



QUARTERLY STATEMENT
AS OF MARCH 31, 2014
OF THE CONDITION AND AFFAIRS OF THE
Gateway Health Plan of Ohio, Inc.

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

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 , Pittsburgh, PA, US 15222-1222
(Street and Number) (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 (412)255-4640
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address Four Gateway Center, 444 Liberty Avenue, Ste 2100 , Pittsburgh, PA, US 15222-1222
(Street and Number or P.O. Box) (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 (614)469-3268
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.gatewayhealthplan.com

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

OFFICERS

| Name | Title |
|-----------------------------|---------------------|
| Patricia Joan Darnley | President and CEO # |
| Karen Arcidiacono Barringer | Secretary |
| Cecil Eric Huss | Treasurer |

OTHERS - VICE PRESIDENTS

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

BOARD OF DIRECTORS

| | |
|----------------------|---|
| Nanette Paden DeTurk | Horatio Ray Welch Jr. |
| Mark Thomas Bullock | Michael George Warfel |
| Joseph Hugh Bradley | 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) Patricia Joan Darnley _____ (Printed Name) 1. President and CEO _____ (Title) | _____ (Signature) Karen Arcidiacono Barringer _____ (Printed Name) 2. Secretary _____ (Title) | _____ (Signature) Cecil Eric Huss _____ (Printed Name) 3. Treasurer _____ (Title) |
|---|---|---|

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

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

Yes[X] No[]

 (Notary Public Signature)

ASSETS

| | Current Statement Date | | | 4 December 31 Prior Year Net Admitted Assets |
|---|------------------------|----------------------------|--|---|
| | 1 Assets | 2 Nonadmitted Assets | 3 Net Admitted Assets (Cols. 1 - 2) | |
| 1. Bonds | 451,236 | | 451,236 | 452,034 |
| 2. Stocks: | | | | |
| 2.1 Preferred stocks | | | | |
| 2.2 Common stocks | | | | |
| 3. Mortgage loans on real estate: | | | | |
| 3.1 First liens | | | | |
| 3.2 Other than first liens | | | | |
| 4. Real estate: | | | | |
| 4.1 Properties occupied by the company (less \$.....0 encumbrances) | | | | |
| 4.2 Properties held for the production of income (less \$.....0 encumbrances) | | | | |
| 4.3 Properties held for sale (less \$.....0 encumbrances) | | | | |
| 5. Cash (\$.....56,449), cash equivalents (\$.....0) and short-term investments (\$.....7,440,276) | 7,496,725 | | 7,496,725 | 7,829,840 |
| 6. Contract loans (including \$.....0 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 (Lines 1 to 11) | 7,947,961 | | 7,947,961 | 8,281,874 |
| 13. Title plants less \$.....0 charged off (for Title insurers only) | | | | |
| 14. Investment income due and accrued | 3,279 | | 3,279 | 9,103 |
| 15. Premiums and considerations: | | | | |
| 15.1 Uncollected premiums and agents' balances in the course of collection | 97,560 | | 97,560 | |
| 15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums) | | | | |
| 15.3 Accrued retrospective premiums | | | | |
| 16. Reinsurance: | | | | |
| 16.1 Amounts recoverable from reinsurers | | | | |
| 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 (\$.....0) | | | | |
| 22. Net adjustments in assets and liabilities due to foreign exchange rates | | | | |
| 23. Receivables from parent, subsidiaries and affiliates | 5,000,000 | | 5,000,000 | |
| 24. Health care (\$.....32,096) and other amounts receivable | 32,096 | | 32,096 | |
| 25. Aggregate write-ins for other than invested assets | 141,213 | 140,464 | 749 | |
| 26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) | 13,222,110 | 140,464 | 13,081,646 | 8,290,977 |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts | | | | |
| 28. TOTAL (Lines 26 and 27) | 13,222,110 | 140,464 | 13,081,646 | 8,290,977 |
| DETAILS OF WRITE-INS | | | | |
| 1101. | | | | |
| 1102. | | | | |
| 1103. | | | | |
| 1198. Summary of remaining write-ins for Line 11 from overflow page | | | | |
| 1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above) | | | | |
| 2501. Prepaid Reinsurance | 749 | | 749 | |
| 2502. Prepaid Assets | 140,464 | 140,464 | | |
| 2503. | | | | |
| 2598. Summary of remaining write-ins for Line 25 from overflow page | | | | |
| 2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) | 141,213 | 140,464 | 749 | |

LIABILITIES, CAPITAL AND SURPLUS

| | Current Period | | | Prior Year |
|--|----------------|----------------|--------------|-------------|
| | 1 Covered | 2 Uncovered | 3 Total | 4 Total |
| 1. Claims unpaid (less \$.....0 reinsurance ceded) | 555,405 | | 555,405 | |
| 2. Accrued medical incentive pool and bonus amounts | | | | |
| 3. Unpaid claims adjustment expenses | 11,335 | | 11,335 | |
| 4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act | | | | |
| 5. Aggregate life policy reserves | | | | |
| 6. Property/casualty unearned premium reserve | | | | |
| 7. Aggregate health claim reserves | | | | |
| 8. Premiums received in advance | | | | |
| 9. General expenses due or accrued | 98,636 | | 98,636 | 39,456 |
| 10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)) | | | | |
| 10.2 Net deferred tax liability | | | | |
| 11. Ceded reinsurance premiums payable | | | | |
| 12. Amounts withheld or retained for the account of others | 125,998 | | 125,998 | |
| 13. Remittances and items not allocated | | | | |
| 14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current) | | | | |
| 15. Amounts due to parent, subsidiaries and affiliates | 6,805,462 | | 6,805,462 | 5,724,041 |
| 16. Derivatives | | | | |
| 17. Payable for securities | | | | |
| 18. Payable for securities lending | | | | |
| 19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers) | | | | |
| 20. Reinsurance in unauthorized and certified (\$.....0) companies | | | | |
| 21. Net adjustments in assets and liabilities due to foreign exchange rates | | | | |
| 22. Liability for amounts held under uninsured plans | 92,209 | | 92,209 | |
| 23. Aggregate write-ins for other liabilities (including \$.....0 current) | | | | |
| 24. Total liabilities (Lines 1 to 23) | 7,689,045 | | 7,689,045 | 5,763,497 |
| 25. Aggregate write-ins for special surplus funds | X X X | X X X | | |
| 26. Common capital stock | X X X | X X X | | |
| 27. Preferred capital stock | X X X | X X X | | |
| 28. Gross paid in and contributed surplus | X X X | X X X | 16,786,235 | 11,286,235 |
| 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 | (11,393,635) | (8,758,755) |
| 32. Less treasury stock, at cost: | | | | |
| 32.10 shares common (value included in Line 26 \$.....0) | X X X | X X X | | |
| 32.20 shares preferred (value included in Line 27 \$.....0) | X X X | X X X | | |
| 33. Total capital and surplus (Lines 25 to 31 minus Line 32) | X X X | X X X | 5,392,600 | 2,527,480 |
| 34. Total Liabilities, capital and surplus (Lines 24 and 33) | X X X | X X X | 13,081,645 | 8,290,977 |
| DETAILS OF WRITE-INS | | | | |
| 2301. | | | | |
| 2302. | | | | |
| 2303. | | | | |
| 2398. Summary of remaining write-ins for Line 23 from overflow page | | | | |
| 2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) | | | | |
| 2501. | 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 (Lines 2501 through 2503 plus 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 (Lines 3001 through 3003 plus 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 | 1,054 | | |
| 2. Net premium income (including \$.....0 non-health premium income) | X X X | 1,009,038 | | |
| 3. Change in unearned premium reserves and reserves for rate credits | X X X | | | |
| 4. Fee-for-service (net of \$.....0 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 (Lines 2 to 7) | X X X | 1,009,038 | | |
| Hospital and Medical: | | | | |
| 9. Hospital/medical benefits | | 631,830 | | |
| 10. Other professional services | | 96,507 | | |
| 11. Outside referrals | | | | |
| 12. Emergency room and out-of-area | | 30,582 | | |
| 13. Prescription drugs | | 105,944 | | 168 |
| 14. Aggregate write-ins for other hospital and medical | | 25,828 | | |
| 15. Incentive pool, withhold adjustments and bonus amounts | | | | |
| 16. Subtotal (Lines 9 to 15) | | 890,691 | | 168 |
| Less: | | | | |
| 17. Net reinsurance recoveries | | | | |
| 18. Total hospital and medical (Lines 16 minus 17) | | 890,691 | | 168 |
| 19. Non-health claims (net) | | | | |
| 20. Claims adjustment expenses, including \$.....236,198 cost containment expenses | | 1,164,167 | | |
| 21. General administrative expenses | | 1,448,640 | 1,099 | 7,110,749 |
| 22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only) | | | | |
| 23. Total underwriting deductions (Lines 18 through 22) | | 3,503,499 | 1,099 | 7,110,917 |
| 24. Net underwriting gain or (loss) (Lines 8 minus 23) | X X X | (2,494,460) | (1,099) | (7,110,917) |
| 25. Net investment income earned | | 44 | 800 | 988 |
| 26. Net realized capital gains (losses) less capital gains tax of \$.....0 | | | | |
| 27. Net investment gains or (losses) (Lines 25 plus 26) | | 44 | 800 | 988 |
| 28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)] | | | | |
| 29. Aggregate write-ins for other income or expenses | | | | |
| 30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) | X X X | (2,494,416) | (299) | (7,109,929) |
| 31. Federal and foreign income taxes incurred | X X X | | | |
| 32. Net income (loss) (Lines 30 minus 31) | X X X | (2,494,416) | (299) | (7,109,929) |
| DETAILS OF WRITE-INS | | | | |
| 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 (Lines 0601 through 0603 plus 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 (Lines 0701 through 0703 plus 0798) (Line 7 above) | X X X | | | |
| 1401. DME | | 25,828 | | |
| 1402. | | | | |
| 1403. | | | | |
| 1498. Summary of remaining write-ins for Line 14 from overflow page | | | | |
| 1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) | | 25,828 | | |
| 2901. | | | | |
| 2902. | | | | |
| 2903. | | | | |
| 2998. Summary of remaining write-ins for Line 29 from overflow page | | | | |
| 2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) | | | | |

