* 1 2 9 0 9 2 0 1 2 2 0 1 0 0 1 0 0 *

ANNUAL STATEMENT

For the Year Ended December 31, 2012
of the Condition and Affairs of the

Soundpath Health, Inc.

NAIC Group Code..... , (Current Period) (Prior Period) NAIC Company Code..... 12909 Employer's ID Number..... 42-1720801

Organized under the Laws of Washington State of Domicile or Port of Entry Washington Country of Domicile

Licensed as Business Type.....Health Care Service Contractor Is HMO Federally Qualified? Yes [X] No [ ]

Incorporated/Organized..... January 18, 2007 Commenced Business..... January 1, 2008

Statutory Home Office	32129 Weyerhaeuser Way S., Suite 201..... Federal Way ..... WA .... 98001-9346 *(Street and Number) (City or Town, State and Zip Code)*	
Main Administrative Office	32129 Weyerhaeuser Way S., Suite 201..... Federal Way ..... WA .... 98001-9346253-517-4301 *(Street and Number) (City or Town, State and Zip Code)*	*(Area Code) (Telephone Number)*
Mail Address	PO Box 4537..... Federal Way ..... WA .... 98063 *(Street and Number or P. O. Box) (City or Town, State and Zip Code)*	
Primary Location of Books and Records	32129 Weyerhaeuser Way S., Suite 201..... Federal Way ..... WA .... 98001-9346253-517-4301 *(Street and Number) (City or Town, State and Zip Code)*	*(Area Code) (Telephone Number)*
Internet Web Site Address	http://soundpathhealth.com	
Statutory Statement Contact	Thuy Le *(Name)*	253-517-4340 *(Area Code) (Telephone Number) (Extension)*
	t.le@soundpathhealth.com *(E-Mail Address)*	253-779-8829 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Christine Marie Tomcala Brusstar	Chief Executive Officer	2. Christine Kiefer Turner #	Chief Operating Officer
3.		4. William Nathan Young MD	Chief Medical Officer

OTHER

Mariella Cummings	Chairperson of the Board	Laurence Conrad Schadt MD	Treasurer
Leonard Bennett Alenick MD	Secretary		

DIRECTORS OR TRUSTEES

Patricia Celilia Briggs	Laurence Conrad Schadt MD	Gary Ray Goin MD	Mariella Cummings
Leonard Bennett Alenick MD	Patrick Joseph Halpin MD	Joseph Paul.Clabots MD	Richard Lee Canning #
Karen Elaine Glover #	James Kenneth Anderson #		

State of..... Washington
County of..... King

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.

Christine M Tomcala Brusstar	Christine K Turner	
(Signature)	(Signature)	(Signature)
Christine Marie Tomcala Brusstar	Christine Kiefer Turner	
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
Chief Executive Officer	Chief Operating Officer	
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This 26th day of FEBRUARY 2013

Vicki L. Knox

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

VICKI L. KNOX
COMMISSION EXPIRES
NOTARY
PUBLIC
7-26-14
STATE OF WASHINGTON

02/26/2013 12:15:54 PM

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
0199999. Total individuals	32,885	105,261				138,146
0399999. Premiums due and unpaid from Medicare entities	1,039					1,039
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	33,924	105,261	0	0	0	139,185

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
Med Impact	107,126	108,752	118,652	317,663		652,193
0199999. Total Pharmaceutical Rebate Receivables	107,126	108,752	118,652	317,663	0	652,193
Claim Overpayment Receivables						
U of W Medical Center	54,881					54,881
0299999. Total Claim Overpayment Receivables	54,881	0	0	0	0	54,881
Capitation Arrangement Receivables						
Highline Medical Service Organization	615,728	471,718				1,087,445
0499999. Total Capital Arrangement Receivables	615,728	471,718	0	0	0	1,087,445
Risk Sharing Receivables						
The Everett Clinic	365,019					365,019
0599999. Total Risk Sharing Receivables	365,019	0	0	0	0	365,019
Other Receivables						
Physician Care Networks	3,578					3,578
Wenatchee Valley Medical	8,469					8,469
0699999. Total Other Receivables	12,047	0	0	0	0	12,047
0799999. Total Health Care Receivables	1,154,801	580,469	118,652	317,663	0	2,171,585

EXHIBIT 4 - 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)						
Claims Unpaid - Medical	910,282	96,814	21,873	2,862	114,191	1,146,022
Claims Unpaid - Pharmacy	301,130					301,130
0199999. Individually listed claims unpaid	1,211,413	96,814	21,873	2,862	114,191	1,447,153
0499999. Subtotals	1,211,413	96,814	21,873	2,862	114,191	1,447,153
0599999. Unreported claim and other claim reserves						7,304,355
0799999. Total claims unpaid						8,751,508

