12325201320100100 2013 Document Code: 201

ANNUAL STATEMENT

For the Year Ending December 31, 2013

OF THE CONDITION AND AFFAIRS OF THE

Gateway Health Plan of Ohio, Inc.

NAIC Group Code 0812 (Current Period), 0812 (Prior Period) NAIC Company Code 12325 Employer's ID Number 30-0282076

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

Country of Domicile United States of America

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

Incorporated/Organized 11/05/2004 Commenced Business 09/01/2005

Statutory Home Office Four Gateway Center, 444 Liberty Avenue, Ste 2100 (Street and Number), Pittsburgh, PA, US 15222-1222 (City or Town, State, Country and Zip Code)

Main Administrative Office Four Gateway Center, 444 Liberty Avenue, Ste 2100 (Street and Number)
Pittsburgh, PA, US 15222-1222 (City or Town, State, Country and Zip Code) (412)255-4640 (Area Code) (Telephone Number)

Mail Address Four Gateway Center, 444 Liberty Avenue, Ste 2100 (Street and Number or P.O. Box), Pittsburgh, PA, US 15222-1222 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records c/o Thompson Hine LLP, 41 S High St, Suite 1700 (Street and Number)
Columbus, OH, US 43215-6101 (City or Town, State, Country and Zip Code) (614)469-3268 (Area Code) (Telephone Number)

Internet Website Address www.gatewayhealthplan.com

Statutory Statement Contact Cecil Eric Huss (Name) (412)255-1315 (Area Code)(Telephone Number)(Extension)
ehuss@gatewayhealthplan.com (E-Mail Address) (412)255-4670 (Fax Number)

OFFICERS

Name	Title	
Joseph Hugh Bradley	Co-Interim Chief Executive Officer	#
Nanette Paden DeTurk	Co-Interim Chief Executive Officer	#
Karen Arcidiacono Barringer	Secretary	
Cecil Eric Huss	Treasurer	

OTHERS - VICE PRESIDENTS

Cecil Eric Huss
Marcia Ann Martin
Michael Anthony Madden MD
Janice Lynn Prewitt
Margaret Rose Worek
Karen Arcidiacono Barringer
Augustine Odiaka Ifedirah DDS

BOARD OF DIRECTORS

Nanette Paden DeTurk
Mark Thomas Bullock
Joseph Hugh Bradley
Horatio Ray Welch Jr.
Michael George Warfel
Deborah Lynn Rice-Johnson (formerly Rice)

State of Pennsylvania
County of Allegheny ss

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

(Signature)	(Signature)	(Signature)
Patricia Joan Darnley	Karen Arcidiacono Barringer	Cecil Eric Huss
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2014

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

(Notary Public Signature)

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Individually listed payables				
Gateway Health Plan, LP	Routine Operating Expenses (net of Type I Capital Contribution)	3,364,568	3,364,568	
Gateway Health Plan, Inc.	Routine Operating Expenses	2,359,474	2,359,474	
0199999 Total - Individually listed payables	X X X	5,724,042	5,724,042	
0399999 Total gross payables	X X X	5,724,042	5,724,042	

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups						
2. Intermediaries						
3. All other providers						
4. TOTAL Capitation Payments						
Other Payments:						
5. Fee-for-service			XXX	XXX		
6. Contractual fee payments	168	100.000	XXX	XXX		168
7. Bonus/withhold arrangements - fee-for-service			XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments			XXX	XXX		
9. Non-contingent salaries			XXX	XXX		
10. Aggregate cost arrangements			XXX	XXX		
11. All other payments			XXX	XXX		
12. TOTAL Other Payments	168	100.000	XXX	XXX		168
13. TOTAL (Line 4 plus Line 12)	168	100.000	XXX	XXX		168

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
	NONE				
9999999 Totals			XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment						
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. TOTAL						

NONE

12325201343036100 2013 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:

NAIC Group Code 0812 BUSINESS IN THE STATE OF **OHIO** DURING THE YEAR NAIC Company Code 12325

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
TOTAL Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
TOTAL Member Ambulatory Encounters for Year:										
7. Physician										
8. Non-Physician										
9. TOTAL										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Health Premiums Written (b)										
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned										
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	168							168		
18. Amount Incurred for Provision of Health Care Services	168							168		

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....0

12325201343059100 2013 Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:

NAIC Group Code 0812 BUSINESS IN THE STATE OF **GRAND TOTAL** DURING THE YEAR NAIC Company Code 12325

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
TOTAL Members at end of:										
1. Prior Year										
2. First Quarter										
3. Second Quarter										
4. Third Quarter										
5. Current Year										
6. Current Year Member Months										
TOTAL Member Ambulatory Encounters for Year:										
7. Physician										
8. Non-Physician										
9. TOTAL										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions										
12. Health Premiums Written (b)										
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned										
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	168							168		
18. Amount Incurred for Provision of Health Care Services	168							168		

