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QUARTERLY STATEMENT

AS OF September 30, 2012

OF THE CONDITION AND AFFAIRS OF THE

Paramount Care of Michigan

NAIC Group Code 1212 (Current Period), 1212 (Prior Period) NAIC Company Code 95566 Employer's ID Number 38-3200310

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

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health[ ] Property/Casualty[ ] Hospital, Medical & Dental Service or Indemnity[ ]
Dental Service Corporation[ ] Vision Service Corporation[ ] Health Maintenance Organization[X]
Other[ ] Is HMO Federally Qualified? Yes[ ] No[X] N/A[ ]

Incorporated/Organized 12/16/1993 Commenced Business 06/07/1996

Statutory Home Office 106 Park Place (Street and Number), Dundee, MI 48131 (City, or Town, State and Zip Code)

Main Administrative Office 106 Park Place (Street and Number)
Dundee, MI 48131 (City or Town, State and Zip Code) (734)529-7800 (Area Code) (Telephone Number)

Mail Address 106 Park Place (Street and Number or P.O. Box), Dundee, MI 48131 (City, or Town, State and Zip Code)

Primary Location of Books and Records 1901 Indian Wood Circle (Street and Number)
Maumee, OH 43537 (City, or Town, State and Zip Code) (419)887-2500 (Area Code) (Telephone Number)

Internet Web Site Address www.paramounthealthcare.com

Statutory Statement Contact Mary Kathereen Siefke, Mrs. (Name) (419)887-2909 (Area Code)(Telephone Number)(Extension)
mary.siefke@promedica.org (E-Mail Address) (419)887-2020 (Fax Number)

OFFICERS

Name	Title
John Charles Randolph Mr.	Chairman
John Charles Randolph Mr.	President
Kathleen Sheline Hanley Mrs.	Treasurer
Jeffrey Craig Kuhn Mr.	Secretary

OTHERS

Jeffrey William Martin Mr., Vice President, Operations & Finance
Mark Henry Moser Mr., Vice President, Marketing
John David Meier M.D., Vice President, Health Services

DIRECTORS OR TRUSTEES

Dee Ann Bialecki-Haase M.D. #
John Charles Randolph Mr.
Richard Arthur Wasserman Mr.
Barbara Jean Yanak Ms. #
Cathy Lynn Cantor M.D.

State of Michigan
County of Monroe ss

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

(Signature)	(Signature)	(Signature)
John Charles Randolph	Jeffrey William Martin	Jeffrey Craig Kuhn
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	VP, Operations & Finance	Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me this
_____ day of _____, 2012

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

(Notary Public Signature)

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				
2. Stocks:				
2.1 Preferred stocks				
2.2 Common stocks				
3. Mortgage loans on real estate:				
3.1 First liens				
3.2 Other than first liens				
4. Real estate:				
4.1 Properties occupied by the company (less $.....0 encumbrances)				
4.2 Properties held for the production of income (less $.....0 encumbrances)				
4.3 Properties held for sale (less $.....0 encumbrances)				
5. Cash ($.....12,268,474), cash equivalents ($.....0) and short-term investments ($.....10,435)	12,278,909		12,278,909	13,167,043
6. Contract loans (including $.....0 premium notes)				
7. Derivatives				
8. Other invested assets				
9. Receivables for securities				
10. Securities lending reinvested collateral assets				
11. Aggregate write-ins for invested assets				
12. Subtotals, cash and invested assets (Lines 1 to 11)	12,278,909		12,278,909	13,167,043
13. Title plants less $.....0 charged off (for Title insurers only)				
14. Investment income due and accrued				428
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	64,128	2,987	61,141	82,357
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $.....0 earned but unbilled premiums)				
15.3 Accrued retrospective premiums				
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers				
16.2 Funds held by or deposited with reinsured companies				
16.3 Other amounts receivable under reinsurance contracts				
17. Amounts receivable relating to uninsured plans	61,968		61,968	67,513
18.1 Current federal and foreign income tax recoverable and interest thereon	353,457		353,457	88,956
18.2 Net deferred tax asset	267,377	135,116	132,261	132,261
19. Guaranty funds receivable or on deposit				
20. Electronic data processing equipment and software				
21. Furniture and equipment, including health care delivery assets ($.....0)				
22. Net adjustments in assets and liabilities due to foreign exchange rates				
23. Receivables from parent, subsidiaries and affiliates	225,541		225,541	139,751
24. Health care ($.....31,273) and other amounts receivable	58,943	27,670	31,273	48,858
25. Aggregate write-ins for other than invested assets	6,800	6,800		
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	13,317,123	172,573	13,144,550	13,727,167
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28. Total (Lines 26 and 27)	13,317,123	172,573	13,144,550	13,727,167
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page				
1199. TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501. Prepaid rent	1,500	1,500		
2502. Prepaid other	5,300	5,300		
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page				
2599. TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	6,800	6,800		

