



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2011
OF THE CONDITION AND AFFAIRS OF THE

Buckeye Community Health Plan, Inc.

NAIC Group Code	1295 (Current Period)	1295 (Prior Period)	NAIC Company Code	11834	Employer's ID Number	32-0045282
Organized under the Laws of Ohio			State of Domicile or Port of Entry			Ohio
Country of Domicile United States						
Licensed as business type:	Life, Accident & Health [] Dental Service Corporation [] Other []	Property/Casualty [] Vision Service Corporation []	Hospital, Medical & Dental Service or Indemnity [] Health Maintenance Organization [X] Is HMO, Federally Qualified? Yes [] No [X]			
Incorporated/Organized	10/29/2003	Commenced Business			01/01/2004	
Statutory Home Office	175 South Third Street, Suite 1200 (Street and Number)			Columbus, OH 43215 (City or Town, State and Zip Code)		
Main Administrative Office	7700 Forsyth Boulevard (Street and Number)			Saint Louis, MO 63105-3389 (City or Town, State and Zip Code)	314-725-4477 (Area Code) (Telephone Number)	
Mail Address	7700 Forsyth Boulevard (Street and Number or P.O. Box)			Saint Louis, MO 63105-3389 (City or Town, State and Zip Code)		
Primary Location of Books and Records	7700 Forsyth Boulevard (Street and Number)			Saint Louis, MO 63105-3389 (City or Town, State and Zip Code)	314-505-6246 (Area Code) (Telephone Number)	
Internet Web Site Address	www.centene.com					
Statutory Statement Contact	Douglas James Boyd (Name) dboyd@centene.com (E-mail Address)			314-505-6246 (Area Code) (Telephone Number) (Extension) 314-725-4658 (FAX Number)		

OFFICERS

Name	Title	Name	Title
Steven Allen White	President and CEO	Keith Harvey Williamson	Secretary
William Nelder Scheffel	Treasurer		

OTHER OFFICERS

Tricia Lynn Dinkelman	Director of Tax, Centene Corporation	Christopher Donald Bowers	Senior VP, Health Plan Business
Kathy Cobbs Bradley-Wells	Assistant Secretary	Ronald Albert Charles MD	Vice President- Medical Affairs
Holly Lynette Mayer-Howell	Vice President- Finance	Lori Jean Mulichak	Vice President- Medical Management
Darren Charles Meyer	Assistant Treasurer, Centene Corporation	John Charles Wiley	Vice President- Network Management
Mark William Eggert	Executive Vice President	David Brian Amerine	Vice President- Compliance and Regulatoy Affairs

DIRECTORS OR TRUSTEES

William Nelder Scheffel	Steven Allen White	Kathy Cobbs Bradley-Wells	Owen Elwood Johnson MD
Mark William Eggert	Jlmmmy Stewart #	Stephen Flanders Loeks PHD	

State of Missouri

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County of Saint Louis

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.

Steven Allen White President and CEO	Keith Harvey Williamson Secretary	William Nelder Scheffel Treasurer
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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

Subscribed and sworn to before me this
day of November, 2011

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	96,029,266		96,029,266	108,254,354
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ 17,463,888), cash equivalents (\$ 0) and short-term investments (\$ 22,278,970)	39,742,858		39,742,858	11,743,154
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	888,495		888,495	570,590
9. Receivables for securities5,000		.5,000	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	.0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	136,665,619	.0	136,665,619	120,568,098
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	954,066		954,066	1,242,515
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	8,040,347		8,040,347	3,923,456
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	883,084		883,084	521,565
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	1,575,848
18.2 Net deferred tax asset	6,047,284	.4,073,282	1,974,002	1,227,900
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$ 11,185) and other amounts receivable	1,361,189	1,350,004	11,185	7,385
25. Aggregate write-ins for other than invested assets	12,211,346	3,998,745	8,212,601	7,852,289
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	166,162,935	9,422,031	156,740,904	136,919,056
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	166,162,935	9,422,031	156,740,904	136,919,056
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	.0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Expenses	116,559	116,559	0	0
2502. Goodwill, net	11,843,120	3,630,519	8,212,601	7,852,289
2503. Intangibles, net	251,667	251,667	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	.0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	12,211,346	3,998,745	8,212,601	7,852,289

