



SUPPLEMENTAL COMPENSATION EXHIBIT

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

PART 1 - INTERROGATORIES

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| 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 [X] |
| 2) allocation to each insurer? | 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 [X] | No [] |

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 President.....	2012.....	854,692	1,599,898	25,291	2,479,881
James B. Wilson.....	2011.....	804,614	983,600	22,703	1,810,917
	2010.....	712,308	1,130,181	22,874	1,865,363
1. EVP, Chief Strategy Officer & Innovation Officer & Assistant Corporate Secretary Maureen K. O'Connor.....	2012.....	500,000	1,140,197	25,115	1,665,312
	2011.....	500,000	658,000	23,172	1,181,172
	2010.....	496,154	761,601	22,896	1,280,651
2. SVP, Chief Financial Officer Gerald A. Petkau.....	2012.....	525,044	953,032	110,624	1,588,700
	2011.....	499,077	375,000	72,530	946,607
	2010.....	446,154	389,737	70,028	905,919
3. SVP, Chief Sales, Marketing & Communications Officer John T. Roos.....	2012.....	410,000	792,124	23,038	1,225,162
	2011.....	410,000	410,000	20,089	840,089
	2010.....	408,462	624,881	19,768	1,053,111
4. EVP, Chief Operating Officer Alan Hughes.....	2012.....	410,771	669,101	76,051	1,155,923
	2011.....	350,000	380,000	51,766	781,766
	2010.....	338,461	167,475	30,559	536,495
5. SVP, Chief Medical Officer Don W. Bradley.....	2012.....	368,530	686,685	24,930	1,080,145
	2011.....	358,769	368,600	24,780	752,149
	2010.....	352,000	477,314	23,448	852,762
6. Executive On Loan To Topaz Shared Services, LLC, A BCBSNC Investment Ian K. Gordon.....	2012.....	322,596	516,908	70,513	910,017
	2011.....	300,000	302,000	55,998	657,998
	2010.....	298,462	415,738	63,611	777,811
7. SVP, Chief Human Resources Officer Fara M. Palumbo.....	2012.....	279,138	539,844	22,116	841,098
	2011.....	270,000	302,000	18,628	590,628
	2010.....	270,000	240,023	20,470	530,493
8. SVP, General Counsel & Corporate Secretary Nathan K. Prather.....	2012.....	349,090	302,403	12,518	664,011
	2011.....	315,154	208,000	8,801	531,955
	2010.....	254,616	133,770	8,311	396,697
9. VP, Actuarial & Underwriting & Chief Actuary Patrick K Getzen.....	2012.....	317,885	232,788	11,826	562,499
	2011.....	281,154	125,000	9,026	415,180
	2010.....	257,294	129,938	9,835	397,067

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. Lars Steven Nelson..... Partner and Managing Director, Wakefield Group, LLC.....	89,400	2,213	91,613
2. Frank Brown Holding, Jr..... Chairman & CEO, First Citizens Bank.....	72,150	2,292	74,442
3. Jeffrey Thompson Barber..... Retired, Managing Partner, PricewaterhouseCoopers, LLP.....	66,850	2,218	69,068
4. Jimmy Walker Phillips..... Partner, Brooks, Pierce, McLendon, Humphrey & Leonard, LLP.....	67,600	412	68,012
5. Walter Conaway Davenport..... Retired Partner, Cherry Bekaert & Holland, LLP.....	63,500	2,246	65,746
6. Cecil Daryl Hollis..... Consultant, Self Employed.....	64,600	388	64,988
7. William Hardy Bryan..... President, Mount Olive Pickle Company.....	61,250	2,153	63,403
8. John Onslow McNairy..... President & CEO, Tidewater Transit.....	61,650	1,414	63,064
9. Roberta Bromberg Bowman..... Sr. Vice President, Chief Sustainability Officer, Duke Energy Corporation.....	60,000	2,961	62,961
10. Harold Lee Martin Sr., Ph.D..... Chancellor, A&T State University.....	56,500	1,579	58,079
11. Lisa Anne Carey, MD..... Medical Director, University of NC at Chapel Hill Breast Center.....	42,500	2,724	45,224
12. Jeffrey Lyle Houpt, MD..... Immediate past CEO UNC Health Care Systems & Dean, Sch. of Med.....	18,650	.23	18,673