



QUARTERLY STATEMENT  
AS OF JUNE 30, 2014  
OF THE CONDITION AND AFFAIRS OF THE  
Paramount Advantage

NAIC Group Code	1212 (Current Period)	1212 (Prior Period)	NAIC Company Code	12353	Employer's ID Number	20-3376102
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[X] N/A[ ]		Hospital, Medical & Dental Service or Indemnity[ ] Health Maintenance Organization[X]	
Incorporated/Organized	08/10/2005		Commenced Business	12/01/2005		
Statutory Home Office	1901 Indian Wood Circle (Street and Number)		Maumee, OH, US 43537 (City or Town, State, Country and Zip Code)			
Main Administrative Office			1901 Indian Wood Circle (Street and Number)			
	Maumee, OH, US 43537 (City or Town, State, Country and Zip Code)		(419)887-2500 (Area Code) (Telephone Number)			
Mail Address	P.O. Box 928 (Street and Number or P.O. Box)		Toledo, OH, US 43697-0928 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records			1901 Indian Wood Circle (Street and Number)			
	Maumee, OH, US 43537 (City or Town, State, Country and Zip Code)		(419)887-2500 (Area Code) (Telephone Number)			
Internet Web Site Address	www.paramounthealthcare.com					
Statutory Statement Contact	Anne Rospo, Ms. (Name)		(419)887-2929 (Area Code)(Telephone Number)(Extension)			
	anne.rospo@promedica.org (E-Mail Address)		(419)887-2020 (Fax Number)			

OFFICERS

Name	Title
John Charles Randolph Mr.	President
Jeffrey Craig Kuhn Mr.	Secretary
Alan Michael Sattler Mr.	Treasurer #
Robert William LaClair Mr.	Chairman #

OTHERS

Jeffrey William Martin Mr., Vice President, Operations  
Stacey Lee Bock Mrs., Vice President, Finance  
John David Meier M.D., Vice President, Health Services

DIRECTORS OR TRUSTEES

Julie Anne Bartnik Ms.  
John Charles Randolph Mr.  
Daniel Sullivan Murtagh M.D.  
Deborah Anne Dickenson Peters Ms.  
Dale Joseph Seymour Mr.  
Dee Ann Bialecki-Haase M.D.  
Richard Dean Heltzel Mr.  
Calvin Joseph Lawshe Mr.  
Garry Walter Roberts Mr.  
Timothy Bublick Mr.

State of Ohio  
County of Lucas ss

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

(Signature) John Charles Randolph (Printed Name) 1. President (Title)	(Signature) Stacey Lee Bock (Printed Name) 2. Vice President, Finance (Title)	(Signature) Jeffrey Craig Kuhn (Printed Name) 3. Secretary (Title)
--	--	---

Subscribed and sworn to before me this  
day of , 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)

**DIRECTORS OR TRUSTEES (continued)**

Mark Leslie Ferris Mr.	Cathy Lynn Cantor M.D.
Richard Lawrence Munk M.D.	Cynthia Ann Geronimo Ms.
Jeffrey William Boersma Mr.	Rajiv H. Naik Mr.

ASSETS

		Current Statement Date			4
		1	2	3	
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
1.	Bonds .....	63,858,694		63,858,694	63,748,233
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 (\$.....88,516,513), cash equivalents (\$.....0) and short-term investments (\$.....718,102) .....	89,234,615		89,234,615	51,019,301
6.	Contract loans (including \$.....0 premium notes) .....				
7.	Derivatives .....				
8.	Other invested assets .....				
9.	Receivables for securities .....	487,223		487,223	
10.	Securities lending reinvested collateral assets .....				
11.	Aggregate write-ins for invested assets .....				
12.	Subtotals, cash and invested assets (Lines 1 to 11) .....	153,580,532		153,580,532	114,767,534
13.	Title plants less \$.....0 charged off (for Title insurers only) .....				
14.	Investment income due and accrued .....	134,675		134,675	126,027
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection .....	8,792,799		8,792,799	6,640,520
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 .....	34,867		34,867	
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 .....	1,010,618		1,010,618	
18.2	Net deferred tax asset .....	458,880	23,034	435,846	435,846
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 .....	7,576,813		7,576,813	7,453,443
24.	Health care (\$.....0) and other amounts receivable .....	474,182	474,182		753,233
25.	Aggregate write-ins for other than invested assets .....	1,347,002	46,455	1,300,547	
26.	TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	173,410,368	543,671	172,866,697	130,176,603
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
28.	TOTAL (Lines 26 and 27) .....	173,410,368	543,671	172,866,697	130,176,603
DETAILS OF WRITE-INS					
1101.	.....				
1102.	.....				
1103.	.....				
1198.	Summary of remaining write-ins for Line 11 from overflow page .....				
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above) .....				
2501.	Prepays .....	46,455	46,455		
2502.	ODJFS P4P .....	1,300,547		1,300,547	
2503.	.....				
2598.	Summary of remaining write-ins for Line 25 from overflow page .....				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	1,347,002	46,455	1,300,547	

**LIABILITIES, CAPITAL AND SURPLUS**

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded) .....	75,306,898		75,306,898	46,069,867
2.	Accrued medical incentive pool and bonus amounts .....				
3.	Unpaid claims adjustment expenses .....	1,093,000		1,093,000	686,000
4.	Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act .....				
5.	Aggregate life policy reserves .....				
6.	Property/casualty unearned premium reserve .....				
7.	Aggregate health claim reserves .....				
8.	Premiums received in advance .....				
9.	General expenses due or accrued .....	9,382,683		9,382,683	7,493,998
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)) .....				1,485,687
10.2	Net deferred tax liability .....				
11.	Ceded reinsurance premiums payable .....				
12.	Amounts withheld or retained for the account of others .....	20,786,859		20,786,859	10,501,173
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 .....	491,335		491,335	104
16.	Derivatives .....				
17.	Payable for securities .....	677,101		677,101	217,827
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 .....				
23.	Aggregate write-ins for other liabilities (including \$.....0 current) .....				
24.	Total liabilities (Lines 1 to 23) .....	107,737,876		107,737,876	66,454,656
25.	Aggregate write-ins for special surplus funds .....	X X X	X X X		
26.	Common capital stock .....	X X X	X X X		
27.	Preferred capital stock .....	X X X	X X X		
28.	Gross paid in and contributed surplus .....	X X X	X X X	31,621,685	31,621,685
29.	Surplus notes .....	X X X	X X X		
30.	Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
31.	Unassigned funds (surplus) .....	X X X	X X X	33,507,136	32,100,262
32.	Less treasury stock, at cost:				
32.1	.....0 shares common (value included in Line 26 \$.....0) .....	X X X	X X X		
32.2	.....0 shares preferred (value included in Line 27 \$.....0) .....	X X X	X X X		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32) .....	X X X	X X X	65,128,821	63,721,947
34.	Total Liabilities, capital and surplus (Lines 24 and 33) .....	X X X	X X X	172,866,697	130,176,603
DETAILS OF WRITE-INS					
2301.	.....				
2302.	.....				
2303.	.....				
2398.	Summary of remaining write-ins for Line 23 from overflow page .....				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....				
2501.	.....	X X X	X X X		
2502.	.....	X X X	X X X		
2503.	.....	X X X	X X X		
2598.	Summary of remaining write-ins for Line 25 from overflow page .....	X X X	X X X		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	X X X	X X X		
3001.	.....	X X X	X X X		
3002.	.....	X X X	X X X		
3003.	.....	X X X	X X X		
3098.	Summary of remaining write-ins for Line 30 from overflow page .....	X X X	X X X		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above) .....	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months .....	X X X .....	938,596	567,659	1,408,889
2.	Net premium income (including \$.....0 non-health premium income) .....	X X X .....	284,411,403	147,575,691	387,877,722
3.	Change in unearned premium reserves and reserves for rate credits .....	X X X .....			
4.	Fee-for-service (net of \$.....0 medical expenses) .....	X X X .....			
5.	Risk revenue .....	X X X .....			
6.	Aggregate write-ins for other health care related revenues .....	X X X .....	1,223,547		2,107,358
7.	Aggregate write-ins for other non-health revenues .....	X X X .....			
8.	Total revenues (Lines 2 to 7) .....	X X X .....	285,634,950	147,575,691	389,985,080
<b>Hospital and Medical:</b>					
9.	Hospital/medical benefits .....		184,191,971	87,172,253	230,835,866
10.	Other professional services .....		987,590	395,551	1,369,291
11.	Outside referrals .....				
12.	Emergency room and out-of-area .....		7,944,756	11,413,757	26,611,379
13.	Prescription drugs .....		46,403,430	23,528,792	58,073,435
14.	Aggregate write-ins for other hospital and medical .....				
15.	Incentive pool, withhold adjustments and bonus amounts .....				
16.	Subtotal (Lines 9 to 15) .....		239,527,747	122,510,353	316,889,971
<b>Less:</b>					
17.	Net reinsurance recoveries .....		884,670	1,126,561	1,388,202
18.	Total hospital and medical (Lines 16 minus 17) .....		238,643,077	121,383,792	315,501,769
19.	Non-health claims (net) .....				
20.	Claims adjustment expenses, including \$.....1,287,863 cost containment expenses .....		1,643,783	1,117,684	5,537,484
21.	General administrative expenses .....		42,646,568	25,644,964	60,320,058
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) .....		282,933,428	148,146,440	381,359,311
24.	Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X .....	2,701,522	(570,749)	8,625,769
25.	Net investment income earned .....		175,797	156,090	259,135
26.	Net realized capital gains (losses) less capital gains tax of \$.....0 .....		27,749	5,774	(3,774)
27.	Net investment gains or (losses) (Lines 25 plus 26) .....		203,546	161,864	255,361
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 .....				(17,985)
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X .....	2,905,068	(408,885)	8,863,145
31.	Federal and foreign income taxes incurred .....	X X X .....	1,003,695	(151,609)	3,403,746
32.	Net income (loss) (Lines 30 minus 31) .....	X X X .....	1,901,373	(257,276)	5,459,399
<b>DETAILS OF WRITE-INS</b>					
0601.	Performance revenue .....	X X X .....	1,223,547		2,107,358
0602.	.....	X X X .....			
0603.	.....	X X X .....			
0698.	Summary of remaining write-ins for Line 6 from overflow page .....	X X X .....			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X .....	1,223,547		2,107,358
0701.	.....	X X X .....			
0702.	.....	X X X .....			
0703.	.....	X X X .....			
0798.	Summary of remaining write-ins for Line 7 from overflow page .....	X X X .....			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X .....			
1401.	.....				
1402.	.....				
1403.	.....				
1498.	Summary of remaining write-ins for Line 14 from overflow page .....				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....				
2901.	Other .....				(17,985)
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) .....				(17,985)