STATEMENT OF REVENUE AND EXPENSES (Continued)

| | 1 | 2 | 3 |
|--|-------------------------|-----------------------|------------------------------------|
| | Current Year To Date | Prior Year To Date | Prior Year Ended December 31 |
| CAPITAL & SURPLUS ACCOUNT | | | |
| 33. Capital and surplus prior reporting year | 2,527,480 | 2,387,410 | 2,387,409 |
| 34. Net income or (loss) from Line 32 | (2,494,416) | (299) | (7,109,929) |
| 35. Change in valuation basis of aggregate policy and claim reserves | | | |
| 36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0 | | | |
| 37. Change in net unrealized foreign exchange capital gain or (loss) | | | |
| 38. Change in net deferred income tax | | | |
| 39. Change in nonadmitted assets | (140,464) | | |
| 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 | | | (1,500) |
| 44.2 Transferred from surplus (Stock Dividend) | | | |
| 44.3 Transferred to surplus | | | |
| 45. Surplus adjustments: | | | |
| 45.1 Paid in | 5,500,000 | | 7,251,500 |
| 45.2 Transferred to capital (Stock Dividend) | | | |
| 45.3 Transferred from capital | | | |
| 46. Dividends to stockholders | | | |
| 47. Aggregate write-ins for gains or (losses) in surplus | | | |
| 48. Net change in capital and surplus (Lines 34 to 47) | 2,865,120 | (299) | 140,071 |
| 49. Capital and surplus end of reporting period (Line 33 plus 48) | 5,392,600 | 2,387,111 | 2,527,480 |
| DETAILS OF WRITE-INS | | | |
| 4701. | | | |
| 4702. | | | |
| 4703. | | | |
| 4798. Summary of remaining write-ins for Line 47 from overflow page | | | |
| 4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) | | | |

CASH FLOW

| | 1 Current Year To Date | 2 Prior Year To Date | 3 Prior Year Ended December 31 |
|--|---------------------------------|-------------------------------|---|
| Cash from Operations | | | |
| 1. Premiums collected net of reinsurance | 911,478 | | |
| 2. Net investment income | 3,499 | 7,585 | 5,018 |
| 3. Miscellaneous income | | | |
| 4. TOTAL (Lines 1 to 3) | 914,977 | 7,585 | 5,018 |
| 5. Benefit and loss related payments | 367,382 | | 168 |
| 6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts | | | |
| 7. Commissions, expenses paid and aggregate write-ins for deductions | 2,446,917 | 1,099 | 7,086,288 |
| 8. Dividends paid to policyholders | | | |
| 9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) | | | |
| 10. TOTAL (Lines 5 through 9) | 2,814,299 | 1,099 | 7,086,456 |
| 11. Net cash from operations (Line 4 minus Line 10) | (1,899,322) | 6,486 | (7,081,438) |
| Cash from Investments | | | |
| 12. Proceeds from investments sold, matured or repaid: | | | |
| 12.1 Bonds | | | |
| 12.2 Stocks | | | |
| 12.3 Mortgage loans | | | |
| 12.4 Real estate | | | |
| 12.5 Other invested assets | | | |
| 12.6 Net gains or (losses) on cash, cash equivalents and short-term investments | | | |
| 12.7 Miscellaneous proceeds | | | |
| 12.8 TOTAL investment proceeds (Lines 12.1 to 12.7) | | | |
| 13. Cost of investments acquired (long-term only): | | | |
| 13.1 Bonds | | | |
| 13.2 Stocks | | | |
| 13.3 Mortgage loans | | | |
| 13.4 Real estate | | | |
| 13.5 Other invested assets | | | |
| 13.6 Miscellaneous applications | | | |
| 13.7 TOTAL investments acquired (Lines 13.1 to 13.6) | | | |
| 14. Net increase (or decrease) in contract loans and premium notes | | | |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) | | | |
| 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 | 500,000 | | 7,250,000 |
| 16.3 Borrowed funds | | | |
| 16.4 Net deposits on deposit-type contracts and other insurance liabilities | | | |
| 16.5 Dividends to stockholders | | | |
| 16.6 Other cash provided (applied) | 1,066,208 | 2,289 | 5,724,091 |
| 17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) | 1,566,208 | 2,289 | 12,974,091 |
| RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS | | | |
| 18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) | (333,115) | 8,775 | 5,892,653 |
| 19. Cash, cash equivalents and short-term investments: | | | |
| 19.1 Beginning of year | 7,829,840 | 1,937,187 | 1,937,187 |
| 19.2 End of period (Line 18 plus Line 19.1) | 7,496,725 | 1,945,962 | 7,829,840 |

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

| | | | | |
|---------|--|--|--|--|
| 20.0001 | | | | |
|---------|--|--|--|--|

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

| | 1 Total | Comprehensive (Hospital & Medical) | | 4 Medicare Supplement | 5 Vision Only | 6 Dental Only | 7 Federal Employees Health Benefit Plan | 8 Title XVIII Medicare | 9 Title XIX Medicaid | 10 Other |
|---|------------|------------------------------------|------------|--------------------------|------------------|------------------|--|---------------------------|-------------------------|-------------|
| | | 2 Individual | 3 Group | | | | | | | |
| Total Members at end of: | | | | | | | | | | |
| 1. Prior Year | | | | | | | | | | |
| 2. First Quarter | 369 | | | | | | | 369 | | |
| 3. Second Quarter | | | | | | | | | | |
| 4. Third Quarter | | | | | | | | | | |
| 5. Current Year | | | | | | | | | | |
| 6. Current Year Member Months | 1,054 | | | | | | | 1,054 | | |
| Total Member Ambulatory Encounters for Period: | | | | | | | | | | |
| 7. Physician | 731 | | | | | | | 731 | | |
| 8. Non-Physician | 370 | | | | | | | 370 | | |
| 9. Total | 1,101 | | | | | | | 1,101 | | |
| 10. Hospital Patient Days Incurred | 276 | | | | | | | 276 | | |
| 11. Number of Inpatient Admissions | 33 | | | | | | | 33 | | |
| 12. Health Premiums Written (a) | 1,011,178 | | | | | | | 1,011,178 | | |
| 13. Life Premiums Direct | | | | | | | | | | |
| 14. Property/Casualty Premiums Written | | | | | | | | | | |
| 15. Health Premiums Earned | 1,011,178 | | | | | | | 1,011,178 | | |
| 16. Property/Casualty Premiums Earned | | | | | | | | | | |
| 17. Amount Paid for Provision of Health Care Services | 367,382 | | | | | | | 367,382 | | |
| 18. Amount Incurred for Provision of Health Care Services | 890,691 | | | | | | | 890,691 | | |

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....1,011,178.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)**Aging Analysis of Unpaid Claims**

| 1 Account | 2 1 - 30 Days | 3 31 - 60 Days | 4 61 - 90 Days | 5 91 - 120 days | 6 Over 120 Days | 7 Total |
|--|------------------|-------------------|-------------------|--------------------|--------------------|------------|
| 0199999 Individually Listed Claims Unpaid | | | | | | |
| 0399999 Aggregate Accounts Not Individually Listed - Covered | 31,388 | 96 | | | | 31,484 |
| 0499999 Subtotals | 31,388 | 96 | | | | 31,484 |
| 0599999 Unreported claims and other claim reserves | | | | | | 523,921 |
| 0799999 Total Claims Unpaid | | | | | | 555,405 |
| 0899999 Accrued Medical Incentive Pool And Bonus Amounts | | | | | | |

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

| | Claims Paid Year to Date | | Liability End of Current Quarter | | 5 | 6 |
|---|--|---|--|---|--|---|
| | 1 | 2 | 3 | 4 | Claims Incurred in Prior Years (Columns 1+3) | Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year |
| | On Claims Incurred Prior to January 1 of Current Year | On Claims Incurred During the Year | On Claims Unpaid Dec 31 of Prior Year | On Claims Incurred During the Year | | |
| 1. Comprehensive (hospital & medical) | | | | | | |
| 2. Medicare Supplement | | | | | | |
| 3. Dental only | | | | | | |
| 4. Vision only | | | | | | |
| 5. Federal Employees Health Benefits Plan | | | | | | |
| 6. Title XVIII - Medicare | | 367,382 | | 555,405 | | |
| 7. Title XIX - Medicaid | | | | | | |
| 8. Other health | | | | | | |
| 9. Health subtotal (Lines 1 to 8) | | 367,382 | | 555,405 | | |
| 10. Healthcare receivables (a) | | | | 32,096 | | |
| 11. Other non-health | | | | | | |
| 12. Medical incentive pools and bonus amounts | | | | | | |
| 13. Totals (Lines 9 - 10 + 11 + 12) | | 367,382 | | 523,309 | | |

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of Gateway Health Plan of Ohio, Inc. (“GHPOI”) are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance (“the Department”). The Department recognizes only statutory accounting practices prescribed or permitted by the State of Ohio for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under Ohio insurance law and regulations. The National Association of Insurance Commissioners’ (“NAIC”) Accounting Practices and Procedures Manual, (“NAIC SAP”) has been adopted as a component of prescribed or permitted practices by the State of Ohio.

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

| | | <u>State of Domicile</u> | 2014 | 2013 |
|-------------------|--|------------------------------|---------------|---------------|
| NET INCOME | | | | |
| (1) | State basis (Page 4, Line 32, Columns 2 & 3) | OH | \$(2,494,416) | \$(7,109,929) |
| (2) | State Prescribed Practices that increase/(decrease) NAIC SAP: | | | |
| (201) | | | | |
| (299) | Total | | \$0 | \$0 |
| (3) | State Permitted Practices that increase/(decrease) NAIC SAP: | | | |
| (301) | | | | |
| (399) | Total | | \$0 | \$0 |
| (4) | NAIC SAP (1-2-3=4) | | \$(2,494,416) | \$(7,109,929) |
| SURPLUS | | | | |
| (5) | State basis (Page 3, Line 33, Columns 3 & 4) | OH | \$5,392,600 | \$1,277,480 |
| (6) | State Prescribed Practices that increase/(decrease) NAIC SAP: | | | |
| (601) | | | | |
| (699) | Total | | \$0 | \$0 |
| (7) | State Permitted Practices that increase/(decrease) NAIC SAP: | | | |
| (701) | | | | |
| (799) | Total | | \$0 | \$0 |
| (8) | NAIC SAP (5-6-7=8) | | \$5,392,600 | \$1,277,480 |

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

No Material Change

C. Accounting Policy

No Material Change

2. Accounting Changes and Corrections of Errors

No Material Change

3. Business Combinations and Goodwill

No Material Change

Notes to Financial Statement

4. Discontinued Operations

No Material Change

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans – No Material Change

B. Debt Restructuring – No Material Change

C. Reverse Mortgages – No Material Change

D. Loan-Backed Securities – None

E. Repurchase Agreements and/or Securities Lending Transactions

(1) Policy for requiring collateral or other security – No Material Change

(2) Carrying amount and classification of both those assets and associated liabilities – No Material Change

(3) Collateral accepted that it is permitted by contract or custom to sell or repledge:

a. Aggregate amount of contractually obligated open collateral positions – No Material Change

b. Fair value of that collateral and of the portion of that collateral that it has sold or repledged – None

c. Information about the sources and uses of that collateral – No Material Change

(4) Aggregate value of the reinvested collateral which is “one-line” reported and the aggregate reinvested collateral which is reported in the investment schedules – No Material Change

(5) Reinvestment of the cash collateral and any securities which it or its agent receives as collateral that can be sold or repledged – No Material Change

(6) Collateral accepted that it is not permitted by contract or custom to sell or repledge – No Material Change

(7) Collateral for transactions that extend beyond one year from the reporting date – No Material Change

F. Real Estate – No Material Change

G. Low-Income Housing Tax Credits (LIHTC) – No Material Change

H. Restricted Assets - No Material Change

I. Working Capital Finance Investments

(2) Aggregate Book/Adjusted Carrying Value – None

(3) Events of Default - None

6. Joint Ventures, Partnerships and Limited Liability Companies

No Material Change

7. Investment Income

No Material Change

8. Derivative Instruments

No Material Change

9. Income Taxes

No Material Change

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A, B, & C – The Company received surplus contributions from Gateway Health Plan LP in the amount of \$400,000 March 23, 2014, \$100,000 March 31, 2014 and \$5,000,000 April 9, 2014.

