



**HEALTH ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2005
OF THE CONDITION AND AFFAIRS OF THE**

Group Hospitalization and Medical Services, Inc.

NAIC Group Code 0380 0380 NAIC Company Code 53007 Employer's ID Number 53-0078070
(Current Period) (Prior Period)

Organized under the Laws of District of Columbia, State of Domicile or Port of Entry District of Columbia

Country of Domicile United States of America

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

Incorporated/Organized 08/11/1939 Commenced Business 03/15/1934

Statutory Home Office 840 First Street NE, Washington, DC 20065
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 10455 Mill Run Circle
(Street and Number)
Owings Mills, MD 21117 410-581-3000
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 10455 Mill Run Circle, Owings Mills, MD 21117
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 10455 Mill Run Circle
(Street and Number)
Owings Mills, MD 21117 410-998-7011
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.carefirst.com

Statutory Statement Contact William Vincent Stack 410-998-7011
(Name) (Area Code) (Telephone Number) (Extension)
bill.stack@carefirst.com 410-998-6850
(E-mail Address) (FAX Number)

Policyowner Relations Contact 840 First Street NE
(Street and Number)
Washington, DC 20065 800-321-3497
(City or Town, State and Zip Code) (Area Code) (Telephone Number) (Extension)

OFFICERS

Name	Title	Name	Title
<u>William Lockwood Jews</u>	<u>President & CEO</u>	<u>John Anthony Picciotto</u>	<u>Corp. Secretary, Exec. VP & Gen. Counsel</u>
<u>Jeanne Ann Kennedy</u>	<u>Corp. Treasurer & VP</u>		

OTHER OFFICERS

<u>Eric Randolph Baugh M.D.</u>	<u>Sr. VP, Chief Medical Officer</u>	<u>David Donald Wolf</u>	<u>Exec VP, Med Sysys, Corp Dev</u>
<u>Gregory Mark Chaney</u>	<u>Exec. VP & CFO</u>	<u>Gregory Allen Devou</u>	<u>Exec VP, Chief Mktg Office</u>
<u>Leon Kaplan</u>	<u>Exec VP, Operations</u>	<u>Gwendolyn Denise Skillern</u>	<u>Sr. VP and General Auditor</u>
<u>Edward William O'Neil</u>	<u>Sr. VP, Chief Actuary</u>	<u>Michael John Felber</u>	<u>SVP, Sales</u>
<u>Livio Renato Broccolino Esq.</u>	<u>Deputy General Counsel</u>	<u>Sharon Jean Vecchioni</u>	<u>Exec VP, Chief of Staff</u>
<u>Rita Ann Costello</u>	<u>Sr. VP, Strategic Marketing</u>	<u>Joseph Gabriel Rampone</u>	<u>Sr. VP, Operations</u>

DIRECTORS OR TRUSTEES

<u>Father William James Byron S.J.</u>	<u>Michel Llewellyn Daley</u>	<u>Floretta Dukes McKenzie Ed.D.</u>	<u>Sister Carol Ann Keehan R.N.,M.S.</u>
<u>George Burch Wilkes III</u>	<u>Edward John Baran</u>	<u>Elizabeth Lisboa-Farrow #</u>	<u>Robert Marcellus Willis Esq.</u>
<u>Natalie Olivia Ludaway Esq. #</u>	<u>James Wallace #</u>	<u>Larry Donovan Bailey #</u>	

State of

ss

County of

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.

William Lockwood Jews
President & CEO

John Anthony Picciotto
Corp. Secretary, Exec. VP & Gen. Counsel

Jeanne Ann Kennedy
Corp. Treasurer & VP

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

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 _____

Schedule A - Part 1

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE Group Hospitalization and Medical Services, Inc.

SCHEDULE BA - PART 1

Showing Other Long-Term Invested Assets OWNED December 31 of Current Year

1 CUSIP Identification	2 Name or Description	3 Code	4 Location		6 Name of Vendor or General Partner	7 NAIC Desig- nation	8 Date Originally Acquired	9 Type and Strategy	10 Actual Cost	11 Additional Investment During Year Actual Cost	12 Fair Value	13 Amount of Encumbrances	14 Book/Adjusted Carrying Value Less Encumbrances	15 Increase (Decrease) by Adjustment	16 Increase (Decrease) by Foreign Exchange Adjustment	17 Investment Income	18 Commitment for Additional Investment	19 Percentage use of Ownership
			City	State														
	CareFirst, Inc		Owings Mills	Md.	CareFirst, Inc		03/31/2002		168,794	0	168,794	0	168,794	0	0	0	0	100.000
2299999	Surplus Debentures, etc. - Affiliated								168,794		168,794		168,794					XXX
3199999	Total Unaffiliated								168,794		168,794		168,794					XXX
3299999	Total Affiliated								168,794		168,794		168,794					XXX
3399999	Totals								168,794		168,794		168,794					XXX

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ANNUAL STATEMENT FOR THE YEAR 2005 OF THE Group Hospitalization and Medical Services, Inc.

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets SOLD, Transferred or Paid in Full During the Year

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Book/Adjusted Carrying Value Less Encumbrances, Prior Year	8 Increase (Decrease) by Adjustment	9 Increase (Decrease) by Foreign Exchange Adjustment	10 Book/Adjusted Carrying Value Less Encumbrances on Disposal	11 Consideration Received	12 Foreign Exchange Gain (Loss) on Disposal	13 Realized Gain (Loss) on Disposal	14 Total Gain (Loss) on Disposal	15 Investment Income
		3 City	4 State											
NONE														
3199999 – Unaffiliated Totals														
3299999 – Affiliated Totals														
3399999 Totals														

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE Group Hospitalization and Medical Services, Inc.

