



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

NAIC Group Code	1212 (Current Period)	1212 (Prior Period)	NAIC Company Code	95189	Employer's ID Number	341549926
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	04/22/1987		Commenced Business	01/01/1988		
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	1901 Indian Wood Circle (Street and Number or P.O. Box)		Maumee, OH, US 43537 (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
Robert William LaClair Mr.	Chairman #
John Charles Randolph Mr.	President
Alan Michael Sattler Mr.	Treasurer #
Jeffrey Craig Kuhn Mr.	Secretary

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

Garry Walter Roberts Mr.
Dee Ann Bialecki-Haase M.D.
Cynthia Ann Geronimo Ms.
Richard Lawrence Munk M.D.
Timothy Bublick Mr.
Richard Dean Heltzel Mr.
John Charles Randolph Mr.
Calvin Joseph Lawshe Mr.
Deborah Anne Dickenson Peters Ms.
Cathy Lynn Cantor M.D.

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	(Signature) Stacey Lee Bock	(Signature) Jeffrey Craig Kuhn
(Printed Name) 1.	(Printed Name) 2.	(Printed Name) 3.
President	Vice President, Finance	Secretary
(Title)	(Title)	(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.	Dale Joseph Seymour Mr.
Daniel Sullivan Murtagh M.D.	Julie Anne Bartnik 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	57,449,345		57,449,345	57,900,797
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks	24,472,056		24,472,056	23,707,627
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 (\$.....1,751,140), cash equivalents (\$.....0) and short-term investments (\$.....2,049,962)	3,801,102		3,801,102	14,182,776
6.	Contract loans (including \$.....0 premium notes)				
7.	Derivatives				
8.	Other invested assets	260,574	260,574		
9.	Receivables for securities	239,353		239,353	3,050
10.	Securities lending reinvested collateral assets				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	86,222,430	260,574	85,961,856	95,794,251
13.	Title plants less \$.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	353,152		353,152	367,431
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection	1,758,278	96,054	1,662,224	23,108
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	106,272		106,272	
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	1,942,969		1,942,969	157,485
18.1	Current federal and foreign income tax recoverable and interest thereon	338,361		338,361	465,476
18.2	Net deferred tax asset				
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	616,344	288,060	328,284	743,770
21.	Furniture and equipment, including health care delivery assets (\$.....0)	1,802,816	1,802,816		
22.	Net adjustments in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates	7,139,836		7,139,836	474,362
24.	Health care (\$.....20,000) and other amounts receivable	569,992	549,992	20,000	800,323
25.	Aggregate write-ins for other than invested assets	384,213	384,213		
26.	TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	101,234,663	3,381,709	97,852,954	98,826,206
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	TOTAL (Lines 26 and 27)	101,234,663	3,381,709	97,852,954	98,826,206
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.	AR	31,162	31,162		
2502.	Prepays	353,051	353,051		
2503.	.....			
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	384,213	384,213		

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded)	14,822,331		14,822,331	15,216,422
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	398,000		398,000	672,000
4.	Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	431,385		431,385	603,655
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	293,682		293,682	308,709
9.	General expenses due or accrued	6,288,494		6,288,494	5,166,898
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				
10.2	Net deferred tax liability	305,837		305,837	190,946
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others	45,559		45,559	33,258
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	2,207,534		2,207,534	4,864,020
16.	Derivatives				
17.	Payable for securities	321,272		321,272	118,884
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	7,650,220		7,650,220	7,270,803
23.	Aggregate write-ins for other liabilities (including \$.....0 current)				
24.	Total liabilities (Lines 1 to 23)	32,764,314		32,764,314	34,445,595
25.	Aggregate write-ins for special surplus funds	X X X	X X X		
26.	Common capital stock	X X X	X X X	4,700,000	4,700,000
27.	Preferred capital stock	X X X	X X X		
28.	Gross paid in and contributed surplus	X X X	X X X	40,619,246	40,619,246
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	19,769,394	19,061,365
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	65,088,640	64,380,611
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	97,852,954	98,826,206
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	75,105	247,497	348,136
2.	Net premium income (including \$.....0 non-health premium income)	X X X	71,748,338	131,258,967	212,770,047
3.	Change in unearned premium reserves and reserves for rate credits	X X X			
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X			
5.	Risk revenue	X X X			
6.	Aggregate write-ins for other health care related revenues	X X X			
7.	Aggregate write-ins for other non-health revenues	X X X			
8.	Total revenues (Lines 2 to 7)	X X X	71,748,338	131,258,967	212,770,047
Hospital and Medical:					
9.	Hospital/medical benefits		58,677,659	94,808,320	157,634,660
10.	Other professional services		522,155	881,608	1,626,787
11.	Outside referrals				
12.	Emergency room and out-of-area		2,329,594	8,931,304	13,574,184
13.	Prescription drugs		7,615,601	14,887,730	21,700,022
14.	Aggregate write-ins for other hospital and medical				
15.	Incentive pool, withhold adjustments and bonus amounts				
16.	Subtotal (Lines 9 to 15)		69,145,009	119,508,962	194,535,653
Less:					
17.	Net reinsurance recoveries		107,689	241,540	343,618
18.	Total hospital and medical (Lines 16 minus 17)		69,037,320	119,267,422	194,192,035
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including \$.....407,268 cost containment expenses		591,149	2,545,045	2,985,293
21.	General administrative expenses		2,687,746	10,610,607	13,212,160
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)		72,316,215	132,423,074	210,389,488
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	(567,877)	(1,164,107)	2,380,559
25.	Net investment income earned		546,543	495,942	1,092,186
26.	Net realized capital gains (losses) less capital gains tax of \$.....356,589		662,238	1,596,173	3,302,337
27.	Net investment gains or (losses) (Lines 25 plus 26)		1,208,781	2,092,115	4,394,523
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			4,575	4,575
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	640,904	932,583	6,779,657
31.	Federal and foreign income taxes incurred	X X X	(229,473)	(259,019)	(468,231)
32.	Net income (loss) (Lines 30 minus 31)	X X X	870,377	1,191,602	7,247,888
DETAILS OF WRITE-INS					
0601.	.....	X X X			
0602.	.....	X X X			
0603.	.....	X X X			
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X			
0701.	.....	X X X			
0702.	.....	X X X			
0703.	.....	X X X			
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401.	.....			
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 Income			4,575	4,575
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)			4,575	4,575

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	64,380,611	58,165,491	58,165,491
34.	Net income or (loss) from Line 32	870,377	1,191,602	7,247,888
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	213,369	214,058	1,084,921
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			(1,529,183)
39.	Change in nonadmitted assets	(375,717)	(35,985)	(588,506)
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)	708,029	1,369,675	6,215,120
49.	Capital and surplus end of reporting period (Line 33 plus 48)	65,088,640	59,535,166	64,380,611
DETAILS OF WRITE-INS				
4701.	.....	.....	.....	.....
4702.	.....	.....	.....	.....
4703.	.....	.....	.....	.....
4798.	Summary of remaining write-ins for Line 47 from overflow page .....	.....	.....	.....
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....	.....	.....	.....

CASH FLOW

		1	2	3
		Current	Prior	Prior
		Year	Year	Year Ended
		To Date	To Date	December 31
Cash from Operations				
1.	Premiums collected net of reinsurance	69,911,685	126,339,185	210,301,858
2.	Net investment income	882,692	875,029	1,681,703
3.	Miscellaneous income			
4.	TOTAL (Lines 1 to 3)	70,794,377	127,214,214	211,983,561
5.	Benefit and loss related payments	68,973,171	123,382,337	208,623,894
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	3,837,366	14,918,614	19,410,066
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	(114,890)	(1,188,797)	(6,417,858)
10.	TOTAL (Lines 5 through 9)	72,695,647	137,112,154	221,616,102
11.	Net cash from operations (Line 4 minus Line 10)	(1,901,270)	(9,897,940)	(9,632,541)
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds	14,929,635	23,843,976	41,758,261
12.2	Stocks	4,037,957	9,433,953	20,307,915
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		1,484	132,798
12.8	TOTAL investment proceeds (Lines 12.1 to 12.7)	18,967,592	33,279,413	62,198,974
13.	Cost of investments acquired (long-term only):			
13.1	Bonds	14,773,332	23,461,378	36,575,365
13.2	Stocks	3,407,005	3,563,299	13,461,798
13.3	Mortgage loans			
13.4	Real estate			
13.5	Other invested assets		31,803	31,803
13.6	Miscellaneous applications	223,821	1,281,784	646,441
13.7	TOTAL investments acquired (Lines 13.1 to 13.6)	18,404,158	28,338,264	50,715,408
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)	563,434	4,941,149	11,483,567
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)	(9,043,838)	(2,286,988)	866,551
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(9,043,838)	(2,286,988)	866,551
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)	(10,381,674)	(7,243,779)	2,717,577
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year	14,182,776	11,465,200	11,465,200
19.2	End of period (Line 18 plus Line 19.1)	3,801,102	4,221,421	14,182,776

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

20.0001				
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	12,279							12,279		
2. First Quarter	12,535							12,535		
3. Second Quarter	12,430							12,430		
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	75,105							75,105		
Total Member Ambulatory Encounters for Period:										
7. Physician	4,685							4,685		
8. Non-Physician	8,872							8,872		
9. Total	13,557							13,557		
10. Hospital Patient Days Incurred	23,961							23,961		
11. Number of Inpatient Admissions	1,967							1,967		
12. Health Premiums Written (a)	71,854,987							71,854,987		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	71,854,987							71,854,987		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	68,974,588							68,974,588		
18. Amount Incurred for Provision of Health Care Services	69,145,009							69,145,009		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....71,854,987.

