QUARTERLY STATEMENT

OF THE

2012

OF

Pittsburgh

IN THE COMMONWEALTH OF

Pennsylvania

TO THE

Pennsylvania Insurance Department

FOR THE PERIOD ENDED
SEPTEMBER 30, 2012

HEALTH

2012

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HEALTH QUARTERLY STATEMENT

As of September 30, 2012
of the Condition and Affairs of the

Keystone Health Plan West, Inc.

NAIC Group Code..... 00812 , 00812 (Current Period) (Prior Period) NAIC Company Code..... 95048 Employer's ID Number..... 25-1522457

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

Licensed as Business Type Health Maintenance Organization Is HMO Federally Qualified? Yes [X] No [ ]

Incorporated/Organized..... November 27, 1985 Commenced Business..... September 1, 1986

Statutory Home Office	120 Fifth Avenue..... Pittsburgh ..... PA ..... 15222-3099 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	120 Fifth Avenue Suite 924..... Pittsburgh ..... PA ..... 15222-3023 *(Street and Number) (City or Town, State and Zip Code)*	412-544-7000 *(Area Code) (Telephone Number)*
Mail Address	120 Fifth Avenue Suite 924..... Pittsburgh ..... PA ..... 15222-3023 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	120 Fifth Avenue Suite 924..... Pittsburgh ..... PA ..... 15222-3023 *(Street and Number) (City or Town, State and Zip Code)*	412-544-6902 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.highmark.com	
Statutory Statement Contact	Janine Kopas Colinear *(Name)* janine.colinear@highmark.com *(E-Mail Address)*	412-544-6902 *(Area Code) (Telephone Number) (Extension)* 412-544-8674 *(Fax Number)*

OFFICERS

Cynthia Mauro Dellecker.....President
Joseph Michael Walter #.....Treasurer
Edward August Bittner, Jr..... Secretary

DIRECTORS OR TRUSTEES

David Arthur Blandino, MD	Joseph Clinton Guyaux	Donald Lee, EdD	Timothy Edward Parks
Deborah Lynn Rice-Johnson	Joseph Michael Walter #		

State of..... Pennsylvania
County of..... Allegheny

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.

Cynthia Mauro Dellecker President	Joseph Michael Walter Treasurer	Edward August Bittner, Jr. Secretary

Subscribed and sworn to before me
This 13th day of November, 2012

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Sara M. Malara, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Sept. 12, 2014
Member, Pennsylvania Association of Notaries

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	344,954,306	0	344,954,306	369,463,030
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	10,063,545	0	10,063,545	0
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less $.....0 encumbrances)	0	0	0	0
4.3 Properties held for sale (less $.....0 encumbrances)	0	0	0	0
5. Cash ($.....2,084,191), cash equivalents ($.....19,067,499) and short-term investments ($.....164,397,801)	185,549,491	0	185,549,491	235,520,666
6. Contract loans (including $.....0 premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities	1,459	0	1,459	54,549
10. Securities lending reinvested collateral assets	9,571,145	0	9,571,145	9,959,775
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	550,139,946	0	550,139,946	614,998,020
13. Title plants less $.....0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	3,287,977	0	3,287,977	3,662,268
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	1,378,119	83,431	1,294,688	6,218,645
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	0	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	18,531,609	8,107	18,523,502	13,698,406
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0	0
18.2 Net deferred tax asset	16,629,431	1,844,816	14,784,615	12,802,643
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets ($.....0)	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	19,272,727	0	19,272,727	15,097,708
24. Health care ($.....18,969,971) and other amounts receivable	23,855,106	1,005,696	22,849,410	23,917,853
25. Aggregate write-ins for other than invested assets	3,262,997	3,262,997	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25)	636,357,912	6,205,047	630,152,865	690,395,543
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	636,357,912	6,205,047	630,152,865	690,395,543

DETAILS OF WRITE-INS

1101.	0	0	0	0
1102.	0	0	0	0
1103.	0	0	0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Assets	3,262,997	3,262,997	0	0
2502.	0	0	0	0
2503.	0	0	0	0
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)	3,262,997	3,262,997	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $.....0 reinsurance ceded)	138,264,130	0	138,264,130	156,495,700
2. Accrued medical incentive pool and bonus amounts	327,540	0	327,540	656,000
3. Unpaid claims adjustment expenses	2,538,512	0	2,538,512	2,082,156
4. Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	18,487,505	0	18,487,505	13,793,123
5. Aggregate life policy reserves	0	0	0	0
6. Property/casualty unearned premium reserve	0	0	0	0
7. Aggregate health claim reserves	0	0	0	0
8. Premiums received in advance	26,710,158	0	26,710,158	30,903,925
9. General expenses due or accrued	13,961,755	0	13,961,755	14,575,680
10.1 Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))	21,354,868	0	21,354,868	21,664,754
10.2 Net deferred tax liability	0	0	0	0
11. Ceded reinsurance premiums payable	0	0	0	0
12. Amounts withheld or retained for the account of others	0	0	0	0
13. Remittances and items not allocated	0	0	0	0
14. Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates	4,815,888	0	4,815,888	3,179,037
16. Derivatives	0	0	0	0
17. Payable for securities	0	0	0	2,153,634
18. Payable for securities lending	9,571,145	0	9,571,145	9,959,775
19. Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)	0	0	0	0
20. Reinsurance in unauthorized companies	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0	0	0	0
22. Liability for amounts held under uninsured plans	3,660,193	0	3,660,193	3,193,948
23. Aggregate write-ins for other liabilities (including $.....0 current)	37,050	0	37,050	210,990
24. Total liabilities (Lines 1 to 23)	239,728,744	0	239,728,744	258,868,722
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	150,000	150,000
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	120,850,000	120,850,000
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	269,424,121	310,526,821
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 $.....0)	XXX	XXX	0	0
32.2 .....0.000 shares preferred (value included in Line 27 $.....0)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	390,424,121	431,526,821
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	630,152,865	690,395,543

DETAILS OF WRITE-INS

2301. Provider settlements	37,050	0	37,050	210,990
2302.	0	0	0	0
2303.	0	0	0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	37,050	0	37,050	210,990
2501.			0	0
2502.			0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.			0	0
3002.			0	0
3003.			0	0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months	XXX	1,621,203	1,823,315	2,398,940
2. Net premium income (including $.....0 non-health premium income)	XXX	1,433,431,735	1,561,285,275	2,044,149,065
3. Change in unearned premium reserves and reserve for rate credits	XXX	0	0	0
4. Fee-for-service (net of $.....0 medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,433,431,735	1,561,285,275	2,044,149,065
Hospital and Medical:				
9. Hospital/medical benefits	0	1,140,440,360	1,277,642,689	1,667,883,870
10. Other professional services	0	0	0	0
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	0	0	0
13. Prescription drugs	0	124,627,051	142,290,483	176,234,790
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts	0	3,364,312	3,408,802	4,939,321
16. Subtotal (Lines 9 to 15)	0	1,268,431,723	1,423,341,974	1,849,057,981
Less:				
17. Net reinsurance recoveries	0	0	0	0
18. Total hospital and medical (Lines 16 minus 17)	0	1,268,431,723	1,423,341,974	1,849,057,981
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including $.....21,419,087 cost containment expenses	0	36,019,452	31,978,209	42,261,712
21. General administrative expenses	0	52,779,880	56,674,583	78,639,861
22. Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)	0	0	0	(5,504,559)
23. Total underwriting deductions (Lines 18 through 22)	0	1,357,231,055	1,511,994,766	1,964,454,995
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	76,200,680	49,290,509	79,694,070
25. Net investment income earned	0	11,832,275	9,910,680	13,156,987
26. Net realized capital gains (losses) less capital gains tax of $.....0	0	3,780,979	1,890,156	2,973,568
27. Net investment gains or (losses) (Lines 25 plus 26)	0	15,613,254	11,800,836	16,130,555
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]	0	0	0	0
29. Aggregate write-ins for other income or expenses	0	4,247	3,436	6,603
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	91,818,181	61,094,781	95,831,228
31. Federal and foreign income taxes incurred	XXX	12,270,322	14,425,981	22,644,832
32. Net income (loss) (Lines 30 minus 31)	XXX	79,547,859	46,668,800	73,186,396

DETAILS OF WRITE-INS

0601.	XXX	0	0	0
0602.	XXX	0	0	0
0603.	XXX	0	0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX	0	0	0
0702.	XXX	0	0	0
0703.	XXX	0	0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.	0	0	0	0
1402.	0	0	0	0
1403.	0	0	0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0	0
2901. Other income	0	4,247	3,436	6,603
2902.	0	0	0	0
2903.	0	0	0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	4,247	3,436	6,603

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year	431,526,821	482,245,293	482,245,293
34. Net income or (loss) from Line 32	79,547,859	46,668,800	73,186,396
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of $.....0	185,524	(199,700)	(223,550)
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(2,635,812)	(330,304)	(4,514,059)
39. Change in nonadmitted assets	5,173,551	8,120,341	10,832,741
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles	1,626,178	0	0
44. Capital changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)	0	0	0
44.3 Transferred to surplus	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	(125,000,000)	(130,000,000)	(130,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(41,102,700)	(75,740,863)	(50,718,472)
49. Capital and surplus end of reporting period (Line 33 plus 48)	390,424,121	406,504,430	431,526,821

DETAILS OF WRITE-INS

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

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance	1,438,906,695	1,712,866,580	2,066,180,169
2. Net investment income	14,679,197	11,406,316	15,109,422
3. Miscellaneous income	0	1,050,000	1,896,738
4. Total (Lines 1 through 3)	1,453,585,892	1,725,322,896	2,083,186,329
5. Benefit and loss related payments	1,285,251,445	1,426,016,969	1,845,675,657
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	93,304,336	94,819,819	135,453,128
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)	12,580,208	22,535,100	31,424,774
10. Total (Lines 5 through 9)	1,391,135,989	1,543,371,888	2,012,553,559
11. Net cash from operations (Line 4 minus Line 10)	62,449,903	181,951,008	70,632,770
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	225,765,463	174,649,195	251,216,792
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	3,321,061	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	3,246
12.7 Miscellaneous proceeds	441,720	3,610,373	6,560,978
12.8 Total investment proceeds (Lines 12.1 to 12.7)	226,207,183	181,580,629	257,781,016
13. Cost of investments acquired (long-term only):			
13.1 Bonds	199,779,303	182,083,463	271,363,956
13.2 Stocks	10,043,443	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	3,667	0	8,258
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	2,153,634	46,051	53,985
13.7 Total investments acquired (Lines 13.1 to 13.6)	211,980,047	182,129,514	271,426,199
14. Net increase (decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	14,227,136	(548,885)	(13,645,183)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	125,000,000	130,000,000	130,000,000
16.6 Other cash provided (applied)	(1,648,214)	1,571,082	(935,524)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(126,648,214)	(128,428,918)	(130,935,524)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17)	(49,971,175)	52,973,205	(73,947,937)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	235,520,666	309,468,603	309,468,603
19.2 End of period (Line 18 plus Line 19.1)	185,549,491	362,441,808	235,520,666

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

20.0001	0	0	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
	Total	2 Individual	3 Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at End of:										
1. Prior Year	190,717	40,551	13,002	0	0	0	0	137,164	0	0
2. First Quarter	181,883	38,790	10,879	0	0	0	0	132,214	0	0
3. Second Quarter	179,218	37,390	10,880	0	0	0	0	130,948	0	0
4. Third Quarter	175,859	35,320	10,627	0	0	0	0	129,912	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	1,621,203	340,934	97,527	0	0	0	0	1,182,742	0	0
Total Member Ambulatory Encounters for Period:										
7. Physician	1,806,043	41,012	421,936	0	0	0	0	1,343,095	0	0
8. Non-Physician	846,051	20,049	242,663	0	0	0	0	583,339	0	0
9. Total	2,652,094	61,061	664,599	0	0	0	0	1,926,434	0	0
10. Hospital Patient Days Incurred	417,647	1,812	17,999	0	0	0	0	397,836	0	0
11. Number of Inpatient Admissions	46,431	363	3,567	0	0	0	0	42,501	0	0
12. Health Premiums Written (a)	1,433,431,735	74,021,901	47,032,591	0	0	0	0	1,312,377,243	0	0
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned	1,433,431,735	74,021,901	47,032,591	0	0	0	0	1,312,377,243	0	0
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services	1,285,251,445	72,422,425	47,649,807	0	0	0	0	1,165,179,213	0	0
18. Amount Incurred for Provision of Health Care Services	1,268,431,723	72,627,212	47,716,077	0	0	0	0	1,148,088,434	0	0

(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees $.....1,312,377,243.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims Unpaid (Reported)						
0399999. Aggregate Accounts Not Individually Listed-Covered	9,974,692	0	0	0	0	9,974,692
0499999. Subtotals	9,974,692	0	0	0	0	9,974,692
0599999. Unreported Claims and Other Claim Reserves						128,289,438
0799999. Total Claims Unpaid						138,264,130
0899999. Accrued Medical Incentive Pool and Bonus Amounts						327,540

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
1. Comprehensive (hospital and medical)	7,410,449	111,100,205	421,267	9,000,684	7,831,716	9,131,344
2. Medicare Supplement	0	0	0	0	0	0
3. Dental only	0	0	0	0	0	0
4. Vision only	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan	0	0	0	0	0	0
6. Title XVIII - Medicare	131,050,785	1,031,997,231	2,889,764	125,952,415	133,940,549	147,364,356
7. Title XIX - Medicaid	0	0	0	0	0	0
8. Other health	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8)	138,461,234	1,143,097,436	3,311,031	134,953,099	141,772,265	156,495,700
10. Healthcare receivables (a)	66,858	17,679,499	0	0	66,858	19,486,666
11. Other non-health	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts	655,080	3,037,694	0	327,540	655,080	656,000
13. Totals (Lines 9-10+11+12)	139,049,456	1,128,455,631	3,311,031	135,280,639	142,360,487	137,665,034

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

NOTES TO FINANCIAL STATEMENTS

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NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Keystone Health Plan West, Inc. (the "Corporation") are presented on the basis of accounting practices prescribed by the Pennsylvania Insurance Department (the "Department"). The Department recognizes only statutory accounting practices prescribed or permitted by the Commonwealth of Pennsylvania for determining and reporting the financial condition and results of operations of an insurance company in order to assess its solvency under Pennsylvania insurance law and regulations. The National Association of Insurance Commissioners' ("NAIC") *Accounting Practices and Procedures Manual* ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by Pennsylvania. The Pennsylvania Insurance Commissioner has the right to permit other specific practices that deviate from prescribed practices.

For the period ended September 30, 2012, there were no differences between NAIC SAP and practices prescribed or permitted by Pennsylvania.

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

No change.

C. Accounting Policies

No significant change.

2. Accounting Changes and Corrections of Errors

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

3. Business Combinations and Goodwill

None.

4. Discontinued Operations

None.

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

None.

B. Debt Restructuring

None.

C. Reverse Mortgages

None.

D. Loan-Backed Securities

The aggregate fair value of loan-backed securities held by the Corporation was $107,860,844 at September 30, 2012. The Corporation uses the retrospective adjustment method regarding prepayment assumptions, which are generally obtained from broker dealer survey values. The Corporation has no loan-backed securities that were acquired prior to January 1, 1994. The Corporation did not hold any loan-backed securities for which the yield has become negative at September 30, 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 proved to be inadequate, the Corporation could lose all or a portion of its investment in these securities.

The Corporation has the ability and intent to retain all loan-backed securities with a recognized other-than-temporary impairment. The following is an analysis of other-than-temporary impairments on loan-backed securities at September 30, 2012:

CUSIP	Book/Adj Carrying Value Amortized Cost Before Current Period OTTI	Present Value of Projected Cash Flows	Recognized Other-Than-Temporary Impairment	Amortized Cost After Other-Than-Temporary Impairment	Fair Value at Time of OTTI	Date of Financial Statement Where Reported
74042TAE1	$932,269	$79,082	$853,187	$79,082	$79,077	03/31/2010
74042TAE1	82,502	-	82,502	-	18,284	12/31/2010
Total			$935,689			

NOTES TO FINANCIAL STATEMENTS

The gross unrealized losses and fair values of loan-backed securities classified by length of time individual securities were in a continuous loss position at September 30, 2012 were as follows:

Less Than 12 Months		12 Months or More		Total	
Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
$4,958,430	($11,430)	$774,295	($44,859)	$5,732,725	($56,289)

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

E. Repurchase Agreements and/or Securities Lending Transactions

The Corporation participates in securities lending transactions. The Corporation maintains effective control over the loaned securities and requires collateral initially equal to at least 102% of loaned domestic securities and 105% of loaned international securities at the loan date. Collateral received consists of cash and fixed-income securities. Noncash collateral is not recorded in the statements of assets, liabilities, capital and surplus, as the Corporation does not have the right to sell, pledge, or otherwise reinvest the noncash collateral. Cash collateral is invested in short-term debt securities and the offsetting collateral liability is included in payable for securities lending in the statements of assets, liabilities, capital and surplus. Noncash collateral consists of short-term debt securities. Market value deficiencies of invested collateral are recorded in the statements of assets, liabilities, capital and surplus. The Corporation did not have other-than-temporary impairments on invested collateral at September 30, 2012.

