QUARTERLY STATEMENT

OF

2012

OF

Parkersburg

IN THE STATE OF

West Virginia

TO THE

Insurance Department

OF THE

State of West Virginia

AS OF
MARCH 31, 2012

HEALTH

2012

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HEALTH QUARTERLY STATEMENT

As of March 31, 2012
of the Condition and Affairs of the

Highmark West Virginia Inc. d/b/a Highmark Blue Cross Blue Shield West Virginia

NAIC Group Code..... 00812, 00 812 (Current Period) (Prior Period) NAIC Company Code..... 54828 Employer's ID Number..... 55-0624615

Organized under the Laws of West Virginia State of Domicile or Port of Entry West Virginia Country of Domicile United States

Licensed as Business Type Hospital, Medical & Dental Service or Indemnity Is HMO Federally Qualified? Yes [ ] No [ ]

Incorporated/Organized..... November 18, 1982 Commenced Business..... January 1, 1983

Statutory Home Office	614 Market Street..... Parkersburg ..... WV ..... 26101 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	614 Market Street..... Parkersburg ..... WV ..... 26101 *(Street and Number) (City or Town, State and Zip Code)*	304-424-7700 *(Area Code) (Telephone Number)*
Mail Address	614 Market Street P.O. Box 1948..... Parkersburg ..... WV ..... 26102 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	614 Market Street..... Parkersburg ..... WV ..... 26101 *(Street and Number) (City or Town, State and Zip Code)*	412-544-6902 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.highmarkbcbswv.com	
Statutory Statement Contact	Janine Kopas Colinear *(Name)* janine.colinear@highmark.com *(E-Mail Address)*	412-544-6902 *(Area Code) (Telephone Number) (Extension)* 412-544-8674 *(Fax Number)*

OFFICERS

John Frederick Earley, II .....President
Karen Lynn Hanlon.....Treasurer
Chad Brian McIntosh .....Secretary

DIRECTORS OR TRUSTEES

David Lee Campbell	John Frederick Earley, II	Karen Lynn Hanlon	James Bernard Hayhurst Jr.
Daniel William O'Malley	Kenneth Michael Perdue	Deborah Lynn Rice	Robert Michael Robinson
Gregory Kent Smith			

State of.....West Virginia
County of.....Wood

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

John Frederick Earley, II President	Karen Lynn Hanlon Treasurer	Chad Brian McIntosh Secretary

Subscribed and sworn to before me
This 15th day of May, 2012

a. Is this an original filing? Yes [X] No [ ]
b. If no: 1. State the amendment number
2. Date filed
3. Number of pages attached

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Patricia F. Woltjen, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Sept. 5, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	259,687,843	0	259,687,843	245,292,517
2. Stocks:				
2.1 Preferred stocks	40,200	0	40,200	40,200
2.2 Common stocks	25,479,262	0	25,479,262	17,238,403
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)	23,484,523	0	23,484,523	23,494,447
4.2 Properties held for the production of income (less $.....0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less $.....0 encumbrances)	0	0	0	200,000
5. Cash ($.....(1,733,032)), cash equivalents ($.....0) and short-term investments ($.....59,146,932)	57,413,900	0	57,413,900	58,996,619
6. Contract loans (including $.....0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	5,058,694	0	5,058,694	1,806,148
10. Securities lending reinvested collateral assets	11,887,823	0	11,887,823	14,043,389
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	383,052,245	0	383,052,245	361,111,723
13. Title plants less $.....0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	2,212,996	0	2,212,996	2,211,085
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	99,378,507	146,718	99,231,789	101,491,652
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	1,221,240	0	1,221,240	818,772
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	5,034,767	24,243	5,010,524	9,753,258
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	705,571
18.2 Net deferred tax asset	1,756,514	0	1,756,514	1,731,143
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	669,388	2,444	666,944	804,975
21. Furniture and equipment, including health care delivery assets ($.....0)	3,109,323	3,109,323	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	3,975,112	6,973	3,968,139	4,462,037
24. Health care ($.....4,955,856) and other amounts receivable	16,999,178	1,538,708	15,460,470	15,817,775
25. Aggregate write-ins for other than invested assets	32,707,478	30,668,902	2,038,576	2,038,576
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	550,116,748	35,497,311	514,619,437	500,946,567
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	550,116,748	35,497,311	514,619,437	500,946,567

DETAILS OF WRITE-INS

1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Pension Plan Asset	28,139,755	28,139,755	0	0
2502. Pension Intangible Asset	2,038,576	0	2,038,576	2,038,576
2503. Prepaid Other Postretirement Plan Asset	1,910,211	1,910,211	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	618,936	618,936	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	32,707,478	30,668,902	2,038,576	2,038,576

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $.....83,954 reinsurance ceded)	66,286,468	0	66,286,468	67,648,250
2. Accrued medical incentive pool and bonus amounts	0	0	0	0
3. Unpaid claims adjustment expenses	1,156,816	0	1,156,816	1,156,816
4. Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	67,024,437	0	67,024,437	69,416,080
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	0	0	0	0
8. Premiums received in advance	13,978,811	0	13,978,811	10,538,063
9. General expenses due or accrued	16,687,211	0	16,687,211	20,258,418
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	1,693,622	0	1,693,622	0
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	1,379	0	1,379	3,552
12. Amounts withheld or retained for the account of others	763,483	0	763,483	834,482
13. Remittances and items not allocated	0	0	0	0
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	7,407,567	0	7,407,567	4,750,254
16. Derivatives	0	0	0	0
17. Payable for securities	5,328,307	0	5,328,307	3,768,860
18. Payable for securities lending	11,887,823	0	11,887,823	14,043,389
19. Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)	0	0	0	0
20. Reinsurance in unauthorized companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	2,460,233	0	2,460,233	2,784,127
23. Aggregate write-ins for other liabilities (including $.....0 current)	19,977,137	0	19,977,137	17,692,016
24. Total liabilities (Lines 1 to 23)	214,653,294	0	214,653,294	212,894,307
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	0	0
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	0	0
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	299,966,143	288,052,260
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 $.....0)	XXX	XXX	0	0
32.2 .....0.000 shares preferred (value included in Line 27 $.....0)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	299,966,143	288,052,260
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	514,619,437	500,946,567

DETAILS OF WRITE-INS

2301. Funds held as agent for others	19,977,137	0	19,977,137	17,692,016
2302.	0	0	0	0
2303.	0	0	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	19,977,137	0	19,977,137	17,692,016
2501.			0	0
2502.			0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.			0	0
3002.			0	0
3003.			0	0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months	XXX	534,986	513,484	2,086,630
2. Net premium income (including $.....0 non-health premium income)	XXX	198,918,521	199,703,732	800,971,208
3. Change in unearned premium reserves and reserve for rate credits	XXX	2,391,643	(11,177,993)	(30,972,397)
4. Fee-for-service (net of $.....0 medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	201,310,164	188,525,739	769,998,811
Hospital and Medical:				
9. Hospital/medical benefits	0	139,738,408	77,867,729	522,536,925
10. Other professional services	0	0	0	0
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	0	0	0
13. Prescription drugs	0	29,228,027	75,061,981	125,281,308
14. Aggregate write-ins for other hospital and medical	0	154,455	0	1,388,197
15. Incentive pool, withhold adjustments and bonus amounts	0	0	0	0
16. Subtotal (Lines 9 to 15)	0	169,120,890	152,929,710	649,206,430
Less:				
17. Net reinsurance recoveries	0	307,692	266,226	856,679
18. Total hospital and medical (Lines 16 minus 17)	0	168,813,198	152,663,484	648,349,751
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including $.....4,834,900 cost containment expenses	0	7,670,036	7,651,168	28,102,114
21. General administrative expenses	0	11,462,535	9,552,604	42,309,824
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)	0	0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	187,945,769	169,867,256	718,761,689
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	13,364,395	18,658,483	51,237,122
25. Net investment income earned	0	2,449,898	2,501,392	9,604,283
26. Net realized capital gains (losses) less capital gains tax of $.....0	0	1,648,887	208,300	1,539,004
27. Net investment gains or (losses) (Lines 25 plus 26)	0	4,098,785	2,709,692	11,143,287
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]	0	0	0	0
29. Aggregate write-ins for other income or expenses	0	(1,382,828)	(2,431,198)	883,859
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	16,080,352	18,936,977	63,264,268
31. Federal and foreign income taxes incurred	XXX	2,920,192	3,327,227	11,566,652
32. Net income (loss) (Lines 30 minus 31)	XXX	13,160,160	15,609,750	51,697,616

DETAILS OF WRITE-INS

0601.	XXX	0	0	0
0602.	XXX	0	0	0
0603.	XXX	0	0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX	0	0	0
0702.	XXX	0	0	0
0703.	XXX	0	0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401. Dental Claims Expense	0	5,186	0	29,484
1402. Vision Claims Expense	0	149,269	0	1,358,713
1403.	0	0	0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	154,455	0	1,388,197
2901. HM Health Insurance Company Profit Sharing Arrangement	0	(456,159)	(2,141,194)	3,849,369
2902. Other	0	(926,669)	(290,004)	(2,965,510)
2903.	0	0	0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	(1,382,828)	(2,431,198)	883,859

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	288,052,260	241,701,503	241,701,503
34. Net income or (loss) from Line 32	13,160,160	15,609,750	51,697,616
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....0	456,300	177,671	(2,726,163)
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(86,270)	(227,244)	(1,201,095)
39. Change in nonadmitted assets	(2,140,168)	(5,482,912)	(1,419,601)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles	523,861	0	0
44. Capital changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)	0	0	0
44.3 Transferred to surplus	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	11,913,883	10,077,265	46,350,757
49. Capital and surplus end of reporting period (Line 33 plus 48)	299,966,143	251,778,768	288,052,260

DETAILS OF WRITE-INS

4701.	0	0	0
4702.	0	0	0
4703.	0	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

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	204,692,609	194,915,303	776,567,971
2. Net investment income	3,345,805	3,149,770	12,352,642
3. Miscellaneous income	(361,507)	(4,106,691)	(3,785,797)
4. Total (Lines 1 through 3)	207,676,907	193,958,382	785,134,816
5. Benefit and loss related payments	169,454,140	165,619,057	659,136,967
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	19,664,615	35,304,813	82,928,796
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	520,999	(227,244)	10,900,000
10. Total (Lines 5 through 9)	189,639,754	200,696,626	752,965,763
11. Net cash from operations (Line 4 minus Line 10)	18,037,153	(6,738,244)	32,169,053
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	67,486,374	42,947,990	196,039,407
12.2 Stocks	3,783,902	1,000,000	1,000,000
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	(9,391,909)
12.5 Other invested assets	0	8,881,386	750,000
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	3,715,013	0	10,813,004
12.8 Total investment proceeds (Lines 12.1 to 12.7)	74,985,289	52,829,376	199,210,502
13. Cost of investments acquired (long-term only):			
13.1 Bonds	81,525,650	45,502,098	220,747,210
13.2 Stocks	10,461,889	4,000,000	4,323,227
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	119,777	42,973
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	2,865,263	147,458	2,056,620
13.7 Total investments acquired (Lines 13.1 to 13.6)	94,852,802	49,769,333	227,170,030
14. Net increase (decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(19,867,513)	3,060,043	(27,959,528)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	247,641	5,473,819	2,254,456
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	247,641	5,473,819	2,254,456
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(1,582,719)	1,795,618	6,463,981
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	58,996,619	52,532,638	52,532,638
19.2 End of period (Line 18 plus Line 19.1)	57,413,900	54,328,256	58,996,619

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

20.0001	0	0	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	179,397	12,440	98,397	7,513	1,517	0	57,403	0	0	2,127
2. First Quarter	178,538	13,045	97,251	6,938	1,494	0	57,604	0	0	2,206
3. Second Quarter	0	0	0	0	0	0	0	0	0	0
4. Third Quarter	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	534,986	38,344	272,664	20,749	4,518	0	172,657	0	0	26,054
Total Member Ambulatory Encounters for Period:										
7. Physician	330,308	15,271	146,659	29,053	802	0	138,523	0	0	0
8. Non-Physician	71,288	2,698	26,546	5,804	0	0	36,240	0	0	0
9. Total	401,596	17,969	173,205	34,857	802	0	174,763	0	0	0
10. Hospital Patient Days Incurred	6,264	398	3,057	332	0	0	2,477	0	0	0
11. Number of Inpatient Admissions	2,283	117	970	319	0	0	877	0	0	0
12. Health Premiums Written (a)	199,215,448	10,210,839	111,670,044	4,901,127	450,626	13,725	66,015,395	0	0	5,953,692
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	201,310,164	10,210,839	111,670,044	4,901,127	167,424	0	68,407,038	0	0	5,953,692
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	169,778,033	9,240,223	81,995,300	3,675,474	142,520	0	62,808,045	0	0	11,916,471
18. Amount Incurred for Provision of Health Care Services	169,120,890	9,260,440	82,326,716	3,904,492	149,269	5,186	63,931,205	0	0	9,543,582

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

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

Aging Analysis of Unpaid Claims

1 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)						
0399999. Aggregate Accounts Not Individually Listed-Covered	11,624,344	0	0	0	0	11,624,344
0499999. Subtotals	11,624,344	0	0	0	0	11,624,344
0599999. Unreported Claims and Other Claim Reserves						54,746,078
0799999. Total Claims Unpaid						66,370,422

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	37,672,428	53,563,096	3,500,589	37,550,511	41,173,017	43,402,544
2. Medicare Supplement	1,676,278	1,999,196	247,217	2,062,565	1,923,495	2,102,070
3. Dental only	0	0	0	0	0	0
4. Vision only	39,955	102,565	9,947	53,547	49,902	56,745
5. Federal Employees Health Benefits Plan	16,671,959	46,136,086	2,093,396	17,039,904	18,765,355	18,312,647
6. Title XVIII - Medicare	0	0	0	0	0	0
7. Title XIX - Medicaid	0	0	0	0	0	0
8. Other health	4,458,811	7,457,660	274,412	3,454,380	4,733,223	3,774,244
9. Health subtotal (Lines 1 to 8)	60,519,431	109,258,603	6,125,561	60,160,907	66,644,992	67,648,250
10. Healthcare receivables (a)	2,122,521	1,661,613	0	0	2,122,521	4,181,080
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	0	0	0	0	0	0
13. Totals (Lines 9-10+11+12)	58,396,910	107,596,990	6,125,561	60,160,907	64,522,471	63,467,170

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

NOTES TO FINANCIAL STATEMENTS

HEALTH

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NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Highmark Blue Cross Blue Shield West Virginia (the "Corporation") are presented on the basis of accounting practices prescribed by the West Virginia Offices of the Insurance Commissioner (the "WVOIC"). The WVOIC recognizes only statutory accounting practices prescribes or permitted by West Virginia for determining and reporting the financial condition and results of operations of an insurance company in order to assess its solvency under West Virginia 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 West Virginia. The West Virginia Insurance Commissioner (the "Commissioner") has the right to permit other specific practices that deviate from prescribed practices.

For the period ended March 31, 2012, there were no differences between NAIC SAP and practices prescribed or permitted by West Virginia.

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

No change.

C. Accounting Policies

No change.

2. Accounting Changes and Corrections of Errors

SSAP No. 101, Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10, was adopted by the NAIC effective January 1, 2012. Refer to Note 9 – Income Taxes for the effect of this change on the statutory financial statements.

3. Business Combinations and Goodwill

None.

4. Discontinued Operations

None.

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

None.

B. Debt Restructuring

None.

C. Reverse Mortgages

None.

D. Loan-Backed Securities

The aggregate fair value of loan-backed securities held by the Corporation was $86,658,655 at March 31, 2012. The Corporation uses the retrospective adjustment method regarding prepayment assumptions, which are generally obtained from broker dealer survey values. The Corporation has no loan-backed securities that were acquired prior to January 1, 1994. The Corporation did not hold any loan-backed securities for which the yield has become negative at March 31, 2012.

The Corporation's investments in loan-backed securities are comprised of mortgage-backed and asset-backed instruments which are subject to concentrations of credit risk. If parties to the instruments fail to perform to the terms of the contracts and the collateral for the amounts due prove to be inadequate, the Corporation could lose all or a portion of its investment in these securities.

There were no other-than-temporary impairments recorded or reversed on loan-backed securities in accordance with SSAP No. 43R during the period ended March 31, 2012.

The gross unrealized losses and fair values of loan-backed securities classified by length of time individual securities were in a continuous loss position at March 31, 2012 were as follows:

Less Than 12 Months		12 Months or More		Total	
Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
$23,723,675	($168,452)	$2,579,623	($37,512)	$26,303,298	($205,964)

In deciding whether impairments are other-than-temporary, the Corporation may consider several factors, including the adequacy of collateral, probability of default, and estimates regarding timing and amount of recoveries associated with a default.

NOTES TO FINANCIAL STATEMENTS

E. Repurchase Agreements and/or Securities Lending Transactions

The Corporation participates in securities lending transactions. The Corporation maintains effective control over the loaned securities and requires collateral initially equal to at least 102% of loaned domestic securities and 105% of loaned international securities at the loan date. Collateral received consists of cash and fixed-income securities. Noncash collateral is not recorded in the statements of assets, liabilities, capital and surplus, as the Corporation does not have the right to sell, pledge, or otherwise reinvest the noncash collateral. Cash collateral is invested in short-term debt securities and the offsetting collateral liability is included in payable for securities lending in the statements of assets, liabilities, capital and surplus. Noncash collateral consists of short-term debt securities. The Corporation did not have other-than-temporary impairments on invested collateral at March 31, 2012.