D. Amounts Due from or to Related Parties - No Material Change

Notes to Financial Statement

- E. Guarantees - No Material Change
- F. Material management contracts – No Material Change
- G. Common Control - No Material Change
- H. Deductions in Value - No Material Change
- I. SCA that exceed 10% of Admitted Assets - No Material Change
- J. Impaired SCAs - No Material Change
- K. Foreign Subsidiary - No Material Change
- L. Downstream Noninsurance Holding Company - No Material Change

11. Debt

- A. Outstanding Debt – No Material Change
- B. FHLB (Federal Home Loan Bank) Agreements – None

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

- A. Defined Benefit Plan
 - (1) Change in benefit obligation – No Material Change
 - (2) Change in plan assets- No Material Change
 - (3) Funded status - No Material Change
 - (4) Components of net periodic benefit cost - None
 - (5) The amount included in unassigned funds (surplus) for the period arising from a change in the additional minimum pension liability recognized - No Material Change
 - (6) Amounts in unassigned funds (surplus expected to be recognized in the next fiscal year as components of net periodic benefit cost - No Material Change
 - (7) Amounts in unassigned funds (surplus) that have not been recognized as components of net periodic benefit cost - No Material Change
 - (8) Weighted-average assumptions used to determine net period benefit cost - No Material Change
 - (9) The amount of accumulated benefit obligation for defined benefit pension plans - No Material Change
 - (10) – (11) The defined benefit pension plan asset allocation as of the measurement date, and the target asset allocation, presented as a percentage of total plan assets - No Material Change
 - (12) Estimated future payments, which reflect expected future service, as appropriate, are expected to be paid in the years- No Material Change
 - (13) Regulatory contribution requirements - No Material Change
 - (14) – (21) - No Material Change
- B. Narrative Description of Investment Policies and Strategies – No Material Change
- C. Fair Value of Plan Assets – No Material Change
- D. Narrative Description of Basis Used to Determine Expected L-T Rate-of Return – No Material Change
- E. Defined Contribution Plans - No Material Change
- F. Multi-Employer Plan – No Material Change
- G. Consolidated/Holding Company Plans – No Material Change
- H. Post-Employment Benefits and Compensated Absences – No Material Change
- I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) – No Material Change

Notes to Financial Statement

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

No Material Change

14. Contingencies

No Material Change

15. Leases

A. Lessee Operating Lease – No Material Change

B. Lessor Leases – No Material Change

16. Information About Financial Instruments With Off-Balance-Sheet Risk And Financial Instruments With Concentrations of Credit Risk

No Material Change

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

A. Transfers of Receivables reported as Sales – No Material Change

B. Transfer and Servicing of Financial Assets

(1) Description of loaned securities – No Material Change

(2) Servicing Assets and Liabilities

a. Risks inherent in servicing assets and servicing liabilities – No Material Change

b. Amount of contractually specified servicing fees, late fees and ancillary fees earned for each period – None

c. Assumptions used to estimate the fair value – No Material Change

(3) Servicing assets and servicing liabilities are subsequently measured at fair value – No Material Change

(4) For securitizations, asset-backed financing arrangements, and similar transfers accounted for as sales when the transferor has continuing involvement (as defined in the glossary of the Accounting Practices & Procedures Manual) with the transferred financial assets:

a. Each income statement presented – None

b. Each statement of financial position presented, regardless of when the transfer occurred – None

(5) Transfers of financial assets accounted for as secured borrowing value – No Material Change

(6) Transfers of receivables with recourse – No Material Change

(7) Securities underlying repurchase and reverse repurchase agreements – No Material Change

C. Wash Sales – None

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

No Material Change

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

No Material Change

20. Fair Value Measurements

A. Fair Market Value at Reporting Date

1. Fair Value Measurements at Reporting Date – None

2. Fair Value Measurements in (Level 3) of the Fair Value Hierarchy – None

3. GHPOI's policy for determining when transfers between levels are recognized is determined at the end of the reporting period.

Notes to Financial Statement

4. In accordance with SSAP No. 100, financial assets and liabilities recorded at fair value in the statements of assets, liabilities, capital and surplus are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Input levels, as defined by NAIC SAP, are as follows:

Level 1 – Pricing inputs are based on unadjusted quoted market prices for identical financial assets in active markets. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are based on other than quoted prices in active markets included in Level 1 that are observable unadjusted quoted market prices for similar financial assets or liabilities in active markets or quoted market prices for identical assets in inactive markets.

Level 3 – Pricing inputs include unobservable inputs that are supported by little or no market activity that reflect management’s best estimate of what market participants would use in pricing the asset at the measurement date.

The following methods and assumptions were used to determine the fair value of each class of the following assets and liabilities recorded at fair value in the statements of assets, liabilities, capital and surplus:

Bonds – Fair values are based on quoted market prices, where available. These fair values are obtained primarily from a third party pricing service, which generally uses Level 1 or Level 2 inputs for the determination of fair value to facilitate fair value measurements and disclosures. Level 2 securities primarily include corporate securities, securities from states, municipalities, and political subdivisions and mortgage-backed securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds.

Short-term securities – Short-term securities include Class 1 and exempt money market accounts, and securities with a maturity of less than one year but greater than 90 days at the date of purchase. Fair values of short-term securities are based on quoted market prices, where available. These fair values are obtained primarily from a third party pricing service, which generally use Level 1 or Level 2 inputs, for the determination of fair value to facilitate fair value measurements and disclosures. U.S. Government securities represent Level 1 securities, while Level 2 securities include corporate securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates, and prepayment speeds.

Cash and cash equivalents: Cash equivalents include commercial paper, and discount notes or securities with a maturity of 3 months or less. Cash equivalents are designated as Level 1 or Level 2, depending on structure and the extent of credit-related features.

GHPOI uses a third party pricing service to obtain quoted prices for each security. The third party service provides pricing based on recent trades of the specific security or like securities, as well as a variety of valuation methodologies for those securities where an observable market price may not exist. The third party service may derive pricing for Level 2 securities from market corroborated pricing, matrix pricing, and inputs such as yield curves and indices. Pricing for Level 3 securities may be obtained from investment managers for private placements or derived from discounted cash flows, or ratio analysis and price comparisons of similar companies. GHPOI performs an analysis of reasonableness of the prices received for fair value by monitoring month-to-month fluctuations and determining reasons for significant differences, selectively testing fair values against prices obtained from other sources, and comparing the combined fair value of a class of assets against an appropriate index benchmark. There were no adjustments to quoted market prices obtained from third party pricing services during the period ended March 31, 2013 that were material to the statutory financial statements.

5. Derivative assets and liabilities – None

- B. Fair Value information under SSAP No. 100 combined with Fair Value information Under Other Accounting Pronouncements – None

- C. Aggregate Fair Value of All Financial Instruments - None

| Type of Financial Instrument | Aggregate Fair Value | Admitted Assets | (Level 1) | (Level 2) | (Level 3) | Not Practicable (Carrying Value) |
|------------------------------|----------------------|-----------------|-------------|-----------|-----------|----------------------------------|
| Bonds | \$525,936 | \$451,236 | \$525,936 | | | |
| Short-term Investments | \$7,440,276 | \$7,440,276 | \$7,440,276 | | | |

- D. Not Practicable to Estimate Fair Value – None

21. Other Items

- A. Extraordinary Items – No Material Change
 B. Troubled Debt Restructuring – No Material Change
 C. Other Disclosures and Unusual Items – No Material Change
 D. Business Interruption Insurance Recoveries – No Material Change

Notes to Financial Statement

- E. State Transferable and Non-transferable Tax Credits – No Material Change
- F. Subprime-Mortgage-Related Risk Exposure – No Material Change
- G. Retained Assets – No Material Change
- H. Offsetting and Netting of Assets and Liabilities – No Material Change
- I. Joint and Several Liabilities - None
- J. Risk Sharing Provision of the Affordable Care Act - None

22. Events Subsequent

Type I – Recognized Subsequent Events

Subsequent events have been considered through May 15, 2014 for the statutory statement issued on March 31, 2014.

The Company received a surplus contribution on April 9, 2014 in the amount of \$5,000,000 from Gateway Health Plan LP. The Company recognized this amount as a receivable from Gateway Health Plan LP on its March 31, 2014 financials.

Type II – Nonrecognized Subsequent Events

No Material Change

23. Reinsurance

No Material Change

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

No Material Change

25. Changes in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2013 were \$0 for unpaid claims and \$0 for unpaid claims adjustment expenses. As of March 31, 2014, \$0 has been paid for incurred claims and claims adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$0 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore there has been a \$0 unfavorable prior year development since December 31, 2013 to March 31, 2014. The Company did not have any written business in 2013.

26. Intercompany Pooling Arrangements

No Material Change

27. Structured Settlements

No Material Change

28. Health Care Receivables

No Material Change

29. Participating Policies

No Material Change

30. Premium Deficiency Reserves

No Material Change

31. Anticipated Salvage and Subrogation

No Material 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[] N/A[X]

- 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 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[X] No[]
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes[X] No[]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes:
Additional reorganization of Highmark, Inc, one of the controlling parties of GHPI, due to the addition of WPAHS affiliates and the related name changes.

