

QUARTERLY STATEMENT

of the



LIFE INSURANCE  
COMPANY OF  
NEW YORK

of

**New York**

in the State of

**New York**

to the

**New York State Insurance Department**

FOR THE PERIOD ENDED  
MARCH 31, 2012

2012

LIFE AND ACCIDENT AND HEALTH

2012



# QUARTERLY STATEMENT

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

## HM Life Insurance Company of New York

NAIC Group Code.....0812, 0812 (Current Period) (Prior Period)      NAIC Company Code..... 60213      Employer's ID Number..... 25-1800302

Organized under the Laws of New York      State of Domicile or Port of Entry New York      Country of Domicile US

Incorporated/Organized..... October 16, 1996      Commenced Business..... March 26, 1997

Statutory Home Office      420 Fifth Avenue, 3rd Floor..... New York ..... NY ..... 10018  
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office      420 Fifth Avenue, 3rd Floor..... New York ..... NY ..... 10018  
(Street and Number) (City or Town, State and Zip Code)      800-328-5433  
(Area Code) (Telephone Number)

Mail Address      420 Fifth Avenue, 3rd Floor..... New York ..... NY ..... 10018  
(Street and Number or P. O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records      420 Fifth Avenue, 3rd Floor..... New York ..... NY ..... 10018  
(Street and Number) (City or Town, State and Zip Code)      800-328-5433  
(Area Code) (Telephone Number)

Internet Web Site Address      www.hminsurancgroup.com

Statutory Statement Contact      Leslie Ann Gelpi (Name)      800-328-5433 (Area Code) (Telephone Number) (Extension)  
leslie.gelpi@highmark.com (E-Mail Address)      412-544-1053 (Fax Number)

### OFFICERS

Chairman and CEO.....David Lynn Holmberg

President and COO..... Michael Walsh Sullivan

Treasurer and CFO.....Daniel Joseph Wright

Corporate Secretary.....Edward August Bittner, Jr.

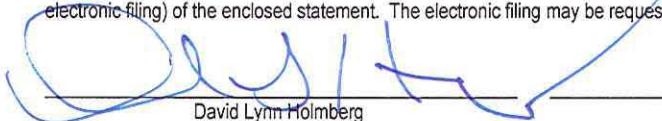
### OTHER


Mark Daniel Lancellotti	Senior Vice President	Matthew Peter Piroch	Senior Vice President
William Neal Lucchi	Senior Vice President	John Lee Sencak	Assistant Secretary
Beata Alicja Madey	Senior Vice President	Leslie A. Gelpi	Assistant Treasurer
Domenic Palmieri	Senior Vice President	Joseph Wickwire Seygal	Assistant Treasurer

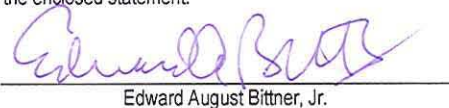
### DIRECTORS OR TRUSTEES

Ray Hunter Carson, Jr.	David Lynn Holmberg	Donald Peter Napier	William John Stallkamp
Karen Lynn Hanlon	David Michael Matter	Daniel William O'Malley	

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.

 David Lynn Holmberg  
Chairman and CEO

 Daniel Joseph Wright  
Treasurer and CFO

 Edward August Bittner, Jr.  
Corporate Secretary

State of TEXAS  
County of DREXAR

David Lynn Holmberg subscribed and sworn to before me  
This 7th day of May, 2012

a. Is this an original filing?      Yes [X]      No [ ]

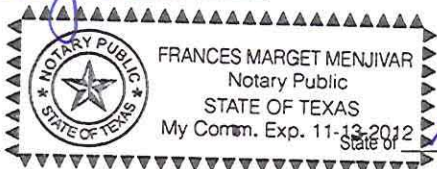
b. If no:

1. State the amendment number      \_\_\_\_\_

2. Date filed      \_\_\_\_\_

3. Number of pages attached      \_\_\_\_\_





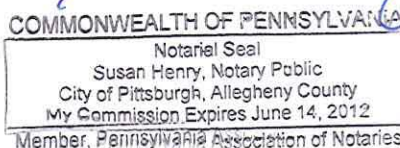
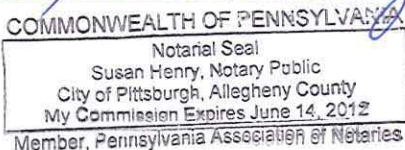
State of PENNSYLVANIA  
County of ALLEGHENY

Daniel Joseph Wright subscribed and sworn to before me  
This 2nd day of May, 2012

Edward August Bittner, Jr., subscribed and sworn to before me  
This 3rd day of May, 2012







## ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	36,464,202		36,464,202	35,754,571
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
3. Mortgage loans on real estate:				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			.0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			.0	
5. Cash (\$....4,489,046), cash equivalents (\$.....0) and short-term investments (\$....6,330,769).....	10,819,815		10,819,815	3,967,443
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives.....			.0	
8. Other invested assets.....			.0	
9. Receivables for securities.....			.0	
10. Securities lending reinvested collateral assets.....			.0	
11. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	47,284,017	.0	47,284,017	39,722,014
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	267,220		267,220	282,600
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	4,231,708	319,542	3,912,166	3,554,660
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			.0	
15.3 Accrued retrospective premiums.....			.0	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	29,955		29,955	12,666
16.2 Funds held by or deposited with reinsured companies.....			.0	
16.3 Other amounts receivable under reinsurance contracts.....	26,784		26,784	417,162
17. Amounts receivable relating to uninsured plans.....			.0	
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.0	
18.2 Net deferred tax asset.....	666,819	53,103	613,716	349,732
19. Guaranty funds receivable or on deposit.....			.0	
20. Electronic data processing equipment and software.....			.0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....			.0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
23. Receivables from parent, subsidiaries and affiliates.....	1,410		1,410	334,471
24. Health care (\$.....0) and other amounts receivable.....	290,321		290,321	173,992
25. Aggregate write-ins for other than invested assets.....	390,088	.0	390,088	30,154
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	53,188,322	372,645	52,815,677	44,877,451
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	53,188,322	372,645	52,815,677	44,877,451

### DETAILS OF WRITE-INS

1101.....			.0	
1102.....			.0	
1103.....			.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. Unapplied claim refunds.....			.0	16,752
2502.....			.0	
2503. Prepaid Premium Taxes.....	390,088		390,088	13,402
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.0	.0	.0	.0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	390,088	.0	390,088	30,154

**LIABILITIES, SURPLUS AND OTHER FUNDS**

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$.....4,107 less \$.....0 included in Line 6.3 (including \$.....0 Modco Reserve).....	4,107	3,145
2. Aggregate reserve for accident and health contracts (including \$.....0 Modco Reserve).....	2,074,381	668,529
3. Liability for deposit-type contracts (including \$.....0 Modco Reserve).....		
4. Contract claims:		
4.1 Life.....	76,500	76,500
4.2 Accident and health.....	18,180,602	16,201,678
5. Policyholders' dividends \$.....0 and coupons \$.....0 due and unpaid.....		
6. Provision for policyholders' dividends and coupons payable in following calendar year - estimated amounts:		
6.1 Dividends apportioned for payment (including \$.....0 Modco).....		
6.2 Dividends not yet apportioned (including \$.....0 Modco).....		
6.3 Coupons and similar benefits (including \$.....0 Modco).....		
7. Amount provisionally held for deferred dividend policies not included in Line 6.....		
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$.....0 discount; including \$.....0 accident and health premiums.....		330,867
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts.....		
9.2 Provision for experience rating refunds, including the liability of \$.....0 accident and health experience rating refunds of which \$.....0 is for medical loss ratio rebate per the Public Health Service Act.....		
9.3 Other amounts payable on reinsurance, including \$.....0 assumed and \$.....0 ceded.....		
9.4 Interest Maintenance Reserve.....	749,941	679,014
10. Commissions to agents due or accrued - life and annuity contracts \$.....0, accident and health \$.....0 and deposit-type contract funds \$.....0.....	1,005,137	619,237
11. Commissions and expense allowances payable on reinsurance assumed.....		
12. General expenses due or accrued.....	861,099	1,488,355
13. Transfers to Separate Accounts due or accrued (net) (including \$.....0 accrued for expense allowances recognized in reserves, net of reinsured allowances).....		
14. Taxes, licenses and fees due or accrued, excluding federal income taxes.....	296,619	3,921
15.1 Current federal and foreign income taxes, including \$.....0 on realized capital gains (losses).....	1,358,528	46,532
15.2 Net deferred tax liability.....		
16. Unearned investment income.....		
17. Amounts withheld or retained by company as agent or trustee.....	53,021	287,419
18. Amounts held for agents' account, including \$.....0 agents' credit balances.....		
19. Remittances and items not allocated.....	439,131	89,538
20. Net adjustment in assets and liabilities due to foreign exchange rates.....		
21. Liability for benefits for employees and agents if not included above.....		
22. Borrowed money \$.....0 and interest thereon \$.....0.....		
23. Dividends to stockholders declared and unpaid.....		
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve.....	132,557	97,337
24.02 Reinsurance in unauthorized companies.....	77,303	42,064
24.03 Funds held under reinsurance treaties with unauthorized reinsurers.....	740,054	
24.04 Payable to parent, subsidiaries and affiliates.....	1,431,250	515,177
24.05 Drafts outstanding.....		
24.06 Liability for amounts held under uninsured plans.....		
24.07 Funds held under coinsurance.....	699,645	634,300
24.08 Derivatives.....		
24.09 Payable for securities.....	94,709	
24.10 Payable for securities lending.....		
24.11 Capital notes \$.....0 and interest thereon \$.....0.....		
25. Aggregate write-ins for liabilities.....	211,086	202,158
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25).....	28,485,670	21,985,771
27. From Separate Accounts statement.....		
28. Total liabilities (Lines 26 and 27).....	28,485,670	21,985,771
29. Common capital stock.....	2,000,000	2,000,000
30. Preferred capital stock.....		
31. Aggregate write-ins for other than special surplus funds.....	0	0
32. Surplus notes.....		
33. Gross paid in and contributed surplus.....	13,000,000	13,000,000
34. Aggregate write-ins for special surplus funds.....	0	0
35. Unassigned funds (surplus).....	9,330,007	7,891,680
36. Less treasury stock, at cost:		
36.1 .....0.000 shares common (value included in Line 29 \$.....0).....		
36.2 .....0.000 shares preferred (value included in Line 30 \$.....0).....		
37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$.....0 in Separate Accounts Statement).....	22,330,007	20,891,680
38. Totals of Lines 29, 30 and 37.....	24,330,007	22,891,680
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3).....	52,815,677	44,877,451

**DETAILS OF WRITE-INS**

2501. Unclaimed property.....	211,086	208,449
2502. Advance Premium Ceded.....		(6,291)
2503. ....		
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	211,086	202,158
3101. ....		
3102. ....		
3103. ....		
3198. Summary of remaining write-ins for Line 31 from overflow page.....	0	0
3199. Totals (Lines 3101 thru 3103 plus 3198) (Line 31 above).....	0	0
3401. ....		
3402. ....		
3403. ....		
3498. Summary of remaining write-ins for Line 34 from overflow page.....	0	0
3499. Totals (Lines 3401 thru 3403 plus 3498) (Line 34 above).....	0	0

