2013	Investment Technology Gro	2,507.000	220,190			L
891894-10-7	Towers Watson & Co		08/21/2013	J. P. Morgan Securities	771.000	63,781			L
939640-10-8	Washington Post Co		07/09/2013	Investment Technology Gro	519.000	256,070			L
966387-10-2	Whiting Pete Corp New		07/31/2013	William Blair	1,550.000	80,267			L
984332-10-6	Yahoo! Inc		09/13/2013	VARIOUS	12,110.000	328,737			L
989701-10-7	Zions Bancorporation		07/30/2013	Knight Equity Markets L.P	6,367.000	187,921			L
559222-40-1	Magna Intl Inc	I	07/23/2013	Investment Technology Gro	1,040.000	78,544			U
34407D-10-9	Fly Leasing Ltd ADR	R	07/09/2013	Investment Technology Gro	7,511.000	129,415			L
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					10,213,314			
9799997	Subtotal - Common Stocks - Part 3					10,213,314			
9799999	Subtotal - Common Stocks					10,213,314			
9899999	Subtotal - Preferred and Common Stocks					10,213,314			
9999999	TOTALS					21,660,903		19,669	

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Mount Carmel Health Plan, Inc

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identifi- cation	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B. / A. C. V. (11+12-13)	Total Foreign Exchange Change in B. / A. C. V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designa- tion or Market Indica- tor (a)
Bonds - U. S. Governments																					
3620AA-TY-4	GNMA 30yr Pool #724267		09/16/2013	PRINCIPAL RECEIPT		55,529	55,528.55	57,750	57,725	(2,197)			(2,197)		55,529				1,867	09/15/2039	1
912828-NU-0	United States Treasury Note		08/15/2013	MATURITY		2,000,000	2,000,000.00	2,011,875	2,006,989	(6,989)			(6,989)		2,000,000				15,000	08/15/2013	1
912828-RK-8	United States Treasury Note		09/30/2013	VARIOUS		4,000,003	4,000,000.00	3,996,719	3,997,627	2,369			2,369		3,999,997		6	6	4,995	09/30/2013	1
0599999	- Subtotal - Bonds - U. S. Governments					6,055,532	6,055,528.55	6,066,343	6,062,342	(6,816)			(6,816)		6,055,525		6	6	21,862		
Bonds - U. S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
312935-M2-2	FHLMC 30yr (Gold) Pool #A8847		09/16/2013	PRINCIPAL RECEIPT		71,688	71,687.86	74,779	74,785	(3,097)			(3,097)		71,688				2,396	09/01/2039	1
3128PL-A2-8	FHLMC PC Gold 15 Yr		09/16/2013	PRINCIPAL RECEIPT		9,809	9,808.56	9,891	9,882	(74)			(74)		9,809				298	06/01/2023	1
31416N-3J-9	FNMA 15yr Pool #AA5300		09/25/2013	PRINCIPAL RECEIPT		13,849	13,848.90	14,611	14,467	(618)			(618)		13,849				399	09/01/2020	1
31371L-6G-9	FNMA 30yr Pool #255671		09/25/2013	PRINCIPAL RECEIPT		39,031	39,030.92	38,977	38,977						38,977		54	54	1,408	04/01/2035	1
31402Q-WA-5	FNMA 30yr Pool #735141		09/25/2013	PRINCIPAL RECEIPT		54,105	54,104.52	52,955	52,970	1,134			1,134		54,105				1,968	01/01/2035	1
31408F-6B-0	FNMA 30yr Pool #850566		09/25/2013	PRINCIPAL RECEIPT		34,515	34,515.29	32,730	32,761	1,755			1,755		34,515				1,117	01/01/2036	1
31413V-UA-3	FNMA 30yr Pool #956977		09/25/2013	PRINCIPAL RECEIPT		106,863	106,862.75	107,046	107,038	(176)			(176)		106,863				4,375	12/01/2037	1
31416T-L5-6	FNMA 30yr Pool #AA9347		09/25/2013	PRINCIPAL RECEIPT		49,130	49,130.49	50,735	50,717	(1,587)			(1,587)		49,130				1,632	08/01/2039	1
3138AB-YR-4	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		33,621	33,620.66	34,771	34,770	(1,149)			(1,149)		33,621				977	04/01/2041	1
3138AK-QW-2	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		56,609	56,608.97	58,891	59,062	(2,453)			(2,453)		56,609				1,619	07/01/2041	1
3138E2-GH-2	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		56,336	56,335.74	60,429	60,447	(4,111)			(4,111)		56,336				1,453	01/01/2042	1
3138EG-HX-5	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		31,846	31,846.09	32,155	32,250	(404)			(404)		31,846				827	04/01/2041	1