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

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
0199999 Individually Listed Claims Unpaid						
0399999 Aggregate Accounts Not Individually Listed - Covered	2,200,500	340,566	67,715	15,899	78,470	2,703,150
0499999 Subtotals	2,200,500	340,566	67,715	15,899	78,470	2,703,150
0599999 Unreported claims and other claim reserves						12,119,181
0799999 Total Claims Unpaid						14,822,331
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	12,718,548	56,148,351	793,747	14,028,584	13,512,295	15,216,422
7.	Title XIX - Medicaid						
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	12,718,548	56,148,351	793,747	14,028,584	13,512,295	15,216,422
10.	Healthcare receivables (a)		569,992				1,134,504
11.	Other non-health						
12.	Medical incentive pools and bonus amounts						
13.	Totals (Lines 9 - 10 + 11 + 12)	12,718,548	55,578,359	793,747	14,028,584	13,512,295	14,081,918

(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 Insurance Company (the “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	Jun. 30 2014	Dec. 31 2013
NET(LOSS) INCOME	Ohio		
Paramount Health Care state basis		870,377	7,247,888
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		870,377	7,247,888
SURPLUS			
Paramount Health Care state basis		65,088,640	64,380,611
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		65,088,640	64,380,611

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. Common stock investments are stated at Fair Market Value.
- 4. The Company does not have any 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.
- 8. The Company has no investments in joint ventures.
- 9. The Company does not invest in derivatives.

Notes to Financial Statement

- 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 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 prior period.
- 13. The Company estimates its pharmaceutical rebate receivables based on historical cash payments.

2. Accounting Changes and Corrections of Errors

No significant change.

3. Business Combinations and Goodwill

No significant change.

4. Discontinued Operations

-NOT APPLICABLE

5. Investments

- D.
 - 1. When necessary the Company obtains prepayment information from its custodial bank for use in determining whether an other-than-temporary impairment has occurred.
 - 2. None
 - 3. None
 - 4. None
 - 5. None

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 change.

11. Retirement Plans, Deferred Compensation, Postemployment Benefits

No significant change.

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

No significant change.

Notes to Financial Statement

13. Contingencies

-NOT APPLICABLE

14. Leases

No significant change.

15. Off-Balance Sheet Risk

No significant change.

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

-NOT APPLICABLE

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

No significant change.

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

-NOT APPLICABLE

19. Fair Value Measurements

A1.

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
Assets at fair value				
Common Stock				
Industrial and Misc	\$ 18,034,861			\$ 18,034,861
Mutual Funds	6,437,195			6,437,195
Total Common Stock	\$ 24,472,056	\$	\$	\$ 24,472,056
Total Assets at Fair Value	\$ 24,472,056	\$	\$	\$ 24,472,056

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short Term Investments	2,049,962	2,049,962	2,049,962			
Bonds	58,147,297	57,449,345		58,147,297		
Common Stock	24,472,056	24,472,056	24,472,056			

D. NA

20. Other Items

No significant change.

21. Subsequent Events

-NOT APPLICABLE

Notes to Financial Statement

22. Reinsurance

No significant change.

23. Retrospectively Rated Contracts

-NOT APPLICABLE

24. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2013 were \$15,888,422. As of June 30, 2014, \$12,868,974 has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$793,747 principally on Medicare lines of insurance. Therefore, there has been a \$2,225,701 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.

25. Intercompany Pooling Arrangements

-NOT APPLICABLE

26. Structured Settlements

-NOT APPLICABLE

27. Health Care Receivables

No significant change.

28. Participating Policies

-NOT APPLICABLE

29. 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

30. Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

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

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

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

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

- 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:

\$..... 0

INVESTMENT

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

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

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

\$..... 0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[] No[X]

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.2 If yes, please complete the following:

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

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

Yes[] No[X]
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

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

\$ 0

16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$ 0

16.3 Total payable for securities lending reported on the liability page

\$ 0
17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] No[]
- 17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

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

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

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

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

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

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

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

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

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

Yes[X] No[]
- 18.2 If no, list exceptions:

General Interrogatories Part 1 Attachments

Broker Code	Broker Name
XYH	AQUA SECURITIES LP, NEW YORK
RBC	BAIRD, ROBERT W & CO INC, MILWAUKEE
YQD	BARCLAYS CAPITAL LE, JERSEY CITY
FDN	BARRINGTON RESEARCH ASSOCIATES, BROOKLYN
SAN	BERNSTEIN SANFORD C & CO, NEW YORK
FED	BLUEFIN RESEARCH PARTNER, JERSEY CITY
BCH	BROADCOURT CAP CORP/SUB OF MLPF&S,NY
G9W	BTIG LLC, SAN FRANCISCO
R4X	BUCKINGHAM RESEARCH GRP INC, BROOKLYN
ASJ	CANACCORD GENUITY INC.NEY YORK
CAN	CANTOR FITZGERALD & CO INC, NEW YORK
K82	CITATION GROUP/BCC CLRG, NEW YORK
SHY	CITIGROUP GBL MKTS INC, NEW YORK
TFF	COWEN AND COMPANY LLC, NEW YORK
FOB	CREDIT SUISSE, NEW YORK (CSUS)
EFN	CUTTONE & CO., INC., NEW YORK
D3X	CUTTONE & CO, JERSEY CITY
ALX	DEUTSCHE BK SECS INC, NY (NWSCUS33)
A46	DOUGHERTY COMPANY, BROOKLYN
P92	DOWLING & PARTNERS, JERSEY CITY
B2W	EVERCORE GROUP LLC, JERSEY CITY
GOL	GOLDMAN SACHS & CO, NY
SLK	GOLDMAN SACHS EXECUTION & CLEARING, NY
IET	INSTINET CORP, NY
EUI	INVESTMENT TECHNOLOGY GROUP, NEW YORK
RTG	ISI GROUP INC, NY
74L	J P MORGAN SECURITIES INC, BROOKLYN
JAN	JANNEY MONTGOMERY SCOTT, PHILADELPHIA
JEF	JEFFERIES & CO INC, NEW YORK
CSK	JMP SECURITIES, SAN FRANCISCO
TPS	JONESTRADING INSTL SVCS LLC, WESTLAKE
HKI	KEEFE BRUYETTE AND WOODS, JERSEY CITY
MCD	KEYBANC CAPITAL MARKETS INC, NEW YORK
B2T	KNIGHT EQUITY MARKETS L.P.,JERSEY CITY
AM8	LEERINK SWANN & CO, JERSEY CITY
805	LIQUIDNET INC, BROOKLYN
B6K	Longbow Securities LLC, JERSEY CITY
T86	MACQUARIE SECURITIES(USA)INC JERSEY CITY
MER	MERRILL LYNCH PIERCE FENNER SMITH INC NY
WAS	MERRILL LYNCH PROFESSIONAL CLRG, PURCHAS
MOS	MORGAN STANLEY & CO INC, NY
NEE	NEEDHAM & CO, NEW YORK
FAH	OPPENHEIMER & CO INC, NEW YORK
PIP	PIPER JAFFRAY & CO, MINNEAPOLIS
89G	PULSE TRADING LLC, BOSTON
RAY	RAYMOND JAMES & ASSOC INC, ST PETERSBURG
DAB	RBC CAPITAL MARKETS LLC, NEW YORK
JEI	SIDOTI & CO LLC, NEW YORK
86S	SIMMONS & CO INTL, HOUSTON
Z42	SJ LEVINSON & SONS LLC, JERSEY CITY
T9U	STATE STREET BROKERAGE SVCS, BOSTON
SHS	STEPHENS INC, LITTLE ROCK
STE	STERNE AGEE & LEACH INC
STI	STIFEL NICOLAUS
BIT	SUNTRUST CAPITAL MARKETS INC, ATLANTA
SBI	UBS SECURITIES LLC, STAMFORD
WED	WEDBUSH MORGAN SECS INC, LOS ANGELES
WEQ	WEEDEN & CO, NEW YORK
IY6	WELLS FARGO SECURITIES LLC, CHARLOTTE
BWC	WILLIAM BLAIR & CO, CHICAGO

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	97.000%
1.2 A&H cost containment percent	1.000%
1.3 A&H expense percent excluding cost containment expenses	4.000%
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
Accident and Health - Non-affiliates								
93440	06-1041332	01/01/2014	HM LIFE INS CO	PA	SSL/A/G	Authorized		
93440	06-1041332	01/01/0201	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		71,854,987					71,854,987	
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		71,854,987					71,854,987	
60.	Reporting entity contributions for Employee Benefit Plans	X X X								
61.	Total (Direct Business)	(a)..... 1		71,854,987					71,854,987	
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 Health Care 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)	*
		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
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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	UDP	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	IA	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
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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

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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 Health Care**

