

# COVENTRY HEALTH CARE INC

## FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 10/17/2000

Address	6705 ROCKLEDGE DRIVE SUITE 900 BETHESDA, Maryland 20817
Telephone	301-581-0600
CIK	0001054833
Industry	Healthcare Facilities
Sector	Healthcare
Fiscal Year	12/31

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

(Amendment No. 1)<sup>1</sup>

**Coventry Health Care, Inc.**

(Name of Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

222862104  
(CUSIP Number)

Karen E. Shaff, Esq.  
Principal Mutual Holding Company  
711 High Street  
Des Moines, Iowa 50392  
(515)247-6139  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

with a copy to:

John W. Blouch, Esq.  
Jones & Blouch L.L.P.  
1025 Thomas Jefferson Street, N.W.  
Suite 410E  
Washington, DC 20007  
(202)223-3500

September 8, 2000  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 3d-1(c), 13d-1(f) or 13d-1(g), check the following box .

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

<sup>1</sup>/ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act however, see the Notes).

**SCHEDULE 13D**

CUSIP No. 222862104  
-----

1 NAME OF REPORTING PERSON  
Principal Mutual Holding Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Iowa

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	15,117,395 (See Item 5)
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	15,117,395 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,117,395 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.5%

14 TYPE OF REPORTING PERSON

HC

SCHEDULE 13D

CUSIP No. 222862104

-----

1 NAME OF REPORTING PERSON  
Principal Financial Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Iowa

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	15,117,395 (See Item 5)
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	15,117,395 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,117,395 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.5%

14 TYPE OF REPORTING PERSON

HC

SCHEDULE 13D

CUSIP No. 222862104

-----

1 NAME OF REPORTING PERSON  
Principal Financial Services, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Iowa

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	15,117,395 (See Item 5)
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	15,117,395 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,117,395 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.5%

14 TYPE OF REPORTING PERSON

HC

SCHEDULE 13D

CUSIP No. 222862104

-----

1 NAME OF REPORTING PERSON  
Principal Life Insurance Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Iowa

NUMBER OF SHARES	7	SOLE VOTING POWER
		0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		15,117,395 (See Item 5)
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		15,117,395 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,117,395 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.5%

14 TYPE OF REPORTING PERSON

IC

SCHEDULE 13D

CUSIP No. 222862104  
-----

1 NAME OF REPORTING PERSON  
Principal Holding Company

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Iowa

NUMBER OF SHARES	7	SOLE VOTING POWER
		0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER
		15,117,395 (See Item 5)
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		15,117,395 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,117,395 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.5%

14 TYPE OF REPORTING PERSON

HC

SCHEDULE 13D

CUSIP No. 222862104

-----

1 NAME OF REPORTING PERSON  
Principal Health Care, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [x]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(D) OR 2(E) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Iowa

NUMBER OF	7	SOLE VOTING POWER
SHARES		0
BENEFICIALLY		
OWNED BY	8	SHARED VOTING POWER
EACH		15,103,487 (See Item 5)
REPORTING		
PERSON	9	SOLE DISPOSITIVE POWER
WITH		0
	10	SHARED DISPOSITIVE POWER
		15,103,487 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,103,487 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.5%

14 TYPE OF REPORTING PERSON

CO

This Amendment No. 1 amends the Schedule 13D filed on April 13, 1998 (as amended, the "Schedule 13D") on behalf of Principal Life Insurance Company (formerly, Principal Mutual Life Insurance), Principal Holding Company and Principal Health Care, Inc., relating to the common stock, par value \$0.01 per share, of Coventry Health Care, Inc., a Delaware corporation ("CHC"). Unless otherwise indicated herein, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 2 is amended to read as follows:

Item 2. Identity and Background.