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 3,369,000 reinsurance ceded)	45,370,771		45,370,771	42,609,153
2. Accrued medical incentive pool and bonus amounts	0		0	47,000
3. Unpaid claims adjustment expenses	1,263,000		1,263,000	961,000
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	729,511		729,511	0
9. General expenses due or accrued	8,291,664		8,291,664	9,624,543
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 11,867 on realized gains (losses))	868,343		868,343	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	330,168		330,168	241,433
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	2,585,324	0	2,585,324	3,052,049
24. Total liabilities (Lines 1 to 23)	59,438,781	0	59,438,781	56,535,178
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	1,000,000	1,000,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	83,250,000	83,250,000
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	13,052,125	(3,866,121)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	.97,302,125	80,383,879
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	156,740,906	136,919,057
DETAILS OF WRITE-INS				
2301. Current State Income Taxes Accrued	131,435		131,435	58,763
2302. Reserve for At Risk Revenue	2,453,889		2,453,889	2,993,286
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	2,585,324	0	2,585,324	3,052,049
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	1,439,634	1,415,840	1,897,839
2. Net premium income (including \$ non-health premium income)	XXX	418,386,635	411,546,721	546,816,027
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	418,386,635	411,546,721	546,816,027
Hospital and Medical:				
9. Hospital/medical benefits		256,111,707	246,196,366	326,674,706
10. Other professional services		25,364,232	22,239,545	30,998,480
11. Outside referrals			0	0
12. Emergency room and out-of-area		38,426,909	37,306,378	50,565,155
13. Prescription drugs		1,030,259	7,990,214	8,152,842
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		(2,778)	36,279	45,279
16. Subtotal (Lines 9 to 15)	0	320,930,329	313,768,782	416,436,462
Less:				
17. Net reinsurance recoveries		8,651,015	3,587,980	4,079,696
18. Total hospital and medical (Lines 16 minus 17)	0	312,279,314	310,180,802	412,356,766
19. Non-health claims (net)			0	0
20. Claims adjustment expenses, including \$ 832,647 cost containment expenses		13,055,370	12,573,216	16,609,419
21. General administrative expenses		75,390,314	74,049,752	99,915,952
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)		0	(2,947,867)	(2,947,867)
23. Total underwriting deductions (Lines 18 through 22)	0	400,724,998	393,855,903	525,934,270
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	17,661,637	17,690,818	20,881,757
25. Net investment income earned		1,729,318	2,110,093	2,704,978
26. Net realized capital gains (losses) less capital gains tax of \$..... 11,867		22,039	879,433	879,433
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,751,357	2,989,526	3,584,411
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	19,412,994	20,680,344	24,466,168
31. Federal and foreign income taxes incurred	XXX	6,432,951	5,303,769	3,437,555
32. Net income (loss) (Lines 30 minus 31)	XXX	12,980,043	15,376,575	21,028,613
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	80,383,878	71,099,680	71,099,680
34. Net income or (loss) from Line 32	12,980,043	15,376,575	21,028,613
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	6,265	11,640	(71,118)
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	(1,152,637)	6,270,641	2,139,594
39. Change in nonadmitted assets	5,079,200	(1,703,080)	1,187,109
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	(15,000,000)
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	16,918,246	19,944,136	9,284,198
49. Capital and surplus end of reporting period (Line 33 plus 48)	97,302,124	91,043,816	80,383,878
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	414,999,255	356,358,397	491,273,184
2. Net investment income.....	3,274,727	4,142,253	4,937,796
3. Miscellaneous income.....	0	0	0
4. Total (Lines 1 to 3).....	418,273,982	360,500,650	496,210,980
5. Benefit and loss related payments.....	309,986,533	308,488,140	408,739,917
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	84,289,035	78,408,748	107,642,755
7. Commissions, expenses paid and aggregate write-ins for deductions.....	0	0	0
8. Dividends paid to policyholders.....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	4,000,625	5,096,658	16,359,260
10. Total (Lines 5 through 9).....	398,276,193	391,993,546	532,741,932
11. Net cash from operations (Line 4 minus Line 10).....	19,997,789	(31,492,896)	(36,530,952)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	21,992,205	41,418,145	46,190,722
12.2 Stocks.....	0	641,807	1,507,423
12.3 Mortgage loans.....	0	0	0
12.4 Real estate.....	0	0	0
12.5 Other invested assets.....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0	0
12.7 Miscellaneous proceeds.....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	21,992,205	42,059,952	47,698,145
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	10,990,170	34,014,328	54,872,521
13.2 Stocks.....	0	0	0
13.3 Mortgage loans.....	0	0	0
13.4 Real estate.....	0	0	0
13.5 Other invested assets.....	300,000	300,000	680,000
13.6 Miscellaneous applications.....	5,000	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	11,295,170	34,314,328	55,552,521
14. Net increase (or decrease) in contract loans and premium notes.....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	10,697,035	7,745,624	(7,854,376)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	(15,000,000)
16.3 Borrowed funds.....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0	0
16.5 Dividends to stockholders.....	0	0	0
16.6 Other cash provided (applied).....	(2,695,117)	1,206,796	3,614,822
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(2,695,117)	1,206,796	(11,385,178)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17).....	27,999,707	(22,540,476)	(55,770,506)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	11,743,153	67,513,659	67,513,659
19.2 End of period (Line 18 plus Line 19.1).....	39,742,860	44,973,183	11,743,153

