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2014

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**QUARTERLY STATEMENT**  
**AS OF JUNE 30, 2014**  
**OF THE CONDITION AND AFFAIRS OF THE**  
**Gateway Health Plan of Ohio, Inc.**

NAIC Group Code	0812 (Current Period)	0812 (Prior Period)	NAIC Company Code	12325	Employer's ID Number	30-0282076
Organized under the Laws of	Ohio		State of Domicile or Port of Entry		Ohio	
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[ ] Dental Service Corporation[ ] Other[ ]	Property/Casualty[ ] Vision Service Corporation[ ] Is HMO Federally Qualified? Yes[ ] No[ ] N/A[X]	Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]			
Incorporated/Organized	11/05/2004		Commenced Business	09/01/2005		
Statutory Home Office	Four Gateway Center, 444 Liberty Avenue, Ste 2100 (Street and Number)		Pittsburgh, PA, US 15222-1222 (City or Town, State, Country and Zip Code)			
Main Administrative Office	Four Gateway Center, 444 Liberty Avenue, Ste 2100 Pittsburgh, PA, US 15222-1222 (Street and Number)		Four Gateway Center, 444 Liberty Avenue, Ste 2100 (Street and Number)			
Primary Location of Books and Records	Columbus, OH, US 43215-6101 (City or Town, State, Country and Zip Code)		(412)255-4640 (Area Code) (Telephone Number)			
Internet Web Site Address	www.gatewayhealthplan.com		(412)255-1315 (Area Code) (Telephone Number)			
Statutory Statement Contact	Cecil Eric Huss ehuss@gatewayhealthplan.com (E-Mail Address)		(412)255-4670 (Area Code)(Telephone Number)(Extension) (412)255-4670 (Fax Number)			

**OFFICERS**

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

Cecil Eric Huss  
Marcia Ann Martin  
Michael Anthony Madden MD  
Janice Lynn Prewitt

Margaret Rose Worek  
Karen Arcidiacono Barringer  
Augustine Odiaka Ifedirah DDS

**OTHERS - VICE PRESIDENTS**

Nanette Paden DeTurk  
Mark Thomas Bullock  
Joseph Hugh Bradley

Horatio Ray Welch Jr.  
Michael George Warfel  
Deborah Lynn Rice-Johnson (formerly Rice)

State of Pennsylvania  
County of Allegheny ss

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

(Signature)  
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 .....	1,221,110		1,221,110	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 (\$.....184,912), cash equivalents (\$.....0) and short-term investments (\$.....4,301,647) .....	4,486,559		4,486,559	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) .....	5,707,669		5,707,669	8,281,874
13. Title plants less \$.....0 charged off (for Title insurers only) .....				
14. Investment income due and accrued .....	12,832		12,832	9,103
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	202,558	2,364	200,194	
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 .....	188,796		188,796	
24. Health care (\$.....59,657) and other amounts receivable .....	61,234	1,577	59,657	
25. Aggregate write-ins for other than invested assets .....	103,335	102,286	1,049	
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	6,276,423	106,227	6,170,196	8,290,977
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28. TOTAL (Lines 26 and 27) .....	6,276,423	106,227	6,170,196	8,290,977
<b>DETAILS OF WRITE-INS</b>				
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 .....	1,049		1,049	
2502. Prepaid Assets .....	102,233	102,233		
2503. Employee Advances .....	53	53		
2598. Summary of remaining write-ins for Line 25 from overflow page .....				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	103,335	102,286	1,049	

## LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	808,166		808,166	
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	16,489		16,489	
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	322		322	
9. General expenses due or accrued	97,934		97,934	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	273,133		273,133	
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	255,462		255,462	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	106,890		106,890	
23. Aggregate write-ins for other liabilities (including \$.....0 current)				
24. Total liabilities (Lines 1 to 23)	1,558,395		1,558,395	5,763,497
25. Aggregate write-ins for special surplus funds	XXX	XXX		
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	16,786,235	11,286,235
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX		
31. Unassigned funds (surplus)	XXX	XXX	(12,174,435)	(8,758,755)
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	XXX	XXX		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	4,611,800	2,527,480
34. Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	6,170,195	8,290,977
<b>DETAILS OF WRITE-INS</b>				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

## STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
				4 Total
	1 Uncovered	2 Total	3 Total	
1. Member Months .....	XXX .....	2,430		
2. Net premium income (including \$.....0 non-health premium income) .....	XXX .....	2,321,776		
3. Change in unearned premium reserves and reserves for rate credits .....	XXX .....			
4. Fee-for-service (net of \$.....0 medical expenses) .....	XXX .....			
5. Risk revenue .....	XXX .....			
6. Aggregate write-ins for other health care related revenues .....	XXX .....			
7. Aggregate write-ins for other non-health revenues .....	XXX .....			
8. Total revenues (Lines 2 to 7) .....	XXX .....	2,321,776		
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		1,451,956		
10. Other professional services .....		203,147		
11. Outside referrals .....				
12. Emergency room and out-of-area .....		73,879		
13. Prescription drugs .....		258,100		168
14. Aggregate write-ins for other hospital and medical .....		65,517		
15. Incentive pool, withhold adjustments and bonus amounts .....				
16. Subtotal (Lines 9 to 15) .....		2,052,600		168
<b>Less:</b>				
17. Net reinsurance recoveries .....				
18. Total hospital and medical (Lines 16 minus 17) .....		2,052,600		168
19. Non-health claims (net) .....				
20. Claims adjustment expenses, including \$.....346,622 cost containment expenses .....		1,237,495		
21. General administrative expenses .....		2,346,330	1,115	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) .....		5,636,425	1,115	7,110,917
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX .....	(3,314,649)	(1,115)	(7,110,917)
25. Net investment income earned .....		5,196	50	988
26. Net realized capital gains (losses) less capital gains tax of \$.....0 .....				
27. Net investment gains or (losses) (Lines 25 plus 26) .....		5,196	50	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) .....	XXX .....	(3,309,453)	(1,065)	(7,109,929)
31. Federal and foreign income taxes incurred .....	XXX .....			
32. Net income (loss) (Lines 30 minus 31) .....	XXX .....	(3,309,453)	(1,065)	(7,109,929)
<b>DETAILS OF WRITE-INS</b>				
0601. ....	XXX .....			
0602. ....	XXX .....			
0603. ....	XXX .....			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX .....			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX .....			
0701. ....	XXX .....			
0702. ....	XXX .....			
0703. ....	XXX .....			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX .....			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX .....			
1401. DME .....		65,517		
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) .....		65,517		
2901. ....				
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....				
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....				

# STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year .....	2,527,480	2,387,410	2,387,409
34. Net income or (loss) from Line 32 .....	(3,309,453)	(1,065)	(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 .....	(106,227)		
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) .....	2,084,320	(1,065)	140,071
49. Capital and surplus end of reporting period (Line 33 plus 48) .....	4,611,800	2,386,345	2,527,480
<b>DETAILS OF WRITE-INS</b>			
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
<b>Cash from Operations</b>				
1.	Premiums collected net of reinsurance .....	2,119,540		
2.	Net investment income .....	103	1,965	5,018
3.	Miscellaneous income .....			
4.	<b>TOTAL (Lines 1 to 3) .....</b>	<b>2,119,642</b>	<b>1,965</b>	<b>5,018</b>
5.	Benefit and loss related payments .....	1,305,668		168
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	3,398,802	1,115	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.	<b>TOTAL (Lines 5 through 9) .....</b>	<b>4,704,470</b>	<b>1,115</b>	<b>7,086,456</b>
11.	<b>Net cash from operations (Line 4 minus Line 10) .....</b>	<b>(2,584,827)</b>	<b>850</b>	<b>(7,081,438)</b>
<b>Cash from Investments</b>				
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	<b>TOTAL investment proceeds (Lines 12.1 to 12.7) .....</b>			
13.	Cost of investments acquired (long-term only):			
13.1	Bonds .....	770,878		
13.2	Stocks .....			
13.3	Mortgage loans .....			
13.4	Real estate .....			
13.5	Other invested assets .....			
13.6	Miscellaneous applications .....			
13.7	<b>TOTAL investments acquired (Lines 13.1 to 13.6) .....</b>	<b>770,878</b>		
14.	Net increase (or decrease) in contract loans and premium notes .....			
15.	<b>Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....</b>	<b>(770,878)</b>		
<b>Cash from Financing and Miscellaneous Sources</b>				
16.	Cash provided (applied):			
16.1	Surplus notes, capital notes .....			
16.2	Capital and paid in surplus, less treasury stock .....	5,500,000		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) .....	(5,487,576)	1,510	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) .....	12,424	1,510	12,974,091
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>				
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(3,343,281)	2,360	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	<b>End of period (Line 18 plus Line 19.1) .....</b>	<b>4,486,559</b>	<b>1,939,547</b>	<b>7,829,840</b>

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

20.0001			
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## EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year .....										
2. First Quarter .....	369							369		
3. Second Quarter .....	517							517		
4. Third Quarter .....										
5. Current Year .....										
6. Current Year Member Months .....	2,430							2,430		
Total Member Ambulatory Encounters for Period:										
7. Physician .....	1,582							1,582		
8. Non-Physician .....	810							810		
9. Total .....	2,392							2,392		
10. Hospital Patient Days Incurred .....	664							664		
11. Number of Inpatient Admissions .....	83							83		
12. Health Premiums Written (a) .....	2,326,709							2,326,709		
13. Life Premiums Direct .....										
14. Property/Casualty Premiums Written .....										
15. Health Premiums Earned .....	2,326,709							2,326,709		
16. Property/Casualty Premiums Earned .....										
17. Amount Paid for Provision of Health Care Services .....	1,305,668							1,305,668		
18. Amount Incurred for Provision of Health Care Services .....	2,052,600							2,052,600		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....2,326,709.

**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
<b>Individually Listed Claims Unpaid</b>						
.....	20,663					20,663
0199999 Individually Listed Claims Unpaid .....	20,663					20,663
0499999 Subtotals .....	20,663					20,663
0599999 Unreported claims and other claim reserves .....						787,503
0799999 Total Claims Unpaid .....						808,166
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						

## UNDERWRITING AND INVESTMENT EXHIBIT

## ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....	.....	.....	.....	.....	.....	.....
2. Medicare Supplement .....	.....	.....	.....	.....	.....	.....
3. Dental only .....	.....	.....	.....	.....	.....	.....
4. Vision only .....	.....	.....	.....	.....	.....	.....
5. Federal Employees Health Benefits Plan .....	.....	.....	.....	.....	.....	.....
6. Title XVIII - Medicare .....	.....	1,305,668	.....	808,166	.....	.....
7. Title XIX - Medicaid .....	.....	.....	.....	.....	.....	.....
8. Other health .....	.....	.....	.....	.....	.....	.....
9. Health subtotal (Lines 1 to 8) .....	.....	1,305,668	.....	808,166	.....	.....
10. Healthcare receivables (a) .....	.....	26,709	.....	34,525	.....	.....
11. Other non-health .....	.....	.....	.....	.....	.....	.....
12. Medical incentive pools and bonus amounts .....	.....	.....	.....	.....	.....	.....
13. Totals (Lines 9 - 10 + 11 + 12) .....	1,278,959	.....	.....	773,641	.....	.....

