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QUARTERLY STATEMENT
AS OF JUNE 30, 2015
OF THE CONDITION AND AFFAIRS OF THE
Gateway Health Plan of Ohio, Inc.

NAIC Group Code	0812 (Current Period)	0812 (Prior Period)	NAIC Company Code	12325	Employer's ID Number	30-0282076
Organized under the Laws of	Ohio		State of Domicile or Port of Entry		Ohio	
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[<input type="checkbox"/>] Dental Service Corporation[<input type="checkbox"/>] Other[<input type="checkbox"/>]	Property/Casualty[<input type="checkbox"/>] Vision Service Corporation[<input type="checkbox"/>] Is HMO Federally Qualified? Yes[<input type="checkbox"/>] No[X] N/A[<input type="checkbox"/>]	Hospital, Medical & Dental Service or Indemnity[<input type="checkbox"/>] Health Maintenance Organization[X]			
Incorporated/Organized	11/05/2004		Commenced Business	09/01/2005		
Statutory Home Office	Four Gateway Center, 444 Liberty Avenue, Ste 2100 (Street and Number)		Pittsburgh, PA, US 15222-1222 (City or Town, State, Country and Zip Code)			
Main Administrative Office	Four Gateway Center, 444 Liberty Avenue, Ste 2100 (Street and Number)		Pittsburgh, PA, US 15222-1222 (Area Code) (Telephone Number)			
Primary Location of Books and Records	Columbus, OH, US 43215-6101 (City or Town, State, Country and Zip Code)		Pittsburgh, PA, US 15222-1222 (Area Code) (Telephone Number)			
Internet Web Site Address	www.gatewayhealthplan.com					
Statutory Statement Contact	Sharon Marsonek Kelley (Name) SKelley@gatewayhealthplan.com (E-Mail Address)		(412)918-8495 (Area Code)(Telephone Number)(Extension) (412)918-8495 (Fax Number)			

OFFICERS

Name	Title
Patricia Joan Darnley	President and CEO
Karen Arcidiacono Barringer	Secretary
Mark Allan Lantzy	Assistant Treasurer #

OTHERS

John Charles Engel, Controller #

DIRECTORS OR TRUSTEES

Nanette Paden DeTurk
 Mark Thomas Bullock
 Michael George Warfel
 Deborah Lynn Rice-Johnson (formerly Rice)
 Benjamin Ryland Carter #

State of _____
 County of _____ ss

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

(Signature)
 Patricia Joan Darnley
 (Printed Name)
 1.
 President and CEO
 (Title)

(Signature)
 Karen Arcidiacono Barringer
 (Printed Name)
 2.
 Secretary
 (Title)

(Signature)
 Sharon Marsonek Kelley
 (Printed Name)
 3.
 Treasurer
 (Title)

Subscribed and sworn to before me this
 _____ day of _____, 2015

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

Yes[X] No[]

(Notary Public Signature)

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	1,213,325		1,213,325	1,217,243
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances)				
4.2 Properties held for the production of income (less \$.....0 encumbrances)				
4.3 Properties held for sale (less \$.....0 encumbrances)				
5. Cash (\$.....1,255,193), cash equivalents (\$.....0) and short-term investments (\$.....2,125,957)	3,381,150		3,381,150	5,647,702
6. Contract loans (including \$.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	4,594,475		4,594,475	6,864,945
13. Title plants less \$.....0 charged off (for Title insurers only)				
14. Investment income due and accrued	37,760		37,760	25,371
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,150,667	36,315	1,114,352	56,356
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	53,004		53,004	68,718
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	6,894		6,894	1,897
17. Amounts receivable relating to uninsured plans				318,395
18.1 Current federal and foreign income tax recoverable and interest thereon				
18.2 Net deferred tax asset				
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets (\$.....0)				
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	13,511,577		13,511,577	1,569,388
24. Health care (\$.....784,405) and other amounts receivable	827,103	42,697	784,405	125,688
25. Aggregate write-ins for other than invested assets	134,738	134,738		
26. TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	20,316,217	213,750	20,102,467	9,030,758
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. TOTAL (Lines 26 and 27)	20,316,217	213,750	20,102,467	9,030,758
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Prepaid Assets	134,076	134,076		
2502. Miscellaneous A/R OHOH	662	662		
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	134,738	134,738		

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded)	14,384,701		14,384,701	1,679,883
2. Accrued medical incentive pool and bonus amounts				
3. Unpaid claims adjustment expenses	84,861		84,861	59,327
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	747,332		747,332	1,510,379
5. Aggregate life policy reserves				
6. Property/casualty unearned premium reserve				
7. Aggregate health claim reserves				
8. Premiums received in advance	18,604		18,604	130
9. General expenses due or accrued	249,956		249,956	95,706
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))				
10.2 Net deferred tax liability				
11. Ceded reinsurance premiums payable				
12. Amounts withheld or retained for the account of others	34,947		34,947	37,723
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	404,912		404,912	1,422,506
16. Derivatives				
17. Payable for securities				
18. Payable for securities lending				
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers)				
20. Reinsurance in unauthorized and certified (\$.....0) companies				
21. Net adjustments in assets and liabilities due to foreign exchange rates				
22. Liability for amounts held under uninsured plans	586,247		586,247	
23. Aggregate write-ins for other liabilities (including \$.....0 current)	732		732	
24. Total liabilities (Lines 1 to 23)	16,512,292		16,512,292	4,805,654
25. Aggregate write-ins for special surplus funds	XXX	XXX		
26. Common capital stock	XXX	XXX		
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	19,786,235	19,786,235
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX		
31. Unassigned funds (surplus)	XXX	XXX	(16,196,059)	(15,561,131)
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$.....0)	XXX	XXX		
32.2 .....0 shares preferred (value included in Line 27 \$.....0)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	3,590,176	4,225,104
34. Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	20,102,467	9,030,758
DETAILS OF WRITE-INS				
2301. Escheat Liability Medicare	732		732	
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)	732		732	
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099. TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total		4 Total
			3 Total	
1. Member Months	XXX	31,705	2,430	7,660
2. Net premium income (including \$.....0 non-health premium income)	XXX	25,458,876	2,321,776	7,523,245
3. Change in unearned premium reserves and reserves for rate credits	XXX			
4. Fee-for-service (net of \$.....0 medical expenses)	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX			
7. Aggregate write-ins for other non-health revenues	XXX			
8. Total revenues (Lines 2 to 7)	XXX	25,458,876	2,321,776	7,523,245
Hospital and Medical:				
9. Hospital/medical benefits		15,584,250	1,451,956	4,620,278
10. Other professional services		3,012,385	203,147	710,466
11. Outside referrals				
12. Emergency room and out-of-area		1,004,194	73,879	248,992
13. Prescription drugs		3,135,714	258,100	836,829
14. Aggregate write-ins for other hospital and medical		1,077,491	65,517	196,953
15. Incentive pool, withhold adjustments and bonus amounts				
16. Subtotal (Lines 9 to 15)		23,814,034	2,052,599	6,613,518
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)		23,814,034	2,052,599	6,613,518
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$.....184,438 cost containment expenses		1,330,721	1,237,495	3,060,333
21. General administrative expenses		1,725,597	2,346,330	2,936,792
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)		(747,333)		1,494,665
23. Total underwriting deductions (Lines 18 through 22)		26,123,020	5,636,424	14,105,308
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(664,144)	(3,314,648)	(6,582,063)
25. Net investment income earned		8,942	5,196	14,099
26. Net realized capital gains (losses) less capital gains tax of \$.....0				
27. Net investment gains or (losses) (Lines 25 plus 26)		8,942	5,196	14,099
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....388) (amount charged off \$.....0)]		(388)		
29. Aggregate write-ins for other income or expenses				
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(655,590)	(3,309,452)	(6,567,964)
31. Federal and foreign income taxes incurred	XXX			
32. Net income (loss) (Lines 30 minus 31)	XXX	(655,590)	(3,309,452)	(6,567,964)
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699. TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799. TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401. DME		1,019,681	65,517	172,075
1402. Transportation Costs		40,091		24,878
1403. Hearing Hardware		17,719		
1498. Summary of remaining write-ins for Line 14 from overflow page				
1499. TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		1,077,491	65,517	196,953
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page				
2999. TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	4,225,104	2,527,480	2,527,480
34. Net income or (loss) from Line 32	(655,590)	(3,309,452)	(6,567,964)
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax			
39. Change in nonadmitted assets	20,662	(106,227)	(234,412)
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		5,500,000	8,500,000
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)	(634,928)	2,084,321	1,697,624
49. Capital and surplus end of reporting period (Line 33 plus 48)	3,590,176	4,611,801	4,225,104
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page			
4799. TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations				
1.	Premiums collected net of reinsurance	23,639,143	2,119,540	8,898,349
2.	Net investment income	(644)	103	2,489
3.	Miscellaneous income			
4.	TOTAL (Lines 1 to 3)	23,638,498	2,119,643	8,900,838
5.	Benefit and loss related payments	11,051,487	1,305,668	6,565,799
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	1,971,166	3,398,802	6,198,931
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)			
10.	TOTAL (Lines 5 through 9)	13,022,653	4,704,470	12,764,730
11.	Net cash from operations (Line 4 minus Line 10)	10,615,845	(2,584,827)	(3,863,892)
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds			
12.2	Stocks			
12.3	Mortgage loans			
12.4	Real estate			
12.5	Other invested assets			
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7	Miscellaneous proceeds			
12.8	TOTAL investment proceeds (Lines 12.1 to 12.7)			
13.	Cost of investments acquired (long-term only):			
13.1	Bonds		770,878	770,878
13.2	Stocks			
13.3	Mortgage loans			
13.4	Real estate			
13.5	Other invested assets			
13.6	Miscellaneous applications			
13.7	TOTAL investments acquired (Lines 13.1 to 13.6)		770,878	770,878
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)		(770,878)	(770,878)
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	0	5,500,000	8,500,000
16.3	Borrowed funds			
16.4	Net deposits on deposit-type contracts and other insurance liabilities			
16.5	Dividends to stockholders			
16.6	Other cash provided (applied)	(12,882,397)	(5,487,576)	(6,047,368)
17.	Net cash from financing and miscellaneous sources (Line 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(12,882,397)	12,424	2,452,632
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)	(2,266,552)	(3,343,281)	(2,182,138)
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year	5,647,702	7,829,840	7,829,840
19.2	End of period (Line 18 plus Line 19.1)	3,381,150	4,486,559	5,647,702

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	1,068								1,068	
2. First Quarter	5,074								5,074	
3. Second Quarter	5,880								5,880	
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	31,705								31,705	
Total Member Ambulatory Encounters for Period:										
7. Physician	12,660								12,660	
8. Non-Physician	6,178								6,178	
9. Total	18,838								18,838	
10. Hospital Patient Days Incurred	6,827								6,827	
11. Number of Inpatient Admissions	883								883	
12. Health Premiums Written (a)	25,540,045								25,540,045	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	25,540,045								25,540,045	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	11,798,820								11,798,820	
18. Amount Incurred for Provision of Health Care Services	23,814,034								23,814,034	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....25,540,045.

