



QUARTERLY STATEMENT

AS OF JUNE 30, 2014

OF THE CONDITION AND AFFAIRS OF THE

Mount Carmel Health Plan, Inc

NAIC Group Code 2838 (Current Period) , NAIC Company Code 95655 (Prior Period) Employer's ID Number 311471229

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

Country of Domicile US

Licensed as business type:

Life, Accident and Health [] Property/Casualty [] Hospital, Medical and Dental Service or Indemnity []
Dental Service Corporation [] Vision Service Corporation [] Other []
Health Maintenance Organization [X] Is HMO Federally Qualified? Yes (X) No ()

Incorporated/Organized August 6, 1996 Commenced Business April 1, 1997

Statutory Home Office 6150 East Broad Street, EE320, Columbus, Ohio 43213 (Street and Number, City or Town, State, Country and Zip Code)

Main Administrative Office 6150 East Broad Street, EE320, Columbus, Ohio 43213 6145463211 (Street and Number, City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 6150 East Broad Street, EE320, Columbus, Ohio 43213 (Street and Number or P. O. Box, City or Town, State, Country and Zip Code)

Primary Location of Books and Records 6150 East Broad Street, EE320, Columbus, Ohio 43213 (Street and Number, City or Town, State, Country and Zip Code)
6145463211 (Area Code) (Telephone Number)

Internet Website Address www.medigold.com

Statutory Statement Contact Timothy Kern 6145463417 (Name) (Area Code) (Telephone Number) (Extension)
tkern@mchs.com 6145463144 (E-Mail Address) (Fax Number)

OFFICERS

Keith Colman (Chairperson)
Hugh Jones (Treasurer)
Sister Barbara Hahl (Secretary)

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Robert Paskowski
Claus von Zychlin
Daniel Wendorff, MD
Robert Griffith, MD

State of Ohio }
County of Franklin } SS

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of 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.

Keith Colman Robert Paskowski Hugh Jones
Chairperson President/CEO Treasurer

Subscribed and sworn to before me this day of a. Is this an original filing? Yes () No (X)
b. If no: 1. State the amendment number 1
2. Date filed August 20, 2014
3. Number of pages attached

ASSETS

	Current Statement Date			4
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Col. 1 minus Col. 2)	Prior Year Net Admitted Assets
1. Bonds	130,745,342		130,745,342	129,712,727
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks	72,069,109		72,069,109	67,598,791
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 \$ encumbrances)				
4.2 Properties held for the production of income (less \$ encumbrances)				
4.3 Properties held for sale (less \$ encumbrances)				
5. Cash (\$ 639,892), cash equivalents (\$ 41,359,709) and short-term investments (\$ 60,992,048)	102,991,650		102,991,650	106,949,587
6. Contract loans (including \$ premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Line 1 through Line 11)	305,806,101		305,806,101	304,261,105
13. Title plants less \$ charged off (for Title insurers only)				
14. Investment income due and accrued	1,024,560		1,024,560	955,960
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	23,110,612		23,110,612	17,026,945
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans	1,951,926		1,951,926	1,951,926
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset				
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software	2,158		2,158	2,605
21. Furniture and equipment, including health care delivery assets (\$)				
22. Net adjustment in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	95,071		95,071	81,876
24. Health care (\$ 3,288,091) and other amounts receivable	7,812,486	4,524,395	3,288,091	1,899,242
25. Aggregate write-ins for other-than-invested assets	5,228,438	3,610,176	1,618,262	920,378
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Line 12 to Line 25)	345,031,352	8,134,571	336,896,781	327,100,037
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Totals (Line 26 and Line 27)	345,031,352	8,134,571	336,896,781	327,100,037
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. Totals (Line 1101 through Line 1103 plus Line 1198) (Line 11 above)				
2501. Misc Receivable	676,363		676,363	589,503
2502. QCP Receivable	941,899		941,899	330,875
2503. Prepaid Expenses	3,610,176	3,610,176		
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. Totals (Line 2501 through Line 2503 plus Line 2598) (Line 25 above)	5,228,438	3,610,176	1,618,262	920,378