(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
<b><u>NET INCOME</u></b>				
(1)	State basis (Page 4, Line 32, Columns 2 & 3)	OH	\$(3,309,453)	\$(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)		\$(3,309,453)	\$(7,109,929)
<b><u>SURPLUS</u></b>				
(5)	State basis (Page 3, Line 33, Columns 3 & 4)	OH	\$4,611,800	\$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)		\$4,611,800	\$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

## **4. Discontinued Operations**

## **Notes to Financial Statement**

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 – GHP, LP made capital contributions to GHPOI in the amount of \$400,000 on March 23, 2014, \$100,000 on March 31, 2014 and \$5,000,000 on April 9, 2014.

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

## **Notes to Financial Statement**

- 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 Polices 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

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

## **Notes to Financial Statement**

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.

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

## **Notes to Financial Statement**

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 June 30, 2014 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	\$1,311,804	\$1,221,109	\$1,311,804			
Short-term Investments	\$4,301,647	\$4,301,647	\$4,301,647			

- 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
- E. State Transferable and Non-transferable Tax Credits – No Material Change

## **Notes to Financial Statement**

- 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 August 14, 2014 for the statutory statement issued on June 30, 2014.

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 June 30, 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 June 30, 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**

#### A. Pharmacy Rebate Receivable

The rebates accrued are an estimate based on historical rebates received per member per month (PMPM) and current volume.

GHPOI is primarily responsible for billing the rebates; however, Argus Health Systems, Inc. (“Argus”) is responsible for billing a few of the manufacturers directly. The majority of pharmacies send payment for the rebates to GHPOI via wire-transfer.

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements*	Pharmacy Rebates Billed or Otherwise Confirmed**	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
06/30/2014	\$59,657				
03/31/2014	\$32,096	\$24,585	\$59		

\*Estimated Pharmacy Rebates as Reported on Financial Statements represents the admitted rebate receivable as reported on the financial statements.

\*\*Pharmacy Rebates Billed or Confirmed represents rebates billed or confirmed in the quarter.

## **Notes to Financial Statement**

B. Risk Sharing 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]  
Yes[ ] No[ ] N/A[X]

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

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

2.2 If yes, date of change: .....

3.1 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[ ]

3.2 If yes, complete Schedule Y, Parts 1 and 1A. 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: \$ ..... 0

**INVESTMENT**

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

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

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

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

**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[X]

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]  
 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
 If no, attach a description with this statement. Yes[ ] No[ ] N/A[X]

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

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:

\$ ..... 0  
\$ ..... 0  
\$ ..... 0

Yes[X] 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? Yes[ ] No[X]  
 17.4 If yes, give full and complete information relating thereto:

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

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

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

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

## **GENERAL INTERROGATORIES**

### **PART 2 - HEALTH**

**1. Operating Percentages:**

1.1 A&H loss percent	.....	103.336%
1.2 A&H cost containment percent	.....	14.929%
1.3 A&H expense percent excluding cost containment expenses	.....	139.428%

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

Yes[ ] No[X]

\$..... 0

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

Yes[ ] No[X]

\$..... 0

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

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

## 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
<b>Accident and Health - Non-affiliates</b>								
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 .....		2,326,709						2,326,709
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 .....		2,326,709						2,326,709
60. Reporting entity contributions for Employee Benefit Plans .....	XXX .....								
61. Total (Direct Business) .....	(a) 1 .....		2,326,709						2,326,709

**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 .....								

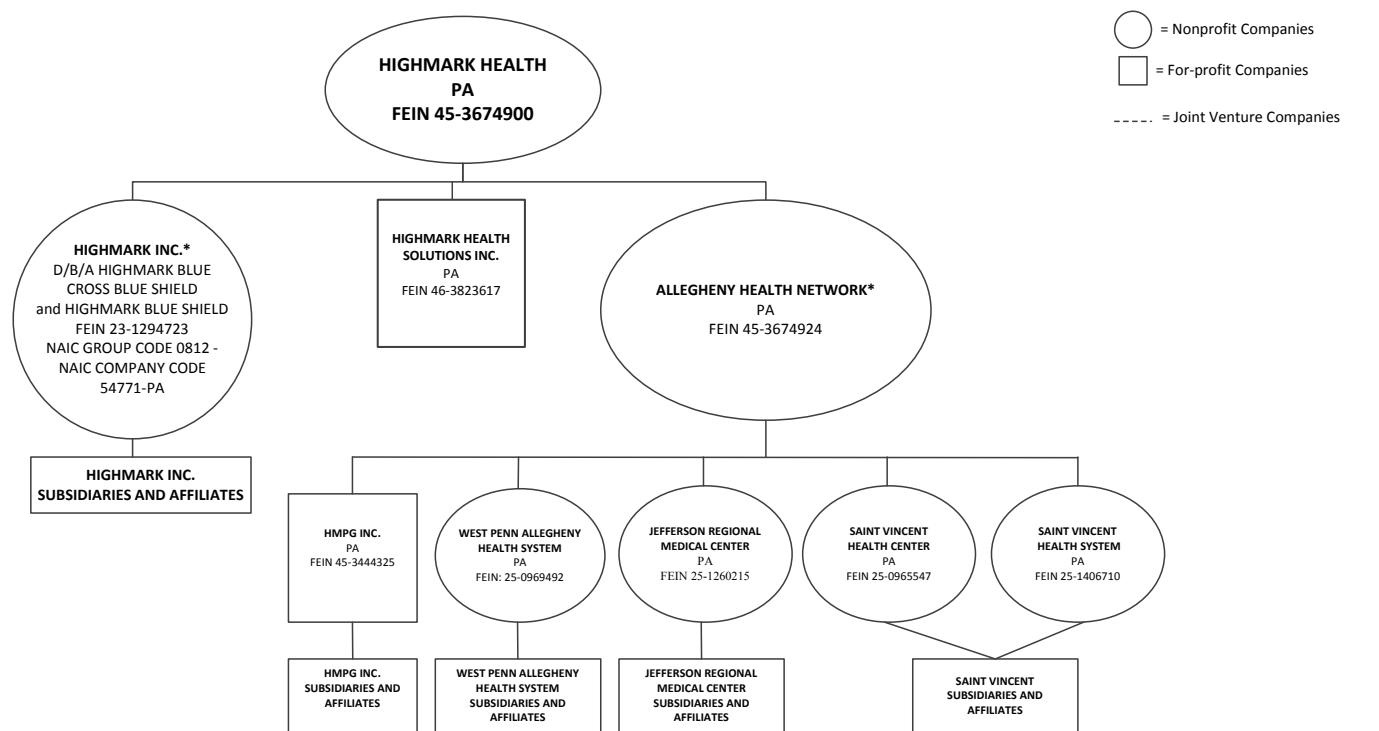
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

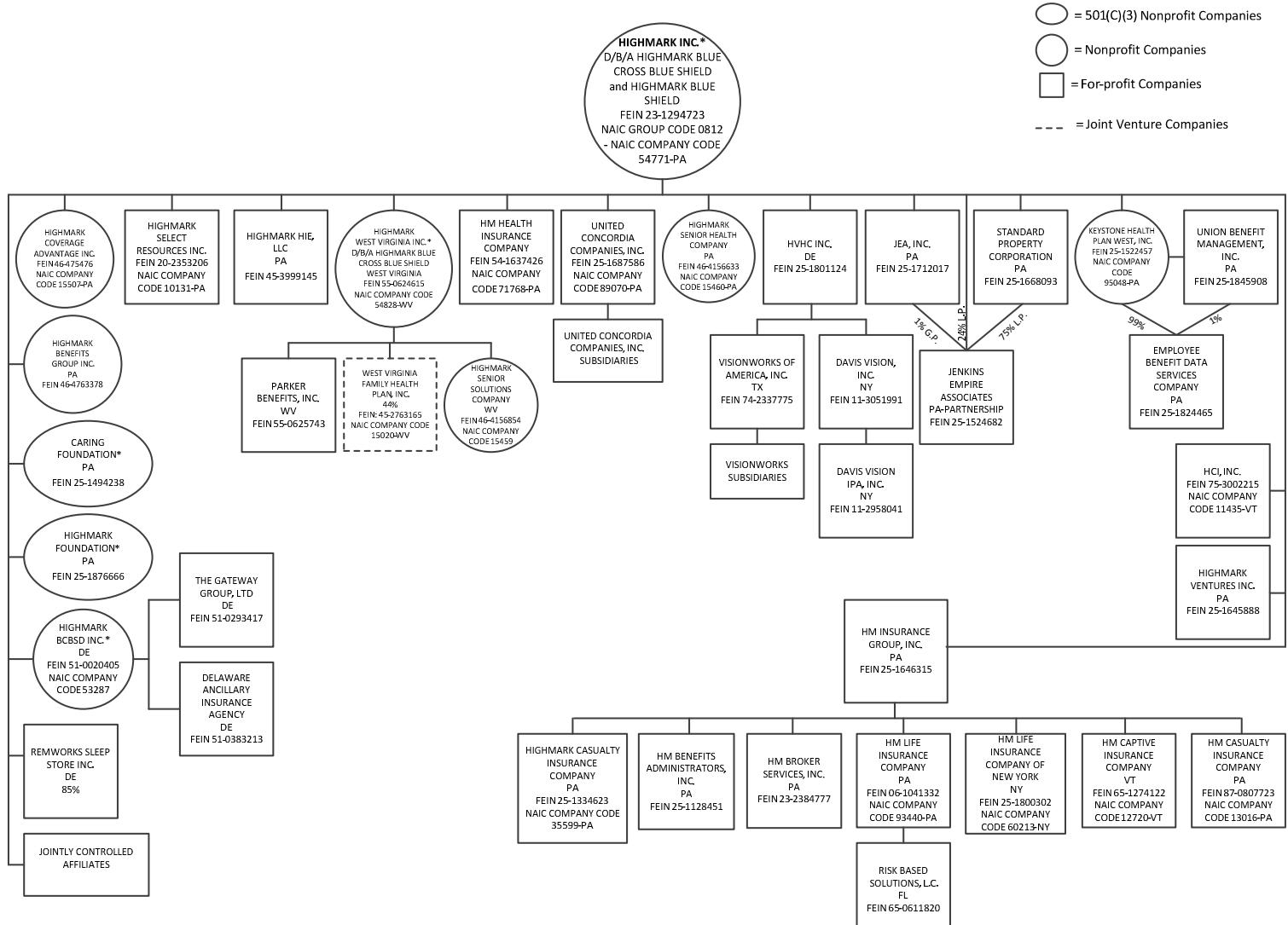
## SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