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
Claims unpaid (Reported)						
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	630,239	78,220	55,163	2,185		765,808
0499999 Subtotals	630,239	78,220	55,163	2,185		765,808
0599999 Unreported claims and other claim reserves						13,618,894
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						14,384,701
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1+3)	6 Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical) .....	.....	.....	.....	.....	.....	.....
2. Medicare Supplement .....	.....	.....	.....	.....	.....	.....
3. Dental only .....	.....	.....	.....	.....	.....	.....
4. Vision only .....	.....	.....	.....	.....	.....	.....
5. Federal Employees Health Benefits Plan .....	.....	.....	.....	.....	.....	.....
6. Title XVIII - Medicare	997,806	10,801,014	94,061	14,290,640	1,091,868	1,679,883
7. Title XIX - Medicaid .....	.....	.....	.....	.....	.....	.....
8. Other health .....	.....	.....	.....	.....	.....	.....
9. Health subtotal (Lines 1 to 8)	997,806	10,801,014	94,061	14,290,640	1,091,868	1,679,883
10. Healthcare receivables (a)	384,110	.....	.....	442,993	384,110	137,498
11. Other non-health .....	.....	.....	.....	.....	.....	.....
12. Medical incentive pools and bonus amounts .....	.....	.....	.....	.....	.....	.....
13. Totals (Lines 9 - 10 + 11 + 12)	613,697	10,801,014	94,061	13,847,647	707,758	1,542,385

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

		<u>State of Domicile</u>	2015	2014
<u>NET INCOME</u>				
(1)	State basis (Page 4, Line 32, Columns 2 & 3)	OH	(\$655,590)	(\$6,567,964)
(2)	State Prescribed Practices that increase/(decrease) NAIC SAP:			
(201)				
(299)	Total		\$0	\$0
(3)	State Permitted Practices that increase/(decrease) NAIC SAP:			
(301)				
(399)	Total		\$0	\$0
(4)	NAIC SAP (1-2-3=4)		(\$655,590)	(\$6,567,964)
<u>SURPLUS</u>				
(5)	State basis (Page 3, Line 33, Columns 3 & 4)	OH	\$3,590,176	\$4,225,104
(6)	State Prescribed Practices that increase/(decrease) NAIC SAP:			
(601)				
(699)	Total		\$0	\$0
(7)	State Permitted Practices that increase/(decrease) NAIC SAP:			
(701)				
(799)	Total		\$0	\$0
(8)	NAIC SAP (5-6-7=8)		\$3,590,176	\$4,225,104

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

No Material Change

C. Accounting Policy

- (1) – (5) – No Material Change
- (6) The Company had no loan-backed securities
- (7) – (13) – No Material Change

2. Accounting Changes and Corrections of Errors

No Material Change

3. Business Combinations and Goodwill

No Material Change

4. Discontinued Operations

Notes to Financial Statement

No Material Change

5. Investments

- A. Mortgage Loans, including Mezzanine Real Estate Loans – No Material Change
- B. Debt Restructuring – No Material Change
- C. Reverse Mortgages – No Material Change
- D. Loan-Backed Securities
 - (1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from broker dealer survey values or internal estimates.
 - (2) There are no other-than-temporary impairments on any Loan-Backed Securities.
 - (3) There are no other-than-temporary impairments on any Loan-Backed Securities.
 - (4) and (5) All impaired securities (fair value is less than cost or amortized cost) for which another-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains) - None
- E. Repurchase Agreements and/or Securities Lending Transactions
 - (1) Policy for requiring collateral or other security – No Material Change
 - (2) Carrying amount and classification of both those assets and associated liabilities – No Material Change
 - (3) Collateral accepted that it is permitted by contract or custom to sell or repledge:
 - a. Aggregate amount of contractually obligated open collateral positions – No Material Change
 - b. Fair value of that collateral and of the portion of that collateral that it has sold or repledged – None
 - c. Information about the sources and uses of that collateral – No Material Change
 - (4) Aggregate value of the reinvested collateral which is “one-line” reported and the aggregate reinvested collateral which is reported in the investment schedules – No Material Change
 - (5) Reinvestment of the cash collateral and any securities which it or its agent receives as collateral that can be sold or repledged – No Material Change
 - (6) Collateral accepted that it is not permitted by contract or custom to sell or repledge – No Material Change
 - (7) Collateral for transactions that extend beyond one year from the reporting date – No Material Change
- F. Real Estate – No Material Change
- G. Low-Income Housing Tax Credits (LIHTC) – No Material Change
- H. Restricted Assets - No Material Change
- I. Working Capital Finance Investments
 - (2) Aggregate book/adjusted carrying value maturity distributions on the underlying Working Capital Finance Programs – None
 - (3) Events of default of working capital finance investments during the reporting period - None
- J. Offsetting and Netting of Assets and Liabilities - None
- K. Structured Notes - No Material Change

6. Joint Ventures, Partnerships and Limited Liability Companies

No Material Change

7. Investment Income

No Material Change

8. Derivative Instruments

No Material Change

Notes to Financial Statement

9. Income Taxes

No Material Change

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

A. The nature of the relationship involved – No Material Change

B. A description of the transactions for the period and the effect of the transactions on the financial statements – No Material Change

C. The dollar amount of the transactions for the period and the effect of the transactions on the financial statements – No Material Change

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

E. Guarantees - No Material Change

F. Material management contracts – No Material Change

G. Common Control - No Material Change

H. Deductions in Value - No Material Change

I. SCA that exceed 10% of Admitted Assets - No Material Change

J. Impaired SCAs - No Material Change

K. Foreign Subsidiary - No Material Change

L. Downstream Noninsurance Holding Company - No Material Change

11. Debt

A. Outstanding Debt – No Material Change

B. FHLB (Federal Home Loan Bank) Agreements – None

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

A. Defined Benefit Plan

(1) Change in benefit obligation – No Material Change

(2) Change in plan assets- No Material Change

(3) Funded status - No Material Change

(4) Components of net periodic benefit cost - None

(5) The amount included in unassigned funds (surplus) for the period arising from a change in the additional minimum pension liability recognized - No Material Change

(6) Amounts in unassigned funds (surplus expected to be recognized in the next fiscal year as components of net periodic benefit cost - No Material Change

(7) Amounts in unassigned funds (surplus) that have not been recognized as components of net periodic benefit cost - No Material Change

(8) Weighted-average assumptions used to determine net period benefit cost - No Material Change

(9) The amount of accumulated benefit obligation for defined benefit pension plans - No Material Change

(10) – (11) The defined benefit pension plan asset allocation as of the measurement date, and the target asset allocation, presented as a percentage of total plan assets - No Material Change

(12) Estimated future payments, which reflect expected future service, as appropriate, are expected to be paid in the years- No Material Change

(13) Regulatory contribution requirements - No Material Change

Notes to Financial Statement

(14) – (21) - No Material Change

- B. Narrative Description of Investment Policies and Strategies – No Material Change
- C. Fair Value of Plan Assets – No Material Change
- D. Narrative Description of Basis Used to Determine Expected Long-Term Rate-of Return – No Material Change
- E. Defined Contribution Plans - No Material Change
- F. Multi-Employer Plan – No Material Change
- G. Consolidated/Holding Company Plans – No Material Change
- H. Post-Employment Benefits and Compensated Absences – No Material Change
- I. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17) – No Material Change

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

No Material Change

14. Contingencies

No Material Change

15. Leases

- A. Lessee Operating Lease – No Material Change
- B. Lessor Leases – No Material Change

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

No Material Change

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

- A. Transfers of Receivables reported as Sales – No Material Change
- B. Transfer and Servicing of Financial Assets
 - (1) Description of loaned securities – No Material Change
 - (2) Servicing Assets and Liabilities
 - a. Risks inherent in servicing assets and servicing liabilities – None
 - b. Amount of contractually specified servicing fees, late fees and ancillary fees earned for each period – None
 - c. Assumptions used to estimate the fair value – None
- (3) Servicing assets and servicing liabilities are subsequently measured at fair value – No Material Change
- (4) For securitizations, asset-backed financing arrangements, and similar transfers accounted for as sales when the transferor has continuing involvement (as defined in the glossary of the Accounting Practices & Procedures Manual) with the transferred financial assets:
 - a. Each income statement presented – None
 - b. Each statement of financial position presented, regardless of when the transfer occurred – None
- (5) Transfers of financial assets accounted for as secured borrowing value – No Material Change
- (6) Transfers of receivables with recourse – No Material Change
- (7) Securities underlying repurchase and reverse repurchase agreements – No Material Change

C. Wash Sales – None

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

Notes to Financial Statement

No Material Change

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

No Material Change

20. Fair Value Measurements

A. Fair Market Value at Reporting Date

1. Fair Value Measurements at Reporting Date – None
2. Fair Value Measurements in (Level 3) of the Fair Value Hierarchy – None
3. GHPOI's policy for determining when transfers between levels are recognized is determined at the end of the reporting period.
4. In accordance with SSAP No. 100, financial assets and liabilities recorded at fair value in the statements of assets, liabilities, capital and surplus are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Input levels, as defined by NAIC SAP, are as follows:

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

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

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

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

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

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

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

GHPOI uses a third party pricing service to obtain quoted prices for each security. The third party service provides pricing based on recent trades of the specific security or like securities, as well as a variety of valuation methodologies for those securities where an observable market price may not exist. The third party service may derive pricing for Level 2 securities from market corroborated pricing, matrix pricing, and inputs such as yield curves and indices. Pricing for Level 3 securities may be obtained from investment managers for private placements or derived from discounted cash flows, or ratio analysis and price comparisons of similar companies. GHPOI performs an analysis of reasonableness of the prices received for fair value by monitoring month-to-month fluctuations and determining reasons for significant differences, selectively testing fair values against prices obtained from other sources, and comparing the combined fair value of a class of assets against an appropriate index benchmark. There were no adjustments to quoted market prices obtained from third party pricing services during the period ended June 30, 2015 that were material to the statutory financial statements.

5. Derivative assets and liabilities – None

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

Notes to Financial Statement

C. Aggregate Fair Value of All Financial Instruments

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$1,337,261	\$1,213,325	\$1,337,261			
Short-term Investments	\$2,125,956	\$2,125,956	\$2,125,956			

D. Not Practicable to Estimate Fair Value – None

21. Other Items

- A. Extraordinary Items – No Material Change
- B. Troubled Debt Restructuring – No Material Change
- C. Other Disclosures and Unusual Items – No Material Change
- D. Business Interruption Insurance Recoveries – No Material Change
- E. State Transferable and Non-transferable Tax Credits – No Material Change
- F. Subprime-Mortgage-Related Risk Exposure – No Material Change
- G. Retained Assets – No Material Change

22. Events Subsequent

Type I – Recognized Subsequent Events

Subsequent events have been considered through August 14, 2015 for the statutory statement issued on June 30, 2015.

Type II – Nonrecognized Subsequent Events

No Material Change

23. Reinsurance

No Material Change

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A,B&C. The Company estimates accrued retrospective premium adjustments for its Medicare Part D Risk Corridor adjustment based on the contract with CMA and actuarial estimates. – No Material Change

D. GHPOI has no medical loss ratio rebates required pursuant to the Public Health Service Act.

E. Risk-Sharing Provisions of the Affordable Care Acct (ACA) – None

1. Did the reporting entity write accident and health insurance premium that is subject to the Affordable Care Act risk sharing provisions (Yes/No)?

No

2. Impact of Risk-Sharing Provision of the Affordable Care Act - None

3. Roll-forward of prior year ACA risk-sharing provision - None

25. Changes in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2014 were \$1,739,209. As of June 30, 2015, \$1,194,134 was paid for incurred claims and claims adjustment expenses attributed to insured events of prior years. Reserves remaining for prior years are now \$98,957 as a result of re-estimation of unpaid claims and claim adjustment expenses. Therefore there has been a \$446,117 favorable prior-year development since December 31, 2014 to June 30, 2015. The increase (decrease) is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements

No Material Change

27. Structured Settlements

No Material Change

28. Health Care Receivables

A. Pharmacy Rebate Receivable

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

Notes to Financial Statement

GHPOI is responsible for billing rebates. The majority of rebates are paid to GHPOI via wire-transfer.