The aggregate amounts of contractually obligated open collateral positions and the corresponding liabilities that represented the Corporation's obligations to return the collateral were $13,942,482 at March 31, 2012. All open collateral positions were under 30-day repayment terms at March 31, 2012.

The aggregate fair values of all securities acquired from the sale, trade or use of accepted collateral were $11,886,169 at March 31, 2012.

The aggregate amount of reinvested cash collateral by maturity term at March 31, 2012 was as follows:

	Amortized Cost	Fair Value
Open	$ (138,737)	$ (138,823)
30 Days or Less	7,251,155	7,249,742
31 to 60 Days	2,216,160	2,216,280
61 to 90 Days	1,810,112	1,809,757
91 to 120 Days	278,437	278,475
121 to 180 Days	470,696	470,738
Sub-Total	$ 11,887,823	$ 11,886,169
Securities Received	-	-
Total Collateral Reinvested	$ 11,887,823	$ 11,886,169

F. Real Estate

None.

G. Low-Income Housing Tax Credits

None.

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

A. Basis for Excluding Due and Accrued Investment Income from Statutory Surplus

No change.

B. Amounts Excluded from Statutory Surplus

None.

8. Derivative Instruments

None.

9. Income Taxes

A., C. Components and Changes in Deferred Taxes

SSAP No. 101, Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10, was adopted by the NAIC effective January 1, 2012. This guidance provides that the deferred tax asset admissibility guidance is no longer elective, and the reversal and surplus limitation parameters in the admissibility tests are determined based on the risk-based capital level. It also requires gross deferred tax assets to be reduced by a statutory valuation allowance if it is more likely than not that some portion or all of the gross deferred tax assets will not be realized. Finally, the guidance sets a more likely than not threshold for the recording of contingent liabilities. This resulted in a reduction to the AMT credits DTA and offsetting valuation allowance. The cumulative effect of adopting this pronouncement is an increase to surplus of $523,861.

NOTES TO FINANCIAL STATEMENTS

The following summarizes the impact of adoption:

	1/1/12	12/31/11	Change
Gross deferred tax asset (DTA)	$ 23,919,388	$ 47,779,597	$ 23,860,209
Statutory valuation allowance	(20,693,719)	(44,553,928)	(23,860,209)
Adjusted gross DTA	$ 3,225,669	$ 3,225,669	$ -
Non admitted DTA	0	(523,861)	523,861
Gross DTL	(970,664)	(970,664)	-
Net Admitted DTA	$ 2,255,005	$ 1,731,144	$ 523,861
Contingent tax liability	-	-	-
Penalty/interest	-	-	-
Net increase to surplus	$ 2,255,005	$ 1,731,144	$ 523,861

B. Unrecognized Deferred Tax Liabilities

None.

D. Rate Reconciliation

No significant change.

E. Income Tax Carryforwards and Carrybacks

No significant change.

F. Consolidation of Federal Return

No change.

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

A.-C, F. Nature of Relationships Involved and Related Party Transactions

In order to comply with the requirements of the Blue Cross Blue Shield Association ("BCBSA"), Highmark Inc. ("Highmark"), the Corporation's sole corporate member, has agreed to guarantee the contractual and financial obligations of the customers of the Corporation and its subsidiary. In addition, Highmark has agreed that, if the Corporation ceases operations for any reason, Highmark will offer or will arrange for the offering of Blue Cross and/or Blue Shield coverage to all the Corporation's subscribers without exclusions, limitations or conditions based on health status.

Highmark provides certain administrative and corporate services to the Corporation. The Corporation incurred expenses for these services of approximately $9,567,656 for the period ended March 31, 2012. Similarly, Parker Benefits, Inc. ("Parker"), the Corporation's wholly-owned for-profit subsidiary, provides Highmark with certain administrative services. Management service revenue related to these services was $8,707,138 for the period ended March 31, 2012.

The Corporation provides claim processing and administrative services to Parker. Administrative fees of $8,732,289 from Parker were recognized as a reduction to general administrative expenses for the period ended March 31, 2012, in the statutory statements of revenue and expenses.

D. Related Party Receivables and Payables

At March 31, 2012, the Corporation reported $3,968,139 as amounts receivable from parent, subsidiary and affiliates and $7,407,567 as amounts payable to parent, subsidiary and affiliates. The terms of settlement generally require that amounts be settled within 30 days.

E. Commitments and Contingencies to SCAs

None.

G. Relationships with Enterprises under Common Ownership

The Corporation is party to a Vision Benefits Agreement with Davis Vision, Inc. ("Davis"), a Highmark affiliate, whereby Davis provides third party administrative services including processing of vision claims received from its network of providers.

The Corporation is party to an Administrative Services and Network Access Agreement with United Concordia Companies, Inc. ("UCCI"), whereby UCCI provides administrative services on behalf of the Corporation for the offering of the Corporations branded dental policies.

H. Amounts Deducted from Value of an Upstream Intermediate Entity

None.

NOTES TO FINANCIAL STATEMENTS

I. Investments in SCA Entities that exceed 10% of Admitted Assets

None.

J. Impairment in SCAs

None.

K. Investments in Foreign Insurance Subsidiaries

None.

L. Downstream Noninsurance Holding Company

None.

11. Debt

None.

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

A. Defined Benefit Plans

No significant change.

B. Defined Contribution Plans

No significant change.

C. Multiemployer Plans

None.

D. Consolidated/Holding Company Plans

None.

E. Postemployment Benefits and Compensated Absences

No significant change.

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

None.

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

The Corporation is a non-stock, nonprofit corporation. The Corporation had no outstanding surplus notes at March 31, 2012. Surplus at March 31, 2012 included cumulative net unrealized gain of $947,334.

14. Contingencies

A. Contingent Commitments

None.

B. Assessments

None.

C. Gain Contingencies

None.

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming From Lawsuits

None.

E. All Other Contingencies

The Corporation was a defendant in a class action lawsuit brought in the state courts of West Virginia on behalf of a class of healthcare providers alleging that the Corporation breached various contractual, common law and statutory obligations in connection with certain alleged claims processing practices. A settlement of a similar case in federal court against other Blue Cross and Blue Shield plans included only the claims of the physician class members in this state court matter, but did not impact non-physician class members. The only named plaintiff in the state court action was in the physician class in the federal court action, so the federal court

settlement resolved its claims. In February 2011, the state court entered an order dismissing the state court action for failure to prosecute. Any motion to reinstate the action would require a showing of good cause, and must be submitted within three terms of court, which should expire no later than May 2012.

The Corporation is subject to various other contingencies, including legal and compliance actions and proceedings that arise in the ordinary course of its business. Due to the complex nature of these actions and proceedings, the timing of the ultimate resolution of these matters is uncertain. In the opinion of management, based on consultation with legal counsel, adequate provision has been made in the financial statements for any potential liability related to these matters, and the amount of ultimate liability is not expected to materially affect the financial position of the Corporation.

15. Leases

A. Lessee Operating Leases

No significant change.

B. Lessor and Leveraged Leases

None.

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

None.

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

A. Transfers of Receivables Reported as Sales

None.

B. Transfer and Servicing of Financial Assets

Refer to Note 5 – Repurchase Agreements and/or Securities Lending Transactions.

C. Wash Sales

None.

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

A. ASO Plans

None.

B. ASC Plans

The net gain from operations from uninsured groups and host BlueCard arrangements for the period ended March 31, 2012 was as follows:

Gross reimbursement for medical costs incurred	$ 320,009,676
Gross network access fees	1,038,153
Gross administrative fees reimbursed	10,545,394
Gross expenses incurred (claim and administrative)	(331,489,574)
Total net gain from operations	$ 103,650

C. Medicare or Similarly Structured Cost Based Reimbursement Contract

None.

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

None.

20. Fair Value Measurements

A. Assets and Liabilities Measured at Fair Value on a Recurring Basis

In accordance with SSAP No. 100, financial assets and liabilities recorded at fair value in the statements of assets, liabilities, and 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:

Common stocks: Fair values are generally designated as Level 1 and are based on quoted market prices. The Corporation also has certain common stock, including private equity securities, for which the fair value is estimated based on each security's current condition and future cash flow projections or based on the Corporation's share of the entities' undistributed earnings, which approximates fair value. Such securities are designated Level 3. Certain common stocks' prices have been estimated using the net asset value per share of the investments, which are based on market prices of underlying securities. At March 31, 2012, the Corporation held securities with fair value of $25,146,256, the pricing of which was based on assigned net asset values.

The Corporation 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. The Corporation performs an analysis of reasonability 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 March 31, 2012 that were material to the statutory financial statements.

The following table summarizes fair value measurements by level at March 31, 2012 for financial assets measured at fair value on a recurring basis:

	Fair Value	Level 1	Level 2	Level 3
Debt Securities				
Industrial and miscellaneous	$ 7,325,881	$ -	$ 7,325,881	$ -
Total bonds	$ 7,325,881	$ -	$ 7,325,881	$ -
Common stocks				
Domestic	$ 25,479,263	$ 25,146,256	$ -	$ 333,007
Total equity securities	$ 25,479,263	$ 25,146,256	$ -	$ 333,007
Total	$ 32,805,144	$ 25,146,256	$ 7,325,881	$ 333,007

Transfers between levels, if any, are recorded as of the end of the reporting period unless, with respect to a particular issue, a significant event occurred that necessitated the transfer be reported at the date of the event.

There were no transfers between Levels 1 and 2 or Levels 2 and 3 during the period ended March 31, 2012.

The changes in fair value for assets measured using significant unobservable inputs (Level 3) for the period ended March 31, 2012 were as follows:

	2011
Balance at January 1	$ 450,281
Total gains or losses	
Realized gain on investments	-
Unrealized net holding losses arising during the period	(117,274)
Purchases, sales, issuances and settlements, net	-
Transfers	-
Balance at March 31	$ 333,007

B. Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

None.

C. Estimated Fair Values

None.

21. Other Items

A. Extraordinary Items

None.

NOTES TO FINANCIAL STATEMENTS

B. Troubled Debt Restructuring: Debtors

None.

B. Other Disclosures

No change.

D. Uncollectible Receivable Balances

No significant change.

E. Business Interruption Insurance Recoveries

None.

F. State Transferable Tax Credits

None.

G. Subprime Mortgage Related Risk Exposure

None.

H. Retained Assets

None.

22. Events Subsequent

None.

23. Reinsurance

A. Ceded Reinsurance Report

No significant change.

B. Uncollectible Reinsurance

None.

C. Commutation of Ceded Reinsurance

None.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

None.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves for incurred claims and claims adjustment expenses attributable to insured events of prior years decreased during the period ended March 31, 2012 by $1,003,258 and $17,509, respectively as a result of re-estimation of unpaid claims and claim adjustment expenses. The re-estimation decrease was generally the result of ongoing analysis of recent loss development trends. Original estimates are adjusted as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements

None.

27. Structured Settlements

Not Applicable.

NOTES TO FINANCIAL STATEMENTS

28. Health Care Receivables

A. Pharmaceutical Rebates Receivable

The following is an analysis of pharmaceutical rebates receivable:

Quarter Ended	Estimated Pharmaceutical Rebates As Reported	Pharmaceutical Rebates as Invoiced or Confirmed	Actual Rebates Collected Within 90 Days	Actual Rebates Collected Within 91-180 Days	Actual Rebates Collected More Than 180 Days
03/31/2012	$2,679,819	$ -	$ -	$ -	$ -
12/31/2011	$3,051,854	$3,075,553	$ 306,814	$ -	$ -
09/30/2011	$3,046,023	$3,131,447	$2,271,066	$ 108,768	$ -
06/30/2011	$3,037,073	$3,166,019	$1,914,296	$ 457,095	$ 750,432
03/31/2011	$3,034,960	$3,064,627	$1,589,584	$ 669,026	$ 806,017
12/31/2010	$2,494,916	$2,791,301	$ -	$ -	$2,791,301
09/30/2010	$2,379,027	$2,750,691	$ -	$ -	$2,750,691
06/30/2010	$2,422,738	$2,715,507	$ -	$2,540,064	$ 175,443
03/31/2010	$2,516,606	$2,764,529	$ -	$2,584,634	$ 179,895
12/31/2009	$3,264,514	$3,090,002	$ -	$1,799,777	$1,290,225
09/30/2009	$2,976,450	$3,037,799	$ -	$2,828,860	$ 208,939
06/30/2009	$2,804,381	$3,277,998	$ -	$3,063,043	$ 214,955

B. Risk Sharing Receivables

None.

29. Participating Policies

None.

30. Premium Deficiency Reserves

No change.

31. Anticipated Salvage and Subrogation

None.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

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

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

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

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No [ ]
If yes, complete the Schedule Y-Part 1 - Organizational chart.

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008.....

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2008.....

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 4/5/2010.....

6.4 By what department or departments?
State of West Virginia Insurance Department

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

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

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? 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]

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - 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

PART 1 - INVESTMENT

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

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

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

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [X] No [ ]

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	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [ ] No [X]

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

16. 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 [ ]

16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
The Bank of New York Mellon	One Mellon Center, Pittsburgh, PA 15258
Wesbanco Bank	One Bank Plaza, Wheeling, WV 26003
United National Bank	514 Market Street, Parkersburg, WV 26101

16.2 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)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [ ] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
43276	Wesbanco Bank	One Bank Plaza, Wheeling, WV 26003
	Highmark Inc.	120 Fifth Avenue, Pittsburgh, PA 15222
	United National Bank	514 Market Street, Parkersburg, WV 26101
112192	Shenkman Capital Management	460 Fifth Avenue, New York, NY 10017

PART 1 - INVESTMENT

17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No [ ]

17.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1.	Operating Percentages:		
	1.1 A&H loss percent		82.2 %
	1.2 A&H cost containment percent		3.0 %
	1.3 A&H expense percent excluding cost containment expenses		3.4 %
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 amount of 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 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1. Alabama AL	N	0	0	0	0	0	0	0	0
2. Alaska AK	N	0	0	0	0	0	0	0	0
3. Arizona AZ	N	0	0	0	0	0	0	0	0
4. Arkansas AR	N	0	0	0	0	0	0	0	0
5. California CA	N	0	0	0	0	0	0	0	0
6. Colorado CO	N	0	0	0	0	0	0	0	0
7. Connecticut CT	N	0	0	0	0	0	0	0	0
8. Delaware DE	N	0	0	0	0	0	0	0	0
9. District of Columbia DC	N	0	0	0	0	0	0	0	0
10. Florida FL	N	0	0	0	0	0	0	0	0
11. Georgia GA	N	0	0	0	0	0	0	0	0
12. Hawaii HI	N	0	0	0	0	0	0	0	0
13. Idaho ID	N	0	0	0	0	0	0	0	0
14. Illinois IL	N	0	0	0	0	0	0	0	0
15. Indiana IN	N	0	0	0	0	0	0	0	0
16. Iowa IA	N	0	0	0	0	0	0	0	0
17. Kansas KS	N	0	0	0	0	0	0	0	0
18. Kentucky KY	N	0	0	0	0	0	0	0	0
19. Louisiana LA	N	0	0	0	0	0	0	0	0
20. Maine ME	N	0	0	0	0	0	0	0	0
21. Maryland MD	N	0	0	0	0	0	0	0	0
22. Massachusetts MA	N	0	0	0	0	0	0	0	0
23. Michigan MI	N	0	0	0	0	0	0	0	0
24. Minnesota MN	N	0	0	0	0	0	0	0	0
25. Mississippi MS	N	0	0	0	0	0	0	0	0
26. Missouri MO	N	0	0	0	0	0	0	0	0
27. Montana MT	N	0	0	0	0	0	0	0	0
28. Nebraska NE	N	0	0	0	0	0	0	0	0
29. Nevada NV	N	0	0	0	0	0	0	0	0
30. New Hampshire NH	N	0	0	0	0	0	0	0	0
31. New Jersey NJ	N	0	0	0	0	0	0	0	0
32. New Mexico NM	N	0	0	0	0	0	0	0	0
33. New York NY	N	0	0	0	0	0	0	0	0
34. North Carolina NC	N	0	0	0	0	0	0	0	0
35. North Dakota ND	N	0	0	0	0	0	0	0	0
36. Ohio OH	N	0	0	0	0	0	0	0	0
37. Oklahoma OK	N	0	0	0	0	0	0	0	0
38. Oregon OR	N	0	0	0	0	0	0	0	0
39. Pennsylvania PA	N	0	0	0	0	0	0	0	0
40. Rhode Island RI	N	0	0	0	0	0	0	0	0
41. South Carolina SC	N	0	0	0	0	0	0	0	0
42. South Dakota SD	N	0	0	0	0	0	0	0	0
43. Tennessee TN	N	0	0	0	0	0	0	0	0
44. Texas TX	N	0	0	0	0	0	0	0	0
45. Utah UT	N	0	0	0	0	0	0	0	0
46. Vermont VT	N	0	0	0	0	0	0	0	0
47. Virginia VA	N	0	0	0	0	0	0	0	0
48. Washington WA	N	0	0	0	0	0	0	0	0
49. West Virginia WV	L	133,200,053	0	0	66,015,395	0	0	199,215,448	0
50. Wisconsin WI	N	0	0	0	0	0	0	0	0
51. Wyoming WY	N	0	0	0	0	0	0	0	0
52. American Samoa AS	N	0	0	0	0	0	0	0	0
53. Guam GU	N	0	0	0	0	0	0	0	0
54. Puerto Rico PR	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands VI	N	0	0	0	0	0	0	0	0
56. Northern Mariana Islands MP	N	0	0	0	0	0	0	0	0
57. Canada CN	N	0	0	0	0	0	0	0	0
58. Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	133,200,053	0	0	66,015,395	0	0	199,215,448	0
60. Reporting entity contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61. Total (Direct Business)	(a) 1	133,200,053	0	0	66,015,395	0	0	199,215,448	0