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 point		
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	260,574	228,771
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		31,803
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)	260,574	260,574
12. Deduct total nonadmitted amounts	260,574	260,574
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	81,608,425	87,769,842
2. Cost of bonds and stocks acquired	18,180,337	50,037,164
3. Accrual of discount	7,833	18,243
4. Unrealized valuation increase (decrease)	403,276	1,731,374
5. Total gain (loss) on disposals	1,018,827	4,828,362
6. Deduct consideration for bonds and stocks disposed of	18,967,592	62,066,176
7. Deduct amortization of premium	329,705	644,994
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		65,391
10. Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	81,921,401	81,608,425
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	81,921,401	81,608,425

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
BONDS								
1. NAIC 1 (a)	54,169,265	7,507,998	7,281,528	521,647	54,169,265	54,917,381		53,472,522
2. NAIC 2 (a)	5,215,956	414,779	398,917	(649,891)	5,215,956	4,581,926		5,424,414
3. NAIC 3 (a)								249,805
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	59,385,220	7,922,776	7,680,445	(128,244)	59,385,220	59,499,307		59,146,741
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	59,385,220	7,922,776	7,680,445	(128,244)	59,385,220	59,499,307		59,146,741

(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 \$.....2,049,962; 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	2,049,962	X X X	2,049,962	1	

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	1,245,944	2,020,658
2.	Cost of short-term investments acquired	804,018	
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals		774,714
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)	2,049,962	1,245,944
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	2,049,962	1,245,944

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 .....	.....	1,499,960
2.	Cost of cash equivalents acquired .....	.....	.....
3.	Accrual of discount .....	.....	21
4.	Unrealized valuation increase (decrease) .....	.....	.....
5.	Total gain (loss) on disposals .....	.....	12
6.	Deduct consideration received on disposals .....	.....	1,499,993
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)
Bonds - U.S. Governments									
912828WH9	U S TREASURY NOTE		05/12/2014	BARCLAYS CAPITAL INC, NEW YORK	X X X	900,144	900,000		1
912828C57	U S TREASURY NOTE		06/10/2014	JP MORGAN CHASE BANK/HSBCI, NEW YORK	X X X	831,592	830,000	2,551	1
912828C99	US TREAS-CPI INFLAT		06/20/2014	DEUTSCHE BK SECS INC, NY (NWSCUS33)	X X X	829,097	808,688	191	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	2,560,833	2,538,688	2,742	X X X
Bonds - U.S. Special Revenue, Special Assessment									
3135G0JA2	FEDERAL NATL MTG ASSN		05/28/2014	BARCLAYS CAPITAL INC, NEW YORK	X X X	454,777	450,000	450	1
59259YU64	MET TRANSPRTN AUTH NY REVENUE		04/11/2014	WELLS FARGO BANK, N.A., CHARLOTTE	X X X	466,848	400,000		1FE
3132M6T42	FHLMC POOL #Q2-6271		05/09/2014	NOMURA SECS, NEW YORK	X X X	204,188	200,000	253	1
31417GZ74	FNMA POOL #0AB9765		06/23/2014	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	410,973	417,960	871	1
3138WN3X5	FNMA POOL #0AT1713		04/01/2014	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	407,614	418,939	384	1
3138WTUT1	FNMA POOL #0AT5993		05/20/2014	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	309,769	314,013	576	1
3138XXAT3	FNMA POOL #0AW7217		06/23/2014	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	424,313	400,000	1,111	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	2,678,481	2,600,912	3,644	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00440EAJ6	ACE INA HOLDINGS INC		06/30/2014	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	67,078	60,000	1,311	1FE
037833AM2	APPLE INC		04/29/2014	DEUTSCHE BK SECS INC, NY (NWSCUS33)	X X X	44,976	45,000		1FE
233331AS6	DTE ENERGY COMPANY		05/06/2014	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	49,957	50,000		2FE
26441CAN5	DUKE ENERGY CORP		04/01/2014	RBC CAPITAL MARKETS LLC, NEW YORK	X X X	99,941	100,000		2FE
61166WAT8	MONSANTO CO		06/26/2014	JPMORGAN SECURITIES INC, NEW YORK	X X X	104,806	105,000		1FE
61166WAR2	MONSANTO CO		06/26/2014	WILLIAMS CAPITAL GROUP LP, JERSEY CITY	X X X	49,952	50,000		1FE
693475AP0	PNC FINANCIAL SERVICES		04/23/2014	GOLDMAN SACHS & CO, NY	X X X	89,763	90,000		1FE
756109AQ7	REALTY INCOME CORP		06/18/2014	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	104,954	105,000		2FE
828807CJ4	SIMON PROPERTY GROUP LP		06/30/2014	MITSUBISHI UFJ SECURITIES, NEW YORK	X X X	87,479	85,000	548	1FE
842400GB3	SOUTHERN CAL EDISON		05/06/2014	CASTLEOAK SEC/CANTOR FITZGERALD & CO, NY	X X X	39,987	40,000		1FE
88732JAW8	TIME WARNER CABLE INC		04/16/2014	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	60,597	55,000	619	2FE
94974BFU9	WELLS FARGO & COMPANY		04/14/2014	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	99,788	100,000		1FE
87425EAM5	TALISMAN ENERGY INC	I	04/03/2014	BARCLAYS CAPITAL INC, NEW YORK	X X X	99,330	100,000	698	2FE
03064VAC2	AMERICREDIT AUTOMOBILE RE 2 A3		06/03/2014	DEUTSCHE BK SECS INC, NY (NWSCUS33)	X X X	224,994	225,000		1FE
05579UAD5	BMW VEHICLE LEASE TRUST 1 A4		04/09/2014	BARCLAYS CAPITAL INC, NEW YORK	X X X	69,998	70,000		1FE
13975HAC0	CAPITAL AUTO RECEIVABLES 2 A3		04/16/2014	DEUTSCHE BK SECS INC, NY (NWSCUS33)	X X X	79,991	80,000		1FE
12623PAC0	CNH EQUIPMENT TRUST B A3		06/03/2014	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	199,994	200,000		1FE
34530KAB9	FORD CREDIT AUTO OWNER TR B A3		06/17/2014	MORGAN STANLEY & CO INC, NY	X X X	199,999	200,000		1FE
36163NAD8	GE EQUIPMENT TRANSPORTATI 1 A4		06/10/2014	BARCLAYS CAPITAL INC, NEW YORK	X X X	169,950	170,000		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