### MEMBERS OF A HOLDING COMPANY GROUP

#### PART 1 - ORGANIZATIONAL CHART



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

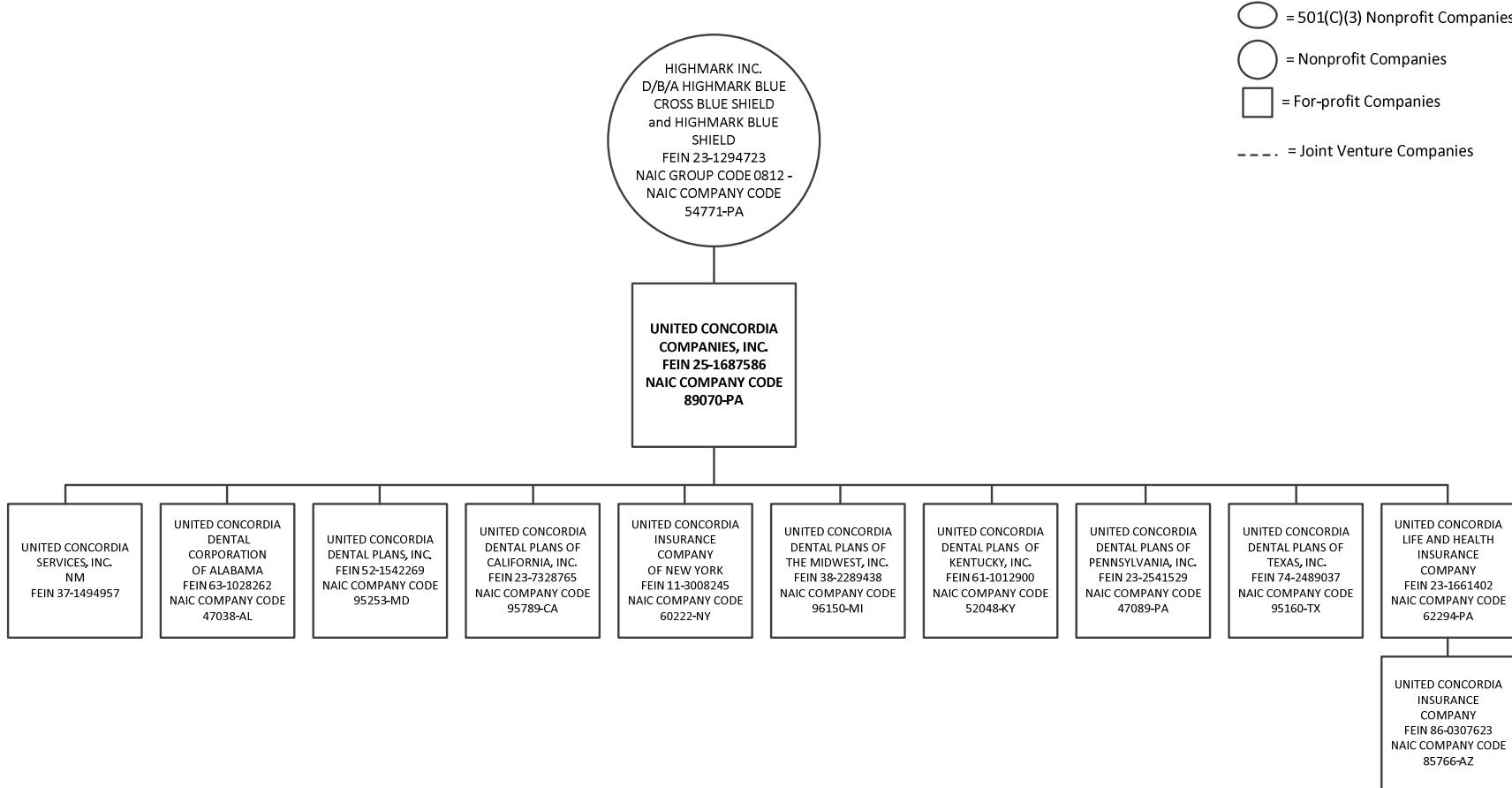


\* Control is maintained through ability to appoint the board of directors as sole member.

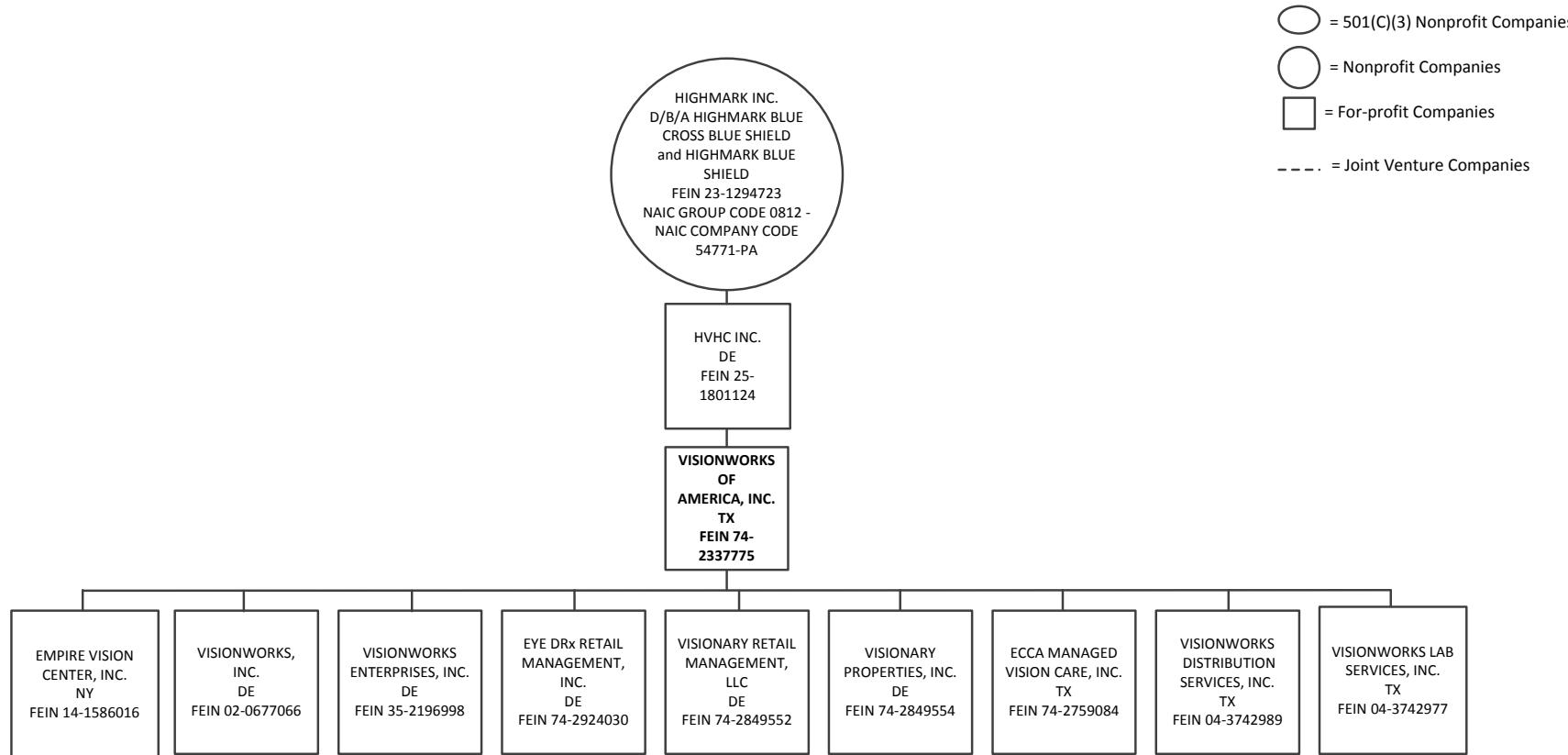
## SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