DETAILS OF WRITE-INS

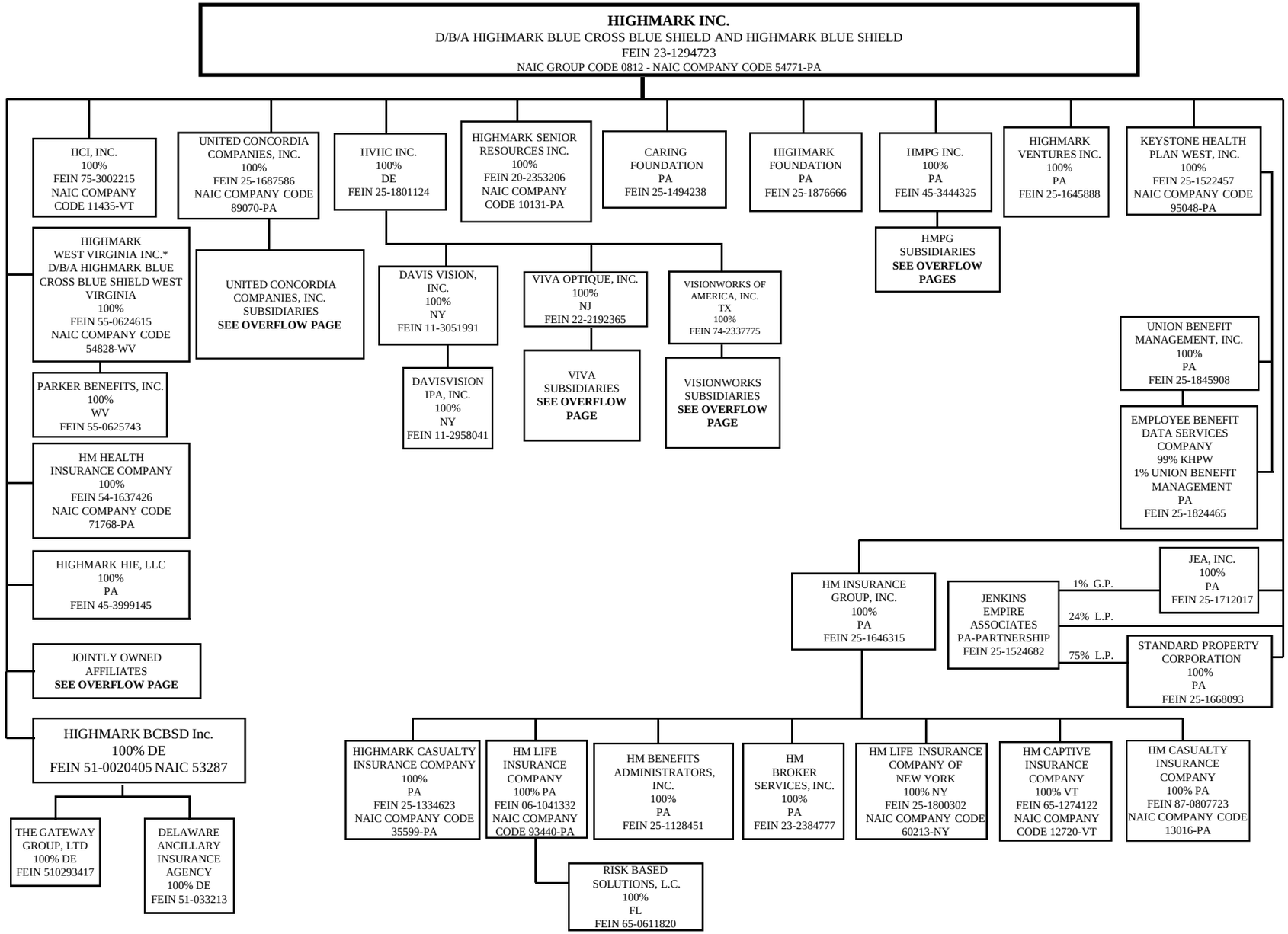
5801.		0	0	0	0	0	0	0	0
5802.		0	0	0	0	0	0	0	0
5803.		0	0	0	0	0	0	0	0
5898.	Summary of remaining write-ins for line 58 from overflow page	0	0	0	0	0	0	0	0
5899.	Total (Lines 5801 thru 5803 plus 5898) (Line 58 above)	0	0	0	0	0	0	0	0

(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

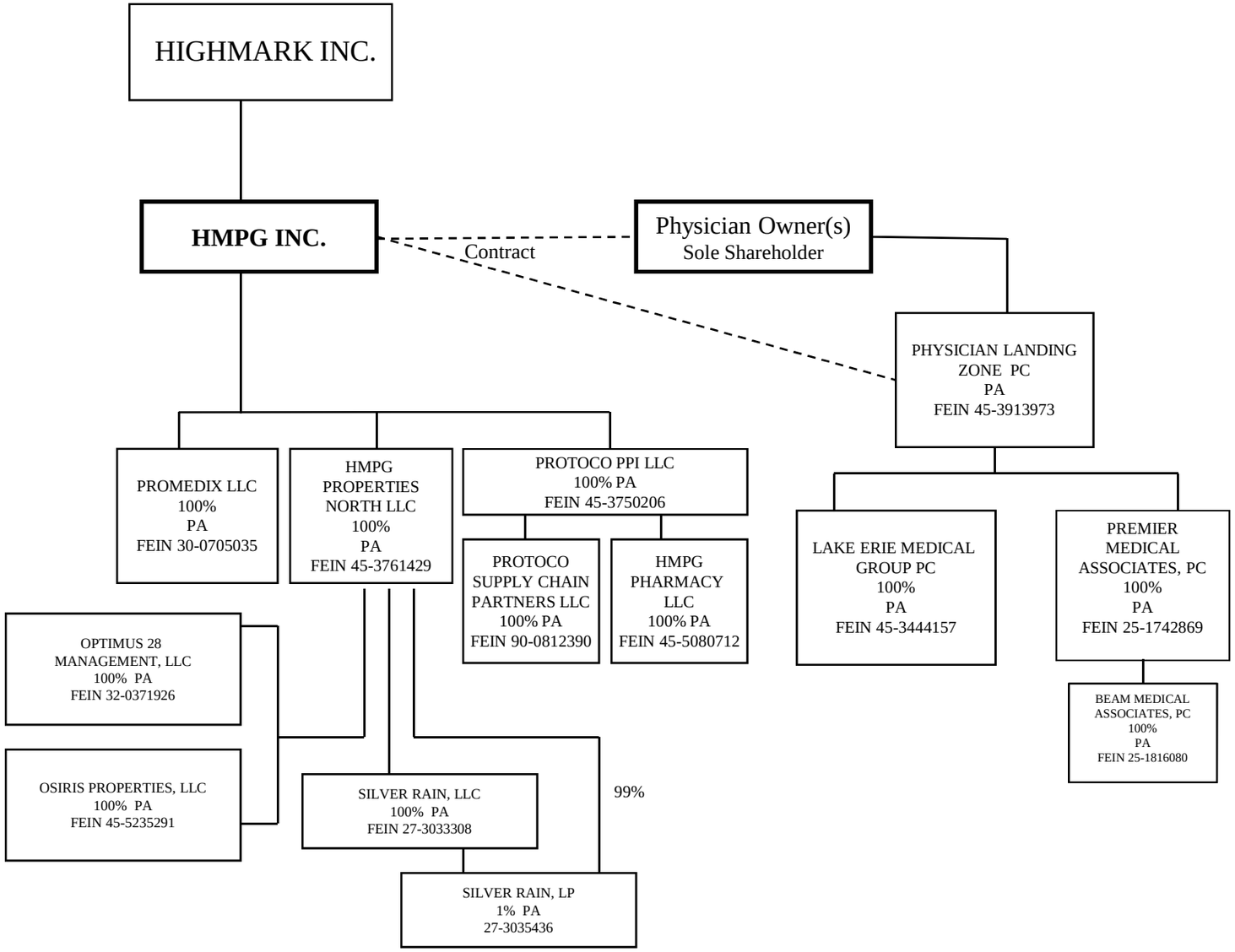
(E) - Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) - None of the above - Not allowed to write business in the state.

(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 – ORGANIZATION CHART

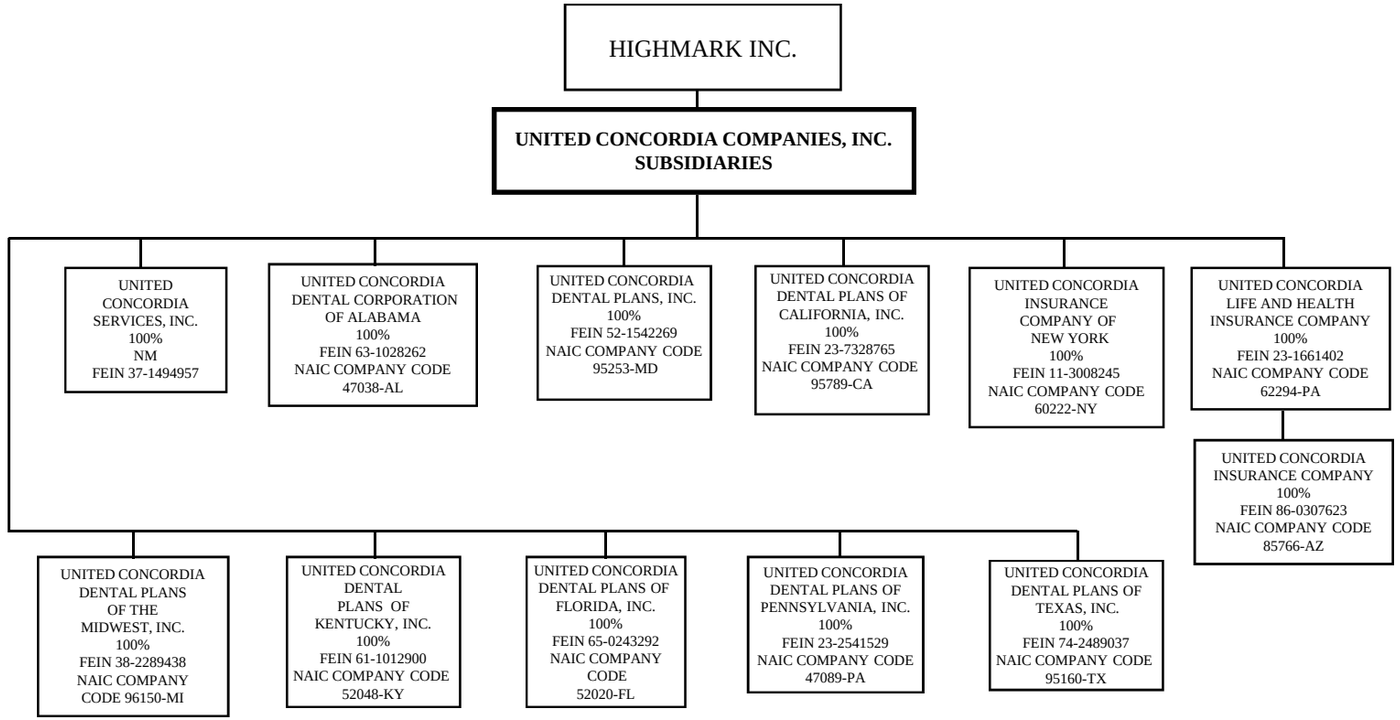


SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATION CHART - CONTINUED

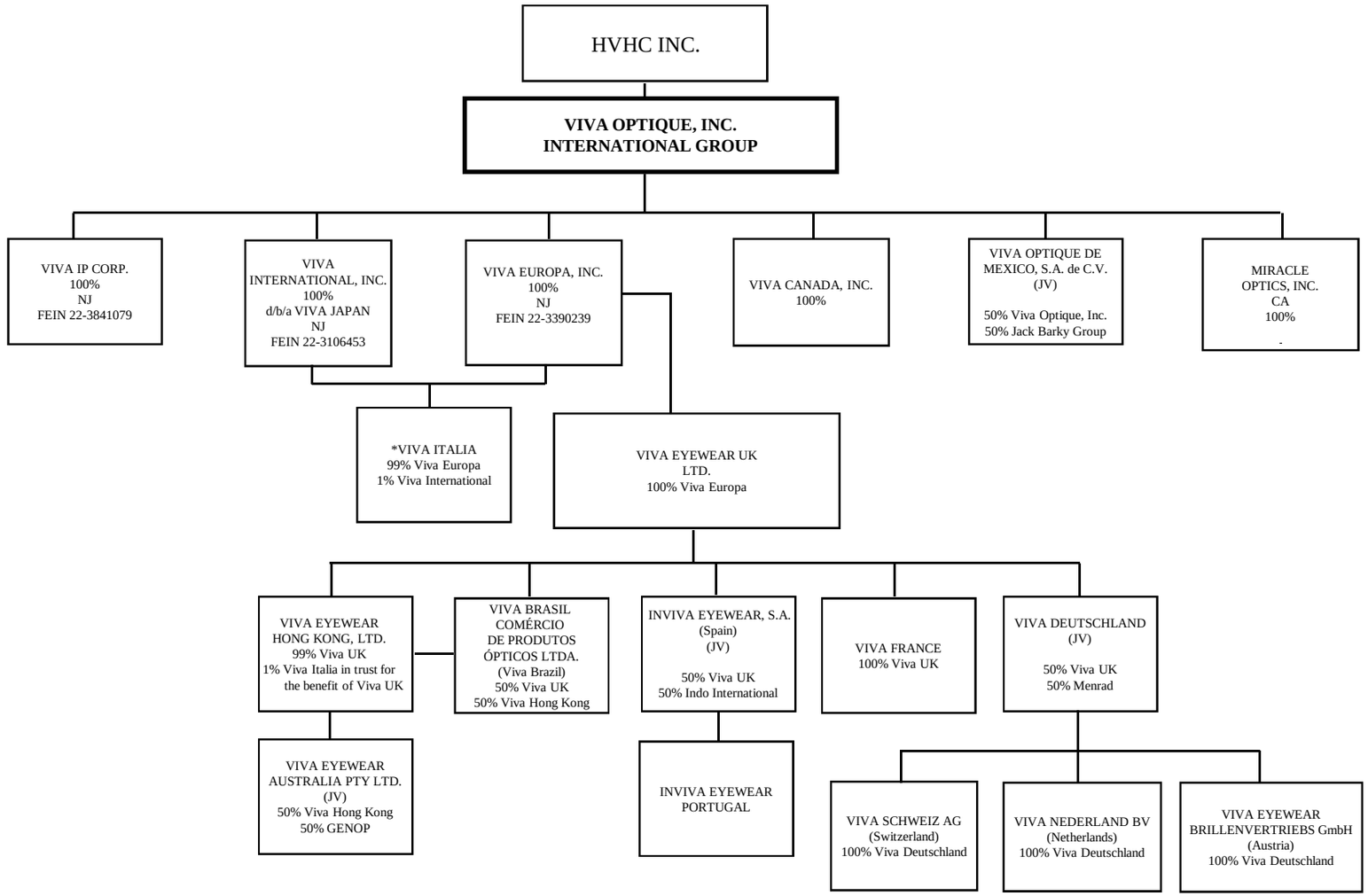


Q15.1

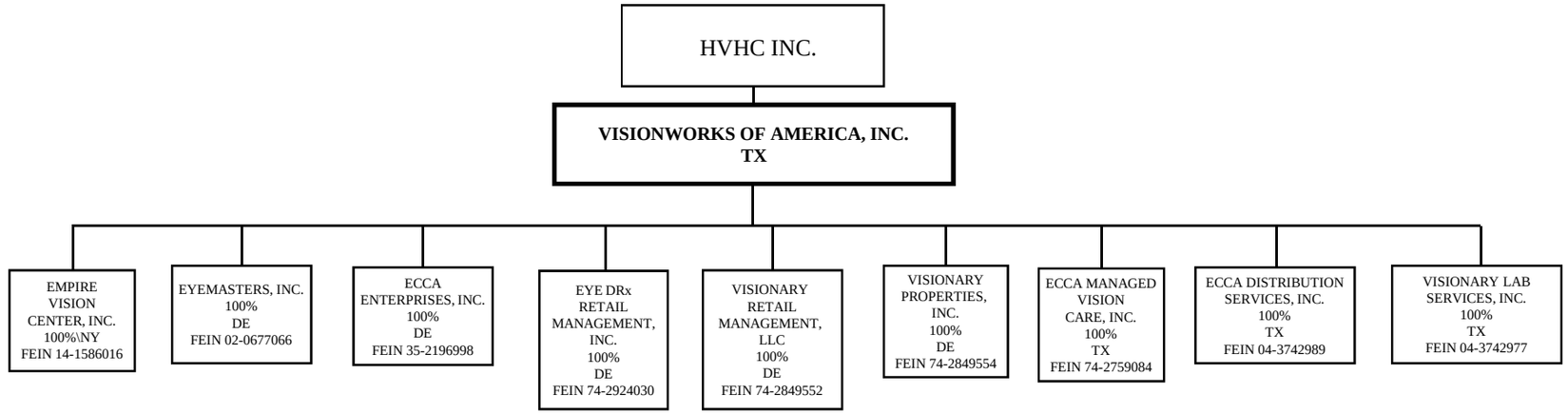
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATION CHART - CONTINUED