The aggregate amount of contractually obligated open collateral positions and the corresponding liability that represented the Corporation's obligations to return the collateral was $10,863,646 at September 30, 2012. All open collateral positions were under 30-day repayment terms at September 30, 2012.

The aggregate fair value of all securities acquired from the sale, trade or use of accepted collateral was $9,571,594 at September 30, 2012.

The aggregate amount of reinvested cash collateral by maturity term at September 30, 2012 was as follows:

	2012	
	Amortized Cost	Fair Value
Open	$ 86	$ 80
30 Days or Less	4,411,248	4,411,340
31 to 60 Days	1,231,093	1,231,181
61 to 90 Days	688,187	688,214
91 to 120 Days	583,549	583,772
121 to 180 Days	1,130,318	1,130,554
181 to 365 Days	1,489,287	1,489,647
1 to 2 Years	21,226	21,029
2 to 3 Years	-	-
Greater Than 3 Years	16,151	15,777
Sub-Total	$ 9,571,145	$ 9,571,594
Securities Received	-	-
Total Collateral Reinvested	$ 9,571,145	$ 9,571,594

F. Real Estate

None.

G. Low-Income Housing Tax Credits

None.

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

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

No change.

B. Amounts Excluded from Statutory Surplus

None.

8. Derivative Instruments

None.

NOTES TO FINANCIAL STATEMENTS

9. Income Taxes

A., C. Components and Changes in Deferred Taxes

SSAP No. 101, Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10, was adopted by the NAIC effective January 1, 2012. This guidance provides that the deferred tax asset ("DTA") admissibility guidance is no longer elective, and the reversal and surplus limitation parameters in the admissibility tests are determined based on the risk-based capital level. It also requires gross DTAs to be reduced by a statutory valuation allowance if it is more likely than not that some portion or all of the gross DTAS will not be realized. Finally, the guidance sets a more likely than not threshold for the recording of contingent liabilities. The cumulated effect of adopting this pronouncement is an increase to surplus of $1,626,178.

The following summarizes the impact of adoption:

	1/1/12	12/31/11	Change
Adjusted gross DTA	$ 19,332,053	$ 19,332,053	$ -
Non admitted DTA	(4,836,422)	(6,462,600)	1,626,178
Gross deferred tax liability	(66,811)	(66,811)	-
Net admitted DTA	$ 14,428,820	$ 12,802,642	$ 1,626,178
Net increase to surplus	$ 14,428,820	$ 12,802,642	$ 1,626,178

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., F. Nature of Relationships Involved

No change.

B., C. Description of Transactions Relating to Subsidiaries, Controlled and Affiliated Entities ("SCAs")

In August 2012, the Corporation received an ordinary cash dividend of $2,970,000 from its affiliated company, employee Benefit Data Services.

In July 2012, the Corporation paid an extraordinary cash dividend of $125,000,000 to its parent company, Highmark Inc. ("Highmark").

Highmark processes and pays all facility and professional claims on behalf of the Corporation. Claims paid by Highmark on behalf of the Corporation amounted to $1,285,251,445 through September 30, 2012. The allocated cost of claims processing was included in claim adjustment expenses and cost containment expenses.

D. Related Party Receivables and Payables

At September 30, 2012, the admitted amount due from Highmark was $19,272,727. This amount consisted of premiums collected by Highmark on behalf of the Corporation. The terms of the management services agreement with Highmark generally require that amounts be settled within 30 days.

At September 30, 2012, the amount due to related parties was $4,815,888 consisting primarily of reimbursements due to Highmark for claims processed and paid by Highmark on behalf of the Corporation. Additionally, the amount due to Highmark for administrative services performed by Highmark on behalf of the Corporation was $9,308,051 at September 30, 2012. This amount was classified as general expenses due or accrued based on the nature of the services performed.

E. Commitments and Contingencies to SCAs

None.

G. Relationships with Enterprises under Common Ownership

No significant change.

NOTES TO FINANCIAL STATEMENTS

H. Amounts Deducted from Value of an Upstream Intermediate Entity

None.

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

None.

J. Impairment in SCAs

None.

K. Investments in Foreign Insurance Subsidiaries

None.

L. Downstream Noninsurance Holding Company

None.

11. Debt

None.

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

None.

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

A. Capital Stock

No Change.

B. Preferred Stock

None.

C., D., E. Dividends

Refer to Note 10 - Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties.

F. Surplus Restrictions

None.

G. Mutual Surplus Advances

Not Applicable.

H. Company Stock Held for Special Purposes

None.

I. Special Surplus Funds

None.

J. Changes in Surplus

The Corporation's surplus included cumulative net unrealized losses of $7,592,474 at September 30, 2012.

K. Surplus Notes

None.

L., M. Quasi-Reorganizations

Not Applicable.

14. Contingencies

A. Contingent Commitments

None.

NOTES TO FINANCIAL STATEMENTS

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. Due to the complex nature of these actions and proceedings, the timing of the ultimate resolution of these matters is uncertain. In the opinion of management, based on consultation with legal counsel, adequate provision has been made in the financial statements for any potential liability related to these matters, and the amount of ultimate liability is not expected to materially affect the financial position or results from operations of the Corporation.

15. Leases

None.

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

None.

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

A. Transfers of Receivables Reported as Sales

None.

B. Transfer and Servicing of Financial Assets

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

C. Wash Sales

None.

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

A. ASO Plans

None.

B. ASC Plans

The net gain from operations from uninsured groups for the period ended September 30, 2012 was as follows:

Gross reimbursement for medical costs incurred	$ 215,946,782
Gross network access fees	61,025
Gross administrative fees reimbursed	11,249,209
Gross expenses incurred	(227,019,338)
Total net gain from operations	$ 237,678

C. Medicare or Similarly Structured Cost Based Reimbursement Contract

At September 30, 2012, receivables from the Centers for Medicare & Medicaid Services related to reinsurance settlements in the amount of $9,023,222, receivables related to the coverage gap discount in the amount of $2,251,696 and payables related to low-income cost sharing in the amount of $1,471,417 and were included in the statements of assets, liabilities, capital and surplus.

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

None.

NOTES TO FINANCIAL STATEMENTS

20. Fair Value Measurements

A. Assets and Liabilities Measured at Fair Value

In accordance with SSAP No. 100, financial assets and liabilities recorded at fair value in the statements of assets, liabilities capital and surplus are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Input levels, as defined by NAIC SAP, are as follows:

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

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

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

The following methods and assumptions were used to determine the fair value of each class of the following assets and liabilities:

Bonds: Fair values are based on quoted market prices, where available. These fair values are obtained primarily from a third party pricing service, which generally uses Level 1 or Level 2 inputs, for the determination of fair value to facilitate fair value measurements and disclosures. Level 2 securities primarily include corporate securities, securities from states, municipalities and political subdivisions and mortgage-backed securities. Inputs that are often used in the valuation methodologies include, but are not limited to, broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. The Corporation has certain fixed maturity securities, primarily corporate debt and other fixed maturity securities that are designated Level 3 securities. For these securities, the valuation methodologies may incorporate broker quotes or assumptions for benchmark yields, credit spreads, default rates and prepayment speeds that are not observable in the markets.

Common stocks: The Corporation's common stock prices have been estimated using the net asset value per share of the investments, which are based on market prices of underlying securities. These securities are designated Level 1. At September 30, 2012, the Corporation held securities with fair value of $10,063,545 the pricing of which was based on assigned net asset values.

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

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

Securities lending collateral assets: Fair values of securities lending collateral are based on quoted market prices, where available. These fair values are obtained primarily from third party pricing services, which generally use Level 1 or Level 2 inputs for the determination of fair value to facilitate fair value measurements and disclosures.

The Corporation uses a third party pricing service to obtain quoted prices for each security. The third party service provides pricing based on recent trades of the specific security or like securities, as well as a variety of valuation methodologies for those securities where an observable market price may not exist. The third party service may derive pricing for Level 2 securities from market corroborated pricing, matrix pricing, and inputs such as yield curves and indices. Pricing for Level 3 securities may be obtained from investment managers for private placements or derived from discounted cash flows, or ratio analysis and price comparisons of similar companies. The Corporation performs an analysis of reasonableness of the prices received for fair value by monitoring month-to-month fluctuations and determining reasons for significant differences, selectively testing fair values against prices obtained from other sources, and comparing the combined fair value of a class of assets against an appropriate index benchmark. There were no adjustments to quoted market prices obtained from third party pricing services during the period ended September 30, 2012 that were material to the statutory financial statements.

NOTES TO FINANCIAL STATEMENTS

The following table summarizes fair value measurements by level at September 30, 2012 for financial assets measured at fair value:

	Total Fair Value	Level 1	Level 2	Level 3
Bonds				
Mortgage-backed securities				
Residential	$ 773,290	$ -	$ 773,290	$ -
Total bonds	773,290	-	773,290	-
Stocks				
Common stocks - unaffiliated				
Domestic	10,063,545	10,063,545	-	-
Total stocks	10,063,545	10,063,545	-	-
Total	$ 10,836,835	$ 10,063,545	$ 773,290	$ -

B. Fair Value and Admitted Value of All Financial Assets

The following table summarizes the aggregate fair value for all financial assets by level and the related admitted values at September 30, 2012:

	Aggregate Fair Value	Admitted Assets	Level 1	Level 2	Level 3	Not Practicable (Carrying Value)
Bonds						
U.S. Government	$ 70,822,736	$ 69,132,718	$ 39,327,460	$ 31,495,276	$ -	$ -
Special Revenue & Special Assessment Obligations	97,914,757	94,715,846	-	97,914,757	-	-
Mortgage-backed securities						
Residential	774,295	774,334	-	774,295	-	-
Commercial	7,162,798	6,723,151	-	7,162,798	-	-
Other loan-backed and structured securities	8,385,612	6,720,943	-	8,179,311	206,301	-
Industrial and miscellaneous securities	180,845,002	166,887,314	-	180,845,002	-	-
Total bonds	365,905,200	344,954,306	39,327,460	326,371,439	206,301	-
Stocks						
Common stocks - unaffiliated						
Domestic	10,063,545	10,063,545	10,063,545	-	-	-
Total stocks	10,063,545	10,063,545	10,063,545	-	-	-
Short-term securities	164,406,003	164,397,801	92,275,069	72,130,934	-	-
Cash and cash equivalents	19,067,499	19,067,499	-	19,067,499	-	-
Securities lending collateral assets	9,570,920	9,571,145	302,648	9,268,272	-	-
Total	$ 569,013,167	$ 548,054,296	$ 141,968,722	$ 426,838,144	$ 206,301	$ -

C. Estimated Fair Values Not Practicable

None.

21. Other Items

A. Extraordinary Items

None.

B. Troubled Debt Restructuring: Debtors

None.

C. Other Disclosures

In October 2011, Highmark entered into an agreement with West Penn Allegheny Health System, Inc. ("WPAHS") with respect to a proposed transaction pursuant to which WPAHS and Highmark and, therefore, the Corporation, would become affiliated entities commonly controlled by a single ultimate parent entity. Consummation of the proposed affiliation is subject to various conditions precedent, including receipt of all necessary regulatory approvals. Such approvals include approval by all applicable regulatory agencies or authorities of the change of control of Highmark and its subsidiaries and affiliates, including the Corporation, that will occur upon consummation of the transaction. In September, 2012 WPAHS delivered a notice to Highmark asserting that WPAHS was "excused, released, and discharged" from performing its obligations under the affiliation agreement due to an alleged incurable anticipatory breach of the agreement by Highmark. Highmark denies that it has breached the agreement and has filed a suit against WPAHS seeking to enforce the agreement against WPAHS.

D. Uncollectible Receivable Balances

No significant change.

E. Business Interruption Insurance Recoveries

None.

NOTES TO FINANCIAL STATEMENTS

F. State Transferable and Non-transferable Tax Credits

None.

G. Subprime Mortgage Related Risk Exposure

No significant change.

H. Retained Assets

None.

22. Events Subsequent

None.

23. Reinsurance

None.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves for incurred claims and claim adjustment expenses attributable to insured events of prior years decreased during the period ended September 30, 2012 by $14,723,435 and $270,320, respectively, as a result of re-estimation of unpaid claims and claims adjustment expenses principally on the Medicare Advantage product. The re-estimation decrease was generally the result of ongoing analysis of recent loss development trends. Original estimates are adjusted as additional information becomes known regarding individual claims. Favorable prior year claim development on retrospectively rated policies does not significantly impact surplus because such policies are subject to premium adjustments.

26. Intercompany Pooling Arrangements

None.

27. Structured Settlements

Not applicable.

28. Health Care Receivables

A. Pharmaceutical Rebates Receivable

The following is an analysis of pharmaceutical rebates receivable:

Quarter Ended	Estimated Pharmaceutical Rebates As Reported	Pharmaceutical Rebates as Invoiced or Confirmed	Actual Rebates Collected Within 90 Days	Actual Rebates Collected Within 91-180 Days	Actual Rebates Collected More Than 180 Days
09/30/2012	$ 9,731,871	$ -	$ -	$ -	$ -
06/30/2012	$ 9,710,509	$ 9,715,220	$ 58,374	$ -	$ -
03/31/2012	$ 9,889,303	$ 9,827,337	$ 9,069,784	$ 243,784	$ -
12/31/2011	$ 10,738,151	$ 10,981,318	$ 9,978,223	$ 319,310	$ 635,702
09/30/2011	$ 11,376,298	$ 11,658,375	$ 9,281,220	$ 1,473,290	$ 903,849
06/30/2011	$ 11,539,018	$ 11,763,862	$ 10,215,859	$ 553,725	$ 994,277
03/31/2011	$ 11,718,695	$ 11,688,845	$ 7,389,617	$ 2,990,728	$ 1,308,563
12/31/2010	$ 11,324,294	$ 11,588,091	$ 5,500,862	$ 2,212,841	$ 3,854,006
09/30/2010	$ 11,670,397	$ 11,885,565	$ 5,916,580	$ 1,983,484	$ 3,985,502
06/30/2010	$ 11,870,074	$ 12,025,583	$ 4,582,316	$ 2,824,892	$ 4,616,449
03/31/2010	$ 12,477,210	$ 12,483,026	$ 4,168,759	$ 1,634,071	$ 6,677,361
12/31/2009	$ 13,376,682	$ 14,084,114	$ 5,643,196	$ 139,327	$ 8,301,590

B. Risk Sharing Receivables

None.

29. Participating Policies

None.

NOTES TO FINANCIAL STATEMENTS

30. Premium Deficiency Reserves

    No change.

31. Anticipated Salvage and Subrogation

    None.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

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

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

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

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [ ] No [X]
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. 12/31/2011.....

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. 12/31/2006.....

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). 11/15/2008.....

6.4 By what department or departments?
The Pennsylvania 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 [X] No [ ]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
In May 2012, the Corporation's Board of Directors approved a modified Code of Conduct containing three additional sections entitled "Knowing and Complying with Our Policies," "Insider Trading" and "Marketing and Advertising Activities."