SCHEDULE D - PART 2 - SECTION 1

Showing ALL PREFERRED STOCKS Owned December 31 of Current Year

1 CUSIP Identification	2 Description	3 Codes		5 Number Of Shares	6 Par Value Per Share	7 Rate Per Share	8 Book/ Adjusted Carrying Value	9 Fair Value		11 Actual Cost	12 Dividends			13 Change in Book/ Adjusted Carrying Value					20 NAIC Designation	21 Date Acquired
		3 Code	4 Foreign					9 Rate Per Share Used to Obtain Fair Value	10 Fair Value		12 Declared But Unpaid	13 Amount Received During Year	14 Nonadmitted Declared But Unpaid	15 Unrealized Valuation Increase/ (Decrease)	16 Current Year's (Amortization) Accretion	17 Current Year's Other Than Temporary Impairment Recognized	18 Total Change In B./A.C.V. (15 + 16 - 17)	19 Total Foreign Exchange Change In B./A.C.V.		
416515-20-3	HARTFORD FINL SVCS GROUP INC			16,500,000	50.00		933,533	76,100	1,255,650	1,035,496		37,125			(101,963)		(101,963)		RP1LFE	04/04/2005
524908-56-3	LEHMAN BROS HLDGS INC			27,500,000		26.290	722,975	26,290	722,975	723,753		15,625	(778)			(778)			RP1LFE	10/04/2005
590215-47-1	MERRILL LYNCH & CO INC			20,000,000	25.00		623,195	39,250	785,000	679,460		23,333		(56,265)		(56,265)			RP1LFE	04/20/2005
894206-30-7	Travelers Ppty Casualty Corp			43,000,000		24.890	1,070,270	24,890	1,070,270	1,065,366		17,859	4,904			4,904			P2LFE	09/26/2005
939322-84-8	Washington Mutual Capital Tr 5.375			15,950,000		54.250	865,288	54,250	865,288	861,866		38,834	(22,988)			(22,988)			P2LFE	12/28/2005
6299999	Total - Preferred Stock - Banks, Trust, Insurance						4,215,261	XXX	4,699,183	4,365,941	0	132,776	(18,862)	(158,228)	0	(177,090)	0	XXX	XXX	
013104-20-3	ALBERTSONS INC			32,500,000		22.550	732,875	22,550	732,875	815,240		58,906	(81,565)			(81,565)			P2LFE	07/29/2004
05518F-20-9	BAC CAP TR VI			5,250,000	100.00		509,598	98,651	517,918	509,439	9,311	14,766		159		159			RP1LFE	03/11/2005
171232-50-7	CHUBB CORP			34,000,000	25.00		886,770	35,180	1,196,120	963,800		55,125		(50,867)		(50,867)			RP1LFE	04/04/2005
349573-AA-3	FORTIS INS N V GTD EXCH 144A08			320,000	1,000.00		356,833	120,625	386,000	357,800	420	5,813		(967)		(967)			RP1LFE	12/21/2005
302571-40-1	FPL Group Inc. Conv. Pfd.			4,000,000	1.00		200,184	61,970	247,880	200,184		16,504	(40,776)			(40,776)			RP1LFE	06/07/2002
37247D-30-4	GENWORTH FINL INC			34,000,000		38.060	1,294,040	38,060	1,294,040	1,020,660		44,250	175,330			175,330			P1LFE	12/19/2005
806605-60-6	SCHERING PLOUGH CORP			17,000,000		53.790	914,430	53,790	914,430	873,137		25,500	41,293			41,293			P2LFE	06/29/2005
844030-80-9	SOUTHERN UN CO NEW			9,500,000	25.00	48.930	464,835	48,930	464,835	489,725		18,142	(24,890)			(24,890)			P2LFE	04/15/2005
844030-30-4	Southern Union			7,000,000		71.900	503,300	71,900	503,300	392,645		20,125	(7,000)			(7,000)			P2LFE	09/30/2003
6399999	Total - Preferred Stock - Industrial, Misc.						5,862,865	XXX	6,257,398	5,622,630	9,731	259,131	62,392	(51,675)	0	(10,717)	0	XXX	XXX	
6599999	Total - Preferred Stocks						10,078,126	XXX	10,956,581	9,988,571	9,731	391,907	43,530	(209,903)	0	(166,373)	0	XXX	XXX	

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ANNUAL STATEMENT FOR THE YEAR 2005 OF THE Group Hospitalization and Medical Services, Inc.