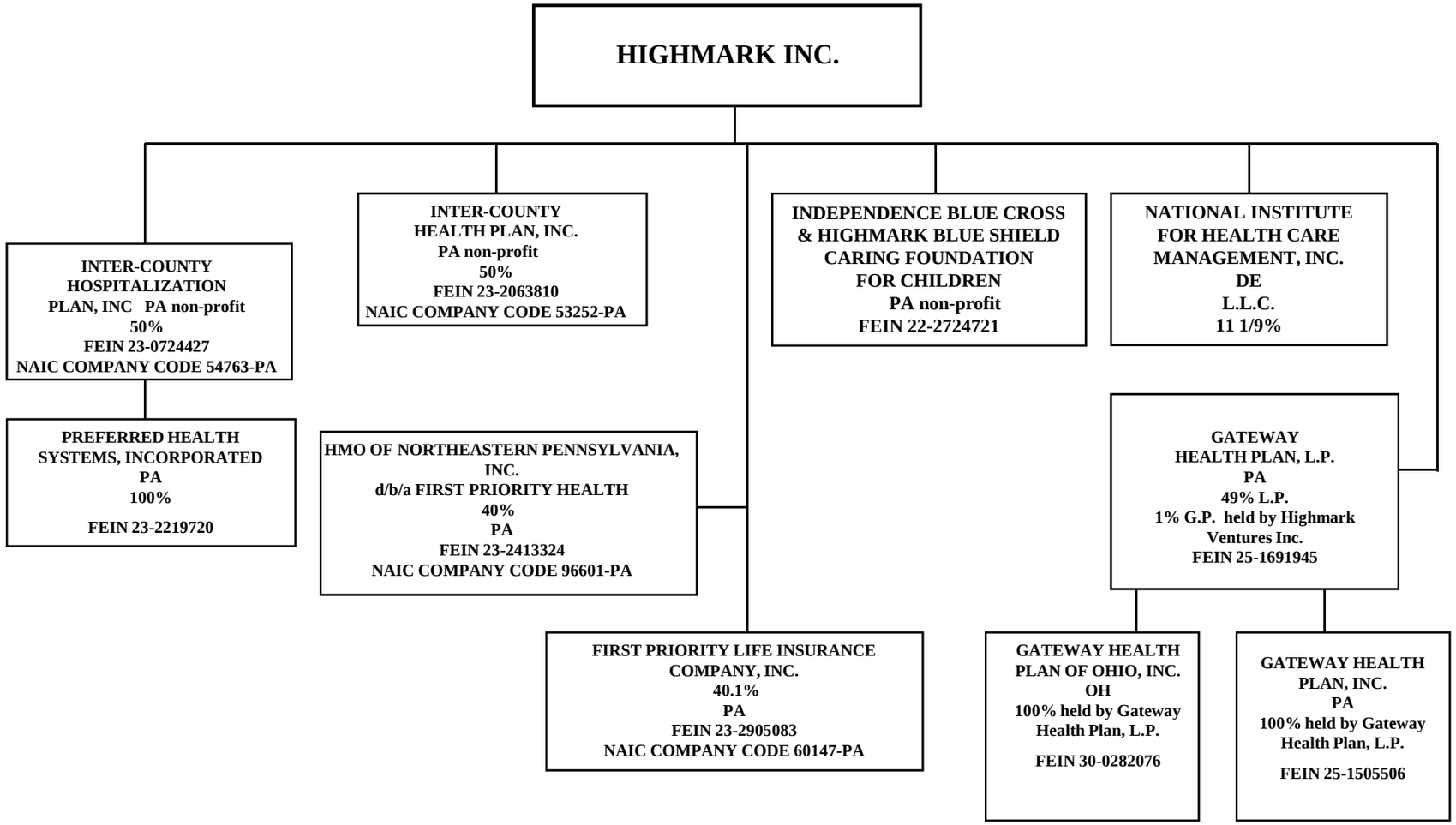
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 – ORGANIZATION CHART - CONTINUED



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



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



SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting 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 *
Members														
0000		11435	75-3002215	0	0		HCI, INC.	VT	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		54828	55-0624615	0	0		HIGHMARK WEST VIRGINIA INC.	WV	IA	HIGHMARK INC.	BOARD	0.00	HIGHMARK INC.	0
0000		00000	55-0625743	0	0		PARKER BENEFITS, INC.	WV	DS	HIGHMARK WEST VIRGINIA INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		71768	54-1637426	0	0		HM HEALTH INSURANCE COMPANY	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	45-3999145	0	0		HIGHMARK HIE, LLC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	25-1645888	0	0		HIGHMARK VENTURES INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		95048	25-1522457	0	0		KEYSTONE HEALTH PLAN WEST, INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	25-1845908	0	0		UNION BENEFIT MANAGEMENT, INC.	PA	DS	KEYSTONE HEALTH PLAN WEST, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	25-1824465	0	0		EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	NIA	UNION BENEFIT MANAGEMENT, INC.	OWNERSHIP	1.00	HIGHMARK INC.	0
0000		00000	25-1824465	0	0		EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	DS	KEYSTONE HEALTH PLAN WEST, INC.	OWNERSHIP	99.00	HIGHMARK INC.	0
0000		10131	20-2353206	0	0		HIGHMARK SENIOR RESOURCES INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	25-1712017	0	0		JEA INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	25-1668093	0	0		STANDARD PROPERTY CORPORATION	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	25-1524682	0	0		JENKINS EMPIRE ASSOCIATES	PA	DS	HIGHMARK INC.	OWNERSHIP	24.00	HIGHMARK INC.	0
0000		00000	25-1524682	0	0		JENKINS EMPIRE ASSOCIATES	PA	DS	STANDARD PROPERTY CORPORATION	OWNERSHIP	75.00	HIGHMARK INC.	0
0000		00000	25-1524682	0	0		JENKINS EMPIRE ASSOCIATES	PA	DS	JEA INC.	OWNERSHIP	1.00	HIGHMARK INC.	0
0000		00000	25-1646315	0	0		HM INSURANCE GROUP, INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		35599	25-1334623	0	0		HIGHMARK CASUALTY INSURANCE COMPANY	PA	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		93440	06-1041332	0	0		HM LIFE INSURANCE COMPANY	PA	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	65-0611820	0	0		RISK BASED SOLUTIONS, L.C.	FL	DS	HM LIFE INSURANCE COMPANY	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	25-1128451	0	0		HM BENEFITS ADMINISTRATORS, INC.	PA	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	23-2384777	0	0		HM BROKER SERVICES, INC.	PA	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		60213	25-1800302	0	0		HM LIFE INSURANCE COMPANY OF NEW YORK	NY	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		12720	65-1274122	0	0		HM CAPTIVE INSURANCE COMPANY	VT	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		13016	87-0807723	0	0		HM CASUALTY INSURANCE COMPANY	PA	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		89070	25-1687586	0	0		UNITED CONCORDIA COMPANIES, INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	37-1494957	0	0		UNITED CONCORDIA SERVICES, INC.	NM	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		47038	63-1028262	0	0		UNITED CONCORDIA DENTAL CORPORATION OF ALABAMA	AL	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		95253	52-1542269	0	0		UNITED CONCORDIA DENTAL PLANS, INC.	MD	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		95789	23-7328765	0	0		UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC.	CA	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		60222	11-3008245	0	0		UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK	NY	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting 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 *
0000		62294	23-1661402	0	0		UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	PA	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		85766	86-0307623	0	0		UNITED CONCORDIA INSURANCE COMPANY	AZ	DS	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		96150	38-2289438	0	0		UNITED CONCORDIA DENTAL PLANS OF THE MIDWEST, INC.	MI	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		52048	61-1012900	0	0		UNITED CONCORDIA DENTAL PLANS OF KENTUCKY, INC.	KY	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		52020	65-0243292	0	0		UNITED CONCORDIA DENTAL PLANS OF FLORIDA, INC.	FL	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		47089	23-2541529	0	0		UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.	PA	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		95160	74-2489037	0	0		UNITED CONCORDIA DENTAL PLANS OF TEXAS, INC.	TX	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	45-3444325	0	0		HMPG INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	30-0705035	0	0		PROMEDIX LLC.	PA	DS	HMPG INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	45-3761429	0	0		HMPG PROPERTIES NORTH LLC.	PA	DS	HMPG INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	32-0371926	0	0		OPTIMUS 28 MANAGEMENT, LCC.	PA	DS	HMPG PROPERTIES NORTH LLC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	45-5235291	0	0		OSIRIS PROPERTIES, LLC.	PA	DS	HMPG PROPERTIES NORTH LLC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	27-3033308	0	0		SILVER RAIN, LLC.	PA	DS	HMPG PROPERTIES NORTH LLC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	27-3035436	0	0		SILVER RAIN, LP.	PA	DS	HMPG PROPERTIES NORTH LLC.	OWNERSHIP	99.00	HIGHMARK INC.	0
0000		00000	27-3035436	0	0		SILVER RAIN, LP.	PA	DS	SILVER RAIN, LLC.	OWNERSHIP	1.00	HIGHMARK INC.	0
0000		00000	45-3750206	0	0		PROTOCO PPI LLC.	PA	DS	HMPG INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	90-0812390	0	0		PROTOCO SUPPLY CHAIN PARTNERS LLC.	PA	DS	PROTOCO PPI LLC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	45-5080712	0	0		HMPG PHARMACY LLC.	PA	DS	PROTOCO PPI LLC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	45-3913973	0	0		PHYSICIAN LANDING ZONE PC.	PA	DS	HMPG INC.	OTHER	0.00	HIGHMARK INC.	0
0000		00000	45-3444157	0	0		LAKE ERIE MEDICAL GROUP PC.	PA	DS	PHYSICIAN LANDING ZONE PC.	OTHER	0.00	HIGHMARK INC.	0
0000		00000	25-1742869	0	0		PREMIER MEDICAL ASSOCIATES, PC.	PA	DS	PHYSICIAN LANDING ZONE PC.	OTHER	0.00	HIGHMARK INC.	0
0000		00000	25-1816080	0	0		BEAM MEDICAL ASSOCIATES, PC.	PA	DS	PHYSICIAN LANDING ZONE PC.	OTHER	0.00	HIGHMARK INC.	0
0000		00000	25-1801124	0	0		HVHC INC.	DE	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	11-3051991	0	0		DAVIS VISION, INC.	NY	DS	HVHC INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	11-2958041	0	0		DAVISVISION IPA, INC.	NY	DS	DAVIS VISION, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	74-2337775	0	0		VISIONWORKS OF AMERICA, INC.	TX	DS	HVHC INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	14-1586016	0	0		EMPIRE VISION CENTER, INC.	NY	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	02-0677066	0	0		EYEMASTERS, INC.	DE	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	35-2196998	0	0		ECCA ENTERPRISES, INC.	DE	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting 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 *
0000		00000	74-2924030	0	0		EYEDRX RETAIL MANAGEMENT, INC.	DE	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	74-2849552	0	0		VISIONARY RETAIL MANAGEMENT, LLC.	DE	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	74-2849554	0	0		VISIONARY PORPERTIES, INC.	DE	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	74-2759084	0	0		ECCA MANAGED VISION CARE, INC.	TX	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	04-3742989	0	0		ECCA DISTRIBUTION SERVICES, INC.	TX	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	04-3742977	0	0		VISIONARY LAB SERVICES, INC.	TX	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	22-2192365	0	0		VIVA OPTIQUE, INC.	NJ	DS	HVHC INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	22-3841079	0	0		VIVA IP CORP.	NJ	DS	VIVA OPTIQUE, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA CANADA, INC.	CN	DS	VIVA OPTIQUE, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA OPTIQUE DE MEXICO, S.A. de C.V.	MX	NIA	VIVA OPTIQUE, INC.	OWNERSHIP	50.00	HIGHMARK INC.	0
0000		00000		0	0		MIRACLE OPTICS, INC.	CA	DS	VIVA OPTIQUE, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	22-3106453	0	0		VIVA INTERNATIONAL, INC.	NJ	DS	VIVA OPTIQUE, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	22-3390239	0	0		VIVA EUROPA, INC.	NJ	DS	VIVA OPTIQUE, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA ITALIA	IT	DS	VIVA INTERNATIONAL, INC.	OWNERSHIP	1.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA ITALIA	IT	DS	VIVA EUROPA, INC.	OWNERSHIP	99.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA EYEWEAR UK LTD.	GB	DS	VIVA EUROPA, INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA EYEWEAR HONG KONG, LTD.	HK	DS	VIVA EYEWEAR UK LTD.	OWNERSHIP	99.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA EYEWEAR HONG KONG, LTD.	HK	DS	VIVA ITALIA	OWNERSHIP	1.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA EYEWEAR AUSTRALIA PTY LTD.	AU	NIA	VIVA EYEWEAR HONG KONG, LTD.	OWNERSHIP	50.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA BRASIL COMERCIO DE PRODUTOS OPTICOS LTDA	BR	NIA	VIVA EYEWEAR UK LTD.	OWNERSHIP	50.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA BRASIL COMERCIO DE PRODUTOS OPTICOS LTDA	BR	NIA	VIVA EYEWEAR HONG KONG, LTD.	OWNERSHIP	50.00	HIGHMARK INC.	0
0000		00000		0	0		INVIVA EYEWEAR, S.A.	ES	NIA	VIVA EYEWEAR UK LTD.	OWNERSHIP	50.00	HIGHMARK INC.	0
0000		00000		0	0		INVIVA EYEWEAR PORTUGAL	PT	DS	VIVA BRASIL	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA FRANCE	FR	DS	VIVA EYEWEAR UK LTD.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA DEUTSCHLAND	DE	NIA	VIVA EYEWEAR UK LTD.	OWNERSHIP	50.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA SCHWEIZ AG	CH	DS	VIVA DEUTSCHLAND	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA NEDERLAND BV	NL	DS	VIVA DEUTSCHLAND	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000		0	0		VIVA EYEWEAR BRILLENVERTRIEBS GmbH	AT	DS	VIVA DEUTSCHLAND	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		53252	23-2063810	0	0		INTER-COUNTY HEALTH PLAN, INC.	PA	IA	HIGHMARK INC.	OWNERSHIP	50.00	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
0000		54763	23-0724427	0	0		INTER-COUNTY HOSPITALIZATION PLAN, INC.	PA	IA	HIGHMARK INC.	OWNERSHIP	50.00	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
0000		00000	23-2219720	0	0		PREFERRED HEALTH SYSTEMS, INCORPORATED	PA	DS	INTER-COUNTY HOSPITALIZATION PLAN, INC.	OWNERSHIP	100.00	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
0000		96601	23-2413324	0	0		HMO OF NORTHEASTERN PENNSYLVANIA	PA	IA	HIGHMARK INC.	OWNERSHIP	40.00	HIGHMARK INC. / BLUE CROSS OF NORTHEASTERN PA	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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0000		60147	23-2905083	0	0		FIRST PRIORITY LIFE INSURANCE COMPANY, INC.	PA	IA	HIGHMARK INC.	OWNERSHIP	40.00	HIGHMARK INC. / BLUE CROSS OF NORTHEASTERN PA	0
0000		00000	25-1691945	0	0		GATEWAY HEALTH PLAN, L.P.	PA	IA	HIGHMARK INC.	OWNERSHIP	49.00	HIGHMARK INC. / MERCY HEALTH PLAN	0
0000		00000	25-1691945	0	0		GATEWAY HEALTH PLAN, L.P.	PA	IA	HIGHMARK VENTURES INC.	OWNERSHIP	1.00	HIGHMARK INC. / MERCY HEALTH PLAN	0
0000		00000	30-0282076	0	0		GATEWAY HEALTH PLAN OF OHIO, INC.	OH	DS	GATEWAY HEALTHPLAN, L.P.	OWNERSHIP	100.00	HIGHMARK INC. / MERCY HEALTH PLAN	0
0000		00000	25-1505506	0	0		GATEWAY HEALTH PLAN, INC.	PA	DS	GATEWAY HEALTHPLAN, L.P.	OWNERSHIP	100.00	HIGHMARK INC. / MERCY HEALTH PLAN	0
0000		00000	25-1494238	0	0		CARING FOUNDATION	PA	OTH	HIGHMARK INC.	BOARD	0.00	HIGHMARK INC.	0
0000		00000	25-1876666	0	0		HIGHMARK FOUNDATION	PA	OTH	HIGHMARK INC.	BOARD	0.00	HIGHMARK INC.	0
0000		00000	22-2724721	0	0		INDEPENDENCE BLUE CROSS AND HIGHMARK BLUE SHIELD CARING FOUNDATION FOR CHILDREN	PA	OTH	HIGHMARK INC.	BOARD	0.00	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
0000		0		0	0		NATIONAL INSTITUTE FOR HEALTHCARE MANAGEMENT LLC	DE	OTH	HIGHMARK INC.	BOARD	0.00	PARTICIPATING BLUES PLANS	0
0000		53287	51-0020405	0	0		HIGHMARK BCBSD INC.	DE	IA	HIGHMARK INC.	BOARD	100.00	HIGHMARK INC.	0
0000		00000	51-0293417	0	0		THE GATEWAY GROUP, LTD.	DE	DS	HIGHMARK BCBSD INC.	OWNERSHIP	100.00	HIGHMARK INC.	0
0000		00000	51-033213..	0	0		DELAWARE ANCILLARY INSURANCE AGENCY.	DE	DS	HIGHMARK BCBSD INC.	OWNERSHIP	100.00	HIGHMARK INC.	0

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

Explanation:

1.