31403C-6L-0	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		43,723	43,722.96	45,286	45,261	(1,538)			(1,538)		43,723				1,454	02/01/2036	1
31403D-WU-9	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		66,755	66,755.24	70,740	70,790	(4,034)			(4,034)		66,755				2,463	11/01/2036	1
31409W-LB-5	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		35,525	35,525.07	34,409	34,429	1,096			1,096		35,525				1,299	04/01/2036	1
31411E-2C-0	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		109,421	109,421.19	108,051	108,051						108,051		1,370	1,370	3,955	01/01/2037	1
31411E-YD-3	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		48,566	48,566.36	47,933	47,933						47,933		633	633	1,860	01/01/2037	1
31412P-6K-2	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		23,546	23,545.57	24,061	24,060	(515)			(515)		23,546				791	02/01/2035	1
31412W-N2-8	FNMA Pass-Thru Long 30 Year		09/25/2013	PRINCIPAL RECEIPT		85,740	85,740.11	85,419	85,418	322			322		85,740				3,332	06/01/2037	1
3199999	- Subtotal - Bonds - U. S. Special Revenue and Special Assessment and All Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					970,677	970,677.25	983,868	984,070	(15,450)			(15,450)		968,620		2,058	2,058	33,622		
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
14313M-AA-2	Carmax Auto Tr 2013-2		09/16/2013	PRINCIPAL RECEIPT		399,134	399,133.81	399,134							399,134				215	05/15/2014	1FE
12613S-AA-0	CNH Equipment Trust Series		09/16/2013	PRINCIPAL RECEIPT		42,630	42,630.34	42,630							42,630				5	09/15/2014	1FE
31679G-AA-7	Fifth Third Auto Tr		09/14/2013	PRINCIPAL RECEIPT		85,913	85,912.85	85,913							85,913					09/15/2014	1FE
34529G-AG-0	Ford Cr Auto Trust 2009-D		08/15/2013	VARIOUS		112,400	112,400.07	115,302	112,970	(569)			(569)		112,400				2,078	08/15/2014	1FE
43812X-AA-3	Honda Auto Recv 2013-3		09/14/2013	PRINCIPAL RECEIPT		194,997	194,996.90	194,997							194,997				26	08/15/2014	1FE
44890J-AA-7	Hyundai Auto Receivables		09/15/2013	PRINCIPAL RECEIPT		201,597	201,597.05	201,597							201,597				206	02/18/2014	1FE
58768V-AA-9	Merc Benz Auto Lease		09/15/2013	PRINCIPAL RECEIPT		250,643	250,642.80	250,643							250,643				215	05/15/2014	1FE
58768W-AA-7	Merc Benz Auto Recv		09/15/2013	PRINCIPAL RECEIPT		153,867	153,866.97	153,867							153,867				24	08/15/2014	1FE
89233P-6K-7	Toyota Motor Credit Corp MTN		07/25/2013	MATURITY		1,000,000	1,000,000.00	1,000,000	1,000,000						1,000,000				2,861	07/25/2013	1FE
92867N-AA-6	Volkswagen Auto Lease		09/20/2013	PRINCIPAL RECEIPT		286,735	286,734.62	286,735							286,735				79	08/15/2014	1FE
3899999	- Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					2,727,915	2,727,915.41	2,730,817	1,112,970	(569)			(569)		2,727,915				5,710		
8399997	- Subtotal - Bonds - Part 4					9,754,124	9,754,121.21	9,781,029	8,159,381	(22,836)			(22,836)		9,752,060		2,064	2,064	61,193		
8399999	- Subtotal - Bonds					9,754,124	9,754,121.21	9,781,029	8,159,381	(22,836)			(22,836)		9,752,060		2,064	2,064	61,193		
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
88554D-20-5	3-D Sys Corp Del		09/10/2013	MKM Partners LLC	2,798.000	146,390		133,478							133,478		12,912	12,912			L
018581-10-8	Alliance Data System Corp Com		08/21/2013	VARIOUS	696.000	135,056		91,588	100,753	(9,165)			(9,165)		91,588		43,468	43,468			L
02209S-10-3	Altria Group Inc		09/03/2013	UBS Securities LLC	2,090.000	70,528		70,809				5,756	(5,756)		70,809		(281)	(281)	920		L
(continues)																					
(a) For all common stock bearing the NAIC market indicator 'U' provide: the number of such issues																					

