



SUPPLEMENTAL COMPENSATION EXHIBIT

For the Year Ended December 31, 2011
(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?
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
2) allocation to each insurer?

Yes [X] No []

Yes [] No [X]
Yes [] No [X]
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 [] No [X]

PART 2 - OFFICERS AND EMPLOYEES COMPENSATION

1 Name and Principal Position	2 Year	Annual Compensation			
		3 Salary	4 Bonus	5 All Other Compensation	6 Totals
Chief Executive Officer Scott Elliot Armstrong.....	2011.....	937,880	147,735	180,624	1,266,239
President and Chief Executive Officer.....	2010.....	885,175	0	30,300	915,475
	2009.....	847,707	455,368	302,418	1,605,493
1. Rick Dale Woods.....	2011.....	448,325	62,436	49,633	560,394
EVP & General Counsel.....	2010.....	429,242	0	3,571	432,813
	2009.....	357,631	190,127	88,366	636,124
2. Richard Edward Magnuson.....	2011.....	533,039	73,281	46,681	653,001
EVP & Chief Financial Officer.....	2010.....	521,110	0	5,442	526,552
	2009.....	455,538	204,233	63,782	723,553
3. Pam MacEwan.....	2011.....	302,810	41,917	56,545	401,272
VP Public Affairs & Governance.....	2010.....	311,788	0	6,420	318,208
	2009.....	273,291	128,169	60,317	461,777
4. Breton Clark Myers.....	2011.....	232,571	17,856	26,449	276,876
Assistant Treasurer.....	2010.....	272,666	0	2,395	275,061
	2009.....	218,957	52,010	11,081	282,048
5. Joel Suelzle.....	2011.....	310,985	36,683	35,554	383,222
VP Health Plan Administration Claims.....	2010.....				0
	2009.....				0
6. James Hereford.....	2011.....	286,216	60,823	145,268	492,307
Former EVP Strategic Services & Quality.....	2010.....	432,797	0	12,419	445,216
	2009.....	361,019	166,145	82,659	609,823
7. Cynthia Johnson.....	2011.....	350,504	48,073	65,771	464,348
VP Human Resources.....	2010.....	346,655	0	6,115	352,770
	2009.....	285,055	113,928	68,424	467,407
8. Robert O'Brien.....	2011.....	642,704	90,576	43,669	776,949
EVP Health Plan Administration.....	2010.....	640,670	0	5,702	646,372
	2009.....	606,293	266,145	42,021	914,459
9. Michael Erikson.....	2011.....	321,145	31,658	33,719	386,522
EVP Group Practice Division Administration.....	2010.....				0
	2009.....				0

PART 3 - DIRECTOR COMPENSATION

1 Name and Principal Position or Occupation	2 Compensation Paid or Deferred for Services as Director	3 All Other Compensation Paid or Deferred	4 Totals
Directors			
1. Rosemary Daszkiewicz, Chair, Trustee.....	26,290	2,682	28,972
2. Porsche Everson, Vice Chair, Trustee.....	21,540	2,551	24,091
3. ChangMook Sohn, Trustee.....	17,790	2,494	20,284
4. Ira Martin Fielding, Trustee.....	14,875	2,663	17,538
5. Tracy Elizabeth Garland, Trustee.....	17,790	2,698	20,488
6. Harry Harrison Jr., Trustee.....	17,790	1,929	19,719
7. Robert Joel Margulis, Trustee.....	17,790	2,829	20,619
8. Jennifer Ann Joly, Trustee.....	17,790	2,531	20,321
9. Dorothy Ruzicki, Trustee.....	17,790	2,210	20,000
10. Robert Watt, Trustee.....	11,415	1,899	13,314
11. Susan Joy Byington, Trustee.....	12,750	2,348	15,098