Bar Code:

* 5 4 8 2 8 2 0 1 2 3 6 5 0 0 0 0 1 *

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2504. Prepaid Assets	618,936	618,936	0	0
2597. Summary of remaining write-ins for Line 25	618,936	618,936	0	0

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	23,694,447	15,095,995
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	42,973
3. Current year change in encumbrances	0	9,391,909
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	209,924	836,430
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8)	23,484,523	23,694,447
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	23,484,523	23,694,447

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance	0	0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

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	0	804,682
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	0	0
3. Capitalized deferred interest and other	0	(7,906)
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	0	0
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	750,000
8. Deduct amortization of premium and depreciation	0	46,776
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

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	262,571,120	237,896,338
2. Cost of bonds and stocks acquired	91,987,539	223,070,437
3. Accrual of discount	22,258	249,644
4. Unrealized valuation increase (decrease)	957,929	(792,633)
5. Total gain (loss) on disposals	1,648,887	1,927,269
6. Deduct consideration for bonds and stocks disposed of	71,270,276	197,039,407
7. Deduct amortization of premium	710,152	2,352,263
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	388,265
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	285,207,305	262,571,120
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	285,207,305	262,571,120

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	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. Class 1 (a)	283,838,171	408,306,124	410,862,538	(636,368)	280,645,389	0	0	283,838,171
2. Class 2 (a)	21,040,352	12,488,913	6,064,184	(48,106)	27,416,975	0	0	21,040,352
3. Class 3 (a)	0	3,796,998	0	7,913	3,804,911	0	0	0
4. Class 4 (a)	0	7,273,771	192,365	(113,906)	6,967,500	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	304,878,523	431,865,806	417,119,087	(790,467)	318,834,775	0	0	304,878,523
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	40,200	40,200	40,200	0	40,200	0	0	40,200
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	40,200	40,200	40,200	0	40,200	0	0	40,200
15. Total Bonds and Preferred Stock	304,918,723	431,906,006	417,159,287	(790,467)	318,874,975	0	0	304,918,723

(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	59,146,932	XXX	59,146,932	9,307	10,361

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	59,586,006	52,427,526
2. Cost of short-term investments acquired	350,340,157	1,115,392,731
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	350,779,231	1,108,234,251
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	59,146,932	59,586,006
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	59,146,932	59,586,006

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of cash equivalents acquired	2,875	0
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	2,875	0
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/ adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
36202F XD 3	GNMA SF II POOL# 5176 5.000% 09/20/41		02/13/2012	UBSFINANCIALSERVICESINC WE		3,179,153	2,864,102	7,160	1
36202F Y7 5	GNMA SF II POOL# 5234 4.500% 11/20/41		02/27/2012	UBSFINANCIALSERVICESINC WE		2,143,004	1,959,598	4,409	1
36202F Y8 3	GNMA SF II POOL# 5235 5.000% 11/20/41		01/19/2012	UBSFINANCIALSERVICESINC WE		3,843,166	3,460,363	9,612	1
0599999.	Total - Bonds - U.S. Government					9,165,323	8,284,063	21,181	XXX
Bonds - U.S. Special Revenue and Special Assessment									
312938 TA 1	FHLMC POOL# A90545 4.500% 01/01/40		02/07/2012	BNYCLEARINGSVCSLLC MILWAUK		3,475,432	3,261,406	4,892	1
3132GJ VK 2	FHLMC POOL# Q03618 4.000% 10/01/41		03/23/2012	DAIWA SECURITIES AMERICA INC		3,133,959	2,971,898	3,632	1
313373 JR 4	FEDERAL HOME LOAN BANK 1.375% 05/28/14		03/19/2012	WACHOVIA CAPITAL MARKETS LLC		2,039,102	2,000,000	8,556	1
313376 UF 0	FEDERAL HOME LOAN BANK 0.375% 01/29/14		01/19/2012	WACHOVIA CAPITAL MARKETS LLC		1,999,600	2,000,000	0	1
3134G3 QW 3	FEDERAL HOME LOAN MTG N 0.625% 03/06/15		02/28/2012	Direct		2,000,000	2,000,000	0	1
3136FT VD 8	FNMA STP CPN NTS 1.000% 12/27/17		01/13/2012	STIFEL NICOLAUS & CO INC		1,999,000	2,000,000	1,222	1
3137EA DB 2	FEDERAL HOME LOAN MTG C 2.375% 01/13/22		01/12/2012	BARCLAYS CAPITAL INC		994,180	1,000,000	0	1
3138AH W6 9	FNMA POOL# AI4268 5.000% 06/01/41		12/15/2011	RAYMOND JAMES & ASSOCIATES INC		3,758,981	3,456,038	5,280	1
3138AR G2 4	FNMA POOL# AJ0216 5.000% 08/01/41		01/17/2012	MCDONALD & COMPANY		3,272,942	2,980,907	7,866	1
3138AW 7F 4	FNMA POOL# AJ5393 4.500% 11/01/41		03/06/2012	MCDONALD & COMPANY		2,153,450	1,986,750	2,732	1
3138E2 2U 8	FNMA POOL# AJ9786 4.500% 01/01/42		01/31/2012	Direct		3,223,177	2,995,692	4,494	1
31418A CX 4	FNMA POOL# MA0985 4.500% 01/01/42		02/01/2012	DAIWA SECURITIES AMERICA INC		2,132,312	1,982,970	4,957	1
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					30,182,135	28,635,661	43,631	XXX
Bonds - Industrial and Miscellaneous									
01449J AE 5	ALERE INC SR NTS 8.625% 10/01/18		03/26/2012	JEFFERIES&COINC NEWYORK		187,650	180,000	7,676	4FE
018804 AL 8	ALLIANT TECHSYSTEMS INC 6.750% 04/01/16		03/16/2012	BANC OF AMERICA SECURITIES LLC		255,938	250,000	7,969	3FE
02076X AC 6	ALPHA NATURAL RESOURCES 6.250% 06/01/21		02/23/2012	MORGANSTANLEY&COINC NY		177,750	180,000	2,719	3FE
039380 AC 4	ARCH COAL INC SR NTS 7.250% 10/01/20		02/22/2012	BARCLAYS CAPITAL INC		178,650	180,000	5,293	4FE
053773 AN 7	AVIS BUDGET CAR RENTAL 8.250% 01/15/19		03/12/2012	Various		260,275	250,000	2,571	4FE
05531F AK 9	BB&T CORPORATION SR NTS 2.150% 03/22/17		03/15/2012	BB & T CAPITAL MARKETS		1,496,745	1,500,000	0	1FE
058498 AR 7	BALL CORP SR NTS 5.000% 03/15/22		02/24/2012	BANC OF AMERICA SECURITIES LLC		180,000	180,000	0	3FE
06051G EC 9	BANK OF AMERICA CORP SR 5.625% 07/01/20		02/15/2012	BAIRD ROBERT W & CO INC		510,790	500,000	3,906	1FE
06985P AH 3	BASIC ENERGY SERVICES I 7.750% 02/15/19		02/22/2012	BANC OF AMERICA SECURITIES LLC		184,950	180,000	465	4FE
090613 AC 4	BIOMET INC SR NTS 10.000% 10/15/17		02/22/2012	CHASESECURITIES NEWYORK		196,425	180,000	6,600	4FE
09247X AE 1	BLACKROCK INC SER 2 SR 5.000% 12/10/19		02/23/2012	MCDONALD & COMPANY		711,084	620,000	6,717	1FE
09256B AA 5	BLACKSTONE HOLDINGS FIN 6.625% 08/15/19		03/16/2012	BAIRD ROBERT W & CO INC		563,305	500,000	3,313	1FE
12189L AH 4	BURLINGTON NORTHERN SAN 3.050% 03/15/22		02/28/2012	WACHOVIACAPITALMARKETSLLC		997,500	1,000,000	0	2FE
124857 AG 8	CBS CORP SR NTS 3.375% 03/01/22		02/24/2012	BANC OF AMERICA SECURITIES LLC		990,950	1,000,000	0	2FE
1248EP AU 7	CCO HOLDINGS LLC/CAP CO 6.500% 04/30/21		02/22/2012	BARCLAYS CAPITAL INC		190,575	180,000	3,803	3FE
12572X AA 8	CME GROUP INDEX SERVICE 4.400% 03/15/18		02/15/2012	MCDONALD & COMPANY		1,339,146	1,225,000	23,357	1FE
156700 AS 5	CENTURYLINK INC SR NTS 5.800% 03/15/22		03/23/2012	CHASESECURITIES NEWYORK		248,318	250,000	258	2FE
165167 CH 8	CHESAPEAKE ENERGY CORP 6.775% 03/15/19		03/28/2012	Various		250,950	250,000	1,046	3FE
171798 AB 7	CIMAREX ENERGY CO SR NT 5.875% 05/01/22		03/22/2012	CHASESECURITIES NEWYORK		250,105	250,000	0	3FE
172967 CS 8	CITIGROUP INC FLT RT SR 0.807% 11/05/14		01/30/2012	BAIRD ROBERT W & CO INC		928,570	1,000,000	1,728	1FE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
18451Q AF 5	CLEAR CHANNEL WORLDWIDE 7.625% 03/15/20		02/29/2012	GOLDMAN SACHS & CO NY		180,000	180,000	0	4FE
216762 AE 4	COOPER STANDARD AUTO SR 8.500% 05/01/18		03/08/2012	BANC OF AMERICA SECURITIES LLC		195,300	180,000	5,610	4FE
23311R AC 0	DCP MIDSTREAM LLC SER 1 9.750% 03/15/19		03/02/2012	WACHOVIA CAPITAL MARKETS LLC		1,741,620	1,325,000	61,723	2FE
257867 AX 9	RR DONNELLEY & SONS CO 7.250% 05/15/18		03/08/2012	BARCLAYS CAPITAL INC		99,000	100,000	2,376	3FE
268520 AC 7	EH HOLDING CORP SER 144 7.625% 06/15/21		02/21/2012	DEUTSCHE BANC ALEX BROWN INC		192,375	180,000	2,631	4FE
26884L AB 5	EQT CORP SR NTS 4.875% 11/15/21		03/20/2012	WACHOVIA CAPITAL MARKETS LLC		2,026,140	2,000,000	36,833	2FE
26985U AB 3	EAGLE ROCK ENER PART/FI 8.375% 06/01/19		03/15/2012	BANC OF AMERICA SECURITIES LLC		207,500	200,000	5,072	4FE
31430Q BB 2	FELCOR LODGING LP SR NT 6.750% 06/01/19		02/27/2012	BARCLAYS CAPITAL INC		183,600	180,000	3,038	4FE
35671D AU 9	FREEPORT MCMORAN COPPER 3.550% 03/01/22		02/09/2012	BEAR STEARNS & CO		498,735	500,000	0	2FE
35906A AH 1	FRONTIER COMMUNICATIONS 8.500% 04/15/20		02/29/2012	MORGANSTANLEY&COINC NY		196,650	180,000	5,950	3FE
38143U SC 6	GOLDMAN SACHS GROUP INC 3.625% 02/07/16		02/13/2012	MCDONALD & COMPANY		1,007,740	1,000,000	906	1FE
382550 BC 4	GOODYEAR TIRE & RUBBER 7.000% 05/15/22		03/20/2012	Various		249,298	250,000	340	4FE
398433 AF 9	GRIFFON CORP SR NTS 7.125% 04/01/18		03/14/2012	DEUTSCHE BANC ALEX BROWN INC		187,200	180,000	5,985	4FE
402629 AF 6	GULFMARK OFFSHORE INC S 6.375% 03/15/22		03/01/2012	CREDIT SUISSE FIRST BOSTON COR		181,080	180,000	0	4FE
404121 AD 7	HCA INC SR NTS 7.500% 02/15/22		03/08/2012	GOLDMAN SACHS & CO NY		193,050	180,000	1,050	4FE
41283L AB 1	HARLEY-DAVIDSON FINL SE 2.700% 03/15/17		01/26/2012	CITIGROUP GLOBAL MARKETS INC		999,780	1,000,000	0	2FE
435765 AE 2	HOLLY ENERGY PARTNERS L 6.500% 03/01/20		02/28/2012	CITIGROUPGBLMKTS/SALOMON NE		90,518	90,000	0	4FE
44107T AR 7	HOST HOTELS & RESORTS L 5.250% 03/15/22		03/14/2012	GOLDMAN SACHS & CO NY		250,000	250,000	0	3FE
444454 AA 0	HUGHES SATELLITE SYSTEM 7.625% 06/15/21		02/28/2012	Tax Free Exchange		192,365	180,000	2,783	4FE
45661T AM 3	INERGY LP / INERGY FIN 7.000% 10/01/18		02/22/2012	BANC OF AMERICA SECURITIES LLC		175,950	180,000	5,110	4FE
459200 HC 8	IBM CORP SR NTS 1.250% 02/06/17		02/01/2012	BANC OF AMERICA SECURITIES LLC		746,678	750,000	0	1FE
492914 AS 5	KEY ENERGY SERVICES INC 6.750% 03/01/21		03/13/2012	CHASESECURITIES NEWYORK		72,275	70,000	197	4FE
492914 AT 3	KEY ENERGY SERVICES INC 6.750% 03/01/21		03/05/2012	CREDIT SUISSE FIRST BOSTON COR		184,500	180,000	236	4FE
494550 BL 9	KINDER MORGAN ENERGY 3.950% 09/01/22		03/07/2012	BEAR STEARNS & CO		998,140	1,000,000	0	2FE
50075N BC 7	KRAFT FOODS INC FLT RT 1.457% 07/10/13		01/05/2012	CITIGROUP GLOBAL MARKETS INC		500,000	500,000	0	2FE
52736R BB 7	LEVI STRAUSS & CO SR NT 7.625% 05/15/20		03/14/2012	JEFFERIES&COINC NEWYORK		190,575	180,000	4,728	4FE
532457 AN 8	ELI LILLY & CO NTS 6.570% 01/01/16		03/21/2012	BNY CAPITAL MARKETS INC		1,176,560	1,000,000	15,513	1FE
536022 AH 9	LINN ENERGY LLC/FIN COR 6.250% 11/01/19		03/27/2012	Various		245,588	250,000	590	4FE
552953 BX 8	MGM RESORTS INTL SR NTS 7.750% 03/15/22		03/15/2012	BANC OF AMERICA SECURITIES LLC		200,000	200,000	0	4FE
58445M AN 2	MEDIACOM LLC CAPTL CORP 7.250% 02/15/22		02/22/2012	CHASESECURITIES NEWYORK		181,575	180,000	725	4FE
61747W AF 6	MORGAN STANLEY SR NTS 5.750% 01/25/21		03/14/2012	WACHOVIA CAPITAL MARKETS LLC		994,511	1,000,000	8,625	1FE
629377 BJ 0	NRG ENERGY INC SR NTS 8.250% 09/01/20		02/29/2012	BANC OF AMERICA SECURITIES LLC		184,050	180,000	165	3FE
65332V BG 7	NEXTEL COMMUNICATIONS I 7.375% 08/01/15		02/21/2012	DEUTSCHE BANC ALEX BROWN INC		186,675	190,000	895	4FE
65339E AB 0	NEXSTAR MISSION BROADCA 8.875% 04/15/17		03/27/2012	BANC OF AMERICA SECURITIES LLC		269,688	250,000	10,169	4FE
693476 BN 2	PNC FUNDING CORP SR NTS 3.300% 03/08/22		03/05/2012	PITTSBURGH NATIONAL BANK-SECUR		994,440	1,000,000	0	1FE
69371R K5 4	PACCAR FINANCIAL CORP M 1.600% 03/15/17		03/01/2012	BANC OF AMERICA SECURITIES LLC		749,858	750,000	0	1FE
713448 BY 3	PEPSICO INC SR NTS 2.750% 03/05/22		02/29/2012	Direct		998,260	1,000,000	0	1FE
723456 AP 4	PINNACLE ENTERTAINMENT 7.750% 04/01/22		03/13/2012	Various		252,680	250,000	0	4FE
731745 AL 9	POLYMER GROUP INC SR NT 7.750% 02/01/19		02/23/2012	CITIGROUPGBLMKTS/SALOMON NE		192,600	180,000	1,046	4FE
742718 BG 3	PROCTER & GAMBLE CO SR 8.000% 09/01/24		02/23/2012	Raymond James FL St Pete		1,108,860	750,000	29,500	1FE