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1	2	3	4
	Covered	Uncovered	Total	Total
1. Claims unpaid (less \$ reinsurance ceded)	24,915,172		24,915,172	25,161,978
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	262,655		262,655	262,655
4. Aggregate health policy reserves, including the liability of \$ for medical loss ratio rebate per the Public Health Service Act				
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	202,577		202,577	164,336
9. General expenses due or accrued	2,663,861		2,663,861	6,380,967
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others				
13. Remittances and items not allocated				
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)				
15. Amounts due to parent, subsidiaries and affiliates	3,075,879		3,075,879	3,707,876
16. Derivatives				
17. Payable for securities				
18. Payable for securities lending				
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)				
20. Reinsurance in unauthorized and certified (\$) companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans				
23. Aggregate write-ins for other liabilities (including \$ current)				
24. Total liabilities (Line 1 to Line 23)	31,120,144		31,120,144	35,677,812
25. Aggregate write-ins for special surplus funds	X X X	X X X		
26. Common capital stock	X X X	X X X	100	100
27. Preferred capital stock	X X X	X X X		
28. Gross paid in and contributed surplus	X X X	X X X	42,422,434	42,422,434
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	263,354,103	248,999,691
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	X X X	X X X		
32.2 shares preferred (value included in Line 27 \$)	X X X	X X X		
33. Total capital and surplus (Line 25 to Line 31 minus Line 32)	X X X	X X X	305,776,637	291,422,225
34. Total Liabilities, capital and surplus (Line 24 and Line 33)	X X X	X X X	336,896,781	327,100,037
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page				
2399. Totals (Line 2301 through Line 2303 plus Line 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 (Line 2501 through Line 2503 plus Line 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 (Line 3001 through Line 3003 plus Line 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	274,307	221,581	445,756
2. Net premium income (including \$ non-health premium income)	X X X	240,580,947	198,621,281	405,202,597
3. Change in unearned premium reserves and reserve for rate credits	X X X	6,045,426	4,329,274	19,636,564
4. Fee-for-service (net of \$ 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 (Line 2 to Line 7)	X X X	246,626,373	202,950,555	424,839,161
Hospital and Medical:				
9. Hospital/medical benefits		113,573,803	95,457,276	190,902,088
10. Other professional services		62,407,020	52,095,619	108,874,156
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs		35,650,682	29,579,837	58,996,802
14. Aggregate write-ins for other hospital and medical				
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Line 9 to Line 15)		211,631,505	177,132,732	358,773,046
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Line 16 minus Line 17)		211,631,505	177,132,732	358,773,046
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ cost containment expenses				9,186,816
21. General administrative expenses		18,857,589	17,481,226	34,158,431
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				
23. Total underwriting deductions (Line 18 through Line 22)		230,489,094	194,613,958	402,118,293
24. Net underwriting gain or (loss) (Line 8 minus Line 23)	X X X	16,137,279	8,336,597	22,720,868
25. Net investment income earned		830,745	7,606,410	4,329,181
26. Net realized capital gains (losses) less capital gains tax of \$		2,339,036		15,172,449
27. Net investment gains (losses) (Line 25 plus Line 26)		3,169,781	7,606,410	19,501,630
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]				
29. Aggregate write-ins for other income or expenses	1,703,040	1,703,040	336,377	1,154,882
30. Net income or (loss) after capital gains tax and before all other federal income taxes	X X X	21,010,100	16,279,384	43,377,380
(Line 24 plus Line 27 plus Line 28 plus Line 29)				
31. Federal and foreign income taxes incurred	X X X			
32. Net income (loss) (Line 30 minus Line 31)	X X X	21,010,100	16,279,384	43,377,380
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 (Line 0601 through Line 0603 plus Line 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 (Line 0701 through Line 0703 plus Line 0798) (Line 7 above)	X X X			
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. Totals (Line 1401 through Line 1403 plus Line 1498) (Line 14 above)				
2901. Other Contractual Revenue	548,463	548,463	336,377	724,224
2902. Other Income	1,154,577	1,154,577		430,658
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. Totals (Line 2901 through Line 2903 plus Line 2998) (Line 29 above)	1,703,040	1,703,040	336,377	1,154,882

STATEMENT OF REVENUE AND EXPENSES (continued)

CAPITAL AND SURPLUS ACCOUNT	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
33. Capital and surplus prior reporting year	291,422,225	264,742,389	264,742,389
34. Net income or (loss) from Line 32	21,010,100	16,279,384	43,377,380
35. Change in valuation basis of aggregate policy and claims reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	2,265,212	2,178,684	4,196,109
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	(3,920,900)	(367,845)	(893,653)
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 Tranferred from capital			
46. Dividends to stockholders	(5,000,000)	(10,000,000)	(20,000,000)
47. Aggregate write-ins for gains or (losses) in surplus			
48. Net change in capital and surplus (Line 34 to Line 47)	14,354,412	8,090,223	26,679,836
49. Capital and surplus end of reporting period (Line 33 plus Line 48)	305,776,637	272,832,612	291,422,225
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. Totals (Line 4701 through Line 4703 plus Line 4798) (Line 47 above)			

CASH FLOW

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	240,580,947		405,202,597
2. Net investment income	(4,098,328)		3,002,592
3. Miscellaneous income	1,703,040		1,154,882
4. Total (Line 1 through Line 3)	238,185,659		409,360,071
5. Benefit and loss related payments	213,267,160		354,429,986
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	22,574,695		40,758,146
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)			
10. Total (Line 5 through Line 9)	235,841,855		395,188,132
11. Net cash from operations (Line 4 minus Line 10)	2,343,804		14,171,939
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	5,904,946		45,292,137
12.2 Stocks	5,608,318		82,981,510
12.3 Mortgage loans			
12.4 Real estate			
12.5 Other invested assets			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7 Miscellaneous proceeds			
12.8 Total investment proceeds (Line 12.1 through Line 12.7)	11,513,264		128,273,647
13. Cost of investments acquired (long-term only):			
13.1 Bonds	6,048,855		56,678,387
13.2 Stocks	5,698,730		76,269,156
13.3 Mortgage loans			
13.4 Real estate			
13.5 Other invested assets			
13.6 Miscellaneous applications			
13.7 Total investments acquired (Line 13.1 through Line 13.6)	11,747,585		132,947,543
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)	(234,321)		(4,673,896)
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	5,000,000		20,000,000
16.6 Other cash provided (applied)	(1,067,420)		1,304,514
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(6,067,420)		(18,695,486)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(3,957,937)		(9,197,443)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	106,949,587		116,147,030
19.2 End of period (Line 18 plus Line 19.1)	102,991,650		106,949,587

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001			
20.0002			
20.0003			
20.0004			
20.0005			
20.0006			
20.0007			
20.0008			
20.0009			
20.0010			