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group							
Total Members at end of:										
1. Prior Year	159,321	0	.0	0	0	.0	0	412	158,909	.0
2. First Quarter	160,329	0	.0	0	0	.0	0	508	159,821	.0
3. Second Quarter	159,205	0	.0	0	0	.0	0	590	158,615	.0
4. Third Quarter	160,524							661	159,863	
5. Current Year	0									
6. Current Year Member Months	1,439,634							5,064	1,434,570	
Total Member Ambulatory Encounters for Period:										
7. Physician	855,242							9,619	845,623	
8. Non-Physician	698,291							2,916	695,375	
9. Total	1,553,533	0	0	0	0	0	0	12,535	1,540,998	0
10. Hospital Patient Days Incurred	69,491							1,013	68,478	
11. Number of Inpatient Admissions	14,001							183	13,818	
12. Health Premiums Written (a)	425,651,714							5,484,053	420,167,661	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	425,651,714							5,484,053	420,167,661	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	309,564,697							4,545,310	305,019,387	
18. Amount Incurred for Provision of Health Care Services	320,930,330							4,531,961	316,398,369	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 5,484,053

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

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)						.0
0199999 Individually listed claims unpaid.....	0	.0	0	.0	0	.0
0299999 Aggregate accounts not individually listed-uncovered.....						.0
0399999 Aggregate accounts not individually listed-covered	9,549,491	135,181	65,594	12,206	31,028	9,793,500
0499999 Subtotals	9,549,491	135,181	65,594	12,206	31,028	9,793,500
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	38,946,272
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	48,739,772
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	0

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	.0
2. Medicare Supplement					0	.0
3. Dental Only					0	.0
4. Vision Only					0	.0
5. Federal Employees Health Benefits Plan					0	.0
6. Title XVIII - Medicare	920,834	3,625,586	3,304	1,136,158	924,138	1,152,811
7. Title XIX - Medicaid	34,914,174	270,671,071	3,064,244	41,167,066	37,978,418	41,456,344
8. Other health					0	.0
9. Health subtotal (Lines 1 to 8).....	35,835,008	274,296,657	3,067,548	42,303,224	38,902,556	42,609,155
10. Health care receivables (a).....		611,189			0	.0
11. Other non-health					0	.0
12. Medical incentive pools and bonus amounts	44,222	0	0	0	44,222	47,000
13. Totals (Lines 9-10+11+12)	35,879,230	273,685,468	3,067,548	42,303,224	38,946,778	42,656,155

(a) Excludes \$ 750,000 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of Buckeye Community Health Plan, Inc. (the Company) have been prepared in conformity with accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance company for determining its solvency under Ohio Insurance Law.

The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures* Manual, version effective January 1, 2001 (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Ohio.