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less $.....530,040 reinsurance ceded)	2,894,192		2,894,192	3,089,427
2.	Accrued medical incentive pool and bonus amounts				
3.	Unpaid claims adjustment expenses	72,000		72,000	37,000
4.	Aggregate health policy reserves, including the liability of $.....0 for medical loss ratio rebate per the Public Health Service Act	148,529		148,529	186,432
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	324,346		324,346	186,719
9.	General expenses due or accrued	606,646		606,646	715,592
10.1	Current federal and foreign income tax payable and interest thereon (including $.....0 on realized gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including $.....0 current) and interest thereon $.....0 (including $.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	1,725		1,725	1,611
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with ($.....0 authorized reinsurers and $.....0 unauthorized reinsurers)				
20.	Reinsurance in unauthorized companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans				
23.	Aggregate write-ins for other liabilities (including $.....0 current)				
24.	Total liabilities (Lines 1 to 23)	4,047,438		4,047,438	4,216,781
25.	Aggregate write-ins for special surplus funds	XXX	XXX		
26.	Common capital stock	XXX	XXX	10,000	10,000
27.	Preferred capital stock	XXX	XXX		
28.	Gross paid in and contributed surplus	XXX	XXX	9,990,000	9,990,000
29.	Surplus notes	XXX	XXX		
30.	Aggregate write-ins for other than special surplus funds	XXX	XXX		
31.	Unassigned funds (surplus)	XXX	XXX	(902,888)	(489,614)
32.	Less treasury stock, at cost:				
	32.1 .....0 shares common (value included in Line 26 $.....0)	XXX	XXX		
	32.2 .....0 shares preferred (value included in Line 27 $.....0)	XXX	XXX		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	9,097,112	9,510,386
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	13,144,550	13,727,167
DETAILS OF WRITE-INS					
2301.					
2302.					
2303.					
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				
2501.		XXX	XXX		
2502.		XXX	XXX		
2503.		XXX	XXX		
2598.	Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX		
3001.		XXX	XXX		
3002.		XXX	XXX		
3003.		XXX	XXX		
3098.	Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	XXX	41,428	45,036	59,818
2.	Net premium income (including $.....0 non-health premium income)	XXX	22,838,528	24,339,753	31,736,990
3.	Change in unearned premium reserves and reserves for rate credits	XXX			
4.	Fee-for-service (net of $.....0 medical expenses)	XXX			
5.	Risk revenue	XXX			
6.	Aggregate write-ins for other health care related revenues	XXX			
7.	Aggregate write-ins for other non-health revenues	XXX			
8.	Total revenues (Lines 2 to 7)	XXX	22,838,528	24,339,753	31,736,990
Hospital and Medical:					
9.	Hospital/medical benefits		17,409,820	17,416,747	22,935,175
10.	Other professional services		144,870	137,210	199,307
11.	Outside referrals				
12.	Emergency room and out-of-area		1,731,375	1,301,867	1,767,273
13.	Prescription drugs		3,273,897	3,010,118	4,007,882
14.	Aggregate write-ins for other hospital and medical				
15.	Incentive pool, withhold adjustments and bonus amounts				
16.	Subtotal (Lines 9 to 15)		22,559,962	21,865,942	28,909,637
Less:					
17.	Net reinsurance recoveries		1,051,693	151,690	233,102
18.	Total hospital and medical (Lines 16 minus 17)		21,508,269	21,714,252	28,676,535
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including $.....133,218 cost containment expenses		187,555	59,162	215,565
21.	General administrative expenses		1,894,652	1,779,536	1,048,200
22.	Increase in reserves for life and accident and health contracts (including $.....0 increase in reserves for life only)				
23.	Total underwriting deductions (Lines 18 through 22)		23,590,476	23,552,950	29,940,300
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(751,948)	786,803	1,796,690
25.	Net investment income earned		(3,769)	(6,833)	(8,955)
26.	Net realized capital gains (losses) less capital gains tax of $.....0				
27.	Net investment gains or (losses) (Lines 25 plus 26)		(3,769)	(6,833)	(8,955)
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered $.....0) (amount charged off $.....0)]				
29.	Aggregate write-ins for other income or expenses				
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(755,717)	779,970	1,787,735
31.	Federal and foreign income taxes incurred	XXX	(264,501)	306,878	468,009
32.	Net income (loss) (Lines 30 minus 31)	XXX	(491,216)	473,092	1,319,726
DETAILS OF WRITE-INS					
0601.		XXX			
0602.		XXX			
0603.		XXX			
0698.	Summary of remaining write-ins for Line 6 from overflow page	XXX			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX			
0701.		XXX			
0702.		XXX			
0703.		XXX			
0798.	Summary of remaining write-ins for Line 7 from overflow page	XXX			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX			
1401.					
1402.					
1403.					
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)				
2901.					
2902.					
2903.					
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)				

