

For the Year Ended December 31, 2012 (To be filed by March 1)

PART 1 - INTERROGATORIES

1.	The reporting insurer is a member of a group of insurers or other holding company system?	Yes []	No [X]
	If yes, do the amounts below represent		
	1) total gross compensation paid to each individual by or on behalf of all companies which are part of the group; or	Yes []	No []
	2) allocation to each insurer?	Yes []	No []
2.	Did any person while an officer, director, or trustee of the reporting entity receive directly or indirectly, during the period covered by this statement any		
	commission on the business transactions of the reporting entity?	Yes []	No [X]
3.	Except for retirement plans generally applicable to its staff employees, has the reporting entity any agreement with any person, other than contracts		
	with its agents for the payment of commissions whereby it agrees that for any service rendered or to be rendered, that he/she shall receive directly or		
	indirectly, any salary, compensation or emolument that will extend beyond a period of 12 months from the date of the agreement?	Yes [X]	No []

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

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	1	2	Annual Compensation				
			3	4	5	6	
	Name and				All Other		
L	Principal Position	Year	Salary	Bonus	Compensation	Totals	
	Chief Executive Officer						
	MICHAEL EUGENE FRANK, PRESIDENT AND CEO			213,059	37,239	635,298	
	MICHAEL EUGENE FRANK, PRESIDENT AND CEO		385,000	102,924	26,302	514,226	
	MICHAEL EUGENE FRANK, PRESIDENT AND CEO	2010	301,074	46,441	68,585	416,100	
1.	FRED CARTER OLSON, MD, EVP INTERNAL OPS & CMO	2012	287,370	106,010	139,794	533,174	
	FRED CARTER OLSON, MD, EVP INTERNAL OPS & CMO	2011	285,438	60,698	4,948	351,084	
L	FRED CARTER OLSON, MD, EVP INTERNAL OPS & CMO	2010	276,077	51,767	4,019	331,863	
2.	MARK ANDREW BURZYNSKI, TREASURER SVP & CFO	2012	248,230	91,572	8,936	348,738	
	MARK ANDREW BURZYNSKI, TREASURER & CFO	2011	246,561	52,345	8,290	307,196	
	MARK ANDREW BURZYNSKI, TREASURER & CFO	2010	238,295	42,381	23,207	303,883	
3.	PATRICK WING HONG LAW, CHIEF INFORMATION OFFICER			79,313	2,410	296,723	
	PATRICK WING HONG LAW, CHIEF INFORMATION OFFICER		214,999	43,440	1,160	259,599	
L	PATRICK WING HONG LAW, CHIEF INFORMATION OFFICER		200,000	21,068	1,322	222,390	
4.	JAMES E SPENCER, CHIEF ACTUARY		203,824	75,190	1,673	280,687	
	JAMES E SPENCER, CHIEF ACTUARY	2011	202,321	42,447	1,086	245,854	
	JAMES E SPENCER, SR. DIR. ACTUARIAL	2010	195,243	19,193	949	215,385	
5.	MARY ELLEN BELCHER, GENERAL COUNSEL	2012	168,235	62,062	11,437	241,734	
	MARY ELLEN BELCHER, GENERAL COUNSEL	2011		32,666	5,805	205,575	
	MARY ELLEN BELCHER, GENERAL COUNSEL	2010	156,527	15,657	4,391	176,575	
6.	FRANK COTE, CHIEF SALES OFFICER	2012		25,294	41,807	221,003	