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
31339X-60-2	FEDERAL HOME LN BKS.		11/09/2005	Various		391,550	410,000	5,280
3133XC-N2-5	FEDERAL HOME LN BKS.		11/16/2005	Various		943,027	950,000	1,009
3134A4-AA-2	FEDERAL HOME LN MTG CORP		12/21/2005	Ferris Baker		7,416,876	6,000,000	109,125
3128X0-6U-8	FEDERAL HOME LN MTG CORP MTN		11/09/2005	Various		544,919	560,000	1,225
3128X2-L6-0	FEDERAL HOME LN MTG CORP MTN		11/10/2005	Various		1,241,285	1,275,000	5,546
3128X4-HM-6	FEDERAL HOME LN MTG CORP MTN		11/09/2005	Various		1,242,000	1,250,000	12,188
31359M-RG-0	FEDERAL NATL MTG ASSN.		12/27/2005	Various		4,905,450	5,000,000	62,587
31359M-TZ-6	FEDERAL NATL MTG ASSN.		12/27/2005	Various		4,804,950	5,000,000	60,035
83162C-LX-9	SMALL BUS ADMIN GTD DEV PTC.		10/21/2005	Various		1,484,919	1,435,675	33,193
912810-FP-8	U.S. Treasury Bonds 5.375%		12/06/2005	Various		230,144	210,000	3,530
912828-AZ-3	U.S. Treasury Note 2.625%		10/11/2005	Various		6,244,063	6,500,000	70,476
912810-EL-8	UNITED STATES TREAS BDS.		11/09/2005	Various		1,340,313	1,000,000	38,913
912828-BM-1	UNITED STATES TREAS NTS.		08/08/2005	VARIOUS		13,572,891	14,000,000	160,670
912828-CF-5	UNITED STATES TREAS NTS.		08/31/2005	Lehman		8,419,648	8,500,000	67,041
912828-DE-7	UNITED STATES TREAS NTS.		12/06/2005	Various		2,416,797	2,500,000	42,316
912828-EE-6	UNITED STATES TREAS NTS.		10/26/2005	Various		2,432,324	2,500,000	21,077
912828-EM-8	UNITED STATES TREAS NTS.		11/09/2005	Various		1,746,823	1,750,000	
912828-EN-6	UNITED STATES TREAS NTS.		12/06/2005	Various		1,210,345	1,210,000	2,491
912828-EP-1	UNITED STATES TREAS NTS.		11/30/2005	Various		1,894,508	1,900,000	222
912828-CE-8	UNITED STATES TREASURY		11/09/2005	VARIOUS		12,469,727	13,000,000	93,908
912828-AY-6	US Treasury 2.00%		01/01/2005	Spear Leeds & Kellog		6,918,516	7,000,000	19,724
912810-EQ-7	US Treasury 6.25%		11/09/2005	Various		2,327,227	2,000,000	26,240
0399999 - Total	Bonds - U.S. Government					84,198,302	83,950,675	836,796
359757-AM-3	FULLER RD MGMT CORP N Y LEASE REV		11/16/2005	Various		1,972,280	2,000,000	
928120-BL-0	VIRGINIA ST HSG DEV AUTH REN		06/02/2005	Various		1,048,580	1,000,000	5,650
1799999 - Total	Bonds - States, Territories and Possessions					3,020,860	3,000,000	5,650
31396E-GC-4	FEDERAL HOME LN MTG 5.000% 11/15/		11/18/2005	Various		598,688	600,000	2,417
31396E-RC-2	FEDERAL HOME LN MTG 5.500% 9/15/		11/17/2005	Various		606,000	600,000	2,658
31283K-2E-7	FEDERAL HOME LOAN MTG CORP		03/01/2005	Lehman		3,987,222	3,833,867	10,224
31288B-6V-0	FHLMC PC GOLD CASH 30.		12/22/2005	Various		4,026,041	3,970,210	17,866
31298G-DT-4	FHLMC PC GOLD CASH 30.		12/22/2005	JBS Securities		6,128,480	5,921,237	28,866
31283K-VG-0	FHLMC PC GOLD COMB 15.		01/07/2005	WARBURG DILLON READ LLC		3,047,986	2,876,306	9,348
312964-TT-6	FHLMC PC GOLD COMB 15.		11/09/2005	Various		985,928	981,633	2,400
312966-CD-4	FHLMC PC GOLD COMB 15.		10/27/2005	Various		2,060,346	2,082,966	4,629
312968-AP-5	FHLMC PC GOLD COMB 15.		01/07/2005	Lehman		1,028,716	979,292	2,938
3128K7-ZV-3	FHLMC PC GOLD COMB 30.		10/19/2005	Various		1,912,187	1,969,424	3,556
3128K8-GM-2	FHLMC PC GOLD COMB 30.		10/25/2005	Various		674,996	698,065	1,260
3128MJ-A5-9	FHLMC PC GOLD COMB 30.		11/03/2005	Various		3,059,915	3,107,921	6,173
31296T-4E-1	FHLMC PC GOLD COMB 30.		05/20/2005	Lehman		3,090,186	3,002,914	12,012
31297H-FF-1	FHLMC PC GOLD COMB 30.		10/28/2005	Various		1,682,668	1,662,151	3,601
31297U-QG-8	FHLMC PC GOLD COMB 30.		10/18/2005	Ferris Baker		2,506,569	2,466,868	8,223
31297U-R6-9	FHLMC PC GOLD COMB 30.		10/18/2005	Lehman		3,597,564	3,540,583	11,802
31393R-MT-4	FHLMC REMIC SERIES 2636.		05/24/2005	Lehman		5,107,682	4,969,468	19,740
31396C-3C-2	FHLMC REMIC SERIES 3003.		10/20/2005	Ferris Baker		2,993,320	3,000,000	10,250
337653-AC-3	FISCAL YR 2005 SECURITIZATION.		01/04/2005	First Albany Corp		3,987,200	4,000,000	13,650
31385J-NP-9	FNMA PASS-THRU INT 15 YEAR.		09/19/2005	Lehman		3,613,032	3,546,535	9,211
31404D-J6-6	FNMA PASS-THRU INT 15 YEAR.		01/07/2005	Warburg, S.G.		4,028,107	3,840,293	11,521
31404T-VM-2	FNMA PASS-THRU INT 15 YEAR.		10/28/2005	Various		1,791,204	1,847,792	3,696
31405K-BZ-3	FNMA PASS-THRU INT 15 YEAR.		11/03/2005	Various		1,433,644	1,429,623	3,495
31385X-EE-3	FNMA PASS-THRU LNG 30 YEAR.		01/07/2005	Warburg, S.G.		5,952,041	5,676,213	12,298
31401M-EA-5	FNMA PASS-THRU LNG 30 YEAR.		11/09/2005	Various		1,542,433	1,502,980	3,528
31402C-V6-6	FNMA PASS-THRU LNG 30 YEAR.		04/25/2005	Paine Webber		14,753,122	14,362,638	64,632
31402R-AQ-2	FNMA PASS-THRU LNG 30 YEAR.		11/07/2005	Various		2,471,218	2,406,360	5,648
31402R-AS-8	FNMA PASS-THRU LNG 30 YEAR.		10/26/2005	Credit Suisse First Bosto		3,089,650	3,003,989	7,051
31402R-H2-8	FNMA PASS-THRU LNG 30 YEAR.		11/21/2005	Various		989,218	980,106	1,960
31405N-MQ-5	FNMA PASS-THRU LNG 30 YEAR.		01/07/2005	Warburg, S.G.		5,194,077	5,026,780	10,054
31406G-FD-6	FNMA PASS-THRU LNG 30 YEAR.		10/19/2005	Various		942,739	942,739	1,702
31407A-MC-2	FNMA PASS-THRU LNG 30 YEAR.		10/28/2005	Various		1,971,900	1,994,021	3,960
31407F-KU-3	FNMA PASS-THRU LNG 30 YEAR.		12/22/2005	Various		12,564,998	12,417,540	55,879
31407K-Z8-5	FNMA PASS-THRU LNG 30 YEAR.		12/22/2005	JBS Securities		2,621,909	2,589,540	11,653
31394U-ZK-1	FNMA REMIC 6.000% 10/25/		11/09/2005	Ferris Baker		968,035	950,000	4,592

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ANNUAL STATEMENT FOR THE YEAR 2005 OF THE Group Hospitalization and Medical Services, Inc.