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>				
33.	Capital and surplus prior reporting year .....	63,721,947	58,001,237	58,001,237
34.	Net income or (loss) from Line 32 .....	1,901,373	(257,276)	5,459,399
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 .....	(4,469)	(23,859)	(25,371)
37.	Change in net unrealized foreign exchange capital gain or (loss) .....			
38.	Change in net deferred income tax .....			306,669
39.	Change in nonadmitted assets .....	(490,030)	(15,760)	(19,987)
40.	Change in unauthorized and certified reinsurance .....			
41.	Change in treasury stock .....			
42.	Change in surplus notes .....			
43.	Cumulative effect of changes in accounting principles .....			
44.	Capital Changes:			
44.1	Paid in .....			
44.2	Transferred from surplus (Stock Dividend) .....			
44.3	Transferred to surplus .....			
45.	Surplus adjustments:			
45.1	Paid in .....			
45.2	Transferred to capital (Stock Dividend) .....			
45.3	Transferred from capital .....			
46.	Dividends to stockholders .....			
47.	Aggregate write-ins for gains or (losses) in surplus .....			
48.	Net change in capital and surplus (Lines 34 to 47) .....	1,406,874	(296,895)	5,720,710
49.	Capital and surplus end of reporting period (Line 33 plus 48) .....	65,128,821	57,704,342	63,721,947
<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	2	3
		Current	Prior	Prior
		Year	Year	Year Ended
		To Date	To Date	December 31
Cash from Operations				
1.	Premiums collected net of reinsurance .....	282,259,124	147,602,248	386,669,752
2.	Net investment income .....	320,796	203,162	495,815
3.	Miscellaneous income .....	1,223,547		2,107,358
4.	TOTAL (Lines 1 to 3) .....	283,803,467	147,805,410	389,272,925
5.	Benefit and loss related payments .....	209,161,862	122,219,401	295,276,642
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	41,994,665	28,259,404	62,936,912
8.	Dividends paid to policyholders .....			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses) .....	3,500,000		7,378,834
10.	TOTAL (Lines 5 through 9) .....	254,656,527	150,478,805	365,592,388
11.	Net cash from operations (Line 4 minus Line 10) .....	29,146,940	(2,673,395)	23,680,537
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds .....	21,116,834	12,048,670	30,055,253
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 .....			217,827
12.8	TOTAL investment proceeds (Lines 12.1 to 12.7) .....	21,116,834	12,048,670	30,273,080
13.	Cost of investments acquired (long-term only):			
13.1	Bonds .....	21,353,193	72,360,408	90,767,234
13.2	Stocks .....			
13.3	Mortgage loans .....			
13.4	Real estate .....			
13.5	Other invested assets .....			
13.6	Miscellaneous applications .....	32,418	24,023	25,659
13.7	TOTAL investments acquired (Lines 13.1 to 13.6) .....	21,385,611	72,384,431	90,792,894
14.	Net increase (or decrease) in contract loans and premium notes .....			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(268,777)	(60,335,761)	(60,519,814)
Cash from Financing and Miscellaneous Sources				
16.	Cash provided (applied):			
16.1	Surplus notes, capital notes .....			
16.2	Capital and paid in surplus, less treasury stock .....			
16.3	Borrowed funds .....			
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....			
16.5	Dividends to stockholders .....			
16.6	Other cash provided (applied) .....	9,337,151	(395,619)	5,334,463
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6) .....	9,337,151	(395,619)	5,334,463
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS				
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	38,215,314	(63,404,775)	(31,504,814)
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year .....	51,019,301	82,524,115	82,524,115
19.2	End of period (Line 18 plus Line 19.1) .....	89,234,615	19,119,340	51,019,301

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

20.0001				
20.0002				

**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 .....	141,165								141,165	
2. First Quarter .....	148,205								148,205	
3. Second Quarter .....	182,320								182,320	
4. Third Quarter .....										
5. Current Year .....										
6. Current Year Member Months .....	938,596								938,596	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	39,845								39,845	
8. Non-Physician .....	46,465								46,465	
9. Total .....	86,310								86,310	
10. Hospital Patient Days Incurred .....	31,768								31,768	
11. Number of Inpatient Admissions .....	8,448								8,448	
12. Health Premiums Written (a) .....	285,685,424								285,685,424	
13. Life Premiums Direct .....										
14. Property/Casualty Premiums Written .....										
15. Health Premiums Earned .....	285,685,424								285,685,424	
16. Property/Casualty Premiums Earned .....										
17. Amount Paid for Provision of Health Care Services .....	210,011,665								210,011,665	
18. Amount Incurred for Provision of Health Care Services .....	239,527,747								239,527,747	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....0.



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

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 days	Over 120 Days	Total
0199999 Individually Listed Claims Unpaid .....						
0399999 Aggregate Accounts Not Individually Listed - Covered .....	12,927,187	628,830	215,247	115,540	163,635	14,050,439
0499999 Subtotals .....	12,927,187	628,830	215,247	115,540	163,635	14,050,439
0599999 Unreported claims and other claim reserves .....						61,256,459
0799999 Total Claims Unpaid .....						75,306,898
0899999 Accrued Medical Incentive Pool And Bonus Amounts .....						

**UNDERWRITING AND INVESTMENT EXHIBIT**

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

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical) .....						
2.	Medicare Supplement .....						
3.	Dental only .....						
4.	Vision only .....						
5.	Federal Employees Health Benefits Plan .....						
6.	Title XVIII - Medicare .....						
7.	Title XIX - Medicaid .....	34,608,561	174,518,434	2,710,122	72,596,776	37,318,683	46,069,867
8.	Other health .....						
9.	Health subtotal (Lines 1 to 8) .....	34,608,561	174,518,434	2,710,122	72,596,776	37,318,683	46,069,867
10.	Healthcare receivables (a) .....		474,182				753,233
11.	Other non-health .....						
12.	Medical incentive pools and bonus amounts .....						
13.	Totals (Lines 9 - 10 + 11 + 12) .....	34,608,561	174,044,252	2,710,122	72,596,776	37,318,683	45,316,634

(a) Excludes \$.00 loans or advances to providers not yet expensed.

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

	State of Domicile Ohio	Jun. 30 2014	Dec. 31 2013
<b>NET INCOME</b>			
Paramount Advantage state basis		1,901,373	5,459,399
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		1,901,373	5,459,399
<b>SURPLUS</b>			
Paramount Advantage state basis		65,128,821	63,721,947
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		65,128,821	63,721,947

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

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

C. Accounting Policy

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

In addition, the company uses the following accounting policies:

- 1. Short-term investments are stated at amortized cost.
- 2. Bonds are stated at amortized cost.
- 3. The Company has no common stock investments.
- 4. The Company has no preferred stock investments.
- 5. The Company does not invest in mortgage loans.
- 6. The Company has no investments in loan-backed securities.
- 7. The Company has no investments in subsidiaries.

**Notes to Financial Statement**

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

2. Accounting Changes and Corrections of Errors

**-NOT APPLICABLE**

3. Business Combinations and Goodwill

**-NOT APPLICABLE**

4. Discontinued Operations

**-NOT APPLICABLE**

5. Investments

No significant change.

6. Joint ventures, Partnerships and Limited Liability Companies

**-NOT APPLICABLE**

7. Investment Income

No significant change.

8. Derivative Instruments

**-NOT APPLICABLE**

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

No significant changes.

11. Debt

**-NOT APPLICABLE**

12. Retirement Plans, Deferred Compensation, Postemployment Benefits

**Notes to Financial Statement**

**-NOT APPLICABLE**

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

No significant change.