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital and Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	37,769							37,769		
2. First Quarter	45,746							45,746		
3. Second Quarter	45,775							45,775		
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	274,307							274,307		
Total Member Ambulatory Encounters for Period:										
7. Physician										
8. Non-Physician										
9. Total										
10. Hospital Patient Days Incurred										
11. Number of Inpatient Admissions	4,654							4,654		
12. Health Premiums Written (a)	240,580,947							240,580,947		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	246,626,373							246,626,373		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	213,267,160							213,267,160		
18. Amount Incurred for Provision of Health Care Services	211,631,505							211,631,505		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 240,580,947

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
0599999 - Unreported claims and other claim reserves						24,915,172
0799999 - Total claims unpaid						24,915,172

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 plus 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)						
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	26,931,594	184,946,716	354,749	24,560,423	27,286,343	25,161,978
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Line 1 to Line 8)	26,931,594	184,946,716	354,749	24,560,423	27,286,343	25,161,978
10. Health care receivables (a)						
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Line 9 minus Line 10 plus Line 11 plus Line 12)	26,931,594	184,946,716	354,749	24,560,423	27,286,343	25,161,978

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

NOTES TO FINANCIAL STATEMENTS

Notes to Financial Statements
Mount Carmel Health Plan, Inc.
Company Code: 95655

Quarter: 2
Calendar Year: 2014

1. Summary of Significant Accounting Policies

No change

2. Accounting Changes and Corrections of Errors

No change

3. Business Combinations and Goodwill:

No change

4. Discontinued Operations

No change

5. Investments

No change

6. Joint Ventures, Partnerships and Limited Liability Companies

No change

7. Investment Income

No change

8. Derivative Instruments

No change

9. Income Taxes

No change

10. Information Concerning Parent, Subsidiaries and Affiliates

No change

11. Debt

No change

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

No change

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

No change

14. Contingencies

No change

15. Leases

No change

16. Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with
Concentration of Credit Risk and Disclosures about Fair Value of Financial Instruments, for accounting guidance

No change

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

No change

NOTES TO FINANCIAL STATEMENTS

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portfolio of Partially Insured Pla
No change

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

20. Fair Value
No Change

21. Other Items
No change

22. Subsequent Events
On May 19, 2014 the Mount Carmel Health Plan, Inc. Board of Directors declared an extraordinary dividend of \$144,000,000. The distribution request was sent to the Ohio Department of Insurance for approval but the compar rescinded the request prior to the approval process and before the issuance of the 2nd quarter financial report.

23. Reinsurance
No change

24. Retrospectively Rated Contracts & Contracts Subject to Re-determination
No change

25. Change in Incurred Claims and Claim Adjustments Expenses
No change

26. Intercompany Pooling Arrangements
No change

27. Structured Settlements
N/A

28. Health Care Receivables
No change

29. Participating Policies
No change

30. Premium Deficiency Reserves
No change

31. Anticipated Salvage and Subrogation
No change

STATEMENT AS OF JUNE 30, 2014 OF THE Mount Carmel Health Plan, Inc

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 ()
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes () No (X)
- 2.2

If yes, date of change:

.....
- 3.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes () No (X)
- If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes () 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 the response to 4.1 is yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes () No () N/A (X)
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2008
- 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.

12/31/2008
- 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).

06/12/2009
- 6.4

By what department or departments?

Ohio Department of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes (X) No () N/A ()
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes (X) No () N/A ()
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes () No (X)
- 7.2

If yes, give full information

.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes () No (X)
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.

.....

- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes () No (X)
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
---------------------	-----------------------------	----------	----------	-----------	----------

- 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).

.....
.....

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

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 the amounts receivable from parent included in the Page 2 amount:
- \$ 95,071

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

- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?
- Yes () No (X)

- 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 Mortgage Loans or Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Line 14.21 to Line 14.26)	\$	\$
14.28 Total Investment in Parent included in Line 14.21 to Line 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 ()

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 current statement date:

- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2
- \$
- 16.2 Total book adusted /carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2
- \$
- 16.3 Total payable for securities lending reported on the liability page
- \$

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

- 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 ()

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

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

- 18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?
- Yes (X) No ()

- 18.2 If no, list exceptions:
-

STATEMENT AS OF JUNE 30, 2014 OF THE Mount Carmel Health Plan , Inc

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1.

Operating Percentages:
- 1.1

A&H loss percent

85.8 %
- 1.2

A&H cost containment percent

0.6 %
- 1.3

A&H expense percent excluding cost containment expenses

7.0 %
- 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.

\$.....
- 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.

\$.....

Page 13
Schedule S - Ceded Reinsurance
NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