## SUMMARY OF OPERATIONS

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts.....	20,758,529	15,968,174	63,089,598
2. Considerations for supplementary contracts with life contingencies.....			
3. Net investment income.....	298,385	326,279	1,269,859
4. Amortization of Interest Maintenance Reserve (IMR).....	26,327	3,694	120,249
5. Separate Accounts net gain from operations excluding unrealized gains or losses.....			
6. Commissions and expense allowances on reinsurance ceded.....	544,316	476,886	2,043,988
7. Reserve adjustments on reinsurance ceded.....			
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts.....			
8.2 Charges and fees for deposit-type contracts.....			
8.3 Aggregate write-ins for miscellaneous income.....	31,010	0	0
9. Totals (Lines 1 to 8.3).....	21,658,567	16,775,033	66,523,694
10. Death benefits.....		13,182	82,629
11. Matured endowments (excluding guaranteed annual pure endowments).....			
12. Annuity benefits.....			
13. Disability benefits and benefits under accident and health contracts.....	13,726,622	11,343,248	44,876,760
14. Coupons, guaranteed annual pure endowments and similar benefits.....			
15. Surrender benefits and withdrawals for life contracts.....			
16. Group conversions.....			
17. Interest and adjustments on contract or deposit-type contract funds.....			(11)
18. Payments on supplementary contracts with life contingencies.....			
19. Increase in aggregate reserves for life and accident and health contracts.....	(40,967)	701,423	(96,319)
20. Totals (Lines 10 to 19).....	13,685,655	12,057,853	44,863,059
21. Commissions on premiums, annuity considerations and deposit-type contract funds (direct business only).....	1,842,312	994,585	4,497,086
22. Commissions and expense allowances on reinsurance assumed.....			
23. General insurance expenses.....	3,028,526	2,774,759	11,362,506
24. Insurance taxes, licenses and fees, excluding federal income taxes.....	462,234	442,011	2,033,836
25. Increase in loading on deferred and uncollected premiums.....			
26. Net transfers to or (from) Separate Accounts net of reinsurance.....			
27. Aggregate write-ins for deductions.....	11	11,619	13,805
28. Totals (Lines 20 to 27).....	19,018,738	16,280,827	62,770,292
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28).....	2,639,829	494,206	3,753,402
30. Dividends to policyholders.....			
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30).....	2,639,829	494,206	3,753,402
32. Federal and foreign income taxes incurred (excluding tax on capital gains).....	1,259,628	154,119	1,272,070
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32).....	1,380,201	340,087	2,481,332
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$.....0 (excluding taxes of \$.....52,368 transferred to the IMR).....			
35. Net income (Line 33 plus Line 34).....	1,380,201	340,087	2,481,332
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
36. Capital and surplus, December 31, prior year.....	22,891,680	20,140,484	20,140,484
37. Net income (Line 35).....	1,380,201	340,087	2,481,332
38. Change in net unrealized capital gains (losses) less capital gains tax of \$.....0.....		8,852	8,852
39. Change in net unrealized foreign exchange capital gain (loss).....			
40. Change in net deferred income tax.....	303,581		(143,085)
41. Change in nonadmitted assets.....	(174,996)	60,394	390,509
42. Change in liability for reinsurance in unauthorized companies.....	(35,239)	(9,500)	23,006
43. Change in reserve on account of change in valuation basis, (increase) or decrease.....			
44. Change in asset valuation reserve.....	(35,220)	(3,880)	(9,418)
45. Change in treasury stock.....			
46. Surplus (contributed to) withdrawn from Separate Accounts during period.....			
47. Other changes in surplus in Separate Accounts Statement.....			
48. Change in surplus notes.....			
49. Cumulative effect of changes in accounting principles.....			
50. Capital changes:			
50.1 Paid in.....			
50.2 Transferred from surplus (Stock Dividend).....			
50.3 Transferred to surplus.....			
51. Surplus adjustment:			
51.1 Paid in.....			
51.2 Transferred to capital (Stock Dividend).....			
51.3 Transferred from capital.....			
51.4 Change in surplus as a result of reinsurance.....			
52. Dividends to stockholders.....			
53. Aggregate write-ins for gains and losses in surplus.....	0	0	0
54. Net change in capital and surplus (Lines 37 through 53).....	1,438,327	395,953	2,751,196
55. Capital and surplus as of statement date (Lines 36 + 54).....	24,330,007	20,536,437	22,891,680

### DETAILS OF WRITE-INS

08.301. ....			
08.302. Other Income.....	31,010		
08.303. ....			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page.....	0	0	0
08.399. Totals (Lines 08.301 thru 08.303 plus 08.398) (Line 8.3 above).....	31,010	0	0
2701. Penalties and Interest.....	11		910
2702. Other Expense.....		11,619	12,895
2703. ....			
2798. Summary of remaining write-ins for Line 27 from overflow page.....	0	0	0
2799. Totals (Lines 2701 thru 2703 plus 2798) (Line 27 above).....	11	11,619	13,805
5301. ....			
5302. ....			
5303. ....			
5398. Summary of remaining write-ins for Line 53 from overflow page.....	0	0	0
5399. Totals (Lines 5301 thru 5303 plus 5398) (Line 53 above).....	0	0	0

## CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>CASH FROM OPERATIONS</b>			
1. Premiums collected net of reinsurance.....	19,915,838	15,132,448	61,472,060
2. Net investment income.....	367,879	436,665	1,543,355
3. Miscellaneous income.....	575,326	476,912	2,043,988
4. Total (Lines 1 through 3).....	20,859,043	16,046,025	65,059,403
5. Benefit and loss related payments.....	10,317,207	11,071,137	46,098,910
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	5,089,357	4,640,986	18,061,691
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses).....		(810,110)	626,466
10. Total (Lines 5 through 9).....	15,406,564	14,902,013	64,787,067
11. Net cash from operations (Line 4 minus Line 10).....	5,452,479	1,144,012	272,336
<b>CASH FROM INVESTMENTS</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	2,507,104	2,484,355	13,806,406
12.2 Stocks.....			
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			
12.7 Miscellaneous proceeds.....		545,037	8,852
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	2,507,104	3,029,392	13,815,258
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	3,121,227	2,833,194	14,945,435
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....		520,802	
13.7 Total investments acquired (Lines 13.1 to 13.6).....	3,121,227	3,353,996	14,945,435
14. Net increase (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(614,123)	(324,604)	(1,130,177)
<b>CASH FROM FINANCING AND MISCELLANEOUS SOURCES</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....			
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			
16.6 Other cash provided (applied).....	2,014,016	533,378	(1,026,939)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	2,014,016	533,378	(1,026,939)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	6,852,372	1,352,786	(1,884,780)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	3,967,443	5,852,222	5,852,223
19.2 End of period (Line 18 plus Line 19.1).....	10,819,815	7,205,008	3,967,443

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

20.0001 .....			
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**EXHIBIT 1**

**DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Industrial life.....			
2. Ordinary life insurance.....			
3. Ordinary individual annuities.....			
4. Credit life (group and individual).....			
5. Group life insurance.....	1,387	357	3,008
6. Group annuities.....			
7. A&H - group.....	24,081,573	17,458,245	69,340,344
8. A&H - credit (group and individual).....			
9. A&H - other.....			
10. Aggregate of all other lines of business.....	0	0	0
11. Subtotal.....	24,082,960	17,458,602	69,343,352
12. Deposit-type contracts.....			
13. Total.....	24,082,960	17,458,602	69,343,352

**DETAILS OF WRITE-INS**

1001. ....			
1002. ....			
1003. ....			
1098. Summary of remaining write-ins for Line 10 from overflow page.....	0	0	0
1099. Total (Lines 1001 thru 1003 plus 1098) (Line 10 above).....	0	0	0



**NOTES TO FINANCIAL STATEMENTS****LIFE, ACCIDENT AND HEALTH**

<b>Note #</b>	<b>Description</b>	<b>Page #</b>
1	Summary of Significant Accounting Policies	7.1
2	Accounting Changes and Corrections of Errors	7.1
3	Business Combinations and Goodwill	7.1
4	Discontinued Operations	7.1
5	Investments	7.1
6	Joint Ventures, Partnerships and Limited Liability Companies	7.2
7	Investment Income	7.2
8	Derivative Instruments	7.2
9	Income Taxes	7.2
10	Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties	7.2
11	Debt	7.3
12	Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans	7.3
13	Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations	7.3
14	Contingencies	7.4
15	Leases	7.4
16	Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk	7.4
17	Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities	7.4
18	Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans	7.4
19	Direct Premium Written/Produced by Managing General Agents/Third Party Administrators	7.5
20	Fair Value Measurements	7.5
21	Other Items	7.5
22	Events Subsequent	7.6
23	Reinsurance	7.6
24	Retrospectively Rated Contracts & Contracts Subject to Redetermination	7.6
25	Change in Incurred Losses and Loss Adjustment Expenses	7.6
26	Intercompany Pooling Arrangements	7.6
27	Structured Settlements	7.6
28	Health Care Receivables	7.6
29	Participating Policies	7.6
30	Premium Deficiency Reserves	7.6
31	Reserves for Life Contracts and Annuity Contracts	7.6
32	Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics	7.6
33	Premiums and Annuity Considerations Deferred and Uncollected	7.6
34	Separate Accounts	7.6
35	Loss/Claim Adjustment Expenses	7.6



**NOTES TO FINANCIAL STATEMENTS**

## 1. Summary of Significant Accounting Policies

## A. Accounting Practices

The financial statements of HM Life Insurance Company of New York (the "Corporation") are presented on the basis of accounting practices prescribed by the New York State Department of Financial Services (the "Department"). The Department recognizes only statutory accounting practices prescribed or permitted by the State of New York for determining and reporting the financial condition and results of operations of an insurance company in order to assess its solvency under New York insurance law and regulations. The National Association of Insurance Commissioners' *Accounting Practices and Procedures Manual* ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by New York. The New York Insurance Superintendent 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 New York.

## 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

None.

## 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 \$14,583,667 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 had 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.

The Corporation recognized other-than-temporary impairment ("OTTI") of \$82,932 on loan-backed securities at March 30, 2012. The aggregate amounts of unrealized losses and the related fair values of impaired securities (fair value is less than cost or amortized cost) for which an OTTI had not been recognized at March 31, 2012 were as follows:

Less than 12 Months		12 Months or More		Total	
Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value
\$(2,306)	\$1,726,036	\$(48,067)	\$95,085	\$(50,373)	\$1,821,121

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 the timing and amount of recoveries associated with a default.

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## NOTES TO FINANCIAL STATEMENTS

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E. Repurchase Agreements and/or Securities Lending Transactions

None.

F. Real Estate

None.

G. Low-Income Housing Tax Credit

None.

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

No change.

8. Derivative Instruments

None.

9. Income Taxes

A., C. Components and Changes in Deferred Taxes

On November 6, 2011, SSAP No. 101, Income Taxes, a replacement of SSAP No. 10R and SSAP No 10, was adopted by the NAIC effective on 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 test 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. The cumulative effect of adopting this pronouncement is not material to the Corporation.

B. Unrecognized Deferred Tax Liabilities

None.

D. Rate Reconciliation

No significant change.

E. Income Tax Carryforwards and Carrybacks

None.

F. Consolidation of Federal Return

No change.

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

A. Information Concerning Parent Company

No change.

B., C. & F. Transactions with Related Parties

No significant change.

D. Related Party Receivables and Payables

No significant change.

E. Commitments and Contingencies to Subsidiaries, Controlled and Affiliated Entities ("SCA's")

None.

G. Relationships with Enterprises under Common Ownership

No change.

H. Amounts Deducted from Value of an Upstream Intermediate Entity

None.

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## NOTES TO FINANCIAL STATEMENTS

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- 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 Companies
  - None.
- 11. Debt
  - None.
- 12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Post Retirement 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 change.
  - F. Impact of Medicare Modernization Act on Postretirement Benefits (INT-04-17)
    - None.
- 13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations
  - A. Capital Stock
    - No change.
  - B. Preferred Stock
    - None.
  - C. Dividend Restrictions
    - No significant change.
  - D. Dates and Amounts of Dividends Paid
    - None.
  - E. Surplus Restrictions
    - None.
  - F. Mutual Surplus Advances
    - Not applicable.
  - G. Company Stock Held for Special Purposes
    - None.

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## NOTES TO FINANCIAL STATEMENTS

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H. Special Surplus Funds

None.

I. Changes in Surplus

No change.

J. Surplus Notes

None.

K. & L. Quasi Reorganizations

None.

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 is subject to various contingencies, including legal and compliance actions and proceedings that arise in the ordinary course of its business. 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 or results from operations 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

None.

C. Wash Sales

None.

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

None.