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
36225D-FV-1	GNMA II POOL #81079 5.000% 9/20/		11/09/2005	Various		636,957	639,255	2,575
36225D-LD-4	GNMA II POOL #81223 4.750% 1/20/		11/09/2005	Various		656,097	661,498	2,531
484890-JP-4	KANSAS CITY MO ARPT REV		04/05/2005	Ferris, Baker Watts		1,308,411	1,325,000	2,392
3199999 - Total	Bonds - Special Revenue					117,583,971	115,405,805	389,991
02342T-AD-1	AMDOCS LTD		05/31/2005	Various		695,630	750,000	813
02582J-CE-8	AMERICAN EXPRESS MASTER 2002-6		11/10/2005	Various		701,531	700,000	80
026874-AW-7	AMERICAN INTL GROUP INC		10/18/2005	Lehman		979,250	1,000,000	2,946
030955-AN-8	AMERITECH CAP FUNDING CORP		12/21/2005	Ferris Baker		2,501,900	2,500,000	73,688
031162-AL-4	AMGEN INC		08/12/2005	VARIOUS		1,063,620	1,350,000	
00184A-AG-0	AOL Time Warner 7.70%		10/26/2005	Barclays Capital		170,403	150,000	5,775
00209T-AA-3	AT&T Broadband Corp. 8.375%		10/14/2005	Various		378,349	325,000	2,571
05523U-AD-2	BAE SYS HLDGS INC		11/04/2005	Various		96,404	100,000	1,502
05947U-ES-3	BANC AMER CMBS 2002-PB2		11/02/2005	Various		524,297	500,000	516
059438-AH-4	BANC ONE CORP		12/21/2005	Ferris Baker		2,417,380	2,000,000	30,500
06050M-EM-5	BANK AMER CORP MEDIUM TERM SR		01/21/2005	NATIONAL FINL SERVICES CP		600,000	600,000	
060505-BU-7	BANK OF AMERICA CORPORATION		10/14/2005	Various		294,801	300,000	3,113
073605-AC-1	BEACON HILL CBO II 4.78563% 9/19/		11/17/2005	Ferris Baker		3,960,000	6,000,000	43,868
084498-AB-0	BERKLEY W R CAP TR		11/16/2005	VARIOUS		1,790,026	1,715,000	43,145
084664-AR-2	BERKSHIRE HATHAWAY FIN CORP		10/14/2005	Various		292,095	300,000	3,231
10112R-AB-0	Boston Pptys Ltd Partnership 6.25%		02/08/2005	Warburg, S.G		165,473	150,000	677
136375-BL-5	CANADIAN NATL RY CO		11/29/2005	Various		82,655	75,000	1,576
143658-AN-2	Carnival Corp. Conv. 2.00%		04/01/2005	VARIOUS		799,500	550,000	3,750
161443-AF-3	CHASE AUTO OWNER TR 2005-B		11/15/2005	Various		599,982	600,000	
16151R-BU-6	CHASE CC MASTER TRUST 2002-5		11/10/2005	Various		601,031	600,000	1,899
16162W-HL-6	CHASE MORTGAGE FIN CO 2004-S1		11/04/2005	First Albany Corp		1,507,042	1,559,177	1,559
171196-AP-3	CHRYSLER CORP		11/14/2005	Various		79,184	75,000	1,180
125509-BE-8	Cigna Corp. 8.30%		01/20/2005	Ferris, Baker Watts		3,814,500	3,000,000	6,917
17303C-AY-7	CITIBANK CR CD MASTER TR 98-2		11/10/2005	Various		614,719	600,000	12,201
172967-CK-5	CITIGROUP INC		11/09/2005	Various		298,308	300,000	427
172967-CU-3	CITIGROUP INC		10/26/2005	Ferris Baker		386,740	400,000	3,163
20030N-AH-4	COMCAST CORP NEW		11/29/2005	Various		100,517	100,000	273
20030N-AJ-0	COMCAST CORP NEW		11/08/2005	Various		499,960	500,000	
20030N-AK-7	COMCAST CORP NEW		11/08/2005	Various		99,751	100,000	
20046P-AB-4	COMM 2000-C1		11/17/2005	Various		645,516	600,000	2,596
216640-AE-2	COOPER CAMERON CORP		04/15/2005	Wach		336,375	325,000	2,099
224044-BM-8	COX COMMUNICATIONS INC NEW		08/30/2005	VARIOUS		1,653,181	1,650,000	23,454
22541N-NL-9	CREDIT SUISSE FIRST BOSTON MTG		01/25/2005	Paine Webber		2,077,420	2,053,992	6,909
225470-AP-8	CSFB COML MTG PTC 2005-C5		10/26/2005	Various		492,963	500,000	567
126408-GA-5	CSX CORP		08/26/2005	VARIOUS		728,771	800,000	
126670-RA-8	CWABS		12/15/2005	Bank Of America		600,000	600,000	
12668A-Z3-2	CWALT INC 5.500% 12/25/		11/17/2005	Various		602,039	600,000	2,658
25179S-AD-2	Devon Financing Corp. 7.875%		11/01/2005	Various		61,637	50,000	372
23322B-GB-8	DLJ COMMERCIAL MTG 1999-CG3		11/17/2005	Various		536,230	500,000	2,141
25746U-AV-1	DOMINION RES INC VA NEW		11/01/2005	Barclays Capital		72,377	75,000	1,661
260543-BJ-1	DOW CHEM CO		02/17/2005	Morgan Stanley		252,594	200,000	4,589
268766-BZ-4	EOP OPER LTD PARTNERSHIP		11/18/2005	VARIOUS		286,500	300,000	4,123
26884A-AH-6	ERP OPER LTD PARTNERSHIP		08/15/2005	Ferris Baker		1,591,201	1,450,000	33,149
341081-ET-0	FLORIDA PWR & LT CO		11/14/2005	Various		67,241	75,000	1,650
30249Q-AE-0	FMC CORP MTN BE		11/15/2005	VARIOUS		1,537,837	1,485,000	40,357
345397-TY-9	Ford Motor Credit Co. 7.25%		04/21/2005	VARIOUS		374,236	375,000	3,776
354613-AC-5	FRANKLIN RES INC		04/08/2005	Goldman Sachs & Co		167,500	250,000	
36158Y-FT-1	GE CAP CMBS 2002-2		11/03/2005	Various		450,879	450,000	468
36962G-Q9-8	GENERAL ELEC CAP CORP MTN BE		11/09/2005	Various		388,168	400,000	7,067
36962G-S6-2	GENERAL ELEC CAP CORP MTN BE		10/26/2005	Various		347,953	350,000	474
36962G-T3-8	GENERAL ELEC CAP CORP MTN BE		12/01/2005	Various		323,544	325,000	181
369604-AY-9	General Electric Co. 5%		02/08/2005	bnp paribas		2,073,920	2,000,000	2,778
370425-RX-0	GENERAL MTRS ACCEP CORP		05/06/2005	VARIOUS		1,720,126	2,000,000	19,785
370425-SG-6	GENERAL MTRS ACCEP CORP		04/14/2005	VARIOUS		300,737	325,000	7,332
361849-KN-1	GMAC COML MTG SECS 2000-C1		10/27/2005	Various		469,876	430,000	
361849-ET-5	GMAC COML MTGE SECS 1999-C1		11/03/2005	Paine		436,173	425,000	510
361849-MK-5	GMAC COML MTGE SECS 2000-C2		10/27/2005	Lehman		434,875	400,000	
381317-AQ-9	GOLDEN WEST FINL CORP DEL		02/08/2005	Nationsbank		1,690,475	1,650,000	28,302

