



QUARTERLY STATEMENT

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

WellCare of Ohio, Inc.

NAIC Group Code	01199 (Current Period)	01199 (Prior Period)	NAIC Company Code	12749	Employer's ID Number		20-3562146
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 []	Property/Casualty []	Hospital, Medical & Dental Service or Indemnity []				
	Dental Service Corporation []	Vision Service Corporation []	Health Maintenance Organization [X]				
	Other []		Is HMO, Federally Qualified? Yes [] No [X]				
Incorporated/Organized	09/27/2005	Commenced Business		01/01/2007			
Statutory Home Office	6060 Rockside Woods Blvd #300 (Street and Number)			Independence, OH 44131 (City or Town, State and Zip Code)			
Main Administrative Office	8735 Henderson Road (Street and Number)			Tampa, FL 33634 (City or Town, State and Zip Code)	813-290-6200 (Area Code) (Telephone Number)		
Mail Address	P.O. Box 31391 (Street and Number or P.O. Box)			Tampa, FL 33631-3391 (City or Town, State and Zip Code)			
Primary Location of Books and Records	8735 Henderson Road (Street and Number)			Tampa, FL 33634 (City or Town, State and Zip Code)	813-290-6200 (Area Code) (Telephone Number)		
Internet Web Site Address	www.wellcare.com						
Statutory Statement Contact	Trent Thornton (Name)	813-206-3534 (Area Code) (Telephone Number) (Extension)					
	trent.thornton@wellcare.com (E-mail Address)	813-675-2899 (FAX Number)					

OFFICERS

Name	Title	Name	Title
Alexander Robb Cunningham	President and CEO	Thomas Lacy Tran	CFO and Treasurer
Lisa Gonzalez Iglesias	Secretary	William Carl Epling	Region President

OTHER OFFICERS

Marc Steven Russo	President, North Division	Maurice Sebastian Hebert	Asst Treasurer and CAO
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DIRECTORS OR TRUSTEES

Alexander Robb Cunningham	William Carl Epling	Maurice Sebastian Hebert	Lisa Gonzalez Iglesias
Marc Steven Russo	Thomas Lacy Tran		

State of Florida

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County of Hillsborough

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.

Alexander Robb Cunningham President and CEO	Thomas Lacy Tran CFO and Treasurer	Maurice Sebastian Hebert Asst Treasurer and CAO
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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 ,

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STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, 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			0	0
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 (\$ 64,359,375), cash equivalents (\$ 1,791,427) and short-term investments (\$ 23,607,095).....	89,757,895		89,757,895	90,224,428
6. Contract loans (including \$ premium notes).....			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	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)	89,757,895	.0	89,757,895	90,224,428
13. Title plants less \$ charged off (for Title insurers only).....			0	0
14. Investment income due and accrued60,020		.60,020	236,795
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	7,922,280		7,922,280	4,349,413
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			0	583,000
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	.88,380
18.1 Current federal and foreign income tax recoverable and interest thereon	268,033		268,033	3,709,233
18.2 Net deferred tax asset.....	733,255	.672	.732,583	1,101,299
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	2,518	2,518	0	0
24. Health care (\$ 247,542) and other amounts receivable	252,585	.4,592	.247,993	228,933
25. Aggregate write-ins for other than invested assets	1,757,127	1,283,526	.473,601	481,980
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	100,753,713	1,291,308	99,462,405	101,003,461
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
28. Total (Lines 26 and 27)	100,753,713	1,291,308	99,462,405	101,003,461
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. Other Non Admitted Assets.....	1,283,526	1,283,526	0	0
2502. State and Other Tax Recoverable.....	473,601		.473,601	481,980
2503.				
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)	1,757,127	1,283,526	.473,601	481,980