**NOTES TO FINANCIAL STATEMENTS****19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators**

The Corporation had aggregate direct premiums written through third party administrators ("TPAs") amounting to \$9,463,627 as of March 31, 2012. The following table illustrates direct premium written by TPAs:

Name and Address	FEIN	Exclusive Contract	Type of Business Written	Type of Authority Granted (*)	Direct Premium Written
Davis Vision 159 Express St., Plainview, NY 11803	11-3051991	Yes	Vision	C, CA, B, P	\$5,866,290
Worldwide Insurance Services, Inc (HTH) One Radnor Corporate Center, Suite 100 100 Matsonford Road, Radnor, PA 19087	54-1867679	No	A&H	C, CA, R, B, P	3,597,337
Total Direct Premiums Written/Produced by Managing General Agents/TPAs					\$42,523,207

(\*) C - Claim Payment, CA - Claim Adjustment, R - Reinsurance Ceding, B - Binding Authority, P - Premium Collection

**20. Fair Value Measurements**

None.

**21. Other Items****A. Extraordinary Items**

None.

**B. Troubled Debt Restructuring: Debtors**

None.

**C. Other Disclosures**

None.

**D. Uncollectible Receivable Balances**

None.

**E. Business Interruption Insurance Recoveries**

None.

**F. State Transferable Tax Credits**

None.

**G. Subprime Mortgage Related Risk Exposures**

The Corporation's exposure to subprime residential mortgage-backed securities is comprised of investments within the fixed income investment portfolio that contain securities collateralized by mortgages or home equity loans that have characteristics of subprime loans, including deteriorating credit ratings, credit scores, or delinquency rates. At March 31, 2012, the book/adjusted carrying value of these investments was \$143,152 which represented less than 1% of the Corporation's total fixed income portfolio.

The Corporation performs ongoing analysis of cash flows and other stress variables, and manages its subprime risk exposure by maintaining high credit quality investments and by limiting the Corporation's holdings in these types of investments.

The Corporation had no direct exposure to investments in subprime mortgage loans at March 31, 2012.

**H. Retained Assets**

None.

**22. Events Subsequent**

None.

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## NOTES TO FINANCIAL STATEMENTS

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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 Losses and Loss Adjustment Expenses

Reserves for incurred losses and loss adjustment expenses ("LAE") attributable to insured events of prior years decreased by \$1,377,381 during the period ended March 31, 2012. Increases or decreases of this nature occur as the result of claim settlements during the current year, and as additional information is received regarding individual claims, causing changes in the original estimates of the cost of these claims. Recent loss development trends are taken into account in evaluating the overall adequacy of unpaid losses and LAE. The business to which the unpaid losses and loss adjustment expenses relate is not subject to premium adjustments.

26. Intercompany Pooling Arrangements

None.

27. Structured Settlements

None.

28. Health Care Receivables

None.

29. Participating Policies

None.

30. Premium Deficiency Reserves

None.

31. Reserves for Life Contracts and Annuity Contracts

No change.

32. Analysis of Annuity Actuarial Reserves and Deposit Liabilities by Withdrawal Characteristics

None.

33. Premiums and Annuity Considerations Deferred and Uncollected

None.

34. Separate Accounts

None.

35. Loss/Claim Adjustment Expenses

No significant change.

**GENERAL INTERROGATORIES**

**PART 1 - COMMON INTERROGATORIES - GENERAL**

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

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

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. 12/31/2009.....

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

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 5/3/2011.....

6.4 By what department or departments?  
The New York State 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).

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**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 [ ] No [X]

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

**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:

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

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

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

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? If no, attach a description with this statement. Yes [ ] No [ ]

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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 Wall Street, New York, NY 10286

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
105186	Standish Mellon Asset Management Company	One Mellon Center, Suite 5400, Pittsburgh, PA 15258
	Highmark Inc.	120 Fifth Avenue, Pittsburgh, PA 15222

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:

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**PART 1 - INVESTMENT**

**GENERAL INTERROGATORIES (continued)**

**PART 2 - LIFE & HEALTH**

1.	Report the statement value of mortgage loans at the end of this reporting period for the following categories:	2
1.1	Long-term mortgages in good standing	Amount
1.11	Farm mortgages.....	\$.....
1.12	Residential mortgages.....	\$.....
1.13	Commercial mortgages.....	\$.....
1.14	Total mortgages in good standing.....	\$.....0
1.2	Long-term mortgages in good standing with restructured terms	
1.21	Total mortgages in good standing with restructured terms.....	\$.....
1.3	Long-term mortgage loans upon which interest is overdue more than three months	
1.31	Farm mortgages.....	\$.....
1.32	Residential mortgages.....	\$.....
1.33	Commercial mortgages.....	\$.....
1.34	Total mortgages with interest overdue more than three months.....	\$.....0
1.4	Long-term mortgage loans in process of foreclosure	
1.41	Farm mortgages.....	\$.....
1.42	Residential mortgages.....	\$.....
1.43	Commercial mortgages.....	\$.....
1.44	Total mortgages in process of foreclosure.....	\$.....0
1.5	Total mortgage loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2) .....	\$.....0
1.6	Long-term mortgages foreclosed, properties transferred to real estate in current quarter	
1.61	Farm mortgages.....	\$.....
1.62	Residential mortgages.....	\$.....
1.63	Commercial mortgages.....	\$.....
1.64	Total mortgages foreclosed and transferred to real estate.....	\$.....0
2.	Operating Percentages:	
2.1	A&H loss percent.....	.....68.1
2.2	A&H cost containment percent.....	.....
2.3	A&H expense percent excluding cost containment expenses.....	.....24.0
3.1	Do you act as a custodian for health savings accounts?.....	Yes [ ] No [X]
3.2	If yes, please provide the amount of custodial funds held as of the reporting date.....	\$.....
3.3	Do you act as an administrator for health savings accounts?.....	Yes [ ] No [X]
3.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$.....

**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)
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**NONE**

# HM Life Insurance Company of New York SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1	Active Status	Life Contracts		Direct Business Only			Total Columns 2 through 5	Deposit-Type Contracts
			2	3	4	5	6		
1. Alabama.....	AL	N						0	
2. Alaska.....	AK	N						0	
3. Arizona.....	AZ	N						0	
4. Arkansas.....	AR	N						0	
5. California.....	CA	N						0	
6. Colorado.....	CO	N						0	
7. Connecticut.....	CT	N						0	
8. Delaware.....	DE	N						0	
9. District of Columbia.....	DC	L			93,936		93,936		
10. Florida.....	FL	N						0	
11. Georgia.....	GA	N						0	
12. Hawaii.....	HI	N						0	
13. Idaho.....	ID	N						0	
14. Illinois.....	IL	N						0	
15. Indiana.....	IN	N						0	
16. Iowa.....	IA	N						0	
17. Kansas.....	KS	N						0	
18. Kentucky.....	KY	N						0	
19. Louisiana.....	LA	N						0	
20. Maine.....	ME	N						0	
21. Maryland.....	MD	N						0	
22. Massachusetts.....	MA	N						0	
23. Michigan.....	MI	N						0	
24. Minnesota.....	MN	N						0	
25. Mississippi.....	MS	N						0	
26. Missouri.....	MO	N						0	
27. Montana.....	MT	N						0	
28. Nebraska.....	NE	N						0	
29. Nevada.....	NV	N						0	
30. New Hampshire.....	NH	N						0	
31. New Jersey.....	NJ	N						0	
32. New Mexico.....	NM	N						0	
33. New York.....	NY	L	2,252		24,143,895		24,146,147		
34. North Carolina.....	NC	N						0	
35. North Dakota.....	ND	N						0	
36. Ohio.....	OH	N						0	
37. Oklahoma.....	OK	N						0	
38. Oregon.....	OR	N						0	
39. Pennsylvania.....	PA	N						0	
40. Rhode Island.....	RI	L						0	
41. South Carolina.....	SC	N						0	
42. South Dakota.....	SD	N						0	
43. Tennessee.....	TN	N						0	
44. Texas.....	TX	N						0	
45. Utah.....	UT	N						0	
46. Vermont.....	VT	N						0	
47. Virginia.....	VA	N						0	
48. Washington.....	WA	N						0	
49. West Virginia.....	WV	N						0	
50. Wisconsin.....	WI	N						0	
51. Wyoming.....	WY	N						0	
52. American Samoa.....	AS	N						0	
53. Guam.....	GU	N						0	
54. Puerto Rico.....	PR	N						0	
55. US Virgin Islands.....	VI	N						0	
56. Northern Mariana Islands.....	MP	N						0	
57. Canada.....	CN	N						0	
58. Aggregate Other Alien.....	OT	XXX	0	0	0		0		0
59. Subtotal.....	(a).....	3	2,252	0	24,237,830		24,240,083		0
90. Reporting entity contributions for employee benefit plans.....	XXX							0	
91. Dividends or refunds applied to purchase paid-up additions and annuities.....	XXX							0	
92. Dividends or refunds applied to shorten endowment or premium paying period.....	XXX							0	
93. Premium or annuity considerations waived under disability or other contract provisions.....	XXX							0	
94. Aggregate other amounts not allocable by State.....	XXX		0	0	0		0		0
95. Totals (Direct Business).....	XXX		2,252	0	24,237,830		24,240,083		0
96. Plus Reinsurance Assumed.....	XXX				8,962		8,962		
97. Totals (All Business).....	XXX		2,252	0	24,246,792		24,249,045		0
98. Less Reinsurance Ceded.....	XXX				2,890,976		2,890,976		
99. Totals (All Business) less Reinsurance Ceded.....	XXX		2,252	0	21,355,816		21,358,069		0

**DETAILS OF WRITE-INS**

5801. ....	XXX							0	
5802. ....	XXX							0	
5803. ....	XXX							0	
5898. Summary of remaining write-ins for line 58 from overflow page.....	XXX		0	0	0		0		0
5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above).....	XXX		0	0	0		0		0
9401. ....	XXX							0	
9402. ....	XXX							0	
9403. ....	XXX							0	
9498. Summary of remaining write-ins for line 94 from overflow page.....	XXX		0	0	0		0		0
9499. Total (Lines 9401 thru 9403 plus 9498) (Line 94 above).....	XXX		0	0	0		0		0

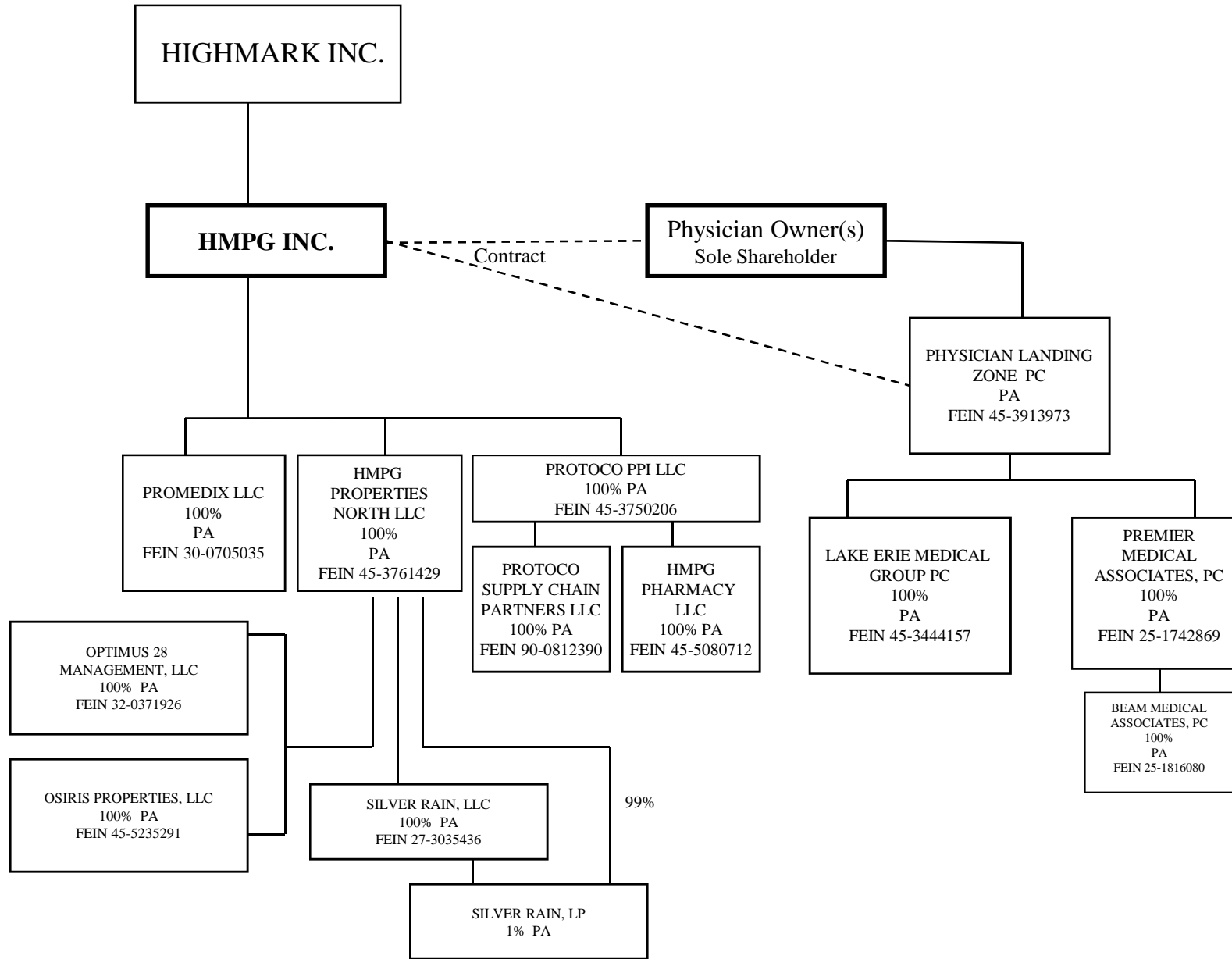
(L) - Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) - Registered - Non-domiciled RRGs; (Q) - Qualified - Qualified or Accredited Reinsurer;

(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.