(a) For health business: number of persons insured under PPO managed care products .....0 and number of persons insured under indemnity only products .....0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....0

30 Grand Total

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name 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 *
812	Highmark	00000	45-3674900	000000000	0000000000		HIGHMARK HEALTH	PA	UDP	HIGHMARK HEALTH	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3674924	000000000	0000000000		ALLEGHENY HEALTH NETWORK	PA	NIA	HIGHMARK HEALTH	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	23-1294723	000000000	0000000000		HIGHMARK INC	PA	UDP	HIGHMARK HEALTH	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	46-3823617	000000000	0000000000		HIGHMARK BUSINESS SOLUTIONS INC	PA	NIA	HIGHMARK HEALTH	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3444325	000000000	0000000000		HMPG INC.	PA	NIA	ALLEGHENY HEALTH NETWORK	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-0969492	000000000	0000000000		WEST PENN ALLEGHENY HEALTH SYSTEM	PA	NIA	ALLEGHENY HEALTH NETWORK	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1260215	000000000	0000000000		JEFFERSON REGIONAL MEDICAL CENTER	PA	NIA	ALLEGHENY HEALTH NETWORK	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-0965547	000000000	0000000000		SAINT VINCENT HEALTH CENTER	PA	NIA	ALLEGHENY HEALTH NETWORK	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1669168	000000000	0000000000		THE SAINT VINCENT FOUNDATION FOR HEALTH AND HUMAN SERVICES	PA	NIA	ALLEGHENY HEALTH NETWORK	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1406710	000000000	0000000000		SAINT VINCENT HEALTH SYSTEM	PA	NIA	ALLEGHENY HEALTH NETWORK	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3999145	000000000	0000000000		HIGHMARK HIE, LLC	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1645888	000000000	0000000000		HIGHMARK VENTURES INC.	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	10131	20-2353206	000000000	0000000000		HIGHMARK SELECT RESOURCES INC.	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	11435	75-3002215	000000000	0000000000		HCI, INC.	VT	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	46-4156633	000000000	0000000000		HIGHMARK SENIOR HEALTH COMPANY	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000		000000000	0000000000		HIGHMARK COVERAGE ADVANTAGE INC	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000		000000000	0000000000		HIGHMARK BENEFITS GROUP INC	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	54828	55-0624615	000000000	0000000000		HIGHMARK WEST VIRGINIA INC.	WV	IA	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	55-0625743	000000000	0000000000		PARKER BENEFITS, INC.	WV	NIA	HIGHMARK WEST VIRGINIA INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	15020	45-2763165	000000000	0000000000		WEST VIRGINIA FAMILY HEALTH PLAN, INC	WV	IA	HIGHMARK WEST VIRGINIA INC.	Ownership	45.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	46-4156854	000000000	0000000000		HIGHMARK SENIOR SOLUTIONS COMPANY	WV	IA	HIGHMARK WEST VIRGINIA INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	71768	54-1637426	000000000	0000000000		HM HEALTH INSURANCE COMPANY	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	95048	25-1522457	000000000	0000000000		KEYSTONE HEALTH PLAN WEST, INC.	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1845908	000000000	0000000000		UNION BENEFIT MANAGEMENT, INC.	PA	NIA	KEYSTONE HEALTH PLAN WEST, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1824465	000000000	0000000000		EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	NIA	UNION BENEFIT MANAGEMENT, INC.	Ownership	1.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1824465	000000000	0000000000		EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	NIA	KEYSTONE HEALTH PLAN WEST, INC.	Ownership	99.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1712017	000000000	0000000000		JEA INC.	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name 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 *
812	Highmark	00000	25-1668093	000000000	0000000000		STANDARD PROPERTY CORPORATION	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1524682	000000000	0000000000		JENKINS EMPIRE ASSOCIATES	PA	NIA	HIGHMARK INC.	Ownership	24.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1524682	000000000	0000000000		JENKINS EMPIRE ASSOCIATES	PA	NIA	STANDARD PROPERTY CORPORATION	Ownership	75.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1524682	000000000	0000000000		JENKINS EMPIRE ASSOCIATES	PA	NIA	JEA INC.	Ownership	1.0	HIGHMARK HEALTH	0000000
812	Highmark	53287	51-0020405	000000000	0000000000		HIGHMARK BCBSD INC.	DE	IA	HIGHMARK INC.	Board of Directors	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	51-0293417	000000000	0000000000		THE GATEWAY GROUP, LTD	DE	NIA	HIGHMARK BCBSD INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	51-0383213	000000000	0000000000		DELAWARE ANCILLARY INSURANCE AGENCY	DE	NIA	HIGHMARK BCBSD INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1646315	000000000	0000000000		HM INSURANCE GROUP, INC.	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	35599	25-1334623	000000000	0000000000		HIGHMARK CASUALTY INSURANCE COMPANY	PA	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	93440	06-1041332	000000000	0000000000		HM LIFE INSURANCE COMPANY	PA	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	65-0611820	000000000	0000000000		RISK BASED SOLUTIONS, L.C	FL	NIA	HM LIFE INSURANCE COMPANY	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1128451	000000000	0000000000		HM BENEFITS ADMINISTRATORS, INC.	PA	NIA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	23-2384777	000000000	0000000000		HM BROKER SERVICES, INC.	PA	NIA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	60213	25-1800302	000000000	0000000000		HM LIFE INSURANCE COMPANY OF NEW YORK	NY	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	12720	65-1274122	000000000	0000000000		HM CAPTIVE INSURANCE COMPANY	VT	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	13016	87-0807723	000000000	0000000000		HM CASUALTY INSURANCE COMPANY	PA	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	89070	25-1687586	000000000	0000000000		UNITED CONCORDIA COMPANIES, INC.	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	37-1494957	000000000	0000000000		UNITED CONCORDIA SERVICES, INC.	NM	NIA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	47038	63-1028262	000000000	0000000000		UNITED CONCORDIA DENTAL CORPORATION OF ALABAMA	AL	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	95253	52-1542269	000000000	0000000000		UNITED CONCORDIA DENTAL PLANS, INC.	MD	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	95789	23-7328765	000000000	0000000000		UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC.	CA	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	60222	11-3008245	000000000	0000000000		UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK	NY	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	62294	23-1661402	000000000	0000000000		UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	PA	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name 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 *
812	Highmark	85766	86-0307623	000000000	0000000000		UNITED CONCORDIA INSURANCE COMPANY	AZ	IA	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	96150	38-2289438	000000000	0000000000		UNITED CONCORDIA DENTAL PLANS OF THE MIDWEST, INC.	MI	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	52048	61-1012900	000000000	0000000000		UNITED CONCORDIA DENTAL PLANS OF KENTUCKY, INC.	KY	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	47089	23-2541529	000000000	0000000000		UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.	PA	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	95160	74-2489037	000000000	0000000000		UNITED CONCORDIA DENTAL PLANS OF TEXAS, INC.	TX	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0996509	000000000	0000000000		MONROEVILLE ASC LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	30-0705035	000000000	0000000000		PROMEDIX LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3761429	000000000	0000000000		HMPG PROPERTIES NORTH LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000		000000000	0000000000		PALLADIUM RISK RETENTION GROUP, INC.	VT	NIA	HMPG INC.	Ownership	80.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	32-0371926	000000000	0000000000		WEXFORD MEDICAL MALL LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-5235291	000000000	0000000000		OSIRIS PROPERTIES, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	27-3033308	000000000	0000000000		SILVER RAIN MANAGEMENT, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	27-3035436	000000000	0000000000		SILVER RAIN, LP	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	99.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	27-3035436	000000000	0000000000		SILVER RAIN, LP	PA	NIA	SILVER RAIN MANAGEMENT, LLC	Ownership	1.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	35-2483160	000000000	0000000000		PLATINUM ADVISORS LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0970618	000000000	0000000000		SUMMER WIND MANAGEMENT, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	30-0791512	000000000	0000000000		PRINCIPO ADVISORS, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	46-2138706	000000000	0000000000		GOLD MIST ADVISORS LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3750206	000000000	0000000000		PROVIDER PPI LLC	PA	NIA	HMPG INC.	Ownership	99.5	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3750206	000000000	0000000000		PROVIDER PPI LLC	PA	NIA	TITUSVILLE AREA HOSPITAL	Ownership	0.5	HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0812390	000000000	0000000000		PROVIDER SUPPLY CHAIN SERVICES LLC	PA	NIA	PROVIDER PPI LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-5080712	000000000	0000000000		HMPG PHARMACY LLC	PA	NIA	PROVIDER PPI LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3913973	000000000	0000000000		PHYSICIAN LANDING ZONE PC	PA	NIA	HMPG INC.	Other		HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3444157	000000000	0000000000		LAKE ERIE MEDICAL GROUP PC	PA	NIA	PHYSICIAN LANDING ZONE PC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1742869	000000000	0000000000		PREMIER MEDICAL ASSOCIATES, PC	PA	NIA	PHYSICIAN LANDING ZONE PC	Ownership	100.0	HIGHMARK HEALTH	0000000