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

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

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

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2009.....
- 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.12/31/2009.....
- 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).03/11/2011.....
- 6.4 By what department or departments?
Ohio Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[] No[] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[] N/A[]

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

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

| 1 Affiliate Name | 2 Location (City, State) | 3 FRB | 4 OCC | 5 FDIC | 6 SEC |
|---------------------|-----------------------------|--------------|--------------|--------------|--------------|
| | | Yes[] No[X] | Yes[] No[X] | Yes[] No[X] | Yes[] No[X] |

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[]
 - (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 - (c) Compliance with applicable governmental laws, rules and regulations;
 - (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 - (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[X] No[]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$..... 5,000,000

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[] No[X]
- 11.2 If yes, give full and complete information relating thereto:

- 12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$..... 0
- 13. Amount of real estate and mortgages held in short-term investments: \$..... 0

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?
 14.2 If yes, please complete the following:

Yes No

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?
 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
 Yes No N/A

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

\$ 0
 \$ 0
 \$ 0

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

Yes No

| 1 Name of Custodian(s) | 2 Custodian Address |
|---------------------------|------------------------|
| PNC Bank, NA | Pittsburgh, PA |
| Mellon Bank, NA | Pittsburgh, PA |

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?
 17.4 If yes, give full and complete information relating thereto:

Yes No

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

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

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

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?
 18.2 If no, list exceptions:

Yes No

GENERAL INTERROGATORIES

PART 2 - HEALTH

| | |
|--|----------------|
| 1. Operating Percentages: | |
| 1.1 A&H loss percent | 111.680% |
| 1.2 A&H cost containment percent | 23.408% |
| 1.3 A&H expense percent excluding cost containment expenses | 235.532% |
| 2.1 Do you act as a custodian for health savings accounts? | Yes[] No[X] |
| 2.2 If yes, please provide the amount of custodial funds held as of the reporting date. | \$..... 0 |
| 2.3 Do you act as an administrator for health savings accounts? | Yes[] No[X] |
| 2.4 If yes, please provide the balance of the funds administered as of the reporting date. | \$..... 0 |

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

| 1 NAIC Company Code | 2 ID Number | 3 Effective Date | 4 Name of Reinsurer | 5 Domiciliary Jurisdiction | 6 Type of Reinsurance Ceded | 7 Type of Reinsurer | 8 Certified Reinsurer Rating (1 through 6) | 9 Effective Date of Certified Reinsurer Rating |
|---|-------------------|------------------------|------------------------|----------------------------------|--------------------------------------|---------------------------|---|---|
| Accident and Health - Non-affiliates | | | | | | | | |
| 93440 | 06-1041332 | 01/01/2014 | HM LIFE INS CO | PA | SSL/A/I | Authorized | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

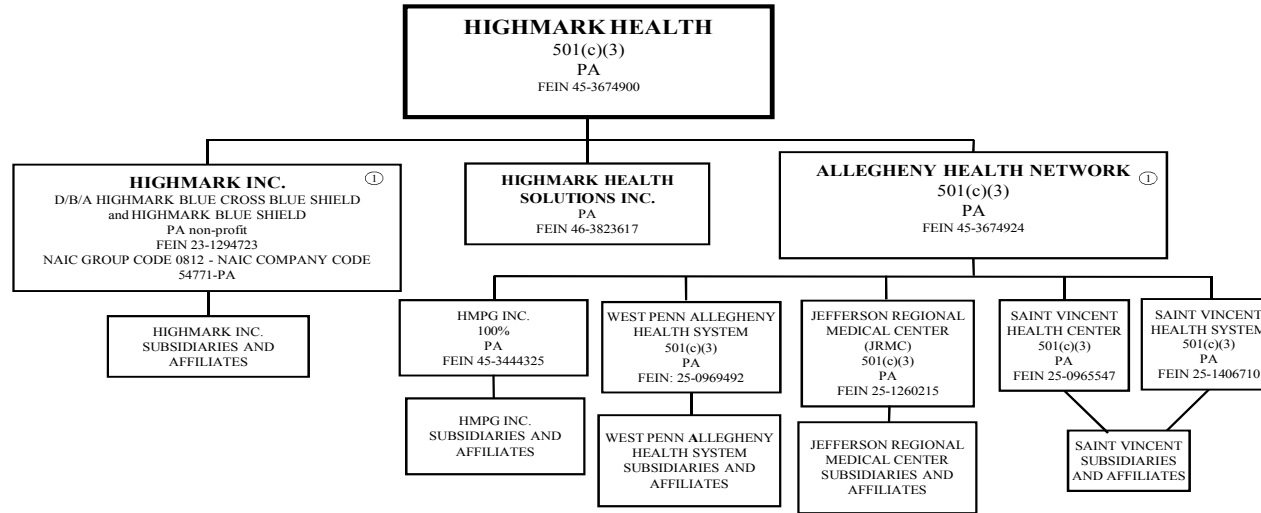
Current Year to Date - Allocated by States and Territories

| State, Etc. | 1 Active Status | Direct Business Only | | | | | | | |
|---|--------------------|-----------------------------------|---------------------------|-------------------------|---|---|---------------------------------|--------------------------------|-----------------------------|
| | | 2 Accident and Health Premiums | 3 Medicare Title XVIII | 4 Medicaid Title XIX | 5 Federal Employees Health Benefits Program Premiums | 6 Life and Annuity Premiums and Other Considerations | 7 Property/Casualty Premiums | 8 Total Columns 2 Through 7 | 9 Deposit-Type Contracts |
| 1. Alabama (AL) | N | | | | | | | | |
| 2. Alaska (AK) | N | | | | | | | | |
| 3. Arizona (AZ) | N | | | | | | | | |
| 4. Arkansas (AR) | N | | | | | | | | |
| 5. California (CA) | N | | | | | | | | |
| 6. Colorado (CO) | N | | | | | | | | |
| 7. Connecticut (CT) | N | | | | | | | | |
| 8. Delaware (DE) | N | | | | | | | | |
| 9. District of Columbia (DC) | N | | | | | | | | |
| 10. Florida (FL) | N | | | | | | | | |
| 11. Georgia (GA) | N | | | | | | | | |
| 12. Hawaii (HI) | N | | | | | | | | |
| 13. Idaho (ID) | N | | | | | | | | |
| 14. Illinois (IL) | N | | | | | | | | |
| 15. Indiana (IN) | N | | | | | | | | |
| 16. Iowa (IA) | N | | | | | | | | |
| 17. Kansas (KS) | N | | | | | | | | |
| 18. Kentucky (KY) | N | | | | | | | | |
| 19. Louisiana (LA) | N | | | | | | | | |
| 20. Maine (ME) | N | | | | | | | | |
| 21. Maryland (MD) | N | | | | | | | | |
| 22. Massachusetts (MA) | N | | | | | | | | |
| 23. Michigan (MI) | N | | | | | | | | |
| 24. Minnesota (MN) | N | | | | | | | | |
| 25. Mississippi (MS) | N | | | | | | | | |
| 26. Missouri (MO) | N | | | | | | | | |
| 27. Montana (MT) | N | | | | | | | | |
| 28. Nebraska (NE) | N | | | | | | | | |
| 29. Nevada (NV) | N | | | | | | | | |
| 30. New Hampshire (NH) | N | | | | | | | | |
| 31. New Jersey (NJ) | N | | | | | | | | |
| 32. New Mexico (NM) | N | | | | | | | | |
| 33. New York (NY) | N | | | | | | | | |
| 34. North Carolina (NC) | N | | | | | | | | |
| 35. North Dakota (ND) | N | | | | | | | | |
| 36. Ohio (OH) | L | | 1,011,178 | | | | | 1,011,178 | |
| 37. Oklahoma (OK) | N | | | | | | | | |
| 38. Oregon (OR) | N | | | | | | | | |
| 39. Pennsylvania (PA) | N | | | | | | | | |
| 40. Rhode Island (RI) | N | | | | | | | | |
| 41. South Carolina (SC) | N | | | | | | | | |
| 42. South Dakota (SD) | N | | | | | | | | |
| 43. Tennessee (TN) | N | | | | | | | | |
| 44. Texas (TX) | N | | | | | | | | |
| 45. Utah (UT) | N | | | | | | | | |
| 46. Vermont (VT) | N | | | | | | | | |
| 47. Virginia (VA) | N | | | | | | | | |
| 48. Washington (WA) | N | | | | | | | | |
| 49. West Virginia (WV) | N | | | | | | | | |
| 50. Wisconsin (WI) | N | | | | | | | | |
| 51. Wyoming (WY) | N | | | | | | | | |
| 52. American Samoa (AS) | N | | | | | | | | |
| 53. Guam (GU) | N | | | | | | | | |
| 54. Puerto Rico (PR) | N | | | | | | | | |
| 55. U.S. Virgin Islands (VI) | N | | | | | | | | |
| 56. Northern Mariana Islands (MP) | N | | | | | | | | |
| 57. Canada (CAN) | N | | | | | | | | |
| 58. Aggregate other alien (OT) | XXX | | | | | | | | |
| 59. Subtotal | XXX | | 1,011,178 | | | | | 1,011,178 | |
| 60. Reporting entity contributions for Employee Benefit Plans | XXX | | | | | | | | |
| 61. Total (Direct Business) | (a) 1 | | 1,011,178 | | | | | 1,011,178 | |
| DETAILS OF WRITE-INS | | | | | | | | | |
| 5801. | XXX | | | | | | | | |
| 5802. | XXX | | | | | | | | |
| 5803. | XXX | | | | | | | | |
| 5898. Summary of remaining write-ins for Line 58 from overflow page | XXX | | | | | | | | |
| 5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above) | XXX | | | | | | | | |

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

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

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

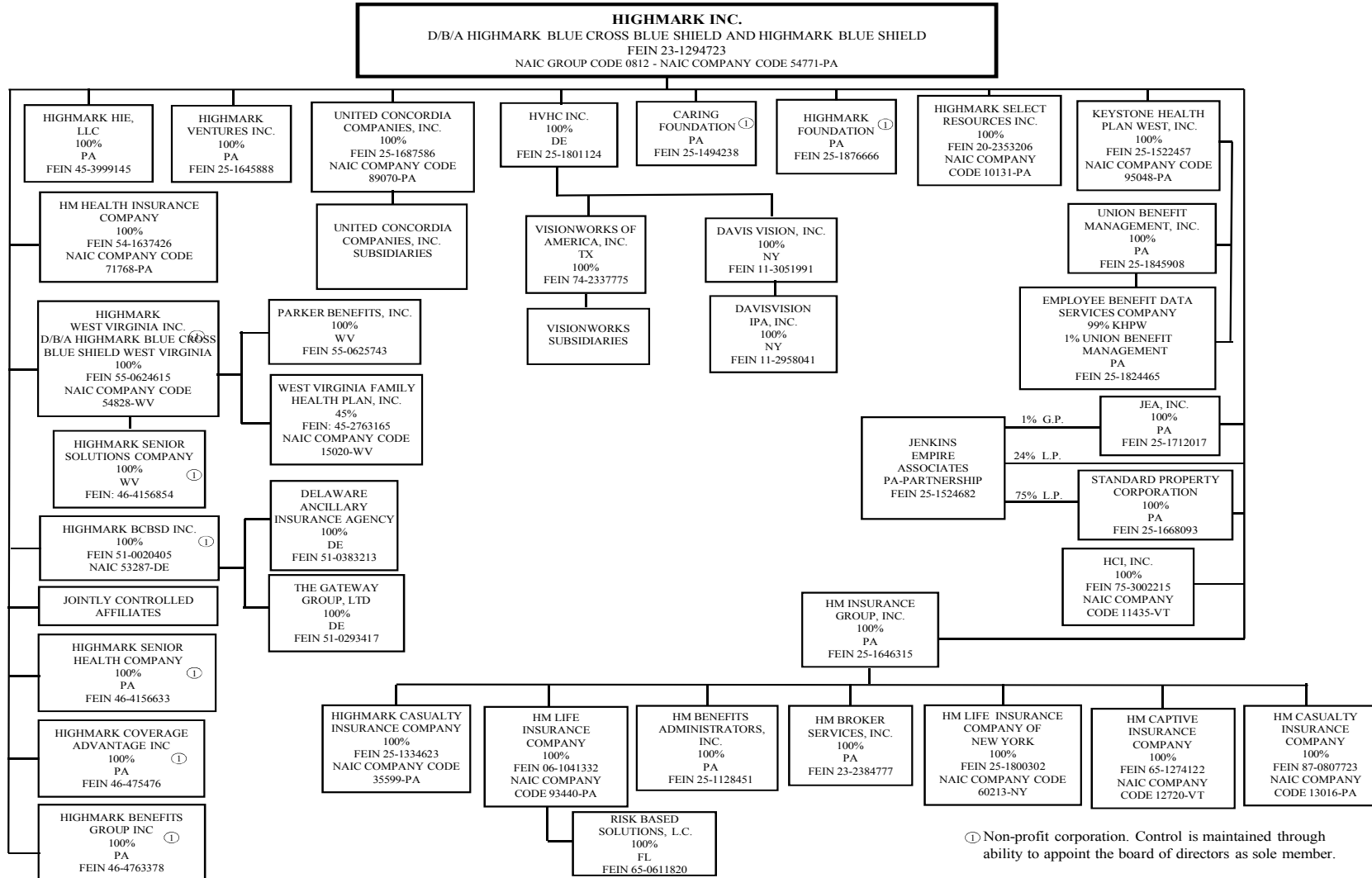


① Non-profit corporation. Control is maintained through ability to appoint the board of directors as sole member.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