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)
43814GAC4	HONDA AUTO RECEIVABLES OW 2 A3 .....	.....	05/13/2014	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	69,992	70,000 .....	.....	1FE
47787VAC5	JOHN DEERE OWNER TR A A3 .....	.....	04/02/2014	MERRILL LYNCH PIERCE FENNER, CHARLOTTE	X X X	89,986	90,000 .....	.....	1FE
63938EAA2	NAVIENT STUDENT 14-1 A1 .....	.....	05/20/2014	RBC CAPITAL MARKETS LLC, NEW YORK	X X X	190,000	190,000 .....	.....	1FE
65477NAE6	NISSAN AUTO LEASE TRUST A A4 .....	.....	06/10/2014	CITIGROUP GBL MKTS/SALOMON, NEW YORK	X X X	159,979	160,000 .....	.....	1FE
80283XAD9	SANTANDER DRIVE AUTO REC 3 A3 .....	.....	06/11/2014	WELLS FARGO SECURITIES LLC, CHARLOTTE	X X X	129,999	130,000 .....	.....	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	2,683,462	2,670,000	3,176	X X X
8399997 Subtotal - Bonds - Part 3					X X X	7,922,776	7,809,600	9,562	X X X
8399999 Subtotal - Bonds					X X X	7,922,776	7,809,600	9,562	X X X
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
90214J101	2U INC .....	.....	05/12/2014	GOLDMAN SACHS & CO, NY	240.000	2,591	X X X .....	.....	L
00287Y109	ABBVIE INC .....	.....	04/11/2014	LIQUIDNET INC, BROOKLYN	650.000	30,478	X X X .....	.....	L
020002101	ALLSTATE CORP/THE .....	.....	06/18/2014	DOWLING & PARTNERS, JERSEY CITY	405.000	23,456	X X X .....	.....	L
03027X100	AMERICAN TOWER CORP .....	.....	05/05/2014	MACQUARIE SECURITIES(USA)INC JERSEY CITY	120.000	10,505	X X X .....	.....	L
037604105	APOLLO EDUCATION GROUP INC .....	.....	04/24/2014	GOLDMAN SACHS & CO, NY	25.000	701	X X X .....	.....	L
037833100	APPLE INC .....	.....	06/04/2014	CREDIT SUISSE, NEW YORK (CSUS)	235.000	136,494	X X X .....	.....	L
10921T101	BRIGHTCOVE INC .....	.....	05/07/2014	CITIGROUP GBL MKTS INC, NEW YORK	660.000	5,246	X X X .....	.....	L
14040H105	CAPITAL ONE FINANCIAL CORP .....	.....	04/28/2014	GOLDMAN SACHS & CO, NY	245.000	17,992	X X X .....	.....	L
150870103	CELANESE CORP .....	.....	05/06/2014	CUTTONE & CO., INC., NEW YORK	1,570.000	95,429	X X X .....	.....	L
20030N101	COMCAST CORP .....	.....	04/11/2014	JEFFERIES & CO INC, NEW YORK	460.000	22,307	X X X .....	.....	L
216648402	COOPER COS INC/THE .....	.....	04/30/2014	CREDIT SUISSE, NEW YORK (CSUS)	90.000	11,816	X X X .....	.....	L
224399105	CRANE CO .....	.....	05/20/2014	GOLDMAN SACHS & CO, NY	285.000	20,362	X X X .....	.....	L
247361702	DELTA AIR LINES INC .....	.....	06/13/2014	CUTTONE & CO., INC., NEW YORK	775.000	30,208	X X X .....	.....	L
254709108	DISCOVER FINANCIAL SERVICES .....	.....	04/29/2014	CREDIT SUISSE, NEW YORK (CSUS)	210.000	11,681	X X X .....	.....	L
28849P100	ELLIE MAE INC .....	.....	04/28/2014	CANTOR FITZGERALD & CO INC, NEW YORK	570.000	14,546	X X X .....	.....	L
268648102	EMC CORP/MA .....	.....	06/11/2014	RBC CAPITAL MARKETS LLC, NEW YORK	1,650.000	43,533	X X X .....	.....	L
292475209	EMULEX CORP .....	.....	05/01/2014	PIPER JAFFRAY & CO, MINNEAPOLIS	1,470.000	7,590	X X X .....	.....	L
29265N108	ENERGEN CORP .....	.....	05/19/2014	J P MORGAN SECURITIES INC, BROOKLYN	340.000	28,516	X X X .....	.....	L
26884L109	EQT CORP .....	.....	06/25/2014	ISI GROUP INC, NY	590.000	61,509	X X X .....	.....	L
518439104	ESTEE LAUDER COS INC/THE .....	.....	06/19/2014	DEUTSCHE BK SECS INC, NY (NWSCUS33)	1,280.000	92,758	X X X .....	.....	L
30219G108	EXPRESS SCRIPTS HOLDING CO .....	.....	04/28/2014	J P MORGAN SECURITIES INC, BROOKLYN	315.000	22,536	X X X .....	.....	L
30231G102	EXXON MOBIL CORP .....	.....	06/05/2014	GOLDMAN SACHS & CO, NY	30.000	3,017	X X X .....	.....	L
30303M102	FACEBOOK INC .....	.....	06/10/2014	UBS SECURITIES LLC, STAMFORD	260.000	16,657	X X X .....	.....	L
31620M106	FIDELITY NATIONAL INFORMATION .....	.....	04/07/2014	STIFEL NICOLAUS	260.000	13,847	X X X .....	.....	L
316773100	FIFTH THIRD BANCORP .....	.....	05/22/2014	CREDIT SUISSE, NEW YORK (CSUS)	560.000	11,426	X X X .....	.....	L
38046C109	GOGO INC .....	.....	04/14/2014	WILLIAM BLAIR & CO, CHICAGO	1,090.000	19,632	X X X .....	.....	L
38259P706	GOOGLE INC .....	.....	04/03/2014	MELLON BANK	249.000	77,146	X X X .....	.....	L
437076102	HOME DEPOT INC/THE .....	.....	04/28/2014	J P MORGAN SECURITIES INC, BROOKLYN	580.000	46,513	X X X .....	.....	L
447011107	HUNTSMAN CORP .....	.....	06/20/2014	CREDIT SUISSE, NEW YORK (CSUS)	1,600.000	41,230	X X X .....	.....	L
460146103	INTERNATIONAL PAPER CO .....	.....	04/28/2014	ISI GROUP INC, NY	250.000	11,536	X X X .....	.....	L
46625H100	JPMORGAN CHASE & CO .....	.....	06/11/2014	GOLDMAN SACHS & CO, NY	310.000	17,853	X X X .....	.....	L
50540R409	LABORATORY CORP OF AMERICA HOL .....	.....	04/29/2014	GOLDMAN SACHS & CO, NY	255.000	25,363	X X X .....	.....	L
512807108	LAM RESEARCH CORP .....	.....	06/30/2014	COWEN AND COMPANY LLC, NEW YORK	600.000	40,294	X X X .....	.....	L
539830109	LOCKHEED MARTIN CORP .....	.....	04/23/2014	CITATION GROUP/BCC CLRG, NEW YORK	125.000	19,700	X X X .....	.....	L
546347105	LOUISIANA-PACIFIC CORP .....	.....	04/15/2014	MORGAN STANLEY & CO INC, NY	720.000	11,246	X X X .....	.....	L
56585A102	MARATHON PETROLEUM CORP .....	.....	05/27/2014	CREDIT SUISSE, NEW YORK (CSUS)	595.000	55,043	X X X .....	.....	L
567908108	MARINEMAX INC .....	.....	05/15/2014	LIQUIDNET INC, BROOKLYN	200.000	2,976	X X X .....	.....	L

QE04.2

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)
585055106	MEDTRONIC INC		06/17/2014	CITIGROUP GBL MKTS INC, NEW YORK	295.000	17,942	X X X		L
594918104	MICROSOFT CORP		06/25/2014	GOLDMAN SACHS & CO, NY	495.000	20,640	X X X		L
60935Y208	MTLY		04/21/2014	KEEFE BRUYETTE AND WOODS, JERSEY CITY	950.000	12,982	X X X		L
637071101	NATIONAL OILWELL VARCO INC		06/11/2014	GOLDMAN SACHS & CO, NY	280.000	22,082	X X X		L
67011P100	NOW INC		06/02/2014	REC FROM NATL OILWELL AS LIQ DIV	361.250	10,776	X X X		L
682189105	ON SEMICONDUCTOR CORP		05/09/2014	INVESTMENT TECHNOLOGY GROUP, NEW YORK	240.000	2,084	X X X		L
68389X105	ORACLE CORP		04/10/2014	J P MORGAN SECURITIES INC, BROOKLYN	1,540.000	63,599	X X X		L
695263103	PACWEST BANCORP		04/08/2014	MERGER WITH CAPITALSOURCE	2,235.556	42,793	X X X		L
718546104	PHILLIPS 66		06/05/2014	GOLDMAN SACHS & CO, NY	320.000	25,831	X X X		L
693506107	PPG INDUSTRIES INC		05/02/2014	WELLS FARGO SECURITIES LLC, CHARLOTTE	80.000	15,590	X X X		L
740585104	PREMIERE GLOBAL SERVICES INC		05/01/2014	RAYMOND JAMES & ASSOC INC, ST PETERSBURG	460.000	5,752	X X X		L
744320102	PRUDENTIAL FINANCIAL INC		06/06/2014	CITIGROUP GBL MKTS INC, NEW YORK	500.000	44,161	X X X		L
74733V100	QEP RESOURCES INC		04/23/2014	J P MORGAN SECURITIES INC, BROOKLYN	745.000	23,493	X X X		L
74837P108	QUICKLOGIC CORP		05/07/2014	CANTOR FITZGERALD & CO INC, NEW YORK	2,840.000	10,900	X X X		L
755111507	RAYTHEON CO		04/15/2014	GOLDMAN SACHS & CO, NY	115.000	11,152	X X X		L
79466L302	SALESFORCE.COM INC		06/10/2014	EVERCORE GROUP LLC, JERSEY CITY	310.000	16,329	X X X		L
800677106	SANGAMO BIOSCIENCES INC		05/07/2014	PULSE TRADING LLC, BOSTON	990.000	13,616	X X X		L
811065101	SCRIPPS NETWORKS INTERACTIVE I		06/24/2014	RBC CAPITAL MARKETS LLC, NEW YORK	325.000	26,032	X X X		L
86101X104	STOCK BUILDING SUPPLY HOLDINGS		05/15/2014	WEEDEN & CO, NEW YORK	370.000	6,501	X X X		L
887228104	TIME INC		06/09/2014	REC FROM TIME WARNER AS LIQ DIV	176.625	1,985	X X X		L
887317303	TIME WARNER INC		06/05/2014	GOLDMAN SACHS & CO, NY	40.000	2,849	X X X		L
89417E109	TRAVELERS COS INC/THE		04/29/2014	CREDIT SUISSE, NEW YORK (CSUS)	260.000	23,451	X X X		L
904034105	ULTRATECH INC		06/24/2014	CITIGROUP GBL MKTS INC, NEW YORK	460.000	11,115	X X X		L
910047109	UNITED CONTINENTAL HOLDINGS IN		06/13/2014	CUTTONE & CO., INC., NEW YORK	425.000	18,089	X X X		L
91347P105	UNIVERSAL DISPLAY CORP		05/15/2014	RAYMOND JAMES & ASSOC INC, ST PETERSBURG	170.000	4,176	X X X		L
91913Y100	VALERO ENERGY CORP		04/28/2014	GOLDMAN SACHS & CO, NY	205.000	11,831	X X X		L
92343V104	VERIZON COMMUNICATIONS INC		05/08/2014	JEFFERIES & CO INC, NEW YORK	3,310.000	159,293	X X X		L
92553P201	VIACOM INC		04/30/2014	JMP SECURITIES, SAN FRANCISCO	180.000	15,261	X X X		L
958102105	WESTERN DIGITAL CORP		05/06/2014	CREDIT SUISSE, NEW YORK (CSUS)	70.000	5,872	X X X		L
98986T108	ZYNGA INC		05/16/2014	MORGAN STANLEY & CO INC, NY	4,290.000	16,509	X X X		L
867224107	SUNCOR ENERGY INC	I	04/23/2014	SIMMONS & CO INTL, HOUSTON	490.000	18,364	X X X		L
21240E105	CONTROLADORA VUELA CIA DE AVIA	R	05/07/2014	DEUTSCHE BK SECS INC, NY (NWCUS33)	820.000	5,680	X X X		L
G35569105	FLEETMATICS GROUP LTD	R	04/25/2014	JEFFERIES & CO INC, NEW YORK	360.000	11,120	X X X		L
G47791101	INGERSOLL-RAND PUBLIC LIMITED	R	06/17/2014	STATE STREET BROKERAGE SVCS, BOSTON	2,080.000	129,872	X X X		L
G50871105	JAZZ PHARMACEUTICALS PLC	R	04/07/2014	CREDIT SUISSE, NEW YORK (CSUS)	120.000	15,260	X X X		L
G7S00T104	PENTAIR PLC	R	06/03/2014	MERGER WITH PENTAIR LTD	210.000	6,429	X X X		L
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					X X X	1,953,149	X X X		X X X
Common Stocks - Mutual Funds									
922908710	VANGUARD 500 INDEX FUND		06/20/2014	NON-BROKER TRADE	65.716	11,895	X X X		L
9299999 Subtotal - Common Stocks - Mutual Funds					X X X	11,895	X X X		X X X
9799997 Subtotal - Common Stocks - Part 3					X X X	1,965,044	X X X		X X X
9799999 Subtotal - Common Stocks					X X X	1,965,044	X X X		X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	1,965,044	X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	9,887,820	X X X	9,562	X X X