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)	Name 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)	*
812	Highmark	00000	25-1801124	000000000	0000000000		HVHC INC.	DE	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	11-3051991	000000000	0000000000		DAVIS VISION, INC.	NY	NIA	HVHC INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	11-2958041	000000000	0000000000		DAVISVISION IPA, INC.	NY	NIA	DAVIS VISION, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	74-2337775	000000000	0000000000		VISIONWORKS OF AMERICA, INC.	TX	NIA	HVHC INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	14-1586016	000000000	0000000000		EMPIRE VISION CENTER, INC.	NY	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	02-0677066	000000000	0000000000		VISIONWORKS, INC	DE	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	35-2196998	000000000	0000000000		VISIONWORKS ENTERPRISES, INC.	DE	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	74-2924030	000000000	0000000000		EYEDRX RETAIL MANAGEMENT, INC.	DE	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	74-2849552	000000000	0000000000		VISIONARY RETAIL MANAGEMENT, LLC	DE	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	74-2849554	000000000	0000000000		VISIONARY PROPERTIES, INC.	DE	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	74-2759084	000000000	0000000000		ECCA MANAGED VISION CARE, INC.	TX	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	04-3742989	000000000	0000000000		VISIONWORKS DISTRIBUTION SERVICES, INC.	TX	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	04-3742977	000000000	0000000000		VISIONWORKS LAB SERVICES, INC.	TX	NIA	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	53252	23-2063810	000000000	0000000000		INTER-COUNTY HEALTH PLAN, INC.	PA	IA	HIGHMARK INC.	Ownership	50.0	HIGHMARK HEALTH	0000000
812	Highmark	54763	23-0724427	000000000	0000000000		INTER-COUNTY HOSPITALIZATION PLAN, INC.	PA	IA	HIGHMARK INC.	Ownership	50.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	23-2219720	000000000	0000000000		PREFERRED HEALTH SYSTEMS, INCORPORATED	PA	NIA	INTER-COUNTY HOSPITALIZATION PLAN, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	96601	23-2413324	000000000	0000000000		HMO OF NORTHEASTERN PENNSYLVANIA	PA	IA	HIGHMARK INC.	Ownership	40.0	HIGHMARK HEALTH	0000000
812	Highmark	60147	23-2905083	000000000	0000000000		FIRST PRIORITY LIFE INSURANCE COMPANY, INC.	PA	IA	HIGHMARK INC.	Ownership	40.1	HIGHMARK HEALTH	0000000
812	Highmark	00000	22-2724721	000000000	0000000000		INDEPENDENCE BLUE CROSS AND HIGHMARK BLUE SHIELD CARING FOUNDATION FOR CHILDREN	PA	OTH	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000		000000000	0000000000		NATIONAL INSTITUTE FOR HEALTHCARE MANAGEMENT LLC	DE	OTH	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1691945	000000000	0000000000		GATEWAY HEALTH PLAN, L.P.	PA	IA	HIGHMARK INC.	Ownership	49.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1691945	000000000	0000000000		GATEWAY HEALTH PLAN, L.P.	PA	IA	HIGHMARK VENTURES INC.	Ownership	1.0	HIGHMARK HEALTH	0000000
812	Highmark	12325	30-0282076	000000000	0000000000		GATEWAY HEALTH PLAN OF OHIO, INC.	OH	IA	GATEWAY HEALTHPLAN, L.P.	Ownership	100.0	HIGHMARK HEALTH	0000000