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements*	Pharmacy Rebates Billed or Otherwise Confirmed**	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
6/30/2015	\$784,405				
3/31/2015	\$409,888	\$377,679	\$4,852		
12/31/2014	\$125,688	\$85,520	\$84,562	172	
09/30/2014	\$77,609	\$58,415	\$51,641	\$6,000	
06/30/2014	\$59,657	\$32,389	\$32,191	(\$140)	
03/31/2014	\$32,096	\$24,585	\$23,726	\$268	\$80

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

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

B. Risk Sharing Receivables - No Material Change

29. Participating Policies

No Material Change

30. Premium Deficiency Reserves

No Material Change

31. Anticipated Salvage and Subrogation

No Material Change

GENERAL INTERROGATORIES**PART 1 - COMMON INTERROGATORIES**
GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No[X]
Yes[] No[] N/A[X]

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

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

2.2 If yes, date of change:

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

 If yes, complete Schedule Y, Parts 1 and 1A.

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

3.3 If the response to 3.2 is yes, provide a brief description of those changes:
As a result of the merger with BCNEPA in June 2015, FPH, FPLIC, HMCH and HMCHS are now 100% wholly-owned subsidiaries of Highmark Inc.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]

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

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

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

 If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2014

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2009

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 03/11/2011

6.4 By what department or departments?
Ohio Department of Insurance

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes[] No[] N/A[X]

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

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

7.2 If yes, give full information

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]

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

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]

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

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

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[]

 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

 (c) Compliance with applicable governmental laws, rules and regulations;

 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

 (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

9.2 Has the code of ethics for senior managers been amended? Yes[] No[X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[] No[X]

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[X] No[]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 0

INVESTMENT

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

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

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

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

GENERAL INTERROGATORIES (Continued)

INVESTMENT

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

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 Mortgages Loans on Real Estate
14.26 All Other
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above

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

Yes[] No[X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

If no, attach a description with this statement.

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

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2

\$..... 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
PNC Bank, NA	Pittsburgh, PA
Mellon Bank, NA	Pittsburgh, PA

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

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

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

Yes[] No[X]

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

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

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

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

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

Yes[X] No[]

18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	.....	91.328%
1.2 A&H cost containment percent	.....	0.724%
1.3 A&H expense percent excluding cost containment expenses	.....	11.280%

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
				N O N E				

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**Current Year to Date - Allocated by States and Territories**

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums and Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama (AL)	N								
2. Alaska (AK)	N								
3. Arizona (AZ)	N								
4. Arkansas (AR)	N								
5. California (CA)	N								
6. Colorado (CO)	N								
7. Connecticut (CT)	N								
8. Delaware (DE)	N								
9. District of Columbia (DC)	N								
10. Florida (FL)	N								
11. Georgia (GA)	N								
12. Hawaii (HI)	N								
13. Idaho (ID)	N								
14. Illinois (IL)	N								
15. Indiana (IN)	N								
16. Iowa (IA)	N								
17. Kansas (KS)	N								
18. Kentucky (KY)	L		5,505,715						5,505,715
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)	L		6,374,156						6,374,156
35. North Dakota (ND)	N								
36. Ohio (OH)	L		13,660,174						13,660,174
37. Oklahoma (OK)	N								
38. Oregon (OR)	N								
39. Pennsylvania (PA)	N								
40. Rhode Island (RI)	N								
41. South Carolina (SC)	N								
42. South Dakota (SD)	N								
43. Tennessee (TN)	N								
44. Texas (TX)	N								
45. Utah (UT)	N								
46. Vermont (VT)	N								
47. Virginia (VA)	N								
48. Washington (WA)	N								
49. West Virginia (WV)	N								
50. Wisconsin (WI)	N								
51. Wyoming (WY)	N								
52. American Samoa (AS)	N								
53. Guam (GU)	N								
54. Puerto Rico (PR)	N								
55. U.S. Virgin Islands (VI)	N								
56. Northern Mariana Islands (MP)	N								
57. Canada (CAN)	N								
58. Aggregate other alien (OT)	XXX								
59. Subtotal	XXX		25,540,045						25,540,045
60. Reporting entity contributions for Employee Benefit Plans	XXX								
61. Total (Direct Business)	(a) 3		25,540,045						25,540,045

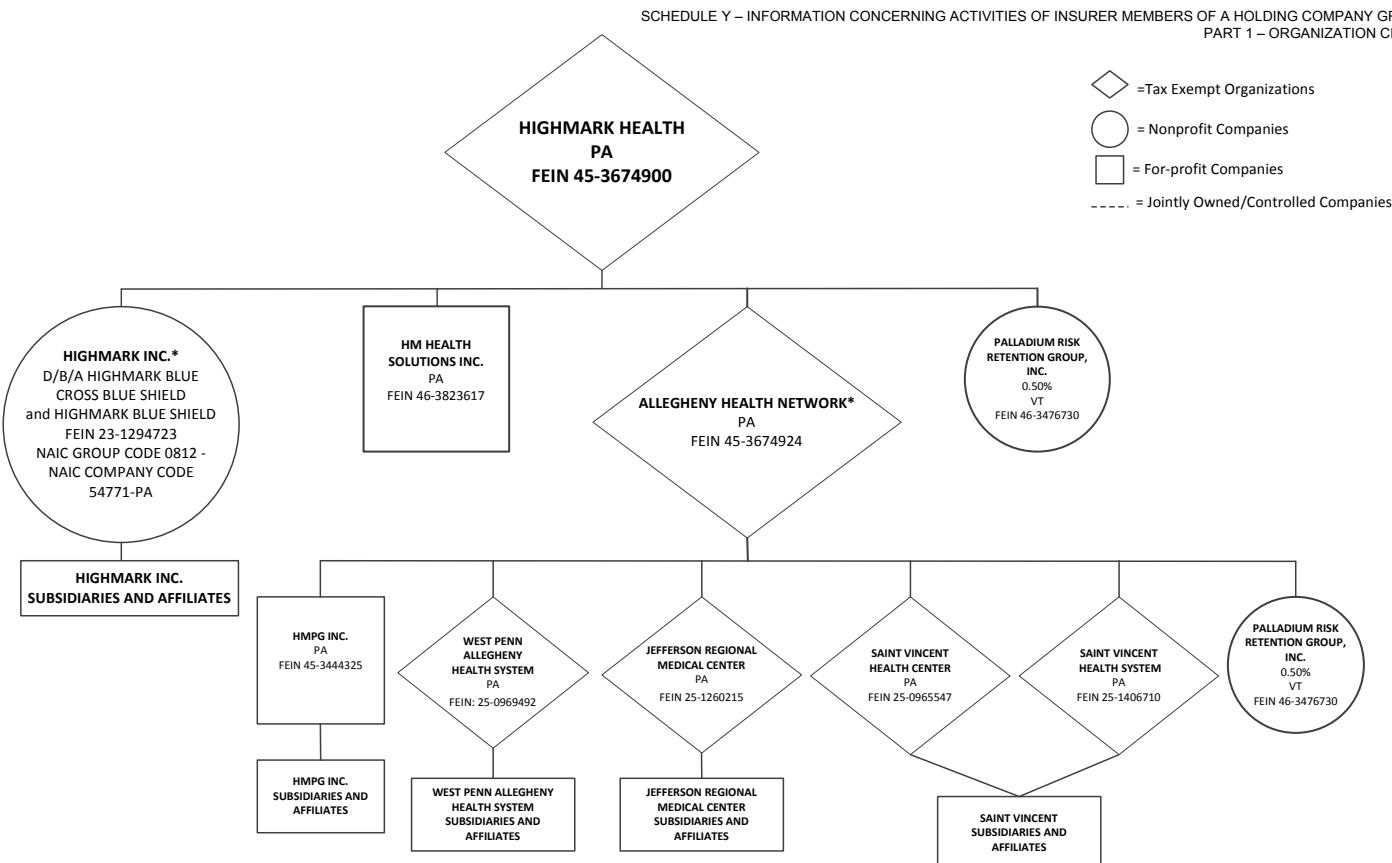
DETAILS OF WRITE-INS

58001.	XXX								
58002.	XXX								
58003.	XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX								
58999. TOTALS (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX								

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

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

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



Q15

* Highmark Health maintains control through ability to appoint the board of directors as sole member.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

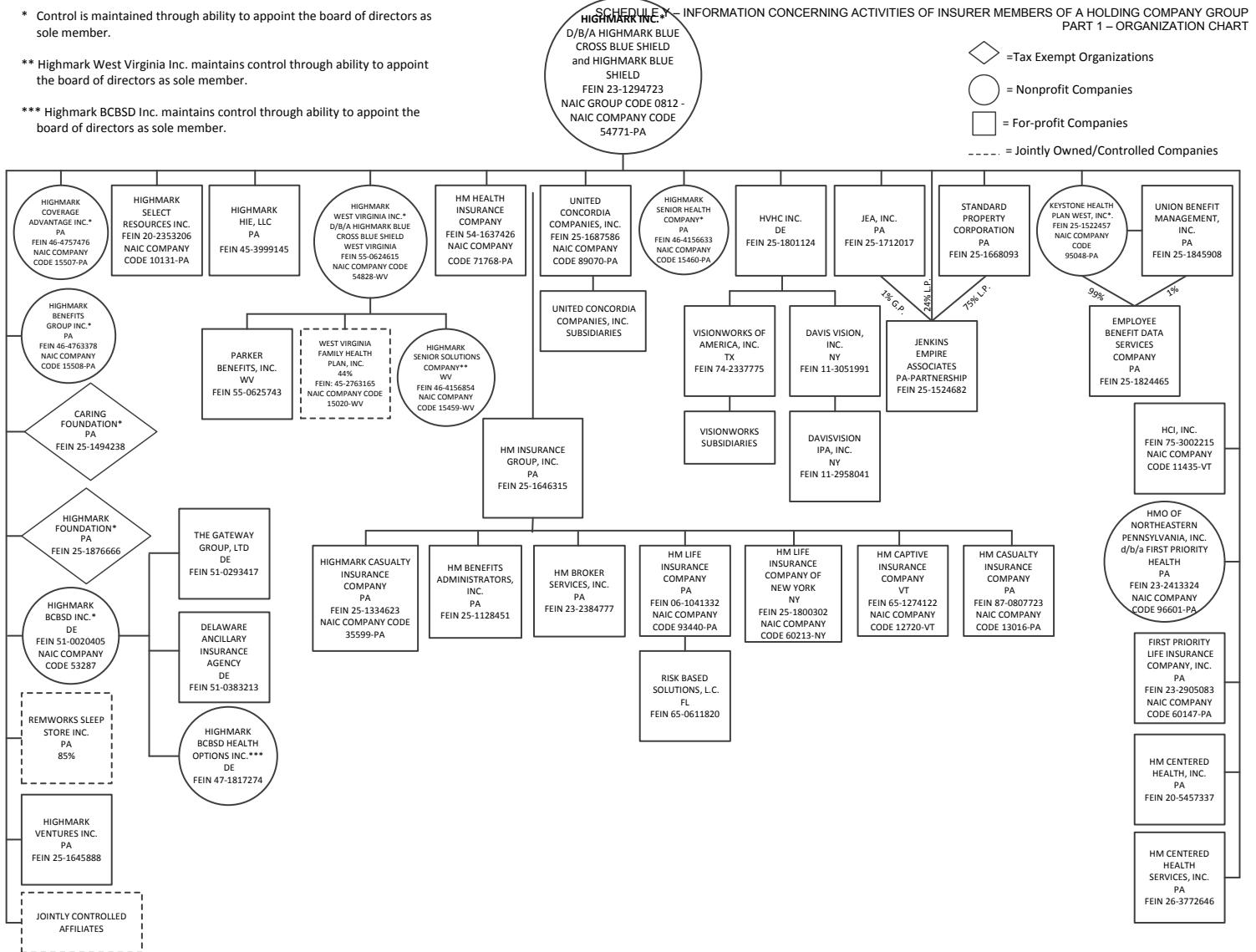
MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