	FRANK COTE, SR DIRECTOR GOV AFFAIRS	2011	132,153	25,264	665	158,082	
L	FRANK COTE, SR DIRECTOR GOV AFFAIRS	2010	126,323	13,816	560	140,699	
7.	LINDA M GANNO, CHIEF INTERNAL OPERATIONS	2012	180,000	34,027	5,774	219,801	
	LINDA M GANNO, CHIEF INTERNAL OPERATIONS	2011	131,210	26,594	1,187	158,991	
	LINDA M. GANNON, SR DIRECTOR INTERNAL OPS		127,761	10,830	16,860	155,451	
8.		2012		33,408	1,046	211,314	
1	MONICA E. BERNER, MD, MEDICAL OFFICER	2011	171,507	32,399	365	204,271	
L	MONICA E. BERNER, MD, MEDICAL OFFICER	2010	162,000	6,500	328	168,828	
9.	PATRICK MORROW, MD, MEDICAL OFFICER	2012	167,660	5,477	788	173,925	
	PATRICK MORROW, MD, MEDICAL OFFICER	2011	19,231	0	104	19,335	
		2010				0	

Name and Principal Position or Occupation Compensation Paid or Deferred for Services as Director All Other Compensation Paid or Deferred for Services as Director Deferred Totals	PART 3 - DIRECTOR COMPENSATION							
Directors Deferred Totals 1. TERRY BYRON COSGROVE DIRECTOR 26,000 2,300 28,300 2. LANE WILLIAM BASSO DIRECTOR 36,500 905 37,405 3. DEAN EDWARD FOLKVORD DIRECTOR 27,500 1,300 28,800 4. NORA CHESTNUTT GERRITY, M.D. DIRECTOR 20,000 4,250 24,250 5. LARRY DEANE GIANCHETTA. DIRECTOR 26,500 1,300 27,800 6. PAUL FRANCIS GRMOLJEZ, M.D. DIRECTOR 21,000 300 21,300 7. CHASE TYLER HIBBARD. DIRECTOR 28,500 1,256 29,756 8. JERRY EDWARD LUSK. CHAIRMAN 78,000 22,910 100,910 9. RANDALL OLSON, M.D. DIRECTOR 15,000 300 15,300 10. FAYE HANSON WARREN. DIRECTOR 28,500 1,300 29,980 11. LARRY ALAN VIANO. DIRECTOR 28,500 1,300 29,980 12. JEFFERY FEE DIRECTOR 28,500 1,300 29,980 13. DAVID C HENRY 14,000 256 214,256 13. DAVID C HENRY 18,500 300 300 300 </td <td>1</td> <td>2</td> <td>3</td> <td>4</td>	1	2	3	4				
Directors 1. TERRY BYRON COSGROVE DIRECTOR 26,000 2,300 28,300 2. LANE WILLIAM BASSO 36,500 905 37,405 3. DEAN EDWARD FOLKVORD 27,500 1,300 28,800 4. NORA CHESTNUTT GERRITY, M.D. DIRECTOR 20,000 4,250 24,250 5. LARRY DEANE GIANCHETTIA 26,500 1,300 27,800 6. PAUL TRANCIS GRMOLJEZ, M.D. DIRECTOR 21,000 300 21,300 7. CHASE TYLER HIBBARD DIRECTOR 28,500 1,256 29,756 8. JERRY EDWARD LUSK 78,000 22,910 100,910 9. RANDALL OLSON, M.D. DIRECTOR 15,000 300 22,910 100,910 10. FAYE HANSON WARREN 22,000 1,300 29,800 10. FAYE HANSON WARREN 22,000 1,300 29,800 10. FAYE HANSON WARREN 22,000 1,300 29,800 11. LARRY ALAN VIANO 22,000 1,300 29,800 12. JEFREY FEE DIRECTOR 28,500 1,300 29,800 13. DAVID CHENRY 14,000 256 29,760 13. DAVID CHENRY 14,000 256 29,760 14,000 256 29,760 15,500 29,800 15,500 29,800 1,300 29,800 15,500 20,800 1,300 29,800 15,500 20,800 1,400 256 20,760 10. FAYE HANSON WARREN 22,000 22,000 22,000 11. LARRY ALAN VIANO 22,000 22,000 22,000 12. JEFREY FEE 24,000 256 24,250 13. DAVID CHENRY 256 24,250 24,250 14,256 24,250 24,250 15,500 25,000 25,000 15,500 25,000 25,000 16,500 25,000 25,000 17. JAVID CHENRY 256 24,250 18,500 25,000 25,000 18,500 25,000 25,000 18,500 25,000 25,000 18,500 25,000 25,000 18,500 25,000 25,000 18,500 25,000 25,000 18,500 25,000 25,000 18,50	Name and Principal Position	Compensation Paid or Deferred	All Other Compensation Paid or	47				