### MEMBERS OF A HOLDING COMPANY GROUP

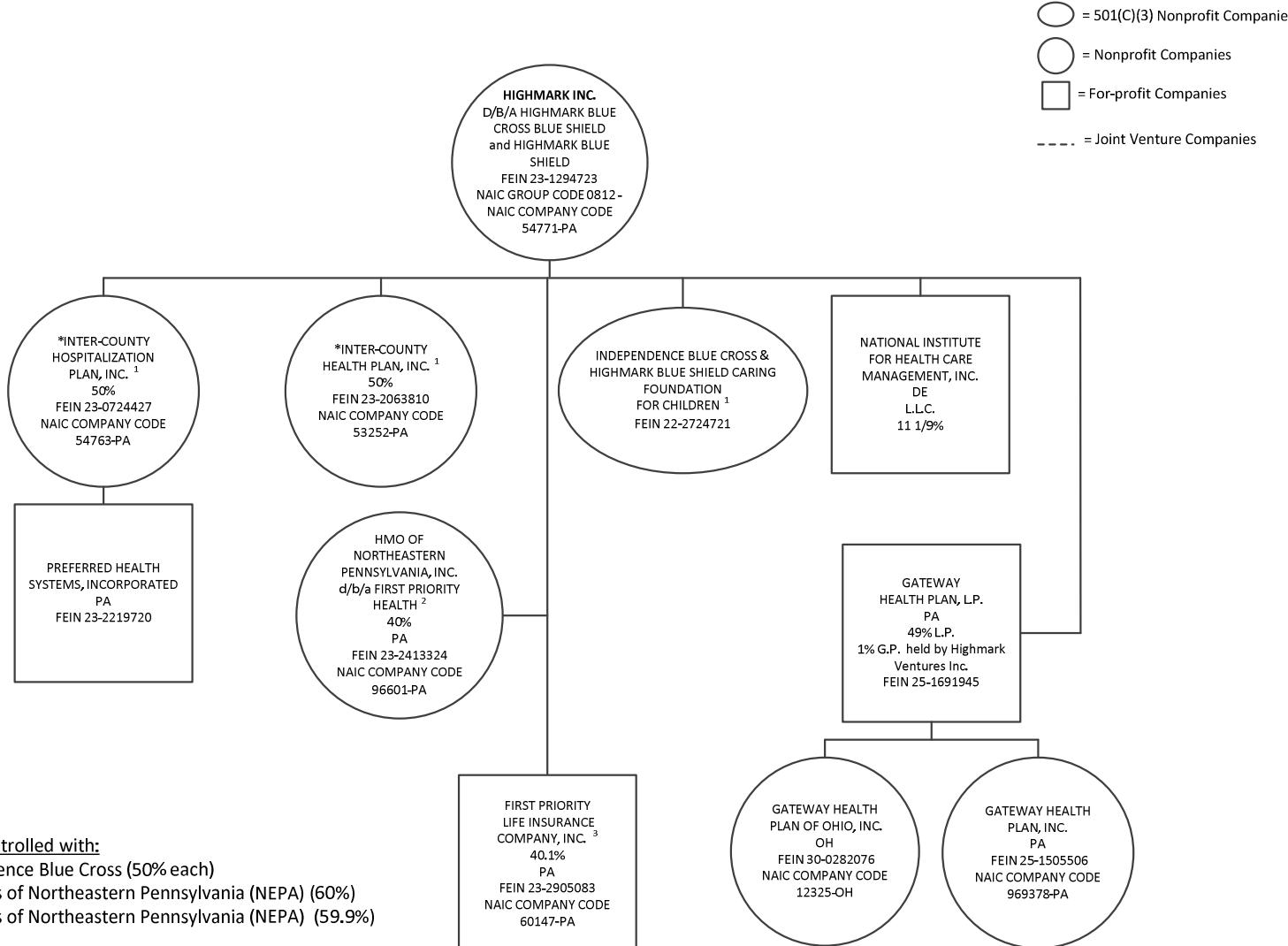
#### PART 1 - ORGANIZATIONAL CHART



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



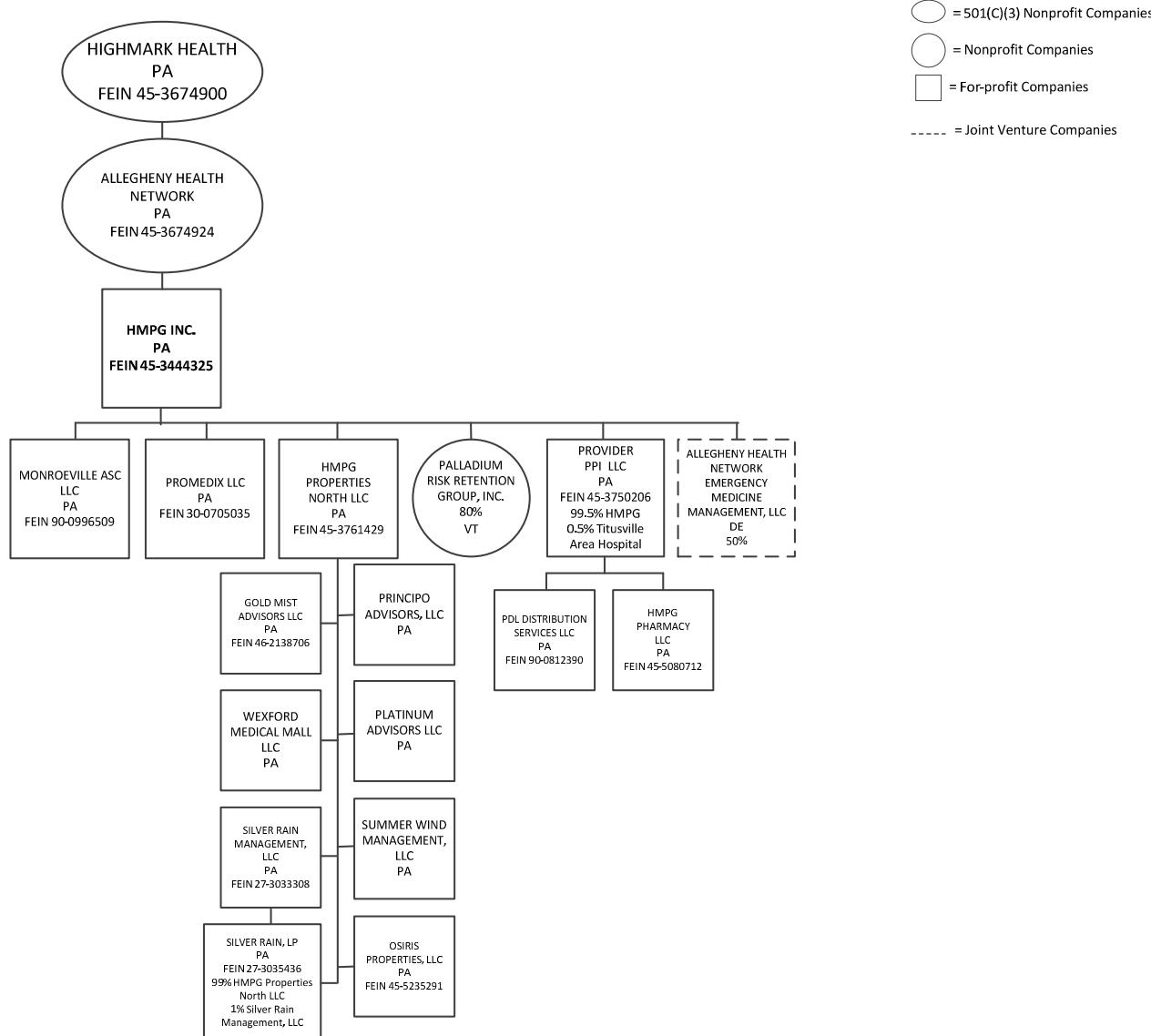
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER**  
**MEMBERS OF A HOLDING COMPANY GROUP**  
**PART 1 - ORGANIZATIONAL CHART**



## SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

### MEMBERS OF A HOLDING COMPANY GROUP

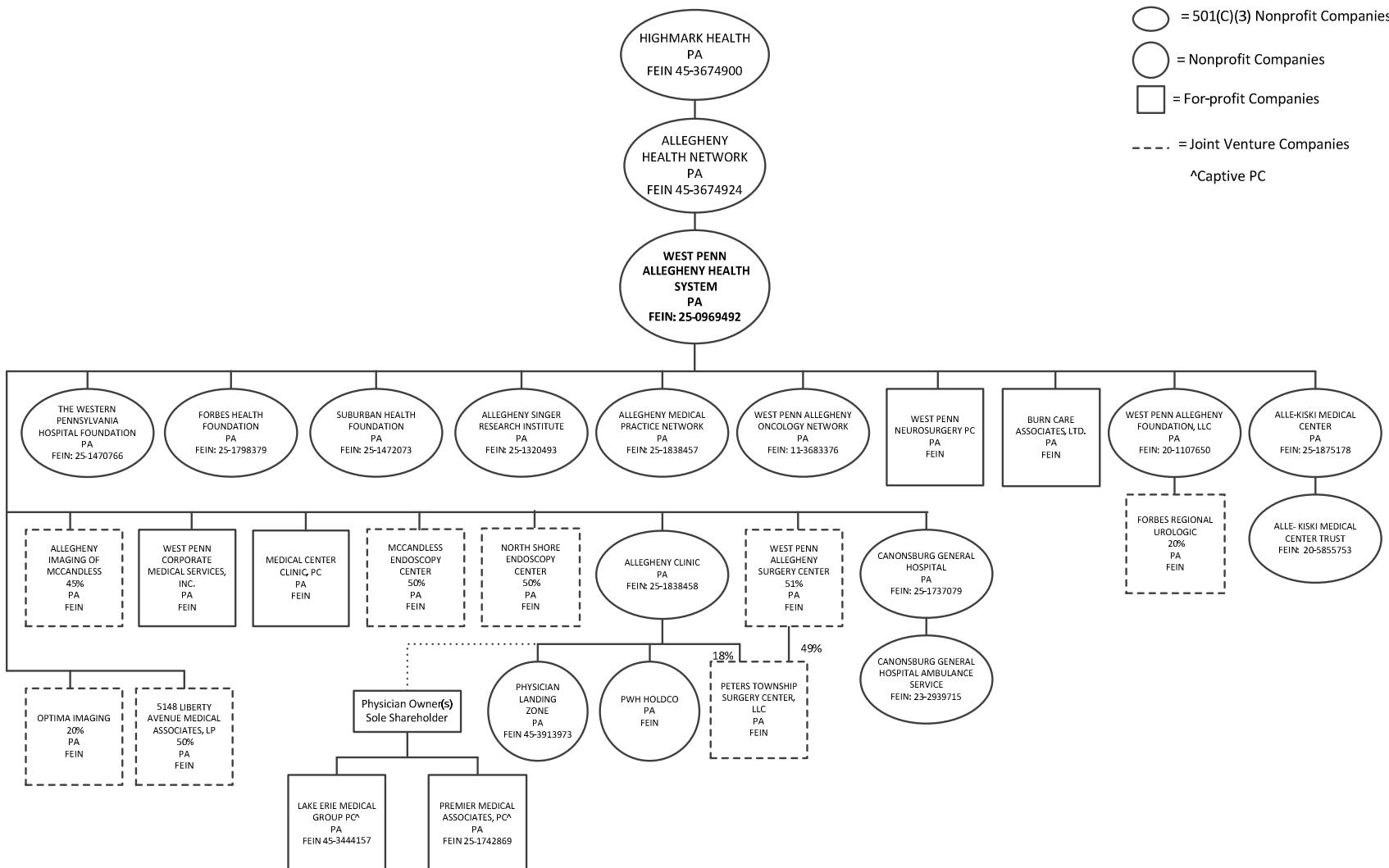
#### PART 1 - ORGANIZATIONAL CHART



## SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

### MEMBERS OF A HOLDING COMPANY GROUP

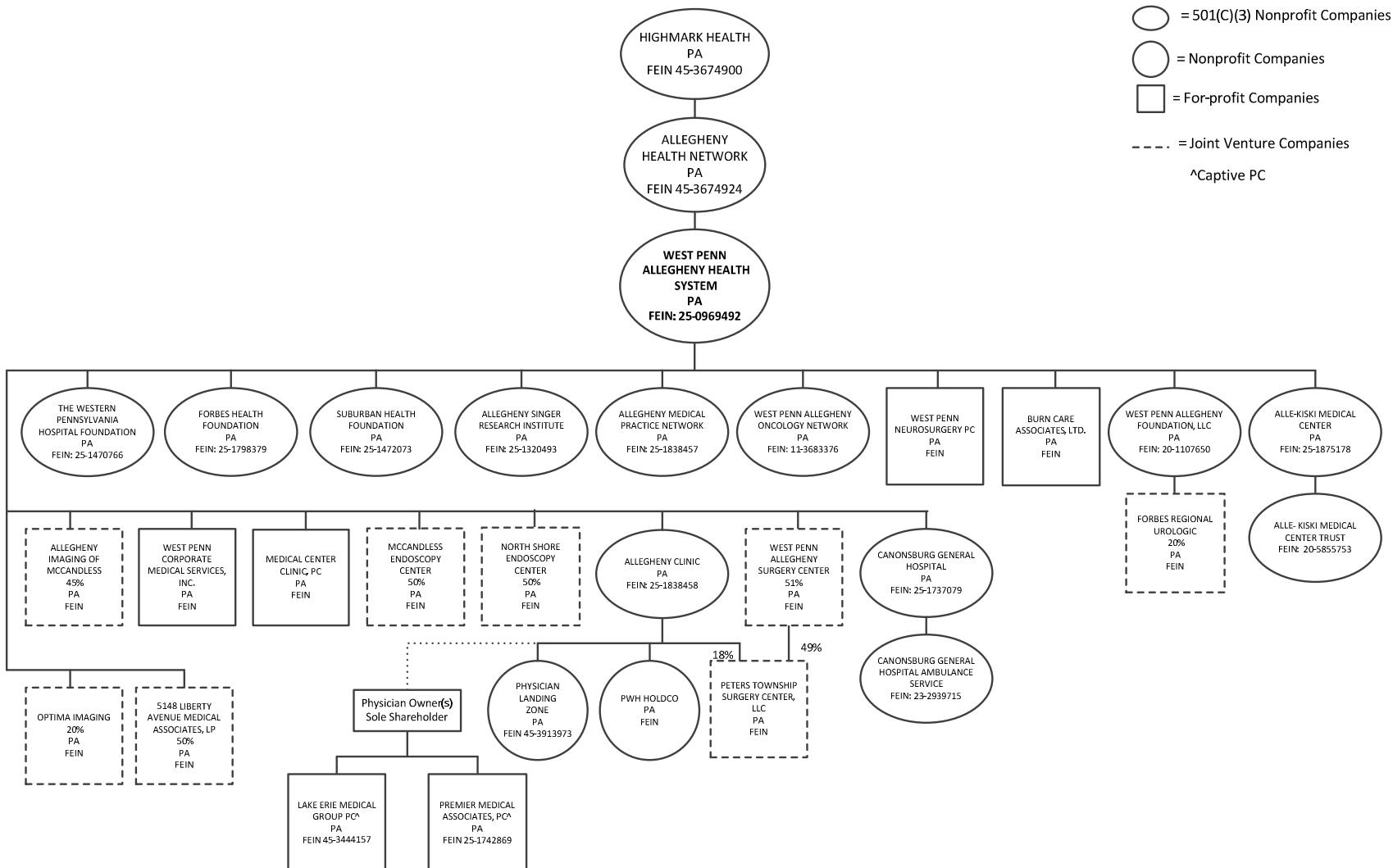
#### PART 1 - ORGANIZATIONAL CHART



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## MEMBERS OF A HOLDING COMPANY GROUP

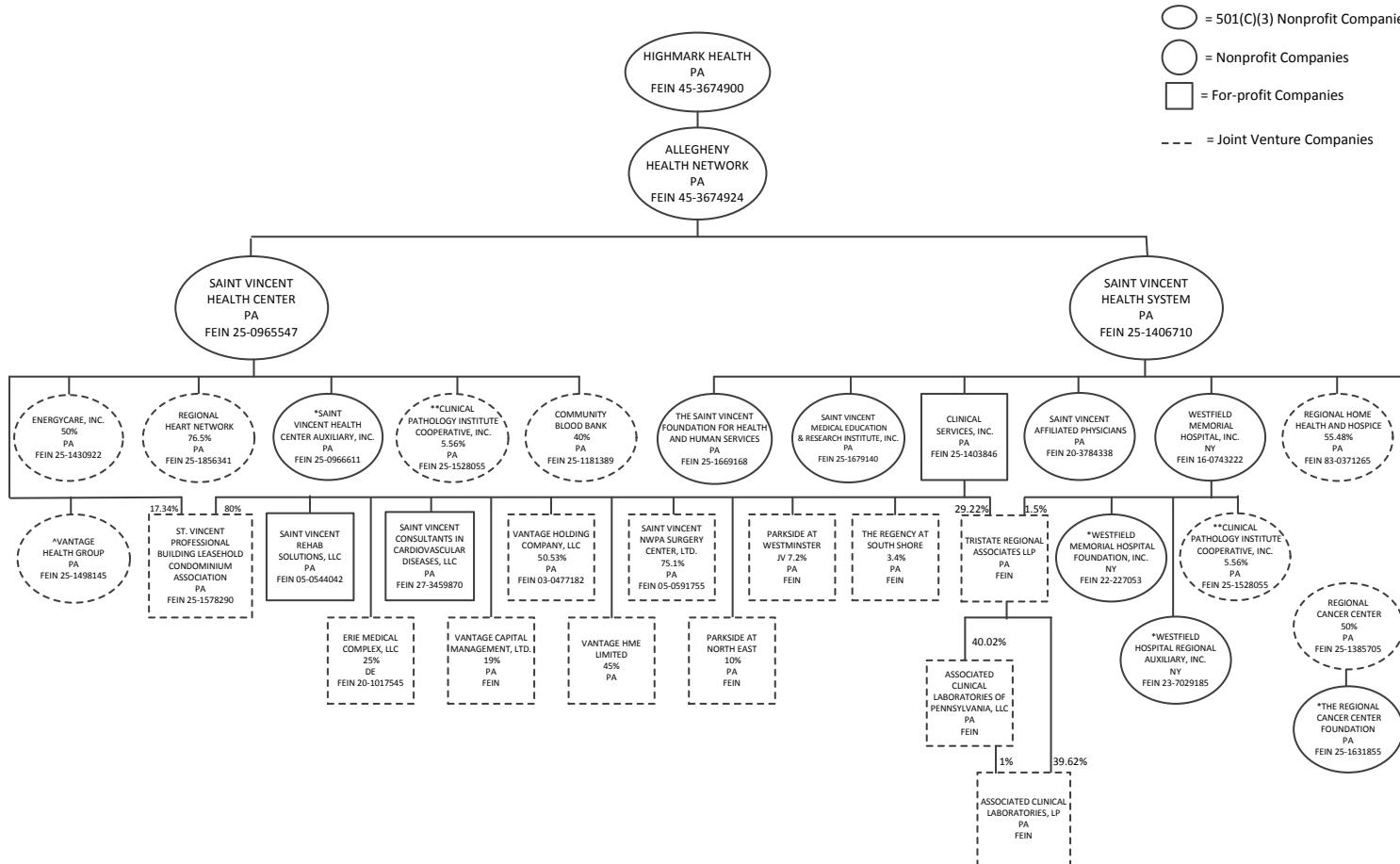
### PART 1 - ORGANIZATIONAL CHART



## SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

### MEMBERS OF A HOLDING COMPANY GROUP

#### PART 1 - ORGANIZATIONAL CHART



\*Support relationship; no formal governance control

\*\*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).

<sup>^</sup>SVHC maintains a fund balance of 39.1%. Governance control percentage is 13.4%