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	18,357,413		18,357,413	26,334,344
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	611,047		611,047	755,071
4. Aggregate health policy reserves	496,788		496,788	271,457
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	2,556,265		2,556,265	0
9. General expenses due or accrued	4,388,451		4,388,451	5,574,467
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	8,577,494
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	126,004		126,004	.58,361
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	452,118		452,118	0
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)	10,673,005		10,673,005	5,938,003
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	255,156		255,156	0
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	37,916,247	0	37,916,247	47,509,197
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	1,500	1,500
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	57,198,500	57,198,500
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	4,346,158	(3,705,736)
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	61,546,158	53,494,264
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	99,462,405	101,003,461
DETAILS OF WRITE-INS				
2301.				
2302.				
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)	0	0	0	0
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 WellCare of Ohio, 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	938,831	932,506	1,247,158
2. Net premium income (including \$ non-health premium income)	XXX	183,279,003	180,027,311	238,707,104
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	183,279,003	180,027,311	238,707,104
Hospital and Medical:				
9. Hospital/medical benefits		121,419,393	125,289,389	164,028,464
10. Other professional services		13,133,399	10,613,756	14,849,100
11. Outside referrals			0	0
12. Emergency room and out-of-area		14,434,869	14,385,990	19,299,286
13. Prescription drugs		1,933,034	4,363,815	4,792,191
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts			0	0
16. Subtotal (Lines 9 to 15)	0	150,920,695	154,652,950	202,969,041
Less:				
17. Net reinsurance recoveries		17,547,233	13,763,619	10,108,194
18. Total hospital and medical (Lines 16 minus 17)	0	133,373,462	140,889,331	192,860,847
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 2,000,602 cost containment expenses.....		5,190,914	5,648,451	7,680,313
21. General administrative expenses.....		33,412,483	33,338,526	42,550,001
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	171,976,859	179,876,308	243,091,161
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	11,302,144	151,003	(4,384,057)
25. Net investment income earned		278,944	263,833	371,090
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	278,944	263,833	371,090
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	11,581,088	414,836	(4,012,967)
31. Federal and foreign income taxes incurred	XXX	3,769,532	(1,183,438)	(2,634,012)
32. Net income (loss) (Lines 30 minus 31)	XXX	7,811,556	1,598,274	(1,378,955)
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	53,494,264	57,232,034	57,232,034
34. Net income or (loss) from Line 32	7,811,556	1,598,274	(1,378,955)
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(368,043)	(1,545,928)	(872,195)
39. Change in nonadmitted assets	293,766	(35,629)	(1,486,620)
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles	0	0	0
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)	0	0	0
44.3 Transferred to surplus	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus	314,615	0	0
48. Net change in capital and surplus (Lines 34 to 47)	8,051,894	16,717	(3,737,770)
49. Capital and surplus end of reporting period (Line 33 plus 48)	61,546,158	57,248,751	53,494,264
DETAILS OF WRITE-INS			
4701. Prior Period Adjustments	314,615		
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)	314,615	0	0

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, 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.....	173,910,238	158,703,078	226,285,563
2. Net investment income.....	455,719	96,663	135,199
3. Miscellaneous income.....	0	0	0
4. Total (Lines 1 to 3).....	174,365,957	158,799,741	226,420,762
5. Benefit and loss related payments.....	140,787,063	135,494,654	181,517,457
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	39,581,521	35,872,393	47,929,400
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).....	328,334	0	2,517,076
10. Total (Lines 5 through 9).....	180,696,918	171,367,047	231,963,933
11. Net cash from operations (Line 4 minus Line 10).....	(6,330,961)	(12,567,306)	(5,543,171)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	0	400,000	400,000
12.2 Stocks.....	0	0	0
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).....	0	400,000	400,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	0	0	0
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.....	0	0	0
13.6 Miscellaneous applications.....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	0	0	0
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).....	0	400,000	400,000
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	0
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).....	5,864,428	2,656,306	(5,092,980)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	5,864,428	2,656,306	(5,092,980)
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).....	(466,533)	(9,511,000)	(10,236,151)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	90,224,428	100,460,579	100,460,579
19.2 End of period (Line 18 plus Line 19.1).....	89,757,895	90,949,579	90,224,428

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, 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	103,843	0	.0	0	0	.0	0	2,766	101,077	.0
2. First Quarter	104,283	0	.0	0	0	.0	0	2,896	101,387	.0
3. Second Quarter	103,982	0	.0	0	0	.0	0	2,913	101,069	.0
4. Third Quarter	29,438							3,034	26,404	
5. Current Year	0									
6. Current Year Member Months	938,831							26,404	912,427	
Total Member Ambulatory Encounters for Period:										
7. Physician	366,981							26,791	340,190	
8. Non-Physician	110,445							6,597	103,848	
9. Total	477,426	0	0	0	0	0	0	33,388	444,038	0
10. Hospital Patient Days Incurred	35,188							6,172	29,016	
11. Number of Inpatient Admissions	7,690							894	6,796	
12. Health Premiums Written (a)	203,082,414							22,923,071	180,159,343	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	203,082,414							22,923,071	180,159,343	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	140,787,063							16,506,642	124,280,421	
18. Amount Incurred for Provision of Health Care Services	150,920,695							16,411,274	134,509,421	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 22,923,071

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, 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)						
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	1,891,822					1,891,822
0499999 Subtotals	1,891,822	0	0	0	0	1,891,822
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	16,364,725
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	100,866
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	18,357,413
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, 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	2,603,797	13,883,174	57,525	2,827,395	2,661,322	4,810,682
7. Title XIX - Medicaid	12,772,403	112,091,017	(293,271)	15,765,765	12,479,132	21,523,661
8. Other health					0	.0
9. Health subtotal (Lines 1 to 8).....	15,376,200	125,974,191	(235,746)	18,593,160	15,140,454	26,334,343
10. Health care receivables (a).....					0	.0
11. Other non-health					0	.0
12. Medical incentive pools and bonus amounts					0	.0
13. Totals (Lines 9-10+11+12).....	15,376,200	125,974,191	(235,746)	18,593,160	15,140,454	26,334,343

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of WellCare of Ohio, Inc. (the “Company”), domiciled in the state of Ohio, are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance.