Schedule D Part 3 (continued)

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

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	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description		Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (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.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
912828VY3	U S TREASURY NOTE		06/20/2014	MERRILL LYNCH PIERCE																	
912828SF8	U S TREASURY NOTE		06/25/2014	FENN	X X X	2,006,668	2,005,000	2,003,275	978,839		120		120		2,003,781		2,887	2,887	876	09/30/2015	1
912828B66	U S TREASURY NOTE		06/25/2014	DEUTSCHE BK SECS INC, NY	X X X	206,291	210,000	204,447	204,737		144		144		204,882		1,410	1,410	1,520	02/15/2022	1
				MERRILL LYNCH PIERCE																	
				FENN	X X X	204,070	200,000	200,204		(4)			(4)		200,199		3,871	3,871	1,990	02/15/2024	1
3620A94H1	GNMA POOL #0723624		06/16/2014	Redemption	X X X	7,233	7,233	7,713	7,242	(9)			(9)		7,233				66	01/15/2040	1FE
3620AUUY8	GNMA POOL #0740499		06/16/2014	Redemption	X X X	21,716	21,716	23,151	21,817	(101)			(101)		21,716				185	08/15/2040	1FE
36230T5T5	GNMA POOL #0758958		06/16/2014	Redemption	X X X	2,445	2,445	2,621	2,446	(1)			(1)		2,445				16	10/15/2041	1FE
38378KGV5	GNMA GTD REMIC P/T 13-57 A		06/16/2014	Redemption	X X X	1,006	1,006	1,008	1,006						1,006				2	06/16/2037	1FE
36202FZX7	GNMA II POOL #0005258		06/20/2014	Redemption	X X X	12,815	12,815	13,321	12,828	(13)			(13)		12,815				77	12/20/2041	1FE
36202F2L9	GNMA II POOL #0005279		06/20/2014	Redemption	X X X	13,037	13,037	13,671	13,053	(16)			(16)		13,037				78	01/20/2042	1FE
36179MC24	GNMA II POOL #0MA0089		06/20/2014	Redemption	X X X	26,913	26,913	29,264	26,984	(71)			(71)		26,913				187	05/20/2042	1FE
0599999 Subtotal - Bonds - U.S. Governments					X X X	2,502,193	2,500,164	2,498,676	1,268,952		48		48		2,494,025		8,168	8,168	4,999	X X X	X X X
Bonds - U.S. States, Territories and Possessions																					
4521518V8	ILLINOIS ST		06/12/2014	JPMORGAN SECURITIES INC	X X X	127,496	125,000	130,255	126,268		(353)		(353)		125,915		1,581	1,581	2,548	01/01/2015	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	127,496	125,000	130,255	126,268		(353)		(353)		125,915		1,581	1,581	2,548	X X X	X X X
Bonds - U.S. Special Revenue, Special Assessment																					
3135G0SB0	FEDERAL NATL MTG ASSN		05/28/2014	SG AMERICAS SECURITIES																	
				LL	X X X	501,040	500,000	499,113	499,677		30		30		499,707		1,333	1,333	823	12/21/2015	1
469487CR1	JACKSONVILLE FLA SPL REV		04/21/2014	US BANCORP INVESTMENTS	X X X	510,450	500,000	578,595	517,555		(1,118)		(1,118)		516,438		(5,988)	(5,988)	14,097	10/01/2014	1FE
				IN																	
639707AU2	NEBRASKA UTIL CORP REV		04/08/2014	PERSHING LLC, JERSEY	X X X	258,385	250,000	280,943	256,008	(221)			(221)		255,787		2,598	2,598	3,472	01/01/2015	1FE
				CITY	X X X	4,549	4,549	4,793	4,555	(6)			(6)		4,549				29	08/01/2021	1
3128PWC89	FHLMC POOL #J1-6395		06/16/2014	Redemption	X X X	168,831	168,831	185,504	171,723	(2,892)			(2,892)		168,831				1,599	05/01/2041	1
3132GEFH8	FHLMC POOL #Q0-1068		06/16/2014	Redemption	X X X	1,898	1,898	2,055	1,898	0			0		1,898				16	06/01/2041	1
3132GETD2	FHLMC POOL #Q0-1448		06/16/2014	Redemption	X X X	1,133	1,133	1,238	1,133	0			0		1,133				10	08/01/2041	1
3132GF4F1	FHLMC POOL #Q0-2622		06/16/2014	Redemption	X X X	5,298	5,298	5,335	5,299	(1)			(1)		5,298				30	06/01/2042	1
3132GUG24	FHLMC POOL #Q0-8917		06/16/2014	Redemption	X X X	109	109	115	109						109				1	10/01/2042	1
3132HNEB1	FHLMC POOL #Q1-1930		06/16/2014	Redemption	X X X	798	798	821	798	0			0		798				4	03/01/2043	1
3132J7W99	FHLMC POOL #Q1-6571		06/16/2014	Redemption	X X X	285	285	291	285	0			0		285				1	05/01/2044	1
3132M6T42	FHLMC POOL #Q2-6271		06/16/2014	Redemption	X X X	12,411	12,411	12,575	12,411	(7)			(7)		12,411				53	07/15/2037	1
31417C3V5	FNMA POOL #0AB6211		04/16/2014	Redemption	X X X	108,219	111,303	116,938	114,718	(14)			(14)		114,704		(6,486)	(6,486)	658	08/01/2042	1
31417DC35	FNMA POOL #0AB6389		04/16/2014	NOMURA SECS, NEW YORK	X X X	95,684	98,393	103,159	100,714	(12)			(12)		100,702		(5,018)	(5,018)	581	10/01/2042	1
31417EH7H	FNMA POOL #0AB7431		04/16/2014	NOMURA SECS, NEW YORK	X X X	76,111	78,280	81,631	80,297	(8)			(8)		80,288		(4,178)	(4,178)	463	12/01/2042	1
31419JSV1	FNMA POOL #0AE7731		06/25/2014	Redemption	X X X	6,114	6,114	6,595	6,120	(6)			(6)		6,114				47	11/01/2040	1
31419MC25	FNMA POOL #0AE9988		06/25/2014	Redemption	X X X	1,513	1,513	1,608	1,513	(1)			(1)		1,513				10	07/01/2026	1
3138A6LJ7	FNMA POOL #0AH4828		06/25/2014	Redemption	X X X	5,101	5,101	5,459	5,101	(15)			(15)		5,101				35	02/01/2026	1
3138AJVV1	FNMA POOL #0A15127		06/25/2014	Redemption	X X X	5,390	5,390	5,739	5,394	(3)			(3)		5,390				36	09/01/2026	1
3138ALK44	FNMA POOL #0A16588		06/25/2014	Redemption	X X X	8,522	8,522	9,131		(24)			(24)		8,522				56	07/01/2026	1
3138ALLZ8	FNMA POOL #0A16643		05/20/2014	Redemption	X X X	327,659	302,948	323,539	316,260	(415)			(415)		315,845		11,815	11,815	3,080	08/01/2041	1
3138AUP43	FNMA POOL #0AJ3142		06/25/2014	Redemption	X X X	4,334	4,334	4,624	4,338	(4)			(4)		4,334				38	10/01/2041	1
3138EORS0	FNMA POOL #0AJ7696		06/25/2014	Redemption	X X X	10,899	10,899	11,756	10,916	(17)			(17)		10,899				89	12/01/2041	1
3138EMNR8	FNMA POOL #0AL4899		06/25/2014	Redemption	X X X	4,228	4,228	4,530		(13)			(13)		4,228				29	02/01/2029	1
3138LUCS7	FNMA POOL #0A04064		06/25/2014	Redemption	X X X	1,466	1,466	1,564	1,466	0			0		1,466				9	06/01/2042	1
3138LVXA6	FNMA POOL #0A05172		06/25/2014	Redemption	X X X	8,064	8,064	8,528	8,084	(20)			(20)		8,064				40	06/01/2022	1
3138MODJ6	FNMA POOL #0A08204		06/25/2014	Redemption	X X X	1,965	1,965	2,096	1,966	0			0		1,965				11	06/01/2042	1
3138MCRK2	FNMA POOL #0AP8589		06/25/2014	Redemption	X X X	377	377	396	377	0			0		377				2	11/01/2042	1
3138MGNW1	FNMA POOL #0AQ1304		06/25/2014	Redemption	X X X	268	268	280	268	0			0		268				1	10/01/2042	1
3138MR6E6	FNMA POOL #0AQ9868		04/16/2014	NOMURA SECS, NEW YORK	X X X	51,454	52,920	54,706	54,003	(6)			(6)		53,996		(2,543)	(2,543)	313	01/01/2043	1
3138NXL54	FNMA POOL #0AR1247		06/25/2014	Redemption	X X X	4,789	4,789	5,027	4,796	(7)			(7)		4,789				34	01/01/2043	1
3138NXNF0	FNMA POOL #0AR1289		04/16/2014	Redemption	X X X	105,677	108,688	114,276	112,063	(14)			(14)		112,049		(6,372)	(6,372)	642	12/01/2042	1
3138W03B3	FNMA POOL #0AR3493		04/16/2014	Redemption	X X X	137,147	141,053	145,858	143,978	(18)			(18)		143,960		(6,813)	(6,813)	833	01/01/2043	1
3138WN3X5	FNMA POOL #0AT1713		06/25/2014	Redemption	X X X	4,717	4,717	4,589		2			2		4,717				12	03/01/2043	1
3138WTUT1	FNMA POOL #0AT5993		06/25/2014	Redemption	X X X	2,141	2,141	2,112		0			0		2,141				5	05/01/2043	1
3138WVCN9	FNMA POOL #0AT7276		06/25/2014	Redemption	X X X	1,861	1,861	1,941	1,862	0			0		1,861				13	09/01/2043	1
3138X4R44	FNMA POOL #0AU5006		06/25/2014	Redemption	X X X	2,382	2,382	2,431	2,383	(1)			(1)		2,382				17	10/01/2043	1
3138X5MS3	FNMA POOL #0AU5768		05/09/2014	NOMURA SECS, NEW YORK	X X X	195,608	191,493	193,303	192,660	(7)			(7)		192,653		2,955	2,955	1,357	09/01/2043	1
31417Y7F8	FNMA POOL #0MA0893		06/25/2014	Redemption	X X X	11,662	11,662	12,300	11,685	(23)			(23)		11,662				70	10/01/2021	1