14. Contingencies

**-NOT APPLICABLE**

15. Leases

**-NOT APPLICABLE**

16. Off-Balance Sheet Risk

**-NOT APPLICABLE**

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

**-NOT APPLICABLE**

18. Gain or loss to the Reporting Entity from Uninsured A&H Plans and the uninsured Portion of partially Insured Plans

**-NOT APPLICABLE**

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

**-NOT APPLICABLE**

20. Fair Value Measurement

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable ( Carrying Value)
Short Term Investments	\$ 718,102	\$ 718,102	\$ 718,102			
Bonds	\$ 63,962,594	\$ 63,858,694	\$	63,962,594		

21. Other Items

No significant change.

22. Subsequent Events

No significant change.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts

**-NOT APPLICABLE**

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2013 were \$46,755,867. As of June 30, 2014 \$34,814,110 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are

**Notes to Financial Statement**

now \$2,710,122 a result of re-estimation of unpaid claims and claim adjustment expenses principally on Medicaid lines of insurance. Therefore, there has been a \$9,231,635 favorable prior-year development since December 31, 2013 to June 30, 2014. The decrease is generally a result of ongoing analysis of recent development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements

**-NOT APPLICABLE**

27. Structured Settlements

**-NOT APPLICABLE**

28. Health Care Receivables

No significant change.

29. Participating Policies

**-NOT APPLICABLE**

30. Premium Deficiency Reserves

- |   |           |
|---|-----------|
| 1. Liability carried for premium deficiency reserve               | \$ -      |
| 2. Date of the most recent evaluation of this liability           | 1/27/2014 |
| 3. Was anticipated investment income utilized in the calculation? | yes       |

31. Anticipated Salvage and Subrogation

**-NOT APPLICABLE**

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES  
GENERAL

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

Yes[ ] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

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

Yes[ ] No[X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?  
If yes, complete Schedule Y, Parts 1 and 1A.

Yes[X] No[ ]
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes[ ] No[X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes:
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[ ] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	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?  
If yes, attach an explanation.

Yes[ ] No[ ] N/A[X]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2010
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2010
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

09/07/2011
- 6.4 By what department or departments?  
Ohio Department of Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes[ ] No[ ] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes[X] No[ ] N/A[ ]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[ ] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[ ] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[ ] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC
		Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]	Yes[ ] No[X]
		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?  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

Yes[X] No[ ]
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[ ] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[ ] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

Yes[X] No[ ]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$..... 5,500,000

INVESTMENT

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

Yes[ ] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

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

\$..... 0

**GENERAL INTERROGATORIES (Continued)**

**INVESTMENT**

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

14.2 If yes, please complete the following:

Yes[ ] No[X]

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

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

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

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:

Yes[ ] No[X]  
Yes[ ] No[ ] N/A[X]

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

1	2
Name of Custodian(s)	Custodian Address
The Bank of New York Mellon .....	Three Mellon Center, Suite 153-3925, Pittsburgh, PA ..

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

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

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

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

Yes[ ] No[X]

1	2	3	4
Old Custodian	New Custodian	Date of Change	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	2	3
Central Registration Depository	Name(s)	Address
.....	.....	.....
.....	.....	.....

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

18.2 If no, list exceptions:

Yes[X] No[ ]



GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	84.000%
1.2 A&H cost containment percent	0.000%
1.3 A&H expense percent excluding cost containment expenses	15.000%
2.1 Do you act as a custodian for health savings accounts?	Yes[ ] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[ ] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

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

1 NAIC Company Code	2 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**

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL) .....	N								
2.	Alaska (AK) .....	N								
3.	Arizona (AZ) .....	N								
4.	Arkansas (AR) .....	N								
5.	California (CA) .....	N								
6.	Colorado (CO) .....	N								
7.	Connecticut (CT) .....	N								
8.	Delaware (DE) .....	N								
9.	District of Columbia (DC) .....	N								
10.	Florida (FL) .....	N								
11.	Georgia (GA) .....	N								
12.	Hawaii (HI) .....	N								
13.	Idaho (ID) .....	N								
14.	Illinois (IL) .....	N								
15.	Indiana (IN) .....	N								
16.	Iowa (IA) .....	N								
17.	Kansas (KS) .....	N								
18.	Kentucky (KY) .....	N								
19.	Louisiana (LA) .....	N								
20.	Maine (ME) .....	N								
21.	Maryland (MD) .....	N								
22.	Massachusetts (MA) .....	N								
23.	Michigan (MI) .....	N								
24.	Minnesota (MN) .....	N								
25.	Mississippi (MS) .....	N								
26.	Missouri (MO) .....	N								
27.	Montana (MT) .....	N								
28.	Nebraska (NE) .....	N								
29.	Nevada (NV) .....	N								
30.	New Hampshire (NH) .....	N								
31.	New Jersey (NJ) .....	N								
32.	New Mexico (NM) .....	N								
33.	New York (NY) .....	N								
34.	North Carolina (NC) .....	N								
35.	North Dakota (ND) .....	N								
36.	Ohio (OH) .....	L			285,685,424				285,685,424	
37.	Oklahoma (OK) .....	N								
38.	Oregon (OR) .....	N								
39.	Pennsylvania (PA) .....	N								
40.	Rhode Island (RI) .....	N								
41.	South Carolina (SC) .....	N								
42.	South Dakota (SD) .....	N								
43.	Tennessee (TN) .....	N								
44.	Texas (TX) .....	N								
45.	Utah (UT) .....	N								
46.	Vermont (VT) .....	N								
47.	Virginia (VA) .....	N								
48.	Washington (WA) .....	N								
49.	West Virginia (WV) .....	N								
50.	Wisconsin (WI) .....	N								
51.	Wyoming (WY) .....	N								
52.	American Samoa (AS) .....	N								
53.	Guam (GU) .....	N								
54.	Puerto Rico (PR) .....	N								
55.	U.S. Virgin Islands (VI) .....	N								
56.	Northern Mariana Islands (MP) .....	N								
57.	Canada (CAN) .....	N								
58.	Aggregate other alien (OT) .....	X X X								
59.	Subtotal .....	X X X			285,685,424				285,685,424	
60.	Reporting entity contributions for Employee Benefit Plans .....	X X X								
61.	Total (Direct Business) .....	(a)..... 1			285,685,424				285,685,424	
DETAILS OF WRITE-INS										
5801.	.....	X X X								
5802.	.....	X X X								
5803.	.....	X X X								
5898.	Summary of remaining write-ins for Line 58 from overflow page .....	X X X								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above) .....	X X X								

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

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

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

**ORGANIZATION CHART**

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

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

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

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

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

- Monroe Community Ambulance, a Michigan nonprofit corporation in which ProMedica Continuing Care Services Corporation has 25% ownership interest with various other corporations holding the remaining 75%
  
- ◆ Toledo District Nurse Association, an Ohio nonprofit corporation
  
- ◆ Visiting Nurse Hospice & Health Care, an Ohio nonprofit corporation
  
- ◆ ProMedica Retail Group, Inc. f/k/a The Flower Market, Inc., an Ohio corporation
  
- ◆ ProMedica Courier Services, Inc., an Ohio nonprofit corporation
  
- ◆ ErieWest Hospice and Palliative Care, LTD, an Ohio limited liability company
  
- ◆ ProMedica Physician Hospital Organization, Inc., an Ohio for-profit corporation and a wholly-owned subsidiary of ProMedica Physicians & Continuum Services
  
- ◆ ProMedica Physician Group, Inc., an Ohio professional association which is beneficially owned by ProMedica Physicians & Continuum Services f/k/a ProMedica Physician Corporation pursuant to the terms of a Share Control Agreement, dated as of June 2, 1999, by and among ProMedica Physician Corporation, Lee Hammerling, M.D. and ProMedica Physician Group, Inc. Dr. Hammerling holds legal ownership of all outstanding shares of capital stock of ProMedica Physician Group.
  - The Pharmacy Counter, LLC, an Ohio limited liability company
  
  - ProMedica Central Corporation of Michigan, a Michigan nonprofit corporation and a wholly-owned subsidiary of ProMedica Physician Group, Inc.
  
  - EVOLV Medical Aesthetics, LLC, an Ohio limited liability company in which ProMedica Physicians & Continuum Services has 50% ownership interest and Frank Barone, M.D. has the remaining 50%.
  
  - ProMedica Central Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
  
  - ProMedica North Physicians Corporation, a Michigan nonprofit stock corporation and a wholly-owned subsidiary of ProMedica Physician Group, Inc.