The Ohio Department of Insurance recognizes only statutory 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 Accounting Practices and Procedures manual, (“NAIC SAP”) has been adopted as a component of prescribed or permitted practices by the state of Ohio. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. These modifications had no affect on statutory surplus.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Ohio is shown below:

	For the nine month period ended September 30,	
	<u>2011</u>	<u>2010</u>
Net Income - Ohio Basis	\$ 7,811,556	\$ 1,598,274
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Net Income - NAIC SAP	<u>\$ 7,811,556</u>	<u>\$ 1,598,274</u>
	Balance at	
	September 30, <u>2011</u>	December 31, <u>2010</u>
Statutory Capital and Surplus - Ohio Basis	\$ 61,546,158	\$ 53,494,264
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Statutory Capital and Surplus - NAIC SAP	<u>\$ 61,546,158</u>	<u>\$ 53,494,264</u>

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

No significant change.

C. Accounting Policy

No significant change.

2. Accounting Changes and Correction of Errors

The prior period adjustment of \$314,615 resulted from a correction to prior year tax allocation amounts between the Company and its affiliates.

3. Business Combinations and Goodwill

None.

4. Discontinued Operations

No significant change.

5. Investments

No significant change.

D. Loan-Backed Securities – None.

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

No significant change.

NOTES TO FINANCIAL STATEMENTS

8. Derivative Instruments

None.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties.

WellCare and certain of its subsidiaries, not including the Company, entered into a \$300,000,000 secured credit agreement (the "Credit Agreement") in August 2011. The Credit Agreement includes a \$150,000,000 secured term loan facility as well as a \$150,000,000 revolving loan facility, both of which mature in August 2016. WellCare has borrowed \$150,000,000 on the term loan facility. The revolving credit facility has not been utilized. The capital stock of the Company is pledged as collateral to secure obligations under the Credit Agreement.

11. Debt

None.

12. Retirement Plans, Deferred Compensation, Etc.

No significant change.

13. Capital and Surplus, Shareholder' Dividend Restrictions and Quasi-Reorganizations.

No significant change.

14. Contingencies

A. Contingent Commitments – No significant change.

B. Assessments – No significant change.

C. Gain Contingencies – No significant change.

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming From Lawsuits

No significant change.

E. All Other Contingencies

Summary:

The Company's ultimate Parent, WellCare, is a party to a number of legal actions and regulatory investigations as described below. Unless otherwise indicated, these matters do not involve the Company and we do not expect them to have an impact on the Company's financial position, however, they have been included here to provide disclosure for contingencies affecting WellCare.

Government Investigations

Deferred Prosecution Agreement

The Company's ultimate parent, WellCare, is currently operating under a Deferred Prosecution Agreement (the "DPA") with the United States Attorney's Office for the Middle District of Florida (the "USAO") and the Florida Attorney General's Office, resolving previously disclosed investigations by those offices.

Under the one-count criminal information (the "Information") filed with the United States District Court for the Middle District of Florida (the "Federal Court") by the USAO pursuant to the DPA, WellCare was charged with one count of conspiracy to commit health care fraud against the Florida Medicaid Program in connection with reporting of expenditures under certain community behavioral health contracts, and against the Florida Healthy Kids programs, under certain contracts, in violation of 18 U.S.C. Section 1349. The USAO recommended to the Federal Court that the prosecution be deferred for the duration of the DPA. Within five days of the expiration of the DPA the USAO will seek dismissal with prejudice of the Information, provided WellCare has complied with the DPA. The DPA expires in accordance with its terms in May 2012.

NOTES TO FINANCIAL STATEMENTS

The DPA does not, nor should it be construed to, operate as a settlement or release of any civil or administrative claims for monetary, injunctive or other relief against WellCare, whether under federal, state or local statutes, regulations or common law. Furthermore, the DPA does not operate, nor should it be construed, as a concession that WellCare is entitled to any limitation of potential federal, state or local civil or administrative liability.