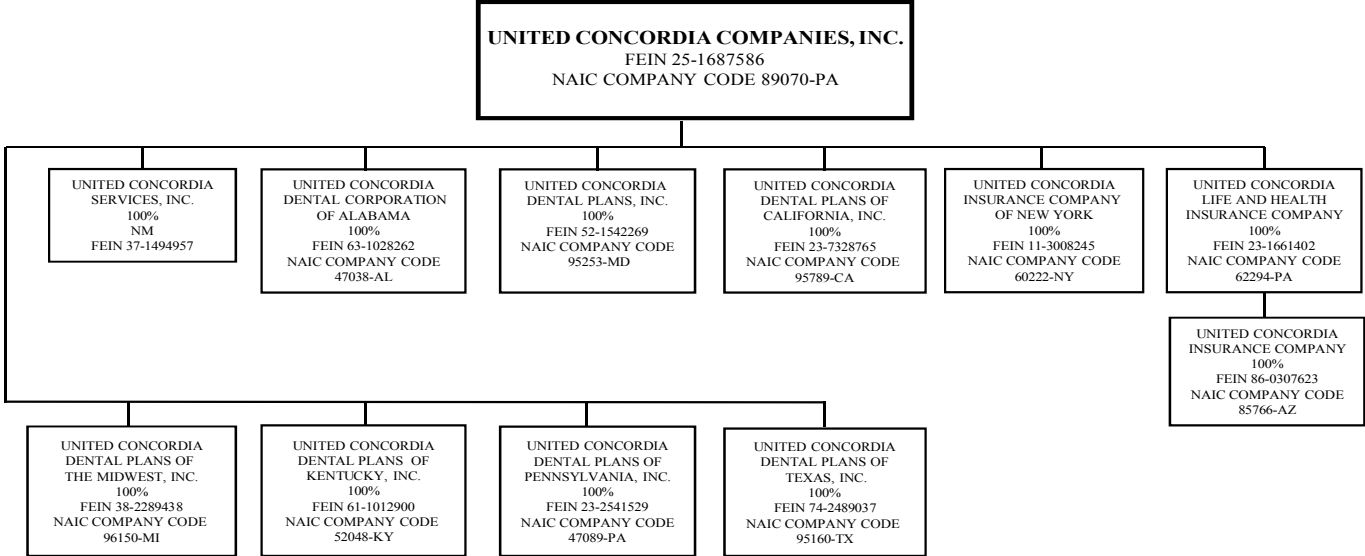
① Non-profit corporation. Control is maintained through ability to appoint the board of directors as sole member.

Q15.1

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

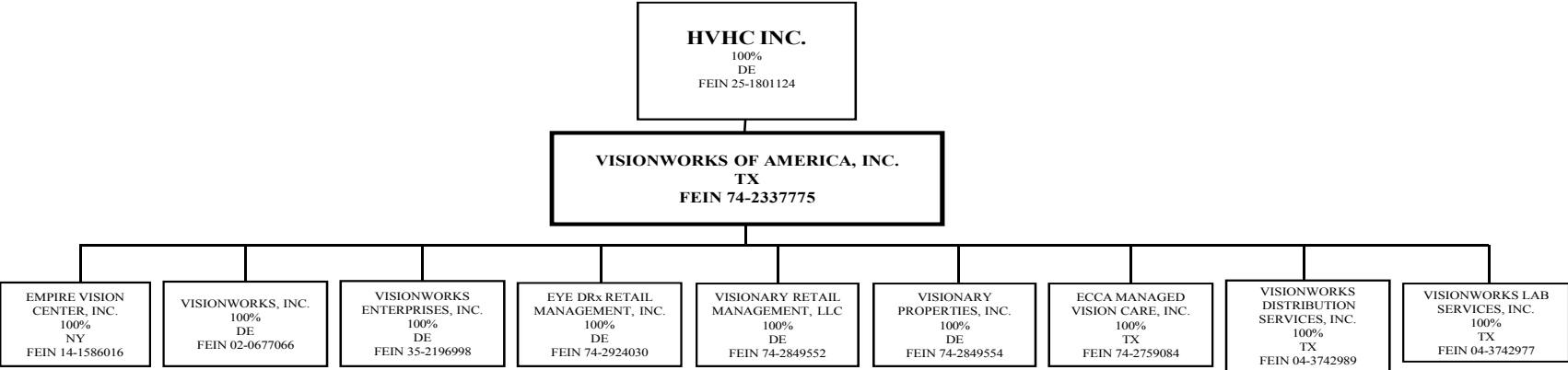
MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



Q15.2

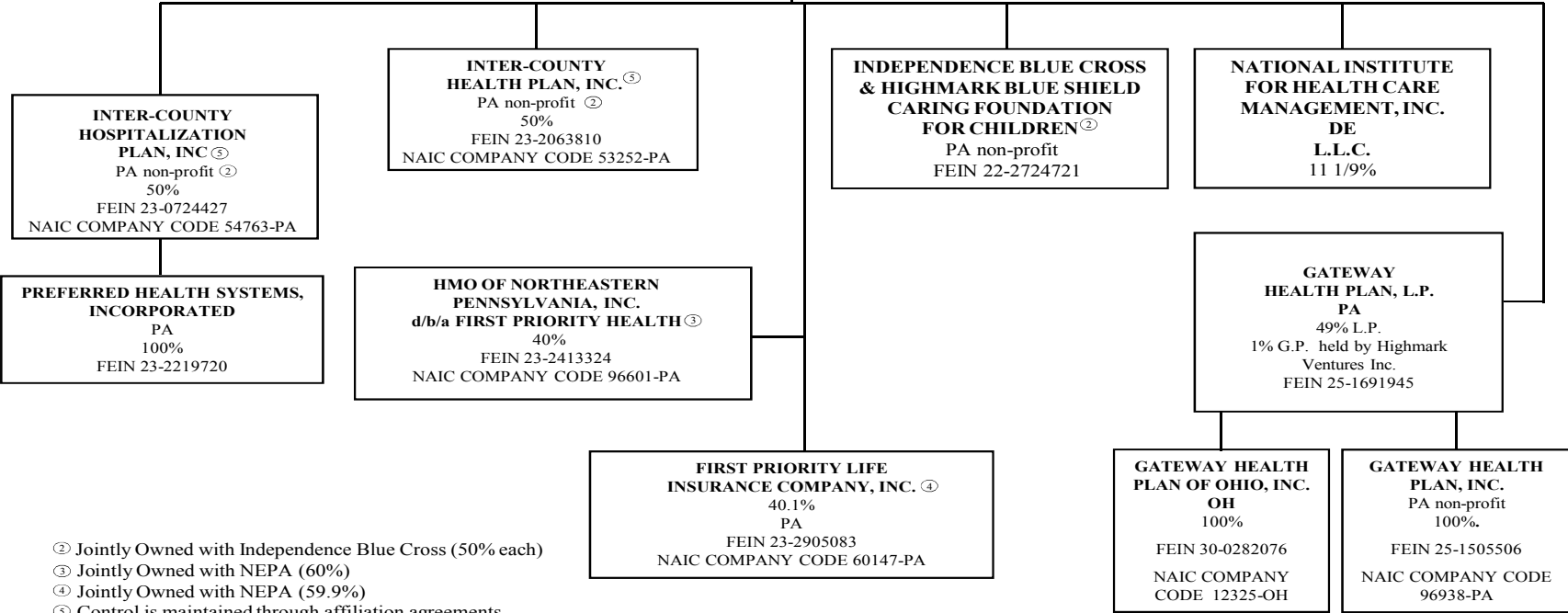
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



Q15.3

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

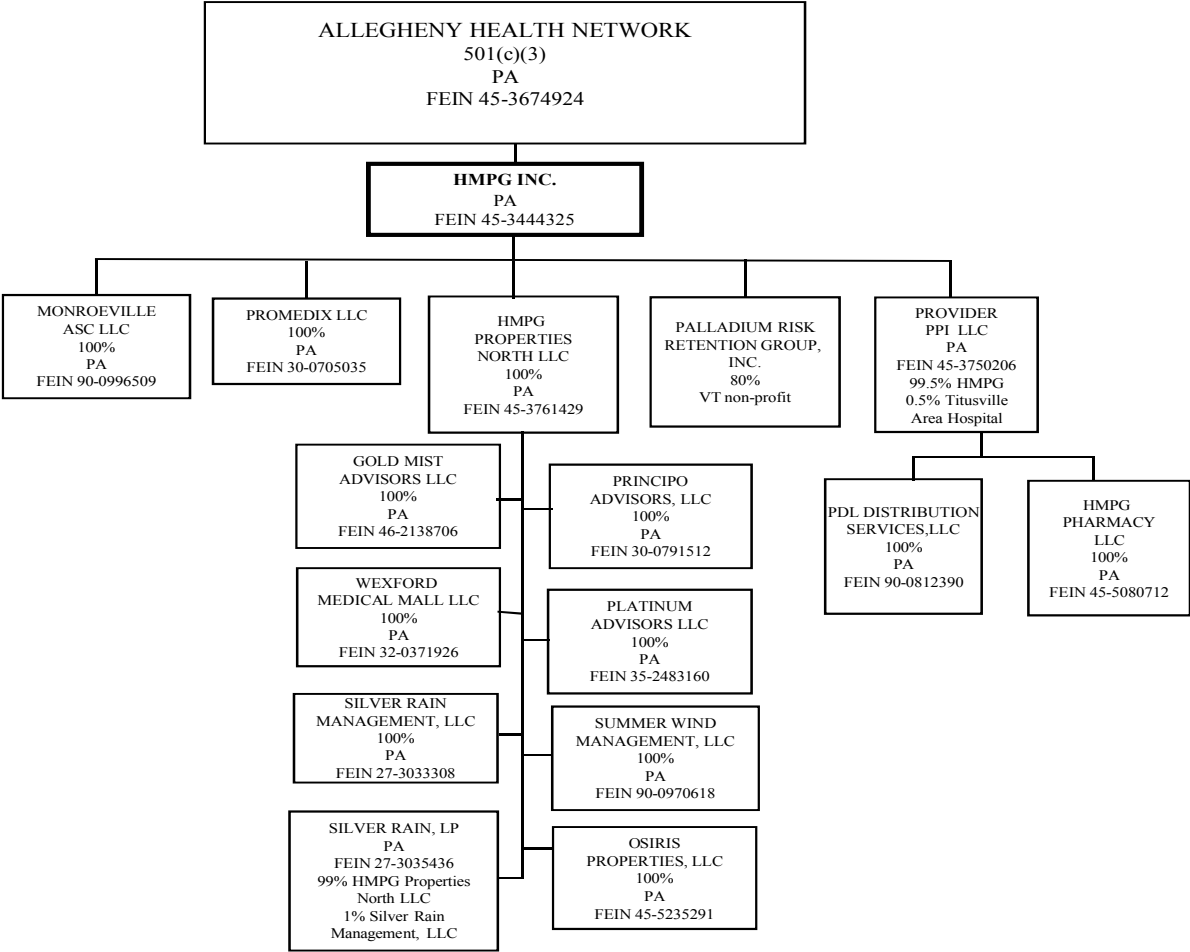
HIGHMARK INC.
D/B/A HIGHMARK BLUE CROSS BLUE SHIELD AND HIGHMARK
BLUE SHIELD
FEIN 23-1294723
NAIC GROUP CODE 0812 - NAIC COMPANY CODE 54771-PA