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

**PART 1 - ORGANIZATIONAL CHART**

- ProMedica West Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica South Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica East Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Orthopedic Physicians, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- Midwest Cardiovascular Consultants, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica GI Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Northwest Ohio Cardiology Consultants, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Cardiothoracic Physicians, LLC, and Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member.
- ProMedica Hematology/Oncology Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member.
- ProMedica Critical Care Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member.
- ProMedica ENT, LLC, an Ohio limited liability company with ProMedica Physician Group as its sole member
- ProMedica Monroe Cardiology, PLLC, a Michigan limited liability company with ProMedica Physician Group as its sole member
- ProMedica Anesthesiology Consultants, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Physician Management Services, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- ProMedica Surgical Services, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member
- WellCare Physicians Group, LLC, an Ohio limited liability company with ProMedica Physician Group, Inc. as its sole member

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

- ProMedica Monroe Physicians, PLLC, a Michigan limited liability company with ProMedica Physician Group as its sole member
- ProMedica Multi Specialty Physicians, LLC, an Ohio limited liability company with ProMedica Physician Group as its sole member
- ProMedica Genito-Urinary Surgeons, LLC, an Ohio limited liability company with ProMedica Physicians Group as its sole member
- ProMedica Hospitalists, LLC, an Ohio limited liability company with ProMedica Physician Group as its sole member
- ProMedica Hospitalists, PLLC, a Michigan limited liability company with ProMedica Physician Group as its sole member
- ProMedica Indemnity Corporation, a Vermont nonprofit corporation
- ProMedica Insurance Corporation f/k/a ProMedica Health Ventures Corporation f/k/a Vanguard Health Ventures, Incorporated, an Ohio nonprofit corporation
  - ◆ Paramount Preferred Options, Inc., an Ohio for-profit corporation, which is wholly-owned by ProMedica Insurance Corporation
    - Health Management Solutions, Inc, an Ohio for-profit corporation which is wholly-owned by Paramount Preferred Options
  - ◆ NAIC 95189-Paramount Care, Inc., an Ohio nonprofit health-insuring corporation and a wholly-owned subsidiary of ProMedica Insurance Corporation
  - ◆ Paramount Benefits Agency, Inc., an Ohio for-profit corporation and a wholly owned subsidiary of ProMedica Insurance Corporation
  - ◆ NAIC 95566-Paramount Care of Michigan, Inc., a Michigan nonprofit corporation and a wholly-owned subsidiary of ProMedica Insurance Corporation
  - ◆ NAIC 11518-Paramount Insurance Company f/k/a ProMedica Life Insurance Company, a for-profit corporation and a wholly owned subsidiary of ProMedica Insurance Corporation
  - ◆ NAIC 12353-Paramount Advantage, an Ohio corporation wholly owned subsidiary of ProMedica Insurance Corporation
- Bay Park Community Hospital, an Ohio nonprofit corporation

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

- ◆ ProMedica Bay Park Surgical Services Co-Management Company, LLC, in which Bay Park Community Hospital has a 50% ownership interest with various other corporations holding the remaining 50%-in process of being dissolved
- Defiance Hospital, Inc., an Ohio nonprofit corporation
  - ◆ Kaitlyn’s Cottage, Inc., an Ohio nonprofit corporation with Defiance Hospital Inc. as its sole member
- Emma L. Bixby Medical Center, a Michigan nonprofit corporation and a wholly-owned subsidiary of ProMedica Health System, Inc.
  - ◆ Bixby Medical Office Limited Partnership, a Michigan limited partnership in which Emma L. Bixby Medical Center has 64.44% ownership interest with various physicians having the remaining 35.56%
  - ◆ Monroe Cancer Center, a Michigan nonprofit corporation in which Emma L. Bixby Medical Center has 33.33% ownership interest with Barbara Ann Karmanos Cancer Center having 33.33% and Mercy Memorial Hospital Corporation having 33.33%
  - ◆ Lenawee Long Term Care Corporation, a Michigan nonprofit corporation and a wholly owned subsidiary of Emma L. Bixby Medical Center.
  - ◆ Herrick Memorial Development Corporation, a Michigan for profit corporation and a wholly owned subsidiary of Emma L. Bixby Medical Center.
    - Herrick Memorial Office Plaza Condominium Association, a Michigan nonprofit corporation in which Herrick Memorial Development Corporation has 71.8% ownership interest with various physicians having the remaining 28.2%
  - ◆ Lenawee Physician Hospital Organization LLC, a Michigan limited liability company in which Emma L. Bixby Medical Center has 50% ownership interest with Raisin River Physicians having the remaining 50%
  - ◆ Wolf Creek Associates, LLC, a Michigan limited liability company with Emma L. Bixby Medical Center as its sole member
- Herrick Memorial Hospital, Inc., a Michigan nonprofit corporation and a wholly-owned subsidiary of ProMedica Health System, Inc.
- The Toledo Hospital, an Ohio nonprofit corporation, of which Toledo Children’s Hospital f/k/a ProMedica Children’s Medical Center of Northwest Ohio and ProMedica Wildwood Orthopeadic and Spine Hospital are divisions
  - ◆ Reynolds Road Surgery Center, LLC, an Ohio limited liability company in which The Toledo Hospital has a 62.66% ownership interest, with various physicians having a remaining 37.34% interest.



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

**PART 1 - ORGANIZATIONAL CHART**

- ◆ Northwest Ohio Dedicated Breast MRI, LLC, an Ohio limited liability company in which The Toledo Hospital has a 50% ownership interest with TRA Investment Club, LLC having the remaining 50% interest
- ◆ Arrowhead Behavioral Health, LLC, a Delaware limited liability company in which The Toledo Hospital has a 30% ownership interest and Toledo Holding Company, LLC having a remaining 70% interest.
- ◆ West Central Surgical Center, LLC, an Ohio limited liability company of which The Toledo Hospital has a 50% ownership interest and various physicians having the remaining 50%.
- Flower Hospital, an Ohio nonprofit corporation
- PHS Ventures, Inc. f/k/a BVPH Ventures, Inc., an Ohio non-profit corporation in which ProMedica Health System, Inc., an Ohio nonprofit corporation, holds a 100% ownership interest
- St. Luke’s Hospital, an Ohio non-profit corporation
  - ◆ OhioCare Ambulatory Surgery Center, LLC, an Ohio limited liability company of which St. Luke’s Hospital holds 50% interest and various physicians having the remaining 50%.
  - ◆ St. Luke’s Physician Hospital Organization, Inc., an Ohio for-profit corporation of which St. Luke’s Hospital holds 50% interest and various physicians having the remaining 50%.
- Care Enterprises, Inc., and Ohio non-profit corporation.
  - ◆ Perrysburg Medical Arts, LLC, an Ohio limited liability company of which Care Enterprises, Inc. holds 11.1% interest with various physicians and investment groups holding the remaining interest.
  - ◆ Waterville Medical Center, LLC, an Ohio limited liability company of which Care Enterprises, Inc. holds 70% interest and SB Medical Building Venture, Ltd. holding the remaining 30%.
- Care Holdings, Inc., an Ohio for-profit corporation.
- Physicians Advantage Management Services Organization, Inc., an Ohio for-profit corporation.

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

- St. Luke’s Hospital Foundation, an Ohio non-profit corporation
  - ◆ Cobra Ventures, LLC, an Ohio limited liability company.
- Memorial Hospital, an Ohio non-profit corporation
  - ◆ Memorial Professional Services, Ltd., an Ohio limited liability company with Memorial Hospital as its sole member.
  - ◆ Memorial Anesthesia , Ltd., an Ohio limited liability company with Memorial Hospital as its sole member.
  - ◆ Memorial Medical Center, Inc., and Ohio corporation with Memorial Hospital as its sole shareholder.
  - ◆ Fremont Hospital/Physician Organization (d/b/a Cooperative Care), an Ohio Corporation of which Memorial Hospital owns 50% and physicians own the remaining 50%
    - Sandusky County Medical Specialists, LLC, and Ohio limited liability company of which Fremont Hospital/Physician Organizations owns 100%.
  - ◆ North Central Ohio Health Services, LLC, and Ohio limited liability Company of which Memorial Hospital has 20% interest.
  - ◆ East-West Holding, Ltd., and Ohio limited liability company of which Memorial Hospital has 50% interest.
  - ◆ Northwest Ohio Medical Equipment, LLC which Memorial Hospital has a 6.25% membership interest.

**Other Affiliated Entities**

- Lima Memorial Joint Operating Company, an Ohio non-profit corporation, in which Lima Memorial Hospital, an Ohio non-profit corporation, and PHS Ventures, Inc. each hold a 50% ownership interest.
- ProMedica Orthopedic Co-Management Company, LLC, an Ohio limited liability company is which The Toledo Hospital, Bay Park Community Hospital and Flower Hospital share 40% ownership interest with various physicians having the remaining 60% interest.

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

**PART 1 - ORGANIZATIONAL CHART**

- ProMedica Cardiovascular Co-Management Company, LLC, an Ohio limited liability company in which The Toledo Hospital, Bay Park Community Hospital and Flower Hospital share 40% ownership interest with various physicians having the remaining 60% interest.
- Interactive Physical Therapy, an Ohio limited liability company in which ProMedica owns 50% ownership interest and various individuals owning the other 50%.
- ProMedica Surgical Services Co-Management Company, LLC, an Ohio limited liability company in which The Toledo Hospital, Bay Park Community Hospital and Flower Hospital share 50% ownership interest with various physicians having the remaining 50% interest.