United States Department of Health and Human Services

WellCare is operating under a Corporate Integrity Agreement (the “Corporate Integrity Agreement”) with the Office of Inspector General of the Department of Health and Human Services (“OIG-HHS”). The Corporate Integrity Agreement expires in April 2016 and concludes the previously-disclosed matters under review by OIG-HHS. The Corporate Integrity Agreement requires various ethics and compliance programs, many of which have already been established, designed to help ensure ongoing compliance with federal health care program requirements. The terms of the Corporate Integrity Agreement include certain organizational structure requirements, internal monitoring requirements, compliance training, screening processes for new employees, reporting requirements to OIG-HHS, and the engagement of an independent review organization to review and prepare written reports regarding, among other things, reporting practices and bid submissions to federal health care programs.

Civil Division of the United States Department of Justice

In April 2011, WellCare entered into certain settlement agreements, which will resolve the pending inquiries of the Civil Division of the United States Department of Justice (“Civil Division”), the USAO and the United States Attorney’s Office for the District of Connecticut (the “USAO Connecticut”). The settlement agreements are with (a) the United States, with signatories from the Civil Division, the OIG-HHS and the Civil Divisions of the USAO and the USAO Connecticut (the “Federal Settlement Agreement”) and (b) the following states (collectively, the “Settling States”): Connecticut, Florida, Georgia, Hawaii, Illinois, Indiana, Missouri, New York and Ohio (collectively, the “State Settlement Agreements”). Under the terms of the Federal Settlement Agreement and the State Settlement Agreements, WellCare has agreed, among other things, to pay the Civil Division \$137,500,000 (the “Settlement Amount”), which is to be paid in installments over a period of up to 36 months after the effective date of the Federal Settlement Agreement plus interest accrued from December 2010 at the rate of 3.125% per year.

In exchange for the payment of the Settlement Amount, the United States and the Settling States agreed to release WellCare from any civil or administrative monetary claim under the False Claims Act and certain other legal theories for certain conduct that was at issue in their inquiries and the *qui tam* complaints. Likewise, in consideration of the obligations in the Federal Settlement Agreement and the Corporate Integrity Agreement (as described above under *United States Department of Health and Human Services*), OIG-HHS agreed to release and refrain from instituting, directing or maintaining any administrative action seeking to exclude WellCare and its subsidiaries from Medicare, Medicaid and other federal health care programs.

The Federal Settlement Agreement has not been executed by one of the relators. This relator has objected to the Federal Settlement Agreement. Because of the objection, the Federal Court is required to conduct a hearing (a “Fairness Hearing”) to determine whether the proposed settlement is fair, adequate and reasonable under all the circumstances. The Federal Settlement Agreement and the State Settlement Agreements will not be effective until the earlier of (a) the execution of the Federal Settlement Agreement by the objecting relator or (b) entry by the Federal Court of a final order determining that the settlement is fair, adequate and reasonable under all the circumstances.

At a status conference held in June 2011, the Federal Court ruled that, before scheduling a Fairness Hearing, limited discovery between the United States and the objecting relator would be allowed and the parties would be required to file briefs regarding the reasonableness of the settlement. Given the schedule provided for discovery and briefing, management anticipates that the Fairness Hearing will be held in 2012.

WellCare and the Company can make no assurances that the objecting relator will execute the Federal Settlement Agreement or that the Federal Court will approve the settlement at a Fairness Hearing and the actual outcome of these matters may differ materially from the terms of the settlement.

Class Action Complaints

In May 2011, the Federal Court approved the settlement of putative class action complaints filed against WellCare by its shareholders related to the government investigations. Under the terms of the settlement agreement, WellCare has paid to the class, \$87,500,000 in cash and subsequently, on September 30, 2011,

NOTES TO FINANCIAL STATEMENTS

issued tradable, unsecured, subordinated notes of \$112,500,000 with a fixed coupon of 6% and a maturity date of December 31, 2016.

Risk Adjustment Data Validation Audits

CMS has performed and continues to perform Risk Adjustment Data Validation (“RADV”) audits of selected MA plans to validate the provider coding practices under the risk adjustment model used to calculate the premium paid for each MA member. An affiliate of the Company was selected by CMS for audit for the 2007 contract year and management anticipates that CMS will conduct additional audits of other plans and contract years on an ongoing basis. The CMS audit process selects a sample of 201 enrollees for medical record review from each contract selected. The affiliate has responded to CMS’s audit requests by retrieving and submitting all available medical records and provider attestations to substantiate CMS-sampled diagnosis codes. CMS will use this documentation to calculate a payment error rate of 2007 premiums. CMS has not indicated a schedule for processing or otherwise responding to the submissions.