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	9,510,386	8,267,082	8,267,082
34.	Net income or (loss) from Line 32	(491,216)	473,092	1,319,726
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of $.....0			
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax		33,874	(133,224)
39.	Change in nonadmitted assets	77,942	(47,637)	56,802
40.	Change in unauthorized reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
	44.1 Paid in			
	44.2 Transferred from surplus (Stock Dividend)			
	44.3 Transferred to surplus			
45.	Surplus adjustments:			
	45.1 Paid in			
	45.2 Transferred to capital (Stock Dividend)			
	45.3 Transferred from capital			
46.	Dividends to stockholders			
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	(413,274)	459,329	1,243,304
49.	Capital and surplus end of reporting period (Line 33 plus 48)	9,097,112	8,726,411	9,510,386
DETAILS OF WRITE-INS				
4701.				
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	Cash from Operations			
1.	Premiums collected net of reinsurance	22,957,501	24,558,800	31,758,165
2.	Net investment income	(3,341)	(7,221)	(9,383)
3.	Miscellaneous income			
4.	Total (Lines 1 to 3)	22,954,160	24,551,579	31,748,782
5.	Benefit and loss related payments	21,633,545	21,345,182	28,223,175
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	2,150,607	1,729,340	1,775,530
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of $.....0 tax on capital gains (losses)		550,825	860,622
10.	Total (Lines 5 through 9)	23,784,152	23,625,347	30,859,327
11.	Net cash from operations (Line 4 minus Line 10)	(829,992)	926,232	889,455
	Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:			
	12.1 Bonds			
	12.2 Stocks			
	12.3 Mortgage loans			
	12.4 Real estate			
	12.5 Other invested assets			
	12.6 Net gains or (losses) on cash, cash equivalents and short-term investments			
	12.7 Miscellaneous proceeds			
	12.8 Total investment proceeds (Lines 12.1 to 12.7)			
13.	Cost of investments acquired (long-term only):			
	13.1 Bonds			
	13.2 Stocks			
	13.3 Mortgage loans			
	13.4 Real estate			
	13.5 Other invested assets			
	13.6 Miscellaneous applications			
	13.7 Total investments acquired (Lines 13.1 to 13.6)			
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)			
	Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):			
	16.1 Surplus notes, capital notes			
	16.2 Capital and paid in surplus, less treasury stock			
	16.3 Borrowed funds			
	16.4 Net deposits on deposit-type contracts and other insurance liabilities			
	16.5 Dividends to stockholders			
	16.6 Other cash provided (applied)	(58,142)	85,524	39,170
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(58,142)	85,524	39,170
	RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(888,134)	1,011,756	928,625
19.	Cash, cash equivalents and short-term investments:			
	19.1 Beginning of year	13,167,043	12,238,418	12,238,418
	19.2 End of period (Line 18 plus Line 19.1)	12,278,909	13,250,174	13,167,043

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001				

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	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	4,861	7	3,393					1,461		
2. First Quarter	4,531	7	3,056					1,468		
3. Second Quarter	4,664	5	3,183					1,476		
4. Third Quarter	4,618	5	3,137					1,476		
5. Current Year										
6. Current Year Member Months	41,428	51	28,131					13,246		
Total Member Ambulatory Encounters for Period:										
7. Physician	1,287	1	642					644		
8. Non-Physician	4,101	4	2,268					1,829		
9. Total	5,388	5	2,910					2,473		
10. Hospital Patient Days Incurred	4,294	2	894					3,398		
11. Number of Inpatient Admissions	522		189					333		
12. Health Premiums Written (a)	22,981,902	25,566	11,495,192					11,461,144		
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	22,981,902	25,566	11,495,192					11,461,144		
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	22,685,237	40,664	11,089,230					11,555,343		
18. Amount Incurred for Provision of Health Care Services	22,559,962	40,664	10,622,924					11,896,374		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....10,322,382.