-----

This statement is being filed by: (i) Principal Mutual Holding Company ("PMHC"), (ii) Principal Financial Group, Inc. ("PFG"), (iii) Principal Financial Services, Inc. ("PFS"), (iv) Principal Life Insurance Company, formerly Principal Mutual Life Insurance Company ("PLIC" or "PM"), (v) Principal Holding Company ("PH"), and (vi) Principal Health Care, Inc. ("PHC").

After the initial filing of the Schedule 13D, PLIC reorganized from a mutual life insurance company to a stock life insurance company and in that

connection changed its name and became an indirect, wholly-owned subsidiary of PMHC, a mutual insurance holding company which is an Iowa corporation. The intermediate holding companies are PFG and PFS, both Iowa corporations. The address of the principal business and principal office of each of PMHC, PFG and PFS is 711 High Street, Des Moines, Iowa 50392.

PLIC is a stock insurance company organized under the laws of the State of Iowa. The present principal business activity of PLIC is the provision of products and services for businesses, groups and individuals including individual insurance, pension plans and group/employee benefits. The address of its principal business and principal office is 711 High Street, Des Moines, Iowa 50392.

PH is a corporation incorporated under the laws of the State of Iowa. It is a wholly-owned subsidiary of PM. PH is a holding company for the non-life insurance subsidiaries of PM. The address of its principal business and principal office is 711 High Street, Des Moines, Iowa 50392.

PHC is a corporation incorporated under the laws of the State of Iowa. It is a direct wholly-owned subsidiary of PH and an indirect wholly-owned subsidiary of PLIC. PHC's principal business is the development and administration of managed care arrangements such as preferred provider organizations and health maintenance organizations. The address of PHC's principal business and principal office is 711 High Street, Des Moines, Iowa 50392.

By virtue of their ownership and control of PHC, PMHC, PFG, PFS, PLIC and PH have the ultimate voting and dispositive power with respect to the shares of CHC Common Stock held by PHC and may be deemed indirect beneficial owners of all the shares of CHC Common Stock owned by PHC within the meaning of Rule 13d-3(a) under the Act.

Each of PMHC, PFG, PFS, PLIC, PH and PHC is hereinafter referred to individually as a "Reporting Person" and collectively as "Reporting Persons." As discussed below, the Reporting Persons collectively may be deemed to be a group, within the meaning of Rule 13d-5(b)(1) under the Securities Exchange Act of 1934, as amended (the "Act"), beneficially owning, in the aggregate, 15,117,395 shares of CHC Common Stock or approximately 25.5% of the outstanding shares of CHC Common Stock within the meaning of Rule 13d-3(a) of the Act.

Attached as Schedule B hereto and incorporated by reference herein is a list of all Directors and Executive Officers of each Reporting Person. Such Schedule B also sets forth the principal business address and principal occupation or employment of each person listed thereon.

All the Directors and Executive Officers of the Reporting Persons are United States citizens, except as otherwise indicated on Schedule B.

During the last five years, except as set forth below, none of the Reporting Persons, or the Directors or Executive Officers of the Reporting Persons, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, except as set forth below, none of the Reporting Persons, or the Directors or Executive Officers of the Reporting Persons, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, or finding any violation with respect to, federal or state securities law.

Item 5 is amended to read as follows:

Item 5. Interest in Securities of the Issuer.

-----

(a) - (b)As of the date hereof, PHC beneficially owns 15,103,487 shares of CHC Common Stock.

In addition, as of the date hereof, Invista Capital Management, LLC ("Invista"), a direct wholly-owned subsidiary of PH, and an indirect wholly-owned subsidiary of PLIC, may be deemed to be the beneficial owner of an additional 13,908 shares of CHC Common Stock. Invista is a corporation incorporated under the laws of the state of Iowa. The present principal business activity of Invista is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. The address of Invista's principal business and principal office is 699 Walnut, 1800 Hub Tower, Des Moines, Iowa 50309. Invista, using funds provided by holders of certain investment accounts for which Invista acts as investment adviser, acquires from time to time shares of CHC Common Stock for those accounts. Invista has voting and dispositive power with respect to the shares held by the accounts. Shares are acquired and held for the accounts for investment purposes only.