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current
Amounts Due From Parent, Subsidiaries and Affiliates							
Northwest Physician Network	394,055					394,055	
Physician of Southwest Washington	317,713					317,713	
0199999. Individually listed receivables	711,768	0	0	0	0	711,768	0
0399999. Total gross amounts receivable	711,768	0	0	0	0	711,768	0

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current

NONE

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0				
2. Intermediaries	67,822,964	61.1	10,044	58.5	48,633,171	19,189,793
3. All other providers	0	0.0				
4. Total capitation payments	67,822,964	61.1	10,044	58.5	48,633,171	19,189,793
Other Payments:						
5. Fee-for-service	618,042	0.6	XXX	XXX		618,042
6. Contractual fee payments	18,642,324	16.8	XXX	XXX		18,642,324
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	22,389,373	20.2	XXX	XXX		22,389,373
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	1,616,326	1.5	XXX	XXX		1,616,326
12. Total other payments	43,266,065	38.9	XXX	XXX	0	43,266,065
13. Total (Line 4 plus Line 12)	111,089,029	100.0	XXX	XXX	48,633,171	62,455,858

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
Transactions with Intermediaries					
	Physicians of Southwest Washington	30,550,288	2,545,857		
	Northwest Physicians Network	18,082,883	1,506,907		
	Physicians Care Network	4,435,989	369,666		
	Fidelis Senior Care, Inc.	4,172,796	347,733		
	American Specialty Healthcare Network	903,490	75,291		
	Vision Service Plan	509,214	42,435		
	Washinton Dental Services	1,249,053	104,088		
	Wenatchee Valley Medical Center	7,856,901	654,742		
	Family Care Network	62,350	5,196		
9999999. Totals		67,822,964	XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment	505,264		262,861	242,402	242,402	0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment						0
6. Total	505,264	0	262,861	242,402	242,402	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....Soundpath Health, Inc. 2. Federal Way, WA

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....0

NAIC Company Code.....12909

	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	11,745							11,745		
2. First quarter	16,354							16,354		
3. Second quarter	16,707							16,707		
4. Third quarter	16,933							16,933		
5. Current year	17,158							17,158		
6. Current year member months	201,362							201,362		
Total Member Ambulatory Encounters for Year:										
7. Physician	155,260							155,260		
8. Non-physician	63,399							63,399		
9. Totals	218,659	0	0	0	0	0	0	218,659	0	0
10. Hospital patient days incurred	9,930							9,930		
11. Number of inpatient admissions	2,335							2,335		
12. Health premiums written (b)	145,723,640							145,723,640		
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	146,288,807							146,288,807		
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	111,089,029							111,089,029		
18. Amount incurred for provision of health care services	125,906,483							125,906,483		

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....145,723,640

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....Soundpath Health, Inc. 2. Federal Way, WA

BUSINESS IN THE STATE OF WASHINGTON DURING THE YEAR (Location)

NAIC Group Code.....0

NAIC Company Code.....12909

	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	11,745							11,745		
2. First quarter	16,354							16,354		
3. Second quarter	16,707							16,707		
4. Third quarter	16,933							16,933		
5. Current year	17,158							17,158		
6. Current year member months	201,362							201,362		
Total Member Ambulatory Encounters for Year:										
7. Physician	155,260							155,260		
8. Non-physician	63,399							63,399		
9. Totals	218,659	0	0	0	0	0	0	218,659	0	0
10. Hospital patient days incurred	9,930							9,930		
11. Number of inpatient admissions	2,335							2,335		
12. Health premiums written (b)	145,723,640							145,723,640		
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	146,288,807							146,288,807		
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	111,089,029							111,089,029		
18. Amount incurred for provision of health care services	125,906,483							125,906,483		

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

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

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsured	5 Domiciliary Jurisdiction	6 Type of Reinsurance Assumed	7 Premiums	8 Unearned Premiums	9 Reserve Liability Other Than for Unearned Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance

NONE

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Paid Losses	7 Unpaid Losses
Accident and Health - Non-Affiliates - U.S. Non-Affiliates						
76694	23-2044256	04/01/2010	Canada Life Assurance Company	MI	3,328,747	
93440	06-1041332	01/01/2012	HM Life Insurance Company	PA	791,309	
1199999	Total - Accident and Health Non-Affiliates - U.S. Non-Affiliates				4,120,056	0
1399999.	Total - Accident and Health Non-Affiliates				4,120,056	0
1499999.	Total - Accident and Health				4,120,056	0
1599999.	Total U.S.				4,120,056	0
1799999.	Total				4,120,056	0