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
0199999 Individually Listed Claims Unpaid						
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered	619,220	178,263	11,491	8,948	5,192	823,114
0499999 Subtotals	619,220	178,263	11,491	8,948	5,192	823,114
0599999 Unreported claims and other claim reserves						2,601,118
0699999 Total Amounts Withheld						
0799999 Total Claims Unpaid						3,424,232
0899999 Accrued Medical Incentive Pool And Bonus Amounts						

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
1. Comprehensive (hospital & medical)	1,521,094	8,557,107	11,451	1,072,808	1,532,545	1,575,337
2. Medicare Supplement						
3. Dental only						
4. Vision only						
5. Federal Employees Health Benefits Plan						
6. Title XVIII - Medicare	2,359,429	9,195,915	12,535	1,797,398	2,371,964	1,514,090
7. Title XIX - Medicaid						
8. Other health						
9. Health subtotal (Lines 1 to 8)	3,880,523	17,753,022	23,986	2,870,206	3,904,509	3,089,427
10. Healthcare receivables (a)		58,943				128,902
11. Other non-health						
12. Medical incentive pools and bonus amounts						
13. Totals (Lines 9 - 10 + 11 + 12)	3,880,523	17,694,079	23,986	2,870,206	3,904,509	2,960,525

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

Notes to Financial Statement

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Paramount Care of Michigan (the "Company") are presented on a basis of accounting practices prescribed by the Michigan Department of Consumer and Industry Services, Office of Financial and Insurance Services.

The Michigan Department of Consumer and Industry Services, Office of Financial and Insurance Services recognizes only statutory accounting practices prescribed by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Michigan Insurance Law. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual, (NAIC SAP) has been adopted as a component of prescribed practices by the State of Michigan.

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

	State of Domicile	Sept. 30 2012	Dec. 31 2011
NET INCOME	Michigan		
Paramount Care of Michigan state basis		(491,216)	1,319,726
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		(491,216)	1,319,726
SURPLUS			
Paramount Care of Michigan state basis		9,097,112	9,510,386
State Prescribed Practices that increase/(decrease) NAIC SAP		-	-
State Permitted Practices that increase/(decrease) NAIC SAP		-	-
NAIC SAP		9,097,112	9,510,386

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

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

C. Accounting Policies

Health premiums are earned ratably over the terms of the related insurance and reinsurance contracts. Expenses incurred in connections with acquiring new insurance business, including acquisition costs such as sales commissions, are charged to operations as incurred.

In addition, the company uses the following accounting policies:

1. Short-term investments are stated at amortized cost.
2. Bonds are stated at amortized cost.
3. Common stock investments are stated at fair market value.
4. The Company has no preferred stock investments.

Notes to Financial Statement

5. The Company does not invest in mortgage loans.
6. The Company has no investments in loan-backed securities.
7. The Company has no investments in subsidiaries.
8. The Company has no investments in joint ventures.
9. The Company does not invest in derivatives.
10. The Company anticipates investment income as a factor in the premium deficiency calculation, in accordance with SSAP No. 54, Individual and Group Accident and Health Contracts.
11. Unpaid losses and loss adjustment expenses include an amount from individual case estimates and loss reports and an amount, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount is adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability is continually reviewed and any adjustments are reflected in the period determined.
12. The Company has not modified its capitalization policy from prior period.
13. The Company estimates its pharmaceutical rebate receivables based on historical cash payments.

2. Accounting Changes and Corrections of Errors

-NOT APPLICABLE

3. Business Combinations and Goodwill

-NOT APPLICABLE

4. Discontinued Operations

-NOT APPLICABLE

5. Investments

No significant change.

6. Joint ventures, Partnerships and Limited Liability Companies

-NOT APPLICABLE.

7. Investment Income

No significant change.

8. Derivative Instruments

-NOT APPLICABLE

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries and Affiliates

No significant change.

11. Debt

-NOT APPLICABLE

12. Retirement Plans, Deferred Compensation, Postemployment Benefits

Notes to Financial Statement

No significant change

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

No significant change.

14. Contingencies

-NOT APPLICABLE.