PMHC, PFG, PFS, PLIC and PH, by virtue of their ownership and control of PHC and Invista, may be deemed to share the power to vote or dispose of, or direct the voting or disposition of, 15,117,395 shares of CHC Common Stock, and therefore may be deemed beneficial owners of the shares of CHC Common Stock beneficially owned by PHC (15,103,487 shares) and Invista (13,908 shares) within the meaning of Rule 13d-3(a) under the Act.

The Reporting Persons acted together for the purposes of acquiring, holding, voting or disposing of CHC Common Stock. Furthermore, PLIC and PHC are parties to the Shareholders' Agreement. The Shareholders' Agreement obligates PLIC and PHC to act in concert with respect to certain matters concerning CHC. As a result, the Reporting Persons may be deemed to constitute a group within the meaning of the Act which pursuant to Rule 13d-5(b)(1) may be deemed to have acquired beneficial ownership of all shares of CHC Common Stock beneficially held by each member of the group, an aggregate of 15,117,395 shares of CHC Common Stock or 25.5% of the outstanding shares of CHC Common Stock.

(c) None of the Reporting Persons, nor, to the best knowledge of the Reporting Persons, any person named on Exhibit B hereto, has effected any transactions in CHC Common Stock during the past 60 days except as described herein.

On September 8, 2000, PHC sold 10,000,000 shares of CHC Common Stock at a price of \$10 per share. The sale was made pursuant to a purchase agreement (the "Purchase Agreement") dated May 5, 2000, to which PHC and Warburg, Pincus Equity Partners, L.P., Warburg, Pincus Netherlands Equity Partners I, C.V., Warburg, Pincus Netherlands Equity Partners II, C.V. and Warburg, Pincus Netherlands Equity Partners III, C.V. (the "Purchasers") are parties whereby the Purchasers agreed to purchase 10,000,000 shares of CHC Common Stock from PHC at a purchase price of \$10.00 per share for an aggregate purchase price of \$100,000,000. The Purchase Agreement was subject to certain conditions including, without limitation, the receipt of regulatory and governmental approvals.

(d) As an investment adviser, Invista invested funds of investment accounts for which Invista acts as investment adviser in CHC Common Stock. Consequently, the persons who have interests in such investment accounts are the beneficiaries of the right to receive dividends from, or the proceeds from the sale of, shares of CHC Common Stock for which Invista may be deemed the beneficial owner.

(e) Not applicable.

Item 6 is amended by adding the following at the end of the first paragraph: "PHC is a party to the Purchase Agreement. See Item 5(c) and Exhibit E."

Item 7 is amended to read as follows:

Item 7. Exhibits.  
-----

- Exhibit A: Joint Filing Agreement dated October 13, 2000, among the Reporting Persons.
- Exhibit B: Directors and Executive Officers of the Reporting Persons (as of October 13, 2000).
- Exhibit C: Shareholders' Agreement dated April 1, 1998, among PM, PHC and CHC (previously filed).
- Exhibit D: Warrant dated as of March 31, 1998, issued by CHC to PM (previously filed).
- Exhibit E: Purchase Agreement by and among PHC and the Purchasers dated May 5, 2000 (incorporated by reference to Exhibit 1 to Amendment No. 6 to Schedule 13D relating, to CHC Common Stock filed by the Purchasers, among others, on May 11, 2000).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 13, 2000

PRINCIPAL MUTUAL HOLDING COMPANY

By: /s/ Joyce N. Hoffman \_\_\_\_\_  
-----



Joyce N. Hoffman  
Vice President & Corporate Secretary

PRINCIPAL FINANCIAL GROUP, INC.

By: /s/ Joyce N. Hoffman \_\_\_\_\_  
-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

PRINCIPAL FINANCIAL SERVICES, INC.