Q15.4

② Jointly Owned with Independence Blue Cross (50% each)
 ③ Jointly Owned with NEPA (60%)
 ④ Jointly Owned with NEPA (59.9%)
 ⑤ Control is maintained through affiliation agreements which allow for control of the Boards of Directors

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

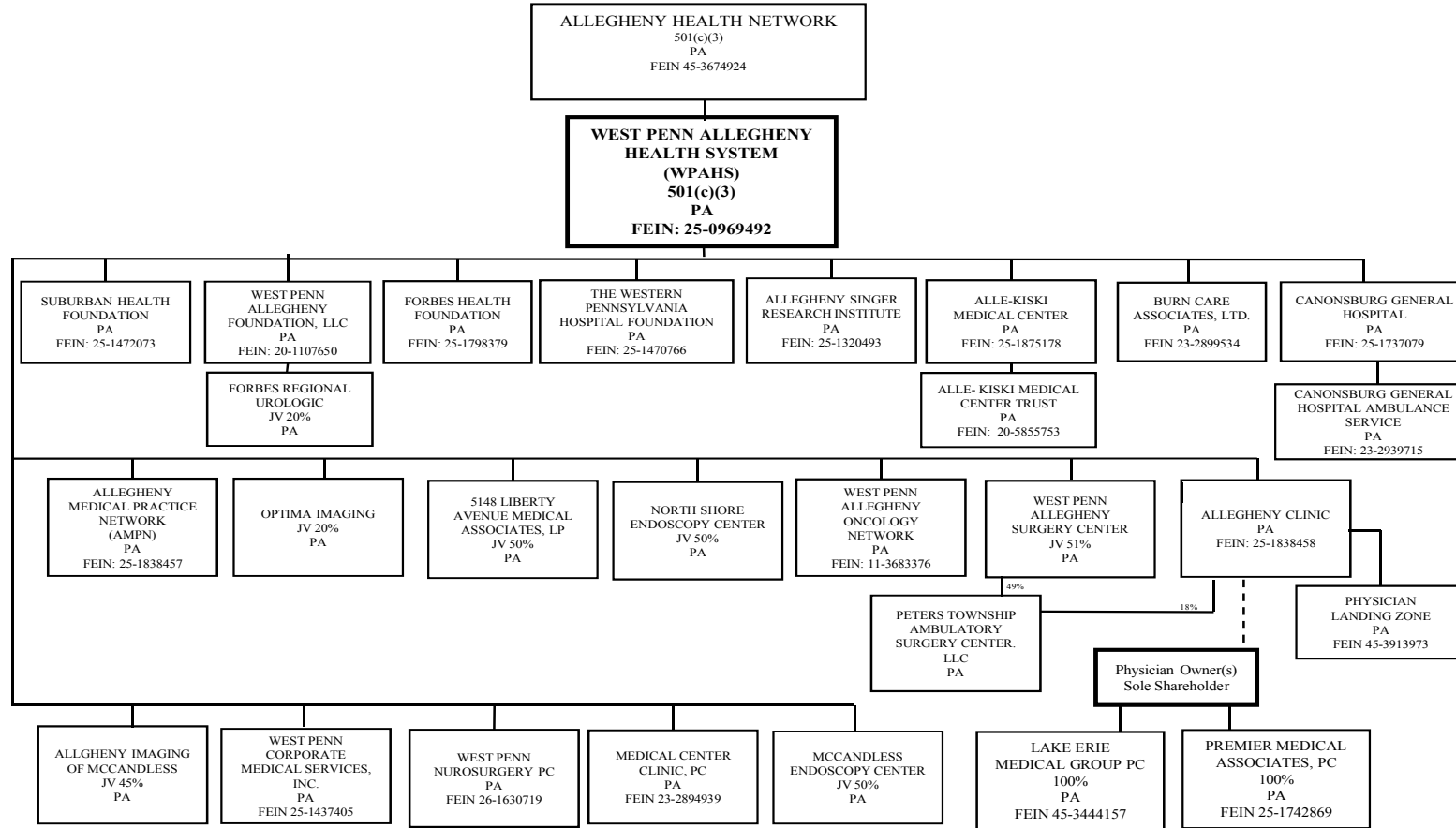


Q15.5

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

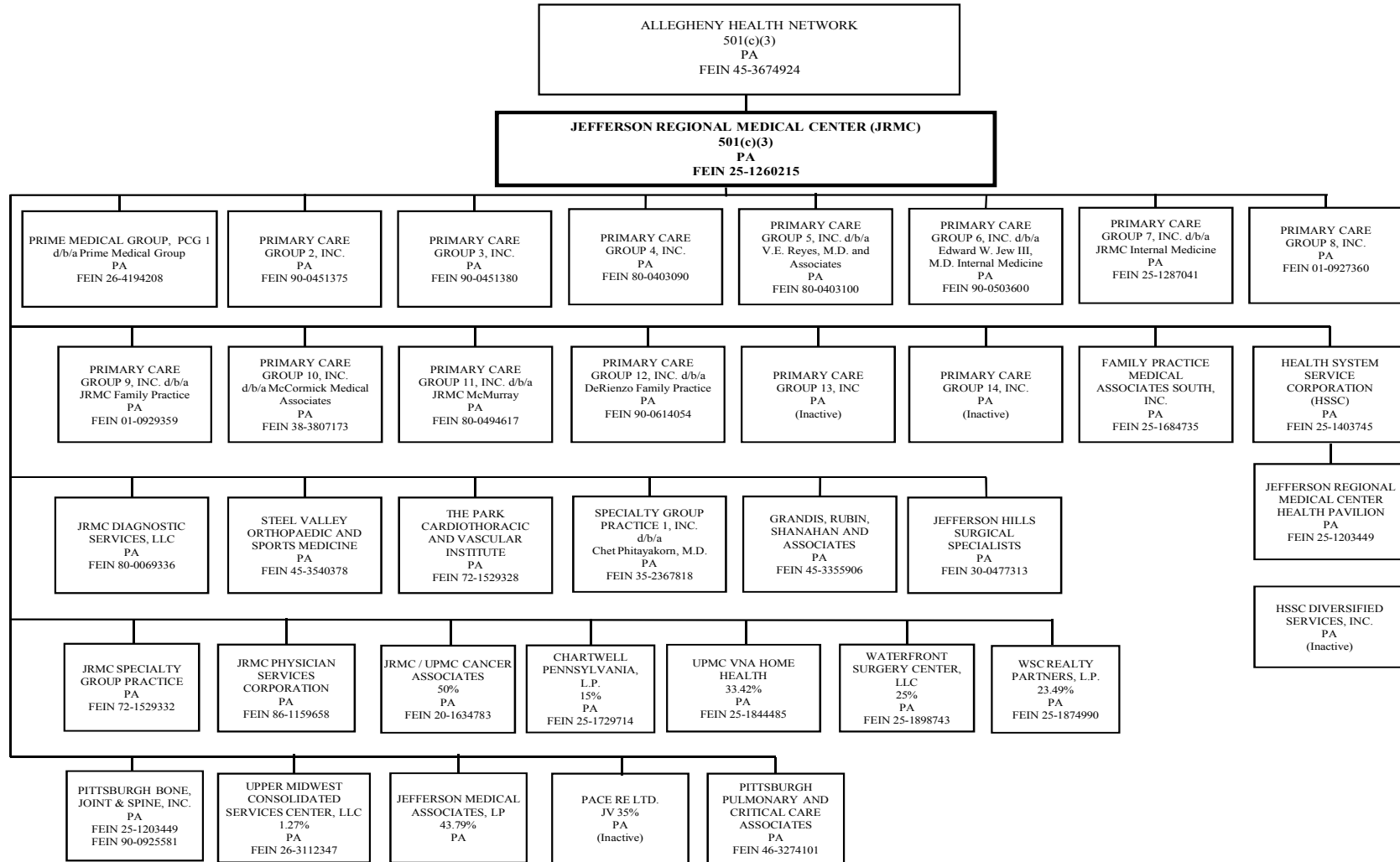


Q15.6

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

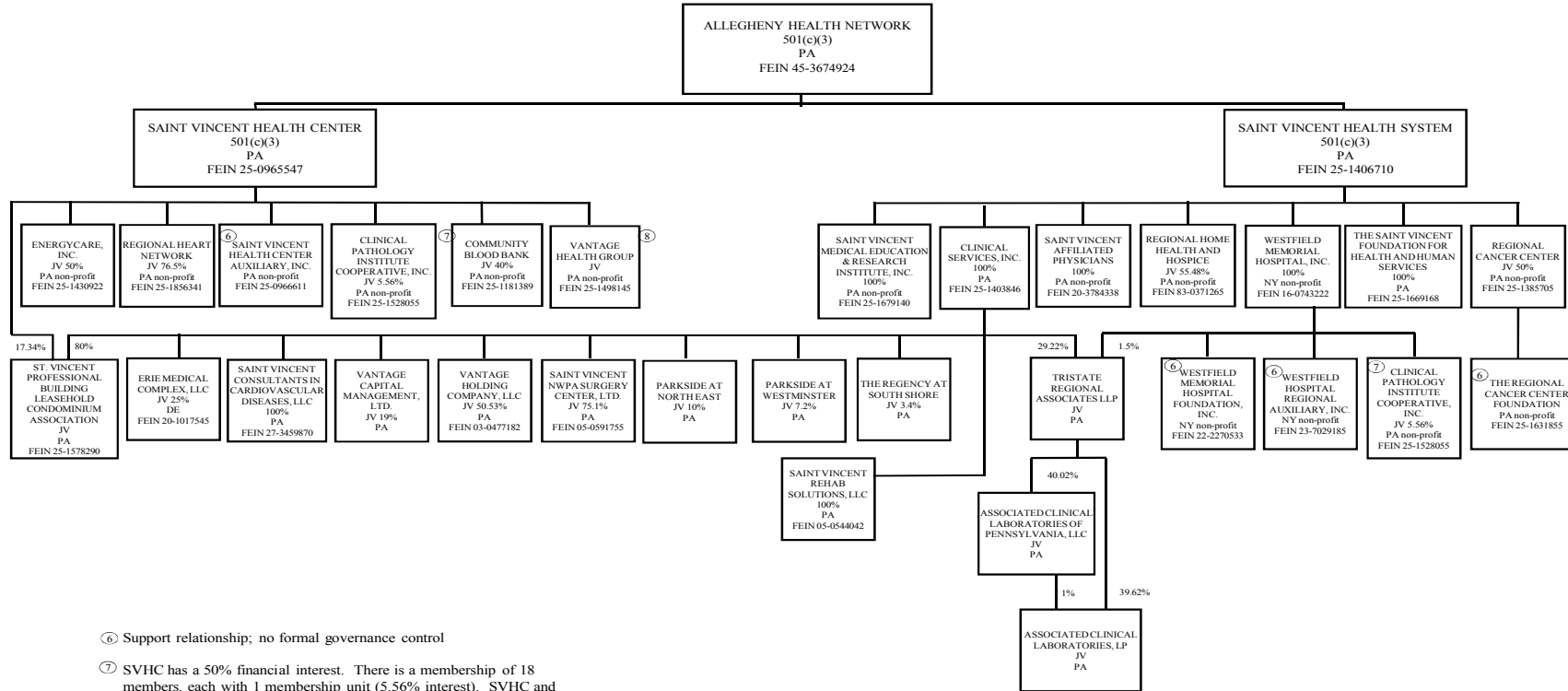


Q15.7

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



- ⑥ Support relationship; no formal governance control
- ⑦ SVHC has a 50% financial interest. There is a membership of 18 members, each with 1 membership unit (5.56% interest). SVHC and WMH, along with other non-affiliated entities, hold a 1/18 member interest (i.e. governance interest).
- ⑧ SVHC maintains a fund balance of 39.1%. Governance control percentage is 13.4%

Q15.8

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) | * |
| 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 HEALTH 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 | 25-1406710 | 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 | 46-475476 | 000000000 | 0000000000 | | HIGHMARK COVERAGE ADVANTAGE INC | PA | NIA | HIGHMARK INC. | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 46-4763378 | 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 |
| 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 |

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) | * |
| 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 | 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 | 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 | 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 |

Q16-1

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) | * |
| 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 |
| 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 | 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 |

Q16.2

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

Q163

| 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) | * |
| 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 | RE | GATEWAY HEALTHPLAN, L.P. | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 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 | 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 | | PDL DISTRIBUTION 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 | 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 |

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) | * |
| 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 | 0000000 |
| 812 | Highmark | 00000 | 25-1320493 | 000000000 | 0000000000 | | ALLEGHENY SINGER RESEARCH INSTITUTE | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1875178 | 000000000 | 0000000000 | | ALLE-KISKI MEDICAL CENTER | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 20-5855753 | 000000000 | 0000000000 | | ALLE-KISKI MEDICAL CENTER TRUST | PA | NIA | ALLE-KISKI MEDICAL CENTER | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 23-2899534 | 000000000 | 0000000000 | | BURN CARE ASSOCIATES, LTD | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1737079 | 000000000 | 0000000000 | | CANONSBURG GENERAL HOSPITAL | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 23-2939715 | 000000000 | 0000000000 | | CANONSBURG GENERAL HOSPITAL AMBULANCE SERVICE | PA | NIA | CANONSBURG GENERAL HOSPITAL | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1838457 | 000000000 | 0000000000 | | ALLEGHENY MEDICAL PRACTICE NETWORK | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | OPTIMA IMAGING | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | 5148 LIBERTY AVENUE MEDICAL ASSOCIATES, LP | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 50.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 11-3683376 | 000000000 | 0000000000 | | WEST PENN ALLEGHENY ONCOLOGY NETWORK | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | PETERS AMBULATORY SURGERY CENTER | PA | NIA | ALLEGHENY CLINIC | Ownership | 18.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | PETERS AMBULATORY SURGERY CENTER | PA | NIA | WEST PENN ALLEGHENY SURGERY CENTER | Ownership | 49.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | ALLEGHENY IMAGING OF MCCANDLESS | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 45.0 | HIGHMARK HEALTH | 0000000 |
| 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 | 0000000 |
| 812 | Highmark | 00000 | 26-1630719 | 000000000 | 0000000000 | | WEST PENN NUROSURGERY PC | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 23-2894939 | 000000000 | 0000000000 | | MEDICAL CENTER CLINIC, PC | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | MCCANDLESS ENDOSCOPY CENTER | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 50.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | NORTH SHORE EDOSCOPY CENTER | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 50.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | ALLEGHENY CLINIC | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | WEST PENN ALLEGHENY SURGERY CENTER | PA | NIA | WEST PENN ALLEGHENY HEALTH SYSTEM | Ownership | 51.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 45-3913973 | 000000000 | 0000000000 | | PHYSICIAN LANDING ZONE PC | PA | NIA | ALLEGHENY CLINIC | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |

Q164

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) | * |