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SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
396789-LL-1	GREENWICH CAP CMBS 2005-6G5		10/20/2005	Various		452,245	450,000	131
406216-AM-3	HALLIBURTON CO		04/18/2005	Lehman Brothers		248,875	200,000	1,667
421933-AF-9	HEALTH MGMT ASSOC INC NEW		11/09/2005	Exchange		301,125	300,000	
421933-AG-7	HEALTH MGMT ASSOC INC NEW		04/18/2005	Goldman Sachs & Co		182,000	200,000	
428236-AC-7	HEWLETT PACKARD CO 0.000% 10/14/		11/02/2005	Various		879,625	1,525,000	
432848-AZ-2	HILTON HOTELS CORP		04/15/2005	Goldman Sachs & Co		288,185	250,000	117
43812M-AC-3	HONDA AUTO RECV 2005-5		10/18/2005	Barclays Capital		624,904	625,000	
404200-AN-9	HSBC BK USA GLBL MEDIUM TM SR		10/26/2005	Various		288,945	300,000	1,485
453258-AT-2	Inco LTD 1%		04/01/2005	Morgan Stanley		112,625	85,000	52
459902-AL-6	International Game Technology Zero		12/22/2005	Various		543,188	825,000	
460146-BX-0	INTL PAPER CO		11/07/2005	BNY Capital		969,770	1,000,000	17,569
460146-BZ-5	INTL PAPER CO		04/27/2005	Ferris Baker		796,736	800,000	3,617
46625H-BV-1	JP MORGAN CHASE & CO		12/09/2005	Ferris Baker		2,464,300	2,500,000	31,675
46625H-DD-9	JP MORGAN CHASE & CO		11/29/2005	Various		122,438	125,000	1,118
46625M-CU-1	JP MORGAN CHASE CMBS 2001-C1C2		10/28/2005	Various		449,952	425,000	76
46625M-NP-0	JP MORGAN CHASE CMBS 2002-C1C5		11/09/2005	Various		496,230	500,000	1,004
52108H-DF-8	LB COMMERCIAL MTG TR 2001-C2		11/03/2005	Various		452,094	425,000	2,121
52108H-3F-9	LB-UBS CMBS 2005-C2		10/27/2005	Various		990,000	1,000,000	2,777
52108H-JT-2	LB-UBS COML MTG TR 5.594% 6/15/		11/28/2005	Various		699,709	680,000	2,008
52108H-JJ-4	LB-UBS COML MTG TR 6.462% 3/15/		11/28/2005	Various		642,797	600,000	2,046
52517P-DS-7	LEHMAN BROS HLDGS INC MTN BE		12/14/2005	Various		174,220	175,000	
53079Q-AC-1	LIBERTY MUTUAL INSUR 7.875% 10/15/		07/25/2005	Ferris Baker		2,350,400	2,000,000	45,063
539830-AK-5	LOCKHEED MARTIN CORP		11/29/2005	Various		134,956	100,000	24
539830-AP-4	LOCKHEED MARTIN CORP		09/26/2005	VARIOUS		1,074,541	1,010,000	2,521
548661-CG-0	Lowe's Companies Inc. 0.861%		04/18/2005	Goldman Sachs & Co		240,938	250,000	12
564055-AL-5	MANOR CARE INC NEW		10/27/2005	Various		703,038	700,000	3,719
570535-AC-8	MARKEL CORP		06/09/2005	Various		683,408	1,700,000	
577778-BS-1	MAY DEPT STORES CO		11/14/2005	Various		74,887	75,000	1,461
577778-CB-7	MAY DEPT STORES CO		12/16/2005	Various		78,265	75,000	2,161
55266L-AX-4	MBIA GLOBAL FDG LLC MTN 144A		11/17/2005	BNY Capital		1,243,674	1,350,000	24,587
55264T-BF-7	MBNA MASTER CC TR II 2002-10		11/10/2005	Various		500,938	500,000	57
55264T-CP-4	MBNA MASTER CC TR II 2004-4A		11/10/2005	Barclays Capital		583,125	600,000	45
585055-AD-8	MEDTRONIC INC		10/20/2005	VARIOUS		1,043,475	1,030,000	4,230
59156R-AM-0	METLIFE INC		11/01/2005	Various		73,020	75,000	1,556
61746S-BS-7	MORGAN STANLEY		10/18/2005	Various		349,059	350,000	
620076-AR-0	MOTOROLA INC		03/29/2005	Legg Mason Wood		1,455,636	1,300,000	37,447
634902-LJ-7	NATIONAL CITY BK CLEVELAND		01/07/2005	Warburg, S.G.		1,999,520	2,000,000	
63861Q-AZ-1	NATIONWIDE HEALTH PPTYS MTNS		05/10/2005	First Albany Corp		1,612,500	1,500,000	12,075
63859U-AU-7	NATNWIIDE BLDG SOC SRMTN BE144A		11/04/2005	Various		96,797	100,000	1,157
652482-BJ-8	NEWS AMER INC		10/14/2005	Various		171,311	175,000	3,737
65475B-AC-8	NISSAN AUTO RECV 2005-C		11/14/2005	Barclays Capital		567,992	575,000	134
666807-AW-2	NORTHROP GRUMMAN CORP		11/09/2005	Various		94,159	75,000	1,453
681919-AR-7	OMNICOM GROUP INC		04/19/2005	Goldman Sachs & Co		294,213	300,000	
71644E-AG-7	PETRO-CDA		11/04/2005	Various		73,208	75,000	2,144
69349L-AC-2	PNC BK N A PITTSBURGH PA		10/18/2005	Various		1,628,005	1,700,000	6,906
737679-CZ-1	POTOMAC ELEC PWR CO		12/20/2005	BNY Capital		2,402,075	2,500,000	8,250
744320-AB-8	PRUDENTIAL FINL INC		11/22/2005	Various		924,619	935,000	128
74436J-EW-3	PRUDENTIAL SEC FIN CRP 99-NRF1		11/10/2005	Lehman		521,133	500,000	1,377
75405U-AA-4	RAS LAFFAN LIQUEFIED NAT GAS		10/25/2005	Ferris Baker		984,900	1,000,000	4,541
79548K-3J-5	SALOMON BROS MTG 7 2000-C1		11/28/2005	Various		649,688	600,000	
79548C-CQ-7	SALOMON BROS MTG 7 2002-KEY2		11/03/2005	Various		438,785	450,000	426
78387G-AQ-6	SBC COMMUNICATIONS INC		11/01/2005	Various		73,291	75,000	628
81013T-AB-7	SCOTTISH PWR PLC		11/09/2005	Various		98,673	100,000	896
814120-AA-9	SECURITY BENEFIT LIFE INS CO		09/06/2005	Ferris Baker		1,858,290	1,500,000	41,563
852060-AT-9	SPRINT CAPITAL CORP		11/09/2005	Various		129,004	100,000	1,458
867914-AY-9	SUNTRUST BKS INC		11/09/2005	Various		145,991	150,000	531
878742-AF-2	TECK COMINCO LTD		11/29/2005	Various		73,493	75,000	717
87245A-AB-5	TIAA STRUCTURED FIN CDO I LTD		12/05/2005	Ferris Baker		2,040,000	3,400,000	6,291
907833-AJ-6	UNION PACIFIC RR CO 2000-1		02/08/2005	Morgan Stanley		447,881	366,760	2,527
91086Q-AJ-7	UNITED MEXICAN SVCS MTN BE		11/09/2005	Various		178,219	150,000	1,700
913903-AL-4	UNIVERSAL HLTH SVCS INC		04/26/2005	VARIOUS		432,915	700,000	1,001
90331H-KW-2	US BK NATL ASSN MINNEAPOLISMTN		10/14/2005	Lehman		272,907	275,000	2,521