B. Use of Estimates in the Preparation of the Financial Statements.

No Change

C. Accounting Policy

No change

(2) Accounting Changes and Corrections of Errors

No change

(3) Business Combinations and Goodwill

No change

(4) Discontinued Operations

No change

(5) Investments

No Change

D. Loan-Backed Securities- None

(6) Joint Ventures, Partnerships and Limited Liability Companies

No change

(7) Investment Income

No change

(8) Derivative Instruments

No change

(9) Income Taxes

No change

(10) Information Concerning Parent, Subsidiaries and Affiliates

No change

(11) Debt

No change

(12) Retirement Plans, Deferred Compensation, Post-Employment Benefits, Compensated Absences and Other Postretirement Benefit Plans.

No change

(13) Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

No change

(14) Contingencies

NOTES TO FINANCIAL STATEMENTS

No change

(15) Leases

No change

(16) Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk.

No change

(17) Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities.

No change

C. Wash Sales - None

(18) Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans.

No change

(19) Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.

No change

(20) Fair Value Measurements

A. Assets and liabilities recorded at fair value in the statutory statement of admitted assets, liabilities and capital and surplus are categorized based upon the extent to which the fair value estimates are based upon observable or unobservable inputs.

Level inputs are as follows:

Level input	Input definition
Level I	Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date.
Level II	Inputs other than quoted prices included in Level I that are observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The following table summarizes fair value measurements by level at September 30, 2011 for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Investments:				
Cash and short-term investments	\$ 39,742,858	—	—	39,742,858
Common stock	—	—	—	—
Total assets at fair value	\$ 39,742,858	—	—	39,742,858

The following table summarizes fair value measurements by level at December 31, 2010 for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Investments:				
Cash and short-term investments	\$ 11,743,154	—	—	11,743,154
Common stock	—	—	—	—
Total assets at fair value	\$ 11,743,154	—	—	11,743,154

(21) Other Items

No change

NOTES TO FINANCIAL STATEMENTS

(22) Events Subsequent

No change

(23) Reinsurance

No change

(24) Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change

(25) Change in Incurred Claims and Claims Adjustment Expenses

Reserves for incurred claims and claim adjustment expenses as of December 31, 2010 were \$42.7 million and \$.9 million. As of September 30, 2011, \$35.9 million and \$.9 million have been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$3.1 million and \$0 as a result of the reestimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$3.7 million in favorable prior-year development. This decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

(26) Intercompany Pooling Arrangements

No change

(27) Structured Settlements

No change

(28) Health Care Receivables

No change

(29) Participating Policies

No change

(30) Premium Deficiency Reserves

No change

(31) Anticipated Salvage and Subrogation

No change

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

GENERAL INTERROGATORIES

**PART 1 - COMMON INTERROGATORIES
GENERAL**

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [] No [X]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

2.2 If yes, date of change:

3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []

If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2006

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2006

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 04/10/2008

6.4 By what department or departments?

Ohio Department of Insurance.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] NA [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

7.2 If yes, give full information:

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No [X]

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.**GENERAL INTERROGATORIES**

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:
.....

9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
.....

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 0

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

11.2 If yes, give full and complete information relating thereto:
.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]
14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$	\$
14.22 Preferred Stock	\$	\$
14.23 Common Stock	\$	\$
14.24 Short-Term Investments	\$	\$
14.25 Mortgage Loans on Real Estate	\$	\$
14.26 All Other	\$	\$
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$0	\$0
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$	\$

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [X]

If no, attach a description with this statement.

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Brown Brothers Harriman & Co.....	140 Broadway, New York, NY 10005.....
Bank of America.....	135 South LaSalle Street, Suite 1840, Chicago, IL 60603.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
.....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1 Operating Percentages

1.1 A&H loss percent.....	73.6 %
1.2 A&H cost containment percent	0.2 %
1.3 A&H expense percent excluding cost containment expenses.....	20.6 %

2.1 Do you act as a custodian for health savings accounts?.....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
---	---

2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ _____
---	----------

2.3 Do you act as an administrator for health savings accounts?.....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
--	---