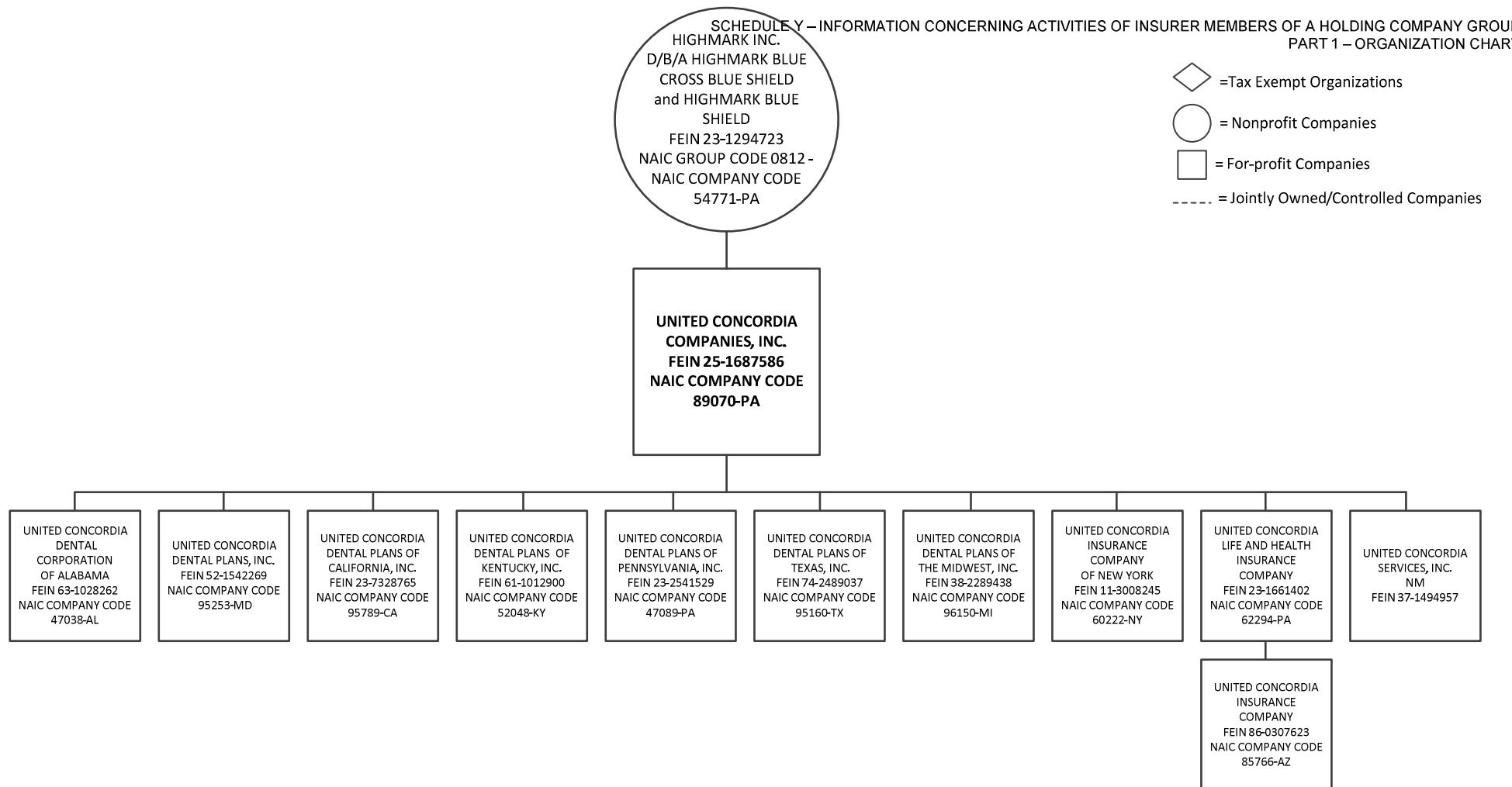
* Control is maintained through ability to appoint the board of directors as sole member.

** Highmark West Virginia Inc. maintains control through ability to appoint the board of directors as sole member.

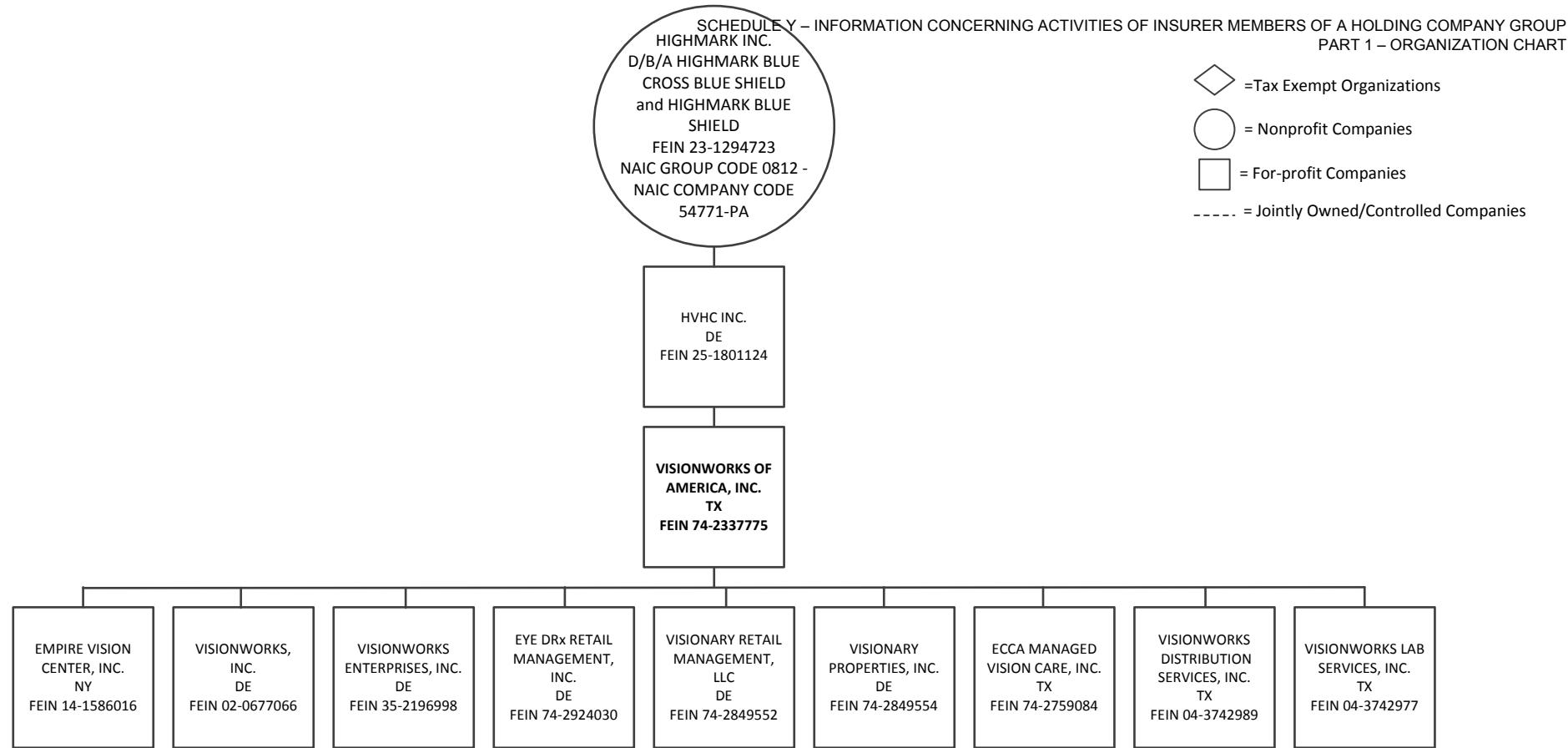
*** Highmark BCBS Inc. maintains control through ability to appoint the board of directors as sole member.



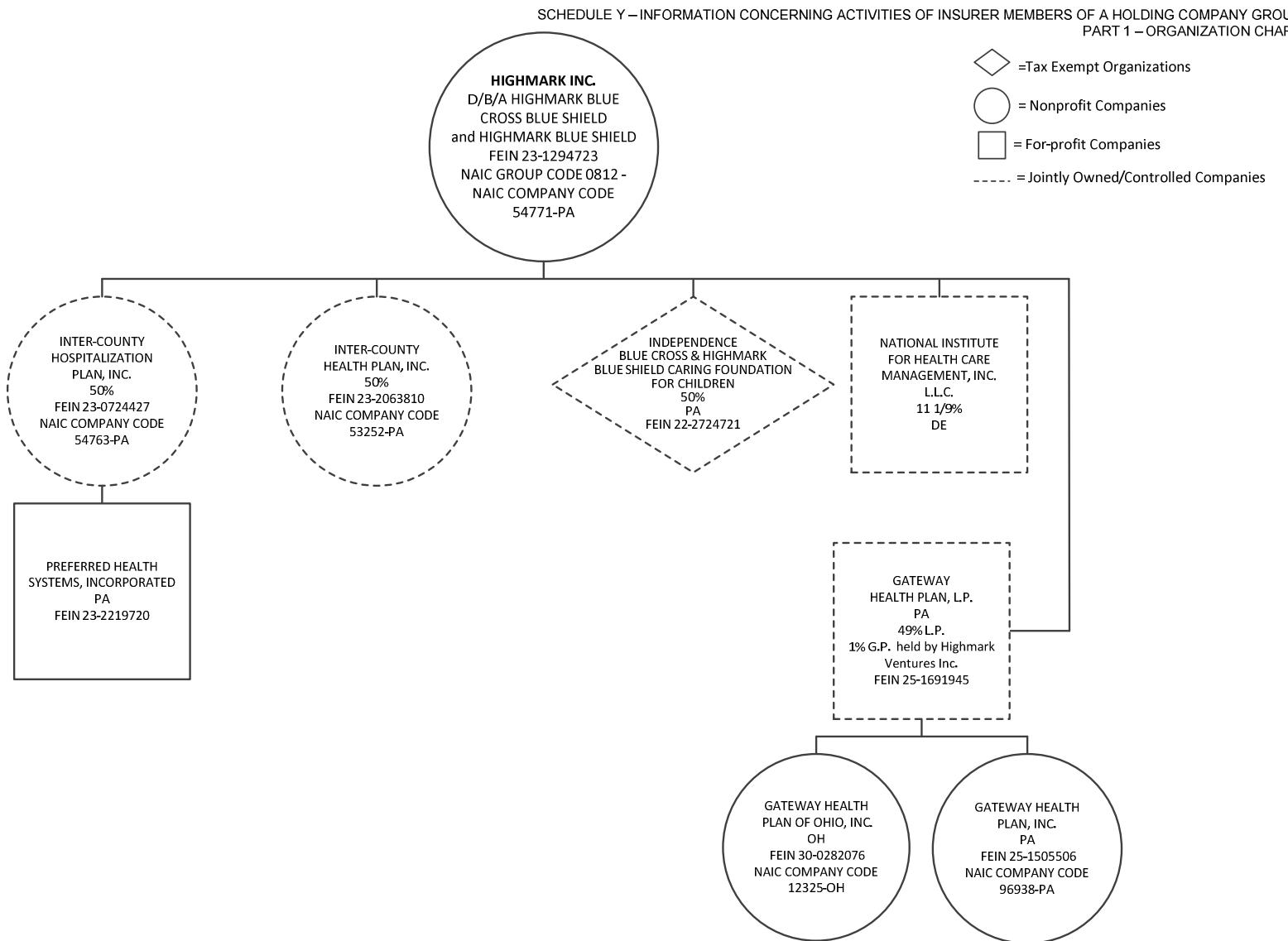
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP PART 1 - ORGANIZATIONAL CHART