# SCHEDULE Y

## PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domic- iliary Loca- tion	Rela-tion- ship to Report- ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
812	Highmark .....	00000	45-3674900	0000000000	0000000000		HIGHMARK HEALTH .....	PA	UIP ..	HIGHMARK HEALTH .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	45-3674924	0000000000	0000000000			PA	NIA ..	HIGHMARK HEALTH .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	23-1294723	0000000000	0000000000		HIGHMARK INC .....	PA	UDP ..	HIGHMARK HEALTH .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	46-3823617	0000000000	0000000000		HIGHMARK HEALTH SOLUTIONS INC .....	PA	NIA ..	HIGHMARK HEALTH .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	45-3444325	0000000000	0000000000		HMPG INC. ....	PA	NIA ..	ALLEGHENY HEALTH NETWORK .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-0969492	0000000000	0000000000		WEST PENN ALLEGHENY HEALTH SYSTEM .....	PA	NIA ..	ALLEGHENY HEALTH NETWORK .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1260215	0000000000	0000000000		JEFFERSON REGIONAL MEDICAL CENTER .....	PA	NIA ..	ALLEGHENY HEALTH NETWORK .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-0965547	0000000000	0000000000		SAINT VINCENT HEALTH CENTER .....	PA	NIA ..	ALLEGHENY HEALTH NETWORK .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1406710	0000000000	0000000000		SAINT VINCENT HEALTH SYSTEM .....	PA	NIA ..	ALLEGHENY HEALTH NETWORK .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	45-3999145	0000000000	0000000000		HIGHMARK HIE, LLC .....	PA	NIA ..	HIGHMARK INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1645888	0000000000	0000000000		HIGHMARK VENTURES INC .....	PA	NIA ..	HIGHMARK INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	10131	20-2353206	0000000000	0000000000		HIGHMARK SELECT RESOURCES INC. ....	PA	IA ..	HIGHMARK INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	11435	75-3002215	0000000000	0000000000		HCI, INC. ....	VT	IA ..	HIGHMARK INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	46-4156633	0000000000	0000000000		HIGHMARK SENIOR HEALTH COMPANY .....	PA	IA ..	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	15507	46-475476	0000000000	0000000000		HIGHMARK COVERAGE ADVANTAGE INC .....	PA	IA ..	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	15508	46-4763378	0000000000	0000000000		HIGHMARK BENEFITS GROUP INC. ....	PA	IA ..	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	54828	55-0624615	0000000000	0000000000		HIGHMARK WEST VIRGINIA INC. ....	WV	IA ..	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	55-0625743	0000000000	0000000000		PARKER BENEFITS, INC. ....	WV	NIA ..	HIGHMARK WEST VIRGINIA INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	15020	45-2763165	0000000000	0000000000		WEST VIRGINIA FAMILY HEALTH PLAN, INC. ....	WV	IA ..	HIGHMARK WEST VIRGINIA INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	46-4156854	0000000000	0000000000		HIGHMARK SENIOR SOLUTIONS COMPANY .....	WV	IA ..	HIGHMARK WEST VIRGINIA INC. ....	Ownership .....	44.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	71768	54-1637426	0000000000	0000000000		HM HEALTH INSURANCE COMPANY .....	PA	IA ..	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	95048	25-1522457	0000000000	0000000000		KEYSTONE HEALTH PLAN WEST, INC. ....	PA	IA ..	HIGHMARK INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1845908	0000000000	0000000000		UNION BENEFIT MANAGEMENT, INC. ....	PA	NIA ..	KEYSTONE HEALTH PLAN WEST, INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1824465	0000000000	0000000000		EMPLOYEE BENEFIT DATA SERVICES COMPANY .....	PA	NIA ..	UNION BENEFIT MANAGEMENT, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1824465	0000000000	0000000000		EMPLOYEE BENEFIT DATA SERVICES COMPANY .....	PA	NIA ..	KEYSTONE HEALTH PLAN WEST, INC. ....	Ownership .....	1.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1712017	0000000000	0000000000		JEA INC. ....	PA	NIA ..	HIGHMARK INC. ....	Ownership .....	99.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1668093	0000000000	0000000000		STANDARD PROPERTY CORPORATION .....	PA	NIA ..	HIGHMARK INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1524682	0000000000	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 Group Code	2 Group Name	3 NAIC Comp- any 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 Domic- iliary Loca- tion	10 Relation- ship to Report- ing Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
812	Highmark .....	00000	25-1524682	0000000000	0000000000	JENKINS EMPIRE ASSOCIATES .....	PA	NIA ..	STANDARD PROPERTY CORPORATION .....	Ownership .....	75.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	25-1524682	0000000000	0000000000	JENKINS EMPIRE ASSOCIATES .....	PA	NIA ..	JEA INC .....	Ownership .....	1.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	53287	51-0020405	0000000000	0000000000	HIGHMARK BCBSD INC .....	DE	IA ..	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	51-0293417	0000000000	0000000000	THE GATEWAY GROUP, LTD .....	DE	NIA ..	HIGHMARK BCBSD INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	51-0383213	0000000000	0000000000	DELAWARE ANCILLARY INSURANCE AGENCY .....	DE	NIA ..	HIGHMARK BCBSD INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000		0000000000	0000000000	REWORKS SLEEP STORE INC .....	DE	NIA ..	HIGHMARK INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	25-1646315	0000000000	0000000000	HM INSURANCE GROUP, INC. ....	PA	IA ..	HIGHMARK INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	35599	25-1334623	0000000000	0000000000	HIGHMARK CASUALTY INSURANCE COMPANY .....	PA	IA ..	HM INSURANCE GROUP, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	93440	06-1041332	0000000000	0000000000	HM LIFE INSURANCE COMPANY .....	PA	IA ..	HM INSURANCE GROUP, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	65-0611820	0000000000	0000000000	RISK BASED SOLUTIONS, L.C .....	FL	NIA ..	HM LIFE INSURANCE COMPANY .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	25-1128451	0000000000	0000000000	HM BENEFITS ADMINISTRATORS, INC. ....	PA	NIA ..	HM INSURANCE GROUP, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	23-2384777	0000000000	0000000000	HM BROKER SERVICES, INC. ....	PA	NIA ..	HM INSURANCE GROUP, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	60213	25-1800302	0000000000	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	0000000000	0000000000	HM CAPTIVE INSURANCE COMPANY .....	VT	IA ..	HM INSURANCE GROUP, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	13016	87-0807723	0000000000	0000000000	HM CASUALTY INSURANCE COMPANY .....	PA	NIA ..	HM INSURANCE GROUP, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	25-1801124	0000000000	0000000000	HVHC INC. ....	DE	NIA ..	HIGHMARK INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	11-3051991	0000000000	0000000000	DAVIS VISION, INC. ....	NY	NIA ..	HVHC INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	11-2958041	0000000000	0000000000	DAVIS VISION IPA, INC. ....	NY	NIA ..	DAVIS VISION, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	74-2337775	0000000000	0000000000	VISIONWORKS OF AMERICA, INC. ....	TX	NIA ..	HVHC INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	25-1494238	0000000000	0000000000	CARING FOUNDATION .....	PA	OTH ..	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	25-1876666	0000000000	0000000000	HIGHMARK FOUNDATION .....	PA	OTH ..	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000	
812	Highmark .....	89070	25-1687586	0000000000	0000000000	UNITED CONCORDIA COMPANIES, INC. ....	PA	IA ..	HIGHMARK INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	00000	37-1494957	0000000000	0000000000	UNITED CONCORDIA SERVICES, INC. ....	NM	NIA ..	UNITED CONCORDIA COMPANIES, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	47038	63-1028262	0000000000	0000000000	UNITED CONCORDIA DENTAL CORPORATION OF ALABAMA .....	AL	IA ..	UNITED CONCORDIA COMPANIES, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	95253	52-1542269	0000000000	0000000000	UNITED CONCORDIA DENTAL PLANS, INC. ....	MD	IA ..	UNITED CONCORDIA COMPANIES, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	
812	Highmark .....	95789	23-7328765	0000000000	0000000000	UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC. ....	CA	IA ..	UNITED CONCORDIA COMPANIES, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000	

# SCHEDULE Y

## PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Comp- any 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 Domic- iliary Loca- tion	10 Rela- tionship to Report- ing 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 .....	60222	11-3008245	000000000	0000000000	UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK .....	UNITED CONCORDIA COMPANIES, INC. ....	NY .....	IA .....	UNITED CONCORDIA COMPANIES, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	62294	23-1661402	000000000	0000000000	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY .....	UNITED CONCORDIA COMPANIES, INC. ....	PA .....	IA .....	UNITED CONCORDIA COMPANIES, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	85766	86-0307623	000000000	0000000000	UNITED CONCORDIA INSURANCE COMPANY .....	UNITED CONCORDIA LIFE AND HEALTH 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. ....	UNITED CONCORDIA COMPANIES, 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. ....	UNITED CONCORDIA COMPANIES, 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. ....	UNITED CONCORDIA COMPANIES, 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. ....	UNITED CONCORDIA COMPANIES, INC. ....	TX .....	IA .....	UNITED CONCORDIA COMPANIES, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	14-1586016	000000000	0000000000	EMPIRE VISION CENTER, INC. ....	VISIONWORKS OF AMERICA, INC. ....	NY .....	NIA .....	VISIONWORKS OF AMERICA, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	02-0677066	000000000	0000000000	VISIONWORKS, INC. ....	VISIONWORKS OF AMERICA, INC. ....	DE .....	NIA .....	VISIONWORKS OF AMERICA, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	35-2196998	000000000	0000000000	VISIONWORKS ENTERPRISES, INC. ....	VISIONWORKS OF AMERICA, INC. ....	DE .....	NIA .....	VISIONWORKS OF AMERICA, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	74-2924030	000000000	0000000000	EYEDRX RETAIL MANAGEMENT, INC. ....	VISIONWORKS OF AMERICA, INC. ....	DE .....	NIA .....	VISIONWORKS OF AMERICA, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	74-2849552	000000000	0000000000	VISIONARY RETAIL MANAGEMENT, LLC ....	VISIONWORKS OF AMERICA, INC. ....	DE .....	NIA .....	VISIONWORKS OF AMERICA, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	74-2849554	000000000	0000000000	VISIONARY PROPERTIES, INC. ....	VISIONWORKS OF AMERICA, 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. ....	VISIONWORKS OF AMERICA, INC. ....	TX .....	NIA .....	VISIONWORKS OF AMERICA, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	04-3742989	000000000	0000000000	VISIONWORKS DISTRIBUTION SERVICES, INC. ....	VISIONWORKS OF AMERICA, INC. ....	TX .....	NIA .....	VISIONWORKS OF AMERICA, INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	04-3742977	000000000	0000000000	VISIONWORKS LAB SERVICES, INC. ....	VISIONWORKS OF AMERICA, 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. ....	HIGHMARK INC. ....	PA .....	IA .....	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	54763	23-0724427	000000000	0000000000	INTER-COUNTY HOSPITALIZATION PLAN, INC. ....	HIGHMARK INC. ....	PA .....	IA .....	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	23-2219720	000000000	0000000000	PREFERRED HEALTH SYSTEMS, INCORPORATED .....	INTER-COUNTY HOSPITALIZATION PLAN, INC.	PA .....	NIA .....	INTER-COUNTY HOSPITALIZATION PLAN, INC.	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	96601	23-2413324	000000000	0000000000	HMO OF NORTHEASTERN PENNSYLVANIA .....	HIGHMARK INC. ....	PA .....	IA .....	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000