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812	Highmark	96938	25-1505506	000000000	0000000000		GATEWAY HEALTH PLAN, INC.	PA	IA	GATEWAY HEALTHPLAN, L.P.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1494238	000000000	0000000000		CARING FOUNDATION	PA	OTH	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1876666	000000000	0000000000		HIGHMARK FOUNDATION	PA	OTH	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1472073	000000000	0000000000		SUBURBAN HEALTH FOUNDATION	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	20-1107650	000000000	0000000000		WEST PENN ALLEGHENY FOUNDATION, LLC	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000		000000000	0000000000		FORBES REGIONAL UROLOGIC	PA	NIA	WEST PENN ALLEGHENY FOUNDATION, LLC	Ownership	20.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1798379	000000000	0000000000		FORBES HEALTH FOUNDATION	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1470766	000000000	0000000000		THE WESTERN PENNSYLVANIA HOSPITAL FOUNDATION	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1320493	000000000	0000000000		ALLEGHENY SINGER RESEARCH INSTITUTE	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1875178	000000000	0000000000		ALLE-KISKI MEDICAL CENTER	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	20-5855753	000000000	0000000000		ALLE-KISKI MEDICAL CENTER TRUST	PA	NIA	ALLE-KISKI MEDICAL CENTER	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	23-2899534	000000000	0000000000		BURN CARE ASSOCIATES, LTD	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1737079	000000000	0000000000		CANONSBURG GENERAL HOSPITAL	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	23-2939715	000000000	0000000000		CANONSBURG GENERAL HOSPITAL AMBULANCE SERVICE	PA	NIA	CANONSBURG GENERAL HOSPITAL	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1838457	000000000	0000000000		ALLEGHENY MEDICAL PRACTICE NETWORK	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1838458	000000000	0000000000		ALLEGHENY SPECIALTY PRACTICE NETWORK	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	11-3683376	000000000	0000000000		WEST PENN ALLEGHENY ONCOLOGY NETWORK	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1494317	000000000	0000000000		WEST PENN PHYSICIAN PRACTICE NETWORK	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		WEST PENN AMBULATORY CENTER	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	51.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		PETERS AMBULATORY SURGERY CENTER	PA	NIA	ALLEGHENY SPECIALTY PRACTICE NETWORK	Ownership	20.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		PETERS AMBULATORY SURGERY CENTER	PA	NIA	WEST PENN AMBULATORY CENTER	Ownership	40.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		ALLEGHENY IMAGING OF MCCANDLESS	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	45.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1437405	000000000	0000000000		WEST PENN CORPORATE MEDICAL SERVICES, INC	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	26-1630719	000000000	0000000000		WEST PENN NUROSURGERY PC	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	23-2894939	000000000	0000000000		MEDICAL CENTER CLINIC, PC	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	