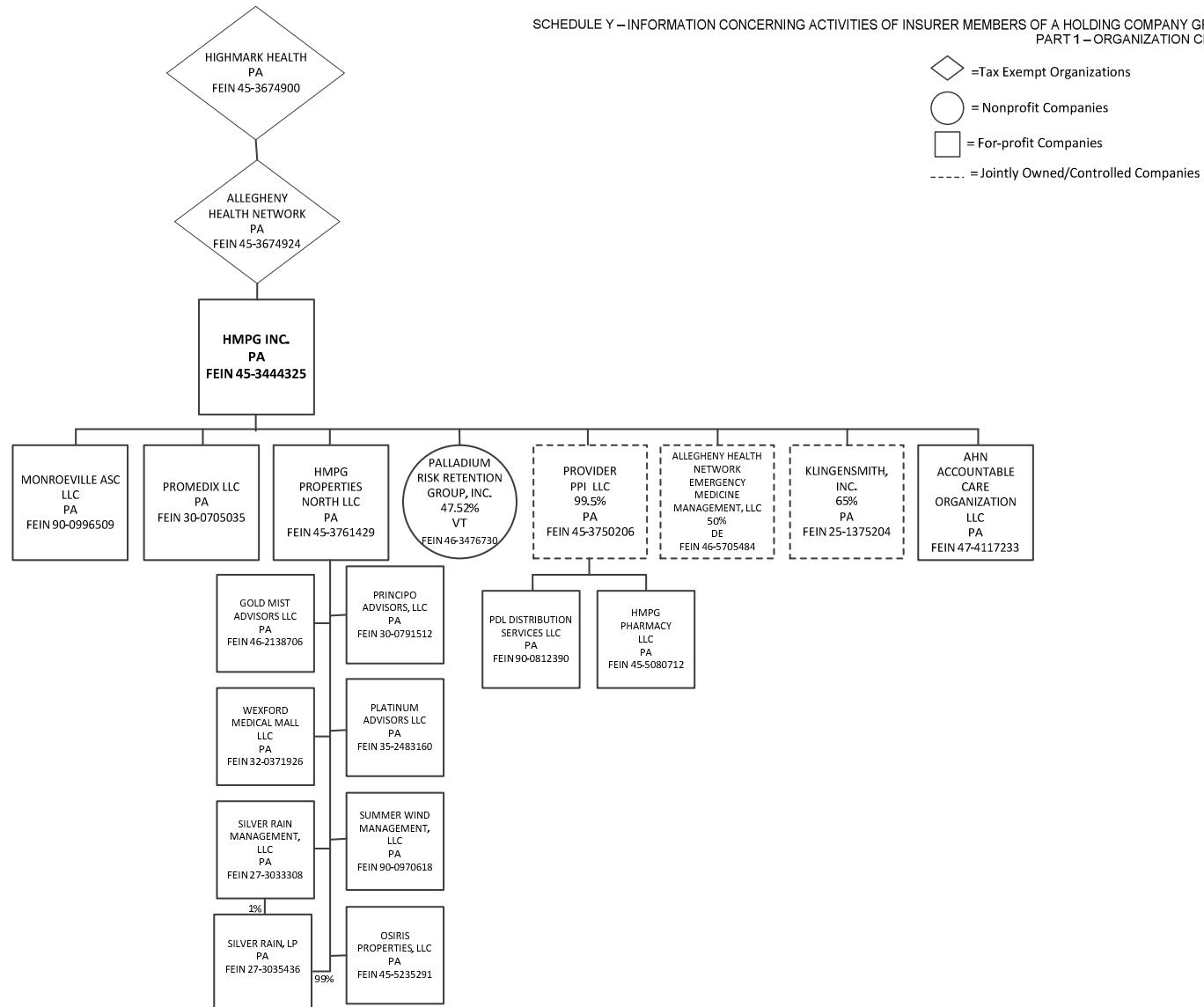
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP PART 1 - ORGANIZATIONAL CHART



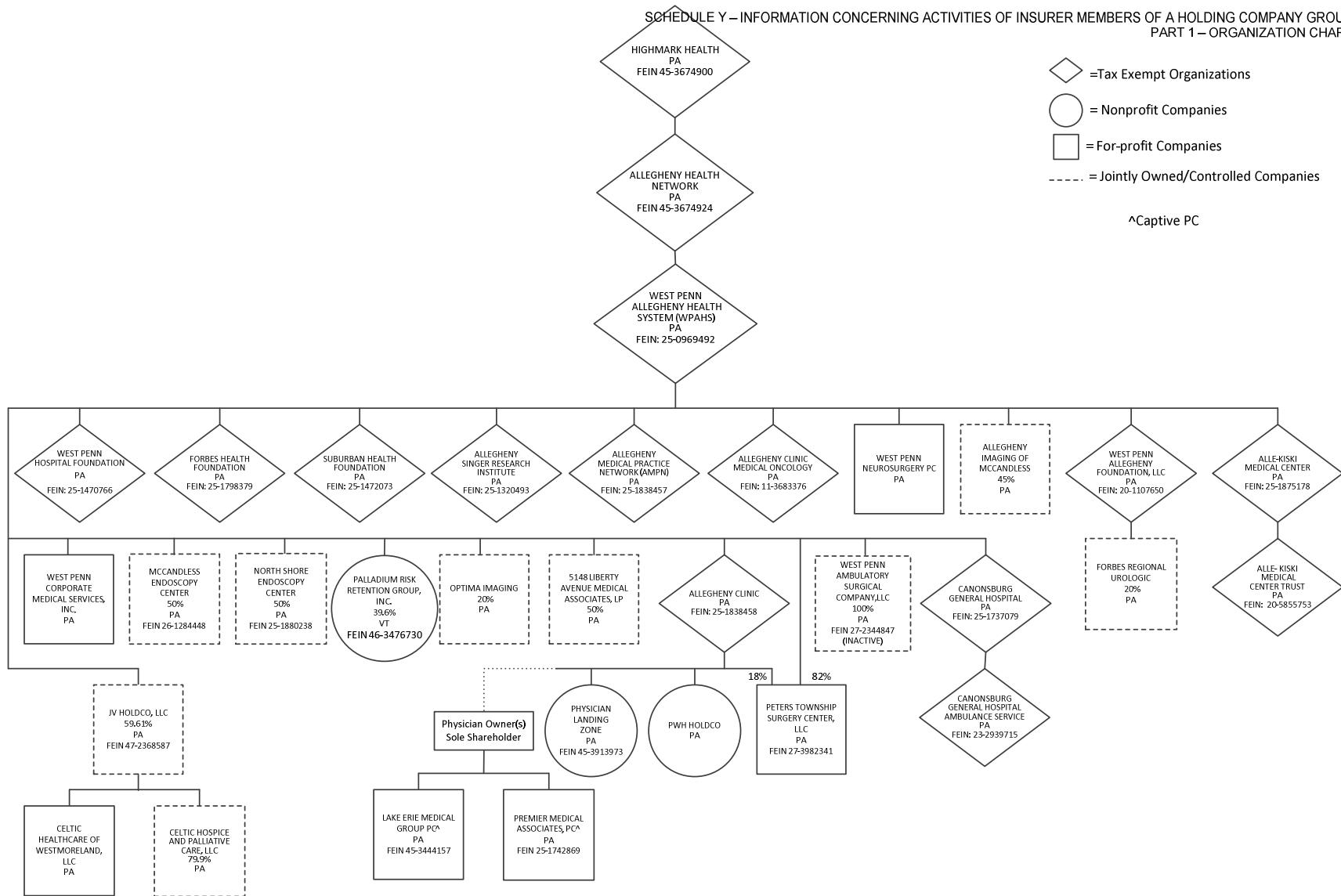
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP PART 1 - ORGANIZATIONAL CHART



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



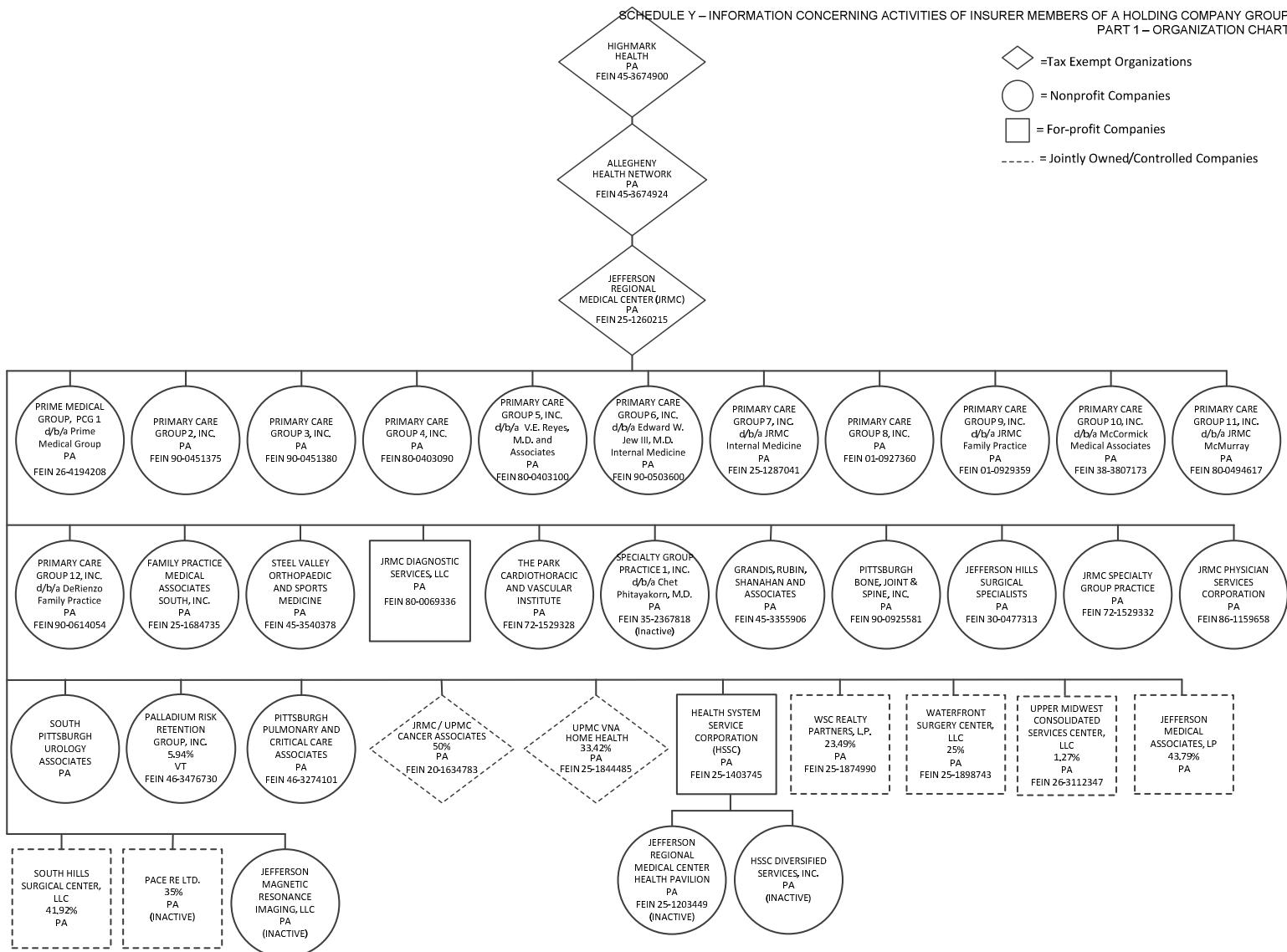
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP PART 1 - ORGANIZATIONAL CHART