CMS has indicated that payment adjustments resulting from its RADV audits will not be limited to risk scores for the specific beneficiaries for which errors are found, but will be extrapolated to the relevant plan population. In December 2010, CMS issued a draft audit sampling and payment error calculation methodology that it proposes to use in conducting these audits. CMS invited public comment on the proposed audit methodology and announced in February 2011 that it will revise its proposed approach based on the comments received. CMS has not given a specific timetable for issuing a final version of the audit sampling and payment error calculation methodology. Given that the RADV audit methodology is new and is subject to modification, there is substantial uncertainty as to how it will be applied to MA organizations. At this time, management does not know whether CMS will require retroactive or subsequent payment adjustments to be made using an audit methodology that may not compare the coding a plan’s providers the coding of Original Medicare and other MA plan providers, or whether any additional plans will be randomly selected or targeted for a similar audit by CMS. Management is also unable to determine whether any conclusions that CMS may make will cause management to change its revenue estimation process. Because of this lack of clarity from CMS, management is unable to estimate with any reasonable confidence a coding or payment error rate or predict the impact of extrapolating an applicable error rate. However, a payment adjustment may occur as a result of these audits, and that any such adjustment could have a material adverse effect on the Company’s results of operations, financial position, and cash flows, possibly in 2011 and beyond.

Other Lawsuits and Claims

Separate and apart from the legal matters described above, the Company from time to time may be involved in other legal actions that are in the normal course of business, including, without limitation, provider disputes regarding payment of claims. Some of these actions seek monetary damages, including claims for liquidated or punitive damages, which are not covered by insurance. Management accrues for contingent liabilities related to these matters if a loss is deemed probable and is estimable. The actual outcome of these matters may differ materially from current estimates and therefore could have a material adverse effect on the Company’s results of operations, financial position, and cash flows.

15. Leases

No significant change.

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk.

No significant change.

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

No significant change.

C. Wash Sales – None.

18. Gain or Loss to the Reporting Entity From Uninsured Plans and the Uninsured Portion of Partially Insured Plans.

No significant change.

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

No significant change.

NOTES TO FINANCIAL STATEMENTS

20. Fair Value Measurement

The Company has no assets measured or reported at fair value at September 30, 2011.

21. Other Items

No significant change.

22. Events Subsequent

None.

23. Reinsurance.

The Company enters into reinsurance agreements with affiliated and non-affiliated companies to limit the net loss arising from large risks and to maintain its exposure to loss within its capital resources. Reinsurance premium expense incurred by the Company is accounted for as a reduction of net premium revenue earned. Reinsurance recoveries are offset against medical expense in the period of such recoveries. The Company remains liable to its policyholders to the extent that its reinsurers do not meet their obligations.

The Company's reinsurance agreement with a non-affiliated company had a retention limit of \$500,000 up to \$2,500,000 for Medicare and \$1,000,000 up to \$3,000,000 for Medicaid business for the year ended December 31, 2011. Premiums paid under this non-affiliated reinsurance agreement were \$117,675 for the nine month period ending September 30, 2011. Recoveries under this policy were \$99,557.

The Company also has a reinsurance agreement with an affiliate, Comprehensive Reinsurance, Ltd. ("CompRe"), that has a retention limit of \$50,000 up to \$500,000 for Medicare business and up to \$1,000,000 for Medicaid business for the years ended December 31, 2011. Under statutory accounting principles, this contract is considered to be with an unauthorized reinsurer and the Company has not taken any reserve credits for claims reported or unreported and not yet paid in its statement of revenues and expenses. Reinsurance recoveries reported represent only claims paid in excess of the retention limit during the period. Premiums paid under the affiliated reinsurance agreement were \$19,685,736 for the nine month period ending September 30, 2011. Recoveries under this policy were \$17,646,789.

24. Retrospectively Rated Contracts

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

The estimated cost of claims expense attributable to insured events of the prior year decreased by \$11,193,889 during 2011. This is approximately 43% of unpaid claims expenses of \$26,334,344 as of December 31, 2010. The redundancy reflects the difference between actual medical utilization compared to original assumptions and prior year claims estimates being settled for amounts that are different than originally anticipated.

The redundancy includes \$8,664,088 that was related to the release of the provision for moderately adverse conditions, which is included as part of the actuarial assumptions used in estimating the liability for unpaid claims. The release of the provision for moderately adverse conditions was substantially offset by the provision for moderately adverse conditions established for claims incurred in the current period.

Accordingly, the change in the amount of the incurred claims related to prior years in claims payable does not directly correspond to an increase in net income recognized during the current period.

Statement of Statutory Accounting Principles No. 85 requires that claim adjustment expenses, including legal expenses, be subdivided into cost containment expenses and other claim adjustment expenses. Cost containment expenses are intended to reduce the number of health services provided or the cost of such services. Other claim adjustment expenses are all other costs which do not meet the definition of cost containment expenses. Cost containment expenses were of \$2,000,602 for the nine month period ending September 30, 2011.