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SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
903278-CK-3	USAA AUTO OWNER TR 2005-4		11/15/2005	Various		599,910	600,000	
92344G-AX-4	VERIZON GLOBAL FDG CORP		10/26/2005	Various		92,881	100,000	780
92857W-AG-5	VODAFONE GROUP PLC NEW		10/26/2005	Various		97,006	100,000	1,153
92976G-AD-3	WACHOVIA BK NATL ASSN MTN SUB		08/15/2005	Ferris Baker		995,040	1,000,000	2,302
929766-7G-2	WACHOVIA CMBS 2005-C21		10/14/2005	Lehman		451,406	450,000	1,714
929903-AU-6	WACHOVIA CORP 2ND NEW		11/02/2005	Various		530,000	530,000	
92976W-AT-3	WACHOVIA CORP GLOBAL MTN		11/01/2005	Various		146,256	150,000	2,862
931142-CA-9	WAL MART STORES INC		08/08/2005	Various		1,997,440	2,000,000	
949746-JJ-1	WELLS FARGO & CO NEW		10/26/2005	Various		339,385	350,000	4,328
983024-AD-2	WYETH		04/15/2005	VARIOUS		1,134,561	1,100,000	3,806
983024-AK-6	WYETH		11/15/2005	Various		75,112	75,000	50
983024-AA-8	Wyeth 5.25%		01/06/2005	MLPF&S Fixed Income Ops		827,440	800,000	14,178
983730-AA-0	XL CAP FIN EUROPE PLC		04/27/2005	Ferris Baker		1,082,610	1,000,000	19,319
4599999 - Total - Bonds - Industrial, Misc.						96,183,331	99,279,929	785,367
6099997 - Total - Bonds - Part 3						300,986,464	301,636,409	2,017,804
6099998 - Total - Bonds - Part 5						682,867,175	614,872,076	6,546,258
6099999 - Total - Bonds						983,853,639	916,508,485	8,564,062
416515-20-3	HARTFORD FINL SVCS GROUP INC		04/04/2005	Morgan Stanley	16,500,000	1,035,496	50.00	
524908-56-3	LEHMAN BROS HLDGS INC		10/04/2005	VARIOUS	27,500,000	723,753		
59021S-47-1	MERRILL LYNCH & CO INC		04/20/2005	Goldman Sachs & Co.	20,000,000	679,460	25.00	
89420G-30-7	Travelers Ppty Casualty Corp		09/26/2005	VARIOUS	43,000,000	1,065,366		
939322-84-8	Washington Mutual Capital Tr 5.375		12/28/2005	Goldman Sachs & Co.	1,500,000	82,688		
6299999 - Total - Preferred Stocks - Banks, Trusts, Insurance						3,586,763	XXX	.0
05518F-20-9	BAC CAP TR VI		03/11/2005	VARIOUS	5,250,000	509,439	100.00	578
171232-50-7	CHUBB CORP		04/04/2005	Goldman Sachs & Co.	10,000,000	295,400	25.00	
349573-AA-3	FORTIS INS N V GTD EXCH 144A08		12/21/2005	VARIOUS	320,000	357,800	1,000.00	
37247D-30-4	GENWORTH FINL INC		12/19/2005	VARIOUS	9,000,000	308,460		
806605-60-6	SCHERING PLOUGH CORP		06/29/2005	Goldman Sachs & Co.	17,000,000	873,137		
844030-80-9	SOUTHERN UN CO NEW		04/15/2005	Merrill Lynch	9,500,000	489,725	25.00	
6399999 - Total - Preferred Stocks - Industrial, Misc.						2,833,961	XXX	578
6599997 - Total - Preferred Stocks - Part 3						6,420,724	XXX	578
6599998 - Total - Preferred Stocks - Part 5						.0	XXX	.0
6599999 - Total - Preferred Stocks						6,420,724	XXX	578
750236-10-1	Radian Group, Inc.		04/05/2005	JNK Securities	4,760,000	227,701		
759351-10-9	Reinsurance Group Of America		05/25/2005	VARIOUS	11,120,000	523,617		
6799999 - Total - Common Stocks - Banks, Trusts, Insurance						751,318	XXX	.0
005125-10-9	ACXIOM CORP		05/25/2005	VARIOUS	28,070,000	614,320		
00847J-10-5	AGILYSYS INC		10/28/2005	Various	34,950,000	524,040		
011311-10-7	ALAMO GROUP INC		12/29/2005	VARIOUS	13,890,000	302,322		
024061-10-3	AMERICAN AXLE & MFG HLDGS INC		12/14/2005	VARIOUS	27,148,000	514,010		
02660R-10-7	AMERICAN HOME MTG INVT CORP		04/07/2005	VARIOUS	8,280,000	250,584		
032657-20-7	ANALOGIC CORP		09/13/2005	VARIOUS	11,210,000	565,087		
034164-10-3	ANDERSONS INC		02/28/2005	Warburg, S.G	9,890,000	317,838		
037023-10-8	ANTHRACITE CAP INC		02/22/2005	VARIOUS	41,150,000	490,291		
043353-10-1	ARVINMERITOR INC		04/07/2005	JNK Securities	29,870,000	470,187		
05379B-10-7	Avista Corp		06/08/2005	Various	11,390,000	205,884		
07556Q-10-5	BEAZER HOMES USA INC		01/27/2005	ESI Securities	3,200,000	465,192		
075811-10-9	BECKMAN COULTER INC		11/08/2005	Various	10,740,000	589,641		
077347-30-0	BEL FUSE INC		06/09/2005	VARIOUS	18,620,000	545,130		
077454-10-6	BELDEN CDT INC		06/07/2005	Various	13,390,000	279,582		
081437-10-5	BEMIS INC		12/14/2005	Various	20,280,000	552,713		
091826-10-7	Black Box Corp		05/19/2005	VARIOUS	6,520,000	247,722		
092113-10-9	BLACK HILLS CORP		03/28/2005	JNK Securities	5,510,000	182,435		
09643P-10-8	BLYTH INC		11/28/2005	VARIOUS	29,740,000	703,178		
096761-10-1	Bob Evans Farms		02/23/2005	ESI Securities	21,790,000	530,844		
109043-10-9	BRIGGS & STRATTON CORP		09/13/2005	Various	14,740,000	536,638		
181457-10-2	CLARK INC		08/31/2005	Various	34,860,000	563,861		
191098-10-2	COCA COLA BOTTLING CO CONS		12/13/2005	VARIOUS	7,290,000	335,718		
229669-10-6	CUBIC CORP		05/26/2005	VARIOUS	18,490,000	321,555		