15. Leases

-NOT APPLICABLE

16. Off-Balance Sheet Risk

-NOT APPLICALBE

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

-NOT APPLICABLE

18. Gain or loss to the Reporting Entity from Uninsured A&H Plans and the uninsured Portion of partially Insured Plans

-NOT APPLICABLE

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

-NOT APPLICABLE

20. Fair Value Measurement

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Short Term Investments	$ 10,435	$ 10,435	$ 10,435			

21. Other Items

No significant change.

22. Subsequent Events

No significant change.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts

-NOT APPLICABLE

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2011 were $3,126,427. As of September 30, 2012, $3,906,724 has been paid for incurred claims and claim adjustment expenses

Notes to Financial Statement

attributable to insured events of prior years. Reserves remaining for prior years are now $23,986 as a result of re-estimation of unpaid claims and claim adjustment expenses principally on Commercial and Medicare lines of insurance. Therefore, there has been an $804,283 unfavorable prior-year development since December 31, 2011 to September 30, 2012. The increase is generally a result of ongoing analysis of recent development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements

-NOT APPLICABLE

27. Structured Settlements

-NOT APPLICABLE

28. Health Care Receivables

No significant change.

29. Participating Policies

-NOT APPLICABLE

30. Premium Deficiency Reserves

Liability carried for premium deficiency reserve :	$0
Date of most recent evaluation of this liability:	1/20/2012
Was anticipated investment income utilized in the calculation?	Yes

31. Anticipated Salvage and Subrogation

-NOT APPLICABLE

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

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010
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. 12/31/2010
6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 03/07/2012
6.4 By what department or departments?
Office of Financial & Insurance Regulation
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[ ] No[ ] N/A[X]

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

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[ ] No[X]
8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[ ] No[X]
8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[ ]
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.
9.11 If the response to 9.1 is No, please explain:
9.2 Has the code of ethics for senior managers been amended? Yes[ ] No[X]
9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes[ ] No[X]
9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes[X] No[ ]
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: $ 0

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes[ ] No[X]
11.2 If yes, give full and complete information relating thereto:

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

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes[ ] No[X]
14.2 If yes, please complete the following:

GENERAL INTERROGATORIES (Continued)

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes[ ] No[X]
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes[ ] No[ ] N/A[X]
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	Three Mellon Center, Suite153-3925, Pittsburg, PA

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

1 Central Registration Depository	2 Name(s)	3 Address

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

PART 2 - HEALTH

1. Operating Percentages:
   1.1 A&H loss percent 95.000%
   1.2 A&H cost containment percent 1.000%
   1.3 A&H expense percent excluding cost containment expenses 9.000%

2.1 Do you act as a custodian for health savings accounts? Yes[ ] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date. $..... 0
2.3 Do you act as an administrator for health savings accounts? Yes[ ] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date. $..... 0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 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)
Accident and Health - Non-affiliates						
93440	06-1041332		HM LIFE INS CO	PA	SSL/A/G	Yes[X] No[ ]
93440	06-1041332		HM LIFE INS CO	PA	SSL/A/I	Yes[X] No[ ]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

			Direct Business Only							
		1	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								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	N								
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	N								
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	N								
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	L	11,520,758	11,461,144					22,981,902	
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	N								
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	N								
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	N								
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CN)	N								
58.	Aggregate other alien (OT)	XXX								
59.	Subtotal	XXX	11,520,758	11,461,144					22,981,902	
60.	Reporting entity contributions for Employee Benefit Plans	XXX								
61.	Total (Direct Business)	(a) 1	11,520,758	11,461,144					22,981,902	
DETAILS OF WRITE-INS										
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX								

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

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

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER

MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

No significant changes noted.