26. Intercompany Pooling.

No significant change.

27. Structured Settlements

None.

NOTES TO FINANCIAL STATEMENTS

28. Health Care Receivables.

No significant change.

29. Participating Policies

None.

30. Premium Deficiency Reserves

No significant change.

31. Anticipated Salvage and Subrogation.

No significant change.

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, 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 []

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. 06/30/2009

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. 06/30/2009

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). 05/05/2010

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 [X] No [] NA []

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 WellCare of Ohio, 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 [X] No []

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

Minor changes to wording. Approved by Board of Directors June 30, 2011.....

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: \$

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 []

If no, attach a description with this statement.

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, 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 [] No [X]

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

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:

.....

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, Inc.

GENERAL INTERROGATORIES
PART 2 - HEALTH

1 Operating Percentages

1.1 A&H loss percent.....	73.9 %
1.2 A&H cost containment percent	1.1 %
1.3 A&H expense percent excluding cost containment expenses.....	20.0 %
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 WellCare of Ohio, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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							0	
2. Alaska	AK							0	
3. Arizona	AZ							0	
4. Arkansas	AR							0	
5. California	CA							0	
6. Colorado	CO							0	
7. Connecticut	CT							0	
8. Delaware	DE							0	
9. Dist. Columbia	DC							0	
10. Florida	FL							0	
11. Georgia	GA							0	
12. Hawaii	HI							0	
13. Idaho	ID							0	
14. Illinois	IL							0	
15. Indiana	IN							0	
16. Iowa	IA							0	
17. Kansas	KS							0	
18. Kentucky	KY							0	
19. Louisiana	LA							0	
20. Maine	ME							0	
21. Maryland	MD							0	
22. Massachusetts	MA							0	
23. Michigan	MI							0	
24. Minnesota	MN							0	
25. Mississippi	MS							0	
26. Missouri	MO							0	
27. Montana	MT							0	
28. Nebraska	NE							0	
29. Nevada	NV							0	
30. New Hampshire	NH							0	
31. New Jersey	NJ							0	
32. New Mexico	NM							0	
33. New York	NY							0	
34. North Carolina	NC							0	
35. North Dakota	ND							0	
36. Ohio	OH	L	22,923,071	180,159,343				203,082,414	
37. Oklahoma	OK							0	
38. Oregon	OR							0	
39. Pennsylvania	PA							0	
40. Rhode Island	RI							0	
41. South Carolina	SC							0	
42. South Dakota	SD							0	
43. Tennessee	TN							0	
44. Texas	TX							0	
45. Utah	UT							0	
46. Vermont	VT							0	
47. Virginia	VA							0	
48. Washington	WA							0	
49. West Virginia	WV							0	
50. Wisconsin	WI							0	
51. Wyoming	WY							0	
52. American Samoa	AS							0	
53. Guam	GU							0	
54. Puerto Rico	PR							0	
55. U.S. Virgin Islands	VI							0	
56. Northern Mariana Islands	MP							0	
57. Canada	CN							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal		XXX	0	22,923,071	180,159,343	0	0	203,082,414	0
60. Reporting entity contributions for Employee Benefit Plans		XXX						0	
61. Total (Direct Business)	(a)	1	0	22,923,071	180,159,343	0	0	203,082,414	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

