



ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

WellCare of Ohio, Inc.

NAIC Group Code	01199	,	01199	NAIC Company Code	12749	Employer's ID Number	20-3562146
	(Current Period)		(Prior Period)				
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			Independence, OH 44131			
	(Street and Number)			(City, State and Zip Code)			
Main Administrative Office	8735 Henderson Road						
	Tampa, FL 33634			813-290-6200			
	(City, State and Zip Code)			(Area Code) (Telephone Number)			
Mail Address	P.O. Box 31391			Tampa, FL 33631-3391			
	(Street and Number or P.O. Box)			(City, State and Zip Code)			
Primary Location of Books and Records	8735 Henderson Road						
	Tampa, FL 33634			813-290-6200			
	(City, State and Zip Code)			(Area Code) (Telephone Number) (Extension)			
Internet Web Site Address	www.wellcare.com						
Statutory Statement Contact	Trent Thornton			813-206-3534			
	(Name)			(Area Code) (Telephone Number) (Extension)			
	trent.thornton@wellcare.com			813-675-2899			
	(E-Mail Address)			(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
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
Subscribed and sworn to before me this day of ,		a. Is this an original filing? Yes [X] No []
		b. If no:
		1. State the amendment number
		2. Date filed
		3. Number of pages attached

ASSETS

	Current Year			Prior Year
	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	Net Admitted Assets
1. Bonds (Schedule D).....	.0		.0	.0
2. Stocks (Schedule D):				
2.1 Preferred stocks .....	.0		.0	.0
2.2 Common stocks .....	.0		.0	.0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens .....			.0	.0
3.2 Other than first liens .....			.0	.0
4. Real estate (Schedule A):				
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 (\$ 18,785,189 , Schedule E-Part 1), cash equivalents (\$ 45,339,066 , Schedule E-Part 2) and short-term investments (\$ 25,102,636 , Schedule DA).....	.89,226,891		.89,226,891	.90,224,428
6. Contract loans (including \$ premium notes).....			.0	.0
7. Derivatives (Schedule DB).....			.0	.0
8. Other invested assets (Schedule BA) .....	.0		.0	.0
9. Receivables for securities .....			.0	.0
10. Securities lending reinvested collateral assets (Schedule DL).....			.0	.0
11. Aggregate write-ins for invested assets .....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	.89,226,891	.0	.89,226,891	.90,224,428
13. Title plants less \$ charged off (for Title insurers only).....			.0	.0
14. Investment income due and accrued .....	.22,104		.22,104	.236,795
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	.12,024,038		.12,024,038	.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 .....	.501,950		.501,950	.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 .....	.151,338		.151,338	.88,380
18.1 Current federal and foreign income tax recoverable and interest thereon .....			.0	.3,709,233
18.2 Net deferred tax asset.....	.1,770,638	.672	.1,769,966	.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 .....	.2,729,711	.2,729,711	.0	.0
24. Health care (\$ 482,539) and other amounts receivable.....	.483,907	.1,368	.482,539	.228,933
25. Aggregate write-ins for other than invested assets .....	.644,014	.426,397	.217,617	.481,980
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	.107,554,591	.3,158,148	.104,396,443	.101,003,461
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	.0
28. Total (Lines 26 and 27)	.107,554,591	.3,158,148	.104,396,443	.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 (Prepays).....	.426,397	.426,397	.0	.0
2502. State and Other Tax Recoverable.....	.217,617		.217,617	.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)	.644,014	.426,397	.217,617	.481,980

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	25,832,688		25,832,688	26,334,344
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	666,433		666,433	755,071
4. Aggregate health policy reserves, including the liability of \$ for medical loss ratio rebate per the Public Health Service Act.....	406,966		406,966	271,457
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserves			0	0
7. Aggregate health claim reserves.....			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	5,802,534		5,802,534	5,574,467
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized capital gains (losses)).....	435,273		435,273	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	91,333		91,333	58,361
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	19,676		19,676	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)			0	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	10,235,493		10,235,493	0
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	43,490,396	0	43,490,396	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	3,706,047	(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	60,906,047	53,494,264
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	104,396,443	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 OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	1,255,841	1,247,158
2. Net premium income (including \$0 non-health premium income).....	XXX	260,036,893	238,707,104
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of \$ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	260,036,893	238,707,104
Hospital and Medical:			
9. Hospital/medical benefits		169,660,964	164,028,464
10. Other professional services		17,735,389	14,849,100
11. Outside referrals			0
12. Emergency room and out-of-area		19,093,454	19,299,286
13. Prescription drugs		11,873,533	4,792,191
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0
16. Subtotal (Lines 9 to 15)	0	218,363,340	202,969,041
Less:			
17. Net reinsurance recoveries		23,155,358	10,108,194
18. Total hospital and medical (Lines 16 minus 17)	0	195,207,982	192,860,847
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$2,928,120 cost containment expenses.....		7,719,681	7,680,313
21. General administrative expenses.....		44,994,839	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	247,922,502	243,091,161
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	12,114,391	(4,384,057)
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		350,375	371,090
26. Net realized capital gains (losses) less capital gains tax of \$			0
27. Net investment gains (losses) (Lines 25 plus 26)	0	350,375	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
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	12,464,766	(4,012,967)
31. Federal and foreign income taxes incurred	XXX	4,463,863	(2,634,012)
32. Net income (loss) (Lines 30 minus 31)	XXX	8,000,903	(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
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL & SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year	53,494,264	57,232,034
34. Net income or (loss) from Line 32	8,000,903	(1,378,955)
35. Change in valuation basis of aggregate policy and claim reserves		0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$		0
37. Change in net unrealized foreign exchange capital gain or (loss)		0
38. Change in net deferred income tax	669,339	(872,195)
39. Change in nonadmitted assets	(1,573,072)	(1,486,620)
40. Change in unauthorized reinsurance	0	0
41. Change in treasury stock	0	0
42. Change in surplus notes	0	0
43. Cumulative effect of changes in accounting principles		0
44. Capital Changes:		
44.1 Paid in	0	0
44.2 Transferred from surplus (Stock Dividend)		0
44.3 Transferred to surplus		0
45. Surplus adjustments:		
45.1 Paid in	0	0
45.2 Transferred to capital (Stock Dividend)	0	0
45.3 Transferred from capital		0
46. Dividends to stockholders		0
47. Aggregate write-ins for gains or (losses) in surplus	314,613	0
48. Net change in capital & surplus (Lines 34 to 47)	7,411,783	(3,737,770)
49. Capital and surplus end of reporting year (Line 33 plus 48)	60,906,047	53,494,264
DETAILS OF WRITE-INS		
4701. Prior period adjustment.....	314,613	0
4702.		
4703.		
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	314,613	0

CASH FLOW

	1	2
	Current Year	Prior Year
Cash from Operations		
1. Premiums collected net of reinsurance	243,920,283	226,285,563
2. Net investment income	565,066	135,199
3. Miscellaneous income	0	0
4. Total (Lines 1 through 3)	244,485,349	226,420,762
5. Benefit and loss related payments	195,883,254	181,517,457
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0
7. Commissions, expenses paid and aggregate write-ins for deductions	52,373,685	47,929,400
8. Dividends paid to policyholders		0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	319,358	2,517,076
10. Total (Lines 5 through 9)	248,576,297	231,963,933
11. Net cash from operations (Line 4 minus Line 10)	(4,090,948)	(5,543,171)
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	0	400,000
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	400,000
13. Cost of investments acquired (long-term only):		
13.1 Bonds	0	0
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0
14. Net increase (decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	0	400,000
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied)	3,093,411	(5,092,980)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	3,093,411	(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)	(997,537)	(10,236,151)
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year	90,224,428	100,460,579
19.2 End of year (Line 18 plus Line 19.1)	89,226,891	90,224,428

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE WellCare of Ohio, Inc.

ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	260,036,893	0	0	0	0	0	27,960,337	232,076,556	0	0
2. Change in unearned premium reserves and reserve for rate credit	0									
3. Fee-for-service (net of \$ medical expenses)	0									XXX
4. Risk revenue.....	0									XXX
5. Aggregate write-ins for other health care related revenues.....	0	0	0	0	0	0	0	0	0	XXX
6. Aggregate write-ins for other non-health care related revenues	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6).....	260,036,893	0	0	0	0	0	27,960,337	232,076,556	0	0
8. Hospital/medical benefits	169,660,964						18,449,246	151,211,718		XXX
9. Other professional services	17,735,389						632,612	17,102,777		XXX
10. Outside referrals	0									XXX
11. Emergency room and out-of-area	19,093,454						994,480	18,098,974		XXX
12. Prescription drugs	11,873,533						2,430,889	9,442,644		XXX
13. Aggregate write-ins for other hospital and medical.....	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts.....	0									XXX
15. Subtotal (Lines 8 to 14)	218,363,340	0	0	0	0	0	22,507,227	195,856,113	0	XXX
16. Net reinsurance recoveries	23,155,358						2,525,941	20,629,417		XXX
17. Total hospital and medical (Lines 15 minus 16)	195,207,982	0	0	0	0	0	19,981,286	175,226,696	0	XXX
18. Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
19. Claims adjustment expenses including \$ 2,928,120 cost containment expenses.....	7,719,681						801,311	6,918,370		
20. General administrative expenses	44,994,839						5,706,833	39,288,006		
21. Increase in reserves for accident and health contracts	0									XXX
22. Increase in reserves for life contracts.....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	247,922,502	0	0	0	0	0	26,489,430	221,433,072	0	0
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	12,114,391	0	0	0	0	0	1,470,907	10,643,484	0	0
DETAILS OF WRITE-INS										
0501.										XXX
0502.										XXX
0503.										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page.....	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page.....	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.										XXX
1302.										XXX
1303.										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	XXX