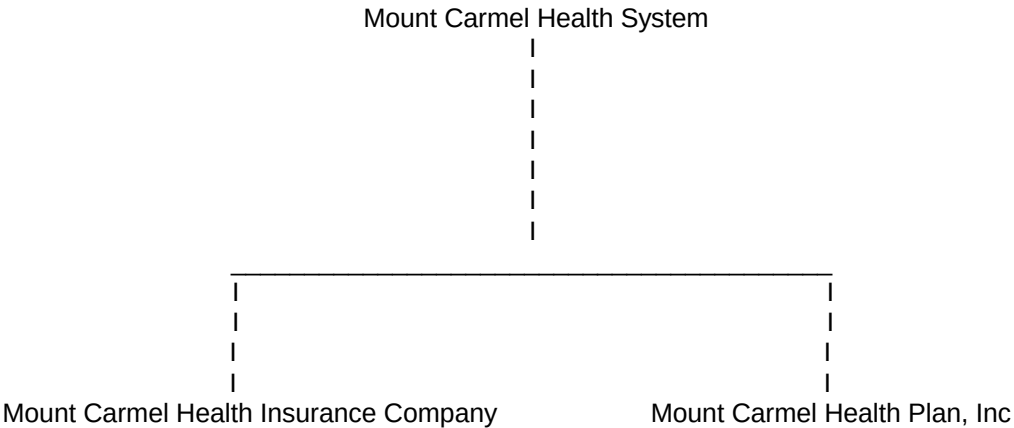
		1	Direct Business Only Year to Date							
			2	3	4	5	6	7	8	9
States, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Column 2 Through Column 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		240,580,947					240,580,947	
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		240,580,947					240,580,947	
60.	Reporting entity contributions for Employee Benefit Plans	X X X								
61.	Total (Direct Business)	(a) 1		240,580,947					240,580,947	
DETAILS OF WRITE-INS										
58001.										
58002.										
58003.										
58998.	Summary of remaining write-ins for Line 58 from overflow page									
58999.	Total (Line 58001 through Line 58003 plus Line 58998) (Line 58 above)									

Active Status Codes (Column 1):
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG
(R) Registered - Non-domiciled RRGs
(Q) Qualified - Qualified or Accredited Reinsurer
(E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state
(N) None of the above - Not allowed to write business in the state

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

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

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y

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)	*
2838	Mount Carmel Health Syste	13123	25-1912781				Mount Carmel Health Insurance Company			Mount Carmel Health System	Ownership	100.000		
2838	Mount Carmel Health Syste	95655	31-1471229				Mount Carmel Health Plan, Inc.			Mount Carmel Health System	Ownership	100.000		

Asterisk	Explanation
----------	-------------

NONE

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 EXPLANATIONS and provide an explanation following the interrogatory questions .

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO

EXPLANATIONS:

N/A

BAR CODE:

Document Identifier 365:



SCHEDULE A - VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after ac		
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/ac		
7. Deduct current year's other-than-temporal		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 minus		
Line 5 plus Line 6 minus Line 7 minus Line 8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after a		
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 mort		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other-than-temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Line 1 plus Line 2 plus		
Line 3 plus Line 4 plus Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)		
12. Total Valuation Allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after a		
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 (Line 1 plus Line 2 plus Line 3 plus Line 4 plus		
Line 5 plus Line 6 minus Line 7 minus Line 8 plus Line 9 minus Line 10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	197,311,515	173,282,331
2. Cost of bonds and stocks acquired	25,591,570	132,947,542
3. Accrual of discount	43,362	88,449
4. Unrealized valuation increase (decrease)	1,840,589	4,481,688
5. Total gain (loss) on disposals	2,974,177	16,683,223
6. Deduct consideration for bonds and stocks disposed of	23,454,256	128,273,647
7. Deduct amortization of premium	201,722	387,297
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other-than-temporary impairment recognized	1,290,786	1,510,774
10. Book/adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3 plus Line 4 plus		
Line 5 minus Line 6 minus Line 7 plus Line 8 minus Line 9)	202,814,449	197,311,515
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	202,814,449	197,311,515

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)	229,210,308	200,216,793	213,160,720	(119,596)	229,210,308	216,146,785		218,008,906
2. NAIC 2 (a)	15,865,405	1,099,063		(14,151)	15,865,405	16,950,317		12,770,169
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	245,075,713	201,315,856	213,160,720	(133,747)	245,075,713	233,097,102		230,779,075
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 and Preferred Stock	245,075,713	201,315,856	213,160,720	(133,747)	245,075,713	233,097,102		230,779,075

(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 \$ 74,115,788 ; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	60,992,048	X X X	61,066,890	75,613	532

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book / adjusted carrying value, December 31 of prior year	50,229,855	69,974,581
2. Cost of short-term investments acquired	74,435,388	148,101,582
3. Accrual of discount	2	1,358
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals	(100)	158
6. Deduct consideration received on disposals	63,561,566	167,669,297
7. Deduct amortization of premium	111,531	178,527
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 (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)	60,992,048	50,229,855
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	60,992,048	50,229,855

SCHEDULE DB - PART A - VERIFICATION

Options, Caps, Floors, Collars, Swaps and Forwards

1.	Book/Adjusted Carrying Value, December 31, prior year (Line 9, prior year)	
2.	Cost Paid/ (Consideration Received) on additions	
3.	Unrealized Valuation increase/ (decrease)	
4.	Total gain (loss) on termination recognized	
5.	Considerations received/ (paid) on terminations	
6.	Amortization	
7.	Adjustment to the Book/Adjusted Carrying Value	
8.	Total foreign exchange change in Book/Adjusted Carrying Value	
9.	Book/Adjusted Carrying Value at End of Current Period (Line 1 plus Line 2 plus Line 3 plus Line 4 minus Line 5 plus Line 6 plus Line 7 plus Line 8)	
10.	Deduct nonadmitted assets	
11.	Statement value at end of current period (Line 9 minus Line 10)	