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

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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

PART 1 - FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $.....19,272,727

PART 1 - INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	$ 0	$ 0
14.22 Preferred Stock	$ 0	$ 0
14.23 Common Stock	$ 0	$ 0
14.24 Short-Term Investments	$ 0	$ 0
14.25 Mortgage Loans on Real Estate	$ 0	$ 0
14.26 All Other	$ 0	$ 0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	$ 0	$ 0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	$ 0	$ 0

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

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

16. Excluding items in Schedule E-Part 3-Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No [ ]

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

1 Name of Custodian(s)	2 Custodian Address
The Bank of New York Mellon	One Mellon Center, Pittsburgh, Pennsylvania 15258
PNC Bank, N.A.	620 Liberty Avenue, Pittsburgh, Pennsylvania 15222

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
	Highmark Inc.	120 Fifth Avenue, Pittsburgh, Pennsylvania 15222
	Fulton Bank	One Penn Square, Lancaster, Pennsylvania 17602
50316187	Federated Investors	1001 Liberty Avenue, 26th Floor, Pittsburgh, Pennsylvania 15222

PART 1 - INVESTMENT

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

17.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent		101.2 %
1.2 A&H cost containment percent		1.8 %
1.3 A&H expense percent excluding cost containment expenses		1.3 %
2.1 Do you act as a custodian for health savings accounts?	Yes [ ]	No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.		0
2.3 Do you act as an administrator for health savings accounts?	Yes [ ]	No [X]
2.4 If yes, please provide the amount of funds administered as of the reporting date.		0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (YES or NO)

NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

	1	Direct Business Only							
		2	3	4	5	6	7	8	9
State, Etc.	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1. Alabama AL	N	0	0	0	0	0	0	0	0
2. Alaska AK	N	0	0	0	0	0	0	0	0
3. Arizona AZ	N	0	0	0	0	0	0	0	0
4. Arkansas AR	N	0	0	0	0	0	0	0	0
5. California CA	N	0	0	0	0	0	0	0	0
6. Colorado CO	N	0	0	0	0	0	0	0	0
7. Connecticut CT	N	0	0	0	0	0	0	0	0
8. Delaware DE	N	0	0	0	0	0	0	0	0
9. District of Columbia DC	N	0	0	0	0	0	0	0	0
10. Florida FL	N	0	0	0	0	0	0	0	0
11. Georgia GA	N	0	0	0	0	0	0	0	0
12. Hawaii HI	N	0	0	0	0	0	0	0	0
13. Idaho ID	N	0	0	0	0	0	0	0	0
14. Illinois IL	N	0	0	0	0	0	0	0	0
15. Indiana IN	N	0	0	0	0	0	0	0	0
16. Iowa IA	N	0	0	0	0	0	0	0	0
17. Kansas KS	N	0	0	0	0	0	0	0	0
18. Kentucky KY	N	0	0	0	0	0	0	0	0
19. Louisiana LA	N	0	0	0	0	0	0	0	0
20. Maine ME	N	0	0	0	0	0	0	0	0
21. Maryland MD	N	0	0	0	0	0	0	0	0
22. Massachusetts MA	N	0	0	0	0	0	0	0	0
23. Michigan MI	N	0	0	0	0	0	0	0	0
24. Minnesota MN	N	0	0	0	0	0	0	0	0
25. Mississippi MS	N	0	0	0	0	0	0	0	0
26. Missouri MO	N	0	0	0	0	0	0	0	0
27. Montana MT	N	0	0	0	0	0	0	0	0
28. Nebraska NE	N	0	0	0	0	0	0	0	0
29. Nevada NV	N	0	0	0	0	0	0	0	0
30. New Hampshire NH	N	0	0	0	0	0	0	0	0
31. New Jersey NJ	N	0	0	0	0	0	0	0	0
32. New Mexico NM	N	0	0	0	0	0	0	0	0
33. New York NY	N	0	0	0	0	0	0	0	0
34. North Carolina NC	N	0	0	0	0	0	0	0	0
35. North Dakota ND	N	0	0	0	0	0	0	0	0
36. Ohio OH	N	0	0	0	0	0	0	0	0
37. Oklahoma OK	N	0	0	0	0	0	0	0	0
38. Oregon OR	N	0	0	0	0	0	0	0	0
39. Pennsylvania PA	L	121,054,492	1,312,377,243	0	0	0	0	1,433,431,735	0
40. Rhode Island RI	N	0	0	0	0	0	0	0	0
41. South Carolina SC	N	0	0	0	0	0	0	0	0
42. South Dakota SD	N	0	0	0	0	0	0	0	0
43. Tennessee TN	N	0	0	0	0	0	0	0	0
44. Texas TX	N	0	0	0	0	0	0	0	0
45. Utah UT	N	0	0	0	0	0	0	0	0
46. Vermont VT	N	0	0	0	0	0	0	0	0
47. Virginia VA	N	0	0	0	0	0	0	0	0
48. Washington WA	N	0	0	0	0	0	0	0	0
49. West Virginia WV	N	0	0	0	0	0	0	0	0
50. Wisconsin WI	N	0	0	0	0	0	0	0	0
51. Wyoming WY	N	0	0	0	0	0	0	0	0
52. American Samoa AS	N	0	0	0	0	0	0	0	0
53. Guam GU	N	0	0	0	0	0	0	0	0
54. Puerto Rico PR	N	0	0	0	0	0	0	0	0
55. U.S. Virgin Islands VI	N	0	0	0	0	0	0	0	0
56. Northern Mariana Islands MP	N	0	0	0	0	0	0	0	0
57. Canada CN	N	0	0	0	0	0	0	0	0
58. Aggregate Other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	121,054,492	1,312,377,243	0	0	0	0	1,433,431,735	0
60. Reporting entity contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61. Total (Direct Business)	(a) 1	121,054,492	1,312,377,243	0	0	0	0	1,433,431,735	0

DETAILS OF WRITE-INS

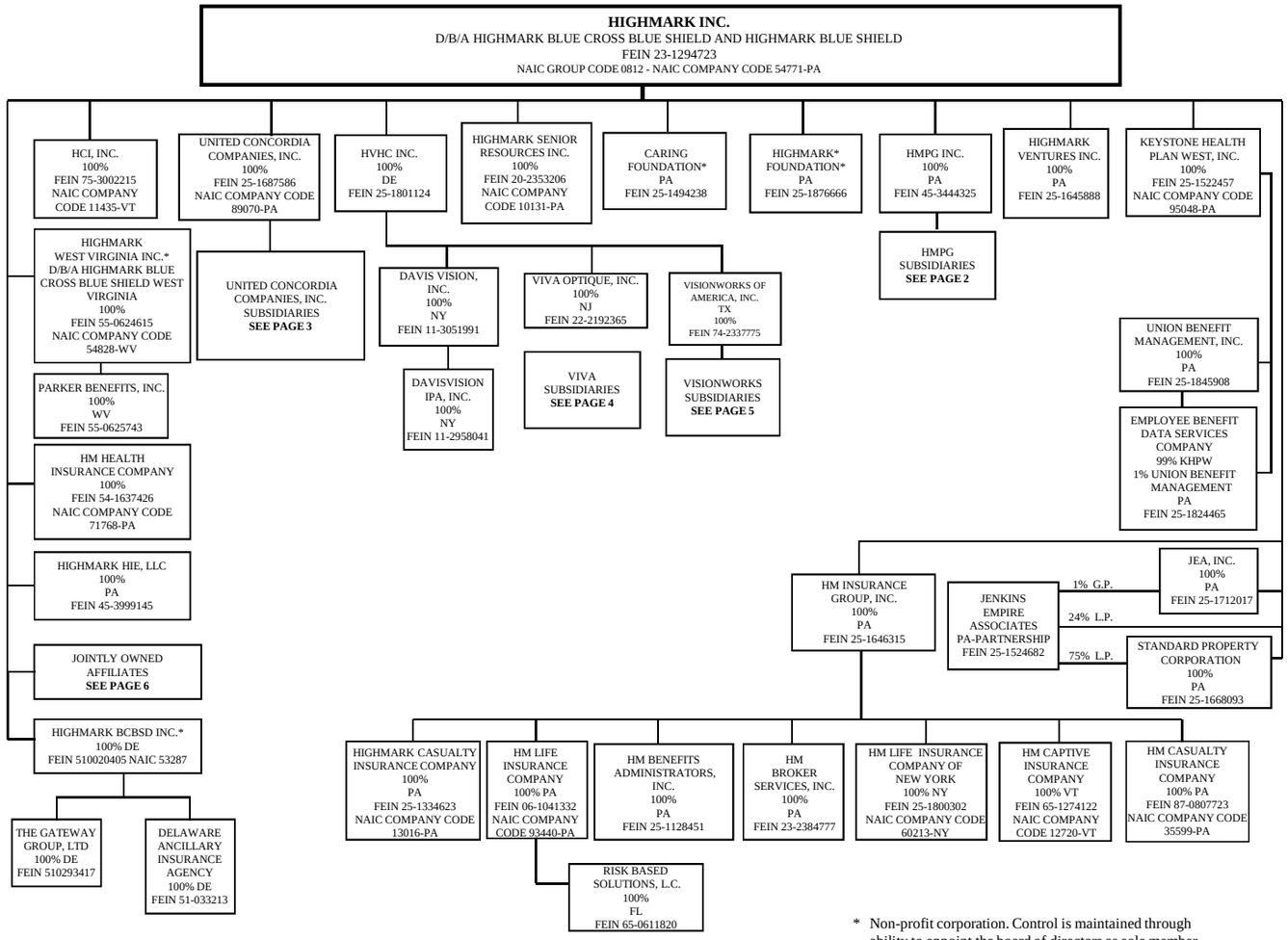
5801.	0	0	0	0	0	0	0	0	0
5802.	0	0	0	0	0	0	0	0	0
5803.	0	0	0	0	0	0	0	0	0
5898. Summary of remaining write-ins for line 58 from overflow page	0	0	0	0	0	0	0	0	0
5899. Total (Lines 5801 thru 5803 plus 5898) (Line 58 above)	0	0	0	0	0	0	0	0	0

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

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

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

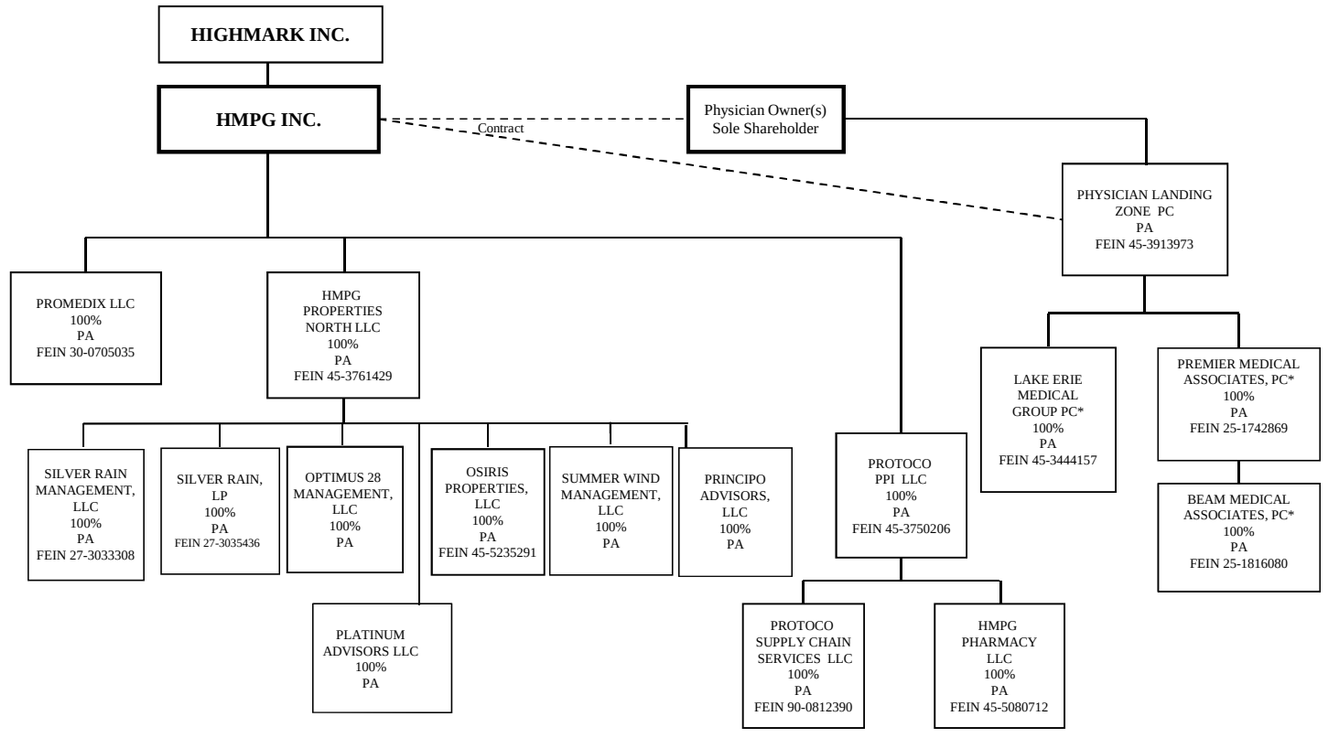
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
Part 1 – ORGANIZATION CHART