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812	Highmark	00000		000000000	0000000000		MCCANDLESS ENDOSCOPY CENTER	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	50.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		NORTH SHORE EDOSCOPY CENTER	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	50.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		OPTIMA IMAGING	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	20.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		5148 LIBERTY AVENUE MEDICAL ASSOCIATES, LP	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	50.0	HIGHMARK HEALTH	
812	Highmark	00000	26-4194208	000000000	0000000000		PRIME MEDICAL GROUP, PCG 1	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	90-0451375	000000000	0000000000		PRIMARY CARE GROUP 2, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	90-0451380	000000000	0000000000		PRIMARY CARE GROUP 3, INC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	80-0403090	000000000	0000000000		PRIMARY CARE GROUP 4, INC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	80-0403100	000000000	0000000000		PRIMARY CARE GROUP 5, INC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	90-0503600	000000000	0000000000		PRIMARY CARE GROUP 6, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1287041	000000000	0000000000		PRIMARY CARE GROUP 7, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	01-0927360	000000000	0000000000		PRIMARY CARE GROUP 8, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	01-0929359	000000000	0000000000		PRIMARY CARE GROUP 9, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	38-3807173	000000000	0000000000		PRIMARY CARE GROUP 10, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	80-0494617	000000000	0000000000		PRIMARY CARE GROUP 11, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	90-0914054	000000000	0000000000		PRIMARY CARE GROUP 12, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		PRIMARY CARE GROUP 13, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		PRIMARY CARE GROUP 14, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1684735	000000000	0000000000		FAMILY PRACTICE MEDICAL ASSOCIATES SOUTH, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1403745	000000000	0000000000		HEALTH SYSTEM SERVICE CORPORATION	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1203449	000000000	0000000000		JEFFERSON REGIONAL MEDICAL CENTER HEALTH PAVILION	PA	NIA	HEALTH SYSTEM SERVICE CORPORATION	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		HSSC DIVERSIFIED SERVICES, INC	PA	NIA	HEALTH SYSTEM SERVICE CORPORATION	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	80-0069336	000000000	0000000000		JRMC DIAGNOSTIC SERVICES, LLC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1840696	000000000	0000000000		JEFFERSON MAGNETIC RESONANCE IMAGING, LLC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	