**SCHEDULE Y**

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

Q16

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
Q16		00000	34-1517672				ProMedica Foundation	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1517672				Mission Pointe Golf Course, LLC	MI	NIA	ProMedica Foundation	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1887062				Academic Health Center Corp.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1517671				ProMedica Innovations, LLC	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-0898745				Fostoria Hospital Association	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	26-1815305				NWO Health Partners, LLC	OH	NIA	Fostoria Hospital Association	Ownership	50.0	ProMedica Health System, Inc.	
		00000	26-1815305				NWO Health Partners, LLC	OH	OTH	Northwest Ohio Orthopedic and Sports Medicine, Inc.	Ownership	50.0	Northwest Ohio Orthopedic and Sports Medicine, Inc.	0000001
		00000	34-1880767				ProMedica Physicians and Continuum Services	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-4492440				ProMedica Continuing Care Services Corporation	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	02-0753921				Monroe Community Ambulance	MI	NIA	ProMedica Continuing Care Services Corporation	Ownership	25.0	ProMedica Health System, Inc.	
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Life Star Ambulance	Ownership	25.0	Life Star Ambulance	0000001
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Huron Valley Ambulance	Ownership	25.0	Huron Valley Ambulance	0000001
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Mercy Memorial Hospital Corporation	Ownership	25.0	Mercy Memorial Hospital Corporation	0000001
		00000	34-4427949				Toledo District Nurse Association	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1831624				Visiting Nurse Hospice & Health Care	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1159928				ProMedica Retail Group, Inc.	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	26-0324790				ProMedica Courier Services, Inc.	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	20-5752995				Erie West Hospice and Palliative Care	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1887065				ProMedica Physician Hospital Organization, Inc.	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1899439				ProMedica Physician Group, Inc.	OH	NIA	ProMedica Physicians and Continuum Services	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-1325141				The Pharmacy Counter, LLC.	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-3322278				ProMedica Central Corporation of Michigan	MI	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-4319239				EVOLV Medical Aesthetics, LLC.	OH	NIA	ProMedica Physician Group, Inc.	Ownership	50.0	ProMedica Health System, Inc.	
		00000	27-4319239				EVOLV Medical Aesthetics, LLC.	OH	OTH	Frank Barone, M.D.	Ownership	50.0	Frank Barone, M.D.	0000001
		00000	34-1881137				ProMedica Central Physicians	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
Q16.1		00000	38-3482148				ProMedica North Physicians Corporation	MI	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1893773				ProMedica West Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1898679				ProMedica South Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1881145				ProMedica East Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	20-8050622				ProMedica Orthopedic Physicians	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	61-1448753				Midwest Cardiovascular Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	26-3015991				ProMedica GI Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	26-3888045				ProMedica Northwest Ohio Cardiology Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-0978204				ProMedica Cardiothoracic Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-1401750				ProMedica Hematology/Oncology Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-5165922				ProMedica Critical Care Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-2404505				ProMedica ENT, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-2920342				ProMedica Monroe Cardiology, PLLC	MI	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-3251737				ProMedica Anesthesiology Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-3230331				ProMedica Physician Management Services, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1899439				ProMedica Surgical Services, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	61-1528443				WellCare Physicians Group, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	46-1111822				ProMedica Monroe Physicians, PLLC	MI	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-4976786				ProMedica Multi Specialty Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	46-1120436				ProMedica Genito-Urinary Surgeons, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1899439				ProMedica Hospitalists, LLC	OH	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1899439				ProMedica Hospitalists, PLLC	MI	NIA	ProMedica Physician Group, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1931936				ProMedica Indemnity Corporation	VT	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1570675				ProMedica Insurance Corporation	OH	UDP	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
Q162	1212	00000	34-1623220				Paramount Preferred Options, Inc.	OH	NIA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
		00000	31-1463193				Health Management Solutions, Inc.	OH	NIA	Paramount Preferred Options, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		95189	34-1549926				Paramount Care, Inc.	OH	IA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1773766				Paramount Benefits Agency, Inc.	OH	NIA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
	1212	95566	38-3200310				Paramount Care of Michigan, Inc.	MI	IA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
	1212	11518	01-0580404				Paramount Insurance Company	OH	IA	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
	1212	12353	20-3376102				Paramount Advantage	OH	UDP	ProMedica Insurance Corporation	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1883132				Bay Park Community Hospital	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-3458982				ProMedica Bay Park Surgical Services Co-Management Company	OH	NIA	Bay Park Community Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	45-3458982				ProMedica Bay Park Surgical Services Co-Management Company	OH	OTH	Various Corporations	Ownership	50.0	Various Corporations	0000001
		00000	34-4446484				Defiance Hospital, Inc.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	45-4781053				Kaitlyn's Cottage, Inc.	OH	NIA	Defiance Hospital, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-2796005				Emma L. Bixby Medical Center	MI	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-2972398				Bixby Medical Office Limited Partnership	MI	NIA	Emma L. Bixby Medical Center	Ownership	64.4	ProMedica Health System, Inc.	
		00000	38-2972398				Bixby Medical Office Limited Partnership	MI	OTH	Various Physicians	Ownership	35.6	Various Physicians	0000001
		00000	27-1302183				Monroe Cancer Center	MI	NIA	Emma L. Bixby Medical Center	Ownership	33.3	ProMedica Health System, Inc.	
		00000	27-1302183				Monroe Cancer Center	MI	OTH	Barbara Ann Karamanos Cancer Cetner	Ownership	33.3	Barbara Ann Karamanos Cancer Cetner	0000001
		00000	27-1302183				Monroe Cancer Center	MI	OTH	Mercy Memorial Hospital Corporation	Ownership	33.3	Mercy Memorial Hospital Corporation	0000001
		00000	38-2879330				Lenawee Long Term Care Corporation	MI	NIA	Emma L. Bixby Medical Center	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-3146907				Herrick Memorial Development Corporation	MI	NIA	Emma L. Bixby Medical Center	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-3639616				Herrick Memorial Office Plaza Condominium Association	MI	NIA	Herrick Memorial Development Corporation	Ownership	71.8	ProMedica Health System, Inc.	
		00000	38-3639616				Herrick Memorial Office Plaza Condominium Association	MI	OTH	Various Physicians	Ownership	28.2	Various Physicians	0000001
		00000	38-3605511				Lenawee Physician Hospital Organization LLC	MI	NIA	Emma L. Bixby Medical Center	Ownership	50.0	ProMedica Health System, Inc.	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
Q16.3		00000	38-3605511				Lenawee Physician Hospital Organization LLC	MI	OTH	Raisin River Physicians	Ownership	50.0	Raisin River Physicians	0000001
		00000	38-3164818				Wolf Creek Associates, LLC	MI	NIA	Emma L. Bixby Medical Center	Ownership	100.0	ProMedica Health System, Inc.	
		00000	38-3049015				Herrick Memorial Hospital, Inc.	MI	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-4428256				The Toledo Hospital	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	31-1569454				Reynolds Road Surgery Center, LLC	OH	NIA	The Toledo Hospital	Ownership	62.7	ProMedica Health System, Inc.	
		00000	31-1569454				Reynolds Road Surgery Center, LLC	OH	OTH	Various Physicians	Ownership	37.3	Various Physicians	0000001
		00000	26-0679898				Northwest Ohio Dedicated Breast MRI, LLC	OH	NIA	The Toledo Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	26-0679898				Northwest Ohio Dedicated Breast MRI, LLC	OH	OTH	TRA Investment Club, LLC	Ownership	50.0	TRA Investment Club, LLC	0000001
		00000	27-0608044				Arrowhead Behavioral Health, LLC	DE	NIA	The Toledo Hospital	Ownership	30.0	ProMedica Health System, Inc.	
		00000	27-0608044				Arrowhead Behavioral Health, LLC	OH	OTH	Toledo Holding Company, LLC	Ownership	70.0	Toledo Holding Company, LLC	0000001
		00000	20-0088459				West Central Surgical Center, LLC	OH	NIA	The Toledo Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	20-0088459				West Central Surgical Center, LLC	OH	OTH	Various Physicians	Ownership	50.0	Various Physicians	0000001
		00000	34-4428794				Flower Hospital	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1880473				PHS Ventures, Inc.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-4428232				St. Luke's Hospital	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1863472				Ohio Care Ambulatory Surgery Center, LLC	OH	NIA	St. Luke's Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	34-1863472				Ohio Care Ambulatory Surgery Center, LLC	OH	OTH	Various Physicians	Ownership	50.0	Various Physicians	0000001
		00000	34-1781420				St. Luke's Physician Hospital Organization, Inc.	OH	NIA	St. Luke's Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	34-1781420				St. Luke's Physician Hospital Organization, Inc.	OH	OTH	Various Physicians	Ownership	50.0	Various Physicians	0000001
		00000	34-1366709				Care Enterprises, Inc.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	43-2061812				Perrysburg Medical Arts, LLC	OH	NIA	Care Enterprises, Inc.	Ownership	11.1	ProMedica Health System, Inc.	
		00000	43-2061812				Perrysburg Medical Arts, LLC	OH	OTH	Various Physicians & Investment Groups	Ownership	88.9	Various Physicians & Investment Groups	0000001
		00000	32-0160784				Waterville Medical Center, LLC	OH	NIA	Care Enterprises, Inc.	Ownership	70.0	ProMedica Health System, Inc.	
		00000	32-0160784				Waterville Medical Center, LLC	OH	OTH	SB Medical Building Venture, Ltd.	Ownership	30.0	SB Medical Building Venture, Ltd.	0000001
		00000	34-1796790				Care Holdings, Inc.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
Q16.4		00000	06-1811760				Physicians Advantage Management Services Organization, Inc.	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1292849				St. Luke's Hospital Foundation	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	20-4671613				Cobra Ventures, LLC	OH	NIA	St. Luke's Hospital Foundation	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-4430849				Memorial Hospital	OH	NIA	ProMedica Health System, Inc.	Ownership	100.0	ProMedica Health System, Inc.	
		00000	27-3763993				Memorial Professional Services, Ltd.	OH	NIA	Memorial Hospital	Ownership	100.0	ProMedica Health System, Inc.	
		00000	20-5763680				Memorial Anesthesia, Ltd.	OH	NIA	Memorial Hospital	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-0939146				Memorial Medical Center, Inc.	OH	NIA	Memorial Hospital	Ownership	100.0	ProMedica Health System, Inc.	
		00000	34-1770910				Fremont Hospital Physician Organization	OH	NIA	Memorial Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	34-1770910				Fremont Hospital Physician Organization	OH	OTH	Fremont Physicians Associations	Ownership	50.0	Various Physicians	0000001
		00000	34-1770910				Sandusky County Medical Specialist, LLC	OH	NIA	Fremont Hospital Physician Organization	Ownership	100.0	Fremont Hospital Physician Organization	
		00000	34-1935261				North Central Ohio Health Services, LLC	OH	NIA	Memorial Hospital	Ownership	20.0	ProMedica Health System, Inc.	
		00000	34-1935261				North Central Ohio Health Services, LLC	OH	OTH	Bellevue Hospital	Ownership	20.0	Bellevue Hospital	0000001
		00000	34-1935261				North Central Ohio Health Services, LLC	OH	OTH	Firelands Regional Health System	Ownership	20.0	Firelands Regional Health System	0000001
		00000	34-1935261				North Central Ohio Health Services, LLC	OH	OTH	Fisher Titus Medical Center	Ownership	20.0	Fisher Titus Medical Center	0000001
		00000	34-1935261				North Central Ohio Health Services, LLC	OH	OTH	H.B. McGruder Memorial Hospital	Ownership	20.0	H.B. McGruder Memorial Hospital	0000001
		00000	20-4066818				Erie-West Holdings, Ltd.	OH	NIA	Memorial Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	20-4066818				Erie-West Holdings, Ltd.	OH	OTH	Bellevue Hospital	Ownership	50.0	Bellevue Hospital	0000001
		00000	34-1882390				Nothwest Ohio Medical Equipment, LLC	OH	NIA	Memorial Hospital	Ownership	6.3	ProMedica Health System, Inc.	
		00000	34-1882390				Nothwest Ohio Medical Equipment, LLC	OH	OTH	Bellevue Hospital	Ownership	6.3	Bellevue Hospital	0000001
		00000	34-1882390				Nothwest Ohio Medical Equipment, LLC	OH	OTH	Blanchard Valley Health System	Ownership	68.8	Blanchard Valley Health System	0000001
		00000	34-1882390				Nothwest Ohio Medical Equipment, LLC	OH	OTH	Wood County Hospital	Ownership	18.8	Wood County Hospital	0000001
		00000	34-1883284				Lima Memorial Joint Operating Company	OH	NIA	PHS Ventures, Inc.	Ownership	50.0	ProMedica Health System, Inc.	
		00000	34-1883284				Lima Memorial Joint Operating Company	OH	OTH	Lima Memorial Hospital	Ownership	50.0	Lima Memorial Hospital	0000001
		00000	26-4105613				ProMedica Orthopedic Co-Management Company, LLC	OH	NIA	The Toledo Hospital, Flower Hospital, Bay Park Community Hospital	Ownership	40.0	ProMedica Health System, Inc.	