QE05

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

QE05.1

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 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.							
31418AAF5	FNMA POOL #0MA0905		06/25/2014	Redemption	X X X	24,891	24,891	25,973	24,936		(45)		(45)		24,891				139	10/01/2021	1
31418AFD5	FNMA POOL #0MA1063		06/25/2014	Redemption	X X X	5,587	5,587	5,584	5,588		(1)		(1)		5,587				29	05/01/2022	1
31418AH76	FNMA POOL #0MA1153		06/25/2014	Redemption	X X X	9,238	9,238	9,703	9,247		(9)		(9)		9,238				46	07/01/2022	1
31397ND77	FNMA GTD REMIC P/T 09-31 C		06/25/2014	Redemption	X X X	7,003	7,003	7,321			(14)		(14)		7,003				41	11/25/2038	1
3136A1QL2	FNMA GTD REMIC P/T 11-96 CA		06/25/2014	Redemption	X X X	8,509	8,509	8,828			(16)		(16)		8,509				49	05/25/2041	1
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	2,703,767	2,671,413	2,853,200	2,674,388		(4,929)		(4,929)		2,722,464		(18,696)	(18,696)	28,919	X X X	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
00440EAL1	ACE INA HOLDINGS INC		06/30/2014	JPMORGAN SECURITIES INC	X X X	93,864	90,000	100,029	94,924		(1,118)		(1,118)		93,806		58	58	3,192	05/15/2015	1FE
026874CT2	AMERICAN INTL GROUP		05/05/2014	Call	X X X	127,791	125,000	124,805	124,935		6		6		124,941		2,850	2,850	469	03/20/2015	2FE
03524BAC0	ANHEUSER-BUSCH INBEV FINANCE I		05/12/2014	BARCLAYS CAPITAL INC, NEW WELLS FARGO SECURITIES LL	X X X	20,105	20,000	19,991			0		0		19,992		113	113	68	01/27/2017	1FE
00206RAV4	AT&T INC		05/09/2014	BARCLAYS CAPITAL INC, NEW WELLS FARGO SECURITIES LL	X X X	40,987	40,000	41,754	40,950		(82)		(82)		40,867		120	120	247	08/15/2015	1FE
166764AC4	CHEVRON CORP		05/12/2014	BARCLAYS CAPITAL INC, NEW WELLS FARGO SECURITIES LL	X X X	100,707	100,000	100,000	100,000						100,000		707	707	348	06/24/2016	1FE
172967GL9	CITIGROUP INC		04/10/2014	MERRILL LYNCH PIERCE FENN	X X X	78,318	80,000	79,810	79,827		1		1		79,828		(1,510)	(1,510)	330	03/01/2023	1FE
25459HBA2	DIRECTV HOLDINGS LLC / DIRECTV		05/21/2014	JPMORGAN CHASE BK/RBS SEC	X X X	55,665	50,000	54,665	54,096		(82)		(82)		54,015		1,650	1,650	597	03/01/2021	2FE
26442CAK0	DUKE ENERGY CAROLINAS		04/01/2014	CIBC WORLD MARKETS CORP,	X X X	10,671	10,000	10,068	10,051		0		0		10,051		620	620	118	06/15/2021	1FE
264399EM4	DUKE ENERGY CAROLINAS LLC		04/01/2014	MILLENNIUM ADVISORS LLC,	X X X	133,648	125,000	144,065	132,323		(40)		(40)		132,283		1,364	1,364	3,368	10/01/2015	1FE
263534CD9	EI DU PONT DE NEMOURS & CO		05/20/2014	MIZUHO SECURITIES USA INC	X X X	122,866	120,000	124,309	122,767		(222)		(222)		122,545		321	321	832	01/15/2016	1FE
743263AQ8	PROGRESS ENERGY INC		06/16/2014	GOLDMAN SACHS & CO, NY	X X X	128,890	115,000	126,802	123,563		(297)		(297)		123,266		5,624	5,624	3,083	12/01/2019	2FE
74456QAW6	PUBLIC SERVICE ELECTRIC & GAS		05/23/2014	MERRILL LYNCH PIERCE FENN	X X X	71,380	70,000	72,346	71,639		(243)		(243)		71,396		(16)	(16)	1,092	05/01/2015	1FE
828807BM8	SIMON PROPERTY GROUP LP		06/30/2014	WELLS FARGO SECURITIES LL	X X X	114,778	110,000	120,326	113,471		(726)		(726)		112,744		2,034	2,034	3,086	06/15/2015	1FE
05565QBT4	BP CAPITAL MARKETS PLC	R	06/10/2014	BNP PARIBAS SECS CP/FIXED	X X X	222,007	215,000	217,711	216,918		(61)		(61)		216,857		5,150	5,150	2,980	11/01/2016	1FE
539473AQ1	LLOYDS TSB BANK PLC	F	05/20/2014	NOMURA SECS, NEW YORK	X X X	103,181	95,000	103,815	101,990		(331)		(331)		101,660		1,522	1,522	610	03/28/2017	1FE
87938WAP8	TELEFONICA EMISIONES SAU	F	06/18/2014	JP MORGAN CHASE BANK/HSBC	X X X	101,422	90,000	97,080			(199)		(199)		96,696		4,726	4,726	1,734	02/16/2021	2FE
02006GAC8	ALLY AUTO RECEIVAB SN1 A3		06/20/2014	Redemption	X X X	85,462	85,462	85,488			(10)		(10)		85,462				87	08/20/2015	1FE
03063XAD7	AMERICREDIT AUTOMOBILE R 4 A3		06/04/2014	CREDIT SUISSE, NEW YORK	X X X	95,096	95,000	94,985	94,990		1		1		94,990		106	106	161	06/08/2017	1FE
14313JAC5	CARMAX AUTO OWNER TRUST 2 A3		06/16/2014	Redemption	X X X	21,447	21,447	21,442	21,446		0		0		21,447				30	03/15/2017	1FE
12591FAC0	CNH EQUIPMENT TRUST A A3		04/09/2014	CITIGROUP GBL MKTS/SALOMO	X X X	145,232	145,000	145,000	145,000						145,000		232	232	81	06/15/2018	1FE
34530FAD6	FORD CREDIT AUTO LEASE TR B A3		06/11/2014	CREDIT AGRICOLE (USA) INC	X X X	90,267	90,000	89,987	89,989		1		1		89,990		277	277	173	09/15/2016	1FE
34530DAC3	FORD CREDIT AUTO OWNER TR C A3		06/17/2014	JPMORGAN CHASE BK/RBS SEC	X X X	200,406	200,000	199,966	199,971		2		2		199,973		433	433	433	12/15/2017	1FE
34528QBT0	FORD CREDIT FLOORPLAN MAS 4 A1		06/04/2014	JPMORGAN SECURITIES INC	X X X	150,152	150,000	149,974	149,984		1		1		149,985		167	167	259	09/15/2016	1FE
36159JCS8	GE CAPITAL CREDIT CARD MA 1 A		05/08/2014	NOMURA SECS, NEW YORK	X X X	140,459	140,000	139,989	139,993		0		0		139,993		467	467	216	01/15/2018	1FE
36161YAB0	GE EQUIPMENT 2012-1 CL A2		04/22/2014	Call	X X X	8,438	8,438	8,437	8,437		0		0		8,438				3	01/22/2015	1FE
36162WAC1	GE EQUIPMENT TRANSPORTATI 1 A3		06/11/2014	MIZUHO SECURITIES USA INC	X X X	250,332	250,000	249,979	249,984		1		1		249,986		346	346	393	11/25/2016	1FE
41283TAC2	HARLEY-DAVIDSON MOTORCYCL 1 A3		06/16/2014	Redemption	X X X	20,701	20,701	20,697	20,700		1		1		20,701				23	04/17/2017	1FE
41283NAD3	HARLEY-DAVIDSON MOTORCYCL 1 A3		06/16/2014	Redemption	X X X	47,061	47,061	47,195	47,104		(43)		(43)		47,061				74	05/15/2016	1FE
47787BAC9	JOHN DEERE OWNER TRUST A A3		04/09/2014	MORGAN STANLEY & CO INC,	X X X	113,792	113,636	113,625	113,630		0		0		113,630		162	162	69	03/15/2016	1FE
80283FAB2	SANTANDER DRIVE AUTO RECE 1 A2		06/17/2014	Redemption	X X X	27,194	27,194	27,193	27,193		1		1		27,194		0	0	17	02/16/2016	1FE
80283DAB7	SANTANDER DRIVE AUTO RECE 2 A2		06/16/2014	Redemption	X X X	23,478	23,478	23,476	23,477		1		1		23,478				18	03/15/2016	1FE
78447NAB2	SMART TRUST/AUSTRALIA 1US A2A	F	06/16/2014	Redemption	X X X	83,972	83,972	83,969	83,971		1		1		83,972				80	05/14/2015	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	3,029,769	2,956,388	3,038,979	2,803,325		(3,438)		(3,438)		3,002,245		27,524	27,524	24,270	X X X	X X X
8399997 Subtotal - Bonds - Part 4					X X X	8,363,225	8,252,965	8,521,110	6,872,933		(8,672)		(8,672)		8,344,648		18,577	18,577	60,736	X X X	X X X
8399999 Subtotal - Bonds					X X X	8,363,225	8,252,965	8,521,110	6,872,933		(8,672)		(8,672)		8,344,648		18,577	18,577	60,736	X X X	X X X
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
03027X100	AMERICAN TOWER CORP		06/05/2014	RAYMOND JAMES & ASSOC INC		920,000	81,649	73,717	57,309		(2,283)		(2,283)		73,717		7,932	7,932	256	X X X	L