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identifi- cation	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B. / A. C. V. (11+12-13)	Total Foreign Exchange Change in B. / A. C. V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designa- tion or Market Indi- cator (a)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)																					
030420-10-3	American Wtr Wks Co Inc		08/21/2013	Investment Technology Gro	2,149,000	86,865		81,719							81,719		5,146	5,146	602		L
032095-10-1	Amphenol Corp Cl A		07/23/2013	Barclays Capital Le	3,120,000	242,906		191,899	201,864	(9,965)			(9,965)		191,899		51,008	51,008	848		L
037833-10-0	Apple Inc		09/13/2013	J. P. Morgan Securities	340,000	148,256		102,145	181,230	(79,085)			(79,085)		102,145		46,111	46,111	2,335		L
054303-10-2	Avon Prods Inc		08/27/2013	CitiGroup Global Markets	7,150,000	141,946		151,969							151,969		(10,023)	(10,023)	429		L
084423-10-2	Berkley W R Corp		08/21/2013	Investment Technology Gro	1,248,000	51,840		50,993				4,550	(4,550)		50,993		846	846	125		L
125269-10-0	CF Industries Holdings Inc		07/24/2013	MKM Partners LLC	797,000	143,189		136,686				18,390	(18,390)		136,686		6,504	6,504	319		L
19122T-10-9	Coca Cola Enterprise Inc New		07/02/2013	MKM Partners LLC	1,000,000	35,159		36,947							36,947		(1,788)	(1,788)	200		L
191216-10-0	Coca-Cola Co		09/13/2013	VARIOUS	8,430,000	330,453		300,870	167,838	(19,378)			(19,378)		300,870		29,584	29,584	3,657		L
203233-10-1	Commonwealth Reit Com		07/30/2013	Barclays Fixed Income	7,236,000	165,000		147,904				17,065	(17,065)		147,904		17,096	17,096	1,809		L
20451Q-10-4	Compass Diversified Holding		08/21/2013	VARIOUS	9,620,000	166,156		149,110				2,654	(2,654)		149,110		17,046	17,046	6,926		L
205887-10-2	Conagra Foods Inc		09/10/2013	VARIOUS	5,116,000	161,537		172,358				7,632	(7,632)		172,358		(10,821)	(10,821)	2,558		L
254067-10-1	Dilliards Inc Cl A		08/21/2013	VARIOUS	1,665,000	131,521		96,556	68,877	(40,336)			(40,336)		96,556		34,964	34,964	167		L
233326-10-7	DST Sys Inc Del		07/30/2013	Stifel Nicolaus	688,000	47,640		41,299	41,693	(394)			(394)		41,299		6,341	6,341	413		L
268948-10-6	Eagle Bancorp Inc		07/09/2013	VARIOUS	4,046,000	100,525		57,931	73,453	(15,522)			(15,522)		57,931		42,594	42,594			L
281020-10-7	Edison Intl Com		09/05/2013	Barclays Capital Le	5,514,000	244,579		253,037	65,887	(12,599)			(17,456)		253,037		(8,459)	(8,459)	4,386		L
G30397-10-6	Endurance Specialty Holdings Ltd		08/21/2013	Investment Technology Gro	3,735,000	189,720		191,348							191,348		(1,628)	(1,628)			L
26885B-10-0	Eqst Midstream Partner Lp		07/09/2013	Investment Technology Gro	1,833,000	85,860		55,076	57,098	(2,022)			(2,022)		55,076		30,785	30,785	1,320		L
30231G-10-2	Exxon Mobil Corp		08/07/2013	VARIOUS	1,410,000	128,724		123,743	41,323						123,743		4,980	4,980	1,176		L
31620R-10-5	Fidelity National Financial Inc		07/30/2013	Barclays Capital Le	4,979,000	123,369		118,550				4,292	(4,292)		118,550		4,819	4,819	1,593		L
369604-10-3	General Electric Co		07/02/2013	CitiGroup Global Markets	2,110,000	48,535		47,032				2,281	(2,281)		47,032		1,503	1,503			L
38259P-50-8	Google Inc		09/26/2013	VARIOUS	150,000	132,153		97,492	85,354	(14,024)			(14,024)		97,492		34,661	34,661			L
421933-10-2	Health Management Association		08/21/2013	VARIOUS	13,531,000	175,398		86,734	126,109	(39,375)			(39,375)		86,734		88,664	88,664			L
427866-10-8	Hershey Company		09/13/2013	Barclays Capital Le	1,130,000	103,534		66,183	81,609	(15,426)			(15,426)		66,183		37,351	37,351	1,497		L