**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
		00000	26-4105613				ProMedica Orthopedic Co-Management Company, LLC	OH	OTH	Various Physicians	Ownership	60.0	Various Physicians	0000001
		00000	27-0962366				ProMedica Cardiovasuclar Co-Management Company, LLC	OH	NIA	The Toledo Hospital, Flower Hospital, Bay Park Community Hospital	Ownership	40.0	ProMedica Health System, Inc.	
		00000	27-0962366				ProMedica Cardiovasuclar Co-Management Company, LLC	OH	OTH	Various Physicians	Ownership	60.0	Various Physicians	0000001
		00000	45-4810767				Interactive Physical Therapy	OH	NIA	ProMedica Health System, Inc.	Ownership	50.0	ProMedica Health System, Inc.	
		00000	45-4810767				Interactive Physical Therapy	OH	OTH	Various Individuals	Ownership	50.0	Various Individuals	0000001
		00000	46-1989695				ProMedica Surgical Services Co-Management Company, LLC	OH	NIA	The Toledo Hospital, Flower Hospital, Bay Park Community Hospital	Ownership	50.0	ProMedica Health System, Inc.	
		00000	46-1989695				ProMedica Surgical Services Co-Management Company, LLC	OH	OTH	Various Physicians	Ownership	50.0	Various Physicians	0000001

Asterisk	Explanation
0000001	Non-related entity

**SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES**

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

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

RESPONSE
No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



**OVERFLOW PAGE FOR WRITE-INS**

STATEMENT AS OF **June 30, 2014** OF THE **Paramount Advantage**

SCHEDULE A - VERIFICATION

Real Estate		1	2
		Year To Date	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	2
		Year To Date	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	2
		Year To Date	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	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	63,748,233	3,402,444
2.	Cost of bonds and stocks acquired .....	21,353,193	90,767,234
3.	Accrual of discount .....	6,676	12,194
4.	Unrealized valuation increase (decrease) .....		
5.	Total gain (loss) on disposals .....	27,749	(3,486)
6.	Deduct consideration for bonds and stocks disposed of .....	21,116,834	30,055,253
7.	Deduct amortization of premium .....	160,323	374,901
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) .....	63,858,694	63,748,233
11.	Deduct total nonadmitted amounts .....		
12.	Statement value at end of current period (Line 10 minus Line 11) .....	63,858,694	63,748,233

QSI02

**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) .....	64,279,601	8,057,071	7,687,324	(72,551)	64,279,601	64,576,796		64,440,788
2. NAIC 2 (a) .....								
3. NAIC 3 (a) .....								
4. NAIC 4 (a) .....								
5. NAIC 5 (a) .....								
6. NAIC 6 (a) .....								
7. Total Bonds .....	64,279,601	8,057,071	7,687,324	(72,551)	64,279,601	64,576,796		64,440,788
<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 .....	64,279,601	8,057,071	7,687,324	(72,551)	64,279,601	64,576,796		64,440,788

(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 \$.....246,079; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

**SCHEDULE DA - PART 1**

**Short - Term Investments**

	1 Book/Adjusted Carrying Value	2  Par Value	3  Actual Cost	4  Interest Collected Year To Date	5  Paid for Accrued Interest Year To Date
9199999. Totals .....	718,102	X X X	718,102	8	

**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 .....	692,555	60,740,915
2.	Cost of short-term investments acquired .....	25,547	1,304,697
3.	Accrual of discount .....		
4.	Unrealized valuation increase (decrease) .....		
5.	Total gain (loss) on disposals .....		(260)
6.	Deduct consideration received on disposals .....		61,345,992
7.	Deduct amortization of premium .....		6,805
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) .....	718,102	692,555
11.	Deduct total nonadmitted amounts .....		
12.	Statement value at end of current period (Line 10 minus Line 11) .....	718,102	692,555

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

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

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

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

**SI07   Schedule DB - Verification   .....   NONE**

**SCHEDULE E - Verification**  
**(Cash Equivalents)**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	.....	.....
2.	Cost of cash equivalents acquired .....	.....	16,068,842
3.	Accrual of discount .....	.....	971
4.	Unrealized valuation increase (decrease) .....	.....	.....
5.	Total gain (loss) on disposals .....	.....	(29)
6.	Deduct consideration received on disposals .....	.....	16,069,784
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) .....	.....	.....