UNDERWRITING AND INVESTMENT EXHIBIT
PART 1 - PREMIUMS

	1	2	3	4
Line of Business	Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical) .....				.0
2. Medicare Supplement .....				.0
3. Dental only.....				.0
4. Vision only.....				.0
5. Federal Employees Health Benefits Plan .....				.0
6. Title XVIII - Medicare	31,123,582		3,163,245	27,960,337
7. Title XIX - Medicaid.....	255,464,798		23,388,242	232,076,556
8. Other health.....				.0
9. Health subtotal (Lines 1 through 8)	286,588,380	.0	26,551,487	260,036,893
10. Life .....				.0
11. Property/casualty.....				.0
12. Totals (Lines 9 to 11)	286,588,380	0	26,551,487	260,036,893

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE WellCare of Ohio, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2 – CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non- Health
1. Payments during the year:										
1.1 Direct	216,423,362						23,744,024	192,679,338		
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	20,540,108						1,721,621	18,818,487		
1.4 Net	195,883,254	0	0	0	0	0	22,022,403	173,860,851	0	0
2. Paid medical incentive pools and bonuses	0									
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	34,466,991	0	0	0	0	0	3,643,569	30,823,422	0	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	8,634,303	0	0	0	0	0	804,320	7,829,983	0	0
3.4 Net	25,832,688	0	0	0	0	0	2,839,249	22,993,439	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	0									
4.2 Reinsurance assumed	0									
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
4.4 Net	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	0									
6. Net healthcare receivables (a).....	254,666						69,683	184,983		
7. Amounts recoverable from reinsurers December 31, current year	501,950							501,950		
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	32,272,347	0	0	0	0	0	4,810,682	27,461,665	0	0
8.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded	5,938,003	0	0	0	0	0	0	5,938,003	0	0
8.4 Net	26,334,344	0	0	0	0	0	4,810,682	21,523,662	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	0	0	0	0	0	0	0	0	0	0
9.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
9.4 Net	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year.....	0	0	0	0	0	0	0	0	0	0
11. Amounts recoverable from reinsurers December 31, prior year	583,000	0	0	0	0	0	0	583,000	0	0
12. Incurred benefits:										
12.1 Direct	218,363,340	0	0	0	0	0	22,507,228	195,856,112	0	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	23,155,358	0	0	0	0	0	2,525,941	20,629,417	0	0
12.4 Net	195,207,982	0	0	0	0	0	19,981,287	175,226,695	0	0
13. Incurred medical incentive pools and bonuses	0	0	0	0	0	0	0	0	0	0

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

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital and Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1. Direct	4,016,371						420,147	3,596,224		
1.2. Reinsurance assumed	0									
1.3. Reinsurance ceded	0									
1.4. Net	4,016,371	0	0	0	0	0	420,147	3,596,224	0	0
2. Incurred but Unreported:										
2.1. Direct	30,450,620						3,223,422	27,227,198		
2.2. Reinsurance assumed	0									
2.3. Reinsurance ceded	0									
2.4. Net	30,450,620	0	0	0	0	0	3,223,422	27,227,198	0	0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1. Direct	0									
3.2. Reinsurance assumed	0									
3.3. Reinsurance ceded	8,634,303						804,320	7,829,983		
3.4. Net	(8,634,303)	0	0	0	0	0	(804,320)	(7,829,983)	0	0
4. TOTALS:										
4.1. Direct	34,466,991	0	0	0	0	0	3,643,569	30,823,422	0	0
4.2. Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
4.3. Reinsurance ceded	8,634,303	0	0	0	0	0	804,320	7,829,983	0	0
4.4. Net	25,832,688	0	0	0	0	0	2,839,249	22,993,439	0	0

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability Dec. 31 of Current Year		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 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 December 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	2,600,287	19,352,434	31,449	2,807,799	2,631,736	4,810,682
7. Title XIX - Medicaid.....	12,749,667	161,007,248	(864,831)	23,858,271	11,884,836	21,523,661
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	15,349,954	180,359,682	(833,382)	26,666,070	14,516,572	26,334,343
10. Healthcare 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)	15,349,954	180,359,682	(833,382)	26,666,070	14,516,572	26,334,343

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

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Medicare

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior0	.0	.0	.0	.0
2. 20070	.0	.0	.0	.0
3. 2008	XXX	6,389	8,488	8,488	8,488
4. 2009	XXX	XXX	16,944	19,743	19,743
5. 2010	XXX	XXX	XXX	18,486	21,086
6. 2011	XXX	XXX	XXX	XXX	19,352

Section B - Incurred Health Claims - Medicare

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior0	.0	.0	.0	.0
2. 20070	.0	.0	.0	.0
3. 2008	XXX	6,389	8,488	8,488	8,488
4. 2009	XXX	XXX	16,944	20,211	20,211
5. 2010	XXX	XXX	XXX	22,829	21,117
6. 2011	XXX	XXX	XXX	XXX	22,160

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Medicare

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2007.....	.0	.0		.0	.0	.0			.0	.0
2. 2008.....	12,229	8,488		.0	8,488	.69.4			8,488	.69.4
3. 2009.....	25,010	19,743		.0	19,743	.78.9			19,743	.78.9
4. 2010.....	28,524	21,086		.0	21,086	.73.9	.31		21,117	.74.0
5. 2011	27,960	19,352	799	4.1	20,151	72.1	2,808	78	23,037	82.4

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior	403	403	403	403	403
2. 2007.....	117,014	137,588	137,588	137,588	137,588
3. 2008.....	XXX	206,940	226,577	226,577	226,577
4. 2009.....	XXX	XXX	167,129	176,367	176,367
5. 2010.....	XXX	XXX	XXX	156,845	169,595
6. 2011.....	XXX	XXX	XXX	XXX	161,007

Section B – Incurred Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior	481	403	403	403	403
2. 2007.....	141,242	144,759	137,588	137,588	137,588
3. 2008.....	XXX	235,462	228,470	228,470	228,470
4. 2009.....	XXX	XXX	179,935	176,569	176,569
5. 2010.....	XXX	XXX	XXX	178,167	168,730
6. 2011.....	XXX	XXX	XXX	XXX	184,865

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2007.....	161,662	137,588		0.0	137,588	85.1			137,588	85.1
2. 2008.....	273,812	226,577		0.0	226,577	82.7			226,577	82.7
3. 2009.....	227,865	176,367		0.0	176,367	77.4			176,367	77.4
4. 2010.....	210,183	169,595		0.0	169,595	80.7	(865)		168,730	80.3
5. 2011.....	232,077	161,007	7,009	4.4	168,016	72.4	23,858	589	192,463	82.9

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS
(000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior	403	403	403	403	403
2. 2007.....	117,014	137,588	137,588	137,588	137,588
3. 2008.....	XXX	213,329	235,065	235,065	235,065
4. 2009.....	XXX	XXX	184,073	196,110	196,110
5. 2010.....	XXX	XXX	XXX	175,331	190,681
6. 2011.....	XXX	XXX	XXX	XXX	180,359

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2007	2 2008	3 2009	4 2010	5 2011
1. Prior	481	403	403	403	403
2. 2007.....	141,242	144,759	137,588	137,588	137,588
3. 2008.....	XXX	241,851	236,958	236,958	236,958
4. 2009.....	XXX	XXX	196,879	196,780	196,780
5. 2010.....	XXX	XXX	XXX	200,996	189,847
6. 2011.....	XXX	XXX	XXX	XXX	207,025

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Grand Total

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2007.....	161,662	137,588	0	0.0	137,588	85.1	0	0	137,588	85.1
2. 2008.....	286,041	235,065	0	0.0	235,065	82.2	0	0	235,065	82.2
3. 2009.....	252,875	196,110	0	0.0	196,110	77.6	0	0	196,110	77.6
4. 2010.....	238,707	190,681	0	0.0	190,681	79.9	(834)	0	189,847	79.5
5. 2011.....	260,037	180,359	7,808	4.3	188,167	72.4	26,666	667	215,500	82.9

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves.....	.0								
2. Additional policy reserves (a).....	.0								
3. Reserve for future contingent benefits.....	.0								
4. Reserve for rate credits or experience rating refunds (including \$ for investment income).....	406,966						406,966		
5. Aggregate write-ins for other policy reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (gross)	406,966	.0	.0	.0	.0	.0	406,966	.0	.0
7. Reinsurance ceded .....	.0								
8. Totals (Net) (Page 3, Line 4)	406,966	0	0	0	0	0	406,966	0	0
9. Present value of amounts not yet due on claims .....	.0								
10. Reserve for future contingent benefits .....	.0								
11. Aggregate write-ins for other claim reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
12. Totals (gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
13. Reinsurance ceded .....	.0								
14. Totals (Net) (Page 3, Line 7)	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
0501.									
0502.									
0503.									
0598. Summary of remaining write-ins for Line 5 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101.									
1102.									
1103.									
1198. Summary of remaining write-ins for Line 11 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0