2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ _____
--	----------

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama	AL	N.						0	
2. Alaska	AK	N.						0	
3. Arizona	AZ	N.						0	
4. Arkansas	AR	N.						0	
5. California	CA	N.						0	
6. Colorado	CO	N.						0	
7. Connecticut	CT	N.						0	
8. Delaware	DE	N.						0	
9. Dist. Columbia	DC	N.						0	
10. Florida	FL	N.						0	
11. Georgia	GA	N.						0	
12. Hawaii	HI	N.						0	
13. Idaho	ID	N.						0	
14. Illinois	IL	N.						0	
15. Indiana	IN	N.						0	
16. Iowa	IA	N.						0	
17. Kansas	KS	N.						0	
18. Kentucky	KY	N.						0	
19. Louisiana	LA	N.						0	
20. Maine	ME	N.						0	
21. Maryland	MD	N.						0	
22. Massachusetts	MA	N.						0	
23. Michigan	MI	N.						0	
24. Minnesota	MN	N.						0	
25. Mississippi	MS	N.						0	
26. Missouri	MO	N.						0	
27. Montana	MT	N.						0	
28. Nebraska	NE	N.						0	
29. Nevada	NV	N.						0	
30. New Hampshire	NH	N.						0	
31. New Jersey	NJ	N.						0	
32. New Mexico	NM	N.						0	
33. New York	NY	N.						0	
34. North Carolina	NC	N.						0	
35. North Dakota	ND	N.						0	
36. Ohio	OH	L.	5,484,053	420,167,661				425,651,714	
37. Oklahoma	OK	N.						0	
38. Oregon	OR	N.						0	
39. Pennsylvania	PA	N.						0	
40. Rhode Island	RI	N.						0	
41. South Carolina	SC	N.						0	
42. South Dakota	SD	N.						0	
43. Tennessee	TN	N.						0	
44. Texas	TX	N.						0	
45. Utah	UT	N.						0	
46. Vermont	VT	N.						0	
47. Virginia	VA	N.						0	
48. Washington	WA	N.						0	
49. West Virginia	WV	N.						0	
50. Wisconsin	WI	N.						0	
51. Wyoming	WY	N.						0	
52. American Samoa	AS	N.						0	
53. Guam	GU	N.						0	
54. Puerto Rico	PR	N.						0	
55. U.S. Virgin Islands	VI	N.						0	
56. Northern Mariana Islands	MP	N.						0	
57. Canada	CN	N.						0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal		XXX	0	5,484,053	420,167,661	0	0	425,651,714	0
60. Reporting entity contributions for Employee Benefit Plans		XXX						0	
61. Total (Direct Business)	(a)	1	0	5,484,053	420,167,661	0	0	425,651,714	0
DETAILS OF WRITE-INS									
5801.		XXX							
5802.		XXX							
5803.		XXX							
5898. Summary of remaining write-ins for Line 58 from overflow page.		XXX	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)		XXX	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and other Alien.