By: /s/ Joyce N. Hoffman \_\_\_\_\_  
-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

PRINCIPAL LIFE INSURANCE COMPANY

By: /s/ Joyce N. Hoffman \_\_\_\_\_  
-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

PRINCIPAL HOLDING COMPANY

By: /s/ Joyce N. Hoffman \_\_\_\_\_  
-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

PRINCIPAL HEALTH CARE, INC.

By: /s/ Joyce N. Hoffman \_\_\_\_\_  
-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

EXHIBIT A

Joint Filing Agreement

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the parties hereto agrees with the other parties that the statement on Schedule 13D pertaining to certain securities of Coventry Health Care, Inc. to which this agreement is an exhibit is filed by and on behalf of each such party and that any amendment thereto will be filed on behalf of each such party.

Dated: October 13, 2000

PRINCIPAL MUTUAL HOLDING COMPANY

By: /s/ Joyce N. Hoffman \_\_\_\_\_  
-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

PRINCIPAL FINANCIAL GROUP, INC.

By: /s/ Joyce N. Hoffman \_\_\_\_\_  
-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

PRINCIPAL FINANCIAL SERVICES, INC.

By: /s/ Joyce N. Hoffman \_\_\_\_\_  
-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

PRINCIPAL LIFE INSURANCE COMPANY

By: /s/Joyce N. Hoffman\_\_\_\_\_

-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

PRINCIPAL HOLDING COMPANY

By: /s/Joyce N. Hoffman\_\_\_\_\_

-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

PRINCIPAL HEALTH CARE, INC.

By: /s/Joyce N. Hoffman\_\_\_\_\_

-----  
Joyce N. Hoffman  
Vice President & Corporate Secretary

EXHIBIT B

Directors and Executive Officers of the Reporting Persons

Principal Mutual Holding Company  
Principal Financial Group, Inc.  
Principal Financial Services, Inc.  
Principal Life Insurance Company

Directors

Betsy J. Bernard  
Executive Vice President --  
National Mass Markets  
Quest Communications  
1801 California Street, 52nd Floor  
Denver, Colorado 80202

Jaclyn Carter-Miller  
Corporate Vice President and  
Chief Marketing Officer  
Motorola, Inc.  
1000 Corporate Drive, Suite 700  
Fort Lauderdale, Florida 33334

David J. Drury  
Chairman of the Board  
Principal Life Insurance Company  
711 High Street  
Des Moines, Iowa 50392-0100

Daniel Gelatt  
President  
NMT Corporation  
2004 Kramer Street  
Post Office Box 2287  
La Crosse, Wisconsin 54602-2287

J. Barry Griswell  
President and Chief Executive Officer  
Principal Life Insurance Company  
Des Moines, Iowa 50392-0100

Charles S. Johnson  
Retired Executive Vice President  
DuPont  
4935 Mesa Capella Drive  
Las Vegas, Nevada 89113-1441

William T. Kerr  
Chairman and Chief Executive Officer  
Meredith Corporation  
1716 Locust Street  
Des Moines, Iowa 50309-0323

Lee Liu  
Retired Chairman of the Board and  
Chief Executive Officer  
Alliant Energy Corporation  
3086 Loggerhead Road  
Cedar Rapids, Iowa 52411

Victor H. Loewenstein\*  
Partner and Member of the Board  
Egon Zehnder International  
Couvs de Rive #10  
CH-1204 Geneva, Switzerland

Ronald D. Pearson  
Chairman, President and Chief Financial Officer Hy-Vee, Inc.  
5820 Westown Parkway  
West Des Moines, Iowa 50266

Federico F. Pena  
Managing Director  
Vestar Capital Partners

1225 17th Street, Suite 1660  
Denver, Colorado 80202

John R. Price  
Managing Director  
The Chase Manhattan Corporation  
230 Park Avenue - 21st Floor  
New York, New York 10169

Dr. Donald M. Stewart  
President and Chief Executive Officer  
The Chicago Community Trust  
222 North LaSalle Street, Suite 1400  
Chicago, Illinois 60601-1009