(a) Includes \$ premium deficiency reserve.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$for occupancy of own building).....	57,094	93,429	684,281		834,804
2. Salaries, wages and other benefits.....	1,276,850	2,089,431	9,466,556		12,832,837
3. Commissions (less \$ceded plus \$assumed).....	289	474	367,278		368,041
4. Legal fees and expenses.....	232,351	380,218	1,430,504		2,043,073
5. Certifications and accreditation fees.....					0
6. Auditing, actuarial and other consulting services.....	24,645	40,329	241,074		306,048
7. Traveling expenses.....	31,363	51,323	309,657		392,343
8. Marketing and advertising.....	5,239	8,573	740,158		753,970
9. Postage, express and telephone.....	157,030	256,963	1,115,600		1,529,593
10. Printing and office supplies.....	123,480	202,062	851,778		1,177,320
11. Occupancy, depreciation and amortization.....	139,605	228,449	881,661		1,249,715
12. Equipment.....	110,393	180,646	682,995		974,034
13. Cost or depreciation of EDP equipment and software.....					0
14. Outsourced services including EDP, claims, and other services.....	659,043	1,078,454	6,060,955		7,798,452
15. Boards, bureaus and association fees.....	12,306	20,138	130,146		162,590
16. Insurance, except on real estate.....	26,125	42,751	241,492		310,368
17. Collection and bank service charges.....	271	443	125,745		126,459
18. Group service and administration fees.....					0
19. Reimbursements by uninsured plans.....					0
20. Reimbursements from fiscal intermediaries.....					0
21. Real estate expenses.....					0
22. Real estate taxes.....	40	65	246		351
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....	(14,155)	(23,161)	444,303		406,987
23.2 State premium taxes.....			20,512,342		20,512,342
23.3 Regulatory authority licenses and fees.....					0
23.4 Payroll taxes.....	82,822	135,529	683,130		901,481
23.5 Other (excluding federal income and real estate taxes).....	433	706	2,657		3,796
24. Investment expenses not included elsewhere.....					0
25. Aggregate write-ins for expenses.....	2,896	4,739	22,281	0	29,916
26. Total expenses incurred (Lines 1 to 25).....	2,928,120	4,791,561	44,994,839	0 (a)	52,714,520
27. Less expenses unpaid December 31, current year.....		666,433	5,802,534		6,468,967
28. Add expenses unpaid December 31, prior year.....	0	755,071	5,574,467	0	6,329,538
29. Amounts receivable relating to uninsured plans, prior year.....	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year.....					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	2,928,120	4,880,199	44,766,772	0	52,575,091
DETAILS OF WRITE-INS					
2501. Fines and Penalties.....	2,896	4,739	22,281		29,916
2502.					
2503.					
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0	0
2599. Totals (Line 2501 through 2503 + 2598) (Line 25 above)	2,896	4,739	22,281	0	29,916

(a) Includes management fees of \$25,835,711 to affiliates and \$0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1	2
		Collected During Year	Earned During Year
1.	U.S. Government bonds	(a).....	.....
1.1	Bonds exempt from U.S. tax	(a).....	.....
1.2	Other bonds (unaffiliated)	(a).....	.....
1.3	Bonds of affiliates	(a).....0	.....
2.1	Preferred stocks (unaffiliated)	(b).....0	.....
2.11	Preferred stocks of affiliates	(b).....0	.....
2.2	Common stocks (unaffiliated) .....	.....0	.....
2.21	Common stocks of affiliates .....	.....0	.....
3.	Mortgage loans	(c).....	.....
4.	Real estate	(d).....	.....
5.	Contract loans .....	.....	.....
6.	Cash, cash equivalents and short-term investments	(e).....565,066	.....350,375
7.	Derivative instruments	(f).....	.....
8.	Other invested assets .....	.....	.....
9.	Aggregate write-ins for investment income .....	.....0	.....0
10.	Total gross investment income	565,066	350,375
11.	Investment expenses		(g).....
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g).....
13.	Interest expense		(h).....
14.	Depreciation on real estate and other invested assets		(i).....
15.	Aggregate write-ins for deductions from investment income .....		.....0
16.	Total deductions (Lines 11 through 15) .....		.....0
17.	Net investment income (Line 10 minus Line 16)		350,375
DETAILS OF WRITE-INS			
0901.	.....	.....	.....
0902.	.....	.....	.....
0903.	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....0	.....0
0999.	Totals (Lines 0901 through 0903) plus 0998 (Line 9 above)	0	0
1501.	.....		.....
1502.	.....		.....
1503.	.....		.....
1598.	Summary of remaining write-ins for Line 15 from overflow page .....		.....0
1599.	Totals (Lines 1501 through 1503) plus 1598 (Line 15 above)		0

(a) Includes \$ accrual of discount less \$ amortization of premium and less \$0 paid for accrued interest on purchases.
(b) Includes \$ accrual of discount less \$ amortization of premium and less \$0 paid for accrued dividends on purchases.
(c) Includes \$0 accrual of discount less \$0 amortization of premium and less \$ paid for accrued interest on purchases.
(d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.
(e) Includes \$0 accrual of discount less \$180,644 amortization of premium and less \$123 paid for accrued interest on purchases.
(f) Includes \$ accrual of discount less \$ amortization of premium.
(g) Includes \$ investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
(h) Includes \$ interest on surplus notes and \$ interest on capital notes.
(i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1	2	3	4	5
		Realized Gain (Loss) On Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds .....			.....0	.....	.....
1.1	Bonds exempt from U.S. tax .....			.....0	.....	.....
1.2	Other bonds (unaffiliated) .....			.....0	.....	.....
1.3	Bonds of affiliates .....	.....0	.....0	.....0	.....0	.....0
2.1	Preferred stocks (unaffiliated) .....	.....0	.....0	.....0	.....0	.....0
2.11	Preferred stocks of affiliates .....	.....0	.....0	.....0	.....0	.....0
2.2	Common stocks (unaffiliated) .....	.....0	.....0	.....0	.....0	.....0
2.21	Common stocks of affiliates .....	.....0	.....0	.....0	.....0	.....0
3.	Mortgage loans .....	.....0	.....0	.....0	.....0	.....0
4.	Real estate .....	.....0	.....0	.....0	.....	.....0
5.	Contract loans .....			.....0	.....	.....
6.	Cash, cash equivalents and short-term investments .....			.....0	.....0	.....0
7.	Derivative instruments .....			.....0	.....	.....
8.	Other invested assets .....	.....0	.....0	.....0	.....0	.....0
9.	Aggregate write-ins for capital gains (losses) .....	.....0	.....0	.....0	.....0	.....0
10.	Total capital gains (losses)	0	0	0	0	0
DETAILS OF WRITE-INS						
0901.	.....				
0902.	.....				
0903.	.....				
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....0	.....0	.....0	.....0	.....0
0999.	Totals (Lines 0901 through 0903) plus 0998 (Line 9 above)	0	0	0	0	0

EXHIBIT OF NONADMITTED ASSETS

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks	0	0	0
2.2 Common stocks	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens	0	0	0
3.2 Other than first liens	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale	0	0	0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....	0	0	0
6. Contract loans	0	0	0
7. Derivatives (Schedule DB).....	0	0	0
8. Other invested assets (Schedule BA)	0	0	0
9. Receivables for securities	0	0	0
10. Securities lending reinvested collateral assets (Schedule DL).....	0	0	0
11. Aggregate write-ins for invested assets	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	0	0	0
13. Title plants (for Title insurers only).....	0	0	0
14. Investment income due and accrued	0	0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection	0	0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.	0	0	0
15.3 Accrued retrospective premiums.....	0	0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0
18.2 Net deferred tax asset.....	672	0	(672)
19. Guaranty funds receivable or on deposit	0	0	0
20. Electronic data processing equipment and software.....	0	0	0
21. Furniture and equipment, including health care delivery assets	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0
23. Receivables from parent, subsidiaries and affiliates	2,729,711	1,473,764	(1,255,947)
24. Health care and other amounts receivable.....	1,368	24,896	23,528
25. Aggregate write-ins for other than invested assets	426,397	86,416	(339,981)
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	3,158,148	1,585,076	(1,573,072)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
28. Total (Lines 26 and 27)	3,158,148	1,585,076	(1,573,072)
DETAILS OF WRITE-INS			
1101.			
1102.			
1103.			
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0
2501. Other Non-Admitted Assets (Prepays).....	426,397	86,416	(339,981)
2502.			
2503.			
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	426,397	86,416	(339,981)

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations.....	103,843	104,283	103,982	107,571	105,590	1,255,841
2. Provider Service Organizations.....	.0					
3. Preferred Provider Organizations.....	.0					
4. Point of Service.....	.0					
5. Indemnity Only.....	.0					
6. Aggregate write-ins for other lines of business.....	.0	.0	.0	.0	.0	.0
7. Total	103,843	104,283	103,982	107,571	105,590	1,255,841
DETAILS OF WRITE-INS						
0601.						
0602.						
0603.						
0698. Summary of remaining write-ins for Line 6 from overflow page .....	.0	.0	.0	.0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

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’ (“NAIC”) 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 year ended December 31,	
	2011	2010
Net Income (loss) - Ohio Basis	\$ 8,000,903	\$ (1,378,955)
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Net Income (loss) - NAIC SAP	<u>\$ 8,000,903</u>	<u>\$ (1,378,955)</u>
	Balance at December 31,	
	2011	2010
Statutory Capital and Surplus - Ohio Basis	\$ 60,906,047	\$ 53,494,264
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Statutory Capital and Surplus - NAIC SAP	<u>\$ 60,906,047</u>	<u>\$ 53,494,264</u>

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

The preparation of financial statements in accordance with statutory accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The primary use of estimates are related to the Company’s reserve for claims unpaid. Actual results could differ significantly from those estimates.

C. Accounting Policy

Premiums from subscribers are recognized in the month that the members are entitled to health care services. Premiums paid by subscribers in advance are recorded on the balance sheet as premiums received in advance and are subsequently credited to income as earned during the coverage period. Expenses incurred in connection with acquiring new insurance business are charged to operations as incurred. All other costs are charged to operations as incurred.