Buckeye only does business in Ohio

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

Centene Corporation – DE – 42-1406317
Absolute Total Care, Inc. – SC – 20-5693998 – 12959
Bankers Reserve Life Insurance Company of Wisconsin, Inc. – WI – 39-0993433 – 71013
Buckeye Community Health Plan, Inc. – OH – 32-0045282 – 11834
Casenet, LLC – DE – 90-0636938
Centene Holdings, LLC – DE – 20-2074277 – 99% LP
Centene Company of Texas LP – TX – 74-2810404
Celtic Group, Inc. – DE – 36-2979209
Celtic Insurance Company – IL – 06-0641618 – 80799
CeltiCare Health Plan Holdings LLC – DE – 26-4278205
CeltiCare Health Plan of Massachusetts, Inc. – MA – 26-4818440 – 13632
NovaSys Health, Inc. – DE – 27-2221367
CenCorp Health Solutions, Inc. - DE – 22-3889471
Bridgeaway Health Solutions, LLC – DE – 20-4980875
Bridgeaway Health Solutions of Arizona, LLC – AZ – 20-4980818
NurseWise Holdings LLC – DE – 42-1565807 – 99% LP
NurseWise LP – DE – 52-2379566
Nurtur Health Inc. – DE – 06-1476380
Cenpatico of Louisiana, Inc – LA – 45-2302998
Cenpatico Behavioral Health, LLC – CA – 68-0461584
Cenpatico Behavioral Health of Arizona, LLC – AZ – 20-1624120
Cenpatico Behavioral Health of Texas, Inc. – TX – 74-3018565- 12525
Integrated Mental Health Mgmt, LLC – TX – 74-2892993
Integrated Mental Health Services – TX – 74-2785494
Opticare Managed Vision Inc. – DE – 20-4730341
AECC Total Vision Health Plan of Texas, Inc. – TX – 75-2592153- 95302
Opticare Vision Company, Inc – DE – 20-4773088
Occucare Systems Inc – FL – 65-0094759
Centene Management Company LLC – WI – 39-1864073
CMC Real Estate Co LLC – DE – 20-0057283
Centene Center LLC – MO – 26-4094682
Coordinated Care Corporation – IN – 39-1821211 – 95831
Hallmark Life Insurance Co. – AZ – 86-0819817 – 60078
Healthy Louisiana Holdings LLC – DE – 27-0916294
Louisiana Healthcare Connections, Inc. – LA – 27-1287287 – 13970
IlliniCare Health Plan, Inc. – IL – 27-2186150 – 14053
Kentucky Spirit Health Plan, Inc. – KY – 45-1294925 – 14100
Magnolia Health Plan Inc. – MS – 20-8570212- 13923
Managed Health Services Insurance Corp. – WI – 39-1678579 – 96822
Peach State Health Plan, Inc. – GA – 20-3174593 - 12315
Sunshine Health Holding Company, Inc. – FL – 26-0557093
Access Health Solutions LLC – FL – 56-2384404
Sunshine State Health Plan, Inc. – FL – 20-8937577 – 13148
Superior HealthPlan, Inc. – TX – 74-2770542 – 95647
University Health Plans, Inc. – NJ – 22-3292245 – 95503
US Script, Inc. – DE – 77-0578529
LBB Industries, Inc – TX – 76-0511700

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE A – VERIFICATION

Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	0	0
3. Current year change in encumbrances.....	0	0
4. Total gain (loss) on disposals.....	0	0
5. Deduct amounts received on disposals.....	0	0
6. Total foreign exchange change in book/adjusted carrying value.....	0	0
7. Deduct current year's other than temporary impairment recognized.....	0	0
8. Deduct current year's depreciation.....	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8).....	0	0
10. Deduct total nonadmitted amounts.....	0	0
11. Statement value at end of current period (Line 9 minus Line 10).....	0	0

NONE

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	0	0
2.2 Additional investment made after acquisition.....	0	0
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	0	0
6. Total gain (loss) on disposals.....	0	0
7. Deduct amounts received on disposals.....	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees.....	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	0	0
12. Total valuation allowance.....	0	0
13. Subtotal (Line 11 plus Line 12).....	0	0
14. Deduct total nonadmitted amounts.....	0	0
15. Statement value at end of current period (Line 13 minus Line 14).....	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	570,590	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition.....	300,000	300,000
2.2 Additional investment made after acquisition.....	300,000	380,000
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	17,905	(109,410)
6. Total gain (loss) on disposals.....	0	0
7. Deduct amounts received on disposals.....	0	0
8. Deduct amortization of premium and depreciation.....	0	0
9. Total foreign exchange change in book/adjusted carrying value.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	888,495	570,590
12. Deduct total nonadmitted amounts.....	0	0
13. Statement value at end of current period (Line 11 minus Line 12).....	888,495	570,590

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year.....	108,254,355	100,707,318
2. Cost of bonds and stocks acquired.....	10,990,170	55,859,615
3. Accrual of discount.....	426	557
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	33,906	1,352,974
6. Deduct consideration for bonds and stocks disposed of.....	21,992,205	47,698,145
7. Deduct amortization of premium.....	1,257,386	1,967,964
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7+8-9).....	96,029,266	108,254,355
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	96,029,266	108,254,355