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	Federal ID Number	Effective Date	Name of Company	Domiciliary Jurisdiction	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other Than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates												
76694	23-2044256	04/04/2010	Canada Life Assurance Company	MI	QA/A/G	16,147,638						
93440	06-1041332	01/01/2012	HM Life Insurance Company	PA	SSL/A/I	1,765,320						
0499999.	Total - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates					17,912,958	0	0	0	0	0	0
0699999.	Total - General Account - Authorized - Non-Affiliates					17,912,958	0	0	0	0	0	0
0799999.	Total - General Account - Authorized					17,912,958	0	0	0	0	0	0
2299999.	Total - General Account - Authorized, Unauthorized and Certified					17,912,958	0	0	0	0	0	0
4599999.	Total - U.S.					17,912,958	0	0	0	0	0	0
4799999.	Total					17,912,958	0	0	0	0	0	0

SCHEDULE S - PART 4

Reinsurance Ceded To Unauthorized Companies

1	2	3	4	5	6	7	8	9	Letter of Credit Issuing or Confirming Bank (a)			13	14	15	16	17
									10	11	12					
NAIC Company Code	Federal ID Number	Effective Date	Name of Reinsurer	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Total (Cols. 5 + 6 + 7)	Letters of Credit	American Bankers Association (ABA) Routing Number	Letter of Credit Code	Bank Name	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Miscellaneous Balances (Credit)	Sum of Cols. 9 + 13 + 14 + 15 + 16 But Not in Excess of Col. 8

NONE

SCHEDULE S - PART 5

Provision for Reinsurance Ceded to Certified Reinsurers as of December 31, Current Year (000 Omitted)

	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	Collateral								
																16	17	Letter of Credit Issuing or Confirming Bank (a)			21	22	23	24
																		18	19	20				
Line Number	Federal ID Number	NAIC Company Code	Effective Date	Name of Reinsurer	Domiciliary Jurisdiction	Certified Reinsurer Rating (1 thru 6)	Effective Date of Certified Reinsurer Rating	Percent Collateral Required for Full Credit (0% - 100%)	Reserve Credit Taken	Paid and Unpaid Losses Recoverable (Debit)	Other Debits	Total Recoverable from Reinsurer (Cols. 9 + 10 + 11)	Miscellaneous Balances (Credit)	Net Obligation Subject to Collateral	Dollar Amount of Collateral Required (Col. 14 x Col. 8)	Multiple Beneficiary Trust	Letters of Credit	American Bankers Association (ABA) Routing Number	Letter of Credit Code	Letter of Credit Issuing or Confirming Bank Name	Trust Agreements	Funds Deposited by and Withheld from Reinsurers	Other	Total Collateral Provided (Cols. 16 + 17 + 21 + 22 + 23)

NONE

SCHEDULE S - PART 5 (Continued)

Provision for Reinsurance Ceded to Certified Reinsurers as of December 31, Current Year (000 Omitted)

Line Number	25 Percent of Collateral Provided for Net Amount Recoverable from Reinsurer (Col. 24 / Col. 14)	26 Percent Credit Allowed on Net Amount Recoverable from Reinsurer (Col. 25 / Col. 8, not to Exceed 100%)	27 Amount of Credit Allowed for Net Amount Recoverable from Reinsurer (Col. 14 x Col. 26)	28 Liability for Reinsurance with Certified Reinsurers Due to Collateral Deficiency (Col. 14 - Col. 27)

NONE

SCHEDULE S - PART 6

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2012	2 2011	3 2010	4 2009	5 2008
A. OPERATIONS ITEMS					
1. Premiums					
2. Title XVIII - Medicare	17,913	55,169	22,609	110	95
3. Title XIX - Medicaid					
4. Commissions and reinsurance expense allowance	1,615	5,460	2,334		
5. Total hospital and medical expenses	14,523	46,945	19,845	6	
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable	3,916	4,514	9,822		
8. Reinsurance recoverable on paid losses	4,120	3,837	8,349		
9. Experience rating refunds due or unpaid	142	164	356		
10. Commissions and reinsurance expense allowances due	406	468	1,019		
11. Unauthorized reinsurance offset					
12. Offset for reinsurance with certified reinsurers		XXX	XXX	XXX	XXX
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
13. Funds deposited by and withheld from (F)					
14. Letters of credit (L)					
15. Trust agreements (T)					
16. Other (O)					
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Multiple beneficiary trust		XXX	XXX	XXX	XXX
18. Funds deposited by and withheld from (F)		XXX	XXX	XXX	XXX
19. Letters of credit (L)		XXX	XXX	XXX	XXX
20. Trust agreements (T)		XXX	XXX	XXX	XXX
21. Other (O)		XXX	XXX	XXX	XXX