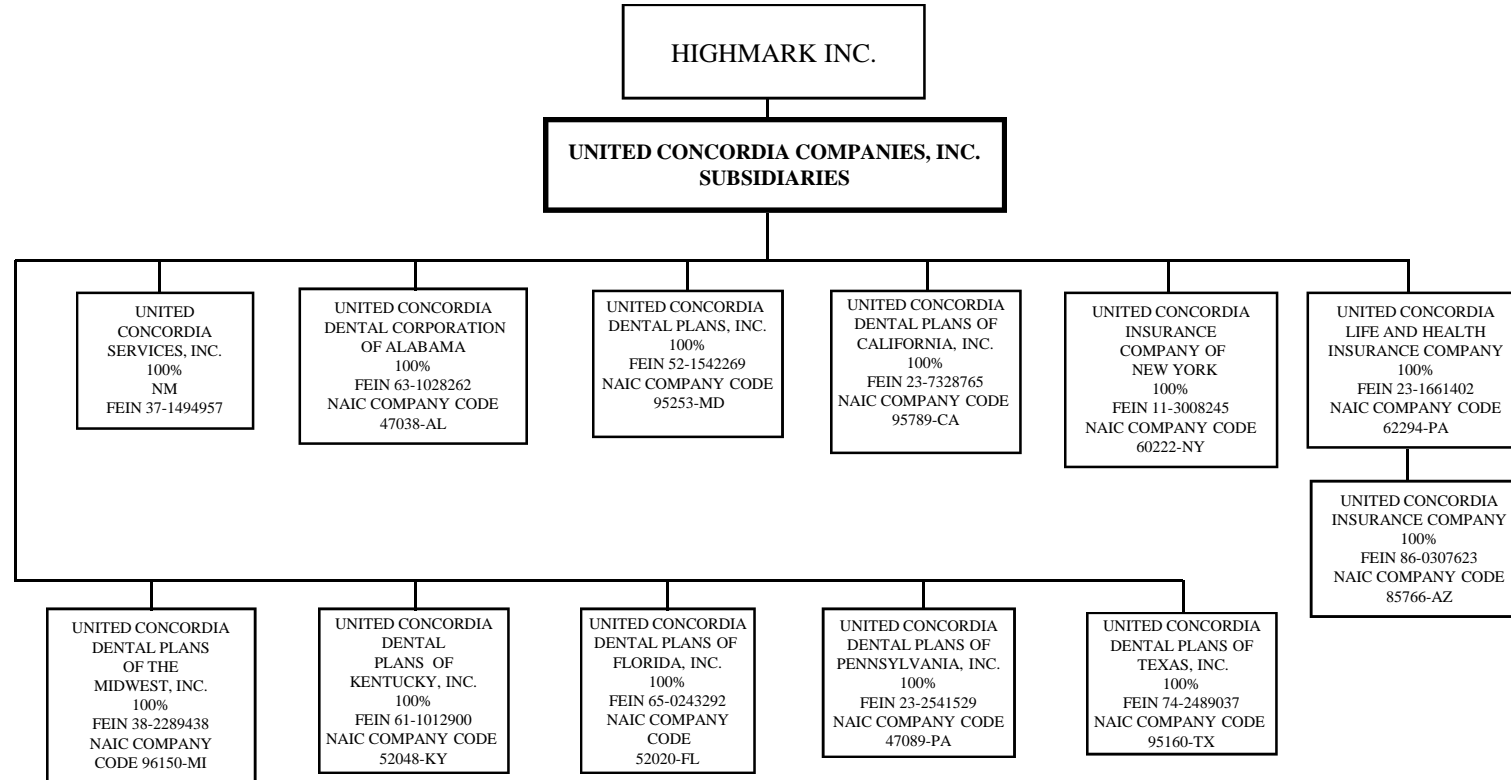
**SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATION CHART - CONTINUED**