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SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
238113-10-4	DATASCOPE CORP		06/23/2005	VARIOUS	15,250,000	579,601		
247131-10-5	Delphi Finl Group Inc		05/23/2005	Legg Mason Wood	5,240,000	221,396		
252450-10-1	DIAGNOSTIC PRODS CORP		12/01/2005	VARIOUS	12,190,000	537,245		
23330X-10-0	DRS TECHNOLOGIES INC		11/21/2005	Wach	11,180,000	548,459		
281760-10-8	EDWARDS AG INC		01/28/2005	Weeden & Co	11,740,000	490,955		
294549-10-0	EQUITABLE RES INC		12/12/2005	various	12,770,000	477,033		
297602-10-4	ETHAN ALLEN INTERIORS INC		04/07/2005	JNK Securities	8,630,000	272,614		
30239F-10-6	FBL FINL GROUP INC		05/06/2005	VARIOUS	7,120,000	192,412		
317923-10-0	FINISH LINE INC		11/23/2005	VARIOUS	32,810,000	552,902		
318522-30-7	FIRST AMERICAN CORP		05/05/2005	Fidelity Capital Markets	13,420,000	490,447		
35914P-10-5	FRONTIER OIL CORP		12/05/2005	VARIOUS	26,570,000	874,623		
360921-10-0	FURNITURE BRANDS INTL INC		05/03/2005	VARIOUS	25,080,000	566,640		
361268-10-5	G & K SVCS INC		12/13/2005	Various	15,080,000	564,972		
Y2692M-10-3	GENERAL MARITIME CORP		09/13/2005	Wach	14,590,000	510,185		
373200-20-3	Georgia Gulf Corp		12/15/2005	Various	17,870,000	543,044		
37803P-10-5	Glenborough Rlty Tr Inc		06/10/2005	Various	10,370,000	216,662		
402307-10-2	GULF ISLAND FABRICATION INC		07/06/2005	VARIOUS	20,860,000	511,841		
431294-10-7	HILB ROGAL & HAMILTON CO		06/20/2005	Various	3,500,000	120,168		
435758-30-5	HOLLY CORP		02/01/2005	Raymond James & Assoc	14,110,000	423,749		
439104-10-0	HOOPER HOLMES INC		10/27/2005	VARIOUS	183,250,000	701,975		
45245A-10-7	Imation Corp		05/23/2005	Legg Mason Wood	6,400,000	243,964		
458372-10-9	INTER TEL INC		05/19/2005	BNY ES1 & CO. INC	11,870,000	241,333		
461203-10-1	INVACARE CORP		06/13/2005	Various	5,200,000	235,612		
464119-10-6	IRWIN FINL CORP		09/16/2005	VARIOUS	27,240,000	638,451		
480074-10-3	JONES APPAREL GROUP INC		06/07/2005	Various	8,900,000	283,630		
488044-10-8	Kellwood Co		05/03/2005	Liquident	12,520,000	321,013		
514936-10-3	LANDAMERICA FINL GROUP COM		09/20/2005	Various	8,740,000	526,600		
523768-10-9	LEE ENTERPRISES INC		02/01/2005	Raymond James & Assoc	11,180,000	490,836		
533900-10-6	Lincoln Electric Holdings		06/13/2005	Various	1,350,000	43,952		
536797-10-3	LITHIA MTRS INC		03/28/2005	Lynch, Jones & Ryan	6,180,000	155,884		
542307-10-3	LONE STAR STEAKHOUSE SALOON		11/28/2005	VARIOUS	11,650,000	322,959		
549764-10-8	LUFKIN INDS INC		07/07/2005	Various	8,790,000	322,207		
552676-10-8	M D C HLDGS INC		02/07/2005	VARIOUS	6,530,000	465,282		
55261R-10-8	MAF BANCORP INC		06/25/2005	VARIOUS	12,670,000	529,849		
591520-20-0	METHODE ELECTRS INC		11/23/2005	VARIOUS	50,100,000	547,119		
55272X-10-2	MFA MTG INVTs INC		12/20/2005	Various	97,690,000	579,349		
628464-10-9	MYERS INDS INC		06/20/2005	VARIOUS	40,610,000	475,028		
646025-10-6	NEW JERSEY RES CORP		06/20/2005	Various	3,800,000	177,905		
648053-10-6	NEW PLAN EXCEL RLTY TR INC		10/24/2005	Various	12,310,000	316,349		
654086-10-7	Nicor Inc		06/21/2005	Various	4,200,000	173,441		
629337-10-6	NN INC		02/01/2005	ESI Securities	39,431,000	467,521		
680223-10-4	OLD REP INTL CORP		04/07/2005	JNK Securities	6,930,000	160,568		
681904-10-8	Omicare Inc		02/01/2005	ESI Securities	16,110,000	494,016		
682680-10-3	Oneok Inc		03/28/2005	Fidelity Capital Markets	5,020,000	153,001		
714046-10-9	PERKINELMER INC		06/08/2005	Various	11,000,000	214,710		
69344M-10-1	PMI Group, Inc		01/19/2005	Legg Mason Wood	12,370,000	511,279		
69349H-10-7	PNM RES INC		06/14/2005	VARIOUS	16,610,000	465,431		
730448-10-7	POGO PRODUCING CO		02/01/2005	Merrill Lynch	4,340,000	189,050		
740884-10-1	PRESIDENTIAL LIFE CORP		09/01/2005	VARIOUS	31,850,000	564,700		
743674-10-3	PROTECTIVE LIFE CORP		05/23/2005	VARIOUS	12,720,000	508,457		
749136-10-7	R & G FINANCIAL CORP		12/16/2005	VARIOUS	41,040,000	579,256		
758075-40-2	REDWOOD TR INC		03/28/2005	VARIOUS	9,660,000	545,603		
761195-20-5	RESOURCE AMERICA INC		11/29/2005	VARIOUS	30,463,000	515,691		
761695-10-5	REYNOLDS & REYNOLDS CO CL A		02/01/2005	Liquident	20,670,000	563,051		
770196-10-3	ROBBINS & MYERS INC		06/23/2005	VARIOUS	22,180,000	496,796		
749685-10-3	RPM INTL INC		02/01/2005	Raymond James & Assoc	25,970,000	475,981		
785905-10-0	SABRE HLDGS CORP		05/06/2005	Fidelity Capital Markets	24,310,000	489,517		
808194-10-4	Schulman A Inc		06/25/2005	VARIOUS	7,900,000	145,691		
835456-10-2	SONIC AUTOMOTIVE INC		06/10/2005	Various	11,660,000	249,939		
847220-20-9	Spartech Corp		07/06/2005	VARIOUS	13,690,000	268,268		
852891-10-0	Stancorp Financial Group		08/31/2005	VARIOUS	6,960,000	565,496		
85375C-10-1	STANDARD PAC CORP NEW		12/15/2005	Various	13,771,000	527,858		

E11.4

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE Group Hospitalization and Medical Services, Inc.

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
.859152-10-0	STERIS CORP		11/02/2005	Various	23,240.000	531,722		
.868168-10-5	SUPERIOR INDS INTL INC		12/09/2005	various	23,170.000	512,342		
.871655-10-6	SYPRIS SOLUTIONS INC		06/20/2005	VARIOUS	21,300.000	252,243		
.879369-10-6	TELEFLEX INC		03/15/2005	ESI Securities	8,260.000	429,906		
.885218-10-7	THORNBURG MTG INC		06/02/2005	VARIOUS	17,700.000	506,345		
.902681-10-5	UGI CORP NEW		02/01/2005	Credit Suisse First Bosto	11,400.000	506,400		
.913903-10-0	UNIVERSAL HELATH SVCS		04/05/2005	VARIOUS	9,370.000	434,102		
.920355-10-4	VALSPAR CORP		02/01/2005	Credit Suisse First Bosto	12,080.000	587,631		
.928469-10-5	VITAL SIGNS INC		06/02/2005	Various	2,510.000	104,604		
.981475-10-6	WORLD FUEL SVCS CORP		12/09/2005	various	16,170.000	565,289		
6899999 - Total	- Common Stocks - Industrial, Misc.					40,178,922	XXX	.0
.922040-10-0	Vanguard Institutional Index Fund		12/29/2005	Vanguard Group	120,733.282	12,966,001		
7199999 - Total	- Common Stocks - Money Market Mutual Fund					12,966,001	XXX	.0
7299997 - Total	- Common Stocks - Part 3					53,896,241	XXX	.0
7299998 - Total	- Common Stocks - Part 5					13,778,286	XXX	.0
7299999 - Total	- Common Stocks					67,674,527	XXX	.0
7399999 - Total	- Preferred and Common Stocks					74,095,251	XXX	.578
7499999 Totals						1,057,948,890	XXX	8,564,640

E11.5

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE Group Hospitalization and Medical Services, Inc.