NONE

SCHEDULE DB - PART B - VERIFICATION

Futures Contracts

1.	Book/Adjusted carrying value, December 31 of prior year (Line 6, prior year)	
2.	Cumulative cash change (Section 1, Broker Name/Net Cash Deposits Footnote - Cumulative Cash Change column)	
3.1	Add:	
	Change in variation margin on open contracts - Highly Effective Hedges	
3.11	Section 1, Column 15, current year to date minus	
3.12	Section 1, Column 15, prior year	
	Change in variation margin on open contracts - All Other	
3.13	Section 1, Column 18, current year to date minus	
3.14	Section 1, Column 18, prior year	
3.2	Add:	
	Change in adjustment to basis of hedged item	
3.21	Section 1, Column 17, current year to date minus	
3.22	Section 1, Column 17, prior year	
	Change in amount recognized	
3.23	Section 1, Column 19, current year to date minus	
3.24	Section 1, Column 19, prior year	
3.3	Subtotal (Line 3.1 minus Line 3.2)	
4.1	Cumulative variation margin on terminated contracts during the year	
4.2	Less:	
4.21	Amount used to adjust basis of hedged item	
4.22	Amount recognized	
4.3	Subtotal (Line 4.1 minus Line 4.2)	
5.	Dispositions gains (losses) on contracts terminated in prior year:	
5.1	Total gain (loss) recognized for terminations in prior year	
5.2	Total gain (loss) adjusted into the hedged item(s) for terminations in prior year	
6.	Book/Adjusted carrying value at end of current period (Line 1 plus Line 2 plus Line 3.3 minus Line 4.3 minus Line 5.1 minus Line 5.2)	
7.	Deduct total nonadmitted amounts	
8.	Statement value at end of current period (Line 6 minus Line 7)	

NONE

Page SI05

Schedule DB, Pt. C, Section 1, Replicated (Synthetic Assets) Open
NONE

Page SI06

Sch DB, Pt C, Sn 2, Replication (Syn Assets) Transactions Open
NONE

Page 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	50,836,491	48,786,630
2. Cost of cash equivalents acquired	341,134,936	634,551,159
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	350,611,718	632,501,298
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 (Line 1 + Line 2 + Line 3 + Line 4 + Line 5 - Line 6 - Line 7 + Line 8 - Line 9)	41,359,709	50,836,491
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	41,359,709	50,836,491

Page E01

Sch. A, Pt. 2, Real Estate Acquired
NONE

Sch. A, Pt. 3, Real Estate Disposed
NONE

Page E02

Schedule B, Part 2, Mortgage Loans Acquired
NONE

Schedule B, Part 3, Mortgage Loans Disposed
NONE

Page E03

Sch. BA, Pt. 2, Other Long-Term Invested Assets Acquired
NONE

Sch. BA, Pt. 3, Other Long-Term Invested Assets Disposed
NONE

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company 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									
912828-TX-8	UNITED STATES TREASURY NOTE		04/30/2014	Bank/America Sec Llc Mont		901,969	900,000.00	1,557	1
0599999	Subtotal - Bonds - U.S. Governments					901,969	900,000.00	1,557	
Bonds - Industrial and Miscellaneous (Unaffiliated)									
14040H-BE-4	CAPITAL ONE FINL CORP		04/21/2014	Chase Securities		299,775	300,000.00		2FE
47787V-AA-9	JOHN DEERE OWNER TR 2014		04/02/2014	Bank/America Sec Llc Mont		1,000,000	1,000,000.00		1FE
64952W-AW-3	NEW YORK LIFE GBL FDG MTN 144A		04/02/2014	Goldman Sachs Co		823,304	800,000.00	10,000	1FE
867914-BG-7	SUNTRUST BKS INC		04/24/2014	SUNTRUST CAPITAL MARKETS		799,288	800,000.00		2FE