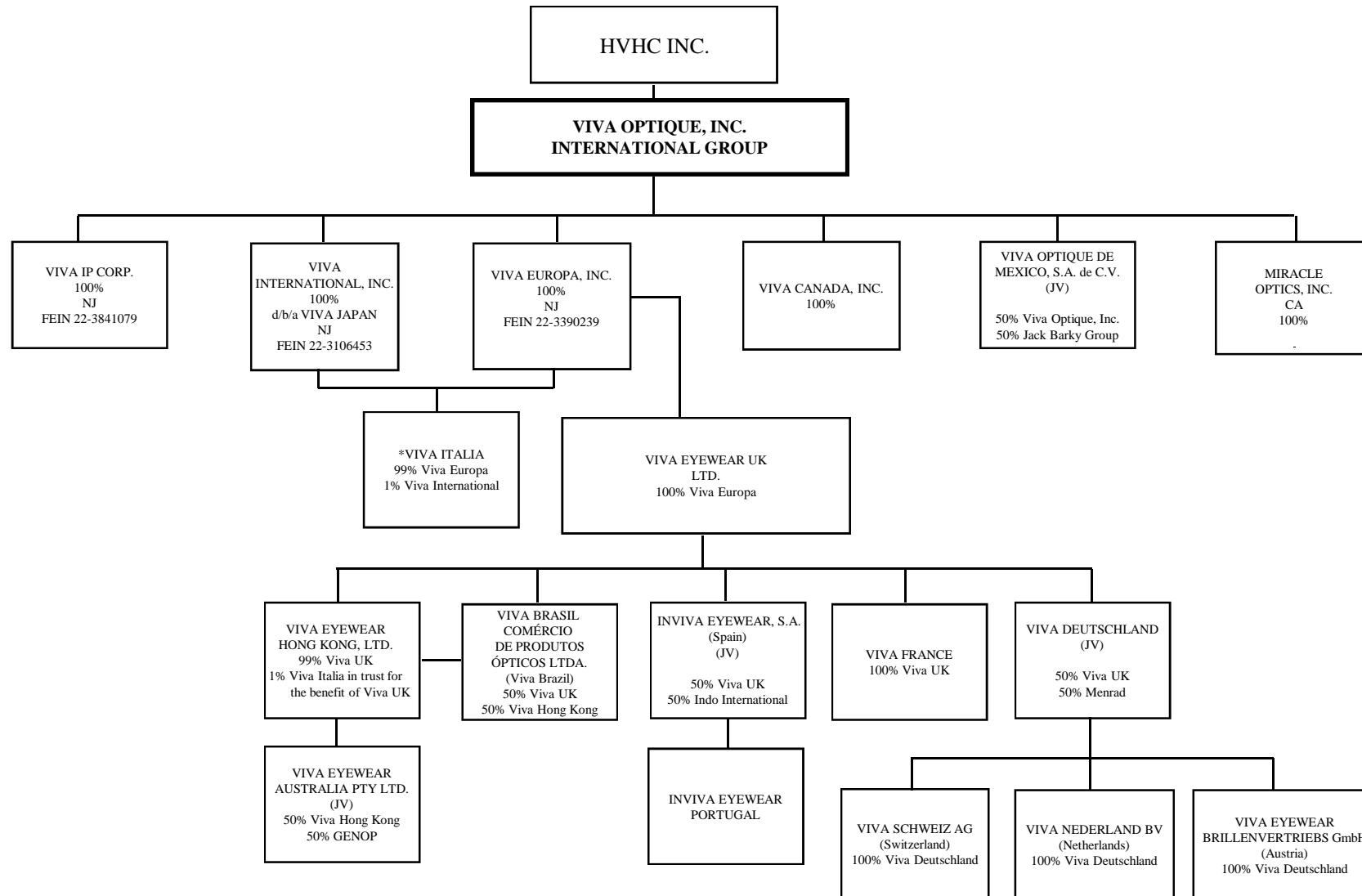
Q12.1



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

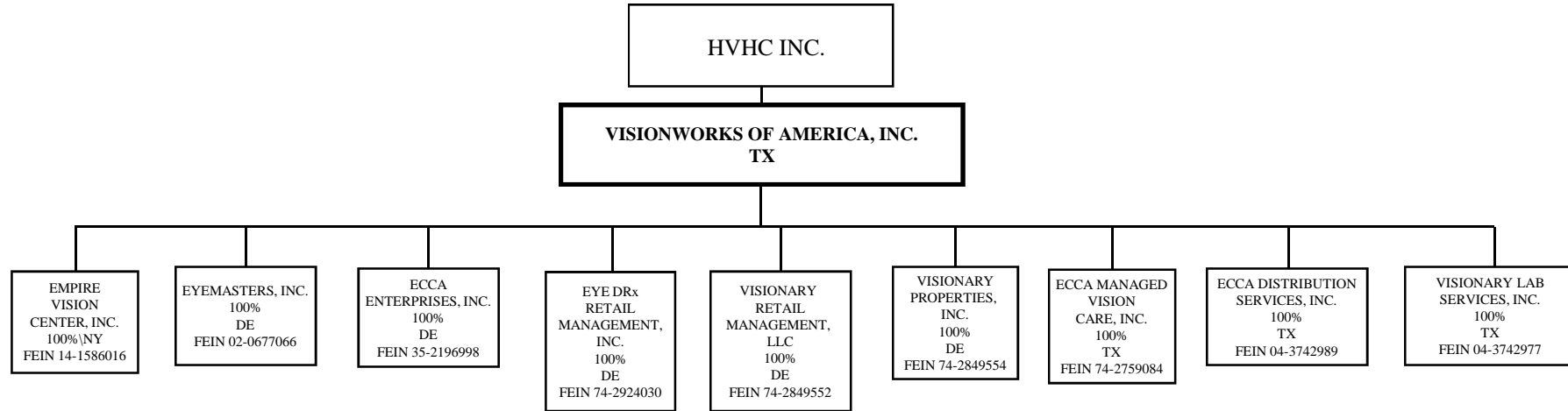


**SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 – ORGANIZATION CHART - CONTINUED**



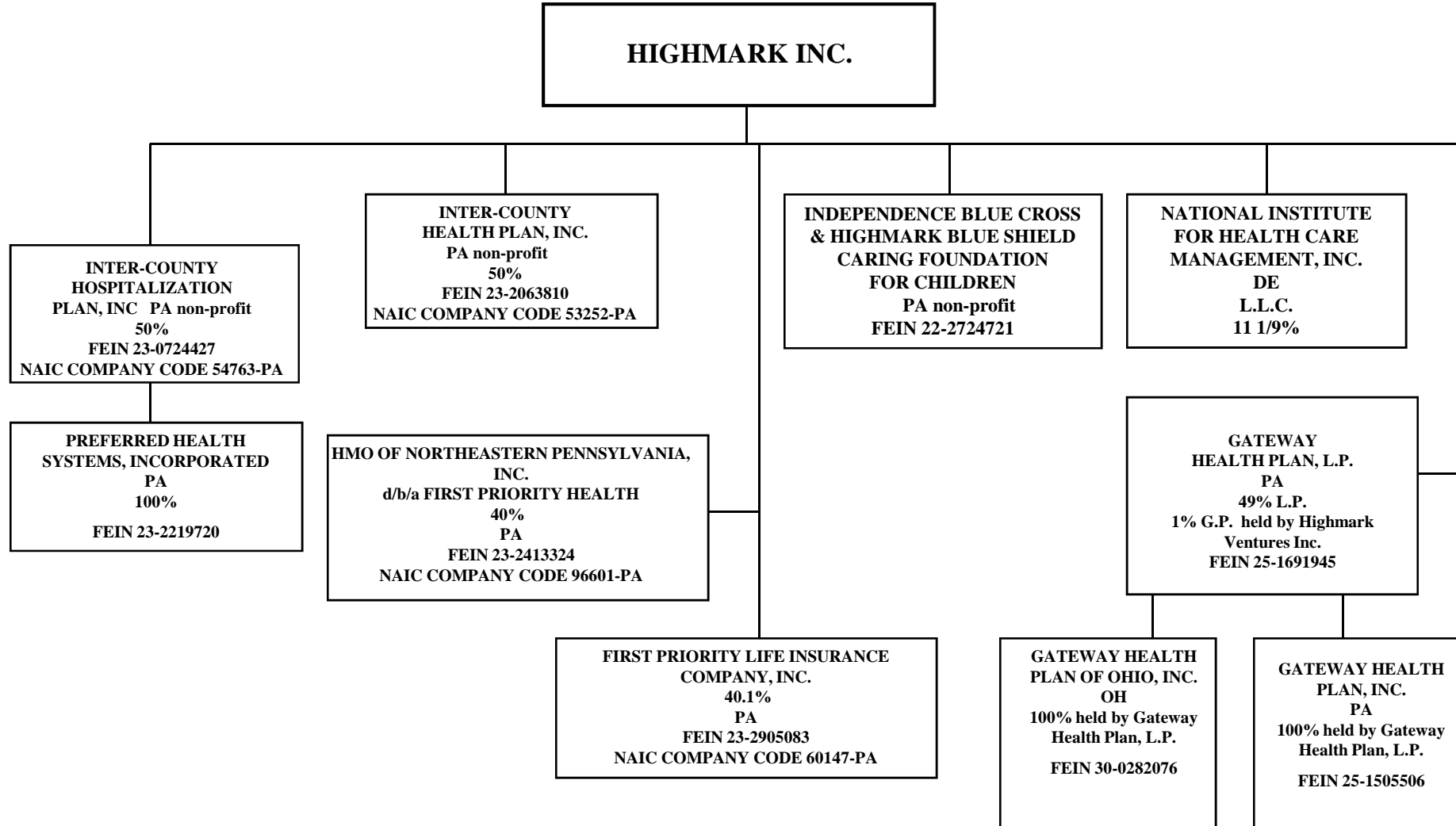
Q12.3

**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**

Q12.5



**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
<b>Members</b>														
0000		11435	75-3002215				HCI, INC.	VT	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		54828	55-0624615				HIGHMARK WEST VIRGINIA INC	WV	IA	HIGHMARK INC	BOARD		HIGHMARK INC	
0000		00000	55-0625743				PARKER BENEFITS, INC	WV	DS	HIGHMARK WEST VIRGINIA INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		71768	54-1637426				HM HEALTH INSURANCE COMPANY	PA	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	45-3999145				HIGHMARK HIE, LLC	PA	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	25-1645888				HIGHMARK VENTURES INC	PA	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		95048	25-1522457				KEYSTONE HEALTH PLAN WEST, INC	PA	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	25-1845908				UNION BENEFIT MANAGEMENT, INC	PA	DS	KEYSTONE HEALTH PLAN WEST, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	25-1824465				EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	NIA	UNION BENEFIT MANAGEMENT, INC	OWNERSHIP	1.00	HIGHMARK INC	
0000		00000	25-1824465				EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	DS	KEYSTONE HEALTH PLAN WEST, INC	OWNERSHIP	99.00	HIGHMARK INC	
0000		10131	20-2353206				HIGHMARK SENIOR RESOURCES INC	PA	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	25-1712017				JEA INC	PA	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	25-1668093				STANDARD PROPERTY CORPORATION	PA	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	25-1524682				JENKINS EMPIRE ASSOCIATES	PA	DS	HIGHMARK INC	OWNERSHIP	24.00	HIGHMARK INC	
0000		00000	25-1524682				JENKINS EMPIRE ASSOCIATES	PA	DS	STANDARD PROPERTY CORPORATION	OWNERSHIP	75.00	HIGHMARK INC	
0000		00000	25-1524682				JENKINS EMPIRE ASSOCIATES	PA	DS	JEA INC	OWNERSHIP	1.00	HIGHMARK INC	
0000		00000	25-1646315				HM INSURANCE GROUP, INC	PA	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		35599	25-1334623				HIGHMARK CASUALTY INSURANCE COMPANY	PA	DS	HM INSURANCE GROUP, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		93440	06-1041332				HM LIFE INSURANCE COMPANY	PA	DS	HM INSURANCE GROUP, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	65-0611820				RISK BASED SOLUTIONS, L.C	FL	DS	HM LIFE INSURANCE COMPANY	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	25-1128451				HM BENEFITS ADMINISTRATORS, INC	PA	DS	HM INSURANCE GROUP, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	23-2384777				HM BROKER SERVICES, INC	PA	DS	HM INSURANCE GROUP, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		60213	25-1800302				HM LIFE INSURANCE COMPANY OF NEW YORK	NY	DS	HM INSURANCE GROUP, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		12720	65-1274122				HM CAPTIVE INSURANCE COMPANY	VT	DS	HM INSURANCE GROUP, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		13016	87-0807723				HM CASUALTY INSURANCE COMPANY	PA	DS	HM INSURANCE GROUP, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		89070	25-1687586				UNITED CONCORDIA COMPANIES, INC	PA	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	37-1494957				UNITED CONCORDIA SERVICES, INC	NM	DS	UNITED CONCORDIA COMPANIES, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		47038	63-1028262				UNITED CONCORDIA DENTAL CORPORATION OF ALABAMA	AL	DS	UNITED CONCORDIA COMPANIES, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		95253	52-1542269				UNITED CONCORDIA DENTAL PLANS, INC	MD	DS	UNITED CONCORDIA COMPANIES, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		95789	23-7328765				UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC	CA	DS	UNITED CONCORDIA COMPANIES, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		60222	11-3008245				UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK	NY	DS	UNITED CONCORDIA COMPANIES, INC	OWNERSHIP	100.00	HIGHMARK INC	

Q13

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0000		62294	23-1661402				UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	PA	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	
0000		85766	86-0307623				UNITED CONCORDIA INSURANCE COMPANY	AZ	DS	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	OWNERSHIP	100.00	HIGHMARK INC.	
0000		96150	38-2289438				UNITED CONCORDIA DENTAL PLANS OF THE MIDWEST, INC.	MI	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	
0000		52048	61-1012900				UNITED CONCORDIA DENTAL PLANS OF KENTUCKY, INC.	KY	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	
0000		52020	65-0243292				UNITED CONCORDIA DENTAL PLANS OF FLORIDA, INC.	FL	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	
0000		47089	23-2541529				UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.	PA	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	
0000		95160	74-2489037				UNITED CONCORDIA DENTAL PLANS OF TEXAS, INC.	TX	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.00	HIGHMARK INC.	
0000		00000	45-3444325				HMPG INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.00	HIGHMARK INC.	
0000		00000	30-0705035				PROMEDIX LLC	PA	DS	HMPG INC.	OWNERSHIP	100.00	HIGHMARK INC.	
0000		00000	45-3761429				HMPG PROPERTIES NORTH LLC	PA	DS	HMPG INC.	OWNERSHIP	100.00	HIGHMARK INC.	
0000		00000	32-0371926				OPTIMUS 28 MANAGEMENT, LCC	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	100.00	HIGHMARK INC.	
0000		00000	45-5235291				OSIRIS PROPERTIES, LLC	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	100.00	HIGHMARK INC.	
0000		00000	27-3035436				SILVER RAIN, LLC	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	100.00	HIGHMARK INC.	
0000		00000					SILVER RAIN, LP	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	99.00	HIGHMARK INC.	
0000		00000					SILVER RAIN, LP	PA	DS	SILVER RAIN, LLC	OWNERSHIP	1.00	HIGHMARK INC.	
0000		00000	45-3750206				PROTOCO PPI LLC	PA	DS	HMPG INC.	OWNERSHIP	100.00	HIGHMARK INC.	
0000		00000	90-0812390				PROTOCO SUPPLY CHAIN PARTNERS LLC	PA	DS	PROTOCO PPI LLC	OWNERSHIP	100.00	HIGHMARK INC.	
0000		00000	45-5080712				HMPG PHARMACY LLC	PA	DS	PROTOCO PPI LLC	OWNERSHIP	100.00	HIGHMARK INC.	
0000		00000	45-3913973				PHYSICIAN LANDING ZONE PC	PA	DS	HMPG INC.	OTHER		HIGHMARK INC.	
0000		00000	45-3444157				LAKE ERIE MEDICAL GROUP PC	PA	DS	PHYSICIAN LANDING ZONE PC	OTHER		HIGHMARK INC.	
0000		00000	25-1742869				PREMIER MEDICAL ASSOCIATES, PC	PA	DS	PHYSICIAN LANDING ZONE PC	OTHER		HIGHMARK INC.	
0000		00000	25-1816080				BEAM MEDICAL ASSOCIATES, PC	PA	DS	PHYSICIAN LANDING ZONE PC	OTHER		HIGHMARK INC.	
0000		00000	25-1801124				HVHC INC	DE	DS	HIGHMARK INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	11-3051991				DAVIS VISION, INC	NY	DS	HVHC INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	11-2958041				DAVISVISION IPA, INC	NY	DS	DAVIS VISION, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	74-2337775				VISIONWORKS OF AMERICA, INC	TX	DS	HVHC INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	14-1586016				EMPIRE VISION CENTER, INC	NY	DS	VISIONWORKS OF AMERICA, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	02-0677066				EYEMASTERS, INC	DE	DS	VISIONWORKS OF AMERICA, INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	35-2196998				ECCA ENTERPRISES, INC	DE	DS	VISIONWORKS OF AMERICA, INC	OWNERSHIP	100.00	HIGHMARK INC	