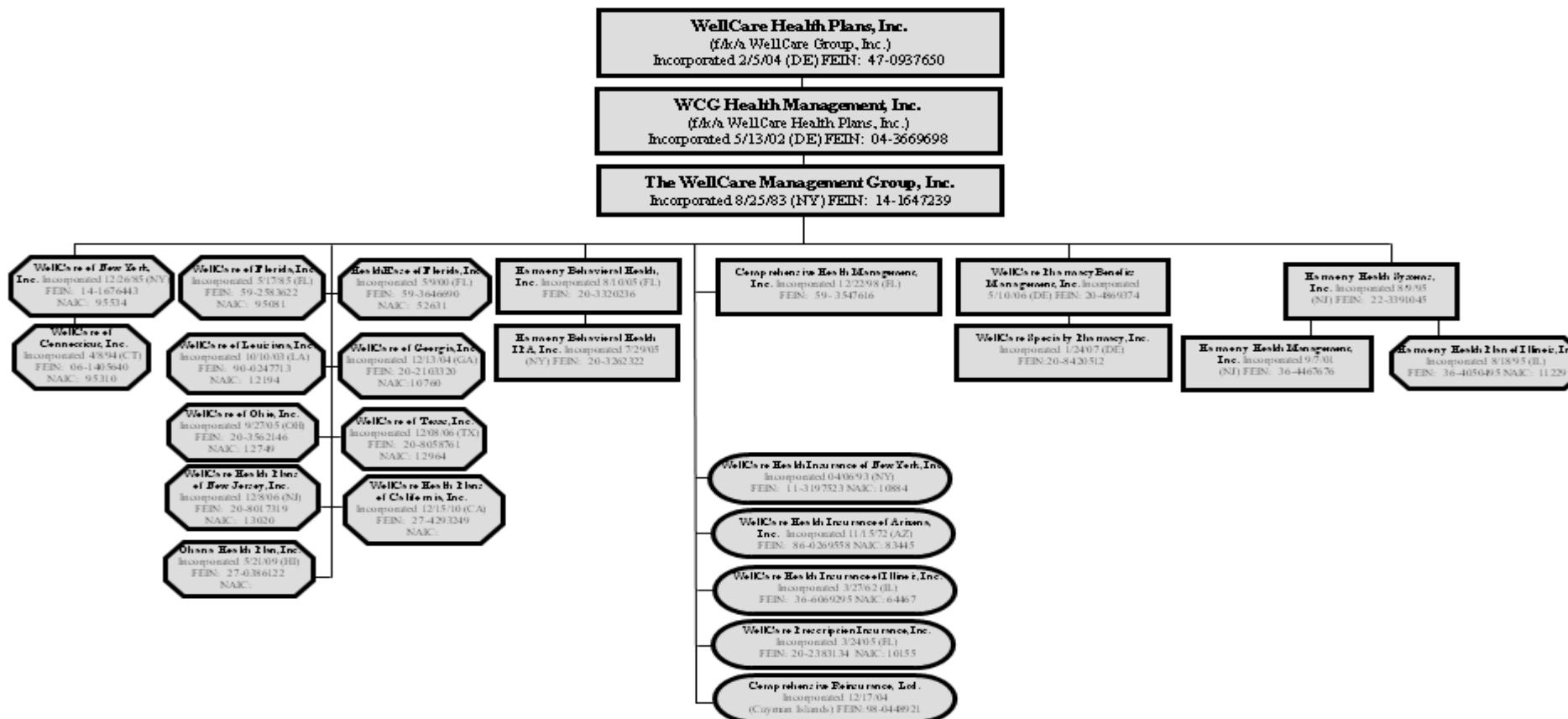
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

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



The WellCare Group of Companies
(as of September 30, 2011)



STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, Inc.

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. Business not written.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, 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

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		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 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)		0	0
12. Deduct total nonadmitted amounts		0	0
13. Statement value at end of current period (Line 11 minus Line 12)		0	0

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		0	400,000
2. Cost of bonds and stocks acquired		0	0
3. Accrual of discount		0	0
4. Unrealized valuation increase (decrease)		0	0
5. Total gain (loss) on disposals		0	0
6. Deduct consideration for bonds and stocks disposed of		0	400,000
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

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, 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).....	35,872,255	137,749,154	148,194,541	(28,346)	25,267,733	35,872,255	25,398,522	36,317,361
2. Class 2 (a).....	0				0	0	0	0
3. Class 3 (a).....	0	0	0	0	0	0	0	0
4. Class 4 (a).....	0	0	0	0	0	0	0	0
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds.....	35,872,255	137,749,154	148,194,541	(28,346)	25,267,733	35,872,255	25,398,522	36,317,361
PREFERRED STOCK								
8. Class 1.....	0	0	0	0	0	0	0	0
9. Class 2.....	0	0	0	0	0	0	0	0
10. Class 3.....	0	0	0	0	0	0	0	0
11. Class 4.....	0	0	0	0	0	0	0	0
12. Class 5.....	0	0	0	0	0	0	0	0
13. Class 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock.....	35,872,255	137,749,154	148,194,541	(28,346)	25,267,733	35,872,255	25,398,522	36,317,361

(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 \$50,000 ; NAIC 2 \$0 ;

NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

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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	23,607,094	XXX	23,607,789	29,690	123

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.....	15,268,117	0
2. Cost of short-term investments acquired	255,171,001	15,269,321
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	246,830,266	0
7. Deduct amortization of premium.....	1,757	1,204
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).....	23,607,095	15,268,117
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	23,607,095	15,268,117

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 WellCare of Ohio, 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.....	21,049,244	0
2. Cost of cash equivalents acquired	28,532,827	21,049,244
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	47,613,277	0
7. Deduct amortization of premium	177,368	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)	1,791,426	21,049,244
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	1,791,426	21,049,244