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	114,892,623	118,046,980	119,225,059	(412,711)	161,576,839	114,892,623	113,301,833	108,248,725
2. Class 2 (a).....	1,010,194			(3,792)	1,013,994	1,010,194	1,006,403	1,017,712
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	0				0	0	0	0
5. Class 5 (a).....	4,000,000				4,000,000	4,000,000	4,000,000	4,000,000
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds.....	119,902,817	118,046,980	119,225,059	(416,502)	166,590,833	119,902,817	118,308,236	113,266,437
PREFERRED STOCK								
8. Class 1.....	0				0	0	0	0
9. Class 2.....	0				0	0	0	0
10. Class 3.....	0				0	0	0	0
11. Class 4.....	0				0	0	0	0
12. Class 5.....	0				0	0	0	0
13. Class 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock.....	119,902,817	118,046,980	119,225,059	(416,502)	166,590,833	119,902,817	118,308,236	113,266,437

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$4,028,970 ; NAIC 2 \$;

NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	22,278,970	XXX	22,278,970	27,479	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	5,012,083	24,947,326
2. Cost of short-term investments acquired	366,017,005	473,917,015
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	348,750,118	493,815,164
7. Deduct amortization of premium.....		37,094
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	22,278,970	5,012,083
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	22,278,970	5,012,083

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents acquired	5,500,000	64,200,000
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals	5,500,000	64,200,000
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 2
NONE

Schedule B - Part 3
NONE

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership	
3 City	4 State												
Joint Venture Interests - Other - Unaffiliated													
000000-00-0000	HLM Investments	Boston	MA	HLM Investments		02/10/2010	1	300,000	680,000	0	3,020,000	5.330	
1999999 - Joint Venture, Partnership or Limited Liability Company Interests that have the Underlying Characteristics - Other - Unaffiliated								300,000	680,000	0	3,020,000	XXX	
3999999 - Subtotals Unaffiliated								300,000	680,000	0	3,020,000	XXX	
4099999 - Subtotals Affiliated								0	0	0	0	XXX	
4199999 Totals								300,000	680,000	0	3,020,000	XXX	

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encumbrances Prior Year	9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B.A.C.V. (9+10-11+12)	14 Total Foreign Exchange Change in B.A.C.V.	15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income
3 City	4 State																		
3999999 - Subtotals Unaffiliated																			
4099999 - Subtotals Affiliated																			
4199999 Totals																			