Q13.1

## 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				EYEDRX RETAIL MANAGEMENT, INC.....	DE.....	DS.....	VISIONWORKS OF AMERICA, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000	74-2849552				VISIONARY RETAIL MANAGEMENT, LLC.....	DE.....	DS.....	VISIONWORKS OF AMERICA, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000	74-2849554				VISIONARY PORPERTIES, INC.....	DE.....	DS.....	VISIONWORKS OF AMERICA, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000	74-2759084				ECCA MANAGED VISION CARE, INC.....	TX.....	DS.....	VISIONWORKS OF AMERICA, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000	04-3742989				ECCA DISTRIBUTION SERVICES, INC.....	TX.....	DS.....	VISIONWORKS OF AMERICA, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000	04-3742977				VISIONARY LAB SERVICES, INC.....	TX.....	DS.....	VISIONWORKS OF AMERICA, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000	22-2192365				VIVA OPTIQUE, INC.....	NJ.....	DS.....	HVHC INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000	22-3841079				VIVA IP CORP.....	NJ.....	DS.....	VIVA OPTIQUE, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000					VIVA CANADA, INC.....	CN.....	DS.....	VIVA OPTIQUE, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000					VIVA OPTIQUE DE MEXICO, S.A. de C.V.....	MX.....	NIA.....	VIVA OPTIQUE, INC.....	OWNERSHIP.....	50.00	HIGHMARK INC.....	
0000		00000					MIRACLE OPTICS, INC.....	CA.....	DS.....	VIVA OPTIQUE, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000	22-3106453				VIVA INTERNATIONAL, INC.....	NJ.....	DS.....	VIVA OPTIQUE, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000	22-3390239				VIVA EUROPA, INC.....	NJ.....	DS.....	VIVA OPTIQUE, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000					VIVA ITALIA.....	IT.....	DS.....	VIVA INTERNATIONAL, INC.....	OWNERSHIP.....	1.00	HIGHMARK INC.....	
0000		00000					VIVA ITALIA.....	IT.....	DS.....	VIVA EUROPA, INC.....	OWNERSHIP.....	99.00	HIGHMARK INC.....	
0000		00000					VIVA EYEWEAR UK LTD.....	GB.....	DS.....	VIVA EUROPA, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000					VIVA EYEWEAR HONG KONG, LTD.....	HK.....	DS.....	VIVA EYEWEAR UK LTD.....	OWNERSHIP.....	99.00	HIGHMARK INC.....	
0000		00000					VIVA EYEWEAR HONG KONG, LTD.....	HK.....	DS.....	VIVA ITALIA.....	OWNERSHIP.....	1.00	HIGHMARK INC.....	
0000		00000					VIVA EYEWEAR AUSTRALIA PTY LTD.....	AU.....	NIA.....	VIVA EYEWEAR HONG KONG, LTD.....	OWNERSHIP.....	50.00	HIGHMARK INC.....	
0000		00000					VIVA BRASIL COMERCIO DE PRODUTOS OPTICOS LTDA.....	BR.....	NIA.....	VIVA EYEWEAR UK LTD.....	OWNERSHIP.....	50.00	HIGHMARK INC.....	
0000		00000					VIVA BRASIL COMERCIO DE PRODUTOS OPTICOS LTDA.....	BR.....	NIA.....	VIVA EYEWEAR HONG KONG, LTD.....	OWNERSHIP.....	50.00	HIGHMARK INC.....	
0000		00000					INVIVA EYEWEAR, S.A.....	ES.....	NIA.....	VIVA EYEWEAR UK LTD.....	OWNERSHIP.....	50.00	HIGHMARK INC.....	
0000		00000					INVIVA EYEWEAR PORTUGAL.....	PT.....	DS.....	VIVA BRASIL.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000					VIVA FRANCE.....	FR.....	DS.....	VIVA EYEWEAR UK LTD.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000					VIVA DEUTSCHLAND.....	DE.....	NIA.....	VIVA EYEWEAR UK LTD.....	OWNERSHIP.....	50.00	HIGHMARK INC.....	
0000		00000					VIVA SCHWEIZ AG.....	CH.....	DS.....	VIVA DEUTSCHLAND.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000					VIVA NEDERLAND BV.....	NL.....	DS.....	VIVA DEUTSCHLAND.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		00000					VIVA EYEWEAR BRILLENVERTRIEBS GmbH.....	AT.....	DS.....	VIVA DEUTSCHLAND.....	OWNERSHIP.....	100.00	HIGHMARK INC.....	
0000		53252	23-2063810				INTER-COUNTY HEALTH PLAN, INC.....	PA.....	IA.....	HIGHMARK INC.....	OWNERSHIP.....	50.00	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	
0000		54763	23-0724427				INTER-COUNTY HOSPITALIZATION PLAN, INC.....	PA.....	IA.....	HIGHMARK INC.....	OWNERSHIP.....	50.00	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	
0000		00000	23-2219720				PREFERRED HEALTH SYSTEMS, INCORPORATED.....	PA.....	DS.....	INTER-COUNTY HOSPITALIZATION PLAN, INC.....	OWNERSHIP.....	100.00	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	
0000		96601	23-2413324				HMO OF NORTHEASTERN PENNSYLVANIA.....	PA.....	IA.....	HIGHMARK INC.....	OWNERSHIP.....	40.00	HIGHMARK INC. / BLUE CROSS OF NORTHEASTERN PA	

Q13.2



**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0000		60147	23-2905083				FIRST PRIORITY LIFE INSURANCE COMPANY, INC.	PA	IA	HIGHMARK INC	OWNERSHIP	40.00	HIGHMARK INC. / BLUE CROSS OF NORTHEASTERN PA	
0000		00000	25-1691945				GATEWAY HEALTH PLAN, L.P.	PA	IA	HIGHMARK INC	OWNERSHIP	49.00	HIGHMARK INC. / MERCY HEALTH PLAN	
0000		00000	25-1691945				GATEWAY HEALTH PLAN, L.P.	PA	IA	HIGHMARK VENTURES INC	OWNERSHIP	1.00	HIGHMARK INC. / MERCY HEALTH PLAN	
0000		00000	30-0282076				GATEWAY HEALTH PLAN OF OHIO, INC	OH	DS	GATEWAY HEALTHPLAN, L.P	OWNERSHIP	100.00	HIGHMARK INC. / MERCY HEALTH PLAN	
0000		00000	25-1505506				GATEWAY HEALTH PLAN, INC	PA	DS	GATEWAY HEALTHPLAN, L.P	OWNERSHIP	100.00	HIGHMARK INC. / MERCY HEALTH PLAN	
0000		00000	25-1494238				CARING FOUNDATION	PA	OTH	HIGHMARK INC	BOARD		HIGHMARK INC	
0000		00000	25-1876666				HIGHMARK FOUNDATION	PA	OTH	HIGHMARK INC	BOARD		HIGHMARK INC	
0000		00000	22-2724721				INDEPENDENCE BLUE CROSS AND HIGHMARK BLUE SHIELD CARING FOUNDATION FOR CHILDREN	PA	OTH	HIGHMARK INC	BOARD		HIGHMARK INC. / INDEPENDENCE BLUE CROSS	
0000							NATIONAL INSTITUTE FOR HEALTHCARE MANAGEMENT LLC	DE	OTH	HIGHMARK INC	BOARD		PARTICIPATING BLUES PLANS	
0000		53287	51-0020405				HIGHMARK BCBSD INC	DE	IA	HIGHMARK INC	BOARD	100.00	HIGHMARK INC	
0000		00000	51-0293417				THE GATEWAY GROUP, LTD	DE	DS	HIGHMARK BCBSD INC	OWNERSHIP	100.00	HIGHMARK INC	
0000		00000	51-033213				DELAWARE ANCILLARY INSURANCE AGENCY	DE	DS	HIGHMARK BCBSD INC	OWNERSHIP	100.00	HIGHMARK INC	

Q13.3

**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.

	<b>Response</b>
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	NO
4. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	NO
5. Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC?	NO
6. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC?	NO
7. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) be filed with the state of domicile and electronically with the NAIC?	NO

**Explanations:**

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

**Bar Code:**



**NONE**

**HM Life Insurance Company of New York**  
**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.....	0	
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Current year change in encumbrances.....		
4. Total gain (loss) on disposals.....		
5. Deduct amounts received on disposals.....		
6. Total foreign exchange change in book/adjusted carrying value.....		
7. Deduct current year's other than temporary impairment recognized.....		
8. Deduct current year's depreciation.....		
9. Book/adjusted carrying value at end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....		
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

NONE

**SCHEDULE B - VERIFICATION**

Mortgage Loans

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

NONE

**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	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....		
2.2 Additional investment made after acquisition.....		
3. Capitalized deferred interest and other.....		
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease).....		
6. Total gain (loss) on disposals.....		
7. Deduct amounts received on disposals.....		
8. Deduct amortization of premium and depreciation.....		
9. Total foreign exchange change in book/adjusted carrying value.....		
10. Deduct current year's other than temporary impairment recognized.....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Deduct total nonadmitted amounts.....		
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.....	35,754,571	34,223,685
2. Cost of bonds and stocks acquired.....	3,121,227	14,945,435
3. Accrual of discount.....	5,288	34,239
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....	149,622	602,965
6. Deduct consideration for bonds and stocks disposed of.....	2,507,104	13,806,406
7. Deduct amortization of premium.....	59,402	245,347
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	36,464,202	35,754,571
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	36,464,202	35,754,571

## 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	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 (a).....	34,389,789	14,702,023	10,212,091	(119,759)	38,759,963			34,389,789
2. Class 2 (a).....	3,529,963	439,401		65,646	4,035,009			3,529,963
3. Class 3 (a).....								
4. Class 4 (a).....								
5. Class 5 (a).....								
6. Class 6 (a).....								
7. Total Bonds.....	37,919,752	15,141,424	10,212,091	(54,113)	42,794,972	0	0	37,919,752
<b>PREFERRED STOCK</b>								
8. Class 1.....								
9. Class 2.....								
10. Class 3.....								
11. Class 4.....								
12. Class 5.....								
13. Class 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	37,919,752	15,141,424	10,212,091	(54,113)	42,794,972	0	0	37,919,752

QS102

(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.....	6,330,769	XXX	6,330,769	291	856

## 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.....	2,165,181	2,795,814
2. Cost of short-term investments acquired.....	12,020,196	36,222,181
3. Accrual of discount.....		
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	7,854,608	36,852,814
7. Deduct amortization of premium.....		
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	6,330,769	2,165,181
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	6,330,769	2,165,181

**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**

**Sch. E-Verification  
NONE**

**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)
<b>Bonds - U.S. Government</b>									
912828 RR 3	US TREASURY NOTE 2.000% 11/15/21		02/03/2012	Various		330,056	325,000	1,460	
0599999.	Total - Bonds - U.S. Government					330,056	325,000	1,460	XXX
<b>Bonds - U.S. Special Revenue and Special Assessment</b>									
3128PW KZ 0	FHLMC POOL# J16612 3.500% 09/01/26		02/10/2012	NOMURA SECURITIES FIXED INCOME		362,408	342,298	499	1
3132GK MN 3	FHLMC POOL# Q04265 4.000% 11/01/41		01/04/2012	WACHOVIA CAPITAL MARKETS LLC		210,185	199,257	244	1
3132GL M4 3	FHLMC POOL# Q05179 3.500% 12/01/41		01/12/2012	GREENWICH CAPITAL MARKETS		360,724	349,449	578	1
3138E0 L4 9	FNMA POOL# AJ7546 4.000% 12/01/41		01/19/2012	CHASE/GREENWICH CAP		184,552	174,698	446	1
3138E7 EU 4	FNMA POOL# AK2846 4.500% 02/01/41		01/20/2012	CHASE SECURITIES NEW YORK		323,484	300,000	1,088	1
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					1,441,353	1,365,702	2,855	XXX
<b>Bonds - Industrial and Miscellaneous</b>									
02006A AB 3	ALLY AUTO RECEIVABLES T 0.560% 10/15/14		03/07/2012	BANC OF AMERICA SECURITIES LLC		194,982	195,000		1FE
026874 CT 2	AMERICAN INTL GROUP INC 3.000% 03/20/15		03/19/2012	US Bancorp Inv St. Paul		94,852	95,000		2FE
25459H BD 6	DIRECTV HOLDINGS/FING S 3.800% 03/15/22		03/05/2012	BANC OF AMERICA SECURITIES LLC		99,958	100,000		2FE
36159J CS 8	GE CAPITAL CREDIT CARD 1.030% 01/15/18		01/18/2012	BANC OF AMERICA SECURITIES LLC		139,989	140,000		1FE
42217K AY 2	HEALTH CARE REIT INC SR 4.125% 04/01/19		03/27/2012	CHASE SECURITIES NEW YORK		94,709	95,000		2FE
46625H BV 1	JP MORGAN CHASE & CO SU 5.125% 09/15/14		03/09/2012	CHASE SECURITIES NEW YORK		85,943	80,000	2,039	1FE
46625H JC 5	JP MORGAN CHASE & CO SR 4.350% 08/15/21		01/04/2012	BNP PARIBAS SECURITIES CORP/FI		100,644	100,000	1,800	1FE
571748 AS 1	MARSH & MCLENNAN COS IN 2.300% 04/01/17		03/07/2012	BARCLAYS CAPITAL INC		79,923	80,000		2FE
64952W BF 9	NEW YORK LIFE GLOBAL 1.650% 05/15/17		02/07/2012	CHASE SECURITIES NEW YORK		99,821	100,000		1FE
695114 CP 1	PACIFICORP 1ST MTGE 2.950% 02/01/22		02/28/2012	CHASE SECURITIES NEW YORK		95,788	95,000	467	1FE
89235U AC 7	TOYOTA AUTO REC OWNER T 0.770% 04/15/14		03/16/2012	CHASE/GREENWICH CAP		193,250	192,971	25	1FE
65504L AH 0	NOBLE HOLDING INTL LTD 2.500% 03/15/17	R	02/07/2012	BARCLAYS CAPITAL INC		69,959	70,000		2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					1,349,818	1,342,971	4,331	XXX
8399997.	Total - Bonds - Part 3					3,121,227	3,033,673	8,646	XXX
8399999.	Total - Bonds					3,121,227	3,033,673	8,646	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					3,121,227	XXX	8,646	XXX