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 Name 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 *
		00000	34-1901465				ProMedica Foundation	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1887062				Academic Health Center Corp	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-0898745				Fostoria Hospital Association	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	26-1815305				NWO Health Partners, LLC	OH	NIA	Fostoria Hospital Association		50.0	ProMedica Health System, Inc.	
		00000	26-1815305				NWO Health Partners, LLC	OH	OTH	Northwest Ohio Orthopedic and Sports Medicine, Inc.		50.0	Northwest Ohio Orthopedic and Sports Medicine, Inc.	1
		00000	34-1880767				ProMedica Physicians and Continuum Services	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-4492440				ProMedica Continuing Care Services Corporation	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	02-0753921				Monroe Community Ambulance	MI	NIA	ProMedica Continuing Care Services Corporation		25.0	ProMedica Health System, Inc.	
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Life Star Ambulance		25.0	Life Star Ambulance	1
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Huron Valley Ambulance		25.0	Huron Valley Ambulance	1
		00000	02-0753921				Monroe Community Ambulance	MI	OTH	Mercy Memorial Hospital Corporation		25.0	Mercy Memorial Hospital Corporation	1
		00000	34-4427949				Toledo District Nurse Association	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	34-1831624				Visiting Nurse Hospice & Health Care	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	34-1159928				ProMedica Retail Group, Inc.	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	26-0324790				ProMedica Courier Services, Inc.	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	20-5752995				Erie West Hospice and Palliative Care	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	34-1887065				ProMedica Physician Hospital Organization, Inc.	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	34-1899439				ProMedica Physician Group, Inc.	OH	NIA	ProMedica Physicians and Continuum Services		100.0	ProMedica Health System, Inc.	
		00000	27-1325141				The Pharmacy Counter, LLC.	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	38-3322278				ProMedica Central Corporation of Michigan	MI	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	27-4319239				EVOLV Medical Aesthetics, LLC.	OH	NIA	ProMedica Physician Group, Inc.		50.0	ProMedica Health System, Inc.	
		00000	27-4319239				EVOLV Medical Aesthetics, LLC.	OH	OTH	Frank Barone, M.D.		50.0	Frank Barone, M.D.	1
		00000	34-1881137				ProMedica Central Physicians	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	38-3482148				ProMedica North Physicians Corporation	MI	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1893773				ProMedica West Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1898679				ProMedica South Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1881145				ProMedica East Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	20-8050622				ProMedica Orthopedic Physicians	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	61-1448753				Midwest Cardiovascular Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	26-3015991				ProMedica GI Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	26-3888045				ProMedica Northwest Ohio Cardiology Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	27-0978204				ProMedica Cardiothoracic Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	

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 Name 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 *
		00000	27-1401750				ProMedica Hematology/Oncology Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	27-5165922				ProMedica Critical Care Physicians, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	27-2404505				ProMedica ENT, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	27-2920342				ProMedica Monroe Cardiology, PLLC	MI	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	45-3251737				ProMedica Anesthesiology Consultants, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	45-3230331				ProMedica Physician Management Services, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	---				ProMedica Surgical Services, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	61-1528443				WellCare Physicians Group, LLC	OH	NIA	ProMedica Physician Group, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1931936				ProMedica Indemnity Corporation	VT	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1570675				ProMedica Insurance Corporation	OH	UDP	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1623220				Paramount Preferred Options, Inc.	OH	NIA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
		00000	31-1463193				Health Management Solutions, Inc.	OH	NIA	Paramount Preferred Options, Inc.		100.0	ProMedica Health System, Inc.	
1212	ProMedica Insurance Corp	95189	34-1549926				Paramount Care, Inc.	OH	IA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
		00000	34-1773766				Paramount Benefits Agency, Inc.	OH	NIA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
1212	ProMedica Insurance Corp	95566	38-3200310				Paramount Care of Michigan, Inc.	MI		ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
1212	ProMedica Insurance Corp	11518	01-0580404				Paramount Insurance Company	OH	IA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
1212	ProMedica Insurance Corp	12353	20-3376102				Paramount Advantage	OH	IA	ProMedica Insurance Corporation		100.0	ProMedica Health System, Inc.	
		00000	34-1883132				Bay Park Community Hospital	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	45-3458982				ProMedica Bay Park Surgical Services Co-Management Company	OH	NIA	Bay Park Community Hospital		50.0	ProMedica Health System, Inc.	
		00000	45-3458982				ProMedica Bay Park Surgical Services Co-Management Company	OH	OTH	Various Corporations		50.0	Various Corporations	1
		00000	34-4446484				Defiance Hospital, Inc.	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	38-2796005				Emma L. Bixby Medical Center	MI	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	38-2972398				Bixby Medical Office Limited Partnership	MI	NIA	Emma L. Bixby Medical Center		64.4	ProMedica Health System, Inc.	
		00000	38-2972398				Bixby Medical Office Limited Partnership	MI	OTH	Various Physicians		35.6	Various Physicians	1
		00000	27-1302183				Monroe Cancer Center	MI	NIA	Emma L. Bixby Medical Center		33.3	ProMedica Health System, Inc.	
		00000	27-1302183				Monroe Cancer Center	MI	OTH	Barbara Ann Karamanos Cancer Cetner		33.3	Barbara Ann Karamanos Cancer Cetner	1
		00000	27-1302183				Monroe Cancer Center	MI	OTH	Mercy Memorial Hospital Corporation		33.3	Mercy Memorial Hospital Corporation	1
		00000	38-2879330				Lenawee Long Term Care Corporation	MI	NIA	Emma L. Bixby Medical Center		100.0	ProMedica Health System, Inc.	
		00000	38-3146907				Herrick Memorial Development Corporation	MI	NIA	Emma L. Bixby Medical Center		100.0	ProMedica Health System, Inc.	