SCHEDULE D - PART 3

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

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742718 DY 2	PROCTER & GAMBLE CO SR 2.300% 02/06/22		02/01/2012	CITIGROUP GLOBAL MARKETS INC		496,460	500,000	0	1FE
74959G AA 8	REYNOLDS GRP ISS/REYNOL 7.125% 04/15/19		02/22/2012	CREDIT SUISSE FIRST BOSTON COR		188,775	180,000	4,703	3FE
74971X AB 3	RRI ENERGY INC SR NTS 7.625% 06/15/14		02/21/2012	DEUTSCHE BANC ALEX BROWN INC		180,000	180,000	2,631	4FE
754730 AD 1	RAYMOND JAMES FINANCIAL 5.625% 04/01/24		03/21/2012	Raymond James FL St Pete		1,494,030	1,500,000	0	2FE
78573A AA 8	SABMILLER HOLDINGS INC 3.750% 01/15/22		01/11/2012	DEANWITTERREYNOLDSINC NY		497,610	500,000	0	2FE
827048 AN 9	SILGAN HOLDINGS INC SER 5.000% 04/01/20		03/09/2012	BANC OF AMERICA SECURITIES LLC		250,000	250,000	0	3FE
828807 CJ 4	SIMON PROPERTY GROUP LP 2.150% 09/15/17		03/08/2012	BEAR STEARNS & CO		499,070	500,000	0	1FE
828807 CK 1	SIMON PROPERTY GROUP LP 3.375% 03/15/22		03/08/2012	BEAR STEARNS & CO		995,880	1,000,000	0	1FE
84762L AJ 4	SPECTRUM BRANDS HLDGS S 6.750% 03/15/20		03/15/2012	CREDIT SUISSE FIRST BOSTON COR		250,454	250,000	0	4FE
868536 AT 0	SUPERVALU INC SR NTS 8.000% 05/01/16		03/14/2012	Various		260,350	250,000	6,667	4FE
880779 AX 1	TEREX CORP SR NTS 6.500% 04/01/20		03/22/2012	CREDIT SUISSE FIRST BOSTON COR		250,000	250,000	0	4FE
89233P 5T 9	TOYOTA MOTOR CREDIT COR 3.300% 01/12/22		01/09/2012	BANC OF AMERICA SECURITIES LLC		996,290	1,000,000	0	1FE
89236M AB 6	TOYS R US PROPERTY CO S 8.500% 12/01/17		03/14/2012	Various		185,043	175,000	4,463	3FE
90321N AC 6	UR FINANCING ESCROW COR 7.625% 04/15/22		02/24/2012	MORGANSTANLEY&COINC NY		180,585	180,000	0	4FE
913017 BQ 1	UNITED TECHNOLOGIES COR 6.125% 02/01/19		03/30/2012	MCDONALD & COMPANY		617,510	500,000	5,359	1FE
91359P AE 0	UNIVERSAL HOSPITAL SERV 4.121% 06/01/15		03/22/2012	WACHOVIACAPITALMARKETSLLC		238,750	250,000	3,320	4FE
918866 AU 8	VALASSIS COMMUNICATIONS 6.625% 02/01/21		03/08/2012	PERSHING LLC		186,300	180,000	1,391	3FE
92203P AH 9	VANGUARD HLT HDG LLC/IN 7.750% 02/01/19		02/23/2012	BANC OF AMERICA SECURITIES LLC		102,250	100,000	581	4FE
92203P AJ 5	VANGUARD HLT HDG LLC/IN 7.750% 02/01/19		03/27/2012	BANC OF AMERICA SECURITIES LLC		99,250	100,000	1,270	4FE
92343V AQ 7	VERIZON COMMUNICATIONS 8.750% 11/01/18		01/23/2012	MCDONALD & COMPANY		688,930	500,000	10,330	1FE
92552V AD 2	VIASAT INC SER 144A SR 6.875% 06/15/20		03/27/2012	Various		252,180	250,000	378	4FE
94974B FC 9	WELLS FARGO & COMPANY S 3.500% 03/08/22		03/01/2012	WACHOVIACAPITALMARKETSLLC		997,820	1,000,000	0	1FE
97381W AN 4	WINDSTREAM CORP SR NTS 7.750% 10/15/20		02/22/2012	DEUTSCHE BANC ALEX BROWN INC		194,850	180,000	5,115	3FE
92658T AP 3	VIDEOTRON LTEE SER 144A 5.000% 07/15/22	A	02/29/2012	BANC OF AMERICA SECURITIES LLC		180,000	180,000	0	3FE
204386 AK 2	CIE GEN GEOPHYSIQUE SR 7.750% 05/15/17	R	03/20/2012	CREDIT SUISSE FIRST BOSTON COR		187,650	180,000	4,960	3FE
423012 AA 1	HEINEKEN NV SER 144A NT 3.400% 04/01/22	F	03/29/2012	BEAR STEARNS & CO		997,310	1,000,000	0	2FE
45824T AE 5	INTELSAT JACKSON HLDG S 7.250% 04/01/19	F	02/21/2012	CHASESECURITIES NEWYORK		186,975	180,000	5,184	4FE
552081 AE 1	LYONDELLBASELL IND NV S 5.000% 04/15/19	F	03/26/2012	CHASESECURITIES NEWYORK		250,000	250,000	0	3FE
65504L AJ 6	NOBLE HOLDING INTL LTD 3.950% 03/15/22	R	02/07/2012	BARCLAYS CAPITAL INC		498,780	500,000	0	2FE
92769V AC 3	VIRGIN MEDIA FINANCE PL 5.250% 02/15/22	F	02/28/2012	BANC OF AMERICA SECURITIES LLC		200,000	200,000	0	3FE
3899999.	Total - Bonds - Industrial & Miscellaneous					42,178,192	40,495,000	345,569	XXX
8399997.	Total - Bonds - Part 3					81,525,650	77,414,724	410,381	XXX
8399999.	Total - Bonds					81,525,650	77,414,724	410,381	XXX
Preferred Stocks - Industrial and Miscellaneous									
02005N 60 5	ALLY FINANCIAL INC PFD		01/24/2012	Tax Free Exchange	134.000	40,200	0.00	0	P5UFE
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous					40,200	XXX	0	XXX
8999997.	Total - Preferred Stocks - Part 3					40,200	XXX	0	XXX
8999999.	Total - Preferred Stocks					40,200	XXX	0	XXX
Common Stocks - Mutual Funds									
72701U 40 1	PLAN INVESTMENT ULTRASH		03/30/2012	Direct	1,001,126.000	10,001,245	XXX	0	U

SCHEDULE D - PART 3

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

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81369Y 80 3	SPDR COM.		03/23/2012	DEANWITTERREYNOLDSINC NY.	14,000.000	420,444	XXX	0	U
9299999.	Total - Common Stocks - Mutual Funds.					10,421,689	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3.					10,421,689	XXX	0	XXX
9799999.	Total - Common Stocks.					10,421,689	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks.					10,461,889	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks.					91,987,539	XXX	410,381	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....2.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
36202E RD 3	GNMA SF II POOL# 4084 5.500% 02/20/38		03/01/2012	Paydown		94,194	94,194	95,449	95,323	0	(1,129)	0	(1,129)	0	94,194	0	0	0	858	02/20/2038	1
36202F KH 8	GNMA SF II POOL# 4796 4.500% 09/20/40		03/01/2012	Paydown		106,823	106,823	111,897	111,718	0	(4,895)	0	(4,895)	0	106,823	0	0	0	840	09/20/2040	1
36202F Y8 3	GNMA SF II POOL# 5235 5.000% 11/20/41		03/01/2012	Paydown		71,283	71,283	79,169	0	0	(7,886)	0	(7,886)	0	71,283	0	0	0	297	11/20/2041	1
3620A9 PM 7	GNMA SF I POOL #723228 5.000% 10/15/39		03/01/2012	Paydown		69,909	69,909	72,443	72,311	0	(2,402)	0	(2,402)	0	69,909	0	0	0	589	10/15/2039	1
3620C1 E6 9	GNMA POOL# 745457 4.500% 08/20/30		03/01/2012	Paydown		101,776	101,776	108,424	108,271	0	(6,495)	0	(6,495)	0	101,776	0	0	0	462	08/20/2030	1
36210B X4 2	GNMA SF I POOL# 487699 5.000% 03/15/39		03/01/2012	Paydown		13,443	13,443	13,792	13,766	0	(322)	0	(322)	0	13,443	0	0	0	87	03/15/2039	1
36213C XY 1	GNMA SF I POOL# 550695 5.500% 10/15/35		02/01/2012	Raymond James FL St Pete		587,806	527,328	530,871	530,428	0	(16)	0	(16)	0	530,412	0	57,395	57,395	6,445	10/15/2035	1
36213C XY 1	GNMA SF I POOL# 550695 5.500% 10/15/35		02/01/2012	Paydown		28,090	28,090	28,279	28,255	0	(165)	0	(165)	0	28,090	0	0	0	253	10/15/2035	1
36241K FJ 2	GNMA SF I POOL# 781969 5.000% 08/15/35		03/01/2012	Paydown		46,002	46,002	47,871	47,765	0	(1,763)	0	(1,763)	0	46,002	0	0	0	372	08/15/2035	1
36241K G5 1	GNMA SF I POOL# 782020 5.500% 12/15/35		03/01/2012	Paydown		57,528	57,528	58,382	58,294	0	(766)	0	(766)	0	57,528	0	0	0	527	12/15/2035	1
36290T 3T 4	GNMA SF I POOL# 617410 6.000% 02/15/37		02/01/2012	Raymond James FL St Pete		1,360,497	1,208,661	1,232,456	1,230,317	0	(85)	0	(85)	0	1,230,231	0	130,265	130,265	16,115	02/15/2037	1
36290T 3T 4	GNMA SF I POOL# 617410 6.000% 02/15/37		02/01/2012	Paydown		52,334	52,334	53,365	53,272	0	(938)	0	(938)	0	52,334	0	0	0	398	02/15/2037	1
36295V 6T 1	GNMA I POOL# 682282 5.500% 02/15/38		03/01/2012	Paydown		2,562	2,562	2,626	2,620	0	(58)	0	(58)	0	2,562	0	0	0	24	02/15/2038	1
36296A 4R 2	GNMA POOL# 685832 5.500% 04/15/38		03/01/2012	Paydown		133,738	133,738	135,472	135,292	0	(1,554)	0	(1,554)	0	133,738	0	0	0	1,455	04/15/2038	1
36296X YZ 1	GNMA I POOL# 704628 5.000% 07/15/39		03/01/2012	Paydown		102,523	102,523	108,482	108,231	0	(5,708)	0	(5,708)	0	102,523	0	0	0	970	07/15/2039	1
912828 RC 6	US TREASURY NOTE 2.125% 08/15/21		02/29/2012	Direct		1,530,000	1,500,000	1,481,719	1,482,179	0	276	0	276	0	1,482,456	0	47,544	47,544	17,251	08/15/2021	1
0599999.	Total - Bonds - U.S. Government					4,358,508	4,116,194	4,160,697	4,078,042	0	(33,906)	0	(33,906)	0	4,123,304	0	235,204	235,204	46,943	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
3128LC JD 9	FHLMC POOL# A78360 5.500% 12/01/37		01/04/2012	UBSFINANCIALSERVICESINC WE		2,021,815	1,853,813	2,017,470	2,014,299	0	55	0	55	0	2,014,354	0	7,461	7,461	10,762	12/01/2037	1
3128LC JD 9	FHLMC POOL# A78360 5.500% 12/01/37		01/01/2012	Paydown		26,070	26,070	28,372	28,327	0	(2,257)	0	(2,257)	0	26,070	0	0	0	119	12/01/2037	1
3128M6 5D 6	FHLMC POOL# G0-5044 5.500% 08/01/38		03/01/2012	Paydown		123,129	123,129	126,322	126,100	0	(2,971)	0	(2,971)	0	123,129	0	0	0	1,169	08/01/2038	1
312938 TA 1	FHLMC POOL# A90545 4.500% 01/01/40		03/01/2012	Paydown		407,028	407,028	433,739	0	0	(26,711)	0	(26,711)	0	407,028	0	0	0	1,526	01/01/2040	1
3132GF S3 2	FHLMC POOL# Q02338 4.500% 07/01/41		03/01/2012	Paydown		51,772	51,772	55,209	55,195	0	(3,423)	0	(3,423)	0	51,772	0	0	0	496	07/01/2041	1
3132GJ ZS 1	FHLMC POOL# Q03753 4.000% 10/01/41		03/01/2012	Paydown		14,901	14,901	15,481	15,479	0	(577)	0	(577)	0	14,901	0	0	0	100	10/01/2041	1
313373 5P 3	FEDERAL HOME LOAN BANK 1.600% 09/30/14		03/30/2012	Redemption 100.0000		400,000	400,000	400,008	400,002	0	(2)	0	(2)	0	400,000	0	0	0	3,200	03/30/2012	1
313376 UF 0	FEDERAL HOME LOAN BANK 0.375% 01/29/14		02/28/2012	BAIRD ROBERT W & CO INC		2,000,900	2,000,000	1,999,600	0	0	22	0	22	0	1,999,622	0	1,278	1,278	813	01/29/2014	1
3134G2 CA 8	FEDERAL HOME LOAN MTG C 3.525% 09/30/19		01/18/2012	WACHOVIA CAPITAL MARKETS LLC		2,012,300	2,000,000	2,022,160	2,007,679	0	(1,553)	0	(1,553)	0	2,006,126	0	6,174	6,174	21,346	03/30/2012	1
31359M SL 8	FNMA 4.375% 07/17/13		03/19/2012	FIRST UNION CAPITAL MKTS		1,844,056	1,750,000	1,908,013	1,829,996	0	(11,140)	0	(11,140)	0	1,818,855	0	25,201	25,201	51,680	07/17/2013	1
3136FR KJ 1	FNMA NTS 4.000% 05/17/18		03/20/2012	PNC CAPITAL MKTS		519,500	500,000	519,500	513,498	0	(2,132)	0	(2,132)	0	511,366	0	8,134	8,134	6,889	05/17/2013	1
3136FR L9 2	FNMA STP CPN BOND 3.000% 08/24/26		02/24/2012	Call 100.0000		1,500,000	1,500,000	1,500,000	1,500,000	0	0	0	0	0	1,500,000	0	0	0	22,500	08/24/2026	1
3136FR X8 1	FNMA NTS 2.000% 09/21/18		01/13/2012	STIFEL NICOLAUS & CO INC		1,003,500	1,000,000	1,000,000	1,000,000	0	0	0	0	0	1,000,000	0	3,500	3,500	6,444	09/21/2018	1
3136FT VD 8	FNMA STP CPN NTS 1.000% 12/27/17		02/13/2012	STIFEL NICOLAUS & CO INC		2,001,250	2,000,000	1,999,000	0	0	956	0	956	0	1,999,956	0	1,294	1,294	2,611	12/27/2017	1
3137AE PT 6	FREDDIE MAC SER 3905 CL 2.000% 03/15/41		03/01/2012	Paydown		27,430	27,430	27,572	27,571	0	(141)	0	(141)	0	27,430	0	0	0	91	03/15/2041	1
31381S T3 6	FNMA POOL# 469570 3.470% 11/01/21		03/01/2012	Paydown		11,157	11,157	11,663	11,659	0	(502)	0	(502)	0	11,157	0	0	0	68	11/01/2021	1
3138A2 BV 0	FNMA POOL# AH0951 4.500% 12/01/40		03/01/2012	Paydown		27,153	27,153	28,307	28,293	0	(1,140)	0	(1,140)	0	27,153	0	0	0	224	12/01/2040	1