- 1. *Short Term Investments* - are stated at amortized cost.
- 2. *Bonds* - Bonds not backed by other loans are stated at amortized cost using a straight line method of amortization (accretion) of discounts or premiums.
- 3. *Common Stocks* – None
- 4. *Preferred Stocks* – None
- 5. *Mortgage Loans* – None
- 6. *Loan Backed Securities* – None
- 7. *Investments in Subsidiaries, Controlled and Affiliated Companies* – None
- 8. *Investments in Joint Ventures, Partnerships and Limited Liability Companies* – None

NOTES TO FINANCIAL STATEMENTS

9. *Derivatives* – None

10. *Premium Deficiency* - It is the Company's policy to evaluate all contracts and recognize losses on contracts when estimated future healthcare costs and maintenance costs under a group of existing contracts will exceed anticipated future premiums, investment income and stop-loss insurance recoveries. Such liabilities are based upon assumptions and estimates, and these methods for establishing a liability, if any, are continually reviewed by management. Adjustments are recorded in the period such liabilities are determined to exist. The Company recorded no premium deficiency reserves in 2011.

11. *Unpaid Losses and Loss Adjustment Expenses* – The estimate has been and continues to be the most significant estimate included in our financial statements. We have historically used, and continue to use, a consistent methodology for estimating our hospital and medical benefits expense and claims unpaid. Our policy is to record management's best estimate based on the experience and information available to us at the time. The cost of hospital and medical benefits is recognized in the period in which services are provided and includes an estimate of the cost of hospital and medical benefits that have been incurred, but not yet reported ("IBNR"). We contract with various health care providers for the provision of certain medical care services to our members and generally compensate those providers on a fee-for-service or capitated basis or pursuant to certain risk-sharing arrangements. Capitation represents fixed payments generally on a per-member per-month ("PMPM"), basis to participating physicians and other medical specialists as compensation for providing comprehensive health care services. By the terms of our capitation agreements, capitation payments we make to capitated providers alleviate any further obligation we have to pay the capitated provider for the actual medical expenses of the member. Claims unpaid on our Balance Sheet represent amounts for claims fully adjudicated awaiting payment disbursement and estimates for IBNR.

Also included in claims unpaid are estimates for provider settlements, where necessary, due to clarification of contract terms and state-imposed fee schedules, out-of-network reimbursement, claims payment differences as well as amounts due to contracted providers under risk-sharing arrangements. We record reserves for estimated referral claims related to health care providers under contract with us who are financially troubled or insolvent and who may not be able to honor their obligations for the costs of medical services provided by other providers. In these instances, we may be required to honor these obligations for legal or business reasons. Based on our current assessment of providers under contract with us, such losses have not been and are not expected to be significant.

Changes in claims unpaid estimates are primarily the result of obtaining more complete claims information and medical expense trend data over time. Volatility in members' needs for medical services, provider claims submissions and our payment processes result in identifiable patterns emerging several months after the causes of deviations from assumed trends occur. Since our estimates are based upon PMPM claims experience, changes cannot typically be explained by any single factor, but are the result of a number of interrelated variables, all influencing the resulting experienced medical cost trend. Differences in our financial statements between actual experience and estimates used to establish the liability, which we refer to as prior period developments, are recorded in the period when such differences become known, and have the effect of increasing or decreasing the reported medical benefits expense in such periods.

In establishing our estimate of reserves for IBNR at each reporting period, we use standard actuarial methodologies based upon historical experience and key assumptions consisting of trend factors and completion factors, which vary by product, to determine an estimate of the base reserve. These standard actuarial methodologies include using, among other factors, contractual requirements, historic utilization trends, the interval between the date services are rendered and the date claims are paid, denied claims activity, disputed claims activity, benefits changes, expected health care cost inflation, seasonality patterns, maturity of lines of business and changes in membership. Actuarial standards of practice require that a margin for uncertainty be considered in determining the estimate for unpaid claim liabilities. If a margin is included, the claim liabilities should be adequate under moderately adverse conditions. Therefore, we make an additional estimate in the process of establishing the IBNR, which also uses standard actuarial techniques, to account for adverse conditions that may cause actual claims to be higher than estimated compared to the base reserve, for which the model is not intended to account. We refer to this additional liability as the provision for moderately adverse conditions. The provision for moderately adverse conditions is a component of our overall determination of the adequacy of our IBNR reserve. The provision for moderately adverse conditions is intended to capture the potential adverse development from factors such as our entry into new geographical markets, our provision of services to new populations such as the aged, blind and disabled, the variations in utilization of benefits and increasing medical cost, changes in provider reimbursement arrangements, variations in claims processing speed and patterns, claims payment, the severity of claims, and outbreaks of disease such as the flu. Because of the complexity of our business and the need to account for different health care benefit packages we make an overall assessment of IBNR after considering the base actuarial model

NOTES TO FINANCIAL STATEMENTS

reserves and the provision for moderately adverse conditions. We consistently apply our IBNR estimation methodology from period to period. We review our overall estimates of IBNR on a monthly basis. As additional information becomes known to us, we adjust our assumptions accordingly to change our estimate of IBNR. Therefore, if moderately adverse conditions do not occur, evidenced by more complete claims information in the following period, then our prior period estimates will be revised downward, resulting in favorable development. However, any favorable prior period reserve development would affect (increase) current period net income only to the extent that the current period provision for moderately adverse conditions is less than the benefit recognized from the prior period favorable development. If moderately adverse conditions occur and are more than we estimated, then our prior period estimates will be revised upward, resulting in unfavorable development, which would decrease current period net income.

12. *Capitalization Policy* – N/A

13. *Pharmacy Rebates* - Pharmacy rebates are recorded on an accrual basis and are estimated based on invoices that have been prepared using actual prescriptions filled.

2. Accounting Changes and Correction of Errors

The prior period adjustment of \$314,613 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

None

5. Investments

The Company as of December 31, 2011 does not possess or reflect any mortgage loans, debt restructuring, reverse mortgages or loan-backed securities.

6. Joint Ventures, Partnerships and Limited Liability Companies

None

7. Investment Income

A. All investment income due and accrued with amounts that are over 90 days past due is considered non-admitted.

B. At December 31, 2011 and 2010 there was no non-admitted accrued interest income

8. Derivative Instruments

None

9. Income Taxes

A. Deferred Tax Assets

1). The components of the net deferred tax asset at December 31 are as follows:

NOTES TO FINANCIAL STATEMENTS

	2,011			2,010		
	Ordinary	Capital	Total	Ordinary	Capital	Total
Gross deferred tax assets	1,770,638	-	1,770,638	1,131,545	-	1,131,545
Statutory valuation allowance	-	-	-	-	-	-
Adjusted deferred tax assets	1,770,638	-	1,770,638	1,131,545	-	1,131,545
Gross deferred tax liabilities	-	-	-	(30,246)	-	(30,246)
Net deferred tax asset(liability) before admissibility test	1,770,638	-	1,770,638	1,101,299	-	1,101,299
Admitted pursuant to Paragraph 10.a. carryback period	1,769,966	-	1,769,966	1,130,872	-	1,130,872
Paragraph 10.b.i. DTA's Realized within one year	-	-	-	-	-	-
Paragraph 10.b.ii. 10% surplus limitation	6,081,358	-	6,081,358	5,682,186	-	5,682,186
Admitted pursuant to Paragraph 10.b. (lesser of i. ot ii.)	-	-	-	-	-	-
Admitted pursuant to Paragraph 10.c. offset against DT	-	-	-	672	-	672
Paragraph 10.e.i. additional Carryback period	-	-	-	-	-	-
Paragraph 10.e.ii.a. DTA's Realized within three years	-	-	-	-	-	-
Paragraph 10.e.ii.b. 15% Surplus Limitation	-	-	-	-	-	-
Additional admitted pursuant to Paragraph 10.e.ii. (lesse	-	-	-	-	-	-
Additional admitted pursuant to Paragraph 10.e.iii. Offs	-	-	-	-	-	-
			-			-
Admitted deferred tax asset (sum of 10a, b, c, ei, eii and	1,769,966	-	1,769,966	1,131,545	-	1,131,545
Deferred tax liability	-	-	-	(30,246)	-	(30,246)
Net admitted deferred tax asset(liability)	1,769,966	-	1,769,966	1,101,299	-	1,101,299
Nonadmitted Deferred Tax Asset	672	-	-	-	-	-

	Change		
	Ordinary	Capital	Total
Gross deferred tax assets	639,093	-	639,093
Statutory valuation allowance	-	-	-
Adjusted deferred tax assets	639,093	-	639,093
Gross deferred tax liabilities	30,246	-	30,246
Net deferred tax asset(liability) before admissibility test	669,339	-	669,339
Admitted pursuant to Paragraph 10.a. carryback period	639,094	-	639,094
Paragraph 10.b.i. DTA's Realized within one year	-	-	-
Paragraph 10.b.ii. 10% surplus limitation	399,172	-	399,172
Admitted pursuant to Paragraph 10.b. (lesser of i. ot ii.)	-	-	-
Admitted pursuant to Paragraph 10.c. offset against DTLs	(672)	-	(672)
Paragraph 10.e.i. additional Carryback period	-	-	-
Paragraph 10.e.ii.a. DTA's Realized within three years	-	-	-
Paragraph 10.e.ii.b. 15% Surplus Limitation	-	-	-
Additional admitted pursuant to Paragraph 10.e.ii. (lesser of a. or b.)	-	-	-
Additional admitted pursuant to Paragraph 10.e.iii. Offset against DTL's	-	-	-
Admitted deferred tax asset (sum of 10a, b, c, ei, eii and eiii above)	638,422	-	638,422
Deferred tax liability	30,246	-	30,246
Net admitted deferred tax asset(liability)	667,667	-	667,667
Nonadmitted Deferred Tax Asset	672	-	672

2). The Company has not elected to admit deferred tax assets pursuant to paragraph 10.e. of SSAP no. 10R for the years ended December 31, 2011 and 2010.

3). Risk Based Capital Level – Not applicable

4). The Company is not utilizing any tax planning strategies in its determination of its adjusted Ordinary and Capital Gross Deferred Tax Assets or net admitted Deferred Tax Assets.