98158L-AA-5	WORLD OMNI AUTO TR 2014-A		04/15/2014	Barclays Capital Le		850,000	850,000.00		1FE
25152R-WY-5	DEUTSCHE BK AG	R	05/22/2014	Deutsche Bank Securities,		1,374,519	1,375,000.00		1FE
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					5,146,886	5,125,000.00	10,000	
8399997	Subtotal - Bonds - Part 3					6,048,855	6,025,000.00	11,557	
8399999	Subtotal - Bonds					6,048,855	6,025,000.00	11,557	
Common Stocks - Industrial and Miscellaneous (Unaffiliated)									
016255-10-1	ALIGN TECHNOLOGY INC		06/11/2014	Morgan Stanley	1,639.000	85,648			L
042735-10-0	ARROW ELECTRS INC		04/24/2014	Investment Technology Gro	5,059.000	294,850			L
09238E-20-3	BLACKHAWK NETWORK HLDGS INC CL B		04/15/2014	VARIOUS	88.220	1,767			L
11133T-10-3	BROADRIDGE FINL SOLUTIONS INC		06/11/2014	Morgan Stanley	1,549.000	63,755			L
139794-10-1	CAPITAL BK FINL CORP		04/24/2014	Investment Technology Gro	12,284.000	294,158			L
171798-10-1	CIMAREX ENERGY CO		06/20/2014	J.P. Morgan Securities	200.000	28,264			L
12561W-10-5	CLECO CORP		05/09/2014	J.P. Morgan Securities	4,501.000	233,957			L
191216-10-0	COCA-COLA CO		06/20/2014	J.P. Morgan Securities	98.000	4,087			L
235825-20-5	DANA HLDG CORP		06/11/2014	Morgan Stanley	11,807.000	276,201			L
297178-10-5	ESSEX PPTY TR INC		04/03/2014	Credit Suisse First Bosto	136.000	22,918			L
38259P-70-6	GOOGLE INC CL C		04/03/2014	VARIOUS	628.000	249,136			L
388689-10-1	GRAPHIC PACKAGING HLDG CO		05/09/2014	J.P. Morgan Securities	31,858.000	332,652			L
391164-10-0	GREAT PLAINS ENERGY INC		04/29/2014	Barclays Capital Le	7,382.000	198,520			L
448579-10-2	HYATT HOTELS CORP		05/09/2014	J.P. Morgan Securities	4,132.000	235,491			L
45167R-10-4	IDEX CORP		05/09/2014	J.P. Morgan Securities	3,165.000	236,883			L
46146L-10-1	INVESTORS BANCORP INC NEW		05/08/2014	EXCHANGE OFFER	14,680.350	72,711			L
478160-10-4	JOHNSON & JOHNSON		06/20/2014	J.P. Morgan Securities	40.000	4,211			L
48238T-10-9	KAR AUCTION SVCS INC		06/11/2014	Morgan Stanley	8,676.000	273,015			L
595137-10-0	MICROSEMI CORP		06/11/2014	Morgan Stanley	10,305.000	274,319			L
63938C-10-8	NAVIENT CORP COM		05/01/2014	VARIOUS	972.000	14,452			L
67011P-10-0	NOW INC COM		06/02/2014	VARIOUS	238.250	7,636			L
723664-10-8	PIONEER ENERGY SVCS CORP		05/09/2014	J.P. Morgan Securities	22,524.000	333,936			L
723787-10-7	PIONEER NAT RES CO		06/20/2014	J.P. Morgan Securities	21.000	4,879			L
74733V-10-0	QEP RES INC		04/29/2014	Keefe Bruyette & Woods In	6,384.000	200,382			L
76169B-10-2	REXNORD CORP NEW		06/11/2014	Morgan Stanley	4,525.000	130,792			L
81618T-10-0	SELECT INCOME REIT		05/09/2014	J.P. Morgan Securities	10,796.000	332,726			L
847215-10-0	SPARTANNASH COMPANY		04/24/2014	Investment Technology Gro	6,899.000	154,310			L
87151Q-10-6	SYMETRA FINANCIAL CORP		04/29/2014	Barclays Capital Le	9,869.000	203,366			L
879369-10-6	TELEFLEX INC		04/24/2014	Investment Technology Gro	2,841.000	289,098			L
886547-10-8	TIFFANY & CO		06/20/2014	J.P. Morgan Securities	42.000	4,186			L
887228-10-4	TIME INC NEW COM		06/09/2014	VARIOUS	255.250	5,197			L
904311-10-7	UNDER ARMOUR INC		05/19/2014	J.P. Morgan Securities	362.000	17,099			L
(continues)									
(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues									