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812	Highmark	00000	72-1529328	000000000	0000000000		THE PARK CARDIOTHORACIC AND VASCULAR INSTITUTE	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	35-2367818	000000000	0000000000		SPECIALTY GROUP PRACTICE 1, INC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	45-3355906	000000000	0000000000		GRANDIS, RUBIN, SHANAHAN AND ASSOCIATES	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	45-3540378	000000000	0000000000		STEEL VALLEY ORTHOPAEDIC AND SPORTS MEDICINE	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	30-0477313	000000000	0000000000		JEFFERSON HILLS SURGICAL SPECIALISTS	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	72-1529332	000000000	0000000000		JRMC SPECIALTY GROUP PRACTICE	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	86-1159658	000000000	0000000000		JRMC PHYSICIAN SERVICES CORPORATION	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	100.0	HIGHMARK HEALTH	
812	Highmark	00000	20-1634783	000000000	0000000000		JRMC/UPMC CANCER ASSOCIATES	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors	50.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1729717	000000000	0000000000		CHARTWELL PENNSYLVANIA, L.P	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	15.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1844485	000000000	0000000000		UPMC VNA HOME HEALTH	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	35.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1898743	000000000	0000000000		WATERFRONT SURGERY CENTER, LLC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Management	25.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1874990	000000000	0000000000		WSC REALTY PARTNERS, L.P.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	23.5	HIGHMARK HEALTH	
812	Highmark	00000	26-3112347	000000000	0000000000		UPPER MIDWEST CONSOLIDATED SERVICES CENTER, LLC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	1.3	HIGHMARK HEALTH	
812	Highmark	00000	90-0925581	000000000	0000000000		PITTSBURGH BONE, JOINT & SPINE, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		JEFFERSON MEDICAL ASSOCIATES, LP	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	58.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		PACE RE LTD	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	35.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		WATERFRONT MEDICAL ASSOCIATES	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	15.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1430922	000000000	0000000000		ENERGYCARE, INC	PA	NIA	SAINT VINCENT HEALTH CENTER	Ownership	50.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1856341	000000000	0000000000		REGIONAL HEART NETWORK	PA	NIA	SAINT VINCENT HEALTH CENTER	Ownership	76.5	HIGHMARK HEALTH	
812	Highmark	00000	25-0966611	000000000	0000000000		SAINT VINCENT HEALTH CENTER AUXILIARY, INC.	PA	NIA	SAINT VINCENT HEALTH CENTER	Other		HIGHMARK HEALTH	
812	Highmark	00000	75-3140132	000000000	0000000000		ERIE REGIONAL DMAT PA-3	PA	NIA	SAINT VINCENT HEALTH CENTER	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1528055	000000000	0000000000		CLINICAL PATHOLOGY INSTITUTE COOPERATIVE, INC	PA	NIA	SAINT VINCENT HEALTH CENTER	Ownership	50.0	HIGHMARK HEALTH	

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812	Highmark	00000	25-1528055	000000000	0000000000		CLINICAL PATHOLOGY INSTITUTE COOPERATIVE, INC	PA	NIA	WESTFIELD MEMORIAL HOSPITAL, INC	Other		HIGHMARK HEALTH	
812	Highmark	00000	25-1181389	000000000	0000000000		COMMUNITY BLOOD BANK	PA	NIA	SAINT VINCENT HEALTH CENTER	Ownership	40.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1498145	000000000	0000000000		VANTAGE HEALTH GROUP	PA	NIA	SAINT VINCENT HEALTH CENTER	Ownership	39.1	HIGHMARK HEALTH	
812	Highmark	00000	25-1679140	000000000	0000000000		SAINT VINCENT MEDICAL EDUCATION & RESEARCH INSTITUTE, INC	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1403846	000000000	0000000000		CLINICAL SERVICES, INC	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	20-3784338	000000000	0000000000		SAINT VINCENT AFFILIATED PHYSICIANS	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	83-0371265	000000000	0000000000		REGIONAL HOME HEALTH AND HOSPICE	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Ownership	55.5	HIGHMARK HEALTH	
812	Highmark	00000	16-0743222	000000000	0000000000		WESTFIELD MEMORIAL HOSPITAL, INC	NY	NIA	SAINT VINCENT HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	27-1117671	000000000	0000000000		REGIONAL TELEMEDICINE NETWORK	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1385705	000000000	0000000000		REGIONAL CANCER CENTER	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Ownership	50.0	HIGHMARK HEALTH	
812	Highmark	00000	25-1631855	000000000	0000000000		THE REGIONAL CANCER CENTER FOUNDATION	PA	NIA	REGIONAL CANCER CENTER	Other		HIGHMARK HEALTH	
812	Highmark	00000	25-1578290	000000000	0000000000		ST. VINCENT PROFESSIONAL BUILDING LEASEHOLD CONDOMINIUM ASSOCIATION	PA	NIA	SAINT VINCENT HEALTH CENTER	Ownership	17.3	HIGHMARK HEALTH	
812	Highmark	00000	25-1578290	000000000	0000000000		ST. VINCENT PROFESSIONAL BUILDING LEASEHOLD CONDOMINIUM ASSOCIATION	PA	NIA	CLINICAL SERVICES, INC	Ownership	80.0	HIGHMARK HEALTH	
812	Highmark	00000	05-0544042	000000000	0000000000		SAINT VINCENT REHAB SOLUTIONS, LLC	PA	NIA	CLINICAL SERVICES, INC	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000	20-1017545	000000000	0000000000		ERIE MEDICAL COMPLEX, LLC	DE	NIA	CLINICAL SERVICES, INC	Ownership	25.0	HIGHMARK HEALTH	
812	Highmark	00000	27-3459870	000000000	0000000000		SAINT VINCENT CONSULTANTS IN CARDIOVASCULAR DISEASES, LLC	PA	NIA	CLINICAL SERVICES, INC	Ownership	100.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		VANTAGE CAPITAL MANAGEMENT, LTD	PA	NIA	CLINICAL SERVICES, INC	Ownership	19.0	HIGHMARK HEALTH	
812	Highmark	00000	03-0477182	000000000	0000000000		VANTAGE HOLDING COMPANY, LLC	PA	NIA	CLINICAL SERVICES, INC	Ownership	50.5	HIGHMARK HEALTH	
812	Highmark	00000	05-0591755	000000000	0000000000		SAINT VINCENT NWPA SURGERY CENTER, LTD	PA	NIA	CLINICAL SERVICES, INC	Ownership	75.1	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		PARKSIDE AT NORTH EAST	PA	NIA	CLINICAL SERVICES, INC	Ownership	10.0	HIGHMARK HEALTH	