B. Unrecognized Deferred Tax Liabilities - None

C. Current Tax and Change in Deferred Tax

NOTES TO FINANCIAL STATEMENTS

1. Current income tax:

	<u>2011</u>	<u>2010</u>	<u>Change</u>
(a) Federal	4,463,864	(2,634,010)	7,097,874
(b) Foreign	-	-	-
(c) Subtotal	4,463,864	(2,634,010)	7,097,874
(d) Federal income tax on net capital gain	-	-	-
(e) Utilization of capital loss carry-forwards	-	-	-
(f) Other	-	-	-
Federal income taxes incurred	4,463,864	(2,634,010)	7,097,874

2. Deferred tax assets:

	<u>12/31/2011</u>	<u>12/31/2010</u>	<u>Change</u>
(a) Ordinary:			
Prepaid Expenses	105,000	-	105,000
Loss reserves and LAE	409,781	424,564	(14,783)
Accrued expenses	-	30,245	(30,245)
Unearned premium	840	840	-
Depreciatiable and Amortizable assets	105,823	63,880	41,943
Delegated Provider Accrual	190,323	79,794	110,529
Bad Debt Allowance	2,993	7,690	(4,697)
Accrued Vacation	-	-	-
Reinsurance	-	-	-
Other	955,878	524,532	431,346
Subtotal	1,770,638	1,131,545	639,093
(b) Statutory vauation allowance adjustment	-	-	-
(c) Nonadmitted deferred tax assets	(672)	-	(672)
(d) Admitted oridinary deferred tax assets	1,769,566	1,131,545	638,421
(e) Capital	-	-	-
(f) Statutory valuation allowance adjustment	-	-	-
(g) Nonadmitted	-	-	-
(h) Admitted capital deferred tax assets	-	-	-
(i) Admitted deferred tax assets	1,769,966	1,131,545	(672)

3. Deferred Tax Liabilities:

	<u>12/31/2011</u>	<u>12/31/2010</u>	<u>Change</u>
(a) Ordinary			
Prepaid Expenses	-	(30,246)	30,246
Other	-	-	-
Subtotal	-	(30,246)	30,246
(b) Capital	-	-	-
(c) Deferred tax liailities	-	(30,246)	30,246

4. Net deferred tax assets/liabilites

	<u>1,769,966</u>	<u>1,101,299</u>	<u>668,667</u>
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Adjust for the change in deferred tax on unrealized gains/losses

Adjusted change in net deferred income tax

-
<u>668,667</u>

D. Reconciliation of Federal Income Tax Rate to Actual Effective Rate - The Company's provision for federal income taxes incurred for the year ended December 31, 2011 differs from the amount obtained by applying the federal statutory rate of 35% to net loss before federal income taxes. The significant items causing this difference are as follows:

NOTES TO FINANCIAL STATEMENTS

	<u>2011</u>	<u>% of Pre-tax Income</u>
Provision computed at statutory rate	\$ 4,362,668	35.00%
Change in non-admitted assets	\$ (550,340)	-4.42%
Non-deductable expense	3,923	0.03%
Prior year true-up	(8,002)	-0.06%
Other	(13,724)	-0.11%
Total	<u>\$ 3,794,525</u>	<u>30.44%</u>

	<u>2011</u>	<u>% of Pre-tax Income</u>
Current income tax expense (Federal income taxes incurred) \$	4,463,864	35.81%
Net change in deferred tax assets	(669,339)	-5.37%
Total Federal income taxes	<u>\$ 3,794,525</u>	<u>30.44%</u>

E. Net Operating Loss Carryforwards

1. At December 31, 2011, the Company had no federal operating loss carryforwards.
2. The following are income taxes incurred in the current and prior years that will be available for recoupment in the event of future net losses:
- | | |
|-------------------------------|-------------|
| 12/31/2011 (current year) | \$4,473,730 |
| 12/31/2010 (first prior year) | \$ -0- |
3. The aggregate amounts of deposits reported as admitted assets under Section 6603 of the Internal Revenue Services (IRS) Code was zero as of December 31, 2011.

F. Consolidated Federal Income Tax Return

1. The Company and its affiliated entities (as listed on Schedule Y, Part 1) are included in the consolidated federal income tax return of WellCare Health Plans, Inc. ("WellCare").
2. Federal Income Tax Allocation - The Company is included in the consolidated federal income tax return of WellCare and its includable subsidiaries. Estimated tax payment are made quarterly, at which time intercompany tax settlements are made. In the subsequent year, additional settlements are made on the unextended due date of the return and at the time that the return is filed. The method of allocation among affiliates of the Company is subject to a written agreement approved by the Board of Directors and based upon separate tax return calculation with current credit for net losses to the extent the losses provide a benefit in the consolidated tax return.

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

A.B. and C. Relationship/Transactions and Amounts

Credit Agreement

WellCare and certain of its subsidiaries, not including the Company, entered into a \$300,000,000 secured credit agreement (the "Credit Agreement") on August 1, 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 on August 1, 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, however assets can still be admitted for statutory purposes.

Affiliated Management Agreement

The Company has an affiliated management agreement with Comprehensive Health Management Inc., ("CHMI") to provide certain management, administrative services, claims processing services, utilization review, payroll services and the majority of the administrative functions of the Company, excluding certain sales and marketing functions and other professional consulting expenses. Additionally, CHMI is responsible for maintaining the claims related data processing equipment and software.

NOTES TO FINANCIAL STATEMENTS

The management agreement provides for charges of 10.25% of gross premium revenue earned. Pursuant to the management agreement, an adjustment of the fees payable shall be made annually to reflect actual costs. Management believes this established rate to be an approximation of current market rates; however, adjustments to this rate may be necessary pursuant to the agreement and as changes in regulations, scopes of services and market dynamics occur. It is unknown at this time if any changes in the management fee rates would have a material impact on the Company's financial condition, results of operations and cash flows in past, current and future periods reported.

During 2011 and 2010 the Company incurred \$25,835,711 and \$25,378,498 for services under the management agreement with CHMI. At December 31, 2011 the Company owed CHMI \$33,806 related to the management fees and at December 31, 2010, CHMI owed the Company \$44,130.

In addition to the management services agreement, CHMI also processes and pays: salary related expenses related to the Company's sales and marketing personnel, trade payables and other direct expenses incurred by the Company. The Company reimburses CHMI for these expenses processed and paid on the Company's behalf. Amounts due from CHMI related to these transactions were \$2,758,602 and \$1,427,965 as of December 31, 2011 and 2010, respectively, and are combined with the liability due to CHMI related to the management fee agreement. Any balances resulting in a net amount due from CHMI are non-admitted in accordance with statutory accounting principles. Amounts due to (from) CHMI are normally settled within 30 days.

CHMI is responsible for payments to the lessors for office space occupied by the Company. Lease payments made by CHMI to lessors amounted to \$332,771 and \$325,121 during the years ended December 31, 2011 and 2010, respectively.

Affiliated Reinsurance Agreement

The Company has entered into an affiliated reinsurance agreement with an affiliated company, Comprehensive Reinsurance Ltd ("CRL"). See Note 23 for additional information.

D. Intercompany Balances - At December 31, 2011, the Company reported \$2,729,711 (non-admitted) receivable from parent, subsidiaries and affiliates and \$19,676 payable to parent, subsidiaries and affiliates. (See Pages 21 and 22).

E. Guarantees on Undertakings for the Benefit of an Affiliate - None

F. Management/Cost Sharing Agreements - See Note 10A, B, and C above.

G. Control/Ownership - All outstanding shares of the Company are owned by the Parent Company, The WellCare Management Group, Inc. which is owned by WCG Health Management, Inc. which is in turned owned by WellCare Health Plans, Inc., an insurance holding company domiciled in the State of Delaware. The capital stock of the Company is pledged as collateral to secure a Credit Agreement obligation held by WellCare (see Note 10A).

H. I. J. K. and L. Controlled Entities/Investments in SCA/Foreign Insurance Subsidiary/Downstream Noninsurance Holding Company - None

11. Debt

None.

12. Retirement Plans, Deferred Compensation, Etc.

None.

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

1. *Number of Shares* - The Company has 1,500 shares of \$1 par value common stock issued and outstanding.
2. *Preferred Stock Issues* - None
3. *Dividend Restrictions* - Without prior approval of its domiciliary commissioner or department of insurance, dividends to shareholders must be paid from earned surplus amounts and are limited to the greater of ten percent of the companies surplus or the net income for the 12 month period ending as of the prior year as set forth in the laws of the Company's state of incorporation, Ohio.
4. *Dividend Paid* - Within the limitations of (3) above, there are no restrictions placed on the portion of

NOTES TO FINANCIAL STATEMENTS

Company profits that may be paid as ordinary dividends to stockholder. There were no dividends paid for the year ended December 31, 2011.

5. *Dividend Capacity and Required Minimum Capital* – The amount receivable for distribution during 2012 is \$3,706,047. Ohio Statutes require that each Ohio HMO maintain a minimum surplus equal to the greater of the Company Action Level Risk Based Capital (“RBC”) Calculation at 300% or \$1,700,000. At December 31, 2011, the Company’s required minimum capital and surplus was \$22,773,393 and the total actual capital and surplus was \$60,906,047.

6. *Restrictions on Unassigned Funds* - None

7. *Amount of Advances to Surplus, Not Repaid* - None

8. *Stock Held of Affiliated Entities* - None

9. *Changes in Balances of Any Special Surplus Funds* - None

10. *Unrealized Gains and Losses* - The portion of unassigned funds (surplus) reduced by non-admitted assets was \$3,158,148. There are no cumulative unrealized gains or losses included in unassigned funds (surplus).