SCHEDULE D - PART 5

Showing all Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Disposal Date	7 Name of Purchaser	8 Par Value (Bonds) or Number of Shares (Stocks)	9 Actual Cost	10 Consideration	11 Book/ Adjusted Carrying Value at Disposal Date	Change in Book/Adjusted Carrying Value					17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Interest and Dividends Received During Year	21 Paid for Accrued Interest and Dividends
											12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change In B./A. C.V. (12 + 13 - 14)	16 Total Foreign Exchange Change in B./A. C.V.					
950590-10-9	WENDYS INTL INC.		02/01/2005	Liquidat.	05/04/2005	VARIOUS	12,460,000	495,534	548,198	495,534	0	0	0	0	0	0	52,664	52,664	1,682	0
6899999	Common Stocks - Industrial and Miscellaneous						13,778,286	13,390,503	13,778,286	13,778,286	0	0	0	0	0	0	(387,782)	(387,782)	124,574	0
7299998	Total - Common Stocks						13,778,286	13,390,503	13,778,286	13,778,286	0	0	0	0	0	0	(387,782)	(387,782)	124,574	0
7399999	Total - Preferred and Common Stocks						13,778,286	13,390,503	13,778,286	13,778,286	0	0	0	0	0	0	(387,782)	(387,782)	124,574	0
								696,645,461	694,548,968	696,614,628	0	(30,833)	0	(30,833)	0	0	(2,065,659)	(2,065,659)	8,950,036	6,546,258

E13.3

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identification	2 Description Name of Subsidiary, Controlled or Affiliated Company	3 Foreign	4 NAIC Company Code or Alien Insurer Identification Number	5 NAIC Valuation Method (See SVO Purposes and Procedures Manual)	6 Do Insurer's Admitted Assets Include Intangible Assets Connected with Holding of Such Company's Stock?	7 Total Amount of Such Intangible Assets	8 Book / Adjusted Carrying Value	Stock of Such Company Owned by Insurer on Statement Date	
								9 Number of Shares	10 % of Outstanding
0199999	- Preferred Stock - Parent					0	0	XXX	XXX
0999999	- Total Preferred Stocks					0	0	XXX	XXX
	The GHMSI Companies			3iiB	No	0	0	25,000,000	100.0
	Access America			3iiB	No	0	0	10,000,000	100.0
12528#-10-4				3iiB	No	0	149,357,556	1,250,000	40.0
1599999	- Common Stock - Non-Insurer Which Controls Insurer						149,357,556	XXX	XXX
1899999	- Total Common Stocks						149,357,556	XXX	XXX
1999999 Totals							149,357,556	XXX	XXX

- Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: \$
- Total amount of intangible assets nonadmitted: \$

SCHEDULE D - PART 6 - SECTION 2

1 CUSIP Identification	2 Name of Lower-Tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-Tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Stock in Lower-Tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding
999999-99-8	CareFirst BlueChoice, Inc.	CFS Health Group, Inc.	0	4,000,000	40.0
13973#-10-2	Capital Area Services Company, Inc.	The GHMSI Companies, Inc.	0	1,000,000	100.0
63516#-10-1	National Capital Admin Service, Inc.	The GHMSI Companies, Inc.	0	4,000,000	100.0
63517@-10-2	National Capital Insurance Agency	The GHMSI Companies, Inc.	0	20,000,000	100.0
	National Capital Reinsurance LTD.	The GHMSI Companies, Inc.	0	1,000,000	100.0
999999-99-8	CapitalCare, Inc.	CFS Holding Group, Inc.	0	400,000	40.0
999999-99-8	Service Benefit Plan Admin Service Corp.	Group Hospitalization and Medical Serv.	0	9,000,000	90.0
999999-99-8	TDN Administrative Services, LLC.	CFS Holding Group, Inc.	0	0.000	40.0
0399999 Total				XXX	XXX

ANNUAL STATEMENT FOR THE YEAR 2005 OF THE Group Hospitalization and Medical Services, Inc.

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	Codes		4	5	6	7	Change In Book/Adjusted Carrying Value				12	13	Interest					20	
	2	3					8	9	10	11			14	15	16	17	18		19
Description	Code	Foreign	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due And Accrued Dec. 31 of Current Year On Bond Not In Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	How Paid	Gross Amount Received	Paid for Accrued Interest
UNITED STATES TREAS BILLS			12/28/2005	Legg Mason Wood	01/12/2006	1,403,306					1,405,000	1,403,306	451			2.983	MAT		
0199999 - U.S. Governments - Issuer Obligations						1,403,306	0	0	0	0	1,405,000	1,403,306	451	0	XXX	XXX	XXX	0	0
0399999 - Total - U.S. Government Bonds						1,403,306	0	0	0	0	1,405,000	1,403,306	451	0	XXX	XXX	XXX	0	0
5499999 - Total - Issuer Obligations						1,403,306	0	0	0	0	1,405,000	1,403,306	451	0	XXX	XXX	XXX	0	0
6099999 - Total - Bonds						1,403,306	0	0	0	0	1,405,000	1,403,306	451	0	XXX	XXX	XXX	0	0
One Group U.S. Treas Mny Mkt			12/31/2005	BANKONE	12/31/2006	2,297,613						2,297,613	6,140					55,562	
STI U.S. Treas MM Fund			12/31/2005	Suntrust Capital	12/31/2006	40,677,067						40,677,067	68,103					222,887	
7999999 - Exempt Money Market Mutual Funds						42,974,680	0	0	0	0	XXX	42,974,680	74,243	0	XXX	XXX	XXX	278,449	0
AIM Liquid Assets Portfolio			11/30/2005	Suntrust Capital	12/31/2006	13,384,000						13,384,000	66,268					134,385	
Ferris Baker Watts-Bear Stearns			12/31/2005	Ferris, Baker Watts	12/31/2006	42,231,281						42,231,281						300,478	
Plan Investment Money Mkt Fund			10/23/2002	PLAN INVESTMENT FUND	12/31/2006	1,000,000						1,000,000						10,847	
8099999 - Class One Money Market Mutual Funds						56,615,281	0	0	0	0	XXX	56,615,281	66,268	0	XXX	XXX	XXX	445,710	0
8299999 Totals						100,993,267	0	0	0	0	XXX	100,993,267	140,962	0	XXX	XXX	XXX	724,159	0

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Schedule DB - Part A - Section 1

NONE

Schedule DB - Part A - Section 2

NONE

Schedule DB - Part A - Section 3

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part B - Section 2

NONE

Schedule DB - Part B - Section 3

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Part C - Section 3

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DB - Part D - Section 3

NONE

Schedule DB - Part E - Section 1

NONE

Schedule E - Part 2

NONE

Schedule E - Part 3

NONE