TERRY BYRON COSGROVE DIRECTOR 26,000 2,300 28,3	or Occupation	for Services as Director	Deferred	Totals				
DIRECTOR								
2. LANE WILLIAM BASSO DIRECTOR 36,500 305 37,405 3. DEAN EDWARD FOLKVORD 27,500 1,300 28,800 4. NORA CHESTNUTT GERRITY, M.D. DIRECTOR 20,000 4,250 24,250 5. LARRY DEANE GIANCHETTA 26,500 1,300 27,800 6. PAUL FRANCIS GRMOLJEZ, M.D. DIRECTOR 21,000 300 21,300 7. CHASE TYLER HIBBARD 28,500 1,256 29,756 8. JERRY EDWARD LUSK 28,500 1,256 29,756 9. RANDALL OLSON, M.D. DIRECTOR 15,000 300 21,300 9. RANDALL OLSON, M.D. DIRECTOR 22,910 300 300 300 300 10. FAYE HANSON WARREN 22,900 300 300 300 300 300 10. FAYE HANSON WARREN 300 300 300 300 300 300 300 10. FAYE HANSON WARREN 300 300 300 300 300 300 300 300 10. FAYE HANSON WARREN 300 300 300 300 300 300 300 300 300 300 300 300 10. FAYE HANSON WARREN 300								
DIRECTOR 36,500 905 37,405		26,000	2,300	28,300				
3. DEAN EDWARD FOLKVORD DIRECTOR 27,500 1,300 28,800 4. NORA CHESTNUTT GERRITY, M.D. DIRECTOR 20,000 4,250 24,250 5. LARRY DEANE GIANCHETTA 26,500 1,300 27,800 6. PAUL FRANCIS GRMOLJEZ, M.D. DIRECTOR 21,000 300 21,300 7. CHASE TYLER HIBBARD DIRECTOR 28,500 1,256 29,756 8. JERRY EDWARD LUSK 28,500 1,256 29,756 8. JERRY EDWARD LUSK 28,500 22,910 100,910 9. RANDALL OLSON, M.D. DIRECTOR 15,000 300 1,5300 10. FAYE HANSON WARREN DIRECTOR 22,000 1,300 1,5300 11. LARRY ALAN VIANO DIRECTOR 28,500 1,300 29,800 12. JEFFERY FEE DIRECTOR 28,500 1,300 29,800 13. DAVID CHENRY 14,000 256 21,4256 14,000 256 21,4256 15,000 20,800 20,800 15,000 20,800 20,800 16,500 20,800 20,800 17. JANUAR OLD 28,500 1,300 29,800 18,500 20,800 20,800 19. JEFFERY FEE JEFFERY F								
DIRECTOR 27,500 1,300 28,800			905	37,405				
4. NORA CHESTNUTT GERRITY, M.D. DIRECTOR 20,000 4,250 24,250 5. LARRY DEANE GIANCHETTA DIRECTOR 26,500 1,300 27,800 6. PAUL FRANCIS GRMOLJEZ, M.D. DIRECTOR 21,000 300 21,300 7. CHASE TYLER HIBBARD. DIRECTOR 28,500 1,256 29,756 8. JERRY EDWARD LUSK. CHAIRMAN 78,000 22,910 100,910 9. RANDALL OLSON, M.D. DIRECTOR 15,000 300 15,300 10. FAYE HANSON WARREN. DIRECTOR 22,000 1,300 15,300 11. LARRY ALAN VIANO. DIRECTOR 28,500 1,300 29,800 12. JEFFERY FEE DIRECTOR 14,000 256 23,200 13. DAVID C HENRY. DIRECTOR 18,500 20,000 18,500								
DIRECTOR 20,000 4,250 24,250	DIRECTOR	27,500	1,300	28,800				
5. LARRY DEANE GIANCHETTA DIRECOTR 26,500 1,300 27,800 6. PAUL FRANCIS GRMOLJEZ, M.D. DIRECTOR 21,000 300 21,300 7. CHASE TYLER HIBBARD. DIRECTOR 28,500 1,256 29,756 8. JERRY EDWARD LUSK CHAIRMAN 78,000 22,910 100,910 9. RANDALL OLSON, M.D. DIRECTOR 15,000 300 15,300 10. FAYE HANSON WARREN DIRECTOR 22,000 12,000 11. LARRY ALAN VIANO DIRECTOR 22,000 1,300 29,800 12. JEFFERY FEE DIRECTOR 14,000 256 24,256 13. DAVID C HENRY DIRECTOR 18,500 18,500 18,500 14. DIRECTOR 18,500 10,500 1								