11. *Surplus Notes* - None

12. *Quasi-Reorganizations* - None

13. *Effective Date of Quasi-Reorganization* – N/A

14. Contingencies

A. Contingent Commitments - None

B. Assessments - None

C. Gain Contingencies - None

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

The Company’s profitability depends in large part on accurately predicting and effectively managing medical expenses. The liability for claims unpaid is impacted by various factors, including changes in healthcare utilization practices, medical cost inflation and new medical technologies, which could adversely affect the Company’s ability to accurately predict and effectively control healthcare costs. Costs in excess of those anticipated could have a material adverse effect on the Company’s results of operations.

The Company is subject to substantial federal and state government regulations, including licensing and other requirements relating to the offering of the Company’s existing products in new markets and offerings of new products, both of which may restrict the Company’s ability to expand its business.

The Company’s Medicaid revenues were 89% of total revenues. The Company expects that its Medicaid contract, which expires on December 31, 2012 will be renewed. The Company’s operating results could be significantly constrained in the event that the compensation provided under its Medicaid contracts is adjusted or if the contracts are not renewed.

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 significant contingencies affecting WellCare.

Government Investigations

Deferred Prosecution Agreement

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

NOTES TO FINANCIAL STATEMENTS

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.

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 us, 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 their potential federal, state or local civil or administrative liability. Pursuant to the terms of the DPA, WellCare paid the USAO a total of \$80,000,000 over the course of 2008 and 2009.

Civil Division of the United States Department of Justice

In October 2008, the Civil Division of the United States Department of Justice (the “Civil Division”) informed WellCare that as part of the pending civil inquiry, it was investigating four *qui tam* complaints filed by relators against WellCare under the whistleblower provisions of the False Claims Act, 31 U.S.C. sections 3729-3733. The seal in those cases was partially lifted for the purpose of authorizing the Civil Division to disclose to WellCare the existence of the *qui tam* complaints. In May 2010, as part of the ongoing resolution discussions with the Civil Division, WellCare was provided with a copy of the *qui tam* complaints, in response to their request, which otherwise remained under seal as required by 31 U.S.C. section 3730(b)(3). As previously disclosed, WellCare also learned from a docket search that a former employee filed a *qui tam* action on October 25, 2007 in state court for Leon County, Florida against several defendants, including WellCare and one of its subsidiaries (the “Leon County *qui tam* suit”).

In June 2010, (i) the United States government filed its Notice of Election to Intervene in three of the *qui tam* matters (the “Florida Federal *qui tam* Actions”), and (ii) WellCare announced that they had reached a preliminary agreement with the Civil Division, the Civil Division of the USAO, and the Civil Division of the United States Attorney’s Office for the District of Connecticut to settle their pending inquiries. In April 2011, WellCare entered into certain settlement agreements, described below, which will resolve the pending inquiries of the Civil Division, the USAO and the United States Attorney’s Office for the District of Connecticut (the “USAO Connecticut”). These settlement agreements are related to the Florida Federal *qui tam* Actions as well as another federal *qui tam* action that had been filed in the District of Connecticut (the “Connecticut Federal *qui tam* Action”) and the Leon County *qui tam* Action.

The settlement agreements are with (a) the United States, with signatories from the Civil Division, the Office of Inspector General of the Department of Health and Human Services (“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”). The material terms of the Federal Settlement Agreement and the State Settlement Agreements are, collectively, substantively the same as the terms of the previously disclosed preliminary settlement with the Civil Division, the USAO and the USAO Connecticut. 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 (the “Payment Period”) plus interest accrued from December 2010 at the rate of 3.125% per year. The settlement includes an acceleration clause that would require immediate payment of the remaining balance of the Settlement Amount in the event that WellCare is acquired or otherwise experiences a change in control during the Payment Period. In addition, the settlement provides for a contingent payment of an additional \$35,000,000 in the event that WellCare is acquired or otherwise experiences a change in control within three years of the effective date of the Federal Settlement Agreement and provided that the change in control transaction exceeds certain minimum transaction value thresholds as specified in the Federal Settlement Agreement.

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 below 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 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

NOTES TO FINANCIAL STATEMENTS

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. WellCare 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.

WellCare’s estimate of the resolution amount for these matters is \$137,500,000. WellCare has discounted the remaining liability for the resolution of these matters and accrued this amount, plus interest, at its estimated fair value, which amounted to approximately \$140,732,000 at December 31, 2011. In addition to the Settlement Amount, another \$10,530,000 for estimated *qui tam* relators attorneys’ fees to be paid was accrued as of December 31, 2011. Approximately \$49,557,000 and \$101,705,000 has been included in the current and long-term portions, respectively, of amounts accrued related to investigation resolution in WellCare’s consolidated balance sheet as of December 31, 2011.

United States Department of Health and Human Services

In April 2011, WellCare entered into a Corporate Integrity Agreement (the “Corporate Integrity Agreement”) with OIG-HHS. The Corporate Integrity Agreement has a term of five years and concludes the previously disclosed matters relating to the Company under review by OIG-HHS. The Corporate Integrity Agreement requires various ethics and compliance programs designed to help ensure WellCare’s 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, WellCare’s reporting practices and bid submissions to federal health care programs.

Class Action Complaints

In December 2010, WellCare entered into a Stipulation and Agreement of Settlement (the “***Stipulation Agreement***”) with the lead plaintiffs in the consolidated securities class action *Eastwood Enterprises, L.L.C. v. Farha, et al.*, Case No. 8:07-cv-1940-VMC-EAJ. The Stipulation Agreement included two contingencies to which WellCare remains subject. First, it provides that if, within three years following the date of the settlement agreement, WellCare is acquired or otherwise experiences a change in control at a share price of \$30.00 or more, they will pay to the class an additional \$25,000,000. Second, the Stipulation Agreement provides that they will pay to the class 25% of any sums they recover from Todd Farha, Paul Behrens and/or Thad Bereday as a result of claims arising from the same facts and circumstances that gave rise to the consolidated securities class action.

Risk Adjustment Data Validation Audit

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 MA plan 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 of providers to the coding of Original Medicare and other MA plan providers, or whether any other plans will be randomly selected or targeted for a

NOTES TO FINANCIAL STATEMENTS

similar audit by CMS. Management is also unable to determine whether any conclusions that CMS may make will cause management to change our 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 to MA plans 2007 premiums and as a result, have not accrued a liability for the potential outcome. 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 2012 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

At December 31, 2010, the Company is the named lessee on certain non-cancelable operating leases. Rental expenses paid by CHMI for operating leases used in the Company’s operations for the years ended December 31, 2011 and 2010 were \$332,771 and \$325,121.

Future minimum lease payments under noncancelable operating leases with initial lease terms in excess of one year at December 31, 2011 were:

2012	\$237,177
2013	51,318
2014	-0-
2015	-0-
2016 and after	-0-

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

None.

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

None.

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

None.

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

None.

20. Fair Value Measurement

A. Assets that are measured at fair value on a recurring basis subsequent to initial recognition - None

B. Assets Measured on a Fair Value on a Nonrecurring Basis:

The Company’s balance sheets include the following financial instruments: cash and cash equivalents, investments, receivables, accounts payable, medical benefits payable, long-term debt, and other liabilities. The Company considers the carrying amounts of cash and cash equivalents, receivables, other current assets and current liabilities to approximate their fair value due to the short period of time between the origination of these instruments and the expected realization or payment.

For other financial instruments, including short- and long-term investments and restricted investments fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities measured at fair value

NOTES TO FINANCIAL STATEMENTS

are classified using the following hierarchy, which is based upon the transparency of inputs to the valuation as of the measurement date.

Level 1 —Quoted (unadjusted) prices for identical assets or liabilities in active markets: Investments included in Level 1 consist of money market funds, cash, U.S. government securities and the variable rate bond fund, as well as certain certificates of deposit and corporate debt, asset-backed and other municipal securities. The carrying amounts of money market funds and cash approximate fair value because of the short-term nature of these instruments. Fair values of the other investments included in Level 1 are based on unadjusted quoted market prices for identical securities in active markets.

Level 2 — Inputs other than quoted prices in active markets: Investments in Level 2 consist of certain certificates of deposit, corporate debt, commercial paper, asset-backed and other municipal securities for which fair market valuations are based on quoted prices for identical securities in markets that are not active, quoted prices for similar securities in active markets, broker or dealer quotations, or alternative pricing sources or for which all significant inputs are observable, either directly or indirectly, including interest rates and yield curves observable at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates.

In addition to using market data, the Company makes assumptions when valuing assets and liabilities, including assumptions about risks inherent in the inputs to the valuation technique. When there is not an observable market price for an identical or similar asset or liability, management uses an income approach reflecting our best assumptions regarding expected cash flows, discounted using a commensurate risk-adjusted discount rate.

Level 3 — Unobservable inputs that cannot be corroborated by observable market data: Investments in Level 3 consist of auction rate securities, designated as available for sale and reported at fair value. Liquidity for these auction rate securities is typically provided by an auction process which allows holders to sell their notes and resets the applicable interest rate at pre-determined intervals, usually every seven or 35 days. Auctions for these auction rate securities continued to fail during the twelve months ended December 31, 2011. An auction failure means that the parties wishing to sell their securities could not be matched with an adequate volume of buyers. As a result, the ability to liquidate and fully recover the carrying value of remaining auction rate securities in the near term may be limited or non-existent. However, when there is a failed auction, the indenture governing the security requires the issuer to pay interest at a contractually defined rate that is generally above market rates for other types of similar instruments. Interest payments on the auction rate securities held are still received. Based on analysis of anticipated cash flows, it has determined that it is more likely than not that there is the ability to hold these securities until maturity or until market stability is restored. Additionally, there are government guarantees or municipal bond insurance in place and we have the ability and the present intent to hold these securities until maturity or market stability is restored. Accordingly, the Company does not believe any auction rate securities are impaired and as a result impairment losses have not been recorded for any auction rate securities. However, as these securities are believed to be in an inactive market the fair value estimates of these securities have been made using a discounted cash flow model and are updated on a quarterly basis. The analysis considered, among other things, the collateralization underlying the securities, the creditworthiness of the counterparty, the timing of expected future cash flows and the capital adequacy and expected cash flows of the subsidiaries that hold the securities. The estimated values of these securities were also compared, when possible, to valuation data with respect to similar securities held by other parties. These fair values are based on an approach that relies heavily on management assumptions and qualitative observations and therefore fall within Level 3 of the fair value hierarchy.