NONE

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. States, Territories and Possessions									
882722-L4-1.....	TEXAS ST PREREFUNDED FIN AUTH SER.....		.09/01/2011.....	Conversion.....		.810,408	.780,000		.1FE
882722-L6-6.....	TEXAS ST UNREFUNDED FIN AUTH SER A.....		.09/01/2011.....	Conversion.....		.748,069	.720,000		.1FE
1799999 - Bonds - U.S. States, Territories and Possessions						1,558,477	1,500,000	0	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
346622-3D-3.....	FORSYTH COUNTY NC SER B.....		.07/01/2011.....	Wachovia Bank/Capital Mkt.....		.180,000	.180,000		.1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						180,000	180,000	0	XXX
Bonds - U.S. Special Revenue									
.160853-JL-2.....	CHARLOTTE MECKLENBURG HOSP AUTH.....		.09/02/2011.....	Wachovia Bank/Capital Mkt.....		.1,000,000	.1,000,000	1	.1FE
20774L-6C-4.....	CONNECTICUT ST HLTH & EDL FACS V/R.....		.09/02/2011.....	JP Morgan Chase.....		.900,000	.900,000	1	.1FE
401784-VM-2.....	GUILDFORD CNTY NC VR.....		.08/26/2011.....	Wachovia Bank/Capital Mkt.....		.100,000	.100,000	.10	.1FE
455057-TR-0.....	INDIANA ST FIN AUTH REV.....		.07/15/2011.....	Goldman Sachs & Co.....		.100,000	.100,000	1	.1FE
545904-GS-7.....	LOUDOUN CNTY CA SANTN WTR SWR REV.....		.08/01/2011.....	Wachovia Bank/Capital Mkt.....		.200,000	.200,000		.1FE
57585K-GP-7.....	MASSACHUSETTS STATE HLTH & EDU.....		.07/08/2011.....	JP Morgan Chase.....		.100,000	.100,000		.1FE
64971K-GH-3.....	NEW YORK NY CITY FIN AUTH VR.....		.09/15/2011.....	Morgan Stanley.....		.100,000	.100,000	.22	.1FE
.771902-FC-2.....	ROCHESTER HEALTH CARE FACS MAYO.....		.08/15/2011.....	Wachovia Bank/Capital Mkt.....		.100,000	.100,000	5	.1FE
783186-NB-1.....	RUTGERS ST UNIV NJ.....		.09/07/2011.....	Morgan Stanley.....		.900,000	.900,000	7	.1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						3,500,000	3,500,000	47	XXX
8399997 - Subtotals- Bonds - Part 3						5,238,477	5,180,000	47	XXX
8399999 - Subtotals - Bonds						5,238,477	5,180,000	47	XXX
9999999 Totals						5,238,477	5,180,000	47	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Identifi- cation	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Maturity Date	22 NAIC Design- ation or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B.A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B.A.C.V.									
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																							
414152-RW-0...	HARRIS CNTY TX HEALTH FACS DEV.		09/09/2011..	Called			5,000	5,000	5,000					0		5,000				0	2	10/01/2041	1FE
74265L-TT-5...	PRIVATE COLLEGES & UNIV AUTH GA		09/01/2011..	MATURITY			1,650,000	1,650,000	1,750,931	1,671,951		(21,951)		(21,951)		1,650,000				0	82,500	09/01/2011	1FE
882720-R9-8...	TEXAS ST REP PUB FIN AUTH SER NC		09/01/2011..	Conversion			1,558,476	1,500,000	1,631,160	1,576,403		(17,927)		(17,927)		1,558,476				0	37,500	10/01/2013	1FE
882854-MZ-2...	TEXAS WTR DEV BRD		08/26/2011..	Called			60,000	60,000	60,000	60,000		0		0		60,000				0	62	07/15/2019	1FE
915137-U2-7...	UNIVERSITY TEX UNIV REV		07/07/2011..	Called			22,000	22,000	22,000					0		22,000				0	1	08/01/2016	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					3,295,476	3,237,000	3,469,091	3,308,354	0	(39,878)	0	(39,878)	0	3,295,476	0	0	0	0	120,065	XXX	XXX		
Bonds - Industrial and Miscellaneous (Unaffiliated)																							
166751-AK-3...	CHEVRON CORP		09/06/2011..	Called			.863,235	.850,000	.893,911	.872,656		(13,113)		(13,113)		.859,543		.3,691	.3,691	29,325	03/03/2012	1FE	
90333W-AA-6...	US BANK NA		08/01/2011..	MATURITY			20,000	20,000	22,910	20,263		(263)		(263)		20,000		0	0	1,275	08/01/2011	1FE	
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)					883,235	870,000	916,821	892,919	0	(13,376)	0	(13,376)	0	879,543	0	3,691	3,691	30,600	XXX	XXX			
8399997 - Subtotals - Bonds - Part 4					4,178,711	4,107,000	4,385,912	4,201,273	0	(53,254)	0	(53,254)	0	4,175,019	0	3,691	3,691	150,665	XXX	XXX			
8399999 - Subtotals - Bonds					4,178,711	4,107,000	4,385,912	4,201,273	0	(53,254)	0	(53,254)	0	4,175,019	0	3,691	3,691	150,665	XXX	XXX			
9999999 Totals																							
(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues																							

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
Bank of America.....Chicago, IL.....		0.000			3,102,504	689,497	2,279,989	XXX
The Private Bank.....Chicago, IL.....		0.010	17,223		20,108,032	20,117,893	15,125,254	XXX
0199998 Deposits in1..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX			20,879	53,708	58,645	XXX
0199999 Total Open Depositories	XXX	XXX	17,223	0	23,231,415	20,861,098	17,463,888	XXX
0399999 Total Cash on Deposit	XXX	XXX	17,223	0	23,231,415	20,861,098	17,463,888	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total	XXX	XXX	17,223	0	23,231,415	20,861,098	17,463,888	XXX

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter							
1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year

NONE

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