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

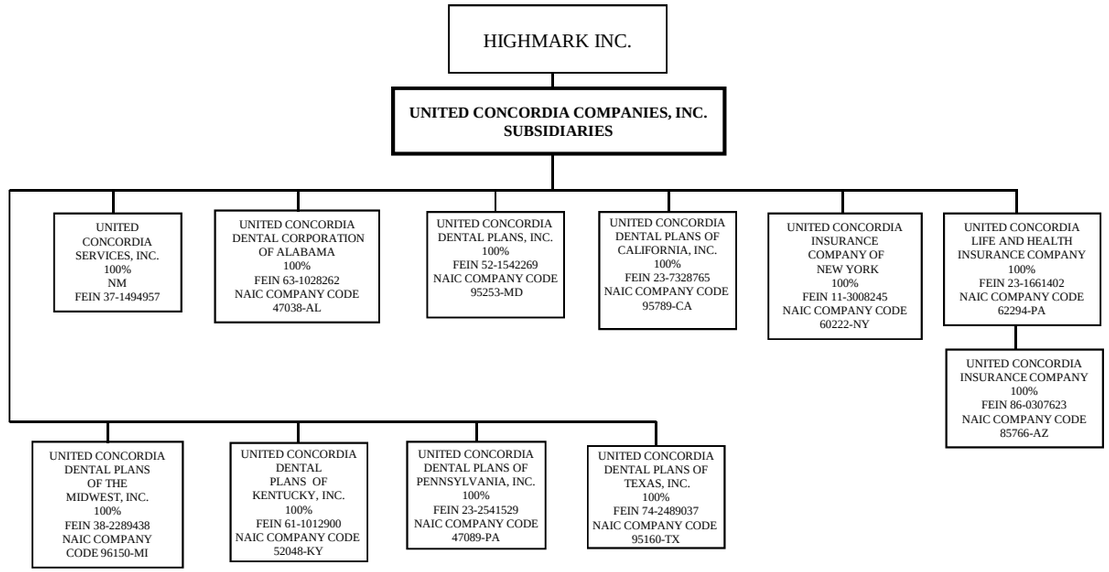
Q15.1

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



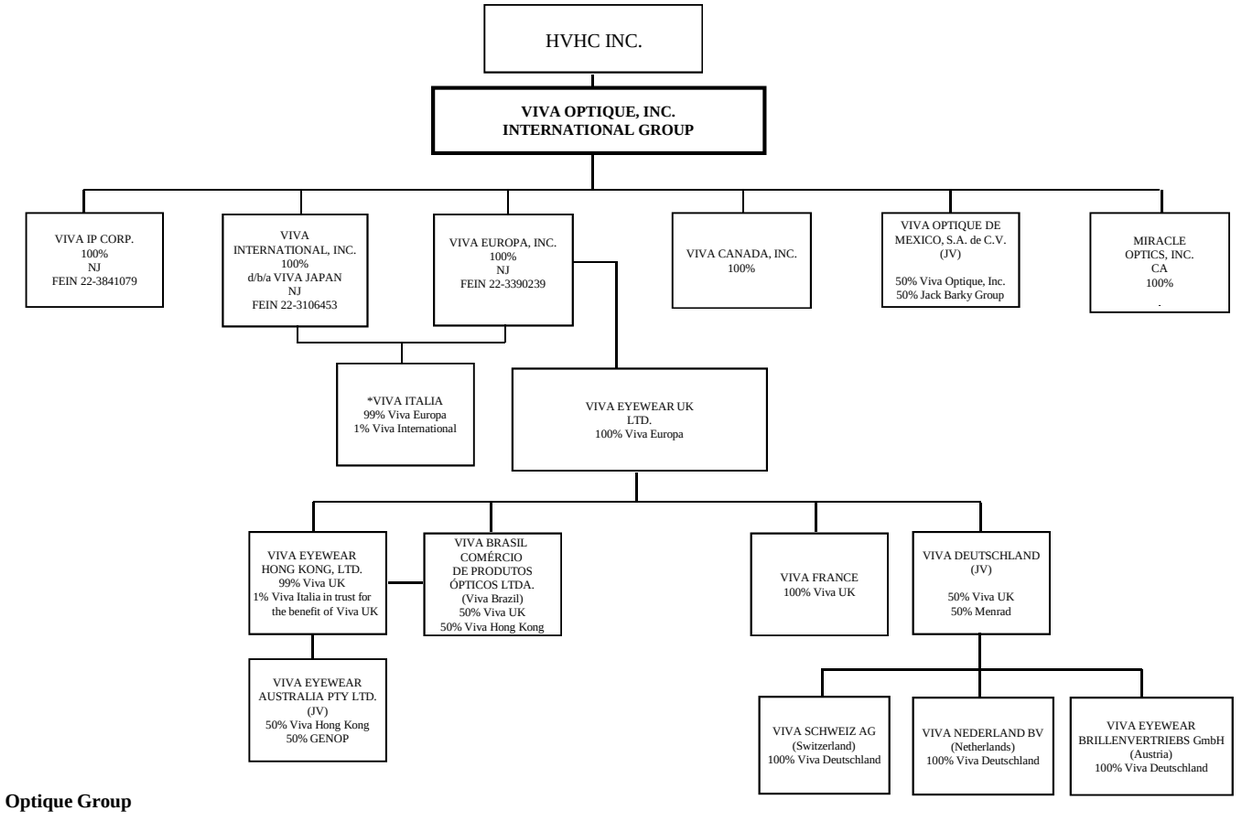
Q15.2

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



Q15.3

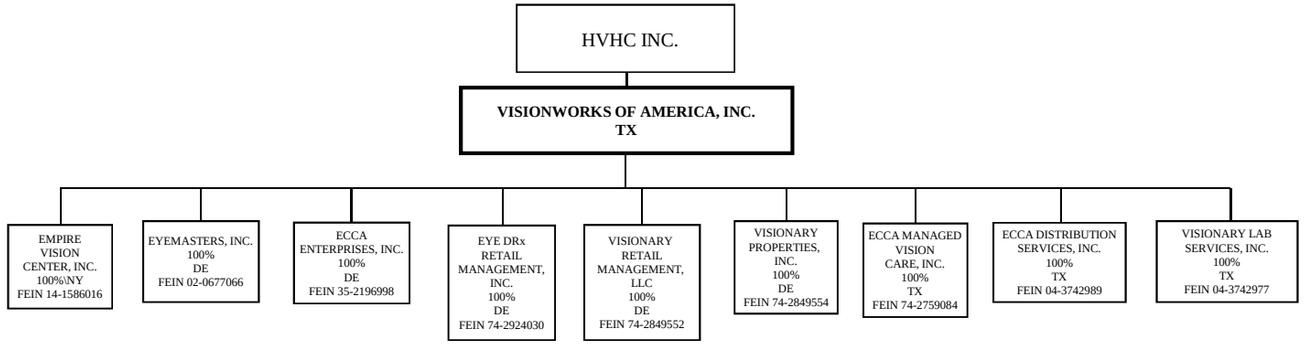
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
Part 1 – ORGANIZATION CHART



Viva Optique Group

*Viva Italia Operations ceased September 2004
– In process of dissolution

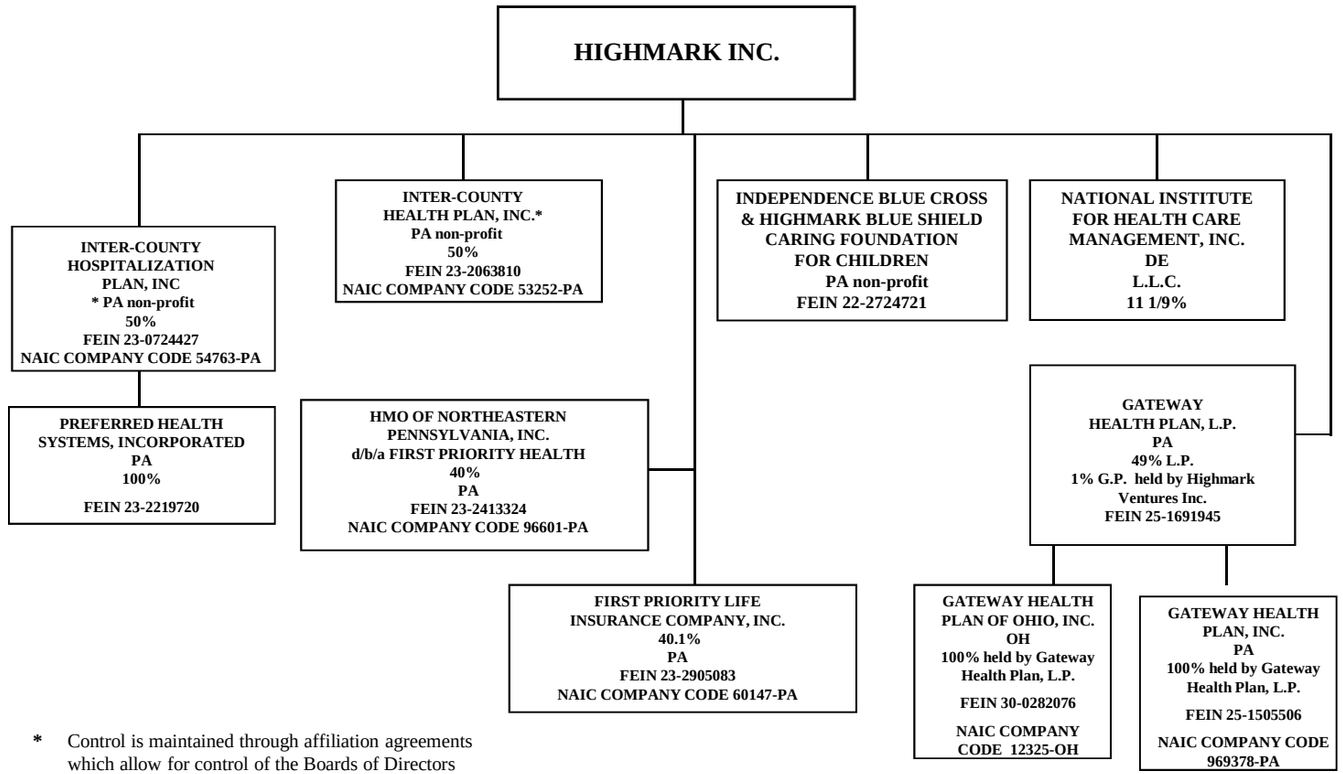
SCHEDULE Y – INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
Part 1 – ORGANIZATION CHART



Q15.4

Q15.5

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



* Control is maintained through affiliation agreements which allow for control of the Boards of Directors

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
Members														
0000		11435	75-3002215	0	0		HCI, INC.	VT	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		54828	55-0624615	0	0		HIGHMARK WEST VIRGINIA INC.	WV	IA	HIGHMARK INC.	BOARD	0.000	HIGHMARK INC.	0
0000		00000	55-0625743	0	0		PARKER BENEFITS, INC.	WV	DS	HIGHMARK WEST VIRGINIA INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		71768	54-1637426	0	0		HM HEALTH INSURANCE COMPANY	PA	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	45-3999145	0	0		HIGHMARK HIE, LLC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	25-1645888	0	0		HIGHMARK VENTURES INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		95048	25-1522457	0	0		KEYSTONE HEALTH PLAN WEST, INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	25-1845908	0	0		UNION BENEFIT MANAGEMENT, INC.	PA	DS	KEYSTONE HEALTH PLAN WEST, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	25-1824465	0	0		EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	NIA	UNION BENEFIT MANAGEMENT, INC.	OWNERSHIP	1.000	HIGHMARK INC.	0
0000		00000	25-1824465	0	0		EMPLOYEE BENEFIT DATA SERVICES COMPANY	PA	DS	KEYSTONE HEALTH PLAN WEST, INC.	OWNERSHIP	99.000	HIGHMARK INC.	0
0000		10131	20-2353206	0	0		HIGHMARK SENIOR RESOURCES INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	25-1712017	0	0		JEA INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	25-1668093	0	0		STANDARD PROPERTY CORPORATION	PA	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	25-1524682	0	0		JENKINS EMPIRE ASSOCIATES	PA	DS	HIGHMARK INC.	OWNERSHIP	24.000	HIGHMARK INC.	0
0000		00000	25-1524682	0	0		JENKINS EMPIRE ASSOCIATES	PA	DS	STANDARD PROPERTY CORPORATION	OWNERSHIP	75.000	HIGHMARK INC.	0
0000		00000	25-1524682	0	0		JENKINS EMPIRE ASSOCIATES	PA	DS	JEA INC.	OWNERSHIP	1.000	HIGHMARK INC.	0
0000		00000	25-1646315	0	0		HM INSURANCE GROUP, INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		35599	25-1334623	0	0		HIGHMARK CASUALTY INSURANCE COMPANY	PA	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		93440	06-1041332	0	0		HM LIFE INSURANCE COMPANY	PA	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	65-0611820	0	0		RISK BASED SOLUTIONS, L.C.	FL	DS	HM LIFE INSURANCE COMPANY	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	25-1128451	0	0		HM BENEFITS ADMINISTRATORS, INC.	PA	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	23-2384777	0	0		HM BROKER SERVICES, INC.	PA	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		60213	25-1800302	0	0		HM LIFE INSURANCE COMPANY OF NEW YORK	NY	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		12720	65-1274122	0	0		HM CAPTIVE INSURANCE COMPANY	VT	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		13016	87-0807723	0	0		HM CASUALTY INSURANCE COMPANY	PA	DS	HM INSURANCE GROUP, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		89070	25-1687586	0	0		UNITED CONCORDIA COMPANIES, INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	37-1494957	0	0		UNITED CONCORDIA SERVICES, INC.	NM	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		47038	63-1028262	0	0		UNITED CONCORDIA DENTAL CORPORATION OF ALABAMA	AL	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		95253	52-1542269	0	0		UNITED CONCORDIA DENTAL PLANS, INC.	MD	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		95789	23-7328765	0	0		UNITED CONCORDIA DENTAL PLANS OF CALIFORNIA, INC.	CA	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		60222	11-3008245	0	0		UNITED CONCORDIA INSURANCE COMPANY OF NEW YORK	NY	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0000		62294	23-1661402	0	0		UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	PA	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		85766	86-0307623	0	0		UNITED CONCORDIA INSURANCE COMPANY	AZ	DS	UNITED CONCORDIA LIFE AND HEALTH INSURANCE COMPANY	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		96150	38-2289438	0	0		UNITED CONCORDIA DENTAL PLANS OF THE MIDWEST, INC.	MI	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		52048	61-1012900	0	0		UNITED CONCORDIA DENTAL PLANS OF KENTUCKY, INC.	KY	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		47089	23-2541529	0	0		UNITED CONCORDIA DENTAL PLANS OF PENNSYLVANIA, INC.	PA	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		95160	74-2489037	0	0		UNITED CONCORDIA DENTAL PLANS OF TEXAS, INC.	TX	DS	UNITED CONCORDIA COMPANIES, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	45-3444325	0	0		HMPG INC.	PA	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	30-0705035	0	0		PROMEDIX LLC	PA	DS	HMPG INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	45-3761429	0	0		HMPG PROPERTIES NORTH LLC	PA	DS	HMPG INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	32-0371926	0	0		OPTIMUS 28 MANAGEMENT, LCC	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	45-5235291	0	0		OSIRIS PROPERTIES, LLC	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	27-3033308	0	0		SILVER RAIN MANAGEMENT, LLC	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	27-3035436	0	0		SILVER RAIN, LP	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	99.000	HIGHMARK INC.	0
0000		00000	27-3035436	0	0		SILVER RAIN, LP	PA	DS	SILVER RAIN, LLC	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		PLATINUM ADVISORS LLC	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		SUMMER WIND MANAGEMENT, LLC	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		PRINCIPO ADVISORS, LLC	PA	DS	HMPG PROPERTIES NORTH LLC	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	45-3750206	0	0		PROTOCO PPI LLC	PA	DS	HMPG INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	90-0812390	0	0		PROTOCO SUPPLY CHAIN SERVICES LLC	PA	DS	PROTOCO PPI LLC	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	45-5080712	0	0		HMPG PHARMACY LLC	PA	DS	PROTOCO PPI LLC	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	45-3913973	0	0		PHYSICIAN LANDING ZONE PC	PA	DS	HMPG INC.	OTHER	0.000	HIGHMARK INC.	0
0000		00000	45-3444157	0	0		LAKE ERIE MEDICAL GROUP PC	PA	DS	PHYSICIAN LANDING ZONE PC	OTHER	0.000	HIGHMARK INC.	0
0000		00000	25-1742869	0	0		PREMIER MEDICAL ASSOCIATES, PC	PA	DS	PHYSICIAN LANDING ZONE PC	OTHER	0.000	HIGHMARK INC.	0
0000		00000	25-1816080	0	0		BEAM MEDICAL ASSOCIATES, PC	PA	DS	PHYSICIAN LANDING ZONE PC	OTHER	0.000	HIGHMARK INC.	0
0000		00000	25-1801124	0	0		HVHC INC.	DE	DS	HIGHMARK INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	11-3051991	0	0		DAVIS VISION, INC.	NY	DS	HVHC INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	11-2958041	0	0		DAVISVISION IPA, INC.	NY	DS	DAVIS VISION, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	74-2337775	0	0		VISIONWORKS OF AMERICA, INC.	TX	DS	HVHC INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	14-1586016	0	0		EMPIRE VISION CENTER, INC.	NY	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	02-0677066	0	0		EYEMASTERS, INC.	DE	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0000		00000	35-2196998	0	0		ECCA ENTERPRISES, INC.	DE	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	74-2924030	0	0		EYEDRX RETAIL MANAGEMENT, INC.	DE	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	74-2849552	0	0		VISIONARY RETAIL MANAGEMENT, LLC.	DE	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	74-2849554	0	0		VISIONARY PROPERTIES, INC.	DE	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	74-2759084	0	0		ECCA MANAGED VISION CARE, INC.	TX	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	04-3742989	0	0		ECCA DISTRIBUTION SERVICES, INC.	TX	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	04-3742977	0	0		VISIONARY LAB SERVICES, INC.	TX	DS	VISIONWORKS OF AMERICA, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	22-2192365	0	0		VIVA OPTIQUE, INC.	NJ	DS	HVHC INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	22-3841079	0	0		VIVA IP CORP.	NJ	DS	VIVA OPTIQUE, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA CANADA, INC.	CN	DS	VIVA OPTIQUE, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA OPTIQUE DE MEXICO, S.A. de C.V.	MX	NIA	VIVA OPTIQUE, INC.	OWNERSHIP	50.000	HIGHMARK INC.	0
0000		00000		0	0		MIRACLE OPTICS, INC.	CA	DS	VIVA OPTIQUE, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	22-3106453	0	0		VIVA INTERNATIONAL, INC.	NJ	DS	VIVA OPTIQUE, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	22-3390239	0	0		VIVA EUROPA, INC.	NJ	DS	VIVA OPTIQUE, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA ITALIA	IT	DS	VIVA INTERNATIONAL, INC.	OWNERSHIP	1.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA ITALIA	IT	DS	VIVA EUROPA, INC.	OWNERSHIP	99.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA EYEWEAR UK LTD.	GB	DS	VIVA EUROPA, INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA EYEWEAR HONG KONG, LTD.	HK	DS	VIVA EYEWEAR UK LTD.	OWNERSHIP	99.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA EYEWEAR HONG KONG, LTD.	HK	DS	VIVA ITALIA	OWNERSHIP	1.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA EYEWEAR AUSTRALIA PTY LTD.	AU	NIA	VIVA EYEWEAR HONG KONG, LTD.	OWNERSHIP	50.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA BRASIL COMERCIO DE PRODUTOS OPTICOS LTDA	BR	NIA	VIVA EYEWEAR UK LTD.	OWNERSHIP	50.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA BRASIL COMERCIO DE PRODUTOS OPTICOS LTDA	BR	NIA	VIVA EYEWEAR HONG KONG, LTD.	OWNERSHIP	50.000	HIGHMARK INC.	0
0000		00000		0	0		INVIVA EYEWEAR, S.A.	ES	NIA	VIVA EYEWEAR UK LTD.	OWNERSHIP	50.000	HIGHMARK INC.	0
0000		00000		0	0		INVIVA EYEWEAR PORTUGAL	PT	DS	VIVA BRASIL	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA FRANCE	FR	DS	VIVA EYEWEAR UK LTD.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA DEUTSCHLAND	DE	NIA	VIVA EYEWEAR UK LTD.	OWNERSHIP	50.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA SCHWEIZ AG	CH	DS	VIVA DEUTSCHLAND	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA NEDERLAND BV	NL	DS	VIVA DEUTSCHLAND	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000		0	0		VIVA EYEWEAR BRILLENVERTRIEBS GmbH	AT	DS	VIVA DEUTSCHLAND	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		53252	23-2063810	0	0		INTER-COUNTY HEALTH PLAN, INC.	PA	IA	HIGHMARK INC.	OWNERSHIP	50.000	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
0000		54763	23-0724427	0	0		INTER-COUNTY HOSPITALIZATION PLAN, INC.	PA	IA	HIGHMARK INC.	OWNERSHIP	50.000	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
0000		00000	23-2219720	0	0		PREFERRED HEALTH SYSTEMS, INCORPORATED	PA	DS	INTER-COUNTY HOSPITALIZATION PLAN, INC.	OWNERSHIP	100.000	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/Person(s)	15 *
0000		96601	23-2413324	0	0		HMO OF NORTHEASTERN PENNSYLVANIA	PA	IA	HIGHMARK INC.	OWNERSHIP	40.000	HIGHMARK INC. / BLUE CROSS OF NORTHEASTERN PA	0
0000		60147	23-2905083	0	0		FIRST PRIORITY LIFE INSURANCE COMPANY, INC.	PA	IA	HIGHMARK INC.	OWNERSHIP	40.100	HIGHMARK INC. / BLUE CROSS OF NORTHEASTERN PA	0
0000		00000	25-1691945	0	0		GATEWAY HEALTH PLAN, L.P.	PA	IA	HIGHMARK INC.	OWNERSHIP	49.000	HIGHMARK INC. / MERCY HEALTH PLAN	0
0000		00000	25-1691945	0	0		GATEWAY HEALTH PLAN, L.P.	PA	IA	HIGHMARK VENTURES INC.	OWNERSHIP	1.000	HIGHMARK INC. / MERCY HEALTH PLAN	0
0000		00000	30-0282076	0	0		GATEWAY HEALTH PLAN OF OHIO, INC.	OH	DS	GATEWAY HEALTHPLAN, L.P.	OWNERSHIP	100.000	HIGHMARK INC. / MERCY HEALTH PLAN	0
0000		00000	25-1505506	0	0		GATEWAY HEALTH PLAN, INC.	PA	DS	GATEWAY HEALTHPLAN, L.P.	OWNERSHIP	100.000	HIGHMARK INC. / MERCY HEALTH PLAN	0
0000		00000	25-1494238	0	0		CARING FOUNDATION	PA	OTH	HIGHMARK INC.	BOARD	0.000	HIGHMARK INC.	0
0000		00000	25-1876666	0	0		HIGHMARK FOUNDATION	PA	OTH	HIGHMARK INC.	BOARD	0.000	HIGHMARK INC.	0
0000		00000	22-2724721	0	0		INDEPENDENCE BLUE CROSS AND HIGHMARK BLUE SHIELD CARING FOUNDATION FOR CHILDREN	PA	OTH	HIGHMARK INC.	BOARD	0.000	HIGHMARK INC. / INDEPENDENCE BLUE CROSS	0
0000		0		0	0		NATIONAL INSTITUTE FOR HEALTHCARE MANAGEMENT LLC	DE	OTH	HIGHMARK INC.	BOARD	0.000	PARTICIPATING BLUES PLANS	0
0000		53287	51-0020405	0	0		HIGHMARK BCBSD INC.	DE	IA	HIGHMARK INC.	BOARD	100.000	HIGHMARK INC.	0
0000		00000	51-0293417	0	0		THE GATEWAY GROUP, LTD.	DE	DS	HIGHMARK BCBSD INC.	OWNERSHIP	100.000	HIGHMARK INC.	0
0000		00000	51-033213	0	0		DELAWARE ANCILLARY INSURANCE AGENCY.	DE	DS	HIGHMARK BCBSD INC.	OWNERSHIP	100.000	HIGHMARK INC.	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