**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	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>									
912828WH9 .....	U S TREASURY NOTES .....		05/12/2014 .....	BARCLAYS CAPITAL INC, NEW YORK .....	X X X .....	1,830,292 .....	1,830,000 .....		1 .....
0599999 Subtotal - Bonds - U.S. Governments .....					X X X .....	1,830,292 .....	1,830,000 .....		X X X .....
<b>Bonds - U.S. Special Revenue, Special Assessment</b>									
31398ADM1 .....	FEDERAL NATL MTG ASSN .....		04/24/2014 .....	NOMURA SECS, NEW YORK .....	X X X .....	612,646 .....	540,000 .....	10,723 .....	1 .....
3135G0JA2 .....	FEDERAL NATL MTG ASSN .....		06/26/2014 .....	MORGAN STANLEY & CO INC, NY .....	X X X .....	1,208,066 .....	1,200,000 .....	2,250 .....	1 .....
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment .....					X X X .....	1,820,713 .....	1,740,000 .....	12,973 .....	X X X .....
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
00440EAJ6 .....	ACE INA HOLDINGS INC .....		06/30/2014 .....	WELLS FARGO SECURITIES LLC, CHARLOTTE .....	X X X .....	212,412 .....	190,000 .....	4,152 .....	1FE .....
037833AM2 .....	APPLE INC .....		04/29/2014 .....	DEUTSCHE BK SECS INC, NY (NWSCUS33) .....	X X X .....	149,921 .....	150,000 .....		1FE .....
36962G3H5 .....	GENERAL ELECTRIC CAPITAL CORP .....		04/10/2014 .....	US BANCORP INVESTMENTS INC, ST. PAUL .....	X X X .....	159,575 .....	140,000 .....	656 .....	1FE .....
49327M2J2 .....	KEYBANK NA/CLEVELAND OH .....		06/11/2014 .....	KEYBANC CAPITAL MARKETS INC, NEW YORK .....	X X X .....	250,908 .....	250,000 .....	160 .....	1FE .....
61166WAR2 .....	MONSANTO CO .....		06/26/2014 .....	WILLIAMS CAPITAL GROUP LP, JERSEY CITY .....	X X X .....	149,855 .....	150,000 .....		1FE .....
828807CJ4 .....	SIMON PROPERTY GROUP LP .....		06/30/2014 .....	MITSUBISHI UFJ SECURITIES, NEW YORK .....	X X X .....	308,748 .....	300,000 .....	1,935 .....	1FE .....
842400GB3 .....	SOUTHERN CAL EDISON .....		05/06/2014 .....	CASTLEOAK SEC/CANTOR FITZGERALD & CO, NY .....	X X X .....	149,952 .....	150,000 .....		1FE .....
931142DN0 .....	WAL-MART STORES INC .....		04/15/2014 .....	CITIGROUP GBL MKTS/SALOMON, NEW YORK .....	X X X .....	314,953 .....	315,000 .....		1FE .....
05579UAD5 .....	BMW VEHICLE LEASE TRUST 1 A4 .....		04/09/2014 .....	BARCLAYS CAPITAL INC, NEW YORK .....	X X X .....	249,995 .....	250,000 .....		1FE .....
13975HAC0 .....	CAPITAL AUTO RECEIVABLES 2 A3 .....		04/16/2014 .....	DEUTSCHE BK SECS INC, NY (NWSCUS33) .....	X X X .....	274,967 .....	275,000 .....		1FE .....
14313RAC7 .....	CARMAX AUTO OWNER TRUST 2 A3 .....		05/07/2014 .....	JPMORGAN SECURITIES INC, NEW YORK .....	X X X .....	304,978 .....	305,000 .....		1FE .....
34530KAB9 .....	FORD CREDIT AUTO OWNER TR B A3 .....		06/17/2014 .....	MORGAN STANLEY & CO INC, NY .....	X X X .....	194,999 .....	195,000 .....		1FE .....
36163NAD8 .....	GE EQUIPMENT TRANSPORTATI 1 A4 .....		06/10/2014 .....	BARCLAYS CAPITAL INC, NEW YORK .....	X X X .....	279,918 .....	280,000 .....		1FE .....
41284AAD0 .....	HARLEY-DAVIDSON MOTORCYCL 1 A3 .....		04/08/2014 .....	JPMORGAN CHASE BK/RBS SEC INC, NEW YORK .....	X X X .....	99,974 .....	100,000 .....		1FE .....
43814GAC4 .....	HONDA AUTO RECEIVABLES OW 2 A3 .....		05/13/2014 .....	MERRILL LYNCH PIERCE FENNER, CHARLOTTE .....	X X X .....	224,973 .....	225,000 .....		1FE .....
44890UAC8 .....	HYUNDAI AUTO RECEIVABLES B A3 .....		05/07/2014 .....	JPMORGAN SECURITIES INC, NEW YORK .....	X X X .....	304,991 .....	305,000 .....		1FE .....
47787VAC5 .....	JOHN DEERE OWNER TR A A3 .....		04/02/2014 .....	MERRILL LYNCH PIERCE FENNER, CHARLOTTE .....	X X X .....	299,952 .....	300,000 .....		1FE .....
63938EAA2 .....	NAVIENT STUDENT 14-1 A1 .....		05/20/2014 .....	RBC CAPITAL MARKETS LLC, NEW YORK .....	X X X .....	275,000 .....	275,000 .....		1FE .....
80283XAD9 .....	SANTANDER DRIVE AUTO REC 3 A3 .....		06/11/2014 .....	WELLS FARGO SECURITIES LLC, CHARLOTTE .....	X X X .....	199,998 .....	200,000 .....		1FE .....
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated) .....					X X X .....	4,406,066 .....	4,355,000 .....	6,903 .....	X X X .....
8399997 Subtotal - Bonds - Part 3 .....					X X X .....	8,057,071 .....	7,925,000 .....	19,876 .....	X X X .....
8399999 Subtotal - Bonds .....					X X X .....	8,057,071 .....	7,925,000 .....	19,876 .....	X X X .....
9899999 Subtotal - Preferred and Common Stocks .....					X X X .....		X X X .....		X X X .....
9999999 Total - Bonds, Preferred and Common Stocks .....					X X X .....	8,057,071 .....	X X X .....	19,876 .....	X X X .....

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

**SCHEDULE D - PART 4**  
**Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of**  
**During the Current Quarter**

1	2	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
										11	12	13	14	15							
CUSIP Identification	Description									Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.							
<b>Bonds - U.S. Governments</b>																					
912828SZ4	U S TREASURY NOTE		05/12/2014	DEUTSCHE BK SECS INC, NY	X X X	1,835,141	1,830,000	1,832,365	1,831,143		(110)		(110)		1,831,032		4,108	4,108	2,809	06/15/2015	1
38378KGV5	GNMA GTD REMIC P/T 13-57 A		06/16/2014	Redemption	X X X	2,414	2,414	2,419	2,414		0		0		2,414				5	06/16/2037	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	1,837,555	1,832,414	1,834,784	1,833,557		(110)		(110)		1,833,446		4,108	4,108	2,815	X X X	X X X
<b>Bonds - U.S. States, Territories and Possessions</b>																					
452152HQ7	ILLINOIS ST		06/12/2014	JPMORGAN SECURITIES INC	X X X	210,338	205,000	217,027	210,831	(1,338)			(1,338)		209,493		845	845	2,723	03/01/2015	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	210,338	205,000	217,027	210,831	(1,338)			(1,338)		209,493		845	845	2,723	X X X	X X X
<b>Bonds - U.S. Special Revenue, Special Assessment</b>																					
313381PY5	FEDERAL HOME LN BK CONS BD		04/23/2014	Call	X X X	1,230,000	1,230,000	1,228,401	1,229,084		916		916		1,230,000				2,460	10/23/2015	1
3137EADD8	FEDERAL HOME LN MTG CORP		06/26/2014	MERRILL LYNCH PIERCE FENN	X X X	1,198,616	1,195,000	1,200,579	1,197,946	(673)			(673)		1,197,273		1,343	1,343	4,149	04/17/2015	1
3138LVXA6	FNMA POOL #0AO5172		06/25/2014	Redemption	X X X	24,192	24,192	25,583	24,304	(112)			(112)		24,192				121	06/01/2022	1
31418AH76	FNMA POOL #0MA1153		06/25/2014	Redemption	X X X	27,714	27,714	29,108	27,764	(51)			(51)		27,714				137	07/01/2022	1
31418A4S4	FNMA POOL #0MA1732		06/25/2014	Redemption	X X X	5,233	5,233	5,534		(9)			(9)		5,233				31	01/01/2024	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	2,485,755	2,482,139	2,489,205	2,479,099		70		70		2,484,412		1,343	1,343	6,898	X X X	X X X
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																					
00440EAL1	ACE INA HOLDINGS INC		06/30/2014	JPMORGAN SECURITIES INC	X X X	198,157	190,000	211,172	200,395	(2,360)			(2,360)		198,034		122	122	6,739	05/15/2015	1FE
00206RAV4	AT&T INC		05/09/2014	WELLS FARGO SECURITIES LL	X X X	153,702	150,000	156,530	153,522	(305)			(305)		153,216		486	486	927	08/15/2015	1FE
166764AC4	CHEVRON CORP		05/12/2014	BARCLAYS CAPITAL INC, NEW	X X X	95,672	95,000	95,000	95,000						95,000		672	672	331	06/24/2016	1FE
263534BY4	EI DU PONT DE NEMOURS & CO		05/12/2014	CREDIT SUISSE, NEW YORK	X X X	142,733	140,000	147,375	143,170	(490)			(490)		142,679		54	54	1,517	07/01/2015	1FE
263534BX6	EI DU PONT DE NEMOURS & CO		05/12/2014	WELLS FARGO SECURITIES LL	X X X	207,004	200,000	217,748	207,995	(1,021)			(1,021)		206,974		30	30	1,583	03/15/2015	1FE
36962G5M2	GENERAL ELECTRIC CAPITAL CORP		04/10/2014	CITIGROUP GBL MKTS/SALOMO	X X X	152,052	150,000	154,013	151,591	(80)			(80)		151,511		541	541	860	01/09/2015	1FE
74456QAW6	PUBLIC SERVICE ELECTRIC & GAS		05/23/2014	MERRILL LYNCH PIERCE FENN	X X X	152,957	150,000	155,028	153,506	(520)			(520)		152,986		(29)	(29)	2,340	05/01/2015	1FE
828807BM8	SIMON PROPERTY GROUP LP		06/30/2014	WELLS FARGO SECURITIES LL	X X X	286,946	275,000	303,267	289,325	(3,025)			(3,025)		286,300		646	646	7,714	06/15/2015	1FE
931142CX9	WAL-MART STORES INC		04/15/2014	US BANCORP INVESTMENTS IN	X X X	304,977	300,000	308,382	304,807	(170)			(170)		304,638		339	339	2,200	10/25/2015	1FE
85771SAC0	STATOIL ASA	F	06/25/2014	MERRILL LYNCH PROFESSIONA	X X X	231,704	230,000	239,402	232,950	(1,353)			(1,353)		231,597		107	107	4,725	10/15/2014	1FE
12591FAC0	CNH EQUIPMENT TRUST A A3		04/09/2014	CITIGROUP GBL MKTS/SALOMO	X X X	330,529	330,000	330,000	330,000						330,000		529	529	183	06/15/2018	1FE
12622XAD2	CNH EQUIPMENT TRUST A A4		06/16/2014	Redemption	X X X	82,769	82,769	84,489		(219)			(219)		82,769				219	10/17/2016	1FE
34530CAC5	FORD CREDIT AUTO LEASE TR A A3		05/08/2014	CITIGROUP GBL MKTS/SALOMO	X X X	235,349	235,000	234,977	234,985	1			1		234,986		363	363	227	03/15/2016	1FE
36162WAC1	GE EQUIPMENT TRANSPORTATI 1 A3		06/11/2014	MIZUHO SECURITIES USA INC	X X X	255,339	255,000	254,978	254,984	1			1		254,986		353	353	401	11/25/2016	1FE
58768VAC5	MERCEDES-BENZ AUTO LEASE A A3		04/09/2014	CREDIT SUISSE, NEW YORK	X X X	285,267	285,000	284,975	284,983	0			0		284,983		284	284	135	02/15/2016	1FE
80283DAB7	SANTANDER DRIVE AUTO RECE 2 A2		06/16/2014	Redemption	X X X	52,173	52,173	52,169	52,171	2			2		52,173				40	03/15/2016	1FE
80283GAC8	SANTANDER DRIVE AUTO RECE 3 A3		06/11/2014	NOMURA SECS, NEW YORK	X X X	315,406	315,000	314,994	314,995	0			0		314,995		411	411	557	10/16/2017	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	3,482,734	3,434,942	3,544,499	3,487,367	(9,539)			(9,539)		3,477,828		4,907	4,907	30,698	X X X	X X X
8399997 Subtotal - Bonds - Part 4					X X X	8,016,382	7,954,495	8,085,515	8,010,854	(10,917)			(10,917)		8,005,179		11,204	11,204	43,133	X X X	X X X
8399999 Subtotal - Bonds					X X X	8,016,382	7,954,495	8,085,515	8,010,854	(10,917)			(10,917)		8,005,179		11,204	11,204	43,133	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X		X X X													X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	8,016,382	X X X	8,085,515	8,010,854	(10,917)			(10,917)		8,005,179		11,204	11,204	43,133	X X X	X X X