Q16.2

# SCHEDULE Y

## PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Comp- any 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 Domic- iliary Loca- tion	10 Rela-tion- ship to Report- ing 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 *
Q16.3	Highmark .....	60147	23-2905083	000000000	0000000000	FIRST PRIORITY LIFE INSURANCE COMPANY, INC. ....		PA	IA	HIGHMARK INC. ....	Ownership .....	40.1	HIGHMARK HEALTH .....	0000000
	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
	Highmark .....	00000		000000000	0000000000	NATIONAL INSTITUTE FOR HEALTHCARE MANAGEMENT LLC .....		DE	OTH	HIGHMARK INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	25-1691945	000000000	0000000000	GATEWAY HEALTH PLAN, L.P. ....		PA	IA	HIGHMARK INC. ....	Ownership .....	49.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	25-1691945	000000000	0000000000	GATEWAY HEALTH PLAN, L.P. ....		PA	IA	HIGHMARK VENTURES INC. ....	Ownership .....	1.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	12325	30-0282076	000000000	0000000000	GATEWAY HEALTH PLAN OF OHIO, INC. ....		OH	RE	GATEWAY HEALTHPLAN, L.P. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
	Highmark .....	96938	25-1505506	000000000	0000000000	GATEWAY HEALTH PLAN, INC. ....		PA	IA	GATEWAY HEALTHPLAN, L.P. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	90-0996509	000000000	0000000000	MONROEVILLE ASC LLC ....		PA	NIA	HMPG INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	30-0705035	000000000	0000000000	PROMEDIX LLC ....		PA	NIA	HMPG INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	45-3761429	000000000	0000000000	HMPG PROPERTIES NORTH LLC .....		PA	NIA	HMPG INC. ....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000		000000000	0000000000	PALLADIUM RISK RETENTION GROUP, INC. ....		VT	NIA	HMPG INC. ....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	32-0371926	000000000	0000000000	WEXFORD MEDICAL MALL LLC .....		PA	NIA	HMPG PROPERTIES NORTH LLC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	45-5235291	000000000	0000000000	OSIRIS PROPERTIES, LLC .....		PA	NIA	HMPG PROPERTIES NORTH LLC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	27-3033308	000000000	0000000000	SILVER RAIN MANAGEMENT, LLC .....		PA	NIA	HMPG PROPERTIES NORTH LLC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	27-3035436	000000000	0000000000	SILVER RAIN, LP .....		PA	NIA	HMPG PROPERTIES NORTH LLC .....	Ownership .....	99.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	27-3035436	000000000	0000000000	SILVER RAIN, LP .....		PA	NIA	SILVER RAIN MANAGEMENT, LLC .....	Ownership .....	1.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	35-2483160	000000000	0000000000	PLATINUM ADVISORS LLC .....		PA	NIA	HMPG PROPERTIES NORTH LLC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	90-0970618	000000000	0000000000	SUMMER WIND MANAGEMENT, LLC .....		PA	NIA	HMPG PROPERTIES NORTH LLC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	30-0791512	000000000	0000000000	PRINCIPAL ADVISORS, LLC .....		PA	NIA	HMPG PROPERTIES NORTH LLC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	46-2138706	000000000	0000000000	GOLD MIST ADVISORS LLC .....		PA	NIA	HMPG PROPERTIES NORTH LLC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	45-3750206	000000000	0000000000	PROVIDER PPI LLC .....		PA	NIA	HMPG INC. ....	Ownership .....	99.5	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	45-3750206	000000000	0000000000	PROVIDER PPI LLC .....		PA	NIA	TITUSVILLE AREA HOSPITAL	Ownership .....	0.5	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000		000000000	0000000000	ALLEGHENY HEALTH NETWORK EMERGENCY MEDICINE MANAGEMENT, LLC .....		DE	NIA	HMPG INC. ....	Ownership .....	50.0	HIGHMARK HEALTH .....	0000000

# SCHEDULE Y

## PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Comp- any 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 Domic- iliary Loca- tion	10 Rela-tion- ship to Report- ing 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	90-0812390	0000000000	0000000000		PDL DISTRIBUTION SERVICES LLC .....	PA	NIA	PROVIDER PPI LLC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	45-5080712	0000000000	0000000000		HMPG PHARMACY LLC .....	PA	NIA	PROVIDER PPI LLC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1472073	0000000000	0000000000		SUBURBAN HEALTH FOUNDATION .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	20-1107650	0000000000	0000000000		WEST PENN ALLEGHENY FOUNDATION, LLC .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	0000000000	0000000000		FORBES REGIONAL UROLOGIC .....	PA	NIA	WEST PENN ALLEGHENY FOUNDATION, LLC .....	Ownership .....	20.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1798379	0000000000	0000000000		FORBES HEALTH FOUNDATION .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1470766	0000000000	0000000000		THE WESTERN PENNSYLVANIA HOSPITAL FOUNDATION .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1320493	0000000000	0000000000		ALLEGHENY SINGER RESEARCH INSTITUTE .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1875178	0000000000	0000000000		ALLE-KISKI MEDICAL CENTER .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	20-5855753	0000000000	0000000000		ALLE-KISKI MEDICAL CENTER TRUST .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	23-2899534	0000000000	0000000000		BURN CARE ASSOCIATES, LTD .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1737079	0000000000	0000000000		CANONSBURG GENERAL HOSPITAL .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	23-2939715	0000000000	0000000000		CANONSBURG GENERAL HOSPITAL AMBULANCE SERVICE .....	PA	NIA	CANONSBURG GENERAL HOSPITAL .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1838457	0000000000	0000000000		ALLEGHENY MEDICAL PRACTICE NETWORK .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	0000000000	0000000000		OPTIMA IMAGING .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Ownership .....	20.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	0000000000	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	0000000000	0000000000		WEST PENN ALLEGHENY ONCOLOGY NETWORK .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	0000000000	0000000000		PETERS AMBULATORY SURGERY CENTER .....	PA	NIA	WEST PENN ALLEGHENY SURGERY CENTER .....	Ownership .....	18.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	0000000000	0000000000		PETERS AMBULATORY SURGERY CENTER .....	PA	NIA	WEST PENN ALLEGHENY SURGERY CENTER .....	Ownership .....	49.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	0000000000	0000000000		ALLEGHENY IMAGING OF MCCANDLESS .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Ownership .....	45.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1437405	0000000000	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	0000000000	0000000000		WEST PENN NUROSURGERY PC .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	23-2894939	0000000000	0000000000		MEDICAL CENTER CLINIC, PC .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	0000000000	0000000000		MCCANDLESS ENDOSCOPY CENTER .....	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM .....	Ownership .....	50.0	HIGHMARK HEALTH .....	0000000

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## PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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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 .....	Board of Directors .....	.....	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 .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	000000000	0000000000	.....	PWH HOLDCO .....	PA ..	NIA ..	ALLEGHENY CLINIC .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
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 .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	90-0451375	.....	000000000	0000000000	PRIMARY CARE GROUP 2, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	90-0451380	.....	000000000	0000000000	PRIMARY CARE GROUP 3, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	80-0403090	.....	000000000	0000000000	PRIMARY CARE GROUP 4, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	80-0403100	.....	000000000	0000000000	PRIMARY CARE GROUP 5, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	90-0503600	.....	000000000	0000000000	PRIMARY CARE GROUP 6, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1287041	.....	000000000	0000000000	PRIMARY CARE GROUP 7, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	01-0927360	.....	000000000	0000000000	PRIMARY CARE GROUP 8, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	01-0929359	.....	000000000	0000000000	PRIMARY CARE GROUP 9, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	38-3807173	.....	000000000	0000000000	PRIMARY CARE GROUP 10, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	80-0494617	.....	000000000	0000000000	PRIMARY CARE GROUP 11, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	90-0914054	.....	000000000	0000000000	PRIMARY CARE GROUP 12, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	000000000	0000000000	.....	PRIMARY CARE GROUP 13, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	000000000	0000000000	.....	PRIMARY CARE GROUP 14, INC. .....	PA ..	NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1684735	.....	000000000	0000000000	.....	.....	.....	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1403745	.....	000000000	0000000000	.....	.....	.....	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1203449	.....	000000000	0000000000	.....	.....	.....	HEALTH SYSTEM SERVICE CORPORATION .....	Board of Directors .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	000000000	0000000000	.....	.....	.....	.....	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000

# SCHEDULE Y

## PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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812	Highmark .....	00000	.....	000000000	0000000000	.....	HSSC DIVERSIFIED SERVICES, INC .....	PA	... NIA ..	HEALTH SYSTEM SERVICE CORPORATION .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	80-0069336	000000000	0000000000	.....	JRMC DIAGNOSTIC SERVICES, LLC .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	100.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	72-1529328	000000000	0000000000	.....	THE PARK CARDIOTHORACIC AND VASCULAR INSTITUTE .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	35-2367818	000000000	0000000000	.....	SPECIALTY GROUP PRACTICE 1, INC .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	45-3355906	000000000	0000000000	.....	GRANDIS, RUBIN, SHANAHAN AND ASSOCIATES .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	45-3540378	000000000	0000000000	.....	STEEL VALLEY ORTHOPAEDIC AND SPORTS MEDICINE .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	30-0477313	000000000	0000000000	.....	JEFFERSON HILLS SURGICAL SPECIALISTS .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	72-1529332	000000000	0000000000	.....	JRMC SPECIALTY GROUP PRACTICE .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	86-1159658	000000000	0000000000	.....	JRMC PHYSICIAN SERVICES CORPORATION .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	20-1634783	000000000	0000000000	.....	JRMC/UPMC CANCER ASSOCIATES .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	25-1729717	000000000	0000000000	.....	CHARTWELL PENNSYLVANIA, L.P .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	25-1844485	000000000	0000000000	.....	UPMC VNA HOME HEALTH .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	25-1898743	000000000	0000000000	.....	WATERFRONT SURGERY CENTER, LLC .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Ownership .....	15.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	25-1874990	000000000	0000000000	.....	WSC REALTY PARTNERS, L.P. .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	26-3112347	000000000	0000000000	.....	UPPER MIDWEST CONSOLIDATED SERVICES CENTER, LLC .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Ownership .....	23.5	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	90-0925581	000000000	0000000000	.....	PITTSBURGH BONE, JOINT & SPINE, INC. .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000	.....	JEFFERSON MEDICAL ASSOCIATES, LP .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Ownership .....	43.8	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000	.....	PACE RE LTD .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Ownership .....	35.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	46-3274101	000000000	0000000000	.....	PITTSBURGH PULMONARY AND CRITICAL CARE ASSOCIATES .....	PA	... NIA ..	JEFFERSON REGIONAL MEDICAL CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	25-1430922	000000000	0000000000	.....	ENERGYCARE, INC .....	PA	... NIA ..	SAINT VINCENT HEALTH CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	25-1856341	000000000	0000000000	.....	REGIONAL HEART NETWORK .....	PA	... NIA ..	SAINT VINCENT HEALTH CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	25-0966611	000000000	0000000000	.....	SAINT VINCENT HEALTH CENTER AUXILIARY, INC. .....	PA	... NIA ..	SAINT VINCENT HEALTH CENTER .....	Board of Directors .....	.....	HIGHMARK HEALTH .....	0000000