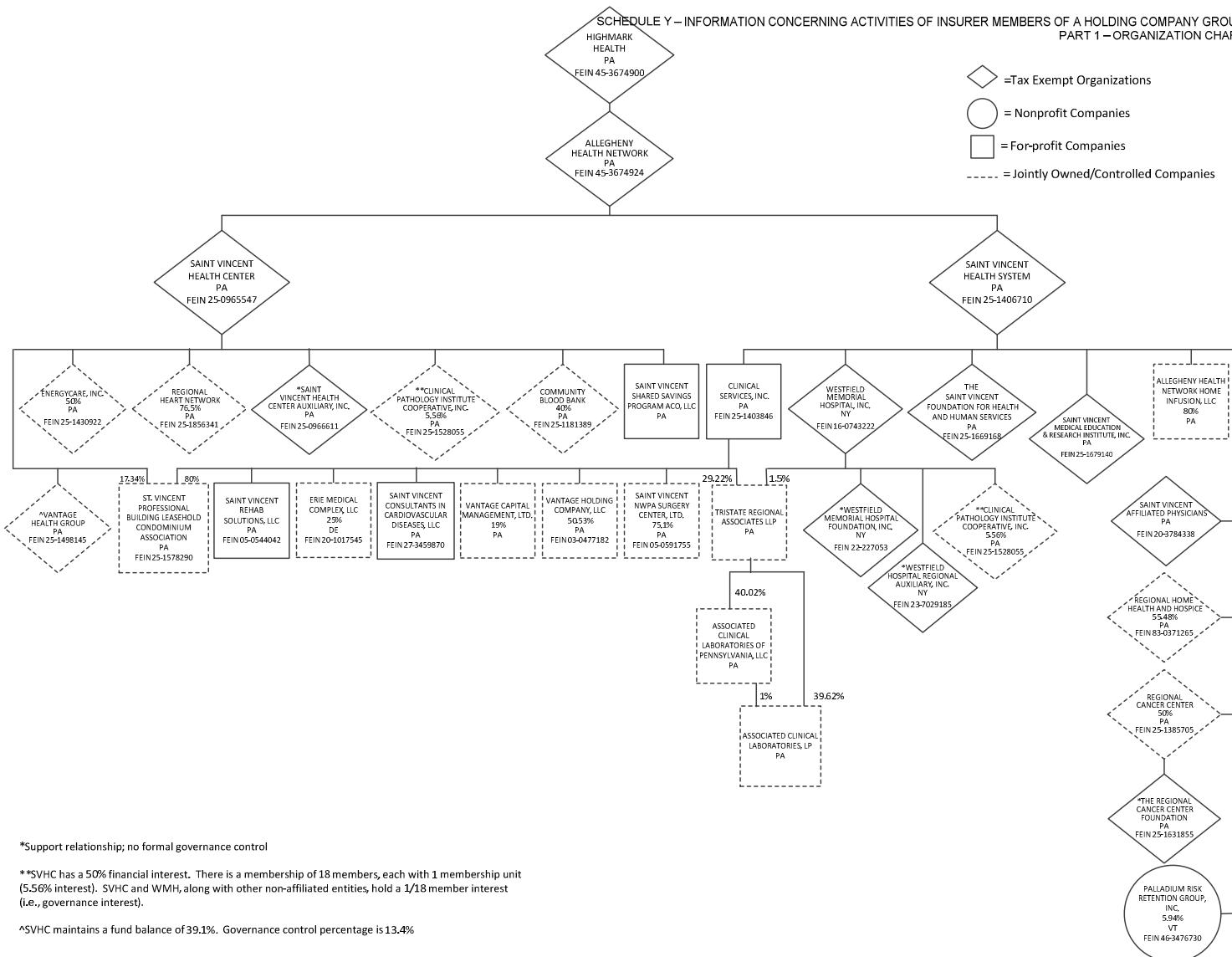
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



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



SCHEDULE Y

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	ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*		
812	Highmark	00000	45-3674900	0000000000	0000000000		HIGHMARK HEALTH	PA ..	UIP ..	HIGHMARK HEALTH	Board of Directors		HIGHMARK HEALTH	0000000		
812	Highmark	00000	45-3674924	0000000000	0000000000					PA .. NIA ..	HIGHMARK HEALTH	Board of Directors		HIGHMARK HEALTH	0000000	
812	Highmark	54771	23-1294723	0000000000	0000000000		HIGHMARK INC	PA ..	UDP ..	HIGHMARK HEALTH	Board of Directors		HIGHMARK HEALTH	0000000		
812	Highmark	00000	46-3823617	0000000000	0000000000		HM HEALTH SOLUTIONS INC.	PA ..	NIA ..	HIGHMARK HEALTH	Ownership		100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	46-3476730	0000000000	0000000000		PALLADIUM RISK RETENTION GROUP, INC.	VT ..	NIA ..	HIGHMARK HEALTH	Board of Directors		HIGHMARK HEALTH	0000000		
812	Highmark	00000	45-3444157	0000000000	0000000000		LAKE ERIE MEDICAL GROUP PC	PA ..	NIA ..	ALLEGHENY CLINIC	Ownership		100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	27-3982341	0000000000	0000000000		PETERS TOWNSHIP SURGERY CENTER	PA ..	NIA ..	ALLEGHENY CLINIC	Ownership		100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	45-3913973	0000000000	0000000000		PHYSICIAN LANDING ZONE PC	PA ..	NIA ..	ALLEGHENY CLINIC	Ownership		18.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-1742869	0000000000	0000000000		PREMIER MEDICAL ASSOCIATES, PC	PA ..	NIA ..	ALLEGHENY CLINIC	Board of Directors			HIGHMARK HEALTH	0000000	
812	Highmark	00000	45-3444325	0000000000	0000000000		PWH HOLDCO	PA ..	NIA ..	ALLEGHENY CLINIC	Ownership		100.0	HIGHMARK HEALTH	0000000	
812	Highmark						HMPG INC.	PA ..	NIA ..	ALLEGHENY HEALTH NETWORK	Board of Directors			HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-1260215	0000000000	0000000000		JEFFERSON REGIONAL MEDICAL CENTER	PA ..	NIA ..	ALLEGHENY HEALTH NETWORK	Ownership		100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	46-3476730	0000000000	0000000000		PALLADIUM RISK RETENTION GROUP, INC.	VT ..	NIA ..	ALLEGHENY HEALTH NETWORK	Board of Directors			HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-0965547	0000000000	0000000000		SAINT VINCENT HEALTH CENTER	PA ..	NIA ..	ALLEGHENY HEALTH NETWORK	Board of Directors			HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-1406710	0000000000	0000000000		SAINT VINCENT HEALTH SYSTEM	PA ..	NIA ..	ALLEGHENY HEALTH NETWORK	Board of Directors			HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-0969492	0000000000	0000000000		WEST PENN ALLEGHENY HEALTH SYSTEM	PA ..	NIA ..	ALLEGHENY HEALTH NETWORK	Board of Directors			HIGHMARK HEALTH	0000000	
812	Highmark	00000	20-5855753	0000000000	0000000000		ALLE-KISKI MEDICAL CENTER TRUST	PA ..	NIA ..	ALLE-KISKI MEDICAL CENTER	Board of Directors			HIGHMARK HEALTH	0000000	
812	Highmark	00000					ASSOCIATED CLINICAL LABORATORIES, LP	PA ..	NIA ..	ASSOCIATED CLINICAL LABORATORIES OF PENNSYLVANIA, LLC	Ownership			HIGHMARK HEALTH	0000000	
812	Highmark	00000	23-2939715	0000000000	0000000000		CANONSBURG GENERAL HOSPITAL AMBULANCE SERVICE	PA ..	NIA ..	CANONSBURG GENERAL HOSPITAL	Board of Directors			1.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	20-1017545	0000000000	0000000000		ERIE MEDICAL COMPLEX, LLC	DE ..	NIA ..	CLINICAL SERVICES, INC	Ownership			HIGHMARK HEALTH	0000000	
812	Highmark	00000	27-3459870	0000000000	0000000000		SAINT VINCENT CONSULTANTS IN CARDIOVASCULAR DISEASES, LLC	PA ..	NIA ..	CLINICAL SERVICES, INC	Ownership		25.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	05-0591755	0000000000	0000000000		SAINT VINCENT NWPA SURGERY CENTER, LTD	PA ..	NIA ..	CLINICAL SERVICES, INC	Ownership		100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	05-0544042	0000000000	0000000000		SAINT VINCENT REHAB SOLUTIONS, LLC	PA ..	NIA ..	CLINICAL SERVICES, INC	Ownership		75.1	HIGHMARK HEALTH	0000000	

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Comp- any Code	4 ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domic- iliary Loca- tion	10 Rela- tion- ship to Report- ing Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
812	Highmark	00000	25-1578290	000000000	0000000000		ST. VINCENT PROFESSIONAL BUILDING LEASEHOLD CONDOMINIUM ASSOCIATION	PA	NIA	CLINICAL SERVICES, INC	Ownership	80.0	HIGHMARK HEALTH	0000000
812	Highmark	00000		000000000	0000000000		TRISTATE REGIONAL ASSOCIATES LLP	PA	NIA	CLINICAL SERVICES, INC	Ownership	29.2	HIGHMARK HEALTH	0000000
812	Highmark	00000		000000000	0000000000		VANTAGE CAPITAL MANAGEMENT, LTD	PA	NIA	CLINICAL SERVICES, INC	Ownership	19.0	HIGHMARK HEALTH	0000000
812	Highmark	00000		000000000	0000000000		VANTAGE HME LIMITED	PA	NIA	CLINICAL SERVICES, INC	Ownership	45.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	03-0477182	000000000	0000000000		VANTAGE HOLDING COMPANY, LLC	PA	NIA	CLINICAL SERVICES, INC	Ownership	50.5	HIGHMARK HEALTH	0000000
812	Highmark	00000	11-2958041	000000000	0000000000		DAVIS VISION IPA, INC	NY	NIA	DAVIS VISION, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	12325	30-0282076	000000000	0000000000		GATEWAY HEALTH PLAN OF OHIO, INC.	OH	RE	GATEWAY HEALTHPLAN, L.P.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	96938	25-1505506	000000000	0000000000		GATEWAY HEALTH PLAN, INC.	PA	IA	GATEWAY HEALTHPLAN, L.P.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000		000000000	0000000000		HSSC DIVERSIFIED SERVICES, INC	PA	NIA	HEALTH SYSTEM SERVICE CORPORATION	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1203449	000000000	0000000000		JEFFERSON REGIONAL MEDICAL CENTER HEALTH PAVILION	PA	NIA	HEALTH SYSTEM SERVICE CORPORATION	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	51-0383213	000000000	0000000000		DELAWARE ANCILLARY INSURANCE AGENCY	DE	NIA	HIGHMARK BCBSD INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	47-1817274	000000000	0000000000		HIGHMARK BCBSD HEALTH OPTIONS INC.	DE	NIA	HIGHMARK BCBSD INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	51-0293417	000000000	0000000000		THE GATEWAY GROUP, LTD	DE	NIA	HIGHMARK BCBSD INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1494238	000000000	0000000000		CARING FOUNDATION	PA	NIA	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	60147	23-2905083	000000000	0000000000		FIRST PRIORITY LIFE INSURANCE COMPANY, INC.	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1691945	000000000	0000000000		GATEWAY HEALTH PLAN, L.P.	PA	NIA	HIGHMARK INC.	Ownership	49.0	HIGHMARK HEALTH	0000000
812	Highmark	11435	75-3002215	000000000	0000000000		HCI, INC.	VT	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	53287	51-0020405	000000000	0000000000		HIGHMARK BCBSD INC.	DE	IA	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	15508	46-4763378	000000000	0000000000		HIGHMARK BENEFITS GROUP INC	PA	IA	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	15507	46-4757476	000000000	0000000000		HIGHMARK COVERAGE ADVANTAGE INC	PA	IA	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1876666	000000000	0000000000		HIGHMARK FOUNDATION	PA	NIA	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3999145	000000000	0000000000		HIGHMARK HIE, LLC	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	10131	20-2353206	000000000	0000000000		HIGHMARK SELECT RESOURCES INC.	PA	IA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	15460	46-4156633	000000000	0000000000		HIGHMARK SENIOR HEALTH COMPANY	PA	IA	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1645888	000000000	0000000000		HIGHMARK VENTURES INC.	PA	NIA	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	54828	55-0624615	000000000	0000000000		HIGHMARK WEST VIRGINIA INC.	WV	IA	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 FEDERAL RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domic- iliary Loca- tion	10 Rela- tion- ship to Report- ing Entity	11 Directly Controlled by (Name of Entity / Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies) / Person(s)	15 *
812	Highmark	00000	20-5457337	000000000	00000000000		HM CENTERED HEALTH, INC	PA	NIA ..	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	26-3772646	000000000	00000000000		HM CENTERED HEALTH SERVICES, INC	PA	NIA ..	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	71768	54-1637426	000000000	00000000000		HM HEALTH INSURANCE COMPANY	PA	IA ..	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1646315	000000000	00000000000		HM INSURANCE GROUP, INC.	PA	IA ..	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	96601	23-2413324	000000000	00000000000		HMO OF NORTHEASTERN PENNSYLVANIA	PA	IA ..	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1801124	000000000	00000000000		HVHC INC.	DE	NIA ..	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	22-2724721	000000000	00000000000		INDEPENDENCE BLUE CROSS AND HIGHMARK BLUE SHIELD CARING FOUNDATION FOR CHILDREN	PA	NIA ..	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	53252	23-2063810	000000000	00000000000		INTER-COUNTY HEALTH PLAN, INC.	PA	IA ..	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	54763	23-0724427	000000000	00000000000		INTER-COUNTY HOSPITALIZATION PLAN, INC.	PA	IA ..	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1712017	000000000	00000000000		JEA, INC.	PA	NIA ..	HIGHMARK INC.	Board of Directors	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1524682	000000000	00000000000		JENKINS EMPIRE ASSOCIATES	PA	NIA ..	HIGHMARK INC.	Ownership	24.0	HIGHMARK HEALTH	0000000
812	Highmark	95048	25-1522457	000000000	00000000000		KEYSTONE HEALTH PLAN WEST, INC.	PA	IA ..	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	000000000	00000000000		NATIONAL INSTITUTE FOR HEALTHCARE MANAGEMENT LLC	DE	NIA ..	HIGHMARK INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	000000000	00000000000		REWORKS SLEEP STORE INC.	DE	NIA ..	HIGHMARK INC.	Ownership	85.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1668093	000000000	00000000000		STANDARD PROPERTY CORPORATION	PA	NIA ..	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	89070	25-1687586	000000000	00000000000		UNITED CONCORDIA COMPANIES, INC.	PA	NIA ..	HIGHMARK INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1691945	000000000	00000000000		GATEWAY HEALTH PLAN, L.P.	PA	IA ..	HIGHMARK VENTURES INC.	Ownership	1.0	HIGHMARK HEALTH	0000000
812	Highmark	15459	46-4156854	000000000	00000000000		HIGHMARK SENIOR SOLUTIONS COMPANY	WV	IA ..	HIGHMARK WEST VIRGINIA INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	55-0625743	000000000	00000000000		PARKER BENEFITS, INC.	WV	NIA ..	HIGHMARK WEST VIRGINIA INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	15020	45-2763165	000000000	00000000000		WEST VIRGINIA FAMILY HEALTH PLAN, INC.	WV	IA ..	HIGHMARK WEST VIRGINIA INC.	Ownership	44.0	HIGHMARK HEALTH	0000000
812	Highmark	35599	25-1334623	000000000	00000000000		HIGHMARK CASUALTY INSURANCE COMPANY	PA	IA ..	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1128451	000000000	00000000000		HM BENEFITS ADMINISTRATORS, INC.	PA	NIA ..	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	23-2384777	000000000	00000000000		HM BROKER SERVICES, INC.	PA	NIA ..	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000