437076-10-2	Home Depot Inc		09/05/2013	VARIOUS	4,744,000	358,774		288,480	124,937	(24,629)			(24,629)		288,480		70,295	70,295	2,638		L
448947-50-7	Idt Corp		08/01/2013	COST ADJ		15,489		15,489							15,489						L
458140-10-0	Intel Corp		07/02/2013	VARIOUS	4,906,000	116,252		96,420	101,211	(4,791)			(4,791)		96,420		19,832	19,832	2,208		L
460146-10-3	International Paper Co		09/24/2013	VARIOUS	6,601,000	315,752		292,490				2,566	(2,566)		292,490		23,262	23,262	3,961		L
48562P-10-3	Kapstone Paper & Packaging CRP		07/09/2013	VARIOUS	2,434,000	101,069		37,581	54,010	(16,430)			(16,430)		37,581		63,488	63,488			L
50187A-10-7	Lhc Group Inc Com		07/09/2013	Investment Technology Gro	4,609,000	91,276		90,244				14,091	(14,091)		90,244		1,032	1,032			L
502175-10-2	LTC Properties Inc		09/10/2013	VARIOUS	7,468,000	282,916		189,090	262,799	(73,709)			(73,709)		189,090		93,826	93,826	8,238		L
55616P-10-4	Macys Inc		08/21/2013	Morgan Stanley	4,870,000	218,861		154,021	190,027	(36,006)			(36,006)		154,021		64,840	64,840	2,864		L
570535-10-4	Markel Corp		08/21/2013	J. P. Morgan Securities	265,000	136,787		139,642				1,587	(1,587)		139,642		(2,855)	(2,855)			L
576323-10-9	MasTec Inc		07/09/2013	Investment Technology Gro	4,228,000	140,658		96,525	105,404	(8,879)			(8,879)		96,525		44,132	44,132			L
594918-10-4	Microsoft Corp		09/26/2013	VARIOUS	5,330,000	174,848		133,426	142,471	(9,045)			(9,045)		133,426		41,422	41,422	3,678		L
61166W-10-1	Monsanto Co		07/30/2013	J. P. Morgan Securities	2,090,000	209,509		206,492				1,756	(1,756)		206,492		3,017	3,017	1,568		L
62944T-10-5	NVR Inc		08/21/2013	VARIOUS	242,000	212,773		214,328	130,640	(20,735)			(20,735)		214,328		(1,554)	(1,554)			L
675232-10-2	Oceaneering International Inc		07/09/2013	VARIOUS	1,504,000	119,479		53,258	40,587	(29,593)			(29,593)		53,258		66,221	66,221	602		L
675746-30-9	Ocwen Finl Corp		07/30/2013	Stifel Nicolaus	2,073,000	98,060		27,384	71,705	(44,321)			(44,321)		27,384		70,675	70,675			L
679580-10-0	Old Dominion Fght Lines		07/30/2013	Stifel Nicolaus	1,356,000	59,262		26,189	46,484	(20,295)			(20,295)		26,189		33,073	33,073			L
68389X-10-5	Oracle Corp		07/02/2013	VARIOUS	2,740,000	82,260		80,195	91,297	(11,102)			(11,102)		80,195		2,064	2,064			L
698813-10-2	Papa John's International Inc		07/09/2013	VARIOUS	2,156,000	146,897		64,243	118,451	(54,208)			(54,208)		64,243		82,654	82,654			L
726503-10-5	Plains All Amern Pipeline		08/30/2013	Deutsche Bank Securities	3,654,000	185,443		194,539				8,655	(8,655)		194,539		(9,096)	(9,096)	4,248		L
69344F-10-6	Pmc-Sierra Inc		08/21/2013	Investment Technology Gro	58,139,000	367,089		370,927							370,927		(3,838)	(3,838)			L
693656-10-0	PVH Corp		09/13/2013	VARIOUS	1,680,000	209,444		144,132	142,093	(42,885)			(42,885)		144,132		65,312	65,312	111		L
76131V-20-2	Retail Ptpys Amer Inc		08/21/2013	Investment Technology Gro	17,115,000	231,189		241,150				21,967	(21,967)		241,150		(9,962)	(9,962)	2,835		L
84763R-10-1	Spectrum Brands Hlds		09/10/2013	VARIOUS	6,287,000	387,418		352,072				6,076	(6,076)		352,072		35,346	35,346	2,762		L
85254C-30-5	Stage Stores Inc		07/09/2013	Investment Technology Gro	4,622,000	111,167		106,352				21,900	(21,900)		106,352		4,815	4,815	1,604		L
862578-10-1	Straight Path Communications Inc		09/10/2013	VARIOUS	4,376,500	22,312		15,489							15,489		6,822	6,822			L
86764L-10-8	Sunoco Logistic Prtnrs L P Com		07/30/2013	Stifel Nicolaus	3,044,000	186,780		181,755							181,755		5,025	5,025	1,743		L
(continues)																					



SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identifi- cation	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amort- ization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designa- tion or Market Indi- cator (a)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)																					
881609-10-1	Tesoro Corp		08/21/2013	J.P. Morgan Securities	4,335,000	201,824		95,890	190,957	(95,067)			(95,067)		95,890		105,933	105,933	1,734		L
89531P-10-5	Trex Co Inc		09/10/2013	MKM Partners LLC	6,167,000	274,623		206,088	229,597	(23,509)			(23,509)		206,088		68,535	68,535			L
913017-10-9	United Technologies Corp		07/02/2013	Investment Technology Gro	850,000	79,888		69,709	69,709						69,709		10,180	10,180	978		L
91359E-10-5	Universal Health Rlty Incm Tr		07/30/2013	Stifel Nicolaus	3,387,000	149,131		144,353	171,416	(27,063)			(27,063)		144,353		4,778	4,778	4,217		L
91913Y-10-0	Valero Energy Corp		07/31/2013	VARIOUS	9,799,000	344,186		315,137	148,638	(18,235)			(18,235)		315,137		29,049	29,049	3,546		L
92240G-10-1	Vectren Corp Com		08/21/2013	J.P. Morgan Securities	3,257,000	108,884		110,184				8,682	(8,682)		110,184		(1,300)	(1,300)	2,312		L
92828Q-10-9	Virtus Invt Partner Inc Com		09/10/2013	VARIOUS	1,820,000	316,137		189,291	220,111	(30,820)			(30,820)		189,291		126,846	126,846			L
G1151C-10-1	Accenture Plc Class A	R	07/02/2013	J.P. Morgan Securities	2,160,000	155,382		143,640							143,640		11,742	11,742	1,750		L
G0692U-10-9	Axis Capital Holdings Ltd	R	08/21/2013	Investment Technology Gro	3,467,000	148,368		151,023				9,932	(9,932)		151,023		(2,654)	(2,654)	867		L
34407D-10-9	Fly Leasing Ltd ADR	R	07/30/2013	Barclays Capital Le	7,511,000	104,020		129,415							129,415		(25,395)	(25,395)	1,630		L
9099999	- Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					10,001,044		8,420,101	4,089,270	(848,614)		164,688	(1,013,302)		8,420,101		1,580,944	1,580,944	87,368		
9799997	- Subtotal - Common Stocks - Part 4						10,001,044	8,420,101	4,089,270	(848,614)		164,688	(1,013,302)		8,420,101		1,580,944	1,580,944	87,368		
9799999	- Subtotal - Common Stocks						10,001,044	8,420,101	4,089,270	(848,614)		164,688	(1,013,302)		8,420,101		1,580,944	1,580,944	87,368		
9899999	- Subtotal - Preferred and Common Stocks						10,001,044	8,420,101	4,089,270	(848,614)		164,688	(1,013,302)		8,420,101		1,580,944	1,580,944	87,368		
9999999	- TOTALS					19,755,168		18,201,129	12,248,652	(848,614)	(22,836)	164,688	(1,036,138)		18,172,161		1,583,007	1,583,007	148,561		