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

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

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

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

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

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

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

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

**SCHEDULE E - PART 1 - CASH**

**Month End Depository Balances**

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
							First Month	Second Month	Third Month	*
<b>open depositories</b>										
Huntington Bank .....	.....	.....	.....	.....	... 21,563 .....	.....	... 76,463,588 .....	... 84,416,324 .....	... 88,516,513 .....	X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories .....			X X X	... X X X ..	.....	.....	.....	.....	.....	X X X
0199999 Totals - Open Depositories .....			X X X	... X X X ..	... 21,563 .....	.....	... 76,463,588 .....	... 84,416,324 .....	... 88,516,513 .....	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories .....			X X X	... X X X ..	.....	.....	.....	.....	.....	X X X
0299999 Totals - Suspended Depositories .....			X X X	... X X X ..	.....	.....	.....	.....	.....	X X X
0399999 Total Cash On Deposit .....			X X X	... X X X ..	... 21,563 .....	.....	... 76,463,588 .....	... 84,416,324 .....	... 88,516,513 .....	X X X
0499999 Cash in Company's Office .....			X X X	... X X X ..	... X X X ..	... X X X ..	.....	.....	.....	X X X
0599999 Total Cash .....			X X X	... X X X ..	... 21,563 .....	.....	... 76,463,588 .....	... 84,416,324 .....	... 88,516,513 .....	X X X

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

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
<div>NONE</div>							
8699999 Total - Cash Equivalents .....					.....	.....	.....

**INDEX TO HEALTH  
QUARTERLY STATEMENT**

Accounting Changes and Corrections of Errors; Q10, Note 2; Q11

Accounting Practices and Policies; Q5; Q10, Note 1

Admitted Assets; Q2

Bonds; Q2; Q6; Q11.1; Q11.2; QE04; QE05

Bonuses; Q3; Q4; Q8; Q9

Borrowed Funds; Q3; Q6

Business Combinations and Goodwill; Q10, Note 3

Capital Gains (Losses)

    Realized; Q4

    Unrealized; Q4; Q5

Capital Stock; Q3; Q10, Note 13

Capital Notes; Q6; Q10, Note 11

Caps; QE06; QSI04

Cash; Q2; Q6; QE12

Cash Equivalents; Q2; Q6; QE13

Claims; Q3; Q4; Q8; Q9

Collars; QE06; QSI04

Commissions; Q6

Common Stock; Q2; Q3; Q6; Q11.1; Q11.2

Cost Containment Expenses; Q4

Contingencies; Q10, Note 14

Counterparty Exposure; Q10, Note 8; QE06; QE08

Debt; Q10, Note 11

Deferred Compensation; Q10, Note 12

Derivative Instruments; Q10, Note 8; QSI04; QSI05; QSI06; QSI07; QE06; QE07; QE08

Discontinued Operations; Q10, Note 4

Electronic Data Processing Equipment; Q2

Encumbrances; Q2; QSI01; QE01

Emergency Room; Q4

Expenses; Q3; Q4; Q6

Extinguishment of Liabilities; Q10, Note 17

Extraordinary Item; Q10, Note 21

Fair Value; Q7, Note 20

Fee for Service; Q4

Foreign Exchange; Q2; Q3; Q5; QSI01; QSI03; QE01; QE02; QE03; QE05

Forwards; QE06; QSI04

Furniture, Equipment and Supplies; Q2

Guaranty Fund; Q2

Health Care Receivables; Q2; Q9; Q10, Note 28

Holding Company; Q16

Hospital/Medical Benefits; Q4

Incentive Pools; Q3; Q4; Q8; Q9

Income; Q4; Q5; Q6

Income Taxes; Q2; Q3; Q4; Q5; Q10, Note 9

Incurred Claims and Claim Adjustment Expenses; Q10, Note 25

Intercompany Pooling; Q10, Note 26

Investment Income; Q10, Note 7

    Accrued; Q2

    Earned; Q2; QSI03

    Received; Q6

Investments; Q10, Note 5; Q11.1; Q11.2; QE08

Joint Venture; Q10, Note 6

Leases; Q10, Note 15

Limited Liability Company (LLC); Q10, Note 6

Limited Partnership; Q10, Note 6

Long-Term Invested Assets; Q2; QE03

Managing General Agents; Q10, Note 19

Medicare Part D Coverage; QSupp1

Member Months; Q4; Q7

Mortgage Loans; Q2; Q6; Q11.1; QSI01; QE02

Nonadmitted Assets; Q2; Q5; QSI01; QSI03

Off-Balance Sheet Risk; Q10, Note 16

Options; QE06; QSI04

Organizational Chart; Q11; Q14

Out-of-Area; Q4

Outside Referrals; Q4

Parent, Subsidiaries and Affiliates; Q2; Q3; Q10, Note 10; Q11.1

Participating Policies; Q10, Note 29

Pharmaceutical Rebates; Q10, Note 28

Policyholder Dividends; Q5; Q6

Postemployment Benefits; Q10, Note 12

Postretirement Benefits; Q10, Note 12

Preferred Stock; Q2; Q3; Q6; Q11.1; Q11.2

**INDEX TO HEALTH  
QUARTERLY STATEMENT**

Premium Deficiency Reserves; Q10, Note 30

Premiums and Considerations

- Advance; Q3
- Collected; Q6
- Deferred; Q2
- Direct; Q7; Q13
- Earned; Q7
- Retrospective; Q2
- Uncollected; Q2
- Unearned; Q4
- Written; Q4; Q7

Prescription Drugs; Q4

Quasi Reorganizations; Q10, Note 13

Real Estate; Q2; Q6; QE01; QSI01

Redetermination, Contracts Subject to; Q10, Note 24

Reinsurance; Q9; Q10, Note 23

- Ceded; Q3; Q12
- Funds Held; Q2
- Payable; Q3
- Premiums; Q3
- Receivable; Q2; Q4
- Unauthorized; Q3; Q5

Reserves

- Accident and Health; Q3; Q4
- Claim; Q3; Q5; Q8
- Life; Q3

Retirement Plans; Q10, Note 12

Retrospectively Rated Policies; Q10, Note 24

Risk Revenue; Q4

Salvage and Subrogation; Q10, Note 31

Securities Lending; Q2; Q3; QE09; QE11

Servicing of Financial Assets; Q10, Note 17

Short-Term Investments; Q2; Q6; Q11.1; QSI03

Stockholder Dividends; Q5; Q6

Subsequent Events; Q10, Note 22

Surplus; Q3; Q5; Q6

Surplus Notes; Q3; Q5; Q6

Swaps; QE07; QSI04

Synthetic Assets; QSI04; QSI05

Third Party Administrator; Q10, Note 19

Treasury Stock; Q3; Q5

Uninsured Accident and Health; Q2; Q3; Q10, Note 18

Valuation Allowance; QSI01

Wash Sales; Q10, Note 17

Withholds; Q4; Q8