1.

Bar Code:

* 9 5 0 4 8 2 0 1 2 3 6 5 0 0 0 0 3 *

SCHEDULE A - VERIFICATION

Real Estate

NONE

	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	0	0
2.2 Additional investment made after acquisition	0	0
3. Current year change in encumbrances	0	0
4. Total gain (loss) on disposals	0	0
5. Deduct amounts received on disposals	0	0
6. Total foreign exchange change in book/adjusted carrying value	0	0
7. Deduct current year's other than temporary impairment recognized	0	0
8. Deduct current year's depreciation	0	0
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	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

SCHEDULE B - VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

NONE

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

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	369,463,030	349,032,435
2. Cost of bonds and stocks acquired	209,822,746	271,363,956
3. Accrual of discount	268,161	237,781
4. Unrealized valuation increase (decrease)	177,265	(215,290)
5. Total gain (loss) on disposals	3,792,904	2,970,322
6. Deduct consideration for bonds and stocks disposed of	225,765,463	251,216,792
7. Deduct amortization of premium	2,740,792	2,709,382
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	355,017,851	369,463,030
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	355,017,851	369,463,030

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	657,530,268	523,448,178	687,028,275	(3,018,901)	627,958,172	657,530,268	490,931,269	539,240,900
2. Class 2 (a)	34,944,860	8,807,567	8,268,739	2,004,648	36,451,685	34,944,860	37,488,337	28,658,525
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	2,840	0	(2,840)	0	0	0	0
7. Total Bonds	692,475,128	532,258,585	695,297,014	(1,017,093)	664,409,857	692,475,128	528,419,606	567,899,425
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	692,475,128	532,258,585	695,297,014	(1,017,093)	664,409,857	692,475,128	528,419,606	567,899,425

(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 $.....91,190,230; 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	164,397,801	XXX	165,263,778	800,558	276,173

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	138,865,851	133,444,573
2. Cost of short-term investments acquired	1,496,488,036	2,035,075,155
3. Accrual of discount	41,832	57,175
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	3,246
6. Deduct consideration received on disposals	1,469,792,141	2,029,112,261
7. Deduct amortization of premium	1,205,777	602,037
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	164,397,801	138,865,851
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	164,397,801	138,865,851

Sch. DB-Pt A-Verification
NONE

Sch. DB-Pt B-Verification
NONE

Sch. DB-Pt C-Sn 1
NONE

Sch. DB-Pt C-Sn 2
NONE

Sch. DB-Verification
NONE

SCHEDULE E- VERIFICATION

Cash Equivalents

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	59,570,544	139,980,138
2. Cost of cash equivalents acquired	291,061,014	694,885,892
3. Accrual of discount	86,499	207,044
4. Unrealized valuation increase (decrease)	8,258	(8,258)
5. Total gain (loss) on disposals	(11,925)	0
6. Deduct consideration received on disposals	331,634,085	775,416,000
7. Deduct amortization of premium	12,806	78,272
8. Total foreign exchange change in book/ adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	19,067,499	59,570,544
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	19,067,499	59,570,544

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Government									
36176R 6K 3	GNMA POOL# 774274 4.500% 12/15/41		07/09/2012	UBS SECURITIES LLC/CMO		3,440,609	3,111,913	7,002	1
36176X P6 0	GNMA POOL# 779245 4.000% 05/15/42		08/06/2012	UBSFINANCIALSERVICESINC WE		2,192,592	1,991,285	4,204	1
36179M E4 8	GNMA POOL# MA0155 4.000% 06/20/42		07/19/2012	DAIWA SECURITIES AMERICA INC		1,644,387	1,490,662	3,147	1
36202F P6 7	GNMA SF II POOL# G2 494 4.000% 02/20/41		09/12/2012	BAIRD ROBERT W & CO INC		2,366,333	2,152,435	4,544	1
912828 QR 4	US TREASURY NOTE 1.500% 06/30/16		07/10/2012	RBCDAINRAUSCHERINC MINNEAP		3,376,826	3,250,000	1,457	1
912828 RX 0	US TREASURY NOTE 0.875% 12/31/16		09/25/2012	BARCLAYS CAPITAL INC		2,027,500	2,000,000	4,185	1
912828 TG 5	US TREASURY NOTE 0.500% 07/31/17		09/10/2012	Various		5,943,809	6,000,000	1,379	1
912828 TJ 9	US TREASURY NOTE 1.625% 08/15/22		08/15/2012	PNC CAPITAL MKTS		1,475,859	1,500,000	66	1
0599999.	Total - Bonds - U.S. Government					22,467,915	21,496,295	25,984	XXX
Bonds - U.S. Special Revenue and Special Assessment									
3133X0 PF 0	FEDERAL HOME LOAN BANK 5.375% 08/15/18		08/23/2012	PNC CAPITAL MKTS		1,246,290	1,000,000	1,792	1
3134G3 M4 9	FEDERAL HOME LOAN MTG B 1.500% 09/26/19		09/13/2012	PNC SECURITIES CORP		2,000,000	2,000,000	0	1
3134G3 YV 6	FEDERAL HOME LOAN MTG B 1.300% 07/16/18		07/13/2012	STIFEL NICOLAUS & CO INC		1,025,000	1,025,000	0	1
3134G3 ZJ 2	FEDERAL HOME LOAN MTG B 2.000% 07/30/21		07/11/2012	STIFEL NICOLAUS & CO INC		2,000,000	2,000,000	0	1
3135G0 LN 1	FNMA BOND 0.500% 07/02/15		07/10/2012	MORGANSTANLEY&COINC NY		5,001,465	5,000,000	625	1
3136A8 S3 5	FANNIE MAE SER 2012-108 1.000% 01/25/41		09/12/2012	PNC CAPITAL MKTS		1,047,500	1,000,000	2,250	1
3136G0 C7 4	FNMA STP CPN NTS 0.625% 09/27/17		09/13/2012	PNC SECURITIES CORP		1,000,000	1,000,000	0	1
3137EA BP 3	FEDERAL HOME LOAN MTG C 4.875% 06/13/18		08/23/2012	STIFEL NICOLAUS & CO INC		1,217,610	1,000,000	10,021	1
3199999.	Total - Bonds - U.S. Special Revenue & Special Assessments					14,537,865	14,025,000	14,688	XXX
Bonds - Industrial and Miscellaneous									
05531F AL 7	BB&T CORPORATION SR MTN 1.600% 08/15/17		08/07/2012	UBSFINANCIALSERVICESINC WE		998,180	1,000,000	0	1FE
09256B AD 9	BLACKSTONE HOLDINGS FIN 4.750% 02/15/23		08/15/2012	MORGANSTANLEY&COINC NY		1,471,590	1,500,000	0	1FE
12572Q AE 5	CME GROUP INC SR BOND 3.000% 09/15/22		09/05/2012	BANC OF AMERICA SECURITIES LLC		1,993,820	2,000,000	0	1FE
172967 FW 6	CITIGROUP INC SR NTS 4.450% 01/10/17		07/10/2012	KGS ALPHA CAPITAL MKTS LLC		314,970	300,000	111	1FE
29717P AC 1	ESSEX PORTFOLIO LP 144A 3.625% 08/15/22		08/09/2012	WACHOVIACAPITALMARKETSLLC		989,900	1,000,000	0	2FE
36962G 4C 5	GENERAL ELECTRIC CAP CO 5.900% 05/13/14		07/03/2012	WACHOVIACAPITALMARKETSLLC		1,087,830	1,000,000	9,178	1FE
38141E A6 6	GOLDMAN SACHS GROUP INC 6.000% 06/15/20		07/05/2012	BAIRD ROBERT W & CO INC		1,085,890	1,000,000	4,167	1FE
590188 JF 6	MERRILL LYNCH & CO 6.500% 07/15/18		08/16/2012	BAIRD ROBERT W & CO INC		1,419,975	1,250,000	8,125	1FE
61747W AF 6	MORGAN STANLEY SR NTS 5.750% 01/25/21		09/07/2012	BAIRD ROBERT W & CO INC		1,068,480	1,000,000	7,507	1FE
665859 AN 4	NORTHERN TRUST CORP SR 2.375% 08/02/22		09/21/2012	MCDONALD & COMPANY		988,440	1,000,000	3,563	1FE
68233J AP 9	ONCOR ELECTRIC DELIVERY 4.100% 06/01/22		07/11/2012	MCDONALD & COMPANY		1,049,490	1,000,000	6,606	2FE
68233J AR 5	ONCOR ELECTRIC DELIVERY 4.100% 06/01/22		08/24/2012	Tax Free Exchange		1,049,042	1,000,000	10,933	2FE
709599 AG 9	PENSKE TRUCK LEASING/PT 2.500% 07/11/14		07/10/2012	BANC OF AMERICA SECURITIES LLC		999,610	1,000,000	0	2FE
883556 AX 0	THERMO FISHER SCIENTIFI 4.500% 03/01/21		09/17/2012	MCDONALD & COMPANY		1,128,200	1,000,000	2,375	2FE
883556 BB 7	THERMO FISHER SCIENTIFI 1.850% 01/15/18		08/16/2012	BEAR STEARNS & CO		999,850	1,000,000	0	2FE
89233P 6J 0	TOYOTA MOTOR CREDIT COR 0.875% 07/17/15		07/16/2012	BEAR STEARNS & CO		999,470	1,000,000	0	1FE
90269C AB 6	UBS-BARCLAYS COMMERCIAL 2.113% 05/10/63		07/02/2012	UBS SECURITIES LLC/CMO		2,039,953	2,000,000	1,878	1FE
92276M AZ 8	VENTAS REALTY LP/CAP CO 3.250% 08/15/22		07/31/2012	BANC OF AMERICA SECURITIES LLC		1,485,405	1,500,000	0	2FE
06849U AC 9	BARRICK PD AU FIN PTY L 4.950% 01/15/20	F	08/16/2012	MCDONALD & COMPANY		1,106,070	1,000,000	4,950	2FE