| 812 | Highmark | 00000 | 45-3444157 | 000000000 | 0000000000 | | LAKE ERIE MEDICAL GROUP PC | PA | NIA | ALLEGHENY CLINIC | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1742869 | 000000000 | 0000000000 | | PREMIER MEDICAL ASSOCIATES, PC | PA | NIA | ALLEGHENY CLINIC | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 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 | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | PRIMARY CARE GROUP 13, INC. | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Board of Directors | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | PRIMARY CARE GROUP 14, INC. | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Board of Directors | 100.0 | HIGHMARK HEALTH | 0000000 |
| 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 | 0000000 |
| 812 | Highmark | 00000 | 25-1403745 | 000000000 | 0000000000 | | HEALTH SYSTEM SERVICE CORPORATION | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Board of Directors | 100.0 | HIGHMARK HEALTH | 0000000 |
| 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 | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | HSSC DIVERSIFIED SERVICES, INC | PA | NIA | HEALTH SYSTEM SERVICE CORPORATION | Board of Directors | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 80-0069336 | 000000000 | 0000000000 | | JRMC DIAGNOSTIC SERVICES, LLC | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Board of Directors | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 72-1529328 | 000000000 | 0000000000 | | THE PARK CARDIOTHORACIC AND VASCULAR INSTITUTE SPECIALTY GROUP | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Board of Directors | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 35-2367818 | 000000000 | 0000000000 | | PRACTICE 1, INC | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Board of Directors | 100.0 | HIGHMARK HEALTH | 0000000 |

Q16.5

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) | * |
| 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 | 0000000 |
| 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 | 0000000 |
| 812 | Highmark | 00000 | 30-0477313 | 000000000 | 0000000000 | | JEFFERSON HILLS SURGICAL SPECIALISTS | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Board of Directors | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 72-1529332 | 000000000 | 0000000000 | | JRMC SPECIALTY GROUP PRACTICE | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Board of Directors | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 86-1159658 | 000000000 | 0000000000 | | JRMC PHYSICIAN SERVICES CORPORATION | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Board of Directors | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 20-1634783 | 000000000 | 0000000000 | | JRMC/UPMC CANCER ASSOCIATES | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Board of Directors | 50.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1729717 | 000000000 | 0000000000 | | CHARTWELL PENNSYLVANIA, L.P. | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Ownership | 15.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1844485 | 000000000 | 0000000000 | | UPMC VNA HOME HEALTH | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Ownership | 33.4 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1898743 | 000000000 | 0000000000 | | WATERFRONT SURGERY CENTER, LLC | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Management | 25.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1874990 | 000000000 | 0000000000 | | WSC REALTY PARTNERS, L.P. | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Ownership | 23.5 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 26-3112347 | 000000000 | 0000000000 | | UPPER MIDWEST CONSOLIDATED SERVICES CENTER, LLC | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Ownership | 1.3 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 90-0925581 | 000000000 | 0000000000 | | PITTSBURGH BONE, JOINT & SPINE, INC. | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | JEFFERSON MEDICAL ASSOCIATES, LP | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Ownership | 58.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | PACE RE LTD | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Ownership | 35.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 46-3274101 | 000000000 | 0000000000 | | PITTSBURGH PULMONARY AND CRITICAL CARE ASSOCIATES | PA | NIA | JEFFERSON REGIONAL MEDICAL CENTER | Ownership | 35.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1430922 | 000000000 | 0000000000 | | ENERGYCARE, INC | PA | NIA | SAINT VINCENT HEALTH CENTER | Ownership | 50.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1856341 | 000000000 | 0000000000 | | REGIONAL HEART NETWORK | PA | NIA | SAINT VINCENT HEALTH CENTER | Ownership | 76.5 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-0966611 | 000000000 | 0000000000 | | SAINT VINCENT HEALTH CENTER AUXILIARY, INC. | PA | NIA | SAINT VINCENT HEALTH CENTER | Other | | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1528055 | 000000000 | 0000000000 | | CLINICAL PATHOLOGY INSTITUTE COOPERATIVE, INC | PA | NIA | SAINT VINCENT HEALTH CENTER | Ownership | 50.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1528055 | 000000000 | 0000000000 | | CLINICAL PATHOLOGY INSTITUTE COOPERATIVE, INC | PA | NIA | SAINT VINCENT HEALTH CENTER | Ownership | 50.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1181389 | 000000000 | 0000000000 | | COMMUNITY BLOOD BANK | PA | NIA | WESTFIELD MEMORIAL HOSPITAL, INC | Other | | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1498145 | 000000000 | 0000000000 | | VANTAGE HEALTH GROUP | PA | NIA | SAINT VINCENT HEALTH CENTER | Ownership | 40.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1498145 | 000000000 | 0000000000 | | VANTAGE HEALTH GROUP | PA | NIA | SAINT VINCENT HEALTH CENTER | Ownership | 39.1 | HIGHMARK HEALTH | 0000000 |