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Schedule DB, Part A, Section 1

**NONE**

Description of Hedged Risk (s)

**NONE**

Financial or Economic Impact of the Hedge

**NONE**

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Schedule DB, Part B, Section 1

**NONE**

Schedule DB, Part B, Section 1, Broker Name

**NONE**

Schedule DB, Part B, Description of Hedged Risk (s)

**NONE**

Schedule DB, Part B, Financial or Economic Impact of the Hedge

**NONE**

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Schedule DB, Part D, Section 1

**NONE**

**Page E09**

Schedule DB, Part D, Section 2, By Reporting Entity

**NONE**

Schedule DB, Part D, Section 2, To Reporting Entity

**NONE**

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Schedule DL, Part 1

**NONE**

SCHEDULE DL - PART 2  
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

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

NONE

General Interrogatories:

- 1. Total activity for the year to date
- 2. Average Balance for the year to date

Fair Value \$ .....  
Fair Value \$ .....

Book/Adjusted Carrying Value \$ .....  
Book/Adjusted Carrying Value \$ .....

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository						6	7	8	
Name	Location and Supplemental Information								
Open Depositories									
PNC Bank	Columbus, OH						(4,552,176)	(3,490,369)	(4,864,749)
Austr & New Zealand Bk CD	5879 Mt Carmel Short Term & Cash Equiv		0.175		50			300,000	300,000
Bank Nova Scotia CD	5879 Mt Carmel Short Term & Cash Equiv		0.200		116				1,100,000
Royal Bank of Canada Bd CD	5879 Mt Carmel Short Term & Cash Equiv		0.310	635	282	800,400	800,338	800,274	
Svenska Handelsbanken CD	5879 Mt Carmel Short Term & Cash Equiv		0.215		167	400,019	400,014	400,009	
Svenska Handelsbanken CD 0.24%	5879 Mt Carmel Short Term & Cash Equiv		0.240		425	349,994	349,997	350,000	
0199998 - Deposits in		3 depositories that do not exceed the allowable limit in any one depository (See							
Instructions) - Open Depositories					2,161		1,860,019	1,000,000	
0199999 - TOTAL - Open Depositories					2,796	1,040	(1,141,744)	(640,020)	(1,914,466)
0399999 - TOTAL Cash on Deposit					2,796	1,040	(1,141,744)	(640,020)	(1,914,466)
0499999 - Cash in Company's Office							200	200	200
0599999 - TOTALS					2,796	1,040	(1,141,544)	(639,820)	(1,914,266)