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SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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812	Highmark	12720	65-1274122	000000000	00000000000		HM CAPTIVE INSURANCE COMPANY	VT	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	13016	87-0807723	000000000	00000000000		HM CASUALTY INSURANCE COMPANY	PA	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	93440	06-1041332	000000000	00000000000		HM LIFE INSURANCE COMPANY	PA	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	60213	25-1800302	000000000	00000000000		HM LIFE INSURANCE COMPANY OF NEW YORK	NY	IA	HM INSURANCE GROUP, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	65-0611820	000000000	00000000000		RISK BASED SOLUTIONS, L.C	FL	NIA	HM LIFE INSURANCE COMPANY	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	47-4117233	000000000	00000000000		AHN ACCOUNTABLE CARE ORGANIZATION LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	46-5705484	000000000	00000000000		ALLEGHENY HEALTH NETWORK EMERGENCY MEDICINE MANAGEMENT, LLC	DE	NIA	HMPG INC.	Ownership	50.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3761429	000000000	00000000000		HMPG PROPERTIES NORTH LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1375204	000000000	00000000000		KLINGENSMITH, INC	PA	NIA	HMPG INC.	Ownership	65.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0996509	000000000	00000000000		MONROEVILLE ASC LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	46-3476730	000000000	00000000000		PALLADIUM RISK RETENTION GROUP, INC	VT	NIA	HMPG INC.	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	30-0705035	000000000	00000000000		PROMEDIX LLC	PA	NIA	HMPG INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3750206	000000000	00000000000		PROVIDER PPI LLC	PA	NIA	HMPG INC.	Ownership	99.5	HIGHMARK HEALTH	0000000
812	Highmark	00000	46-2138706	000000000	00000000000		GOLD MIST ADVISORS LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-5235291	000000000	00000000000		OSIRIS PROPERTIES, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	35-2483160	000000000	00000000000		PLATINUM ADVISORS LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	30-0791512	000000000	00000000000		PRINCIPO ADVISORS, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	27-3033308	000000000	00000000000		SILVER RAIN MANAGEMENT, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	27-3035436	000000000	00000000000		SILVER RAIN, LP	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	99.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0970618	000000000	00000000000		SUMMER WIND MANAGEMENT, LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	32-0371926	000000000	00000000000		WEXFORD MEDICAL MALL LLC	PA	NIA	HMPG PROPERTIES NORTH LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	11-3051991	000000000	00000000000		DAVIS VISION, INC.	PA	NIA	HVHC INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	74-2337775	000000000	00000000000		VISIONWORKS OF AMERICA, INC.	TX	NIA	HVHC INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	23-2219720	000000000	00000000000		PREFERRED HEALTH SYSTEMS, INCORPORATED	PA	NIA	INTER-COUNTY HOSPITALIZATION PLAN, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1524682	000000000	00000000000		JENKINS EMPIRE ASSOCIATES	PA	NIA	JEA INC.	Ownership	1.0	HIGHMARK HEALTH	0000000

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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812	Highmark	00000	25-1684735	000000000	0000000000		FAMILY PRACTICE MEDICAL ASSOCIATES		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3355906	000000000	0000000000		SOUTH, INC. GRANDIS, RUBIN, SHANAHAN AND ASSOCIATES		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1403745	000000000	0000000000		HEALTH SYSTEM SERVICE CORPORATION		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	30-0477313	000000000	0000000000		JEFFERSON HILLS SURGICAL SPECIALISTS		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	000000000	0000000000		JEFFERSON MEDICAL ASSOCIATES, LP		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	80-0069336	000000000	0000000000		JRMC DIAGNOSTIC SERVICES, LLC		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	86-1159658	000000000	0000000000		JRMC PHYSICIAN SERVICES CORPORATION		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	72-1529332	000000000	0000000000		JRMC SPECIALTY GROUP PRACTICE		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	20-1634783	000000000	0000000000		JRMC/UPMC CANCER ASSOCIATES		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	000000000	0000000000		PACE RE LTD		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	46-3476730	000000000	0000000000		PALLADIUM RISK RETENTION GROUP, INC.		VT .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0925581	000000000	0000000000		PITTSBURGH BONE, JOINT & SPINE, INC.		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	46-3274101	000000000	0000000000		PITTSBURGH PULMONARY AND CRITICAL CARE ASSOCIATES		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	38-3807173	000000000	0000000000		PRIMARY CARE GROUP 10, INC.		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	80-0494617	000000000	0000000000		PRIMARY CARE GROUP 11, INC.		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0614054	000000000	0000000000		PRIMARY CARE GROUP 12, INC.		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0451375	000000000	0000000000		PRIMARY CARE GROUP 2, INC.		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0451380	000000000	0000000000		PRIMARY CARE GROUP 3, INC		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	80-0403090	000000000	0000000000		PRIMARY CARE GROUP 4, INC		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	80-0403100	000000000	0000000000		PRIMARY CARE GROUP 5, INC		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0503600	000000000	0000000000		PRIMARY CARE GROUP 6, INC.		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1287041	000000000	0000000000		PRIMARY CARE GROUP 7, INC.		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	01-0927360	000000000	0000000000		PRIMARY CARE GROUP 8, INC.		PA .. NIA ..	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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812	Highmark	00000	01-0929359	0000000000	0000000000		PRIMARY CARE GROUP 9, INC.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	26-4194208	0000000000	0000000000		PRIME MEDICAL GROUP, PCG 1	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	0000000000	0000000000		SOUTH HILLS SURGICAL CENTER, LLC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	41.9	HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	0000000000	0000000000		SOUTH PITTSBURGH UROLOGY ASSOCIATES	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	35-2367818	0000000000	0000000000		SPECIALTY GROUP PRACTICE 1, INC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	45-3540378	0000000000	0000000000		STEEL VALLEY ORTHOPAEDIC AND SPORTS MEDICINE	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	72-1529328	0000000000	0000000000		THE PARK CARDIOTHORACIC AND VASCULAR INSTITUTE	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1844485	0000000000	0000000000		UPMC VNA HOME HEALTH	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	26-3112347	0000000000	0000000000		UPPER MIDWEST CONSOLIDATED SERVICES CENTER, LLC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1898743	0000000000	0000000000		WATERFRONT SURGERY CENTER, LLC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	1.3	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1874990	0000000000	0000000000		WSC REALTY PARTNERS, L.P.	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	25.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	0000000000	0000000000		CELTIC HEALTHCARE OF WESTMORELAND, LLC	PA	NIA	JEFFERSON REGIONAL MEDICAL CENTER	Ownership	23.5	HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	0000000000	0000000000		CELTIC HOSPICE AND PALLIATIVE CARE, LLC	PA	NIA	JV HOLDCO, LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1824465	0000000000	0000000000		EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	NIA	JV HOLDCO, LLC	Ownership	79.9	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1845908	0000000000	0000000000		UNION BENEFIT MANAGEMENT, INC.	PA	NIA	KEYSTONE HEALTH PLAN WEST, INC.	Ownership	99.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	45-5080712	0000000000	0000000000		HMPG PHARMACY LLC	PA	NIA	KEYSTONE HEALTH PLAN WEST, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	90-0812390	0000000000	0000000000		PDL DISTRIBUTION SERVICES LLC	PA	NIA	PROVIDER PPI LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1631855	0000000000	0000000000		THE REGIONAL CANCER CENTER FOUNDATION	PA	NIA	PROVIDER PPI LLC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1528055	0000000000	0000000000		CLINICAL PATHOLOGY INSTITUTE COOPERATIVE, INC.	PA	NIA	REGIONAL CANCER CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1181389	0000000000	0000000000		COMMUNITY BLOOD BANK	PA	NIA	SAINT VINCENT HEALTH CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1430922	0000000000	0000000000		ENERGYCARE, INC.	PA	NIA	SAINT VINCENT HEALTH CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1856341	0000000000	0000000000		REGIONAL HEART NETWORK	PA	NIA	SAINT VINCENT HEALTH CENTER	Board of Directors		HIGHMARK HEALTH	0000000
812	Highmark	00000	25-0966611	0000000000	0000000000		SAINT VINCENT HEALTH CENTER AUXILIARY, INC.	PA	NIA	SAINT VINCENT HEALTH CENTER	Board of Directors		HIGHMARK HEALTH	0000000