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)
874060 AB 2	TAKEDA PHARMACEUTICAL 1 1.625% 03/17/17	F	07/17/2012	MCDONALD & COMPANY		1,005,610	1,000,000	135	1FE
3899999.	Total - Bonds - Industrial & Miscellaneous					23,281,775	22,550,000	59,528	XXX
Bonds - Hybrid Securities									
74042T AE 1	PRETSL XXVII LTD SER 14 0.989% 12/22/37	F	09/22/2012	Interest Capitalization		2,840	2,840	0	6FE
4899999.	Total - Bonds - Hybrid Securities					2,840	2,840	0	XXX
8399997.	Total - Bonds - Part 3					60,290,395	58,074,135	100,200	XXX
8399999.	Total - Bonds					60,290,395	58,074,135	100,200	XXX
Common Stocks - Mutual Funds									
72701U 40 1	PLAN INVESTMENT ULTRASH		09/28/2012	Direct	2,615.000	26,136	XXX	0	U
9299999.	Total - Common Stocks - Mutual Funds					26,136	XXX	0	XXX
9799997.	Total - Common Stocks - Part 3					26,136	XXX	0	XXX
9799999.	Total - Common Stocks					26,136	XXX	0	XXX
9899999.	Total - Preferred and Common Stocks					26,136	XXX	0	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					60,316,531	XXX	100,200	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....1.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Government																					
36176R 6K 3	GNMA POOL# 774274 4.500% 12/15/41		09/01/2012	Paydown		139,261	139,261	153,970	0	0	(14,709)	0	(14,709)	0	139,261	0	0	0	539	12/15/2041	1
36176X P6 0	GNMA POOL# 779245 4.000% 05/15/42		09/01/2012	Paydown		7,225	7,225	7,956	0	0	(730)	0	(730)	0	7,225	0	0	0	24	05/15/2042	1
36179M E4 8	GNMA POOL# MA0155 4.000% 06/20/42		09/01/2012	Paydown		9,775	9,775	10,784	0	0	(1,008)	0	(1,008)	0	9,775	0	0	0	33	06/20/2042	1
36202E RD 3	GNMA SF II POOL# 4084 5.500% 02/20/38		07/09/2012	UBS FINANCIAL SERVICES INC WE		1,582,790	1,424,333	1,453,354	1,450,774	0	(457)	0	(457)	0	1,450,317	0	132,473	132,473	49,614	02/20/2038	1
36202E RD 3	GNMA SF II POOL# 4084 5.500% 02/20/38		07/01/2012	Paydown		45,896	45,896	46,831	46,748	0	(852)	0	(852)	0	45,896	0	0	0	1,472	02/20/2038	1
36202E S9 1	GNMA SF II POOL# 4144 5.500% 05/20/38		09/01/2012	Paydown		101,863	101,863	101,895	101,867	0	(4)	0	(4)	0	101,863	0	0	0	3,821	05/20/2038	1
36202E V7 1	GNMA SF II POOL# 4238 5.500% 09/20/38		09/01/2012	Paydown		27,876	27,876	28,016	27,998	0	(122)	0	(122)	0	27,876	0	0	0	983	09/20/2038	1
36202F KH 8	GNMA SF II POOL# 4796 4.500% 09/20/40		09/01/2012	Paydown		78,965	78,965	82,716	82,583	0	(3,618)	0	(3,618)	0	78,965	0	0	0	2,419	09/20/2040	1
36202F XD 3	GNMA SF II POOL# 5176 5.000% 09/20/41		09/01/2012	Paydown		123,068	123,068	136,606	0	0	(13,537)	0	(13,537)	0	123,068	0	0	0	2,581	09/20/2041	1
36202F Y7 5	GNMA SF II POOL# 5234 4.500% 11/20/41		08/06/2012	UBS FINANCIAL SERVICES INC WE		1,963,131	1,774,080	1,940,123	0	0	(1,942)	0	(1,942)	0	1,938,181	0	24,950	24,950	37,477	11/20/2041	1
36202F Y7 5	GNMA SF II POOL# 5234 4.500% 11/20/41		08/01/2012	Paydown		70,395	70,395	76,984	0	0	(6,589)	0	(6,589)	0	70,395	0	0	0	1,196	11/20/2041	1
36202F YA 8	GNMA SF II POOL# 5205 5.000% 10/20/41		09/01/2012	Paydown		160,797	160,797	178,233	0	0	(17,436)	0	(17,436)	0	160,797	0	0	0	2,759	10/20/2041	1
3620A9 PM 7	GNMA SF I POOL# 723228 5.000% 10/15/39		09/01/2012	Paydown		90,394	90,394	93,670	93,500	0	(3,106)	0	(3,106)	0	90,394	0	0	0	3,036	10/15/2039	1
3620AU BZ 6	GNMA SF I POOL# 739956 4.000% 11/15/40		09/01/2012	Paydown		4,079	4,079	4,245	4,239	0	(160)	0	(160)	0	4,079	0	0	0	109	11/15/2040	1
3620C1 E6 9	GNMA POOL# 745457 4.500% 08/20/30		09/01/2012	Paydown		52,555	52,555	55,987	55,908	0	(3,354)	0	(3,354)	0	52,555	0	0	0	1,722	08/20/2030	1
36210B X4 2	GNMA SF I POOL# 487699 5.000% 03/15/39		09/01/2012	Paydown		114,077	114,077	117,036	116,813	0	(2,736)	0	(2,736)	0	114,077	0	0	0	3,894	03/15/2039	1
36225B U6 3	GNMA SF I POOL# 781505 5.500% 10/15/32		09/01/2012	Paydown		255,483	255,483	262,539	261,605	0	(6,122)	0	(6,122)	0	255,483	0	0	0	9,536	10/15/2032	1
36241K G5 1	GNMA SF I POOL# 782020 5.500% 12/15/35		09/01/2012	Paydown		167,843	167,843	170,335	170,077	0	(2,233)	0	(2,233)	0	167,843	0	0	0	6,008	12/15/2035	1
912828 MB 3	US TREASURY NOTE 1.125% 12/15/12		07/10/2012	BNP PARIBAS SECURITIES CORP/FI		3,514,492	3,500,000	3,480,859	3,493,803	0	3,401	0	3,401	0	3,497,203	0	17,289	17,289	22,485	12/15/2012	1
912828 QV 5	US TREASURY NOTE T I P 0.625% 07/15/21		07/10/2012	BARCLAYS CAPITAL INC		1,437,627	1,229,350	1,308,250	1,305,521	1,845	(3,898)	0	(2,053)	0	1,303,469	0	134,158	134,158	7,757	07/15/2021	1
0599999.	Total - Bonds - U.S. Government					9,947,592	9,377,315	9,710,389	7,211,436	1,845	(79,212)	0	(77,367)	0	9,638,722	0	308,870	308,870	157,465	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment																					
31283H K6 1	FHLMC POOL# G0-1217 7.000% 03/01/31		09/01/2012	Paydown		738	738	778	768	0	(30)	0	(30)	0	738	0	0	0	34	03/01/2031	1
31283H RL 1	FHLMC POOL# G0-1391 7.000% 04/01/32		09/01/2012	Paydown		359	359	378	374	0	(15)	0	(15)	0	359	0	0	0	17	04/01/2032	1
31287V DW 7	FHLMC POOL# C6-9117 8.000% 07/01/32		09/01/2012	Paydown		1,258	1,258	1,352	1,331	0	(73)	0	(73)	0	1,258	0	0	0	67	07/01/2032	1
3128KF Y8 7	FHLMC POOL# A5-3435 6.000% 11/01/36		09/01/2012	Paydown		16,976	16,976	17,073	17,057	0	(81)	0	(81)	0	16,976	0	0	0	652	11/01/2036	1
3128KM AW 5	FHLMC POOL# A5-8121 5.500% 03/01/37		09/01/2012	Paydown		69,337	69,337	68,826	68,867	0	470	0	470	0	69,337	0	0	0	2,474	03/01/2037	1
3128L8 A6 2	FHLMC POOL# A7-4529 5.000% 03/01/38		09/01/2012	Paydown		76,781	76,781	75,713	75,797	0	984	0	984	0	76,781	0	0	0	2,495	03/01/2038	1
3128LX BJ 8	FHLMC POOL# GO-1841 5.500% 06/01/35		09/01/2012	Paydown		51,693	51,693	51,555	51,558	0	135	0	135	0	51,693	0	0	0	1,902	06/01/2035	1
3128M4 5H 2	FHLMC POOL# G0-3248 6.000% 08/01/37		09/01/2012	Paydown		12,090	12,090	12,226	12,212	0	(122)	0	(122)	0	12,090	0	0	0	481	08/01/2037	1
3128M6 5D 6	FHLMC POOL# G0-5044 5.500% 08/01/38		07/09/2012	UBS FINANCIAL SERVICES INC WE		1,143,216	1,050,931	1,078,189	1,076,292	0	(379)	0	(379)	0	1,075,913	0	67,303	67,303	35,483	08/01/2038	1
3128M6 5D 6	FHLMC POOL# G0-5044 5.500% 08/01/38		07/01/2012	Paydown		51,338	51,338	52,670	52,577	0	(1,239)	0	(1,239)	0	51,338	0	0	0	1,647	08/01/2038	1
3128MU L4 5	FHLMC POOL# H0-2147 6.000% 12/01/37		09/01/2012	Paydown		13,741	13,741	13,929	13,909	0	(168)	0	(168)	0	13,741	0	0	0	562	12/01/2037	1
3128MU L5 2	FHLMC POOL# HO-2148 6.000% 12/01/37		09/01/2012	Paydown		41,431	41,431	41,972	41,913	0	(482)	0	(482)	0	41,431	0	0	0	1,579	12/01/2037	1
3128NF 6C 6	FHLMC ARM POOL# 1A-1767 3.696% 07/01/37		09/01/2012	Paydown		32,135	32,135	32,476	32,418	0	(284)	0	(284)	0	32,135	0	0	0	1,076	07/01/2037	1

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3128P7 EE 9	FHLMC POOL# C9-1033 5.500% 06/01/27		09/01/2012	Paydown		25,245	25,245	24,567	24,685	0	561	0	561	0	25,245	0	0	0	917	06/01/2027	1
3128PL Q8 8	FHLMC POOL# J0-8579 5.500% 08/01/23		09/01/2012	Paydown		4,522	4,522	4,517	4,516	0	6	0	6	0	4,522	0	0	0	167	08/01/2023	1
3128PU C9 1	FHLMC POOL# J14596 4.000% 03/01/26		07/01/2012	CHASE SECURITIES NEWYORK		0	0	0	0	0	0	0	0	0	0	0	0	0	43,648	03/01/2026	1
3128QH UR 9	FHLMC ARM POOL# 1N-1492 2.415% 01/01/37		09/01/2012	Paydown		70,978	70,978	71,297	71,217	0	(239)	0	(239)	0	70,978	0	0	0	1,068	01/01/2037	1
312909 GA 6	FHLMC REMIC SER 1248 CL 0.871% 03/15/22		09/15/2012	Paydown		2,080	2,080	2,094	2,088	0	(7)	0	(7)	0	2,080	0	0	0	13	03/15/2022	1
31294K JB 2	FHLMC POOL# E0-1158 7.000% 04/01/17		09/01/2012	Paydown		20,399	20,399	21,486	20,797	0	(397)	0	(397)	0	20,399	0	0	0	960	04/01/2017	1
31294M AC 5	FHLMC POOL# E02703 4.000% 07/01/25		09/01/2012	Paydown		138,978	138,978	142,626	142,401	0	(3,423)	0	(3,423)	0	138,978	0	0	0	3,730	07/01/2025	1
31298U TJ 8	FHLMC POOL# C5-7753 8.000% 09/01/31		09/01/2012	Paydown		2,873	2,873	3,058	3,014	0	(141)	0	(141)	0	2,873	0	0	0	136	09/01/2031	1
3132GD M8 2	FHLMC POOL# Q00383 4.500% 04/01/41		09/01/2012	Paydown		44,265	44,265	47,945	0	0	(3,680)	0	(3,680)	0	44,265	0	0	0	714	04/01/2041	1
3132GF RH 2	FHLMC POOL# Q02288 4.000% 07/01/41		09/01/2012	Paydown		35,413	35,413	35,312	35,312	0	100	0	100	0	35,413	0	0	0	995	07/01/2041	1
3132GJ ZS 1	FHLMC POOL# Q03753 4.000% 10/01/41		09/01/2012	Paydown		13,508	13,508	14,033	14,031	0	(523)	0	(523)	0	13,508	0	0	0	359	10/01/2041	1
313379 QF 9	FEDERAL HOME LOAN BANK 0.450% 06/27/14		09/27/2012	Call 100.0000		1,000,000	1,000,000	1,000,000	0	0	0	0	0	0	1,000,000	0	0	0	1,125	06/27/2014	1
3133N9 Q7 4	FHLMC REMIC SER 2431 CL 0.721% 03/15/32		09/15/2012	Paydown		647	647	645	646	0	1	0	1	0	647	0	0	0	3	03/15/2032	1
3133EA SY 5	FEDERAL FARM CREDIT BAN 1.320% 12/07/17		09/07/2012	Call 100.0000		1,000,000	1,000,000	1,000,000	0	0	0	0	0	0	1,000,000	0	0	0	3,300	12/07/2017	1
3133X0 PF 0	FEDERAL HOME LOAN BANK 5.375% 08/15/18		09/12/2012	PNC SECURITIES CORP		1,240,820	1,000,000	1,246,290	0	0	(1,847)	0	(1,847)	0	1,244,443	0	(3,623)	(3,623)	4,181	08/15/2018	1
3134G3 WG 1	FEDERAL HOME LOAN MTG N 1.400% 06/12/18		09/13/2012	PNC CAPITAL MKTS		1,000,938	1,000,000	1,000,000	0	0	0	0	0	0	1,000,000	0	938	938	3,578	06/12/2018	1
3134G3 YV 6	FEDERAL HOME LOAN MTG B 1.300% 07/16/18		08/15/2012	PNC CAPITAL MKTS		1,021,925	1,025,000	1,025,000	0	0	0	0	0	0	1,025,000	0	(3,075)	(3,075)	1,110	07/16/2018	1
3136FR W6 6	FNMA STP CPN NTS 1.000% 09/21/16		09/21/2012	Call 100.0000		1,000,000	1,000,000	1,000,000	1,000,000	0	0	0	0	0	1,000,000	0	0	0	10,000	09/21/2016	1
31371M 5R 4	FNMA POOL# 256556 6.000% 01/01/27		09/01/2012	Paydown		22,821	22,821	23,124	23,043	0	(222)	0	(222)	0	22,821	0	0	0	882	01/01/2027	1
3137EA BE 8	FEDERAL HOME LOAN MTG C 4.125% 12/21/12		07/10/2012	BNP PARIBAS SECURITIES CORP/FI		2,034,820	2,000,000	2,069,716	2,015,017	0	(8,067)	0	(8,067)	0	2,006,950	0	27,870	27,870	45,833	12/21/2012	1
3137EA DB 2	FEDERAL HOME LOAN MTG C 2.375% 01/13/22		08/08/2012	WACHOVIA CAPITAL MARKETS LLC		1,034,070	1,000,000	994,180	0	0	297	0	297	0	994,477	0	39,593	39,593	13,590	01/13/2022	1
31381R 4U 5	FNMA POOL# 468935 3.940% 09/01/21		09/01/2012	Paydown		6,306	6,306	6,795	6,780	0	(474)	0	(474)	0	6,306	0	0	0	167	09/01/2021	1
31386C 3T 7	FNMA ARM POOL# 559810 1.547% 08/01/40		09/01/2012	Paydown		183	183	186	185	0	(2)	0	(2)	0	183	0	0	0	2	08/01/2040	1
3138A2 BV 0	FNMA POOL# AH0951 4.500% 12/01/40		09/01/2012	Paydown		76,246	76,246	79,486	79,447	0	(3,201)	0	(3,201)	0	76,246	0	0	0	2,305	12/01/2040	1
3138A3 6V 4	FNMA POOL# AH2683 4.000% 01/01/41		09/01/2012	Paydown		196,670	196,670	207,164	0	0	(10,494)	0	(10,494)	0	196,670	0	0	0	4,027	01/01/2041	1
3138AH W6 9	FNMA POOL# AI4268 5.000% 06/01/41		09/01/2012	Paydown		23,914	23,914	26,010	0	0	(2,096)	0	(2,096)	0	23,914	0	0	0	628	06/01/2041	1
3138AL JW 8	FNMA POOL# AI6576 5.000% 07/01/41		09/01/2012	Paydown		51,780	51,780	56,068	56,031	0	(4,251)	0	(4,251)	0	51,780	0	0	0	1,724	07/01/2041	1
3138AN VJ 9	FNMA POOL# AI8716 4.500% 08/01/41		09/01/2012	Paydown		4,213	4,213	4,482	4,479	0	(267)	0	(267)	0	4,213	0	0	0	127	08/01/2041	1
3138AR G2 4	FNMA POOL# AJ0216 5.000% 08/01/41		09/01/2012	Paydown		104,631	104,631	114,881	0	0	(10,251)	0	(10,251)	0	104,631	0	0	0	3,244	08/01/2041	1
3138AS XT 4	FNMA POOL# AJ1589 4.000% 10/01/41		09/01/2012	Paydown		113,410	113,410	118,762	118,759	0	(5,349)	0	(5,349)	0	113,410	0	0	0	3,105	10/01/2041	1
3138AW 7F 4	FNMA POOL# AJ5393 4.500% 11/01/41		09/01/2012	Paydown		64,031	64,031	69,404	0	0	(5,373)	0	(5,373)	0	64,031	0	0	0	1,412	11/01/2041	1
3138AW X3 2	FNMA POOL# AJ5197 4.000% 11/01/41		09/01/2012	Paydown		186,310	186,310	198,857	0	0	(12,547)	0	(12,547)	0	186,310	0	0	0	1,490	11/01/2041	1
3138AX FM 8	FNMA POOL# AJ5571 4.000% 01/01/42		09/01/2012	Paydown		6,036	6,036	6,446	0	0	(409)	0	(409)	0	6,036	0	0	0	61	01/01/2042	1
3138EG GS 7	FNMA POOL# AL0208 4.500% 05/01/41		09/01/2012	Paydown		198,961	198,961	208,132	207,985	0	(9,024)	0	(9,024)	0	198,961	0	0	0	6,159	05/01/2041	1
3138LV WU 3	FNMA POOL# AO5158 3.000% 06/01/27		09/01/2012	Paydown		50,662	50,662	53,020	0	0	(2,359)	0	(2,359)	0	50,662	0	0	0	290	06/01/2027	1
3138LX X5 3	FNMA POOL# AO6999 4.000% 06/01/42		09/01/2012	Paydown		40,892	40,892	44,118	0	0	(3,227)	0	(3,227)	0	40,892	0	0	0	378	06/01/2042	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 11	12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
31392E HN 3	FNMA REMIC SER 2002-53 0.617% 04/25/32		09/25/2012	Paydown		862	862	858	860	0	2	0	2	0	862	0	0	0	4	04/25/2032	1
31398A 3N 0	FNMA NTS 0.625% 09/24/12		09/24/2012	Maturity		3,500,000	3,500,000	3,502,870	3,501,428	0	(1,428)	0	(1,428)	0	3,500,000	0	0	0	21,875	09/24/2012	1
31401Y UV 5	FNMA ARM POOL# 722496 4.630% 08/01/33		09/01/2012	Paydown		65,879	65,879	64,603	64,764	0	1,115	0	1,115	0	65,879	0	0	0	2,036	08/01/2033	1
31402G MR 1	FNMA POOL# 728568 6.500% 10/01/33		09/01/2012	Paydown		218	218	231	228	0	(10)	0	(10)	0	218	0	0	0	9	10/01/2033	1
31403D ST 7	FNMA POOL# 745830 5.500% 04/01/36		09/01/2012	Paydown		53,441	53,441	54,125	54,037	0	(596)	0	(596)	0	53,441	0	0	0	1,959	04/01/2036	1
31404G YL 9	FNMA POOL# 768515 8.000% 02/01/34		09/01/2012	Paydown		397	397	431	425	0	(28)	0	(28)	0	397	0	0	0	21	02/01/2034	1
31407H ZH 2	FNMA POOL# 831544 6.000% 06/01/36		07/09/2012	UBS FINANCIAL SERVICES INC WE		1,015,016	917,788	908,833	909,496	0	76	0	76	0	909,573	0	105,443	105,443	33,805	06/01/2036	1
31407H ZH 2	FNMA POOL# 831544 6.000% 06/01/36		07/01/2012	Paydown		22,051	22,051	21,835	21,851	0	199	0	199	0	22,051	0	0	0	772	06/01/2036	1
31412Y BH 4	FNMA POOL# 938440 6.000% 07/01/37		09/01/2012	Paydown		42,808	42,808	42,889	42,868	0	(59)	0	(59)	0	42,808	0	0	0	1,677	07/01/2037	1
31413L D2 2	FNMA ARM POOL# 948421 3.823% 08/01/37		09/01/2012	Paydown		46,647	46,647	46,173	46,207	0	440	0	440	0	46,647	0	0	0	1,384	08/01/2037	1
31417A DE 6	FNMA POOL# AB3700 4.500% 10/01/41		09/01/2012	Paydown		186,106	186,106	200,762	0	0	(14,656)	0	(14,656)	0	186,106	0	0	0	3,147	10/01/2041	1
31417C CH 6	FNMA POOL# AB5471 3.500% 06/01/42		09/01/2012	Paydown		54,378	54,378	57,067	0	0	(2,689)	0	(2,689)	0	54,378	0	0	0	376	06/01/2042	1
31417W KB 6	FNMA POOL# AC9289 5.000% 03/01/41		09/01/2012	Paydown		24,985	24,985	26,140	26,117	0	(1,133)	0	(1,133)	0	24,985	0	0	0	904	03/01/2041	1
31419B 4X 0	FNMA POOL# AE1737 5.000% 08/01/40		09/01/2012	Paydown		13,394	13,394	14,330	14,317	0	(923)	0	(923)	0	13,394	0	0	0	447	08/01/2040	1
31419F ED 4	FNMA POOL# AE4631 5.000% 10/01/40		09/01/2012	Paydown		74,225	74,225	77,333	77,261	0	(3,037)	0	(3,037)	0	74,225	0	0	0	2,414	10/01/2040	1
31419G PL 2	FNMA POOL# AE5826 4.000% 10/01/40		09/01/2012	Paydown		220,852	220,852	229,686	229,644	0	(8,791)	0	(8,791)	0	220,852	0	0	0	5,779	10/01/2040	1
927781 B3 7	VIRGINIA ST CLG BLDG AU 3.000% 09/01/24		07/12/2012	PNC SECURITIES CORP		1,015,000	1,000,000	1,000,000	0	0	0	0	0	0	1,000,000	0	15,000	15,000	9,000	09/01/2024	1FE
3199999.	Total - Bonds - U.S. Special Revenue & Assessment					18,685,899	18,173,813	18,615,004	10,265,009	0	(119,707)	0	(119,707)	0	18,436,450	0	249,449	249,449	295,506	XXX	XXX
Bonds - Industrial and Miscellaneous																					
025816 BB 4	AMERICAN EXPRESS CO SR 8.125% 05/20/19		08/22/2012	CHASESECURITIES NEWYORK		469,854	350,000	458,924	457,028	0	(8,439)	0	(8,439)	0	448,589	0	21,265	21,265	21,881	05/20/2019	1FE
0258M0 DB 2	AMERICAN EXPRESS CREDIT 1.217% 06/24/14		08/07/2012	BNY CAPITAL MARKETS INC		1,513,050	1,500,000	1,500,000	1,500,000	0	0	0	0	0	1,500,000	0	13,050	13,050	12,822	06/24/2014	1FE
03523T BC 1	ANHEUSER-BUSCH INBEV WO 0.998% 01/27/14		07/31/2012	BNY CAPITAL MARKETS INC		1,510,875	1,500,000	1,513,950	0	0	(1,447)	0	(1,447)	0	1,512,503	0	(1,628)	(1,628)	4,143	01/27/2014	1FE
05531F AL 7	BB&T CORPORATION SR MTN 1.600% 08/15/17		09/05/2012	MCDONALD & COMPANY		1,012,630	1,000,000	998,180	0	0	26	0	26	0	998,206	0	14,424	14,424	1,156	08/15/2017	1FE
055921 AB 6	BMC SOFTWARE INC SR NTS 4.250% 02/15/22		07/10/2012	BANC OF AMERICA SECURITIES LLC		121,222	120,000	119,362	0	0	22	0	22	0	119,383	0	1,838	1,838	2,125	02/15/2022	2FE
05949A W9 7	BANC OF AMERICA MTG SEC 3.029% 03/25/35		09/01/2012	Paydown		33,860	33,860	33,522	26,130	7,437	294	0	7,731	0	33,860	0	0	0	662	03/25/2035	1FM
06050H JH 2	BANC OF AMERICA MTG SEC 2.671% 06/20/31		09/01/2012	Paydown		12	12	12	12	0	0	0	0	0	12	0	0	0	0	06/20/2031	1FM
09064A AG 6	BIOMED REALTY LP SR BON 4.250% 07/15/22		09/04/2012	MCDONALD & COMPANY		1,038,020	1,000,000	991,260	0	0	129	0	129	0	991,389	0	46,631	46,631	8,146	07/15/2022	2FE
172967 FT 3	CITIGROUP INC SR NTS 4.500% 01/14/22		07/10/2012	BANC OF AMERICA SECURITIES LLC		363,496	350,000	352,681	352,635	0	(51)	0	(51)	0	352,584	0	10,912	10,912	11,025	01/14/2022	1FE
22545M AC 1	CREDIT SUISSE MTG CAP S 5.439% 09/15/39		09/01/2012	Paydown		65,365	65,365	65,692	65,640	0	(275)	0	(275)	0	65,365	0	0	0	2,585	09/15/2039	1FM
254687 AW 6	DISNEY WALT CO SR MTN S 4.500% 12/15/13		08/21/2012	PNC SECURITIES CORP		1,578,315	1,500,000	1,667,385	1,599,795	0	(32,726)	0	(32,726)	0	1,567,069	0	11,246	11,246	46,688	12/15/2013	1FE
291011 AP 9	EMERSON ELECTRIC CO SR 5.625% 11/15/13		07/06/2012	MCDONALD & COMPANY		1,596,705	1,500,000	1,630,770	1,556,113	0	(15,409)	0	(15,409)	0	1,540,704	0	56,001	56,001	55,313	11/15/2013	1FE
36962G 4C 5	GENERAL ELECTRIC CAP CO 5.900% 05/13/14		09/20/2012	PITTSBURGH NATIONAL BANK-SECUR		1,083,020	1,000,000	1,087,830	0	0	(9,984)	0	(9,984)	0	1,077,846	0	5,174	5,174	21,633	05/13/2014	1FE
36962G 5W 0	GENERAL ELECTRIC CAP CO 2.300% 04/27/17		07/05/2012	BAIRD ROBERT W & CO INC		1,009,070	1,000,000	998,690	0	0	50	0	50	0	998,740	0	10,330	10,330	4,664	04/27/2017	1FE
38141E A6 6	GOLDMAN SACHS GROUP INC 6.000% 06/15/20		09/07/2012	BAIRD ROBERT W & CO INC		1,130,560	1,000,000	1,085,890	0	0	(1,563)	0	(1,563)	0	1,084,327	0	46,233	46,233	14,500	06/15/2020	1FE
38143U SB 8	GOLDMAN SACHS GROUP INC 1.439% 02/07/14		08/13/2012	PNC SECURITIES CORP		595,800	600,000	602,502	601,902	0	(562)	0	(562)	0	601,340	0	(5,540)	(5,540)	6,979	02/07/2014	1FE
40429C CW 0	HSBC FINANCE CORP FLT R 0.744% 09/14/12		09/14/2012	Maturity		2,000,000	2,000,000	2,022,330	2,002,782	0	(2,782)	0	(2,782)	0	2,000,000	0	0	0	12,876	09/14/2012	1FE