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PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name 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 *
812	Highmark	00000		000000000	0000000000		THE REGENCY AT SOUTH SHORE	PA	NIA	CLINICAL SERVICES, INC	Ownership	3.4	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		TRISTATE REGIONAL ASSOCIATES LLP	PA	NIA	CLINICAL SERVICES, INC	Ownership	29.2	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		TRISTATE REGIONAL ASSOCIATES LLP	PA	NIA	WESTFIELD MEMORIAL HOSPITAL, INC	Ownership	1.5	HIGHMARK HEALTH	
812	Highmark	00000	22-2270533	000000000	0000000000		WESTFIELD MEMORIAL HOSPITAL FOUNDATION, INC	NY	NIA	WESTFIELD MEMORIAL HOSPITAL, INC	Other		HIGHMARK HEALTH	
812	Highmark	00000	23-7029185	000000000	0000000000		WESTFIELD HOSPITAL REGIONAL AUXILIARY, INC	NY	NIA	WESTFIELD MEMORIAL HOSPITAL, INC	Other		HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		ASSOCIATED CLINICAL LABORATORIES OF PENNSYLVANIA, LLC	PA	NIA	TRISTATE REGIONAL ASSOCIATES LLP	Ownership	40.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		ASSOCIATED CLINICAL LABORATORIES, LP	PA	NIA	ASSOCIATED CLINICAL LABORATORIES OF PENNSYLVANIA, LLC	Ownership	1.0	HIGHMARK HEALTH	
812	Highmark	00000		000000000	0000000000		ASSOCIATED CLINICAL LABORATORIES, LP	PA	NIA	TRISTATE REGIONAL ASSOCIATES LLP	Ownership	39.6	HIGHMARK HEALTH	

Asterisk	Explanation
0000001	Footnote

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred Under Reinsurance Agreements	10 *	11 Any Other Material Activity not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
0	25-1691945	GATEWAY HEALTH PLAN, L.P.	(7,500,000)								(7,500,000)	
11435	75-3002215	HCI, INC.					(537,834)				(537,834)	
53287	51-0020405	HIGHMARK BCBSD INC					(42,942,114)	189,270			(42,752,844)	(90,484)
0	25-1646315	HM INSURANCE GROUP	(3,500,000)				2,409,384				(1,090,616)	
35599	25-1334623	HIGHMARK CASUALTY INSURANCE COMPANY					(21,520,994)	(9,232,914)		(14,597,732)	(45,351,640)	
13016	87-0807723	HM CASUALTY INSURANCE COMPANY					(11,480,343)	(13,288,575)		13,731,632	(11,037,286)	
93440	06-1041332	HM LIFE INSURANCE COMPANY					(20,970,939)	22,521,489			1,550,550	
60213	25-1800302	HM LIFE INSURANCE COMPANY OF NY					(9,525,741)				(9,525,741)	
0	25-1128451	HM BENEFITS ADMINISTRATORS	3,500,000				(647,864)				2,852,136	
0	25-2384777	HM BROKER SERVICES					2,330,987				2,330,987	
12720	65-1274122	HM CAPTIVE INSURANCE COMPANY					(309,033)				(309,033)	
10131	20-2353206	HIGHMARK SELECT RESOURCES INC.	(36,000,000)				571,650				(35,428,350)	
0	25-1645888	HIGHMARK VENTURES INC.	150,000								150,000	
54828	55-0624615	HIGHMARK WEST VIRGINIA INC.					(40,364,325)	54,860			(40,309,465)	(5,367)
71768	54-1637426	HM HEALTH INSURANCE COMPANY	(450,000,000)				(118,573,621)	399,488			(568,174,133)	(42,647)
0	45-3444625	HMPG INC.		6,978,789							6,978,789	
0	25-0969492	WEST PENN ALLEGHENY HEALTH SYSTEM								100,000,000	100,000,000	
54763	23-0724427	INTER-COUNTY HOSPITALIZATION PLAN, INC.								(52,600)	(52,600)	
53252	23-2063810	INTER-COUNTY HEALTH PLAN, INC.					(4,000)	29,038		(45,400)	(20,362)	(1,431,297)
95048	25-1522457	KEYSTONE HEALTH PLAN WEST, INC.	(469,010,000)	250,000,000			(150,947,354)				(369,957,354)	
0	25-1824465	EMPLOYEE BENEFIT DATA SERVICES	(990,000)								(990,000)	
89070	25-1687586	UNITED CONCORDIA COMPANIES, INC	(50,000,000)	(423,048)			(24,919,890)			(5,088,365)	(80,431,303)	
47038	63-1028262	UNITED CONCORDIA DENTAL CORPORATION OF ALABAMA					(518,369)			(12,118)	(530,487)	
47089	23-2541529	UNITED CONCORDIA DENTAL PLAN OF PENNSYLVANIA, INC.		399,359			(2,605,271)			471,045	(1,734,867)	
95789	23-7328765	UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC.					(1,316,825)			(510,545)	(1,827,370)	
52048	61-1012900	UNITED CONCORDIA DENTAL PLANS OF KENTUCKY, INC.		23,689			(93,625)			3,178	(66,758)	
96150	38-2289438	UNITED CONCORDIA DENTAL PLANS OF MIDWEST, INC.					(415,763)			(164,581)	(580,344)	
95160	74-2489037	UNITED CONCORDIA DENTAL PLANS OF TEXAS, INC.					(168,402)			43,482	(124,920)	
95253	52-1542269	UNITED CONCORDIA DENTAL PLANS, INC.					(1,816,508)			(242,318)	(2,058,826)	
85766	86-0307623	UNITED CONCORDIA INSURANCE COMPANY					(23,014,036)	(54,860)		(1,574,341)	(24,643,237)	5,367
60222	11-3008245	UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK					(454,122)			(486,522)	(940,644)	
62294	23-1661402	UNITED CONCORDIA LIFE AND HEALTH INSURANCE CO.	(25,000,000)				(58,322,930)	(588,758)		(23,950,457)	(107,862,145)	218,230
0	11-3051991	DAVISVISION INC					18,875,885				18,875,885	
54771	23-1294723	HIGHMARK INC.	1,038,350,000	(256,978,789)			507,281,997	(29,038)		(67,524,358)	1,221,099,812	1,346,198
9999999 Control Totals									X X X			