Our assets measured at Fair Value on a Nonrecurring Basis were as follows:

Description	Quoted Prices				
	Total 12/31/2011	in Active	Significat		
		Markets for	Other	Significant	
		Identical	Observable	Unobservable	Total
		Assets	Inputs	Inputs	Gains
	(Level 1)	(Level 2)	(Level 3)	(Losses)	
Cash, Cash Equivalent & Short Term Investments	89,226,891	89,226,891	-	-	-
Total	\$ 89,226,891	\$ 89,226,891	\$ -	\$ -	\$ -

21. Other Items
None.

NOTES TO FINANCIAL STATEMENTS

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 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 and 2010. 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 \$26,393,103 and \$23,395,468 for the years ended December 31, 2011 and 2010, respectively. Recoveries under this policy were \$22,752,965 and \$9,695,194 in 2011 and 2010, respectively.

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 years ended December 31, 2011 and 2010, respectively. Premiums paid under this non-affiliated reinsurance agreement were \$158,385 and \$134,317 in 2011 and 2010, respectively. Recoveries under this policy were \$402,393 and \$413,000 in 2011 and 2010, respectively.

24. Retrospectively Rated Contracts

None

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 \$11,817,771 during 2011. This is approximately 45% of unpaid claims expenses of \$26,334,344 as of December 31, 2010. The 2010 medical cost trend for the Company's Medicaid plan emerged more favorably than expected due to lower than projected utilization.

The redundancy includes \$8,621,621 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 ("SSAP") 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 \$2,928,120 and \$2,830,714 respectively, for the years ended December 31, 2011 and December 31, 2010.

26. Intercompany Pooling

None.

27. Structured Settlements

None.

28. Healthcare Receivables

Healthcare receivables principally represent pharmacy rebates. Healthcare receivables are subject to various limits based on the nature of the receivable balance. Pharmacy rebates are recorded on an accrual basis and estimated using invoices that have been prepared using actual prescriptions filled. Pharmacy rebates

NOTES TO FINANCIAL STATEMENTS

receivable at December 31, 2011 total \$483,907 of which \$1,368 is aged ninety days or older and is non-admitted.

The following is a two summary of pharmacy rebates receivable by quarter:

Quarter Ending	Estimated Rebates	Rebates Invoiced	Collected Within 90 days of Invoicing	Collected Within 91 to 180 days of Invoicing	Collected More than 180 days of Invoicing
31-Dec-2011	354,100	-	1,237	-	-
30-Sep-2011	134,975	133,156	4,718	-	-
30-Jun-2011	123,732	124,303	111,866	9,833	-
31-Mar-2011	98,623	101,839	70,828	30,163	-
31-Dec-2010	120,381	122,223	81,456	22,869	16,092
30-Sep-2010	116,608	115,598	78,502	34,971	4
30-Jun-2010	109,039	113,984	97,298	15,169	514
31-Mar-2010	285,783	285,587	270,175		4,064
31-Dec-2009	702,572	732,751	402,252	301,466	8,493
30-Sep-2009	657,715	675,643	636,053	8,876	16,331
30-Jun-2009	606,196	631,781	601,944	13,607	201
31-Mar-2009	366,721	421,365	388,872	11,811	6,134

29. Participating Policies

None.

30. Premium Deficiency Reserves

None.

31. Anticipated Salvage and Subrogation

None.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes ☒ No ☐
- 1.2

If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations?

Yes ☒ No ☐ N/A ☐
- 1.3

State Regulating?

Ohio.....
- 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 ☒
- 2.2

If yes, date of change:

.....
- 3.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

.....06/30/2009
- 3.2

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
- 3.3

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
- 3.4

By what department or departments? Ohio Department of Insurance.....
- 3.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ N/A ☐
- 3.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ N/A ☐
- 4.1

During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.11 sales of new business? Yes ☐ No ☒

4.12 renewals? Yes ☐ No ☒
- 4.2

During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:

4.21 sales of new business? Yes ☐ No ☒

4.22 renewals? Yes ☐ No ☒
- 5.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 5.2

If yes, provide the name of the 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
.....
.....
.....
.....
.....

- 6.1

Has the 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 ☒
- 6.2

If yes, give full information
- 7.1

Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity?

Yes ☐ No ☒
- 7.2

If yes,

7.21 State the percentage of foreign control

7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

1 Nationality	2 Type of Entity
.....
.....
.....
.....
.....

GENERAL INTERROGATORIES

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 the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Deloitte & Touche LLP, 201 E. Kennedy Blvd, Suite 1200, Tampa FL 33634.....

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No [X]

10.2 If the response to 10.1 is yes, provide information related to this exemption:

10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [] No [X]

10.4 If the response to 10.3 is yes, provide information related to this exemption:

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [] N/A []

10.6 If the response to 10.5 is no or n/a, please explain

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Don Zhang (Employee) WellCare Health Plans, Inc., 8735 Henderson Road, Tampa FL 33634.....

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]

12.11 Name of real estate holding company

12.12 Number of parcels involved

12.13 Total book/adjusted carrying value \$.....

12.2 If yes, provide explanation

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []

13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No []

13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A []

14.1 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.

14.11 If the response to 14.1 is no, please explain:

14.2 Has the code of ethics for senior managers been amended? Yes [X] No []

14.21 If the response to 14.2 is yes, provide information related to amendment(s)
Minor changes to wording. Approved by Board of Directors June 30, 2011.....

14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]

14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

GENERAL INTERROGATORIES

- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance with a NAIC rating of 3 or below? Yes ☐ No ☒
- 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes ☒ No ☐
17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes ☒ No ☐
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes ☒ No ☐

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes ☐ No ☒
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):

20.11 To directors or other officers \$.....0

20.12 To stockholders not officers \$.....0

20.13 Trustees, supreme or grand (Fraternal only) \$.....0
- 20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):

20.21 To directors or other officers \$.....0

20.22 To stockholders not officers \$.....0

20.23 Trustees, supreme or grand (Fraternal only) \$.....0
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes ☐ No ☒
- 21.2 If yes, state the amount thereof at December 31 of the current year:

21.21 Rented from others \$.....

21.22 Borrowed from others \$.....

21.23 Leased from others \$.....

21.24 Other \$.....
- 22.1 Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments? Yes ☐ No ☒
- 22.2 If answer is yes:

22.21 Amount paid as losses or risk adjustment \$.....

22.22 Amount paid as expenses \$.....

22.23 Other amounts paid \$.....
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes ☐ No ☒
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....0

INVESTMENT

- 24.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.3) Yes ☐ No ☒
- 24.2 If no, give full and complete information, relating thereto
All investments owned by the Company at December 31, 2011 except those held on deposit pursuant to regulatory requirements (Schedule E, Part 3) are under exclusive control of the Company.....
- 24.3 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
- 24.4 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes ☐ No ☐ NA ☒
- 24.5 If answer to 24.4 is yes, report amount of collateral for conforming programs. \$.....
- 24.6 If answer to 24.4 is no, report amount of collateral for other programs. \$.....
- 24.7 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes ☐ No ☐ NA ☒
- 24.8 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes ☐ No ☐ NA ☒
- 24.9 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes ☐ No ☐ NA ☒

GENERAL INTERROGATORIES

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.3). Yes [X] No []

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21	Subject to repurchase agreements	\$.....
25.22	Subject to reverse repurchase agreements	\$.....
25.23	Subject to dollar repurchase agreements	\$.....
25.24	Subject to reverse dollar repurchase agreements	\$.....
25.25	Pledged as collateral	\$.....
25.26	Placed under option agreements	\$.....
25.27	Letter stock or securities restricted as to sale	\$.....
25.28	On deposit with state or other regulatory body	\$.....400,973
25.29	Other	\$.....

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount
.....
.....
.....
.....
.....

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A []
If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]

27.2 If yes, state the amount thereof at December 31 of the current year. \$.....

28. 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 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping agreements of the NAIC *Financial Condition Examiners Handbook*? Yes [] No [X]

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

1 Name of Custodian(s)	2 Custodian’s Address
.....
.....
.....

28.02 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)
.....
.....
.....

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes [] No [X]

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

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

28.05 Identify all investment advisors, brokers/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 Number(s)	2 Name	3 Address
.....
.....
.....

GENERAL INTERROGATORIES

- 29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D - Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])?

Yes [] No [X]
- 29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
.....
.....
.....
29.2999 TOTAL		0

- 29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
.....
.....
.....

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds.....	70,441,702	70,441,702	0
30.2 Preferred Stocks.....	0	0	0
30.3 Totals	70,441,702	70,441,702	0

- 30.4 Describe the sources or methods utilized in determining the fair values:
Fair market values are obtained from a third party pricing source.....
- 31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?

Yes [] No [X]
- 31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?

Yes [] No []
- 31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:
Fair market values are obtained from a third party pricing source.....
- 32.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []
- 32.2 If no, list exceptions:

GENERAL INTERROGATORIES

OTHER

- 33.1 Amount of payments to Trade associations, service organizations and statistical or rating bureaus, if any? \$0
- 33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
None.....	\$.....

- 34.1 Amount of payments for legal expenses, if any? \$0
- 34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
None.....	\$.....