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value At Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
428236 BU 6	HEWLETT PACKARD CO SR N 3.300% 12/09/16		08/07/2012	WACHOVIA CAPITAL MARKETS LLC		338,413	325,000	324,318	324,325	0	77	0	77	0	324,403	0	14,010	14,010	7,180	12/09/2016	1FE
46625H HL 7	JP MORGAN CHASE & CO NT 6.300% 04/23/19		08/07/2012	BANC OF AMERICA SECURITIES LLC		1,020,442	850,000	947,585	826,371	0	(6,400)	0	(6,400)	0	934,313	0	86,129	86,129	42,691	04/23/2019	1FE
48125X Q4 1	JPMORGAN CHASE & CO STP 2.250% 09/28/18		09/28/2012	Call 100.0000		500,000	500,000	500,000	500,000	0	0	0	0	0	500,000	0	0	0	11,250	09/28/2018	1FE
61750C AD 9	MORGAN STANLEY CAPITAL 5.712% 07/12/44		09/01/2012	Paydown		45,966	45,966	46,397	46,361	0	(395)	0	(395)	0	45,966	0	0	0	1,969	07/12/2044	1FM
61754J AC 2	MORGAN STANLEY CAPITAL 5.823% 06/13/42		09/01/2012	Paydown		122,208	122,208	122,298	122,275	0	(67)	0	(67)	0	122,208	0	0	0	4,509	06/13/2042	1FM
651639 AN 6	NEWMONT MINING CORP SR 3.500% 03/15/22		08/16/2012	MCDONALD & COMPANY		993,470	1,000,000	992,390	0	0	292	0	292	0	992,682	0	788	788	15,847	03/15/2022	2FE
665859 AJ 3	NORTHERN TRUST CORP SR 5.500% 08/15/13		07/03/2012	WACHOVIA CAPITAL MARKETS LLC		526,605	500,000	553,165	526,458	0	(8,392)	0	(8,392)	0	518,065	0	8,540	8,540	24,750	08/15/2013	1FE
68233J AP 9	ONCOR ELECTRIC DELIVERY 4.100% 06/01/22		08/24/2012	Tax Free Exchange		1,049,042	1,000,000	1,049,490	0	0	(448)	0	(448)	0	1,049,042	0	0	0	10,933	06/01/2022	2FE
754730 AB 5	RAYMOND JAMES FINANCIAL 8.600% 08/15/19		08/09/2012	BAIRD ROBERT W & CO INC		617,500	500,000	618,000	611,040	0	(7,521)	0	(7,521)	0	603,519	0	13,981	13,981	42,881	08/15/2019	2FE
816851 AR 0	SEMPRA ENERGY FLT RT SR 1.149% 03/15/14		07/31/2012	BANC OF AMERICA SECURITIES LLC		1,000,380	1,000,000	1,000,000	1,000,000	0	0	0	0	0	1,000,000	0	380	380	8,126	03/15/2014	2FE
828807 BZ 9	SIMON PROPERTY GROUP LP 6.125% 05/30/18		08/07/2012	WACHOVIA CAPITAL MARKETS LLC		720,708	600,000	713,728	0	0	(9,243)	0	(9,243)	0	704,485	0	16,223	16,223	25,521	05/30/2018	1FE
855244 AC 3	STARBUCKS CORP SR BONDS 6.250% 08/15/17		08/16/2012	BAIRD ROBERT W & CO INC		1,800,630	1,500,000	1,779,105	0	0	(28,473)	0	(28,473)	0	1,750,632	0	49,998	49,998	95,313	08/15/2017	2FE
883556 BB 7	THERMO FISHER SCIENTIFI 1.850% 01/15/18		09/17/2012	MCDONALD & COMPANY		1,012,850	1,000,000	999,850	0	0	1	0	1	0	999,851	0	12,999	12,999	1,439	01/15/2018	2FE
89233P 6J 0	TOYOTA MOTOR CREDIT COR 0.875% 07/17/15		07/31/2012	BNY CAPITAL MARKETS INC		1,003,060	1,000,000	999,470	0	0	7	0	7	0	999,477	0	3,583	3,583	340	07/17/2015	1FE
914713 H2 1	UNIV OF NORTH CAROLINA 2.285% 12/01/20		07/11/2012	PITTSBURGH NATIONAL BANK-SECUR		1,013,500	1,000,000	1,000,000	0	0	0	0	0	0	1,000,000	0	13,500	13,500	381	12/01/2020	1FE
94974B EV 8	WELLS FARGO & COMPANY N 4.600% 04/01/21		08/07/2012	WACHOVIA CAPITAL MARKETS LLC		401,930	350,000	378,250	377,888	0	(1,557)	0	(1,557)	0	376,331	0	25,598	25,598	13,819	04/01/2021	1FE
98385X AK 2	XTO ENERGY INC SR NTS 5.900% 08/01/12		08/01/2012	Maturity		365,000	365,000	364,504	364,936	0	64	0	64	0	365,000	0	0	0	21,535	08/01/2012	1FE
423012 AA 1	HEINEKEN NV SER 144A NT 3.400% 04/01/22	F	07/11/2012	MCDONALD & COMPANY		775,725	750,000	762,495	0	0	(254)	0	(254)	0	762,241	0	13,484	13,484	7,296	04/01/2022	2FE
3899999.	Total - Bonds - Industrial & Miscellaneous					28,429,283	26,927,411	28,280,025	12,861,691	7,437	(135,026)	0	(127,589)	0	27,940,132	0	489,149	489,149	562,978	XXX	XXX
8399997.	Total - Bonds - Part 4					57,062,774	54,478,539	56,605,418	30,338,136	9,282	(333,945)	0	(324,663)	0	56,015,304	0	1,047,468	1,047,468	1,015,949	XXX	XXX
8399999.	Total - Bonds					57,062,774	54,478,539	56,605,418	30,338,136	9,282	(333,945)	0	(324,663)	0	56,015,304	0	1,047,468	1,047,468	1,015,949	XXX	XXX
Common Stocks - Mutual Funds																					
72701U 40 1	PLAN INVESTMENT ULTRASH		07/01/2012	Direct	733.000	7,304	XXX	7,304	0	0	0	0	0	0	7,304	0	0	0	0	XXX	U
9299999.	Total - Common Stocks - Mutual Funds					7,304	XXX	7,304	0	0	0	0	0	0	7,304	0	0	0	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					7,304	XXX	7,304	0	0	0	0	0	0	7,304	0	0	0	0	XXX	XXX
9799999.	Total - Common Stocks					7,304	XXX	7,304	0	0	0	0	0	0	7,304	0	0	0	0	XXX	XXX
9899999.	Total - Preferred and Common Stocks					7,304	XXX	7,304	0	0	0	0	0	0	7,304	0	0	0	0	XXX	XXX
9999999.	Total - Bonds, Preferred and Common Stocks					57,070,078	XXX	56,612,722	30,338,136	9,282	(333,945)	0	(324,663)	0	56,022,608	0	1,047,468	1,047,468	1,015,949	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues: 1.