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 12)	12,138,772		12,138,772
2.	Accident and health premiums due and unpaid (Line 15)	139,185		139,185
3.	Amounts recoverable from reinsurers (Line 16.1)	4,120,056	(4,120,056)	0
4.	Net credit for ceded reinsurance	XXX	203,883	203,883
5.	All other admitted assets (balance)	4,797,211		4,797,211
6.	Totals assets (Line 28)	21,195,224	(3,916,173)	17,279,051
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	8,751,508		8,751,508
8.	Accrued medical incentive pool and bonus payments (Line 2)			0
9.	Premiums received in advance (Line 8)	116,724		116,724
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			0
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)			0
12.	Reinsurance with certified reinsurers (Line 20 inset amount)			0
13.	Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount)			0
14.	All other liabilities (balance)	8,451,118	(3,916,173)	4,534,945
15.	Total liabilities (Line 24)	17,319,350	(3,916,173)	13,403,177
16.	Total capital and surplus (Line 33)	3,875,874	XXX	3,875,874
17.	Total liabilities, capital and surplus (Line 34)	21,195,224	(3,916,173)	17,279,051
	NET CREDIT FOR CEDED REINSURANCE			
18.	Claims unpaid	0		
19.	Accrued medical incentive pool	0		
20.	Premiums received in advance	0		
21.	Reinsurance recoverable on paid losses	4,120,056		
22.	Other ceded reinsurance recoverables	0		
23.	Total ceded reinsurance recoverables	4,120,056		
24.	Premiums receivable	0		
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26.	Unauthorized reinsurance	0		
27.	Reinsurance with certified reinsurers	0		
28.	Funds held under reinsurance treaties with certified reinsurers	0		
29.	Other ceded reinsurance payables/offsets	3,916,173		
30.	Total ceded reinsurance payables/offsets	3,916,173		
31.	Total net credit for ceded reinsurance	203,883		

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

States, Etc.	Direct Business Only					
	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama AL						0
2. Alaska AK						0
3. Arizona AZ						0
4. Arkansas AR						0
5. California CA						0
6. Colorado CO						0
7. Connecticut CT						0
8. Delaware DE						0
9. District of Columbia DC						0
10. Florida FL						0
11. Georgia GA						0
12. Hawaii HI						0
13. Idaho ID						0
14. Illinois IL						0
15. Indiana IN						0
16. Iowa IA						0
17. Kansas KS						0
18. Kentucky KY						0
19. Louisiana LA						0
20. Maine ME						0
21. Maryland MD						0
22. Massachusetts MA						0
23. Michigan MI						0
24. Minnesota MN						0
25. Mississippi MS						0
26. Missouri MO						0
27. Montana MT						0
28. Nebraska NE						0
29. Nevada NV						0
30. New Hampshire NH						0
31. New Jersey NJ						0
32. New Mexico NM						0
33. New York NY						0
34. North Carolina NC						0
35. North Dakota ND						0
36. Ohio OH						0
37. Oklahoma OK						0
38. Oregon OR						0
39. Pennsylvania PA						0
40. Rhode Island RI						0
41. South Carolina SC						0
42. South Dakota SD						0
43. Tennessee TN						0
44. Texas TX						0
45. Utah UT						0
46. Vermont VT						0
47. Virginia VA						0
48. Washington WA						0
49. West Virginia WV						0
50. Wisconsin WI						0
51. Wyoming WY						0
52. American Samoa AS						0
53. Guam GU						0
54. Puerto Rico PR						0
55. US Virgin Islands VI						0
56. Northern Mariana Islands MP						0
57. Canada CAN						0
58. Aggregate Other Alien OT						0
59. Totals	0	0	0	0	0	0

NONE

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 *

NONE

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
	91-1732775	Northwest Physician Network					18,990,327				18,990,327	
	91-1717066	Physicians of Southwest Washington					32,610,729				32,610,729	
12909	42-1720801	Soundpath Health, Inc.					(51,601,056)				(51,601,056)	
9999999.	Control Totals		0	0	0	0	(0)	0	XXX	0	(0)	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

	MARCH FILING	Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES
	AUGUST FILING	
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES

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.