Schedule A - Part 2
NONE

Schedule A - Part 3
NONE

Schedule B - Part 2
NONE

Schedule B - Part 3
NONE

Schedule BA - Part 2
NONE

Schedule BA - Part 3
NONE

Schedule D - Part 3
NONE

Schedule D - Part 4
NONE

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 WellCare of Ohio, 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								
SunGard.....		0.000	.0	0	102,674	.0	.0	XXX
JP Morgan Chase-4409.....Ohio.....		0.000	.0	0	(159,171)	(141,226)	(177,611)	XXX
JP Morgan Chase-3564.....Ohio.....		0.000	.0	0	98,753,471	61,974,142	64,536,986	XXX
0199998 Deposits in depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX						XXX
0199999 Total Open Depositories	XXX	XXX	0	0	98,696,974	61,832,916	64,359,375	XXX
0399999 Total Cash on Deposit	XXX	XXX	0	0	98,696,974	61,832,916	64,359,375	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total	XXX	XXX	0	0	98,696,974	61,832,916	64,359,375	XXX

STATEMENT AS OF SEPTEMBER 30, 2011 OF THE WellCare of Ohio, 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	
U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations								
IL ST-FSA-CR.....		.08/18/2011.....	5.375.....	.11/01/2011.....	.50,210.....	1,120.....	.0.....	
OH ST HGR ED-SER B.....		.08/26/2011.....	5.000.....	.11/01/2011.....	.50,194.....	1,042.....	.0.....	
1199999 - U.S. States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations					100,404.....	2,161.....	0.....	
1799999 - Subtotals - U.S. States, Territories and Possessions (Direct and Guaranteed)					100,404.....	2,161.....	0.....	
U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations								
BERWICK SD UNREF-A.....		.08/10/2011.....	5.000.....	.10/01/2011.....	.80,000.....	2,000.....	.0.....	
E PENNSBORO AREA SD.....		.08/02/2011.....	2.000.....	.10/01/2011.....	.50,000.....	500.....	.0.....	
HARRIS CNTY-REF-CRIMI.....		.08/11/2011.....	3.250.....	.10/01/2011.....	.100,000.....	1,625.....	.0.....	
NEW HAVEN UNREF-SER C.....		.08/17/2011.....	5.000.....	.11/01/2011.....	.100,388.....	2,083.....	.0.....	
PUTNAM CNTY SD.....		.08/25/2011.....	5.000.....	.10/01/2011.....	.50,000.....	1,250.....	.0.....	
SHELTON-LOT B.....		.07/22/2011.....	3.750.....	.10/15/2011.....	.100,134.....	1,729.....	.0.....	
1899999 - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations					480,522.....	9,188.....	0.....	
2499999 - Subtotals - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)					480,522.....	9,188.....	0.....	
U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and their Political Subdivisions - Issuer Obligations								
CONTRA COSTA WTR-K.....		.08/25/2011.....	5.500.....	.10/01/2011.....	.250,000.....	6,875.....	.0.....	
CT CLEAN WTR FD.....		.08/22/2011.....	4.400.....	.10/01/2011.....	.50,000.....	1,100.....	.0.....	
CT SPL TAX-REF-TRN-A.....		.07/22/2011.....	5.500.....	.10/01/2011.....	.185,000.....	5,088.....	.0.....	
INDIANAPLS ENERGY-A1.....		.08/04/2011.....	5.000.....	.10/01/2011.....	.75,000.....	1,875.....	.0.....	
L A SAN DIST-A-CAP PJ.....		.08/10/2011.....	5.000.....	.10/01/2011.....	.125,000.....	3,125.....	.0.....	
ORLANDO UTILS.....		.07/11/2011.....	5.000.....	.10/01/2011.....	.250,000.....	6,250.....	.0.....	
RI CLEAN WTR-A-POOLED.....		.07/26/2011.....	5.000.....	.10/01/2011.....	.125,000.....	3,125.....	.0.....	
VA TRN-FEDERAL HWY RE.....		.07/22/2011.....	5.000.....	.10/01/2011.....	.100,000.....	2,500.....	.0.....	
WI H/E-PREREF-FROEDER.....		.08/11/2011.....	5.375.....	.10/01/2011.....	.50,500.....	1,344.....	.0.....	
2599999 - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and their Political Subdivisions - Issuer Obligations					1,210,500.....	31,281.....	0.....	
3199999 - Subtotals - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and their Political Subdivisions					1,210,500.....	31,281.....	0.....	
7799999 - Subtotals - Issuer Obligations					1,791,427.....	42,630.....	0.....	
8399999 - Subtotals - Bonds					1,791,427.....	42,630.....	0.....	
8699999 Total Cash Equivalents					1,791,427.....	42,630.....	0.....	