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company 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)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)									
939647-10-3	WASHINGTON PRIME GROUP INC COM		05/28/2014	VARIOUS	358.500	6,281			L
36191C-20-5	GSI GROUP INC CDA NEW	I	05/09/2014	J.P. Morgan Securities	19,178.000	237,661			L
G05384-10-5	ASPEN INSURANCE HOLDINGS LTD	R	05/09/2014	J.P. Morgan Securities	7,287.000	332,018			L
Y0486S-10-4	AVAGO TECHNOLOGIES LTD	R	05/19/2014	J.P. Morgan Securities	562.000	38,607			L
G6852T-10-5	PARTNERRE LTD COM	R	04/29/2014	Keefe Bruyette & Woods In	1,921.000	203,562			L
9099999	Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					5,698,730			
9799997	Subtotal - Common Stocks - Part 3					5,698,730			
9799999	Subtotal - Common Stocks					5,698,730			
9899999	Subtotal - Preferred and Common Stocks					5,698,730			
9999999	TOTALS					11,747,584		11,557	

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold , Redeemed or Otherwise Disposed of
by the Company During the Current Quarter

1	2	3	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 Identifi- cation	Description	Foreign	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 (Amort- ization) / 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 Designa- tion or Market Indi- cator (a)
Common Stocks - Industrial and Miscellaneous (Unaffiliated) (continued)																					
795435-10-6	SALIX PHARMACEUTICALS INC		04/29/2014	Keefe Bruyette & Woods In	385.000	42,112		25,749	34,627	(8,878)			(8,878)		25,749		16,363	16,363			L
828806-10-9	SIMON PROPERTY GROUP INC		05/28/2014	COST ADJ		6,281		6,281	5,916						6,281						L
78442P-10-6	SLM CORP		05/19/2014	VARIOUS	972.000	23,081		22,120	25,150	(621)		2,747	(3,369)		22,120		962	962	146		L
847215-10-0	SPARTANNASH COMPANY		05/09/2014	J. P. Morgan Securities	5,985.000	130,299		128,917				9,563	(9,563)		128,917		1,382	1,382	274		L
887228-10-4	TIME INC NEW COM		06/20/2014	VARIOUS	255.250	5,883		5,197							5,197		686	686			L
887317-30-3	TIME WARNER INC		06/09/2014	COST ADJ		5,197		5,197	5,118						5,197						L
92827P-10-2	VIRTUSA CORP		04/29/2014	Keefe Bruyette & Woods In	4,279.000	139,181		71,426	162,987	(91,561)			(91,561)		71,426		67,754	67,754			L
38388F-10-8	W. R. GRACE & CO		06/11/2014	Morgan Stanley	1,344.000	122,212		44,755	132,881	(88,126)			(88,126)		44,755		77,457	77,457			L
939647-10-3	WASHINGTON PRIME GROUP INC COM		06/20/2014	VARIOUS	358.500	6,858		6,281							6,281		577	577			L
981811-10-2	WORTHINGTON INDS INC		05/09/2014	J. P. Morgan Securities	4,250.000	158,580		156,400				23,099	(23,099)		156,400		2,180	2,180	638		L
G01767-10-5	ALKERMES PLC SHS	R	05/09/2014	VARIOUS	7,025.000	309,335		109,731	285,637	(175,906)			(175,906)		109,731		199,604	199,604			L
L0175J-10-4	ALTISOURCE PORTFOLIO SOLNS SA	R	04/24/2014	Investment Technology Gro	1,720.000	185,875		169,214	272,844	(37,790)		65,840	(103,630)		169,214		16,661	16,661			L
G0408V-10-2	AON PLC	R	06/20/2014	J. P. Morgan Securities	53.000	4,806		4,262	4,381	(98)		81	(179)		4,262		544	544	22		L
G50871-10-5	JAZZ PHARMACEUTICALS PLC	R	04/29/2014	VARIOUS	1,138.000	159,897		51,604	144,025	(92,421)			(92,421)		51,604		108,293	108,293			L
N53745-10-0	LYONDELLBASELL INDUSTRIES N V	R	06/20/2014	J. P. Morgan Securities	46.000	4,606		3,522	3,637	(170)			(170)		3,522		1,085	1,085	60		L
74735M-10-8	QIWI PLC SPON ADR	R	04/24/2014	Investment Technology Gro	2,683.000	76,953		83,871	150,248	(66,377)			(66,377)		83,871		(6,917)	(6,917)			L
9099999	- Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					5,608,318		3,929,898	4,896,159	(1,972,824)		164,904	(2,137,729)		3,929,898		1,678,420	1,678,420	12,098		
9799997	- Subtotal - Common Stocks - Part 4					5,608,318		3,929,898	4,896,159	(1,972,824)		164,904	(2,137,729)		3,929,898		1,678,420	1,678,420	12,098		
9799999	- Subtotal - Common Stocks					5,608,318		3,929,898	4,896,159	(1,972,824)		164,904	(2,137,729)		3,929,898		1,678,420	1,678,420	12,098		
9899999	- Subtotal - Preferred and Common Stocks					5,608,318		3,929,898	4,896,159	(1,972,824)		164,904	(2,137,729)		3,929,898		1,678,420	1,678,420	12,098		
9999999	- TOTALS					11,513,264		9,924,172	9,743,287	(1,972,824)	(14,784)	164,904	(2,152,512)		9,833,565		1,679,698	1,679,698	78,119		

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Schedule DB, Part A, Section 1
NONE

Description of Hedged Risk (s)
NONE

Financial or Economic Impact of the Hedge
NONE

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Schedule DB, Part B, Section 1
NONE

Schedule DB, Part B, Section 1, Broker Name
NONE

Schedule DB, Part B, Description of Hedged Risk (s)
NONE

Schedule DB, Part B, Financial or Economic Impact of the Hedge
NONE

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Schedule DB, Part D, Section 1
NONE

Page E09

Schedule DB, Part D, Section 2, By Reporting Entity
NONE

Schedule DB, Part D, Section 2, To Reporting Entity
NONE

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Schedule DL, Part 1
NONE

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1	2	3	4	5	6	7
CUSIP Identification	Description	Code	NAIC Designation/Market Indicator	Fair Value	Book/Adjusted Carrying Value	Maturity Dates

NONE

General Interrogatories:
1. Total activity for the year to date
2. Average Balance for the year to date

Fair Value \$
Fair Value \$

Book/Adjusted Carrying Value \$
Book/Adjusted Carrying Value \$

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	*
Name	Location and Supplemental Information					First Month	Second Month	Third Month	
Open Depositories									
PNC Bank						(4,507,314)	(3,980,886)	(5,610,977)	
BANK MONTREAL CHICAGO BRH ILL CD	5879 Mt Carmel Short Term & Cash Equiv		0.150		233	800,000	800,000	800,000	
BANK NOVA SCOTIA HOUSTON TEX CD	5879 Mt Carmel Short Term & Cash Equiv		0.210		867	1,100,000	1,100,000	1,100,000	
COOPERATIEVE CENTRALE RAIF BK CD	5879 Mt Carmel Short Term & Cash Equiv		0.350		1,672			1,000,647	
NORDEA BK FINLAND PLC N Y BRH	5879 Mt Carmel Short Term & Cash Equiv		0.215		489	650,031	650,023	650,015	
OVERSEA CHINESE BKG CORP LTD CD	5879 Mt Carmel Short Term & Cash Equiv		0.200		425	900,000	900,000	900,000	
SVENSKA HANDELSBANKEN AB INSTL	5879 Mt Carmel Short Term & Cash Equiv		0.175		202	400,004	400,003	400,001	
BANK AMER N A CHARLOTTE N C	5879 Mt Carmel Short Term & Cash Equiv		0.175		160		600,008	600,006	
SVENSKA HANDELSBANKEN AB CD	5879 Mt Carmel Short Term & Cash Equiv		0.160		89			800,000	
0199998 - Deposits in		14 depositories that do not exceed the allowable limit in any one depository (See							
Instructions) - Open Depositories					3,452	1,250,034			
0199999 - TOTAL - Open Depositories					3,452	4,138	592,755	469,148	639,692
0399999 - TOTAL Cash on Deposit					3,452	4,138	592,755	469,148	639,692
0499999 - Cash in Company's Office						200	200	200	
0599999 - TOTALS					3,452	4,138	592,955	469,348	639,892