Q16.6

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) | * |
| 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 | 0000000 |
| 812 | Highmark | 00000 | 25-1669168 | 000000000 | 0000000000 | | THE SAINT VINCENT FOUNDATION FOR HEALTH AND HUMAN SERVICES | PA | NIA | SAINT VINCENT HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1403846 | 000000000 | 0000000000 | | CLINICAL SERVICES, INC | PA | NIA | SAINT VINCENT HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 20-3784338 | 000000000 | 0000000000 | | SAINT VINCENT AFFILIATED PHYSICIANS REGIONAL HOME HEALTH AND HOSPICE | PA | NIA | SAINT VINCENT HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 83-0371265 | 000000000 | 0000000000 | | WESTFIELD MEMORIAL HOSPITAL, INC | PA | NIA | SAINT VINCENT HEALTH SYSTEM | Ownership | 55.5 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 16-0743222 | 000000000 | 0000000000 | | REGIONAL CANCER CENTER | NY | NIA | SAINT VINCENT HEALTH SYSTEM | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1385705 | 000000000 | 0000000000 | | THE REGIONAL CANCER CENTER FOUNDATION | PA | NIA | REGIONAL CANCER CENTER | Other | | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1631855 | 000000000 | 0000000000 | | ST. VINCENT PROFESSIONAL BUILDING LEASEHOLD CONDOMINIUM ASSOCIATION | PA | NIA | SAINT VINCENT HEALTH CENTER | Ownership | 17.3 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 25-1578290 | 000000000 | 0000000000 | | ST. VINCENT PROFESSIONAL BUILDING LEASEHOLD CONDOMINIUM ASSOCIATION | PA | NIA | CLINICAL SERVICES, INC | Ownership | 80.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 05-0544042 | 000000000 | 0000000000 | | SAINT VINCENT REHAB SOLUTIONS, LLC | PA | NIA | CLINICAL SERVICES, INC | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 20-1017545 | 000000000 | 0000000000 | | ERIE MEDICAL COMPLEX, LLC | DE | NIA | CLINICAL SERVICES, INC | Ownership | 25.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 27-3459870 | 000000000 | 0000000000 | | SAINT VINCENT CONSULTANTS IN CARDIOVASCULAR DISEASES, LLC | PA | NIA | CLINICAL SERVICES, INC | Ownership | 100.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | VANTAGE CAPITAL MANAGEMENT, LTD | PA | NIA | CLINICAL SERVICES, INC | Ownership | 19.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 03-0477182 | 000000000 | 0000000000 | | VANTAGE HOLDING COMPANY, LLC | PA | NIA | CLINICAL SERVICES, INC | Ownership | 50.5 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 05-0591755 | 000000000 | 0000000000 | | SAINT VINCENT NHPA SURGERY CENTER, LTD | PA | NIA | CLINICAL SERVICES, INC | Ownership | 75.1 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | PARKSIDE AT NORTH EAST | PA | NIA | CLINICAL SERVICES, INC | Ownership | 10.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | PARKSIDE AT WESTMINSTER | PA | NIA | CLINICAL SERVICES, INC | Ownership | 7.2 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | THE REGENCY AT SOUTH SHORE | PA | NIA | CLINICAL SERVICES, INC | Ownership | 3.4 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | TRISTATE REGIONAL ASSOCIATES LLP | PA | NIA | CLINICAL SERVICES, INC | Ownership | 29.2 | HIGHMARK HEALTH | 0000000 |

Q16.7

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

| 1 Group Code | 2 Group Name | 3 NAIC Company Code | 4 Federal ID Number | 5 FEDERAL RSSD | 6 CIK | 7 Name of Securities Exchange if Publicly Traded (U.S. or International) | 8 Names of Parent, Subsidiaries Or Affiliates | 9 Domiciliary Location | 10 Relation-ship 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 | | TRISTATE REGIONAL ASSOCIATES LLP | PA | NIA | WESTFIELD MEMORIAL HOSPITAL, INC | Ownership | 1.5 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 22-2270533 | 000000000 | 0000000000 | | WESTFIELD MEMORIAL HOSPITAL FOUNDATION, INC | NY | NIA | WESTFIELD MEMORIAL HOSPITAL, INC | Other | | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | 23-7029185 | 000000000 | 0000000000 | | WESTFIELD HOSPITAL REGIONAL AUXILIARY, INC | NY | NIA | WESTFIELD MEMORIAL HOSPITAL, INC | Other | | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | ASSOCIATED CLINICAL LABORATORIES OF PENNSYLVANIA, LLC | PA | NIA | TRISTATE REGIONAL ASSOCIATES LLP | Ownership | 40.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | ASSOCIATED CLINICAL LABORATORIES, LP | PA | NIA | ASSOCIATED CLINICAL LABORATORIES OF PENNSYLVANIA, LLC | Ownership | 1.0 | HIGHMARK HEALTH | 0000000 |
| 812 | Highmark | 00000 | | 000000000 | 0000000000 | | ASSOCIATED CLINICAL LABORATORIES, LP | PA | NIA | TRISTATE REGIONAL ASSOCIATES LLP | Ownership | 39.6 | HIGHMARK HEALTH | 0000000 |

Q16.8

| Asterisk | Explanation |
|----------|-------------|
| 0000001 | Footnote |

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



1232520143650001

2014

Document Code: 365

STATEMENT AS OF **March 31, 2014** OF THE **Gateway Health Plan of Ohio, Inc.**
SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

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 | 452,034 | 455,182 |
| 2. Cost of bonds and stocks acquired | | |
| 3. Accrual of discount | | |
| 4. Unrealized valuation increase (decrease) | | |
| 5. Total gain (loss) on disposals | | |
| 6. Deduct consideration for bonds and stocks disposed of | | |
| 7. Deduct amortization of premium | 799 | 3,148 |
| 8. Total foreign exchange change in book/adjusted carrying value | | |
| 9. Deduct current year's other than temporary impairment recognized | | |
| 10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) | 451,235 | 452,034 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 451,235 | 452,034 |

SCHEDULE D - PART 1B

**Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation**

| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 |
|---|--|---|---|---|--|---|--|--|
| NAIC Designation | 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. NAIC 1 (a) | 8,279,101 | 6,086,184 | 6,472,976 | (799) | 7,891,510 | | | 8,279,101 |
| 2. NAIC 2 (a) | | | | | | | | |
| 3. NAIC 3 (a) | | | | | | | | |
| 4. NAIC 4 (a) | | | | | | | | |
| 5. NAIC 5 (a) | | | | | | | | |
| 6. NAIC 6 (a) | | | | | | | | |
| 7. Total Bonds | 8,279,101 | 6,086,184 | 6,472,976 | (799) | 7,891,510 | | | 8,279,101 |
| PREFERRED STOCK | | | | | | | | |
| 8. NAIC 1 | | | | | | | | |
| 9. NAIC 2 | | | | | | | | |
| 10. NAIC 3 | | | | | | | | |
| 11. NAIC 4 | | | | | | | | |
| 12. NAIC 5 | | | | | | | | |
| 13. NAIC 6 | | | | | | | | |
| 14. Total Preferred Stock | | | | | | | | |
| 15. Total Bonds & Preferred Stock | 8,279,101 | 6,086,184 | 6,472,976 | (799) | 7,891,510 | | | 8,279,101 |

(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 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

QS102

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

| | 1 Book/Adjusted Carrying Value | 2 Par Value | 3 Actual Cost | 4 Interest Collected Year To Date | 5 Paid for Accrued Interest Year To Date |
|-----------------------|---|----------------|---------------------|---|---|
| 9199999. Totals | 7,440,276 | X X X | 7,440,276 | 495 | |

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

| | 1 Year To Date | 2 Prior Year Ended December 31 |
|--|-------------------|--------------------------------------|
| 1. Book/adjusted carrying value, December 31 of prior year | 7,827,068 | 1,934,864 |
| 2. Cost of short-term investments acquired | 6,086,184 | 6,035,567 |
| 3. Accrual of discount | | |
| 4. Unrealized valuation increase (decrease) | | |
| 5. Total gain (loss) on disposals | | |
| 6. Deduct consideration received on disposals | 6,472,976 | 143,363 |
| 7. Deduct amortization of premium | | |
| 8. Total foreign exchange change in book/adjusted carrying value | | |
| 9. Deduct current year's other than temporary impairment recognized | | |
| 10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) | 7,440,276 | 7,827,068 |
| 11. Deduct total nonadmitted amounts | | |
| 12. Statement value at end of current period (Line 10 minus Line 11) | 7,440,276 | 7,827,068 |

SI04 Schedule DB - Part A Verification NONE

SI04 Schedule DB - Part B Verification NONE

SI05 Schedule DB Part C Section 1 NONE

SI06 Schedule DB Part C Section 2 NONE

SI07 Schedule DB - Verification NONE

SI08 Schedule E - Verification (Cash Equivalent) NONE

| | |
|--|-------------|
| E01 Schedule A Part 2 | NONE |
| E01 Schedule A Part 3 | NONE |
| E02 Schedule B Part 2 | NONE |
| E02 Schedule B Part 3 | NONE |
| E03 Schedule BA Part 2 | NONE |
| E03 Schedule BA Part 3 | NONE |
| E04 Schedule D Part 3 | NONE |
| E05 Schedule D Part 4 | NONE |
| E06 Schedule DB Part A Section 1 | NONE |
| E07 Schedule DB Part B Section 1 | NONE |
| E08 Schedule DB Part D Section 1 | NONE |
| E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity | NONE |
| E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity | NONE |
| E10 Schedule DL - Part 1 - Securities Lending Collateral Assets | NONE |
| E11 Schedule DL - Part 2 - Securities Lending Collateral Assets | NONE |

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

| 1 Depository | | 2 Code | 3 Rate of Interest | 4 Amount of Interest Received During Current Quarter | 5 Amount of Interest Accrued at Current Statement Date | Book Balance at End of Each Month During Current Quarter | | | 9 * |
|--|---------------------|-----------|-----------------------|---|---|--|-------------------|------------------|--------|
| | | | | | | 6 First Month | 7 Second Month | 8 Third Month | |
| open depositories | | | | | | | | | |
| PNC Operating Medicare | Jeannette, PA | | | | | 45,517 | 871,691 | 799,232 | X X X |
| PNC Operating Medicaid | Jeannette, PA | | | | | 2,000 | (180,554) | (713,238) | X X X |
| PNC Medicare Claims | Jeannette, PA | | | | | (2,930) | (34,996) | (29,544) | X X X |
| 0199998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories | | X X X | X X X | | | | | | X X X |
| 0199999 Totals - Open Depositories | | X X X | X X X | | | 44,587 | 656,141 | 56,449 | X X X |
| 0299998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories | | X X X | X X X | | | | | | X X X |
| 0299999 Totals - Suspended Depositories | | X X X | X X X | | | | | | X X X |
| 0399999 Total Cash On Deposit | | X X X | X X X | | | 44,587 | 656,141 | 56,449 | X X X |
| 0499999 Cash in Company's Office | | X X X | X X X | X X X | X X X | | | | X X X |
| 0599999 Total Cash | | X X X | X X X | | | 44,587 | 656,141 | 56,449 | X X X |

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

| 1 Description | 2 Code | 3 Date Acquired | 4 Rate of Interest | 5 Maturity Date | 6 Book/Adjusted Carrying Value | 7 Amount of Interest Due & Accrued | 8 Amount Received During Year |
|--|-----------|-----------------------|--------------------------|-----------------------|--------------------------------------|---|-------------------------------------|
| <div style="border: 1px solid black; padding: 10px; display: inline-block;"> N O N E </div> | | | | | | | |
| 8699999 Total - Cash Equivalents | | | | | | | |

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