Elizabeth E. Tallett\*  
President and Chief Executive Officer  
Dioscor Inc.  
48 Federal Twist Road  
Stockton, New Jersey 08559

Fred W. Weitz  
President and Chief Executive Officer  
Essex Meadows, Inc.  
800 Second Avenue, Suite 150  
Des Moines, Iowa 50309

\*citizens of the United Kingdom

### **Executive Officers**

The principal business address for all Executive Officers of Principal Mutual Holding Company, Principal Financial Group, Inc., Principal Financial Services, Inc. and Principal Life Insurance Company is 711 High Street, Des Moines, Iowa 50392.

David J. Drury  
Chairman of the Board

J. Barry Griswell  
President and Chief Executive Officer

John E. Aschenbrenner  
Executive Vice President

Michael T. Daley  
Executive Vice President

Dennis P. Francis  
Senior Vice President

Robert A. Slepicka  
Senior Vice President

Michael H. Gersie  
Executive Vice President

Thomas J. Graf  
Senior Vice President

Mary A. O'Keefe  
Senior Vice President

Richard L. Prey  
Executive Vice President

Gary M. Cain  
Senior Vice President

Carl C. Williams  
Senior Vice President and Chief Information Officer

Karen E. Shaff  
Senior Vice President and  
General Counsel

Douglas C. Cunningham  
Vice President and Controller

Joyce N. Hoffman  
Vice President and Corporate Secretary

Craig L. Bassett  
Vice President and Treasurer

Paul F. Bognanno  
Senior Vice President

Robb B. Hill  
Senior Vice President

C. Robert Duncan  
Senior Vice President

Norman R. Sorensen  
Senior Vice President

Daniel J. Houston  
Senior Vice President

Ellen Z. Lamale  
Senior Vice President & Chief Actuary

Larry D. Zimpleman  
Senior Vice President

### **Principal Holding Company**

The principal business address for all Directors and Officers of Principal Holding Company is 711 High Street, Des Moines, Iowa 50392.

Directors	Title
John E. Aschenbrenner	
Dennis P. Francis	
Michael H. Gersie	
Thomas J. Graf	
J. Barry Griswell	
Ellen Z. Lamale	
Julia M. Lawler	
Richard L. Prey	
David J. Drury	Chairman
Officers	Title
David J. Drury	Chairman and CEO
J. Barry Griswell	President
John E. Aschenbrenner	Senior Vice President
Paul F. Bognanno	Senior Vice President
C. Robert Duncan	Senior Vice President
Dennis P. Francis	Senior Vice President
Michael H. Gersie	Senior Vice President
Thomas J. Graf	Senior Vice President
Robb B. Hill	Senior Vice President

Mary A. O'Keefe  
Richard L. Prey  
Robert A. Slepicka  
Norman R. Sorensen  
Carl C. Williams

Douglas C. Cunningham  
Craig L. Bassett  
Joyce N. Hoffman

Senior Vice President  
Senior Vice President  
Senior Vice President  
Senior Vice President  
Senior Vice President and  
Chief Information Officer  
Vice President and Controller  
Treasurer  
Vice President and Corporate Secretary

### Principal Health Care, Inc.

The principal business address for all Directors and Officers of Principal Health Care, Inc. is 711 High Street, Des Moines, Iowa 50392.

Director	Title
Gary M. Cain Michael H. Gersie J. Barry Griswell Richard L. Helms Thomas J. Graf	Chairman
Officer	Title
Thomas J. Graf Karen E. Shaff Gary M. Cain Richard L. Helms Joyce N. Hoffman Craig L. Bassett	President Senior Vice President and General Counsel Vice President Vice President Vice President and Corporate Secretary Treasurer
Laura K. Birkenholtz	Assistant Corporate Secretary

---

**End of Filing**

Powered By **EDGAR**  
Online

© 2005 | EDGAR Online, Inc.