QE04

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



**SCHEDULE D - PART 4**

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value At Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- nation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							

**Bonds - U.S. Government**

36201S	NW	5	03/01/2012	Paydown		3,990	3,990	4,065	4,045	(55)		(55)		3,990			0	36	12/15/2032	1	
36204N	MC	8	03/01/2012	Paydown		19	19	18	18	1		1		19			0		12/15/2023	1	
36205A	3H	5	03/01/2012	Paydown		1,662	1,662	1,584	1,617	44		44		1,662			0	17	01/15/2024	1	
36206P	Q5	2	03/01/2012	Paydown		1,110	1,110	1,111	1,109	1		1		1,110			0	13	02/15/2026	1	
36206U	N2	1	03/01/2012	Paydown		1,101	1,101	1,081	1,088	13		13		1,101			0	12	04/15/2026	1	
36206V	3Z	8	03/01/2012	Paydown		549	549	523	533	16		16		549			0	5	02/15/2026	1	
36206X	QZ	9	03/01/2012	Paydown		564	564	537	547	16		16		564			0	6	04/15/2026	1	
36208K	R4	3	03/01/2012	Paydown		52	52	53	53	(1)		(1)		52			0	1	09/15/2027	1	
36210C	LN	1	03/01/2012	Paydown		8,784	8,784	9,097	9,004	(220)		(220)		8,784			0	103	04/15/2029	1	
912828	KD	1	01/13/2012	CREDIT SUISSE FIRST BOSTON COR.		383,864	350,000	333,770	336,987	70		70		337,057		46,807	46,807	4,054	02/15/2019	1	
912828	RR	3	02/14/2012	MORGANSTANLEY&COINC NY		191,595	190,000	192,862		(8)		(8)		192,854		(1,259)	(1,259)	960	11/15/2021	1	
0599999	Total - Bonds - U.S. Government						593,290	557,831	544,701	355,001	0		(123)	0	547,742		45,548	45,548	5,207	XXX	XXX

QE05

**Bonds - U.S. Special Revenue and Special Assessment**

31288J	3B	0	03/01/2012	Paydown		798	798	832	829	(30)		(30)		798			0	7	06/01/2033	1
3128H2	MD	2	03/01/2012	Paydown		3,756	3,756	3,838	3,788	(33)		(33)		3,756			0	32	03/01/2018	1
3128KR	6B	5	03/01/2012	Paydown		7,544	7,544	7,481	7,485	59		59		7,544			0	65	06/01/2037	1
3128L5	V6	5	03/01/2012	Paydown		748	748	743	743	4		4		748			0	6	02/01/2038	1
3128LE	CB	6	03/01/2012	Paydown		761	761	771	770	(9)		(9)		761			0	7	08/01/2038	1
3128M5	MU	1	03/01/2012	Paydown		10,709	10,709	10,623	10,629	80		80		10,709			0	85	12/01/2037	1
3128M6	HW	1	03/01/2012	Paydown		15,462	15,462	15,605	15,591	(129)		(129)		15,462			0	169	06/01/2038	1
3128M6	QV	3	03/01/2012	Paydown		15,410	15,410	15,263	15,273	137		137		15,410			0	115	03/01/2038	1
3128PL	N9	9	03/01/2012	Paydown		6,939	6,939	6,978	6,967	(28)		(28)		6,939			0	58	08/01/2023	1
3128PM	Z2	9	03/01/2012	Paydown		40,787	40,787	42,004	41,797	(1,010)		(1,010)		40,787			0	363	05/01/2024	1
3128PP	U7	6	03/01/2012	Paydown		32,752	32,752	34,402	34,097	(1,345)		(1,345)		32,752			0	232	08/01/2019	1
3128PW	KZ	0	03/01/2012	Paydown		1,659	1,659	1,756	1,756	(97)		(97)		1,659			0	5	09/01/2026	1
312926	2P	2	03/01/2012	Paydown		8,516	8,516	8,742	8,723	(207)		(207)		8,516			0	97	08/01/2038	1
312930	XE	5	03/01/2012	Paydown		18,706	18,706	18,943	18,923	(216)		(216)		18,706			0	132	02/01/2039	1
312931	DC	9	03/01/2012	Paydown		14,271	14,271	14,619	14,592	(321)		(321)		14,271			0	126	02/01/2039	1
312938	F9	9	03/01/2012	Paydown		1,434	1,434	1,444	1,444	(9)		(9)		1,434			0	11	12/01/2039	1
312938	ZL	0	03/01/2012	Paydown		26,459	26,459	26,785	26,768	(309)		(309)		26,459			0	200	01/01/2040	1
312941	6Z	5	03/01/2012	Paydown		2,086	2,086	2,226	2,221	(135)		(135)		2,086			0	16	08/01/2040	1
312970	5K	8	03/01/2012	Paydown		4,938	4,938	4,975	4,956	(18)		(18)		4,938			0	42	03/01/2020	1
3132GD	Q4	7	03/01/2012	Paydown		8,965	8,965	9,362	9,358	(393)		(393)		8,965			0	88	05/01/2041	1
3132GE	ES	5	03/01/2012	Paydown		1,369	1,369	1,418	1,417	(48)		(48)		1,369			0	10	05/01/2041	1
3132GG	CW	3	03/01/2012	Paydown		951	951	993	993	(42)		(42)		951			0	7	08/01/2041	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	F o r e i g n	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)
3132GJ JL 4	FHLMC POOL# Q03267 4.000% 09/01/41.....		03/01/2012	Paydown.....		.....919	.....919	.....963	.....962	.....	.....(43)	.....	.....(43)	.....	.....919	.....	.....	.....0	.....6	09/01/2041	1.....
3132GJ ZY 8	FHLMC POOL# Q03759 3.500% 10/01/41.....		03/01/2012	Paydown.....		.....162	.....162	.....166	.....166	.....	.....(4)	.....	.....(4)	.....	.....162	.....	.....	.....0	.....1	10/01/2041	1.....
3132GK AR 7	FHLMC POOL# Q03916 4.000% 10/01/41.....		03/01/2012	Paydown.....		.....105	.....105	.....109	.....109	.....	.....(4)	.....	.....(4)	.....	.....105	.....	.....	.....0	.....1	10/01/2041	1.....
3132GK FS 0	FHLMC POOL# Q04077 4.000% 10/01/41.....		03/01/2012	Paydown.....		.....1,360	.....1,360	.....1,414	.....1,414	.....	.....(54)	.....	.....(54)	.....	.....1,360	.....	.....	.....0	.....10	10/01/2041	1.....
3132GK MG 8	FHLMC POOL# Q04259 4.000% 10/01/41.....		03/01/2012	Paydown.....		.....159	.....159	.....166	.....166	.....	.....(8)	.....	.....(8)	.....	.....159	.....	.....	.....0	.....1	10/01/2041	1.....
3132GK MN 3	FHLMC POOL# Q04265 4.000% 11/01/41.....		03/01/2012	Paydown.....		.....700	.....700	.....738	.....738	.....	.....(38)	.....	.....(38)	.....	.....700	.....	.....	.....0	.....4	11/01/2041	1.....
3132GK NC 6	FHLMC POOL# Q04287 3.500% 11/01/41.....		03/01/2012	Paydown.....		.....780	.....780	.....797	.....797	.....	.....(17)	.....	.....(17)	.....	.....780	.....	.....	.....0	.....5	11/01/2041	1.....
3132GL M4 3	FHLMC POOL# Q05179 3.500% 12/01/41.....		03/01/2012	Paydown.....		.....2,050	.....2,050	.....2,116	.....2,116	.....	.....(66)	.....	.....(66)	.....	.....2,050	.....	.....	.....0	.....10	12/01/2041	1.....
3133XF JF 4	FEDERAL HOME LOAN BANK 5.375% 05/18/16....		01/23/2012	CITIGROUPGLMKT/SALOMON NE...		.....681,008	.....575,000	.....623,590	.....604,568	.....	.....(392)	.....	.....(392)	.....	.....604,176	.....76,832	.....76,832	.....5,666	05/18/2016	1.....	
3138AD FS 9	FNMA POOL# AI0176 4.500% 04/01/26.....		03/01/2012	Paydown.....		.....2,373	.....2,373	.....2,495	.....2,490	.....	.....(117)	.....	.....(117)	.....	.....2,373	.....	.....	.....0	.....18	04/01/2026	1.....
3138AJ VR 0	FNMA POOL# AI5123 3.500% 09/01/26.....		03/01/2012	Paydown.....		.....2,730	.....2,730	.....2,872	.....2,870	.....	.....(140)	.....	.....(140)	.....	.....2,730	.....	.....	.....0	.....16	09/01/2026	1.....
3138AN WF 6	FNMA POOL# AI8745 4.500% 09/01/41.....		03/01/2012	Paydown.....		.....690	.....690	.....738	.....738	.....	.....(48)	.....	.....(48)	.....	.....690	.....	.....	.....0	.....5	09/01/2041	1.....
3138AR PQ 1	FNMA POOL# AJ0430 4.000% 09/01/41.....		03/01/2012	Paydown.....		.....683	.....683	.....712	.....712	.....	.....(29)	.....	.....(29)	.....	.....683	.....	.....	.....0	.....4	09/01/2041	1.....
3138AS X7 2	FNMA POOL# AJ1601 4.000% 10/01/41.....		03/01/2012	Paydown.....		.....365	.....365	.....382	.....382	.....	.....(17)	.....	.....(17)	.....	.....365	.....	.....	.....0	.....2	10/01/2041	1.....
3138AV 4D 4	FNMA POOL# AJ4419 4.000% 10/01/41.....		03/01/2012	Paydown.....		.....154	.....154	.....161	.....161	.....	.....(7)	.....	.....(7)	.....	.....154	.....	.....	.....0	.....1	10/01/2041	1.....
3138AW X9 9	FNMA POOL# AJ5203 4.000% 11/01/41.....		03/01/2012	Paydown.....		.....257	.....257	.....270	.....270	.....	.....(13)	.....	.....(13)	.....	.....257	.....	.....	.....0	.....2	11/01/2041	1.....
3138AX A5 0	FNMA POOL# AJ5427 4.000% 10/01/41.....		03/01/2012	Paydown.....		.....211	.....211	.....222	.....222	.....	.....(11)	.....	.....(11)	.....	.....211	.....	.....	.....0	.....1	10/01/2041	1.....
3138EO L4 9	FNMA POOL# AJ7546 4.000% 12/01/41.....		03/01/2012	Paydown.....		.....511	.....511	.....540	.....540	.....	.....(29)	.....	.....(29)	.....	.....511	.....	.....	.....0	.....3	12/01/2041	1.....
3138E7 EU 4	FNMA POOL# AK2846 4.500% 02/01/41.....		03/01/2012	Paydown.....		.....1,115	.....1,115	.....1,203	.....1,203	.....	.....(87)	.....	.....(87)	.....	.....1,115	.....	.....	.....0	.....6	02/01/2041	1.....
3140G3 G3 0	FNMA POOL# 748218 4.500% 11/01/18.....		03/01/2012	Paydown.....		.....15,007	.....15,007	.....14,920	.....14,941	.....	.....66	.....	.....66	.....	.....15,007	.....	.....	.....0	.....61	11/01/2018	1.....
3140U4 Z5 2	FNMA POOL# 779364 6.000% 06/01/34.....		03/01/2012	Paydown.....		.....1,572	.....1,572	.....1,599	.....1,593	.....	.....(21)	.....	.....(21)	.....	.....1,572	.....	.....	.....0	.....10	06/01/2034	1.....
31406S 5H 2	FNMA POOL# 819048 5.500% 04/01/35.....		03/01/2012	Paydown.....		.....8,577	.....8,577	.....8,660	.....8,641	.....	.....(64)	.....	.....(64)	.....	.....8,577	.....	.....	.....0	.....79	04/01/2035	1.....
31410G 5V 1	FNMA POOL# 889260 5.000% 04/01/38.....		03/01/2012	Paydown.....		.....10,020	.....10,020	.....9,926	.....9,931	.....	.....89	.....	.....89	.....	.....10,020	.....	.....	.....0	.....84	04/01/2038	1.....
31412N 3G 9	FNMA POOL# 930599 5.500% 02/01/39.....		03/01/2012	Paydown.....		.....389	.....389	.....405	.....404	.....	.....(15)	.....	.....(15)	.....	.....389	.....	.....	.....0	.....4	02/01/2039	1.....
31412N BK 1	FNMA POOL# 929842 6.000% 08/01/38.....		03/01/2012	Paydown.....		.....8,098	.....8,098	.....8,309	.....8,290	.....	.....(192)	.....	.....(192)	.....	.....8,098	.....	.....	.....0	.....103	08/01/2038	1.....
31412Q NL 9	FNMA POOL# 931995 5.000% 09/01/39.....		03/01/2012	Paydown.....		.....9,118	.....9,118	.....9,488	.....9,469	.....	.....(352)	.....	.....(352)	.....	.....9,118	.....	.....	.....0	.....76	09/01/2039	1.....
31412U J4 3	FNMA POOL #935083 5.500% 03/01/39.....		03/01/2012	Paydown.....		.....820	.....820	.....853	.....851	.....	.....(31)	.....	.....(31)	.....	.....820	.....	.....	.....0	.....8	03/01/2039	1.....
31414F NW 7	FNMA POOL# 964905 6.000% 08/01/38.....		03/01/2012	Paydown.....		.....14,811	.....14,811	.....15,176	.....15,144	.....	.....(333)	.....	.....(333)	.....	.....14,811	.....	.....	.....0	.....148	08/01/2038	1.....
31414F T2 7	FNMA POOL# 965069 6.000% 09/01/38.....		03/01/2012	Paydown.....		.....6,986	.....6,986	.....7,182	.....7,165	.....	.....(179)	.....	.....(179)	.....	.....6,986	.....	.....	.....0	.....67	09/01/2038	1.....
31414F TK 7	FNMA POOL# 965054 5.500% 09/01/38.....		03/01/2012	Paydown.....		.....7,129	.....7,129	.....7,202	.....7,194	.....	.....(65)	.....	.....(65)	.....	.....7,129	.....	.....	.....0	.....51	09/01/2038	1.....
31415L W8 6	FNMA POOL# 983671 5.500% 09/01/38.....		03/01/2012	Paydown.....		.....11,303	.....11,303	.....11,473	.....11,456	.....	.....(153)	.....	.....(153)	.....	.....11,303	.....	.....	.....0	.....131	09/01/2038	1.....
31416X 2J 8	FNMA POOL# AB2576 3.500% 05/01/21.....		03/01/2012	Paydown.....		.....9,179	.....9,179	.....9,538	.....9,516	.....	.....(336)	.....	.....(336)	.....	.....9,179	.....	.....	.....0	.....55	05/01/2021	1.....
31416X HH 6	FNMA POOL# AB2031 4.500% 07/01/20.....		03/01/2012	Paydown.....		.....12,734	.....12,734	.....13,514	.....13,436	.....	.....(702)	.....	.....(702)	.....	.....12,734	.....	.....	.....0	.....96	07/01/2020	1.....
31417A A2 5	FNMA POOL# AB3624 4.000% 10/01/41.....		03/01/2012	Paydown.....		.....2,104	.....2,104	.....2,197	.....2,196	.....	.....(92)	.....	.....(92)	.....	.....2,104	.....	.....	.....0	.....14	10/01/2041	1.....
31417A ND 7	FNMA POOL# AB3987 4.000% 12/01/41.....		03/01/2012	Paydown.....		.....267	.....267	.....279	.....279	.....	.....(12)	.....	.....(12)	.....	.....267	.....	.....	.....0	.....2	12/01/2041	1.....
31417T KY 3	FNMA POOL# AC6610 4.500% 11/01/39.....		03/01/2012	Paydown.....		.....12,078	.....12,078	.....12,346	.....12,330	.....	.....(252)	.....	.....(252)	.....	.....12,078	.....	.....	.....0	.....114	11/01/2039	1.....