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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812	Highmark	00000	000000000	0000000000	SAINT VINCENT SHARED SAVINGS PROGRAM, ACO, LLC	PA	NIA	SAINT VINCENT HEALTH CENTER	Board of Directors	HIGHMARK HEALTH	0000000	Q16.6
812	Highmark	00000	25-1578290	000000000	0000000000	ST. VINCENT PROFESSIONAL BUILDING LEASEHOLD CONDOMINIUM ASSOCIATION	PA	NIA	SAINT VINCENT HEALTH CENTER	Ownership	17.3	HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-1498145	000000000	0000000000	VANTAGE HEALTH GROUP	PA	PA	SAINT VINCENT HEALTH CENTER	Board of Directors .....	.....	HIGHMARK HEALTH	0000000	
812	Highmark	00000	.....	000000000	0000000000	ALLEGHENY HEALTH NETWORK HOME FUSION, LLC	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Ownership	80.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-1403846	000000000	0000000000	CLINICAL SERVICES, INC	PA	PA	SAINT VINCENT HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	46-3476730	000000000	0000000000	PALLADIUM RISK RETENTION GROUP, INC.	VT	NIA	SAINT VINCENT HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-1385705	000000000	0000000000	REGIONAL CANCER CENTER	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000	
812	Highmark	00000	83-0371265	000000000	0000000000	REGIONAL HOME HEALTH AND HOSPICE	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000	
812	Highmark	00000	20-3784338	000000000	0000000000	SAINT VINCENT AFFILIATED PHYSICIANS	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Ownership	55.5	HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-1679140	000000000	0000000000	SAINT VINCENT MEDICAL EDUCATION & RESEARCH INSTITUTE, INC	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-1669168	000000000	0000000000	THE SAINT VINCENT FOUNDATION FOR HEALTH AND HUMAN SERVICES	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000	
812	Highmark	00000	16-0743222	000000000	0000000000	WESTFIELD MEMORIAL HOSPITAL, INC	PA	NIA	SAINT VINCENT HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000	
812	Highmark	00000	27-3035436	000000000	0000000000	SILVER RAIN, LP	PA	NIA	SILVER RAIN MANAGEMENT, LLC	Board of Directors .....	.....	HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-1524682	000000000	0000000000	JENKINS EMPIRE ASSOCIATES	PA	NIA	STANDARD PROPERTY CORPORATION	Ownership	1.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	45-3750206	000000000	0000000000	PROVIDER PPI LLC	PA	NIA	TITUSVILLE AREA HOSPITAL	Ownership	75.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	.....	000000000	0000000000	ASSOCIATED CLINICAL LABORATORIES OF PENNSYLVANIA, LLC	PA	NIA	TRISTATE REGIONAL ASSOCIATES LLP	Ownership	0.5	HIGHMARK HEALTH	0000000	
812	Highmark	00000	.....	000000000	0000000000	ASSOCIATED CLINICAL LABORATORIES, LP	PA	NIA	TRISTATE REGIONAL ASSOCIATES LLP	Ownership	40.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	25-1824465	000000000	0000000000	EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	NIA	UNION BENEFIT MANAGEMENT, INC.	Ownership	39.6	HIGHMARK HEALTH	0000000	
812	Highmark	00000	63-1028262	000000000	0000000000	UNITED CONCORDIA DENTAL CORPORATION OF ALABAMA	PA	NIA	UNITED CONCORDIA COMPANIES, INC.	Ownership	1.0	HIGHMARK HEALTH	0000000	
812	Highmark	47038	23-7328765	000000000	0000000000	UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC.	AL	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	CA	IA	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	

SCHEDULE Y

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812	Highmark	95789	61-1012900	000000000	0000000000	UNITED CONCORDIA DENTAL PLANS OF KENTUCKY, INC.	KY	... IA ...	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	52048	23-2541529	000000000	0000000000	UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.	PA	... IA ...	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	47089	74-2489037	000000000	0000000000	UNITED CONCORDIA DENTAL PLANS OF TEXAS, INC.	TX	... IA ...	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	95160	38-2289438	000000000	0000000000	UNITED CONCORDIA DENTAL PLANS OF THE MIDWEST, INC.	MI	... IA ...	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	96150	52-1542269	000000000	0000000000	UNITED CONCORDIA DENTAL PLANS, INC.	MD	... IA ...	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	95253	11-3008245	000000000	0000000000	UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK	NY	... IA ...	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	60222	23-1661402	000000000	0000000000	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	PA	... IA ...	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	62294	37-1494957	000000000	0000000000	UNITED CONCORDIA SERVICES, INC.	NM	... NIA ...	UNITED CONCORDIA COMPANIES, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	86-0307623	000000000	0000000000	UNITED CONCORDIA INSURANCE COMPANY	AZ	... IA ...	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	85766	74-2759084	000000000	0000000000	ECCA MANAGED VISION CARE, INC.	TX	... NIA ...	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	14-1586016	000000000	0000000000	EMPIRE VISION CENTER, INC.	NY	... NIA ...	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	74-2924030	000000000	0000000000	EYE DRX RETAIL MANAGEMENT, INC.	DE	... NIA ...	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	74-2849554	000000000	0000000000	VISIONARY PROPERTIES, INC.	DE	... NIA ...	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	74-2849552	000000000	0000000000	VISIONARY RETAIL MANAGEMENT, LLC	DE	... NIA ...	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	04-3742989	000000000	0000000000	VISIONWORKS DISTRIBUTION SERVICES, INC.	TX	... NIA ...	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	35-2196998	000000000	0000000000	VISIONWORKS ENTERPRISES, INC.	DE	... NIA ...	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	04-3742977	000000000	0000000000	VISIONWORKS LAB SERVICES, INC.	TX	... NIA ...	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	02-0677066	000000000	0000000000	VISIONWORKS, INC.	DE	... NIA ...	VISIONWORKS OF AMERICA, INC.	Ownership	100.0	HIGHMARK HEALTH	0000000	
812	Highmark	00000	.....	000000000	0000000000	FORBES REGIONAL UROLOGIC	PA	... NIA ...	WEST PENN ALLEGHENY FOUNDATION, LLC	Ownership	20.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	000000000	0000000000	5148 LIBERTY AVENUE MEDICAL ASSOCIATES, LP	PA	... NIA ...	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	50.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1838458	000000000	0000000000	ALLEGHENY CLINIC	PA	... NIA ...	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors		HIGHMARK HEALTH	0000000	

SCHEDULE Y
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812	Highmark	00000	000000000	0000000000	ALLEGHENY IMAGING OF MCCANDLESS	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	45.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1838457	000000000	0000000000	.....	ALLEGHENY MEDICAL PRACTICE NETWORK	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1320493	000000000	0000000000	.....	ALLEGHENY SINGER RESEARCH INSTITUTE	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1875178	000000000	0000000000	.....	ALLE-KISKI MEDICAL CENTER	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1737079	000000000	0000000000	.....	CANONSBURG GENERAL HOSPITAL	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1798379	000000000	0000000000	.....	FORBES HEALTH FOUNDATION	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	47-2368587	000000000	0000000000	.....	JV HOLDCO, LLC	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	60.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	26-1284448	000000000	0000000000	.....	MCCANDLESS ENDOSCOPY CENTER	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	50.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1880238	000000000	0000000000	.....	NORTH SHORE ENDOSCOPY CENTER	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	50.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	000000000	0000000000	.....	OPTIMA IMAGING	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	20.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	46-3476730	000000000	0000000000	.....	PALLADIUM RISK RETENTION GROUP, INC.	VT	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	27-3982341	000000000	0000000000	.....	PETERS TOWNSHIP SURGERY CENTER	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	82.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1472073	000000000	0000000000	.....	SUBURBAN HEALTH FOUNDATION	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	20-1107650	000000000	0000000000	.....	WEST PENN ALLEGHENY FOUNDATION, LLC	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	11-3683376	000000000	0000000000	.....	ALLEGHENY CLINIC MEDICAL ONCOLOGY	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	27-2344847	000000000	0000000000	.....	WEST PENN AMBULATORY SURGICAL COMPANY, LLC	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1437405	000000000	0000000000	.....	WEST PENN CORPORATE MEDICAL SERVICES, INC	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1470766	000000000	0000000000	.....	WEST PENN HOSPITAL FOUNDATION	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	26-1630719	000000000	0000000000	.....	WEST PENN NUROSURGERY PC	PA	NIA	WEST PENN ALLEGHENY HEALTH SYSTEM	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	25-1528055	000000000	0000000000	.....	CLINICAL PATHOLOGY INSTITUTE COOPERATIVE, INC	PA	NIA	WESTFIELD MEMORIAL HOSPITAL, INC	Ownership	100.0	HIGHMARK HEALTH	0000000
812	Highmark	00000	.....	000000000	0000000000	.....	TRISTATE REGIONAL ASSOCIATES LLP	PA	NIA	WESTFIELD MEMORIAL HOSPITAL, INC	Board of Directors .....	.....	HIGHMARK HEALTH	0000000
812	Highmark	00000	23-7029185	000000000	0000000000	.....	WESTFIELD HOSPITAL REGIONAL AUXILIARY, INC	NY	NIA	WESTFIELD MEMORIAL HOSPITAL, INC	Ownership	1.5	HIGHMARK HEALTH	0000000
812	Highmark	00000	22-2270533	000000000	0000000000	.....	WESTFIELD MEMORIAL HOSPITAL FOUNDATION, INC	NY	NIA	WESTFIELD MEMORIAL HOSPITAL, INC	Board of Directors .....	.....	HIGHMARK HEALTH	0000000

Q16.8

Asterisk	Explanation
0000001	Footnote

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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

No

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement



2015

Document Code: 365

1232520153650002

N O N E

SCHEDULE A - VERIFICATION

Real Estate

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

SCHEDULE B - VERIFICATION

Mortgage Loans

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	1,217,243	452,034
2. Cost of bonds and stocks acquired .....	.....	770,878
3. Accrual of discount .....	.....	.....
4. Unrealized valuation increase (decrease) .....	.....	.....
5. Total gain (loss) on disposals .....	.....	.....
6. Deduct consideration for bonds and stocks disposed of .....	.....	.....
7. Deduct amortization of premium	3,918	5,669
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)	1,213,325	1,217,243
11. Deduct total nonadmitted amounts .....	.....	.....
12. Statement value at end of current period (Line 10 minus Line 11)	1,213,325	1,217,243

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)	13,138,206	1,508,453	11,305,400	(1,978)	13,138,206	3,339,281		6,316,227
2. NAIC 2 (a)								
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	13,138,206	1,508,453	11,305,400	(1,978)	13,138,206	3,339,281		6,316,227
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	13,138,206	1,508,453	11,305,400	(1,978)	13,138,206	3,339,281		6,316,227

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

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

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	2,125,957	XXX	2,125,956	298	

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	5,098,984	7,827,068
2. Cost of short-term investments acquired	12,925,980	14,933,060
3. Accrual of discount		
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration received on disposals	15,899,007	17,661,144
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)	2,125,957	5,098,984
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	2,125,957	5,098,984

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

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

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

1			2	3	4	5	Book Balance at End of Each Month			9
Depository			Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
open depositories										
PNC Operating Medicare	Jeannette, PA						1,083,584	1,801,767	1,833,941	XXX
PNC Operating Medicaid	Jeannette, PA						100			XXX
PNC Medicare Claims	Jeannette, PA						(515,959)	(577,010)	(578,748)	XXX
0199998 Deposits in	0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories		XXX	XXX ..						XXX
0199999 Totals - Open Depositories			XXX	XXX ..			567,625	1,224,857	1,255,193	XXX
0299998 Deposits in	0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories		XXX	XXX ..						XXX
0299999 Totals - Suspended Depositories			XXX	XXX ..						XXX
0399999 Total Cash On Deposit			XXX	XXX ..			567,625	1,224,857	1,255,193	XXX
0499999 Cash in Company's Office			XXX	XXX ..	XXX ..	XXX ..				XXX
0599999 Total Cash			XXX	XXX ..			567,625	1,224,857	1,255,193	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

N O N E

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