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

	Response
The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.	
MARCH FILING	
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	Yes
2. Will an actuarial opinion be filed by March 1?	Waived
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	Yes
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?	Yes
APRIL FILING	
5. Will Management's Discussion and Analysis be filed by April 1?	Yes
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1?	Yes
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1?	Yes
JUNE FILING	
8. Will an audited financial report be filed by June 1?	Waived
9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	Waived
AUGUST FILING	
10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	Waived
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 it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.	
MARCH FILING	
11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	No
12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	No
13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	No
14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	No
15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	No
16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	No
17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	No
18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be file electronically with the NAIC by March 1?	No
19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	No
20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	No
APRIL FILING	
21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	No
22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	No
23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	No
24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	No
25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1?	No
AUGUST FILING	
26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	Yes

Explanations:

Bar Codes:

Statement of Actuarial Opinion / Certification

12325201344000000 2013 Document Code: 440

Audited Financial Report

12325201322000000 2013 Document Code: 220

Accountants Letter of Qualifications

12325201322100000 2013 Document Code: 221

Communication of Internal Control Related Matters Noted in an Audit

12325201322200000 2013 Document Code: 222

Medicare Supplement Insurance Experience Exhibit

12325201336000000 2013 Document Code: 360

Health Life Supplement

12325201320500000 2013 Document Code: 205

Health Property / Casualty Supplement

12325201320700000 2013 Document Code: 207

Schedule SIS

12325201342000000 2013 Document Code: 420

Actuarial Opinion on Participating and Non-Participating Policies

12325201337100000 2013 Document Code: 371

Statement of Non-Guaranteed Elements for Exhibit 5

12325201337000000 2013 Document Code: 370

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES (continued)

Medicare Part D Coverage Supplement

12325201336500000 2013 Document Code: 365

Approval for Relief related to five-year rotation for lead Audit Partner

12325201322400000 2013 Document Code: 224

Approval for Relief related to one-year cooling off period for inde. CPA

12325201322500000 2013 Document Code: 225

Approval for Relief related to Require. for Audit Committees

12325201322600000 2013 Document Code: 226

LTC Supplemental Interrogatorries

12325201330600000 2013 Document Code: 306

Health Life Supplement - LHA Guaranty Association Reconciliation

12325201321100000 2013 Document Code: 211

Health Property/Casualty Supplement - Insurance Expense Exhibit

12325201321300000 2013 Document Code: 213

Supplemental Health Care Exhibit

12325201321600000 2013 Document Code: 216

Supplemental Health Care Exhibit's Expense Allocation Report

12325201321700000 2013 Document Code: 217

OVERFLOW PAGE FOR WRITE-INS

INDEX TO HEALTH ANNUAL STATEMENT

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