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

QE05.2

1	2	3 F o r e i g n	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description		Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V.	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
031162100	AMGEN INC		04/29/2014	BARCLAYS CAPITAL LE, JERS	595,000	67,835	X X X	67,129	73,387	(6,259)			(6,259)		67,129		707	707		X X X	L
037833100	APPLE INC		04/11/2014	COWEN AND COMPANY LLC, NE	59,000	30,662	X X X	22,259	31,668	(9,408)			(9,408)		22,259		8,403	8,403		X X X	L
050095108	ATWOOD OCEANICS INC		06/11/2014	CITIGROUP GBL MKTS INC, N	370,000	18,456	X X X	16,689	18,644	(1,955)			(1,955)		16,689		1,767	1,767		X X X	L
060505104	BANK OF AMERICA CORP		04/29/2014	SJ LEVINSON & SONS LLC, J	8,805,000	133,200	X X X	120,443	122,378	(31,003)			(31,003)		120,443		12,757	12,757		X X X	L
075896100	BED BATH & BEYOND INC		04/09/2014	CREDIT SUISSE, NEW YORK	775,000	52,498	X X X	46,469	53,320	(6,851)			(6,851)		46,469		6,029	6,029		X X X	L
110122108	BRISTOL-MYERS SQUIBB CO		04/15/2014	LIQUIDNET INC, BROOKLYN	2,710,000	130,427	X X X	104,849	140,785	(35,936)			(35,936)		104,849		25,578	25,578	976	X X X	L
111621306	BROCADE COMMUNICATIONS SYSTEMS		05/13/2014	CREDIT SUISSE, NEW YORK	1,460,000	11,956	X X X	8,936	15,491	(6,554)			(6,554)		8,936		3,020	3,020		X X X	L
14055X102	CAPITAL SOURCE INC		04/08/2014	MERGER WITH PACWEST	7,880,000	42,793	X X X	23,330	114,969	(91,639)			(91,639)		23,330		19,464	19,464		X X X	L
125509109	CIGNA CORPORATION COM		04/30/2014	GOLDMAN SACHS & CO, NY	455,000	35,754	X X X	24,332	38,097	(13,765)			(13,765)		24,332		11,423	11,423	24	X X X	L
20030N101	COMCAST CORP		04/07/2014	CREDIT SUISSE, NEW YORK	330,000	16,558	X X X	7,993	16,513	(8,521)			(8,521)		7,993		8,565	8,565		X X X	L
228368106	CROWN HOLDINGS INC		06/17/2014	GOLDMAN SACHS & CO, NY	240,000	11,817	X X X	9,960	10,738	(778)			(778)		9,960		1,857	1,857		X X X	L
235851102	DANAHER CORP		06/19/2014	BAIRD, ROBERT W & CO INC,	230,000	18,416	X X X	12,655	17,250	(4,595)			(4,595)		12,655		5,762	5,762	23	X X X	L
252131107	DEXCOM INC		06/20/2014	LIQUIDNET INC, BROOKLYN	90,000	3,624	X X X	270	3,722	(3,452)			(3,452)		270		3,354	3,354		X X X	L
278642103	EBAY INC		06/06/2014	J P MORGAN SECURITIES INC	1,460,000	72,514	X X X	79,092	50,821	(1,558)			(1,558)		79,092		(6,579)	(6,579)		X X X	L
278865100	ECOLAB INC		05/07/2014	PULSE TRADING LLC, BOSTON	860,000	90,233	X X X	71,976	92,871	(20,896)			(20,896)		71,976		18,258	18,258	237	X X X	L
292475209	EMULEX CORP		06/11/2014	ISI GROUP INC, NY	2,820,000	15,228	X X X	16,898	9,977	(669)			(669)		16,898		(1,670)	(1,670)		X X X	L
29476L107	EQUITY RESIDENTIAL		04/22/2014	GOLDMAN SACHS & CO, NY	700,000	40,574	X X X	41,075	40,593	482			482		41,075		(501)	(501)	350	X X X	L
30231G102	EXXON MOBIL CORP		06/19/2014	GOLDMAN SACHS & CO, NY	175,000	17,943	X X X	15,372	17,094	(1,722)			(1,722)		15,372		2,571	2,571	3	X X X	L
337932107	FIRSTENERGY CORP		06/20/2014	J P MORGAN SECURITIES INC	1,295,000	44,632	X X X	48,012	44,069	3,943			3,943		48,012		(3,380)	(3,380)	466	X X X	L
364730101	GANNETT CO INC		04/23/2014	GOLDMAN SACHS & CO, NY	1,315,000	35,010	X X X	20,242	36,294	(16,052)			(16,052)		20,242		14,768	14,768	263	X X X	L
38141G104	GOLDMAN SACHS GROUP INC/THE		04/09/2014	ISI GROUP INC, NY	295,000	46,329	X X X	36,662	48,336	(11,673)			(11,673)		36,662		9,667	9,667		X X X	L
38259P508	GOOGLE INC		04/03/2014	LIQUIDATING DIVIDEND		77,146	X X X	77,146	138,602	(61,455)			(61,455)		77,146					X X X	L
443510201	HUBBELL INC		06/11/2014	CITIGROUP GBL MKTS INC, N	130,000	15,548	X X X	4,248	15,583	(11,335)			(11,335)		4,248		11,300	11,300		X X X	L
44919P508	IAC/INTERACTIVECORP		04/15/2014	ISI GROUP INC, NY	380,000	26,145	X X X	17,329	27,128	(9,800)			(9,800)		17,329		8,817	8,817		X X X	L
49926D109	KNOWLES CORP		06/10/2014	CITIGROUP GBL MKTS INC, N	275,000	8,362	X X X	5,480		(3,201)			(3,201)		5,480		2,882	2,882		X X X	L
521865204	LEAR CORP		06/16/2014	BERNSTEIN SANFORD C & CO,	65,000	5,814	X X X	2,784	5,442	(2,658)			(2,658)		2,784		3,030	3,030		X X X	L
526107107	LENNOX INTERNATIONAL INC		04/22/2014	CANTOR FITZGERALD & CO IN	60,000	5,269	X X X	2,185	5,455	(3,269)			(3,269)		2,185		3,084	3,084	12	X X X	L
502161102	LSI CORP		05/06/2014	NON-BROKER TRADE	4,520,000	50,398	X X X	34,073	50,036	(15,964)			(15,964)		34,073		16,325	16,325		X X X	L
565849106	MARATHON OIL CORP		04/25/2014	CITATION GROUP/BCC CLRG,	1,010,000	36,768	X X X	33,397	35,875	(2,478)			(2,478)		33,397		3,371	3,371		X X X	L
58155Q103	MCKESSON CORP		05/02/2014	J P MORGAN SECURITIES INC	340,000	57,283	X X X	16,968	60,034	(43,065)			(43,065)		16,968		40,315	40,315	69	X X X	L
609207105	MONDELEZ INTERNATIONAL INC		04/29/2014	BARCLAYS CAPITAL LE, JERS	680,000	24,160	X X X	17,543	23,494	(5,951)			(5,951)		17,543		6,617	6,617	95	X X X	L
637071101	NATIONAL OILWELL VARCO INC		06/02/2014	LIQUIDATING DIVIDEND		10,776	X X X	10,776	9,300	(500)			(500)		10,776					X X X	L
64110D104	NETAPP INC		05/12/2014	GOLDMAN SACHS & CO, NY	765,000	25,848	X X X	31,405	28,229	3,177			3,177		31,405		(5,557)	(5,557)	115	X X X	L
655844108	NORFOLK SOUTHERN CORP		06/26/2014	J P MORGAN SECURITIES INC	175,000	17,824	X X X	12,802	17,005	(4,203)			(4,203)		12,802		5,022	5,022	7	X X X	L
67011P100	NOW INC		06/09/2014	INVESTMENT TECHNOLOGY GRO	361,000	11,653	X X X	10,769							10,769		885	885		X X X	L
685564106	ORBITAL SCIENCES CORP COM		06/27/2014	JONESTRADING INSTL SVCS L	990,000	30,683	X X X	14,512	27,621	(13,109)			(13,109)		14,512		16,171	16,171		X X X	L
695263103	PACWEST BANCORP		04/22/2014	DELIVERED FRACTIONAL SHAR	0.556	23	X X X	11							11		12	12		X X X	L
740189105	PRECISION CASTPARTS CORP		05/08/2014	CREDIT SUISSE, NEW YORK	120,000	30,527	X X X	17,618	30,331	(12,713)			(12,713)		17,618		12,908	12,908		X X X	L
74834L100	QUEST DIAGNOSTICS INC/DE		06/12/2014	CREDIT SUISSE, NEW YORK	195,000	11,755	X X X	11,511	11,294	216			216		11,511		245	245	64	X X X	L
775133101	ROGERS CORP		06/13/2014	GOLDMAN SACHS & CO, NY	210,000	12,896	X X X	5,549	13,108	(7,560)			(7,560)		5,549		7,348	7,348		X X X	L
74972G103	RPX CORP		04/22/2014	UBS SECURITIES LLC, STAMF	80,000	1,319	X X X	799	1,302	(503)			(503)		799		520	520		X X X	L
887228104	TIME INC		06/17/2014	NON-BROKER TRADE	0.625	14	X X X	7							7		7	7		X X X	L
887317303	TIME WARNER INC		06/09/2014	LIQUIDATING DIVIDEND		1,985	X X X	1,985	3,448	(1,572)			(1,572)		1,985					X X X	L
902494103	TYSON FOODS INC		06/10/2014	GOLDMAN SACHS & CO, NY	1,090,000	42,433	X X X	27,083	47,971	(20,887)			(20,887)		27,083		15,350	15,350		X X X	L
913017109	UNITED TECHNOLOGIES CORP		04/30/2014	STEPHENS INC, LITTLE ROCK	130,000	15,398	X X X	6,968	15,189	(8,221)			(8,221)		6,968		8,430	8,430		X X X	L
91913Y100	VALERO ENERGY CORP		05/27/2014	CREDIT SUISSE, NEW YORK	380,000	20,915	X X X	6,551	20,178	(13,627)			(13,627)		6,551		14,364	14,364		X X X	L