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 Name 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 *
		00000	38-3639616				Herrick Memorial Office Plaza Condominium Association	MI	NIA	Herrick Memorial Development Corporation		41.7	ProMedica Health System, Inc.	
		00000	38-3639616				Herrick Memorial Office Plaza Condominium Association	MI	OTH	Various Physicians		58.3	Various Physicians	1
		00000	38-3605511				Lenawee Physician Hospital Organization LLC	MI	NIA	Emma L. Bixby Medical Center		50.0	ProMedica Health System, Inc.	
		00000	38-3605511				Lenawee Physician Hospital Organization LLC	MI	OTH	Raisin River Physicians		50.0	Raisin River Physicians	1
		00000	38-3049015				Herrick Memorial Hospital, Inc.	MI	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-4428256				The Toledo Hospital	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	31-1569454				Reynolds Road Surgery Center, LLC	OH	NIA	The Toledo Hospital		62.7	ProMedica Health System, Inc.	
		00000	31-1569454				Reynolds Road Surgery Center, LLC	OH	OTH	Various Physicians		37.3	Various Physicians	1
		00000	31-1515460				Parkway Surgery Center, LLC	OH	NIA	The Toledo Hospital		40.0	ProMedica Health System, Inc.	
		00000	31-1515460				Parkway Surgery Center, LLC	OH	OTH	Various Physicians		60.0	Various Physicians	1
		00000	26-0679898				Northwest Ohio Dedicated Breast MRI, LLC	OH	NIA	The Toledo Hospital		50.0	ProMedica Health System, Inc.	
		00000	26-0679898				Northwest Ohio Dedicated Breast MRI, LLC	OH	OTH	TRA Investment Club, LLC		50.0	TRA Investment Club, LLC	1
		00000	27-0608044				Arrowhead Behavioral Health, LLC	DE	NIA	The Toledo Hospital		30.0	ProMedica Health System, Inc.	
		00000	27-0608044				Arrowhead Behavioral Health, LLC	OH	OTH	Toledo Holding Company, LLC		70.0	Toledo Holding Company, LLC	1
		00000	20-0088459				West Central Surgical Center, LLC	OH	NIA	The Toledo Hospital		50.0	ProMedica Health System, Inc.	
		00000	20-0088459				West Central Surgical Center, LLC	OH	OTH	Various Physicians		50.0	Various Physicians	1
		00000	34-4428794				Flower Hospital	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1880473				PHS Ventures, Inc.	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-4428232				St. Luke's Hospital	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1863472				Ohio Care Ambulatory Surgery Center, LLC	OH	NIA	St. Luke's Hospital		50.0	ProMedica Health System, Inc.	
		00000	34-1863472				Ohio Care Ambulatory Surgery Center, LLC	OH	OTH	Various Physicians		50.0	Various Physicians	1
		00000	34-1781420				St. Luke's Physician Hospital Organization, Inc.	OH	NIA	St. Luke's Hospital		50.0	ProMedica Health System, Inc.	
		00000	34-1781420				St. Luke's Physician Hospital Organization, Inc.	OH	OTH	Various Physicians		50.0	Various Physicians	1
		00000	34-1366709				Care Enterprises, Inc.	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	43-2061812				Perrysburg Medical Arts, LLC	OH	NIA	Care Enterprises, Inc.		11.1	ProMedica Health System, Inc.	
		00000	43-2061812				Perrysburg Medical Arts, LLC	OH	OTH	Various Physicians & Investment Groups		88.9	Various Physicians & Investment Groups	1
		00000	32-0160784				Waterville Medical Center, LLC	OH	NIA	Care Enterprises, Inc.		70.0	ProMedica Health System, Inc.	
		00000	32-0160784				Waterville Medical Center, LLC	OH	OTH	SB Medical Building Venture, Ltd.		30.0	SB Medical Building Venture, Ltd.	1
		00000	34-1796790				Care Holdings, Inc.	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	06-1811760				Physicians Advantage Management Services Organization, Inc.	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	34-1292849				St. Luke's Hospital Foundation	OH	NIA	ProMedica Health System, Inc.		100.0	ProMedica Health System, Inc.	
		00000	20-4671613				Cobra Ventures, LLC	OH	NIA	St. Luke's Hospital Foundation		100.0	ProMedica Health System, Inc.	