QE05.1

## 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	F o r e i g n	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)
31417W TW 1	FNMA POOL# AC9564 4.500% 02/01/40.....		03/01/2012	Paydown.....		8,090	8,090	8,205	8,199		(108)		(108)		8,090			0	59	02/01/2040	1.....
31417Y 2D 8	FNMA POOL# MA0771 3.500% 05/01/21.....		03/01/2012	Paydown.....		10,468	10,468	10,877	10,851		(383)		(383)		10,468			0	61	05/01/2021	1.....
31417Y XS 1	FNMA POOL# MA0688 4.000% 02/01/21.....		03/01/2012	Paydown.....		17,458	17,458	18,140	18,077		(619)		(619)		17,458			0	123	02/01/2021	1.....
31417Y ZF 7	FNMA POOL# MA0741 4.000% 04/01/21.....		03/01/2012	Paydown.....		20,622	20,622	21,537	21,469		(847)		(847)		20,622			0	130	04/01/2021	1.....
31418N D8 0	FNMA POOL# AD1026 5.000% 02/01/40.....		03/01/2012	Paydown.....		5,929	5,929	6,172	6,160		(231)		(231)		5,929			0	54	02/01/2040	1.....
31418N PT 1	FNMA POOL# AD-1333 5.000% 02/01/40.....		03/01/2012	Paydown.....		20,877	20,877	22,223	22,169		(1,292)		(1,292)		20,877			0	255	02/01/2040	1.....
31418W 5P 1	FNMA POOL# AD-8953 5.000% 07/01/40.....		03/01/2012	Paydown.....		15,717	15,717	16,714	16,675		(958)		(958)		15,717			0	125	07/01/2040	1.....
31419H 5W 8	FNMA POOL# AE7160 4.500% 10/01/40.....		03/01/2012	Paydown.....		1,875	1,875	1,986	1,982		(107)		(107)		1,875			0	14	10/01/2040	1.....
3199999.	Total - Bonds - U.S. Special Revenue & Assessment.....					1,152,580	1,046,572	1,108,378	1,081,809	0	(12,412)	0	(12,412)	0	1,075,748	0	76,832	76,832	9,559	XXX	XXX
<b>Bonds - Industrial and Miscellaneous</b>																					
02005V AB 8	ALLY AUTO RECEIVABLES T 0.670% 10/15/13.....		03/15/2012	Paydown.....		22,429	22,429	22,429	22,429				0		22,429			0	25	10/15/2013	1FE.....
13974T AC 5	CAPITAL AUTO REC ASSET 5.300% 05/15/14.....		03/15/2012	Paydown.....		142,329	142,329	143,797	143,749		(1,420)		(1,420)		142,329			0	1,259	05/15/2014	1FE.....
14313D AB 0	CARMAX AUTO OWNER TRUST 0.680% 09/15/14.....		03/15/2012	Paydown.....		910	910	910	910				0		910			0	2	09/15/2014	1FE.....
233889 AG 9	DAIMLER CHRYSLER AUTO T 5.320% 11/10/14.....		03/08/2012	Paydown.....		54,689	54,689	55,026	55,008		(319)		(319)		54,689			0	484	11/10/2014	1FE.....
43812K AC 7	HONDA AUTO RECV OWNER T 1.340% 05/20/13.....		03/18/2012	Paydown.....		30,500	30,500	30,496	30,498		2		2		30,500			0	68	05/20/2013	1FE.....
43814A AB 9	HONDA AUTO RECV OWNER T 0.570% 07/18/13.....		03/18/2012	Paydown.....		12,159	12,159	12,158	12,159				0		12,159			0	16	07/18/2013	1FE.....
46625H HN 3	JP MORGAN CHASE & CO SR 4.650% 06/01/14.....		03/09/2012	CHASESECURITIES NEWYORK.....		85,712	80,000	79,835	79,917		7		7		79,924	5,788	5,788	1,064	06/01/2014	1FE.....	
548661 CN 5	LOWE'S CO INC SR NTS 6.100% 09/15/17.....		01/11/2012	CHASESECURITIES NEWYORK.....		89,719	75,000	77,738	76,882		(12)		(12)		76,870	12,849	12,849	1,550	09/15/2017	1FE.....	
64953B AP 3	NEW YORK LIFE GLOBAL FD 4.650% 05/09/13.....		02/07/2012	US Bancorp Inv St. Paul.....		78,768	75,000	72,270	74,113		70		70		74,183	4,585	4,585	882	05/09/2013	1FE.....	
842587 AB 3	SOUTHERN CO SR NTS SER 5.300% 01/15/12.....		01/15/2012	Maturity.....		125,000	125,000	129,328	125,052		(54)		(54)		125,000			0	3,313	01/15/2012	1FE.....
05565Q BT 4	BP CAPITAL MARKETS PLC 2.248% 11/01/16.....	R..	03/07/2012	GOLDMAN SACHS & CO NY.....		119,019	115,000	115,000	115,000				0		115,000	4,020	4,020	941	11/01/2016	1FE.....	
3899999.	Total - Bonds - Industrial & Miscellaneous.....					761,234	733,016	738,987	735,717	0	(1,726)	0	(1,726)	0	733,993	0	27,242	27,242	9,604	XXX	XXX
8399997.	Total - Bonds - Part 4.....					2,507,104	2,337,419	2,392,066	2,172,527	0	(14,261)	0	(14,261)	0	2,357,483	0	149,622	149,622	24,370	XXX	XXX
8399999.	Total - Bonds.....					2,507,104	2,337,419	2,392,066	2,172,527	0	(14,261)	0	(14,261)	0	2,357,483	0	149,622	149,622	24,370	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks.....					2,507,104	XXX	2,392,066	2,172,527	0	(14,261)	0	(14,261)	0	2,357,483	0	149,622	149,622	24,370	XXX	XXX

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(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**

**Sch. DL-Pt. 1  
NONE**

**Sch. DL-Pt. 2  
NONE**

**SCHEDULE E - PART 1 - CASH**

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
<b>Open Depositories</b>								
The Bank of NY Mellon Receipts Account.....	New York, New York.....				.....217,321	.....314,342	.....156,438	XXX..
The Bank of NY Mellon Commissions Account.....	New York New York.....				.....(29,470)	.....27,953	.....(19,543)	XXX..
The Bank of NY Mellon Claims Payment Account.....	New York New York.....				.....(1,200,945)	.....(398,862)	.....(431,595)	XXX..
The Bank of NY Mellon Operating Account.....	New York New York.....				.....(440)	.....(1,721)	.....(75,944)	XXX..
Mellon Bank Lock Box Receipt Account.....	New York New York.....				.....615,142	.....582,749	.....1,316,557	XXX..
Capital One Receipt Account.....	Melville New York.....				.....472,708	.....591,483	.....212,044	XXX..
Mellon Bank KBA Premium Account.....	New York New York.....				.....244,192	.....214,110	.....355,847	XXX..
Mellon Bank KBA Claims Account.....	New York New York.....				.....21,921	.....7,230	.....7,034	XXX..
Mellon Bank RBS Premium Account-Commissions.....	New York New York.....				.....740,397	.....772,819	.....762,975	XXX..
Mellon Bank HTH Premium Account.....	New York New York.....				.....751,059	.....2,944,591	.....2,277,935	XXX..
Mellon Bank HTH Claims Payment Account.....	Melville, New York.....				.....(84,325)	.....(114,254)	.....(72,702)	XXX..
0199999. Total Open Depositories.....	...XXX.....	...XXX.....	.....0	.....0	.....1,747,560	.....4,940,441	.....4,489,046	XXX..
0399999. Total Cash on Deposit.....	...XXX.....	...XXX.....	.....0	.....0	.....1,747,560	.....4,940,441	.....4,489,046	XXX..
0599999. Total Cash.....	...XXX.....	...XXX.....	.....0	.....0	.....1,747,560	.....4,940,441	.....4,489,046	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
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**NONE**

QE12