DIRECOTR 26,500 1,300 27,800			4,250	24,250				
6. PAUL FRANCIS GRMOLJEZ, M.D. DIRECTOR. 21,000 300 21,300 7. CHASE TYLER HIBBARD. DIRECTOR. 28,500 1,256 29,756 8. JERRY EDWARD LUSK CHAIRMAN. 78,000 22,910 100,910 9. RANDALL OLSON, M.D. DIRECTOR. 15,000 300 15,300 10. FAYE HANSON WARREN. DIRECTOR. 22,000 22,000 11. LARRY ALAN VIANO. DIRECTOR. 22,000 22,900 12. JEFFERY FEE DIRECTOR. 28,500 1,300 29,800 13. DAVID C HENRY. DIRECTOR. 14,000 256 14,256			4 200	27.000				
DIRECTOR 21,000 300 21,300 7. CHASE TYLER HIBBARD DIRECTOR 28,500 1,256 29,756 29,756 28,500 22,910 100,910 22,910 100,910 22,910 100,910 22,910 100,910 22,910 22,000			1,300	27,800				
7. CHASE TYLER HIBBARD. DIRECTOR. 28,500 1,256 29,756 8. JERRY EDWARD LUSK. CHAIRMAN. 78,000 22,910 100,910 9. RANDALL OLSON, M.D. DIRECTOR. 15,000 300 15,300 10. FAYE HANSON WARREN. DIRECTOR. 22,000 11. LARRY ALAN VIANO. DIRECTOR. 28,500 1,300 29,800 12. JEFFERY FEE DIRECTOR. 14,000 256 14,256 13. DAVID C HENRY. DIRECTOR. 18,500			200	24 200				
DIRECTOR 28,500 1,256 29,756			300	21,300				
8. JERRY EDWARD LUSK. CHAIRMAN. 78,000 22,910 100,910 9. RANDALL OLSON, M.D. DIRECTOR. 15,000 300 11. LARRY HANSON WARREN. DIRECTOR. 22,000 12. JEFFERY FEE DIRECTOR. 28,500 1,300 29,800 12. JEFFERY FEE DIRECTOR. 14,000 256 214,256 218,500			1 256	20.756				
CHAIRMAN. 78,000 22,910 100,910 9. RANDALL OLSON, M.D			1,230	29,750				
9. RANDALL OLSON, M.D. DIRECTOR. 15,000 300 15,300 10. FAYE HANSON WARREN. DIRECTOR. 22,000 11. LARRY ALAN VIANO. DIRECTOR. 28,500 1,300 29,800 12. JEFFERY FEE. DIRECTOR. 14,000 256 14,256 13. DAVID C HENRY. DIRECTOR. 18,500			22 010	100.010				
DIRECTOR 15,000 300 15,300 10. FAYE HANSON WARREN DIRECTOR 22,000 22,000 11. LARRY ALAN VIANO DIRECTOR 28,500 1,300 29,800 12. JEFFERY FEE DIRECTOR 14,000 256 14,256 13. DAVID C HENRY DIRECTOR 18,500 18			22,510	100,310				
10. FAYE HANSON WARREN. 22,000 DIRECTOR. 22,000 11. LARRY ALAN VIANO. 28,500 1,300 29,800 12. JEFFERY FEE. DIRECTOR. 14,000 256 14,256 13. DAVID C HENRY. DIRECTOR. 18,500 38,500			300	15 300				
DIRECTOR 22,000 22,000 1.00				10,000				
11. LARRY ALAN VIANO 28,500 1,300 29,800 12. JEFFERY FEE 14,000 256 14,256 13. DAVID C HENRY 18,500 18,500	DIRECTOR	22.000		22 000				
DIRECTOR 28,500 1,300 29,800 12. JEFFERY FEE DIRECTOR 14,000 256								
12. JEFFERY FEE DIRECTOR 14,000 256 134,256 13. DAVID C HENRY DIRECTOR 18,500 256 18,500			1.300	29.800				
DIRECTOR 14,000 256 314,256 13. DAVID C HENRY 250 318,500 318,500								
13. DAVID C HENRY			256	14,256				
	13. DAVID C HENRY	<u> </u>		2				
14. MARK RUMANS, M.D	DIRECTOR	18,500						
DIRECTOR	DIRECTOR	15,500		15,500				