# SCHEDULE Y

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812	Highmark .....	00000	25-1528055	000000000	0000000000		CLINICAL PATHOLOGY INSTITUTE COOPERATIVE, INC .....	PA .....	NIA .....	SAINT VINCENT HEALTH CENTER .....				
812	Highmark .....	00000	25-1528055	000000000	0000000000		CLINICAL PATHOLOGY INSTITUTE COOPERATIVE, INC .....	PA .....	NIA .....	WESTFIELD MEMORIAL HOSPITAL, INC .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1181389	000000000	0000000000		COMMUNITY BLOOD BANK	PA .....	NIA .....	SAINT VINCENT HEALTH CENTER .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1498145	000000000	0000000000		VANTAGE HEALTH GROUP	PA .....	NIA .....	SAINT VINCENT HEALTH CENTER .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1679140	000000000	0000000000		SAINT VINCENT MEDICAL EDUCATION & RESEARCH INSTITUTE, INC .....	PA .....	NIA .....	SAINT VINCENT HEALTH SYSTEM .....	Board of Directors .....		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 .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1403846	000000000	0000000000		CLINICAL SERVICES, INC .....	PA .....	NIA .....	SAINT VINCENT HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	20-3784338	000000000	0000000000		SAINT VINCENT AFFILIATED PHYSICIANS .....	PA .....	NIA .....	SAINT VINCENT HEALTH SYSTEM .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	83-0371265	000000000	0000000000		REGIONAL HOME HEALTH AND HOSPICE .....	PA .....	NIA .....	SAINT VINCENT HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	16-0743222	000000000	0000000000		WESTFIELD MEMORIAL HOSPITAL, INC .....	NY .....	NIA .....	SAINT VINCENT HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1385705	000000000	0000000000		REGIONAL CANCER CENTER .....	PA .....	NIA .....	SAINT VINCENT HEALTH SYSTEM .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1631855	000000000	0000000000		THE REGIONAL CANCER CENTER FOUNDATION .....	PA .....	NIA .....	REGIONAL CANCER CENTER	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1578290	000000000	0000000000		ST. VINCENT PROFESSIONAL BUILDING LEASEHOLD CONDOMINIUM ASSOCIATION .....	PA .....	NIA .....	SAINT VINCENT HEALTH CENTER .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	25-1578290	000000000	0000000000		ST. VINCENT PROFESSIONAL BUILDING LEASEHOLD CONDOMINIUM ASSOCIATION .....	PA .....	NIA .....	SAINT VINCENT HEALTH CENTER .....	Ownership .....	17.3	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	05-0544042	000000000	0000000000		SAINT VINCENT REHAB SOLUTIONS, LLC .....	PA .....	NIA .....	CLINICAL SERVICES, INC .....	Ownership .....	80.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	20-1017545	000000000	0000000000		ERIE MEDICAL COMPLEX, LLC .....	PA .....	NIA .....	CLINICAL SERVICES, INC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	27-3459870	000000000	0000000000		SAINT VINCENT CONSULTANTS IN CARDIOVASCULAR DISEASES, LLC .....	DE .....	NIA .....	CLINICAL SERVICES, INC .....	Ownership .....	25.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	000000000	0000000000		VANTAGE CAPITAL MANAGEMENT, LTD .....	PA .....	NIA .....	CLINICAL SERVICES, INC .....	Ownership .....	100.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	000000000	0000000000		VANTAGE HME LIMITED .....	PA .....	NIA .....	CLINICAL SERVICES, INC .....	Ownership .....	19.0	HIGHMARK HEALTH .....	0000000
812	Highmark .....	00000	.....	000000000	0000000000		.....	PA .....	NIA .....	CLINICAL SERVICES, INC .....	Ownership .....	45.0	HIGHMARK HEALTH .....	0000000

# SCHEDULE Y

## PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Comp- any 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 Domic- iliary Loca- tion	10 Rela- tion- ship to Report- ing 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 *
Q16.8	Highmark .....	00000	03-0477182	000000000	0000000000		VANTAGE HOLDING COMPANY, LLC .....	PA	NIA ..	CLINICAL SERVICES, INC .....	Ownership .....	50.5	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	05-0591755	000000000	0000000000		SAINT VINCENT NWPA SURGERY CENTER, LTD .....	PA	NIA ..	CLINICAL SERVICES, INC .....	Ownership .....	75.1	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000		PARKSIDE AT NORTH EAST .....	PA	NIA ..	CLINICAL SERVICES, INC .....	Ownership .....	10.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000		PARKSIDE AT WESTMINSTER .....	PA	NIA ..	CLINICAL SERVICES, INC .....	Ownership .....	7.2	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000		THE REGENCY AT SOUTH SHORE .....	PA	NIA ..	CLINICAL SERVICES, INC .....	Ownership .....	3.4	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000		TRISTATE REGIONAL ASSOCIATES LLP .....	PA	NIA ..	CLINICAL SERVICES, INC .....	Ownership .....	29.2	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000		TRISTATE REGIONAL ASSOCIATES LLP .....	PA	NIA ..	CLINICAL SERVICES, INC .....	Ownership .....	1.5	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	22-2270533	000000000	0000000000		WESTFIELD MEMORIAL HOSPITAL FOUNDATION, INC .....	PA	NIA ..	WESTFIELD MEMORIAL HOSPITAL, INC .....	Ownership .....		HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	23-7029185	000000000	0000000000		WESTFIELD HOSPITAL REGIONAL AUXILIARY, INC .....	NY	NIA ..	WESTFIELD MEMORIAL HOSPITAL, INC .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000		ASSOCIATED CLINICAL LABORATORIES OF PENNSYLVANIA, LLC .....	PA	NIA ..	WESTFIELD MEMORIAL HOSPITAL, INC .....	Board of Directors .....		HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000		ASSOCIATED CLINICAL LABORATORIES, LP .....	PA	NIA ..	TRISTATE REGIONAL ASSOCIATES LLP .....	Ownership .....	40.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000		ASSOCIATED CLINICAL LABORATORIES, LP .....	PA	NIA ..	ASSOCIATED CLINICAL LABORATORIES OF PENNSYLVANIA, LLC .....	Ownership .....	1.0	HIGHMARK HEALTH .....	0000000
	Highmark .....	00000	.....	000000000	0000000000		ASSOCIATED CLINICAL LABORATORIES, LP .....	PA	NIA ..	TRISTATE REGIONAL ASSOCIATES LLP .....	Ownership .....	39.6	HIGHMARK HEALTH .....	0000000

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



2014

Document Code: 365

1232520143650002

**N O N E**

**SCHEDULE A - VERIFICATION**

## Real Estate

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

**SCHEDULE B - VERIFICATION**

## Mortgage Loans

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

**SCHEDULE BA - VERIFICATION**

## Other Long-Term Invested Assets

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

**SCHEDULE D - VERIFICATION**

## Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	.....	.....
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 .....	.....	.....
8. Total foreign exchange change in book/adjusted carrying value .....	.....	.....
9. Deduct current year's other than temporary impairment recognized .....	.....	.....
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9) .....	.....	.....
11. Deduct total nonadmitted amounts .....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11) .....	.....	.....

**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**

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. NAIC 1 (a) .....	7,891,510	5,764,327	8,132,077	(1,004)	7,891,510	5,522,756		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 .....	7,891,510	5,764,327	8,132,077	(1,004)	7,891,510	5,522,756		8,279,101
<b>PREFERRED STOCK</b>								
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 .....	7,891,510	5,764,327	8,132,077	(1,004)	7,891,510	5,522,756		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

**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. <b>Totals</b>	4,301,647	XXX	4,301,647	579	

**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 .....	11,079,633	6,035,567
3. Accrual of discount .....		
4. Unrealized valuation increase (decrease) .....		
5. Total gain (loss) on disposals .....		
6. Deduct consideration received on disposals .....	14,605,054	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) .....	4,301,647	7,827,068
11. Deduct total nonadmitted amounts .....		
12. Statement value at end of current period (Line 10 minus Line 11) .....	4,301,647	7,827,068

<b>SI04 Schedule DB - Part A Verification</b> .....	<b>NONE</b>
<b>SI04 Schedule DB - Part B Verification</b> .....	<b>NONE</b>
<b>SI05 Schedule DB Part C Section 1</b> .....	<b>NONE</b>
<b>SI06 Schedule DB Part C Section 2</b> .....	<b>NONE</b>
<b>SI07 Schedule DB - Verification</b> .....	<b>NONE</b>
<b>SI08 Schedule E - Verification (Cash Equivalents)</b> .....	<b>NONE</b>

**E01 Schedule A Part 2 .....** **NONE**

**E01 Schedule A Part 3 .....** **NONE**

**E02 Schedule B Part 2 .....** **NONE**

**E02 Schedule B Part 3 .....** **NONE**

**E03 Schedule BA Part 2 .....** **NONE**

**E03 Schedule BA Part 3 .....** **NONE**

**SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>									
912810PU6 .....	US TREASURY NOTE BONDS .....		06/16/2014 .....	GHP Inc-Capital Account .....	XXX .....	645,565	500,000	2,174	1 .....
912828WE6 .....	US TREASURY NOTE .....		04/10/2014 .....	GHP Inc-Capital Account .....	XXX .....	125,313	125,000	1,386	1 .....
0599999 Subtotal - Bonds - U.S. Governments .....					XXX .....	770,878	625,000	3,560	XXX .....
8399997 Subtotal - Bonds - Part 3 .....					XXX .....	770,878	625,000	3,560	XXX .....
8399999 Subtotal - Bonds .....					XXX .....	770,878	625,000	3,560	XXX .....
9899999 Subtotal - Preferred and Common Stocks .....					XXX .....		XXX .....		XXX .....
9999999 Total - Bonds, Preferred and Common Stocks .....					XXX .....	770,878	XXX .....	3,560	XXX .....

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

<b>E05 Schedule D Part 4</b>	.....	<b>NONE</b>
<b>E06 Schedule DB Part A Section 1</b>	.....	<b>NONE</b>
<b>E07 Schedule DB Part B Section 1</b>	.....	<b>NONE</b>
<b>E08 Schedule DB Part D Section 1</b>	.....	<b>NONE</b>
<b>E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity</b>	.....	<b>NONE</b>
<b>E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity</b>	.....	<b>NONE</b>
<b>E10 Schedule DL - Part 1 - Securities Lending Collateral Assets</b>	.....	<b>NONE</b>
<b>E11 Schedule DL - Part 2 - Securities Lending Collateral Assets</b>	.....	<b>NONE</b>

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

1			2	3	4	5	Book Balance at End of Each Month			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
<b>open depositories</b>										
PNC Operating Medicare .....	Jeannette, PA .....						(277,034)	(96,821)	307,996	XXX
PNC Operating Medicaid .....	Jeannette, PA .....						1,217,750	(8,247)	(3,451)	XXX
PNC Medicare Claims .....	Jeannette, PA .....						(65,962)	(44,546)	(119,634)	XXX
0199998 Deposits in .....	0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories .....		XXX	XXX ..						XXX
0199999 Totals - Open Depositories .....			XXX	XXX ..			874,755	(149,615)	184,912	XXX
0299998 Deposits in .....	0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories .....		XXX	XXX ..						XXX
0299999 Totals - Suspended Depositories .....			XXX	XXX ..						XXX
0399999 Total Cash On Deposit .....			XXX	XXX ..			874,755	(149,615)	184,912	XXX
0499999 Cash in Company's Office .....			XXX	XXX ..	XXX ..	XXX ..				XXX
0599999 Total Cash .....			XXX	XXX ..			874,755	(149,615)	184,912	XXX

**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned End of Current Quarter

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

**N O N E**

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