Sch. DB-Pt A-Sn 1
NONE

Sch. DB-Pt B-Sn 1
NONE

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

Sch. DB-Pt D
NONE

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation /Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Dates
All Other Governments - Issuer Obligations						
30216B DG 4	EXPORT DEVELOPMNT CANADA		1FE	79,446	79,456	03/01/2013
0699999.	All Other Governments - Issuer Obligations			79,446	79,456	XXX
1099999.	Total - All Other Governments			79,446	79,456	XXX
U.S. Spec. Rev. & Spec. Assessment Oblig. and all Non-Guar. Oblig. of Agencies & Authorities of Govts & Their U.S. Political Subdivisions - Issuer Obligations						
313380 J3 2	FEDERAL HOME LOAN BANK		1FE	79,449	79,448	08/20/2013
313380 BM 8	FEDERAL HOME LOAN BANK		1FE	92,802	92,797	07/26/2013
2599999.	U.S. Special Revenue & Assessment Obligations - Issuer Obligations			172,251	172,245	XXX
3199999.	Total - U.S. Special Revenue & Special Assessment Obligations			172,251	172,245	XXX
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations						
13606X 3L 0	CANADIAN IMP BK COMM NY CDI		1FE	41,421	41,397	06/03/2013
89233P 5Y 8	TOYOTA MOTOR CREDIT CORP		1FE	111,306	111,238	02/01/2013
06417D ZV 0	BANK OF NOVA SCOTIA HOUS		1FE	19,106	19,089	02/15/2013
59157B AJ 1	METLIFE INSTITUTIONAL FD		1FE	108,033	108,060	04/03/2013
78009N HM 1	ROYAL BANK OF CANADA NY		1FE	38,777	38,774	07/30/2013
63253T HH 4	NATIONAL AUSTRALIA BK-CDI		1FE	76,286	76,277	10/12/2012
63253T NQ 7	NATIONAL AUSTRALIA BK-NY		1FE	33,723	33,689	04/24/2013
78009N FZ 4	ROYAL BANK OF CANADA NY		1FE	108,654	108,568	05/29/2013
89233P 6Q 4	TOYOTA MOTOR CREDIT CORP		1FE	17,323	17,321	09/09/2013
89112X NA 9	TORONTO DOMINION BANK NY		1FE	98,609	98,525	02/04/2013
06366V XX 9	BANK OF MONTREAL-CHICAGO		1FE	86,494	86,480	07/17/2013
96121T MK 1	WESTPAC BANKING CORP NY		1FE	56,351	56,318	05/02/2013
78009N HF 6	ROYAL BANK OF CANADA NY		1FE	96,811	96,809	07/11/2013
3299999.	Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations			892,894	892,545	XXX
Industrial & Miscellaneous (Unaffiliated) - Other Loan-Backed and Structured Securities						
38741Y AC 3	GRANM 2005-1 A4		1FE	15,777	16,150	07/20/2017
637276 AA 4	NRMBS 2006-3 A1		1FE	21,029	21,226	01/20/2015
3599999.	Industrial & Miscellaneous - Other Loan-Backed and Structured Securities			36,806	37,376	XXX
3899999.	Total - Industrial & Miscellaneous (Unaffiliated)			929,700	929,921	XXX
6199999.	Total - Issuer Obligations			1,144,591	1,144,246	XXX
6499999.	Total - Other Loan-Backed and Structured Securities			36,806	37,376	XXX
6599999.	Subtotal - Bonds			1,181,397	1,181,622	XXX
Short-Term Invested Assets (Schedule DA Type)						
63253T LJ 5	NATIONAL AUSTRALIA BK-NY			108,060	108,060	01/10/2013
05252A BS 9	AUST & NZ BANKING GROUP			59,433	59,433	02/01/2013
13606Y FX 9	CANADIAN IMP BK COMM NY			92,518	92,518	04/23/2013
06417E T7 8	BANK OF NOVA SCOTIA HOUS			98,430	98,430	05/02/2013
13606Y MF 0	CANADIAN IMPERIAL BANK OF COMMERCE NY BRANCH			97,977	97,977	07/30/2013
20272A CJ 3	COMMONWEALTH BK AUSTRALI			88,673	88,673	05/17/2013
05253M BJ 2	AUST & NZ BANKING GROUP			90,421	90,421	07/23/2013
05253M BK 9	AUST & NZ BANKING GROUP			82,634	82,634	08/16/2013
40433F AQ 2	HSBC BANK PLC			53,394	53,394	09/23/2013
96121T LJ 5	WESTPAC BANKING CORP NY			63,555	63,555	01/18/2013
06417D ZV 0	BANK OF NOVA SCOTIA HOUS			32,014	32,014	02/15/2013
43813X AA 2	HAROT 2012-3 A1			31,130	31,130	04/15/2013
43813E AA 4	HAROT 2012-2 A1			12,914	12,914	01/15/2013
44890H AA 1	HART 2012-B A1			16,716	16,716	03/15/2013
99ZAGK FG 0	BARC E (A1/P1 Money Markets)			171,624	171,624	10/31/2012
084670 AY 4	BERKSHIRE HATHAWAY INC			50,963	50,963	02/11/2013
64105R RF 9	NESTLE FINANCE INTL LTD (FKA NESTLE FINANCE FRANCE SA) CP 4/15/2013			94,449	94,449	04/15/2013
912828 QK 9	US TREASURY N/B			95,851	95,851	02/28/2013
63307U AB 7	NATIONAL BANK OF CANADA			68,650	68,650	11/14/2012
74977M W6 8	RABOBANK NEDERLAND NV NY			23,741	23,741	11/15/2012
74977J RH 7	RABOBANK NEDERLAND NV NY			91,787	91,787	10/26/2012
83051A 7L 9	SKANDINAV ENSKILDA BK NY NY			88,959	88,959	03/14/2013
89112X A7 0	TORONTO DOMINION BANK NY			50,852	50,852	12/20/2012
6555P0 QK 8	NORDEA NORTH AMERICA INC CP 3/19/2013			90,222	90,222	03/19/2013
87019Q PU 6	SWEDBANK (NEW YORK)			86,797	86,797	03/04/2013
23330L ME 3	DNB NOR BANK ASA NY			98,779	98,779	03/22/2013
20271E JF 7	COMMONWEALTH BK AUSTR NY			66,743	66,743	02/15/2013
65557V Y5 4	NORDEA BANK FINLAND NY			79,608	79,608	02/08/2013
74977M Z6 5	RABOBANK NEDERLAND NV NY			45,957	45,957	10/01/2012
912828 MG 2	US TREASURY N/B			35,086	35,086	01/15/2013
23330L HZ 2	DNB NOR BANK ASA NY			25,434	25,434	01/17/2013
89233G N2 8	TOYOTA MOTOR CREDIT CP 1/2/2013			95,284	95,284	01/02/2013
90319Q NU 9	UOB FUNDING CP 1/28/2013			55,925	55,925	01/28/2013
19121A NP 2	COCA COLA COMPANY 42D CP 1/23/2013			85,627	85,627	01/23/2013
10513D NL 0	BRANCH BANKING & TRUST			97,699	97,699	11/27/2012
15963T N8 8	CHARIOT FUNDING LLC ABCP 1/8/2013			34,714	34,714	01/08/2013
22550D VG 1	CREDIT SUISSE NEW YORK CDI			67,410	67,410	11/20/2012
4820P2 N7 6	JUPITER SECURITIZATION COMPANY LLC ABCP 1/7/2013			54,151	54,151	01/07/2013
86958C FU 3	SVENSKA HANDELSBANKEN NY			92,457	92,457	12/13/2012
88602T NN 9	THUNDER BAY FUNDING LLC ABCP 1/22/2013			68,724	68,724	01/22/2013
36959H KP 1	GENERAL ELECTRIC CAPITAL CORP CP 10/23/2012			40,834	40,834	10/23/2012
69349J L1 9	PNC BANK NA CP 11/1/2012			98,598	98,598	11/01/2012
87019R L7 9	SWEDBANK (NEW YORK) CP 11/7/2012			34,408	34,408	11/07/2012
90267R KU 2	UBS AG STAMFORD CT			85,812	85,812	11/29/2012
5705X4 LS 1	MARKET STREET FUNDING CORPORATION ABCP 11/26/2012			24,654	24,654	11/26/2012
5705X4 L5 1	MARKET STREET FUNDING CORPORATION ABCP 11/5/2012			34,158	34,158	11/05/2012

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

1 CUSIP Identification	2 Description	3 Code	4 NAIC Designation /Market Indicator	5 Fair Value	6 Book/Adjusted Carrying Value	7 Maturity Dates
5705X4 LK 8	MARKET STREET FUNDING CORPORATION ABCP 11/19/2012			30,311	30,311	11/19/2012
00084B MD 3	ABN AMRO FUNDING USA LLC 42D 12/13/2012			90,313	90,313	12/13/2012
06538E K7 1	BANK OF TOKYO-MITSUBISHI UFJ NY			84,382	84,382	10/15/2012
5705X4 KQ 6	MARKET STREET FUNDING CORPORATION ABCP 10/24/2012			97,048	97,048	10/24/2012
8999999	Total - Short-Term Invested Assets (Schedule DA Type)			3,465,880	3,465,880	XXX
Cash Equivalents (Schedule E Part 2 Type)						
02086L KG 0	ALPINE SECURITIZATION CORP ABCP 10/16/2012			89,294	89,294	10/16/2012
04915T LG 5	ATLANTIS ONE FUNDING CORPORATION ABCP 11/16/2012			13,789	13,789	11/16/2012
69033Q LM 8	OVERSEA-CHINESE BANKING CORP CP 11/21/2012			48,865	48,865	11/21/2012
22550D WE 5	CREDIT SUISSE NEW YORK			20,214	20,214	11/13/2012
23328A EL 4	DZ BANK NY			72,877	72,877	12/11/2012
4820P2 MH 5	JUPITER SECURITIZATION COMPANY LLC 42D 12/17/2012			80,086	80,086	12/17/2012
02086L MJ 2	ALPINE SECURITIZATION CORP ABCP 12/18/2012			50,033	50,033	12/18/2012
6555P0 MJ 5	NORDEA NORTH AMERICA INC CP 12/18/2012			53,752	53,752	12/18/2012
83051A 3W 9	SKANDINAV ENSKILDA BK NY			53,712	53,712	10/05/2012
86562D LE 8	SUMITOMO MITSUI BANK NY			49,358	49,358	10/05/2012
88602T L8 4	THUNDER BAY FUNDING LLC ABCP 11/8/2012			92,592	92,592	11/08/2012
5705X4 LK 8	MARKET STREET FUNDING CORPORATION ABCP 11/19/2012			25,990	25,990	11/19/2012
23328A DZ 4	DZ BANK NY			53,458	53,458	10/10/2012
06366V Q8 2	BANK OF MONTREAL CHICAGO			86,416	86,416	11/21/2012
83051A 6L 0	SKANDINAV ENSKILDA BK NY			73,735	73,735	11/21/2012
9497P6 XT 0	WELLS FARGO BANK NA			34,547	34,547	11/21/2012
04915T L6 7	ATLANTIS ONE FUNDING CORPORATION ABCP 11/6/2012			56,016	56,016	11/06/2012
00084B MM 3	ABN AMRO FUNDING USA LLC CP 12/21/2012			50,971	50,971	12/21/2012
5705X4 MM 3	MARKET STREET FUNDING CORPORATION ABCP 12/21/2012			13,278	13,278	12/21/2012
87019R K2 1	SWEDBANK (Non-Guarantee Issues) CP 10/2/2012			96,551	96,551	10/02/2012
69033P GA 2	OVERSEA-CHINESE BANKING CORP			19,355	19,355	12/07/2012
86958C FT 6	SVENSKA HANDELSBANKEN NY			31,274	31,274	11/14/2012
69033Q KJ 6	OVERSEA-CHINESE BANKING CORP CP 10/18/2012			102,230	102,230	10/18/2012
53127T K4 4	LIBERTY STREET FUNDING LLC ABCP 10/4/2012			91,562	91,562	10/04/2012
62939L KH 1	NRW.BANK 42D 10/17/2012			8,739	8,739	10/17/2012
86958C EK 6	SVENSKA HANDELSBANKEN NY			90,007	90,007	10/19/2012
86958C FT 6	SVENSKA HANDELSBANKEN NY			20,245	20,245	11/14/2012
69033Q MD 7	OVERSEA-CHINESE BANKING CORP CP 12/13/2012			28,401	28,401	12/13/2012
2332K0 KC 5	DNB BANK ASA 42D 10/12/2012			102,773	102,773	10/12/2012
69033Q KN 7	OVERSEA-CHINESE BANKING CORP CP 10/22/2012			24,946	24,946	10/22/2012
00084B KA 1	ABN AMRO FUNDING USA LLC 42D 10/10/2012			91,745	91,745	10/10/2012
19422F KA 3	COLLATERALIZED COMMERCIAL PAPER PROGRAM CO			54,979	54,979	07/10/2050
19422F L6 1	COLLATERALIZED COMMERCIAL PAPER PROGRAM CO			24,179	24,179	03/13/1966
19422F LD 6	COLLATERALIZED COMMERCIAL PAPER PROGRAM CO			51,978	51,978	04/22/2042
7588R0 KB 2	REGENCY MARKETS NO 1 LLC ABCP 10/11/2012			66,738	66,738	10/11/2012
11765J KN 9	BRYANT PARK FUNDING LLC ABCP 10/22/2012			73,821	73,821	10/22/2012
41068K K5 6	HANNOVER FUNDING CO LLC ABCP 10/5/2012			46,686	46,686	10/05/2012
7588R0 KJ 5	REGENCY MARKETS NO 1 LLC ABCP 10/18/2012			62,064	62,064	10/18/2012
7588R0 K4 8	REGENCY MARKETS NO 1 LLC ABCP 10/4/2012			19,069	19,069	10/04/2012
41068K KG 2	HANNOVER FUNDING CO LLC ABCP 10/16/2012			9,533	9,533	10/16/2012
99ZAHH 3T 1	CITI D (Agency MBS & Pass Throughs)			386,409	386,409	10/02/2012
99ZAHJ F1 5	BARC C (Agency Debentures)			145,023	145,023	10/03/2012
99ZAHJ F2 3	RBC D (Agency MBS & Pass Throughs)			359,966	359,966	10/03/2012
99ZAHJ PA 4	GOLDMAN A (T Bills			365,306	365,306	10/04/2012
11765J K1 7	BRYANT PARK FUNDING LLC ABCP 10/1/2012			9,535	9,535	10/01/2012
99ZAHJ YV 8	MORGAN			595,642	595,642	10/01/2012
99YAB7 23 8	NORDEA BANK FINLAND PLC			147,819	147,819	10/01/2012
99YAB7 2G 9	SKANDINAVISKA ENSKILDA BANKEN (SEB) AB NY BRANCH (CAYMAN) TD 0.1% 10/1/2012			151,029	151,029	10/01/2012
99YAB7 2U 8	DEUTSCHE BANK AG NEW YORK BRANCH (CAYMAN) TD 0.1% 10/1/2012			358,790	358,790	10/01/2012
99YAB7 2X 2	BANK OF NOVA SCOTIA (TORONTO) TD 0.07% 10/1/2012			129,767	129,767	10/01/2012
99YAB7 2Y 0	SVENSKA HANDELSBANKEN INC NY BRANCH (CAYMAN) TD 0.08% 10/1/2012			138,412	138,412	10/01/2012
000000 00 0	PAYABLE/RECEIVABLES			87	87	10/01/2012
9199999.	Total - Cash Equivalents (Schedule E Part 2 Type)			4,923,643	4,923,643	XXX
9999999.	Totals			9,570,920	9,571,145	XXX

General Interrogatories:

1. The activity for the year to date: Fair Value $.....(386,177) Book/Adjusted Carrying Value $.....(388,630)
2. Average balance for the year to date: Fair Value $.....7,229,050 Book/Adjusted Carrying Value $.....7,231,290
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:
   NAIC 1: $.....9,571,145 NAIC 2: $.....0 NAIC 3: $.....0 NAIC 4: $.....0 NAIC 5: $.....0 NAIC 6: $.....0

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

Reinvested Collateral Assets Owned Current Statement Date

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

General Interrogatory:

1. The activity for the year to date: Fair Value $.....0 Book/Adjusted Carrying Value $.....0
2. Average balance for the year to date: Fair Value $.....0 Book/Adjusted Carrying Value $.....0
3. Grand Total Schedule DL Part 1 and Part 2: Fair Value $.....9,570,920 Book/Adjusted Carrying Value $.....9,571,145

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
PNC Bank, N.A.	Pittsburgh, Pennsylvania		0.000	0	0	15,151,608	28,363,663	1,948,876	XXX
The Bank of New York Mellon	Pittsburgh, Pennsylvania		0.000	0	0	108,205	167,152	135,315	XXX
0199999. Total Open Depositories		XXX	XXX	0	0	15,259,813	28,530,815	2,084,191	XXX
0399999. Total Cash on Deposit		XXX	XXX	0	0	15,259,813	28,530,815	2,084,191	XXX
0599999. Total Cash		XXX	XXX	0	0	15,259,813	28,530,815	2,084,191	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
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
BAKER HUGHES 144A DISC NTS CP		08/20/2012	0.200	11/15/2012	9,997,499	0	2,333
NATIONWIDE LIFE INSURANCE 144A DISC NTS		08/20/2012	0.220	10/01/2012	9,070,000	0	2,328
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					19,067,499	0	4,661
3899999. Total - Industrial and Miscellaneous (Unaffiliated)					19,067,499	0	4,661
Total Bonds							
7799999. Subtotals - Issuer Obligations					19,067,499	0	4,661
8399999. Subtotals - Bonds					19,067,499	0	4,661
8699999. Total - Cash Equivalents					19,067,499	0	4,661

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MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code.....812 NAIC Company Code.....95048

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

NONE

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