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3138AB YL 7	FNMA POOL# AH9714 4.500% 04/01/41		02/13/2012	UBSFINANCIALSERVICESINC WE		2,982,353	2,787,246	2,910,059	2,908,186	0	(341)	0	(341)	0	2,907,845	0	74,508	74,508	26,130	04/01/2041	1
3138AB YL 7	FNMA POOL# AH9714 4.500% 04/01/41		02/01/2012	Paydown		59,147	59,147	61,754	61,714	0	(2,566)	0	(2,566)	0	59,147	0	0	0	382	04/01/2041	1
3138AH W6 9	FNMA POOL# AI4268 5.000% 06/01/41		01/01/2012	RAYMOND JAMES & ASSOCIATES INC		3,763,574	3,460,260	3,763,574	3,763,574	0	0	0	0	0	3,763,574	0	0	0	5,287	06/01/2041	1
3138AH W6 9	FNMA POOL# AI4268 5.000% 06/01/41		03/01/2012	Paydown		59,566	59,566	64,787	0	0	(5,221)	0	(5,221)	0	59,566	0	0	0	324	06/01/2041	1
3138AK 7F 0	FNMA POOL# AI6293 4.500% 08/01/41		03/01/2012	Paydown		19,442	19,442	20,697	20,694	0	(1,252)	0	(1,252)	0	19,442	0	0	0	145	08/01/2041	1
3138AK E2 1	FNMA POOL# AI5552 4.500% 07/01/41		01/19/2012	UBSFINANCIALSERVICESINC WE		3,618,646	3,382,900	3,606,186	3,604,417	0	(535)	0	(535)	0	3,603,883	0	14,763	14,763	17,760	07/01/2041	1
3138AK E2 1	FNMA POOL# AI5552 4.500% 07/01/41		02/01/2012	Paydown		25,614	25,614	27,305	27,291	0	(1,677)	0	(1,677)	0	25,614	0	0	0	12,802	07/01/2041	1
3138AL JW 8	FNMA POOL# AI6576 5.000% 07/01/41		03/01/2012	Paydown		8,138	8,138	8,812	8,806	0	(668)	0	(668)	0	8,138	0	0	0	68	07/01/2041	1
3138AN VJ 9	FNMA POOL# AI8716 4.500% 08/01/41		03/01/2012	Paydown		4,044	4,044	4,302	4,300	0	(256)	0	(256)	0	4,044	0	0	0	31	08/01/2041	1
3138AR G2 4	FNMA POOL# AJ0216 5.000% 08/01/41		03/01/2012	Paydown		7,931	7,931	8,707	0	0	(777)	0	(777)	0	7,931	0	0	0	50	08/01/2041	1
3138AT 5W 6	FNMA POOL# AJ2660 4.000% 10/01/41		01/12/2012	DAIWA SECURITIES AMERICA INC		2,279,943	2,196,874	2,273,421	2,272,714	0	(183)	0	(183)	0	2,272,531	0	7,412	7,412	10,252	10/01/2041	1
3138AT 5W 6	FNMA POOL# AJ2660 4.000% 10/01/41		02/01/2012	Paydown		291,578	291,578	301,737	301,644	0	(10,066)	0	(10,066)	0	291,578	0	0	0	9,251	10/01/2041	1
3138E2 2U 8	FNMA POOL# AJ9786 4.500% 01/01/42		03/01/2012	Paydown		4,255	4,255	4,578	0	0	(323)	0	(323)	0	4,255	0	0	0	16	01/01/2042	1
3138EG GS 7	FNMA POOL# AL0208 4.500% 05/01/41		03/01/2012	Paydown		94,690	94,690	99,054	98,984	0	(4,295)	0	(4,295)	0	94,690	0	0	0	670	05/01/2041	1
31393C VL 4	FANNIE MAE SER 2003-44 3.500% 06/25/33		03/01/2012	Paydown		20,880	20,880	21,193	21,176	0	(296)	0	(296)	0	20,880	0	0	0	123	06/25/2033	1
31398N BW 3	FANNIE MAE SER 2010-102 2.500% 07/25/40		03/01/2012	Paydown		53,955	53,955	54,966	54,945	0	(990)	0	(990)	0	53,955	0	0	0	224	07/25/2040	1
31407H ZH 2	FNMA POOL# 831544 6.000% 06/01/36		03/01/2012	Paydown		31,530	31,530	31,204	31,229	0	300	0	300	0	31,530	0	0	0	338	06/01/2036	1
31412G 3K 5	FNMA POOL# 925202 6.000% 08/01/37		03/01/2012	Paydown		248,524	248,524	247,282	247,306	0	1,219	0	1,219	0	248,524	0	0	0	3,704	08/01/2037	1
31415Y KQ 1	FNMA POOL# 993203 4.500% 06/01/39		03/22/2012	MCDONALD & COMPANY		2,526,465	2,350,884	2,455,939	2,454,583	0	(787)	0	(787)	0	2,453,796	0	72,669	72,669	29,680	06/01/2039	1
31415Y KQ 1	FNMA POOL# 993203 4.500% 06/01/39		03/01/2012	Paydown		99,510	99,510	103,957	103,900	0	(4,389)	0	(4,389)	0	99,510	0	0	0	816	06/01/2039	1
31417W KB 6	FNMA POOL# AC9289 5.000% 03/01/41		03/01/2012	Paydown		24,029	24,029	25,140	25,118	0	(1,089)	0	(1,089)	0	24,029	0	0	0	203	03/01/2041	1
31418A CX 4	FNMA POOL# MA0985 4.500% 01/01/42		02/27/2012	UBSFINANCIALSERVICESINC WE		2,116,118	1,979,994	2,129,112	0	0	(176)	0	(176)	0	2,128,936	0	(12,818)	(12,818)	2,722	01/01/2042	1
31418A CX 4	FNMA POOL# MA0985 4.500% 01/01/42		03/01/2012	Paydown		2,976	2,976	3,200	0	0	(224)	0	(224)	0	2,976	0	0	0	7,436	01/01/2042	1
31418X EB 0	FNMA POOL# AD9129 4.500% 08/01/25		01/01/2012	RAYMOND JAMES & ASSOCIATES INC		(10,917)	(10,173)	(10,844)	(10,786)	0	0	0	0	0	(10,786)	0	(131)	(131)	(22)	08/01/2025	1
31418X EB 0	FNMA POOL# AD9129 4.500% 08/01/25		01/01/2012	Paydown		10,173	10,173	10,844	10,786	0	(613)	0	(613)	0	10,173	0	0	0	6,299	08/01/2025	1
31419B 4X 0	FNMA POOL# AE1737 5.000% 08/01/40		03/01/2012	Paydown		11,966	11,966	12,801	12,790	0	(824)	0	(824)	0	11,966	0	0	0	100	08/01/2040	1
31419E DS 5	FNMA POOL# AE3712 4.500% 12/01/40		03/01/2012	Paydown		14,885	14,885	15,929	15,919	0	(1,035)	0	(1,035)	0	14,885	0	0	0	111	12/01/2040	1
31419F ED 4	FNMA POOL# AE4631 5.000% 10/01/40		03/01/2012	Paydown		99,191	99,191	103,344	103,249	0	(4,058)	0	(4,058)	0	99,191	0	0	0	875	10/01/2040	1
31419G PL 2	FNMA POOL# AE5826 4.000% 10/01/40		03/01/2012	Paydown		92,761	92,761	96,471	96,453	0	(3,693)	0	(3,693)	0	92,761	0	0	0	679	10/01/2040	1
95639R DX 4	WEST VA HIGHER ED POL C 7.650% 04/01/40		03/29/2012	PNC SECURITIES CORP		2,028,750	1,500,000	1,725,795	1,723,107	0	(824)	0	(824)	0	1,722,282	0	306,468	306,468	638	04/01/2040	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					34,581,678	32,625,223	34,273,722	27,520,197	0	(97,155)	0	(97,155)	0	34,065,765	0	515,913	515,913	267,132	XXX	XXX
Bonds - Industrial and Miscellaneous																					
009363 AJ 1	AIRGAS INC SR NTS 3.250% 10/01/15		03/20/2012	WACHOVIA CAPITAL MARKETS LLC		517,750	500,000	519,550	518,333	0	(1,051)	0	(1,051)	0	517,282	0	468	468	7,764	10/01/2015	2FE
013817 AU 5	ALCOA INC SR NTS 6.150% 08/15/20		02/07/2012	BAIRD ROBERT W & CO INC		1,090,000	1,000,000	1,064,660	1,062,902	0	(617)	0	(617)	0	1,062,285	0	27,715	27,715	29,896	08/15/2020	2FE
0258M0 CY 3	AMERICAN EXPRESS CREDIT 7.300% 08/20/13		03/20/2012	WACHOVIACAPITALMARKETSLLC		1,626,300	1,500,000	1,562,455	1,542,998	0	(5,807)	0	(5,807)	0	1,537,191	0	89,109	89,109	64,788	08/20/2013	1FE
02666Q D7 5	AMERICAN HONDA FINANCE 7.625% 10/01/18		01/10/2012	BAIRD ROBERT W & CO INC		1,250,500	1,000,000	1,247,570	1,217,164	0	(923)	0	(923)	0	1,216,242	0	34,258	34,258	21,604	10/01/2018	1FE

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1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
05531F AK 9	BB&T CORPORATION SR NTS 2.150% 03/22/17		03/30/2012	MCDONALD & COMPANY		499,250	500,000	498,915	0	0	7	0	7	0	498,922	0	328	328	358	03/22/2017	1FE
06051G DW 6	BANK OF AMERICA CORP SR 4.900% 05/01/13		01/30/2012	BAIRD ROBERT W & CO INC		1,027,500	1,000,000	1,023,870	1,019,369	0	(1,254)	0	(1,254)	0	1,018,115	0	9,385	9,385	12,386	05/01/2013	1FE
12189L AH 4	BURLINGTON NORTHERN SAN 3.050% 03/15/22		03/20/2012	WACHOVIA CAPITAL MARKETS LLC		967,770	1,000,000	997,500	0	0	5	0	5	0	997,505	0	(29,735)	(29,735)	1,779	03/15/2022	2FE
124857 AG 8	CBS CORP SR NTS 3.375% 03/01/22		03/02/2012	WACHOVIA CAPITAL MARKETS LLC		991,120	1,000,000	990,950	0	0	10	0	10	0	990,960	0	160	160	469	03/01/2022	2FE
126802 BD 8	CABELAS MASTER CREDIT C 2.242% 03/16/15		03/15/2012	Call 100.0000		1,000,000	1,000,000	1,024,063	1,003,264	0	(3,264)	0	(3,264)	0	1,000,000	0	0	0	5,744	03/16/2015	1FE
141781 AV 6	CARGILL INC SER 144A SR 5.600% 09/15/12		01/09/2012	PNC SECURITIES CORP		2,061,700	2,000,000	2,092,700	2,021,465	0	(909)	0	(909)	0	2,020,556	0	41,144	41,144	36,400	09/15/2012	1FE
17308B AH 1	CITIBANK OMNI MASTER TR 2.342% 05/16/16		03/06/2012	PITTSBURGH NATIONAL BANK-SECUR		2,005,000	2,000,000	2,033,750	2,007,464	0	(3,756)	0	(3,756)	0	2,003,708	0	1,292	1,292	11,211	05/16/2016	1FE
268520 AC 7	EH HOLDING CORP SER 144 7.625% 06/15/21		02/28/2012	Tax Free Exchange		192,365	180,000	192,375	0	0	(10)	0	(10)	0	192,365	0	0	0	2,783	02/15/2013	4FE
34528Q AH 7	FORD CREDIT FLOORPLAN M 1.792% 09/15/14		03/09/2012	PITTSBURGH NATIONAL BANK-SECUR		2,515,625	2,500,000	2,537,500	2,520,584	0	(5,839)	0	(5,839)	0	2,514,744	0	881	881	11,383	09/15/2014	1FE
35671D AU 9	FREEPORT MCMORAN COPPER 3.550% 03/01/22		03/16/2012	BAIRD ROBERT W & CO INC		482,180	500,000	498,735	0	0	7	0	7	0	498,742	0	(16,562)	(16,562)	1,874	03/01/2022	2FE
36962G YY 4	GENERAL ELECTRIC CAP CO 6.000% 06/15/12		01/04/2012	WACHOVIACAPITALMARKETSLLC		511,445	500,000	489,670	498,424	0	76	0	76	0	498,500	0	12,945	12,945	2,000	06/15/2012	1FE
41283L AB 1	HARLEY-DAVIDSON FINL SE 2.700% 03/15/17		02/13/2012	MCDONALD & COMPANY		1,003,510	1,000,000	999,780	0	0	0	0	0	0	999,780	0	3,730	3,730	1,200	03/15/2017	2FE
427866 AS 7	HERSHEY COMPANY SR NTS 1.500% 11/01/16		01/23/2012	MCDONALD & COMPANY		500,525	500,000	498,835	498,865	0	15	0	15	0	498,880	0	1,645	1,645	1,500	11/01/2016	1FE
459200 HC 8	IBM CORP SR NTS 1.250% 02/06/17		02/14/2012	MCDONALD & COMPANY		747,803	750,000	746,678	0	0	19	0	19	0	746,697	0	1,106	1,106	286	02/06/2017	1FE
46625H HL 7	JP MORGAN CHASE & CO NT 6.300% 04/23/19		01/17/2012	PITTSBURGH NATIONAL BANK-SECUR		1,121,890	1,000,000	1,105,940	1,088,582	0	(527)	0	(527)	0	1,088,055	0	33,835	33,835	15,225	04/23/2019	1FE
50075N BC 7	KRAFT FOODS INC FLT RT 1.457% 07/10/13		01/26/2012	PITTSBURGH NATIONAL BANK-SECUR		500,750	500,000	500,000	0	0	0	0	0	0	500,000	0	750	750	425	07/10/2013	2FE
579780 AH 0	MCCORMICK & CO SR NTS 3.900% 07/15/21		02/07/2012	CITIGROUP GLOBAL MARKETS INC		1,076,170	1,000,000	996,460	996,607	0	33	0	33	0	996,640	0	79,530	79,530	22,967	07/15/2021	1FE
594918 AL 8	MICROSOFT CORP SR NTS 4.000% 02/08/21		03/14/2012	WACHOVIA CAPITAL MARKETS LLC		1,680,675	1,500,000	1,658,310	1,654,767	0	(3,194)	0	(3,194)	0	1,651,572	0	29,103	29,103	36,833	02/08/2021	1FE
693476 BE 2	PNC FUNDING CORP SR NTS 5.400% 06/10/14		01/24/2012	PNC SECURITIES CORP		1,632,870	1,500,000	1,639,425	1,614,207	0	(3,255)	0	(3,255)	0	1,610,952	0	21,918	21,918	10,575	06/10/2014	1FE
693476 BN 2	PNC FUNDING CORP SR NTS 3.300% 03/08/22		03/05/2012	PITTSBURGH NATIONAL BANK-SECUR		994,770	1,000,000	994,440	0	0	1	0	1	0	994,441	0	329	329	0	03/08/2022	1FE
742718 DV 8	PROCTER & GAMBLE CO SR 1.450% 08/15/16		02/23/2012	Raymond James FL St Pete		1,017,840	1,000,000	1,000,740	1,000,716	0	(21)	0	(21)	0	1,000,694	0	17,146	17,146	7,774	08/15/2016	1FE
78573A AA 8	SABMILLER HOLDINGS INC 3.750% 01/15/22		02/15/2012	BAIRD ROBERT W & CO INC		511,170	500,000	497,610	0	0	19	0	19	0	497,629	0	13,541	13,541	1,771	01/15/2022	2FE
863667 AC 5	STRYKER CORP SR NTS 2.000% 09/30/16		03/21/2012	BNY CAPITAL MARKETS INC		1,019,710	1,000,000	998,140	998,244	0	86	0	86	0	998,330	0	21,380	21,380	10,556	09/30/2016	1FE
3899999.	Total - Bonds - Industrial & Miscellaneous					28,546,188	27,430,000	28,410,621	21,263,955	0	(30,149)	0	(30,149)	0	28,150,787	0	395,401	395,401	319,551	XXX	XXX
8399997.	Total - Bonds - Part 4					67,486,374	64,171,417	66,845,040	52,862,194	0	(161,210)	0	(161,210)	0	66,339,856	0	1,146,518	1,146,518	633,626	XXX	XXX
8399999.	Total - Bonds					67,486,374	64,171,417	66,845,040	52,862,194	0	(161,210)	0	(161,210)	0	66,339,856	0	1,146,518	1,146,518	633,626	XXX	XXX
Preferred Stocks - Industrial and Miscellaneous																					
36186R 20 9	GMAC INC PFD		01/24/2012	Tax Free Exchange	134.000	40,200	0.00	40,200	40,200	0	0	0	0	0	40,200	0	0	0	0	XXX	P5UFE
8499999.	Total - Preferred Stocks - Industrial & Miscellaneous					40,200	XXX	40,200	40,200	0	0	0	0	0	40,200	0	0	0	0	XXX	XXX
8999997.	Total - Preferred Stocks - Part 4					40,200	XXX	40,200	40,200	0	0	0	0	0	40,200	0	0	0	0	XXX	XXX
8999999.	Total - Preferred Stocks					40,200	XXX	40,200	40,200	0	0	0	0	0	40,200	0	0	0	0	XXX	XXX
Common Stocks - Mutual Funds																					
091929 63 8	BLACKROCK HIGH YIELD BO		03/06/2012	Direct	329,075.000	2,537,172	XXX	2,451,612	2,431,868	19,745	0	0	19,745	0	2,451,612	0	85,560	85,560	39,124	XXX	L
464287 54 9	ISHARES TR GOLDMAN SACH		03/01/2012	DEANWITTERREYNOLDSINC NY	17,700.000	1,206,530	XXX	789,720	1,051,557	(261,837)	0	0	(261,837)	0	789,720	0	416,809	416,809	0	XXX	L
9299999.	Total - Common Stocks - Mutual Funds					3,743,702	XXX	3,241,332	3,483,425	(242,092)	0	0	(242,092)	0	3,241,332	0	502,369	502,369	39,124	XXX	XXX
9799997	Total - Common Stocks - Part 4					3,743,702	XXX	3,241,332	3,483,425	(242,092)	0	0	(242,092)	0	3,241,332	0	502,369	502,369	39,124	XXX	XXX