	MARCH FILING	
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	NO
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	NO
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	YES
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	NO
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	NO
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partners be filed electronically with the NAIC by March 1?	NO
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	NO
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	NO
	APRIL FILING	
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	NO
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	NO
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	NO
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	NO
	AUGUST FILING	
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	YES

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

BAR CODE:

1.

2.

3.

4.

5.

6.

7.

8.

9.

10.

11. *1290920123600000*

12. *1290920122050000*

13. *1290920122070000*

14.

15. *1290920123710000*

16. *1290920123700000*

17. *1290920123650000*

18. *1290920122240000*

19. *1290920122250000*

20. *1290920122260000*

21. *1290920123060000*

22. *1290920122110000*

23. *1290920122130000*

24. *1290920122160000*

25. *1290920122170000*

26.

Overflow Page for Write-Ins

NONE

Overflow Page for Write-Ins

NONE

2012 ALPHABETICAL INDEX
HEALTH ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business	7	Schedule D – Part 6 – Section 2	E16
Assets	2	Schedule D – Summary By Country	SI04
Cash Flow	6	Schedule D – Verification Between Years	SI03
Exhibit 1 – Enrollment By Product Type for Health Business Only	17	Schedule DA – Part 1	E17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18	Schedule DA – Verification Between Years	SI10
Exhibit 3 – Health Care Receivables	19	Schedule DB – Part A – Section 1	E18
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	20	Schedule DB – Part A – Section 2	E19
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	21	Schedule DB – Part A – Verification Between Years	SI11
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	22	Schedule DB – Part B – Section 1	E20
Exhibit 7 – Part 1 – Summary of Transactions With Providers	23	Schedule DB – Part B – Section 2	E21
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	23	Schedule DB – Part B – Verification Between Years	SI11
Exhibit 8 – Furniture, Equipment and Supplies Owned	24	Schedule DB – Part C – Section 1	SI12
Exhibit of Capital Gains (Losses)	15	Schedule DB – Part C – Section 2	SI13
Exhibit of Net Investment Income	15	Schedule DB – Part D	E22
Exhibit of Nonadmitted Assets	16	Schedule DB – Verification	SI14
Exhibit of Premiums, Enrollment and Utilization (State Page)	29	Schedule DL – Part 1	E23
Five-Year Historical Data	28	Schedule DL – Part 2	E24
General Interrogatories	26	Schedule E – Part 1 – Cash	E25
Jurat Page	1	Schedule E – Part 2 – Cash Equivalents	E26
Liabilities, Capital and Surplus	3	Schedule E – Part 3 – Special Deposits	E27
Notes To Financial Statements	25	Schedule E – Verification Between Years	SI15
Overflow Page For Write-ins	44	Schedule S – Part 1 – Section 2	30
Schedule A – Part 1	E01	Schedule S – Part 2	31
Schedule A – Part 2	E02	Schedule S – Part 3 – Section 2	32
Schedule A – Part 3	E03	Schedule S – Part 4	33
Schedule A – Verification Between Years	SI02	Schedule S – Part 5	34
Schedule B – Part 1	E04	Schedule S – Part 6	36
Schedule B – Part 2	E05	Schedule S – Part 7	37
Schedule B – Part 3	E06	Schedule T – Part 2 – Interstate Compact	38
Schedule B – Verification Between Years	SI02	Schedule T – Premiums and Other Considerations	39
Schedule BA – Part 1	E07	Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule BA – Part 2	E08	Schedule Y – Part 1A – Detail of Insurance Holding Company System	41
Schedule BA – Part 3	E09	Schedule Y – Part 2 – Summary of Insurer's Transactions With Any Affiliates	42
Schedule BA – Verification Between Years	SI03	Statement of Revenue and Expenses	4
Schedule D – Part 1	E10	Summary Investment Schedule	SI01
Schedule D – Part 1A – Section 1	SI05	Supplemental Exhibits and Schedules Interrogatories	43
Schedule D – Part 1A – Section 2	SI08	Underwriting and Investment Exhibit – Part 1	8
Schedule D – Part 2 – Section 1	E11	Underwriting and Investment Exhibit – Part 2	9
Schedule D – Part 2 – Section 2	E12	Underwriting and Investment Exhibit – Part 2A	10
Schedule D – Part 3	E13	Underwriting and Investment Exhibit – Part 2B	11
Schedule D – Part 4	E14	Underwriting and Investment Exhibit – Part 2C	12
Schedule D – Part 5	E15	Underwriting and Investment Exhibit – Part 2D	13
Schedule D – Part 6 – Section 1	E16	Underwriting and Investment Exhibit – Part 3	14