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

QE05.3

1	2	3 F o r e i g n	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description		Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (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.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
92826C839 ..	VISA INC .....	...	04/11/2014	KNIGHT EQUITY MARKETS L.P.	110,000	21,848	X X X	13,583	23,745	(10,161)			(10,161)		13,583		8,264	8,264		X X X	L
929566107 ..	WABASH NATIONAL CORP .....	...	04/10/2014	BAIRD, ROBERT W & CO INC,	540,000	7,313	X X X	3,745	7,430	(3,685)			(3,685)		3,745		3,568	3,568		X X X	L
966837106 ..	WHOLE FOODS MARKET INC .....	...	04/16/2014	LIQUIDNET INC, BROOKLYN	1,160,000	56,221	X X X	54,019	58,824	(4,805)			(4,805)		54,019		2,201	2,201	139	X X X	L
981475106 ..	WORLD FUEL SERVICES CORP .....	...	04/17/2014	CANTOR FITZGERALD & CO IN	50,000	2,190	X X X	606	2,205	(1,599)			(1,599)		606		1,584	1,584	2	X X X	L
G0083B108 ..	ACTAVIS PLC	F	04/22/2014	LIQUIDNET INC, BROOKLYN	50,000	10,466	X X X	7,200	10,293	(3,093)			(3,093)		7,200		3,266	3,266		X X X	L
Y0486S104 ..	AVAGO TECHNOLOGIES LTD	F	05/20/2014	CREDIT SUISSE, NEW YORK	270,000	18,382	X X X	14,083	17,391	(3,307)			(3,307)		14,083		4,299	4,299		X X X	L
N63218106 ..	NIELSEN HOLDINGS N.V.	F	05/30/2014	MERRILL LYNCH PROFESSIONA	330,000	15,793	X X X	11,384	14,728	(3,344)			(3,344)		11,384		4,409	4,409		X X X	L
H6169Q108 ..	PENTAIR LTD	F	06/03/2014	MERGER WITH PENTAIR INC	210,000	6,429	X X X	6,593	16,661	(10,069)			(10,069)		6,593		(163)	(163)	53	X X X	L
80105N105 ..	SANOFI	F	06/30/2014	CITIGROUP GBL MKTS INC, N	1,225,000	64,999	X X X	47,326	64,043	(16,717)			(16,717)		47,326		17,673	17,673	40	X X X	L
G7945M107 ..	SEAGATE TECHNOLOGY	F	06/24/2014	AQUA SECURITIES LP, NEW	210,000	11,763	X X X	2,449	11,794	(9,345)			(9,345)		2,449		9,314	9,314	90	X X X	L
826197501 ..	SIEMENS AG	F	04/29/2014	CITATION GROUP/BCC CLRG,	320,000	41,435	X X X	36,388	43,248	(6,860)			(6,860)		36,388		5,047	5,047		X X X	L
M87245102 ..	SYNERON MEDICAL LTD	F	04/04/2014	CANTOR FITZGERALD & CO IN	30,000	366	X X X	339	374	(34)			(34)		339		27	27		X X X	L
H89128104 ..	TYCO INTERNATIONAL LTD SHS	F	06/06/2014	CREDIT SUISSE, NEW YORK	455,000	19,826	X X X	12,106	19,292	(7,186)			(7,186)		12,106		7,720	7,720	82	X X X	L
G9319H102 ..	VALIDUS HOLDINGS LTD COM SHS	F	06/19/2014	CITIGROUP GBL MKTS INC, N	315,000	11,667	X X X	8,349	11,879	(3,530)			(3,530)		8,349		3,319	3,319		X X X	L
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					X X X	1,847,753	X X X	1,456,028	1,942,856	(593,560)			(593,560)		1,456,028		391,724	391,724	3,365	X X X	X X X
Common Stocks - Mutual Funds																					
411511306 ..	HARBOR INTERNATIONAL																				
	MUTUAL FND .....	...	06/27/2014	NON-BROKER TRADE	2,699,784	200,000	X X X	108,315	193,683	(85,367)			(85,367)		108,315		91,685	91,685		X X X	L
922908710 ..	VANGUARD 500 INDEX FUND .....	...	06/27/2014	NON-BROKER TRADE	552,822	100,000	X X X	92,183	95,434	(3,251)			(3,251)		92,183		7,817	7,817	448	X X X	L
9299999 Subtotal - Common Stocks - Mutual Funds					X X X	300,000	X X X	200,498	289,116	(88,618)			(88,618)		200,498		99,502	99,502	448	X X X	X X X
9799997 Subtotal - Common Stocks - Part 4					X X X	2,147,753	X X X	1,656,527	2,231,972	(682,178)			(682,178)		1,656,527		491,226	491,226	3,814	X X X	X X X
9799999 Subtotal - Common Stocks					X X X	2,147,753	X X X	1,656,527	2,231,972	(682,178)			(682,178)		1,656,527		491,226	491,226	3,814	X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	2,147,753	X X X	1,656,527	2,231,972	(682,178)			(682,178)		1,656,527		491,226	491,226	3,814	X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	10,510,978	X X X	10,177,636	9,104,905	(682,178)	(8,672)		(690,850)		10,001,175		509,803	509,803	64,549	X X X	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

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
					Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
Depository			Code	Rate of Interest			First Month	Second Month	Third Month	*
open depositories										
Huntington Bank	Maumee, Oh				3,430		(2,609,193)	5,732,210	1,544,169	X X X
Huntington Bank	Maumee, OH						206,413	206,422	206,430	X X X
Mellon Bank	Pittsburgh, Pa								174	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	3,430		(2,402,780)	5,938,632	1,750,773	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	3,430		(2,402,780)	5,938,632	1,750,773	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X	367	367	367	X X X
0599999 Total Cash			X X X	X X X	3,430		(2,402,413)	5,938,999	1,751,140	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