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1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
9799999.	Total - Common Stocks					3,743,702	XXX	3,241,332	3,483,425	(242,092)	0	0	(242,092)	0	3,241,332	0	502,369	502,369	39,124	XXX	XXX
9899999.	Total - Preferred and Common Stocks					3,783,902	XXX	3,281,532	3,523,625	(242,092)	0	0	(242,092)	0	3,281,532	0	502,369	502,369	39,124	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					71,270,276	XXX	70,126,572	56,385,819	(242,092)	(161,210)	0	(403,302)	0	69,621,388	0	1,648,887	1,648,887	672,750	XXX	XXX

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

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

Sch. DB-Pt B-Sn 1B-Broker List
NONE

Sch. DB-Pt D
NONE

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation /Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Dates
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations						
96121T EQ 7	WESTPAC BANKING CORP NY		1FE	143,098	143,128	06/15/2012
12802Y AB 6	CAISSE DAMORT DE LA DETTE SOCIALE (CADES)		1FE	137,747	137,831	05/25/2012
12802Y AD 2	CAISSE DAMORT DE LA DETTE SOCIALE (CADES)		1FE	138,210	138,355	06/22/2012
89233P 5Y 8	TOYOTA MOTOR CREDIT		1FE	140,639	140,400	02/01/2013
06417D ZV 0	BANK OF NOVA SCOTIA HOUS		1FE	24,120	24,126	02/15/2013
59157B AJ 1	METLIFE INSTITUTIONAL FUNDING II		1FE	136,362	136,389	04/03/2013
63253T HH 4	NATIONAL AUSTRALIA BANK LTD NEW YORK		1FE	96,273	96,275	10/12/2012
30216B DG 4	EXPORT DEVELOPMENT CANADA		1FE	100,286	100,286	03/01/2013
89112X NA 9	TORONTO DOMINION BANK NY		1FE	124,362	124,355	02/04/2013
78009J 6M 2	ROYAL BANK OF CANADA NY		1FE	44,143	44,126	07/09/2012
06740M E5 8	BARCLAYS BANK PLC NY		1FE	13,834	13,839	05/18/2012
63253T LJ 5	NATIONAL AUSTRALIA BANK LTD		1FE	136,389	136,389	01/10/2013
05252A BS 9	AUSTRALIA AND NEW ZEALAND BANKING GROUP LTD		1FE	74,778	75,014	02/01/2013
3299999.	Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations			1,310,241	1,310,513	XXX
Industrial & Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities						
38741Y AC 3	GRANM2005-1		1FE	21,921	22,885	06/20/2017
637276 AA 4	NRMBS2006-3		1FE	29,940	30,583	01/20/2015
04271A AB 7	ARRMF2007-3A		1FE	62,902	63,135	06/17/2013
3599999.	Industrial & Miscellaneous - Other Loan-Backed and Structured Securities			114,763	116,603	XXX
3899999.	Total - Industrial & Miscellaneous (Unaffiliated)			1,425,004	1,427,116	XXX
6199999.	Total - Issuer Obligations			1,310,241	1,310,513	XXX
6499999.	Total - Other Loan-Backed and Structured Securities			114,763	116,603	XXX
6599999.	Subtotal - Bonds			1,425,004	1,427,116	XXX
Short-Term Invested Assets (Schedule DA Type)						
78009J 6D 2	ROYAL BANK OF CANADA NY			108,309	108,309	06/22/2012
20272A BF 2	COMMONWEALTH BANK OF AUSTRALIA			88,452	88,452	06/22/2012
96121T LJ 5	WESTPAC BANKING CORP NY			80,197	80,197	01/18/2013
36962G 2M 5	GENERAL ELECTRIC CAPITAL CORP			51,749	51,749	04/10/2012
46636J AE 3	JPMORGAN CHASE & CO			140,400	140,400	04/05/2012
36962G R8 9	GENERAL ELECTRIC CAPITAL CORP			64,206	64,206	07/27/2012
65556Q 7E 7	NORDEA BANK FINLAND PLC, NY BRANCH			112,739	112,739	09/13/2012
20272A BU 9	COMMONWEALTH BANK OF AUSTRALIA			120,223	120,223	09/17/2012
912795 5C 1	US TREASURY BILL			245,804	245,804	09/20/2012
96121T HM 3	WESTPAC BANKING CORP NY			144,412	144,412	04/04/2012
63253T HM 3	NATIONAL AUSTRALIA BANK LTD			98,120	98,120	04/13/2012
63306V 2R 0	NATIONAL BANK OF CANADA			148,744	148,744	04/04/2012
6555P0 H1 0	NORDEA NORTH AMERICA INC			15,092	15,092	08/01/2012
60687G PM 4	MIZUHO CORPORATE BANK/NY			148,624	148,624	08/03/2012
69033P CS 7	OVERSEA-CHINESE BANKING CORP			61,176	61,176	08/28/2012
86562E Y7 7	SUMITOMO MITSUI BANKING CORP, NY BRANCH			96,275	96,275	07/13/2012
67983T GL 4	OLD LINE FUNDING CORPORATION			50,908	50,908	07/20/2012
000000 00 0	CREDIT SUISSE SECURITIES (USA) LLC REPO			160,458	160,458	05/07/2012
5705X4 DC 5	MARKET STREET FUNDING CORPORATION			70,717	70,717	04/12/2012
65602Q A3 1	NORINCHUKIN BANK NY			131,254	131,254	07/03/2012
000000 00 0	CREDIT SUISSE SECURITIES (USA) LLC REPO			68,194	68,194	05/07/2012
8342E2 F6 0	SOLITAIRE FUNDING LLC			110,760	110,760	06/06/2012
06538E DU 8	BANK OF TOKYO-MITSUBISHI UFJ NY			115,249	115,249	04/12/2012
87019R DK 9	SWEDBANK			80,563	80,563	04/19/2012
15963T F5 3	CHARIOT FUNDING LLC			112,802	112,802	06/05/2012
6117P4 F5 4	MONT BLANC CAPITAL CORPORATION			53,065	53,065	06/05/2012
19422F F6 8	COLLATERALIZED COMMERCIAL PAPER PROGRAM CO.,LLC			149,262	149,262	06/06/2012
59157T F6 5	METLIFE SHORT TERM FUNDING LLC			93,032	93,032	06/06/2012
74977M F2 6	RABOBANK NEDERLAND NV NY			69,358	69,358	04/05/2012
74977M L6 0	RABOBANK NEDERLAND NV NY			73,449	73,449	05/03/2012
86959B 4E 2	SVENSKA HANDELSBANKEN INC NEW YORK BRANCH			61,175	61,175	06/12/2012
89112X SF 3	TORONTO DOMINION BANK NY			130,572	130,572	06/27/2012
15963T D3 0	CHARIOT FUNDING LLC			69,036	69,036	04/03/2012
38362V DB 6	GOVCO LLC			46,850	46,850	04/11/2012
92646K DC 3	VICTORY RECEIVABLES CORPORATION			38,907	38,907	04/12/2012
23305D DH 5	DBS BANK LTD/SINGAPORE			110,490	110,490	04/17/2012
87019R DJ 2	SWEDBANK			70,860	70,860	04/18/2012
88602T DL 4	THUNDER BAY FUNDING LLC			88,282	88,282	04/20/2012
4497W0 FB 9	ING (US) FUNDING LLC			124,407	124,407	06/11/2012
8342E2 FB 9	SOLITAIRE FUNDING LLC			43,051	43,051	06/11/2012
06417E VL 4	BANK OF NOVA SCOTIA HOUS			72,607	72,607	04/04/2012
60687G KT 4	MIZUHO CORPORATE BANK/NY			18,413	18,413	04/04/2012
86562E T5 7	SUMITOMO MITSUI BANKING CORP, NY BRANCH			20,699	20,699	04/05/2012
60687G MC 9	MIZUHO CORPORATE BANK/NY			78,704	78,704	04/17/2012
22550D GY 9	CREDIT SUISSE NEW YORK			16,046	16,046	04/20/2012
74977M H5 7	RABOBANK NEDERLAND NV NY			153,196	153,196	04/20/2012
06417E B5 1	BANK OF NOVA SCOTIA HOUS			85,644	85,644	05/29/2012
22550D LA 5	CREDIT SUISSE NEW YORK			111,719	111,719	06/04/2012
8999999	Total - Short-Term Invested Assets (Schedule DA Type)			4,404,251	4,404,251	XXX
Cash Equivalents (Schedle E Part 2 Type)						
5705X4 D2 7	MARKET STREET FUNDING CORPORATION			69,557	69,557	04/02/2012
88602T D4 2	THUNDER BAY FUNDING LLC			27,879	27,879	04/04/2012
87019R DK 9	SWEDBANK			58,989	58,989	04/19/2012
4497W0 DW 5	ING (US) FUNDING LLC			45,670	45,670	04/30/2012

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation /Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Dates
03221L E1 4	AMSTERDAM FUNDING CORP			86,525	86,525	05/01/2012
8342E2 E1 2	SOLITAIRE FUNDING LLC			97,843	97,843	05/01/2012
87019R E1 0	SWEDBANK			95,624	95,624	05/01/2012
4497W0 E3 8	ING (US) FUNDING LLC			143,143	143,143	05/03/2012
04915T E7 3	ATLANTIS ONE FUNDING CORPORATION			47,075	47,075	05/07/2012
36959H EQ 6	GENERAL ELECTRIC CAPITAL CORP			125,003	125,003	05/24/2012
06740M 3J 0	BARCLAYS BANK PLC NY			112,320	112,320	04/17/2012
60687G NE 4	MIZUHO CORPORATE BANK/NY			11,192	11,192	04/19/2012
06740M 4R 1	BARCLAYS BANK PLC NY			48,137	48,137	04/30/2012
10513D JC 5	BRANCH BANKING & TRUST CO			130,973	130,973	04/30/2012
78011L BE 5	ROYAL BANK OF SCOTLAND, GREENWICH CT BRANCH			137,953	137,953	04/30/2012
86959B X7 5	SVENSKA HANDELSBANKEN INC NEW YORK BRANCH			120,544	120,544	04/30/2012
23330L AM 8	DNB BANK ASA NY			124,395	124,395	05/14/2012
86562E 7K 8	SUMITOMO MITSUI BANKING CORP, NY BRANCH			123,312	123,312	06/12/2012
06538E PE 1	BANK OF TOKYO-MITSUBISHI UFJ NY			28,080	28,080	06/13/2012
86562W XU 7	SUMITOMO TRUST AND BANKING CO. (NEW YORK)			46,653	46,653	06/13/2012
88602T D2 6	THUNDER BAY FUNDING LLC			94,629	94,629	04/02/2012
86959B V3 6	SVENSKA HANDELSBANKEN INC NEW YORK BRANCH			128,368	128,368	04/09/2012
86562W UR 7	SUMITOMO TRUST AND BANKING CO. (NEW YORK)			151,996	151,996	04/17/2012
5705X4 FD 1	MARKET STREET FUNDING CORPORATION			52,087	52,087	06/13/2012
5705X4 FC 3	MARKET STREET FUNDING CORPORATION			59,145	59,145	06/12/2012
88602T EM 1	THUNDER BAY FUNDING LLC			41,469	41,469	05/21/2012
000000 00 0	BARCLAYS CAPITAL REPO			216,618	216,618	05/02/2012
90267R EL 9	UBS AG STAMFORD CT			169,122	169,122	04/03/2012
6117P4 D2 3	MONT BLANC CAPITAL CORPORATION			120,060	120,060	04/02/2012
86562E 5C 8	SUMITOMO MITSUI BANKING CORP, NY BRANCH			104,915	104,915	05/16/2012
7588R0 D5 3	REGENCY MARKETS NO 1 LLC			106,862	106,862	04/05/2012
79540A E3 8	SALISBURY RECEIVABLES CORP			192,233	192,233	05/03/2012
82124L DB 5	SHEFFIELD RECEIVABLES CORPORATION			121,139	121,139	04/11/2012
92646K D9 0	VICTORY RECEIVABLES CORPORATION			24,749	24,749	04/09/2012
02086L DJ 2	ALPINE SECURITIZATION CORP			124,343	124,343	04/18/2012
3686M0 DG 0	GEMINI SECURITIZATION CORP LLC			122,015	122,015	04/16/2012
86562W XF 0	SUMITOMO TRUST AND BANKING CO. (NEW YORK)			106,704	106,704	04/02/2012
1280C2 D2 2	CAISSE CENTRALE DESJARDN			68,956	68,956	04/02/2012
4497W0 DT 2	ING (US) FUNDING LLC			11,712	11,712	04/27/2012
06366W 4G 6	BANK OF MONTREAL-CHICAGO			107,426	107,426	04/02/2012
25154U VS 0	DEUTSCHE BANK AG NEW YORK BRANCH			209,798	209,798	04/16/2012
06366V AR 7	BANK OF MONTREAL-CHICAGO			200,652	200,652	04/20/2012
53127T DK 6	LIBERTY STREET FUNDING LLC			162,611	162,611	04/19/2012
41068K DC 9	HANNOVER FUNDING CO LLC			74,803	74,803	04/12/2012
65602Q ZZ 3	NORINCHUKIN BANK NY			128,527	128,527	04/02/2012
60687G TN 8	MIZUHO CORPORATE BANK/NY			200,572	200,572	04/04/2012
65602Q A4 9	NORINCHUKIN BANK NY			184,526	184,526	04/04/2012
000000 00 0	MERRILL LYNCH, PIERCE, FENNER & SMITH INC REPO			357,406	357,406	04/02/2012
000000 00 0	NORDEA BANK FINLAND PLC, NY BRANCH (CAYMAN)			229,053	229,053	04/02/2012
000000 00 0	BANK OF NOVA SCOTIA (TORONTO)			120,343	120,343	04/02/2012
000000 00 0	ROYAL BANK OF CANADA (TORONTO)			240,686	240,686	04/02/2012
000000 00 0	NATIONAL AUSTRALIA BANK LTD NEW YORK (CAYMAN)			120,343	120,343	04/02/2012
000000 00 0	SVENSKA HANDELSBANKEN INC NY BRANCH (CAYMAN)			160,458	160,458	04/02/2012
000000 00 0	PAYABLE/RECEIVABLE			(138,737)	(138,737)	04/02/2012
9199999.	Total - Cash Equivalents (Schedule E Part 2 Type)			6,056,456	6,056,456	XXX
9999999.	Totals			11,885,711	11,887,823	XXX

General Interrogatories:

1. The activity for the year to date: Fair Value $.....(2,153,900) Book/Adjusted Carrying Value $.....(2,155,566)
2. Average balance for the year to date: Fair Value $.....13,918,414 Book/Adjusted Carrying Value $.....13,920,898
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
   NAIC 1: $.....11,887,823 NAIC 2: $.....0 NAIC 3: $.....0 NAIC 4: $.....0 NAIC 5: $.....0 NAIC 6: $.....0

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

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

General Interrogatory:

1. The activity for the year to date: Fair Value $.....0 Book/Adjusted Carrying Value $.....0
2. Average balance for the year to date: Fair Value $.....0 Book/Adjusted Carrying Value $.....0
3. Grand Total Schedule DL Part 1 and Part 2: Fair Value $.....11,885,711 Book/Adjusted Carrying Value $.....11,887,823

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
The Bank of New York Mellon..... Pittsburgh, PA.....	.....	.....0.000	0	0	.....(1,196,615)	169,364	.....(1,771,565)	XXX..
0199998. Deposits in.....4 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	....XXX.....	.....XXX.....	0	0	44,262	43,629	38,533	XXX..
0199999. Total Open Depositories.....	....XXX.....	.....XXX.....	0	0	.....(1,152,353)	212,993	.....(1,733,032)	XXX..
0399999. Total Cash on Deposit.....	....XXX.....	.....XXX.....	0	0	.....(1,152,353)	212,993	.....(1,733,032)	XXX..
0599999. Total Cash.....	....XXX.....	.....XXX.....	0	0	.....(1,152,353)	212,993	.....(1,733,032)	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

NONE

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code.....812 NAIC Company Code.....54828

	Individual Coverage		Group Coverage		5
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1. Premiums collected	0	XXX	0	XXX	0
2. Earned premiums	0	XXX	0	XXX	XXX
3. Claims paid	0	XXX	0	XXX	0
4. Claims incurred	0	XXX	0	XXX	XXX
5. Reinsurance coverage and low income cost sharing - claims paid net of reimbursements applied (a)	XXX	0	XXX	0	0
6. Aggregate policy reserves - change	0	XXX	0	XXX	XXX
7. Expenses paid	0	XXX	0	XXX	0
8. Expenses incurred	0	XXX	0	XXX	XXX
9. Underwriting gain or loss	0	XXX	0	XXX	XXX
10. Cash flow results	XXX	XXX	XXX	XXX	0

NONE

(a) Uninsured Receivable/Payable with CMS at End of Quarter $.....0 due from CMS or $.....0 due to CMS.