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 and Accrued	Amount Received During Year
Bonds: U. S. Government - Issuer Obligations							
REPURCHASE AGREEMENT - PNC BANK	06/01/2014		0.150	07/01/2014	7,129,775	879	
0199999 - Bonds: U. S. Government - Issuer Obligations					7,129,775	879	
0599999 - Bonds: Subtotals - U. S. Government Bonds					7,129,775	879	
Bonds: U. S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and their Political Subdivisions - Issuer Obligations							
FEDL HOME LOAN BK CONS DISC NT	06/30/2014			07/11/2014	799,990	1	
FEDL HOME LOAN BK CONS DISC NT	06/16/2014			07/22/2014	744,948	22	
FEDL HOME LOAN BK CONS DISC NT	06/16/2014			07/30/2014	299,972	9	
FEDL HOME LN MTG CORP DISC NT	06/17/2014			09/11/2014	1,499,713	47	
FEDL HOME LN MTG CORP DISC NT	06/16/2014			07/28/2014	689,944	20	
FEDERAL NATL MTG ASSN DISC NT	06/30/2014			08/26/2014	1,499,858	3	
FEDERAL NATL MTG ASSN DISC NT	06/04/2014			07/14/2014	1,499,919	55	
FEDERAL NATL MTG ASSN DISC NT	06/30/2014			07/23/2014	849,984	1	
2599999 - Bonds: U. S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and their Political Subdivisions - Issuer Obligations					7,884,327	157	
3199999 - Bonds: Subtotals - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and their Political Subdivisions					7,884,327	157	
Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
ABBAY NATL NORTH AMER LLC Disc C/P	05/27/2014			08/18/2014	549,784	91	
ALPINE SECURITIZATIN CORP Disc C/P	04/25/2014			07/17/2014	364,849	122	
AMERICAN HONDA FIN CORP Disc C/P	06/18/2014			07/15/2014	1,699,898	49	
AUSTRALIA & NEW ZLND BKG Disc C/P	04/28/2014			07/23/2014	649,783	162	
AUSTRALIA&NEW ZEALAND BKGDisc C/P	06/23/2014			09/05/2014	849,755	26	
BNP PARIBAS FINANCE, INC Disc C/P	06/18/2014			07/16/2014	999,860	65	
CAFCO LLC 0% Disc C/P	05/14/2014			08/12/2014	649,724	147	
COCA COLA CO Disc C/P	06/30/2014			08/12/2014	609,942	1	
COLLATERALIZED COMMERCIAL Disc C/P	05/07/2014			07/02/2014	353,917	81	
DNB BANK ASA Disc C/P	05/28/2014			08/04/2014	1,149,621	197	
ERSTE ABWICKLUNGSANSTALT Disc C/P	05/20/2014			08/05/2014	1,764,547	247	
FAIRWAY FIN CORP Disc C/P	06/10/2014			09/03/2014	799,717	70	
GOVCO LLC Disc C/P	05/29/2014			08/18/2014	849,675	132	
JPMORGAN SECURITIES LLC Disc C/P	05/06/2014			07/14/2014	499,856	117	
JPMORGAN CHASE BANK Disc C/P	05/29/2014			07/11/2014	427,913	67	
LIBERTY STREET FNDG LLC Disc C/P	05/14/2014			08/04/2014	599,768	136	
LIBERTY STREET FDG LLC Disc C/P	05/13/2014			08/05/2014	249,901	58	
LIBERTY STREET FNDG LLC Disc C/P	05/23/2014			08/21/2014	449,809	83	
METLIFE SHORT TERM FNDG Disc C/P	05/12/2014			07/07/2014	699,880	107	
METLIFE SHORT TERM FDG Disc C/P	06/17/2014			09/15/2014	999,650	54	
NTNL AUSTRALIA FNDG DE Disc C/P	05/14/2014			08/11/2014	829,733	144	
NEW YORK LIFE CAP CORP Disc C/P	06/16/2014			08/11/2014	1,999,751	67	
NIEUW AMSTERDAM RECVABLS Disc C/P	04/07/2014			07/02/2014	349,866	132	
OVERSEA CHINESE BKG CORP Disc C/P	06/03/2014			07/15/2014	799,869	87	
REGENCY MKTS NO 1 LLC Disc C/P	06/16/2014			07/14/2014	2,249,755	131	
SHEFFIELD RECEIVABLS CORP Disc C/P	04/28/2014			07/24/2014	999,565	320	
STANDARD CHARTERED BK US Disc C/P	06/18/2014			09/11/2014	339,856	22	
STARBIRD FDG CORP Disc C/P	06/25/2014			07/02/2014	674,987	11	
STARBIRD FDG CORP Disc C/P	06/13/2014			08/04/2014	834,783	75	
(continues)							

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 and Accrued	Amount Received During Year
Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations (continued)							
THUNDER BAY FNDG LLC Disc C/P	04/29/2014			07/21/2014	549,810	144	
VICTORY RECEIVABLES CORP Disc C/P	06/13/2014			07/21/2014	699,897	49	
VICTORY RECEIVABLES CORP Disc C/P	06/17/2014			07/23/2014	799,888	44	
3299999 - Bonds: Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					26,345,608	3,239	
3899999 - Bonds: Subtotals - Industrial and Miscellaneous (Unaffiliated)					26,345,608	3,239	
7799999 - Total Bonds - Subtotals - Issuer Obligations					41,359,710	4,275	
8399999 - Total Bonds - Subtotals - Bonds					41,359,710	4,275	
8699999 - Total Cash Equivalents					41,359,710	4,275	