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book / Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
Bonds: U. S. Government - Issuer Obligations							
Repurchase Agreement - PNC Bank	09/30/2013		0.150	10/01/2013	23,444,000	2,890	
0199999 - Bonds: U. S. Government - Issuer Obligations					23,444,000	2,890	
0599999 - Bonds: Subtotals - U. S. Government Bonds					23,444,000	2,890	
Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
Abbey National Disc C/P	07/31/2013			10/29/2013	1,649,051	653	
Abbott Labs Disc C/P	07/30/2013			10/28/2013	849,788	149	
Alpine Securitization Disc C/P	09/24/2013			10/22/2013	999,879	39	
Alpine Securitization Disc C/P	09/25/2013			10/25/2013	649,924	15	
American Honda Fin Disc C/P	08/14/2013			11/06/2013	479,877	70	
Bank Tokyo Mist Disc C/P	07/11/2013			10/07/2013	849,605	368	
Bank Tokyo Mitsub Disc C/P	09/04/2013			12/03/2013	249,889	33	
CPPIB Capital Inc Disc C/P	08/22/2013			10/16/2013	549,899	73	
Dnb Nor Bk Asa Disc C/P	09/04/2013			10/01/2013	499,949	51	
Erste Abwick Disc C/P	07/15/2013			10/10/2013	919,622	339	
Fairway Fin Corp Disc C/P	08/26/2013			10/07/2013	839,863	118	
Fairway Fin Corp Disc C/P	08/15/2013			10/28/2013	809,754	156	
Gemini Securitization Disc C/P	09/17/2013			10/17/2013	1,649,821	83	
General Elec Cap Disc C/P	09/10/2013			12/02/2013	141,954	12	
General Elec Cap Disc C/P	09/18/2013			12/12/2013	679,872	20	
Gotham Fdg Corp Disc C/P	09/16/2013			10/09/2013	459,950	33	
Gotham Fdg Corp Disc C/P	09/04/2013			11/07/2013	699,792	88	
Gotham Fdg Corp Disc C/P	08/20/2013			11/18/2013	249,888	52	
Kells Fdg Disc C/P	07/11/2013			10/07/2013	849,605	368	
Liberty Str Fdg Disc C/P	08/16/2013			10/15/2013	599,840	123	
Liberty Fdg Disc C/P	09/12/2013			12/02/2013	799,676	76	
Metlife Short Term Disc C/P	08/12/2013			10/22/2013	849,749	177	
National Australia Fdg Disc C/P	08/06/2013			11/04/2013	649,773	142	
Nieuw Amsterdam Recv Disc C/P	07/26/2013			10/18/2013	799,664	268	
Nieuw Amsterdam Disc C/P	09/05/2013			11/04/2013	799,800	87	
Ontario Province Disc C/P	08/14/2013			11/06/2013	824,769	132	
Oversea Chinese Bk Disc C/P	08/28/2013			10/10/2013	184,971	23	
Overseas Chinese Bk Disc C/P	09/09/2013			12/02/2013	699,714	75	
Paccar Fin Corp Disc C/P	09/16/2013			10/17/2013	1,669,914	42	
Regency Markets Disc C/P	09/20/2013			10/21/2013	1,649,787	76	
Standard Charterd Bk Disc C/P	08/19/2013			10/01/2013	249,955	45	
Standard Chartered Bk Disc C/P	08/26/2013			11/19/2013	649,724	117	
Starbird Fdg Disc C/P	08/20/2013			11/01/2013	1,269,436	341	
Starbird Fdg Corp Disc C/P	09/10/2013			12/09/2013	399,790	49	
UOB Funding Disc C/P	08/28/2013			10/28/2013	669,830	95	
3299999 - Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					26,844,372	4,586	
3899999 - Bonds: Subtotals - Industrial and Miscellaneous (Unaffiliated)					26,844,372	4,586	
7799999 - Total Bonds - Subtotals - Issuer Obligations					50,288,372	7,476	
8399999 - Total Bonds - Subtotals - Bonds					50,288,372	7,476	

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due and Accrued	Amount Received During Year
8699999 - Total Cash Equivalents .....					50,288,372 .....	7,476 .....	