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 Name 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 *
		00000	34-1883284				Lima Memorial Joint Operating Company	OH	NIA	PHS Ventures, Inc.		50.0	ProMedica Health System, Inc.	
		00000	34-1883284				Lima Memorial Joint Operating Company	OH	OTH	Lima Memorial Hospital		50.0	Lima Memorial Hospital	1
		00000	26-4105613				ProMedica Orthopedic Co-Management Company, LLC	OH	NIA	The Toledo Hospital, Flower Hospital, Bay Park Community Hospital		40.0	ProMedica Health System, Inc.	
		00000	26-4105613				ProMedica Orthopedic Co-Management Company, LLC	OH	OTH	Various Physicians		60.0	Various Physicians	1
		00000	27-0962366				ProMedica Cardiovasuclar Co-Management Company, LLC	OH	NIA	The Toledo Hospital, Flower Hospital, Bay Park Community Hospital		40.0	ProMedica Health System, Inc.	
		00000	27-0962366				ProMedica Cardiovasuclar Co-Management Company, LLC	OH	OTH	Various Physicians		60.0	Various Physicians	1

Asterisk	Explanation
0000001	Non-related entity

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanations:

Bar Codes:

Medicare Part D Coverage Supplement

95566201236500003 2012 Document Code: 365

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

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		
2.	Cost of bonds and stocks acquired		
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration for bonds and stocks disposed of		
7.	Deduct amortization of premium		
8.	Total foreign exchange change in book/adjusted carrying		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		

NONE

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)	7,930	2,505			9,459,123	7,930	10,435	9,463,067
2. Class 2 (a)								
3. Class 3 (a)								
4. Class 4 (a)								
5. Class 5 (a)								
6. Class 6 (a)								
7. Total Bonds	7,930	2,505			9,459,123	7,930	10,435	9,463,067
PREFERRED STOCK								
8. Class 1								
9. Class 2								
10. Class 3								
11. Class 4								
12. Class 5								
13. Class 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	7,930	2,505			9,459,123	7,930	10,435	9,463,067

(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 $.....10,435; 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	10,435	X X X	10,435		

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	9,463,067	9,469,618
2.	Cost of short-term investments acquired		
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	9,452,632	6,551
7.	Deduct amortization of premium		
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	10,435	9,463,067
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	10,435	9,463,067

SI04 Schedule DB - Part A Verification . . . . . NONE

SI04 Schedule DB - Part B Verification . . . . . NONE

SI05 Schedule DB Part C Section 1 . . . . . NONE

SI06 Schedule DB Part C Section 2 . . . . . NONE

SI07 Schedule DB - Verification . . . . . NONE

SI08 Schedule E - Verification (Cash Equivalents) . . . . . NONE

E01 Schedule A Part 2 . . . . . NONE

E01 Schedule A Part 3 . . . . . NONE

E02 Schedule B Part 2 . . . . . NONE

E02 Schedule B Part 3 . . . . . NONE

E03 Schedule BA Part 2 . . . . . NONE

E03 Schedule BA Part 3 . . . . . NONE

E04 Schedule D Part 3 . . . . . NONE

E05 Schedule D Part 4 . . . . . NONE

E06 Schedule DB Part A Section 1 . . . . . NONE

E07 Schedule DB Part B Section 1 . . . . . NONE

E08 Schedule DB Part D . . . . . NONE

E09 Schedule DL - Part 1 - Securities Lending Collateral Assets . . . . . NONE

E10 Schedule DL - Part 2 - Securities Lending Collateral Assets . . . . . NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month 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										
Huntington Bank	Maumee, OH						10,493,475	10,322,455	11,268,474	X X X
Huntington Bank	Adrian, MI						1,000,000	1,000,000	1,000,000	X X X
										X X X
0199998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository - open depositories			X X X	X X X						X X X
0199999 Totals - Open Depositories			X X X	X X X			11,493,475	11,322,455	12,268,474	X X X
0299998 Deposits in .....0 depositories that do not exceed the allowable limit in any one depository - suspended depositories			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X			11,493,475	11,322,455	12,268,474	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X			11,493,475	11,322,455	12,268,474	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total - Cash Equivalents							

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