- 35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? \$0
- 35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
None.....	\$.....

GENERAL INTERROGATORIES
PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force?

Yes [] No [X]

1.2 If yes, indicate premium earned on U. S. business only

\$0

1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit?

\$

1.31 Reason for excluding

1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above.

\$

1.5 Indicate total incurred claims on all Medicare Supplement Insurance.

\$0

1.6 Individual policies:

Most current three years:

1.61 Total premium earned

\$0

1.62 Total incurred claims

\$0

1.63 Number of covered lives

.....0

All years prior to most current three years:

1.64 Total premium earned

\$0

1.65 Total incurred claims

\$0

1.66 Number of covered lives

.....0

1.7 Group policies:

Most current three years:

1.71 Total premium earned

\$0

1.72 Total incurred claims

\$0

1.73 Number of covered lives

.....0

All years prior to most current three years:

1.74 Total premium earned

\$0

1.75 Total incurred claims

\$0

1.76 Number of covered lives

.....0

2. Health Test:

		1		2
		Current Year		Prior Year
2.1	Premium Numerator	\$260,036,893	\$	.....238,707,104
2.2	Premium Denominator	\$260,036,893	\$	.....238,707,104
2.3	Premium Ratio (2.1/2.2)	.....1.000		.....1.000
2.4	Reserve Numerator	\$26,239,654	\$	.....26,605,801
2.5	Reserve Denominator	\$26,239,654	\$	.....26,605,801
2.6	Reserve Ratio (2.4/2.5)	.....1.000		.....1.000

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits?

Yes [] No [X]

3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency?

Yes [X] No []

4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered?

Yes [X] No []

5.1 Does the reporting entity have stop-loss reinsurance?

Yes [X] No []

5.2 If no, explain:

5.3 Maximum retained risk (see instructions)

5.31 Comprehensive Medical

\$

5.32 Medical Only

\$50,000

5.33 Medicare Supplement

\$

5.34 Dental and Vision

\$

5.35 Other Limited Benefit Plan

\$

5.36 Other

\$

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

The Company is required by the Department of Insurance to maintain a restricted bank account funded for the specific event of insolvency. Additionally, all provider contracts include provisions for continuity of care to it's subscribers.

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis?

Yes [X] No []

7.2 If no, give details:

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year

.....4,200

8.2 Number of providers at end of reporting year

.....4,300

9.1 Does the reporting entity have business subject to premium rate guarantees?

Yes [] No [X]

9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months

.....

9.22 Business with rate guarantees over 36 months

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH INTERROGATORIES

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts?

Yes [] No [X]

10.2 If yes:

10.21 Maximum amount payable bonuses

\$.....

10.22 Amount actually paid for year bonuses

\$.....

10.23 Maximum amount payable withholds

\$.....

10.24 Amount actually paid for year withholds

\$.....

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model,

Yes [] No [X]

11.13 An Individual Practice Association (IPA), or,

Yes [] No [X]

11.14 A Mixed Model (combination of above) ?

Yes [] No [X]

11.2 Is the reporting entity subject to Minimum Net Worth Requirements?

Yes [X] No []

11.3 If yes, show the name of the state requiring such net worth.

Ohio.....

11.4 If yes, show the amount required.

\$.....22,773,393

11.5 Is this amount included as part of a contingency reserve in stockholder's equity?

Yes [] No [X]

11.6 If the amount is calculated, show the calculation.

Minimum Net Worth = Greater of 300% Risk Based Capital ("RBC") Calculation or \$1,700,000.

12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Ashtabula.....
Cuyahoga.....
Erie.....
Franklin.....
Geauga.....
Hamilton.....
Huron.....
Lake.....
Lorain.....
Medina.....
Stark.....
Summit.....

13.1 Do you act as a custodian for health savings accounts?

Yes [] No [X]

13.2 If yes, please provide the amount of custodial funds held as of the reporting date.

\$.....

13.3 Do you act as an administrator for health savings accounts?

Yes [] No [X]

13.4 If yes, please provide the balance of the funds administered as of the reporting date.

\$.....

FIVE - YEAR HISTORICAL DATA

	1 2011	2 2010	3 2009	4 2008	5 2007
Balance Sheet (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	104,396,443	101,003,461	115,921,789	88,683,258	68,203,519
2. Total liabilities (Page 3, Line 24)	43,490,396	47,509,197	58,689,755	49,595,040	52,435,979
3. Statutory surplus	22,773,393	22,608,876	21,990,003	29,775,021	17,653,983
4. Total capital and surplus (Page 3, Line 33)	60,906,047	53,494,264	57,232,034	39,088,218	15,767,540
Income Statement (Page 4)					
5. Total revenues (Line 8)	260,036,893	238,707,104	252,875,389	286,040,363	161,662,498
6. Total medical and hospital expenses (Line 18)	195,207,982	192,860,847	185,167,182	248,737,891	141,241,999
7. Claims adjustment expenses (Line 20)	7,719,681	7,680,313	7,182,596	10,315,604	6,185,190
8. Total administrative expenses (Line 21)	44,994,839	42,550,001	41,307,874	40,119,864	22,175,487
9. Net underwriting gain (loss) (Line 24)	12,114,391	(4,384,057)	19,217,737	(13,132,996)	(7,940,178)
10. Net investment gain (loss) (Line 27)	350,375	371,090	180,415	1,313,682	1,542,559
11. Total other income (Lines 28 plus 29)	0	0	0	0	0
12. Net income or (loss) (Line 32)	8,000,903	(1,378,955)	11,530,069	(7,045,539)	(5,270,573)
Cash Flow (Page 6)					
13. Net cash from operations (Line 11).....	(4,090,948)	(5,543,171)	8,653,147	(8,970,550)	31,080,819
Risk-Based Capital Analysis					
14. Total adjusted capital.....	60,906,047	53,494,264	57,232,034	39,088,218	15,767,540
15. Authorized control level risk-based capital.....	7,591,131	7,536,331	7,330,001	9,925,007	5,884,682
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	105,590	103,843	102,249	95,595	43,867
17. Total members months (Column 6, Line 7)	1,255,841	1,247,158	1,204,284	1,092,975	419,945
Operating Percentage (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	75.1	80.8	73.2	87.0	87.4
20. Cost containment expenses	1.1	1.2	1.1	1.3	1.3
21. Other claims adjustment expenses	1.8	2.0	1.7	2.3	2.5
22. Total underwriting deductions (Line 23)	95.3	101.8	92.4	104.6	104.9
23. Total underwriting gain (loss) (Line 24)	4.7	(1.8)	7.6	(4.6)	(4.9)
Unpaid Claims Analysis					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	14,516,572	12,707,502	23,686,907	27,745,045	286,489
25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)]	26,334,343	20,841,826	39,140,762	24,305,939	286,489
Investments In Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate		0	0	0	0
31. All other affiliated		0	0	0	0
32. Total of above Lines 26 to 31	0	0	0	0	0

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors?.....Yes [] No []

If no, please explain:

.....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Allocated by States and Territories

State, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL							.0	.0
2. Alaska	AK							.0	.0
3. Arizona	AZ							.0	.0
4. Arkansas	AR							.0	.0
5. California	CA							.0	.0
6. Colorado	CO							.0	.0
7. Connecticut	CT							.0	.0
8. Delaware	DE							.0	.0
9. District of Columbia	DC							.0	.0
10. Florida	FL							.0	.0
11. Georgia	GA							.0	.0
12. Hawaii	HI							.0	.0
13. Idaho	ID							.0	.0
14. Illinois	IL							.0	.0
15. Indiana	IN							.0	.0
16. Iowa	IA							.0	.0
17. Kansas	KS							.0	.0
18. Kentucky	KY							.0	.0
19. Louisiana	LA							.0	.0
20. Maine	ME							.0	.0
21. Maryland	MD							.0	.0
22. Massachusetts	MA							.0	.0
23. Michigan	MI							.0	.0
24. Minnesota	MN							.0	.0
25. Mississippi	MS							.0	.0
26. Missouri	MO							.0	.0
27. Montana	MT							.0	.0
28. Nebraska	NE							.0	.0
29. Nevada	NV							.0	.0
30. New Hampshire	NH							.0	.0
31. New Jersey	NJ							.0	.0
32. New Mexico	NM							.0	.0
33. New York	NY							.0	.0
34. North Carolina	NC							.0	.0
35. North Dakota	ND							.0	.0
36. Ohio	OH	L	31,123,582	255,464,798				286,588,380	.0
37. Oklahoma	OK							.0	.0
38. Oregon	OR							.0	.0
39. Pennsylvania	PA							.0	.0
40. Rhode Island	RI							.0	.0
41. South Carolina	SC							.0	.0
42. South Dakota	SD							.0	.0
43. Tennessee	TN							.0	.0
44. Texas	TX							.0	.0
45. Utah	UT							.0	.0
46. Vermont	VT							.0	.0
47. Virginia	VA							.0	.0
48. Washington	WA							.0	.0
49. West Virginia	WV							.0	.0
50. Wisconsin	WI							.0	.0
51. Wyoming	WY							.0	.0
52. American Samoa	AS							.0	.0
53. Guam	GU							.0	.0
54. Puerto Rico	PR							.0	.0
55. U.S. Virgin Islands	VI							.0	.0
56. Northern Mariana Islands	MP							.0	.0
57. Canada	CN							.0	.0
58. Aggregate Other Alien	OT	XXX	.0	.0	.0	.0	.0	.0	.0
59. Subtotal	XXX	.0	31,123,582	255,464,798	.0	.0	.0	286,588,380	.0
60. Reporting entity contributions for Employee Benefit Plans	XXX							.0	
61. Total (Direct Business)	(a) 1	0	31,123,582	255,464,798	0	0	0	286,588,380	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	

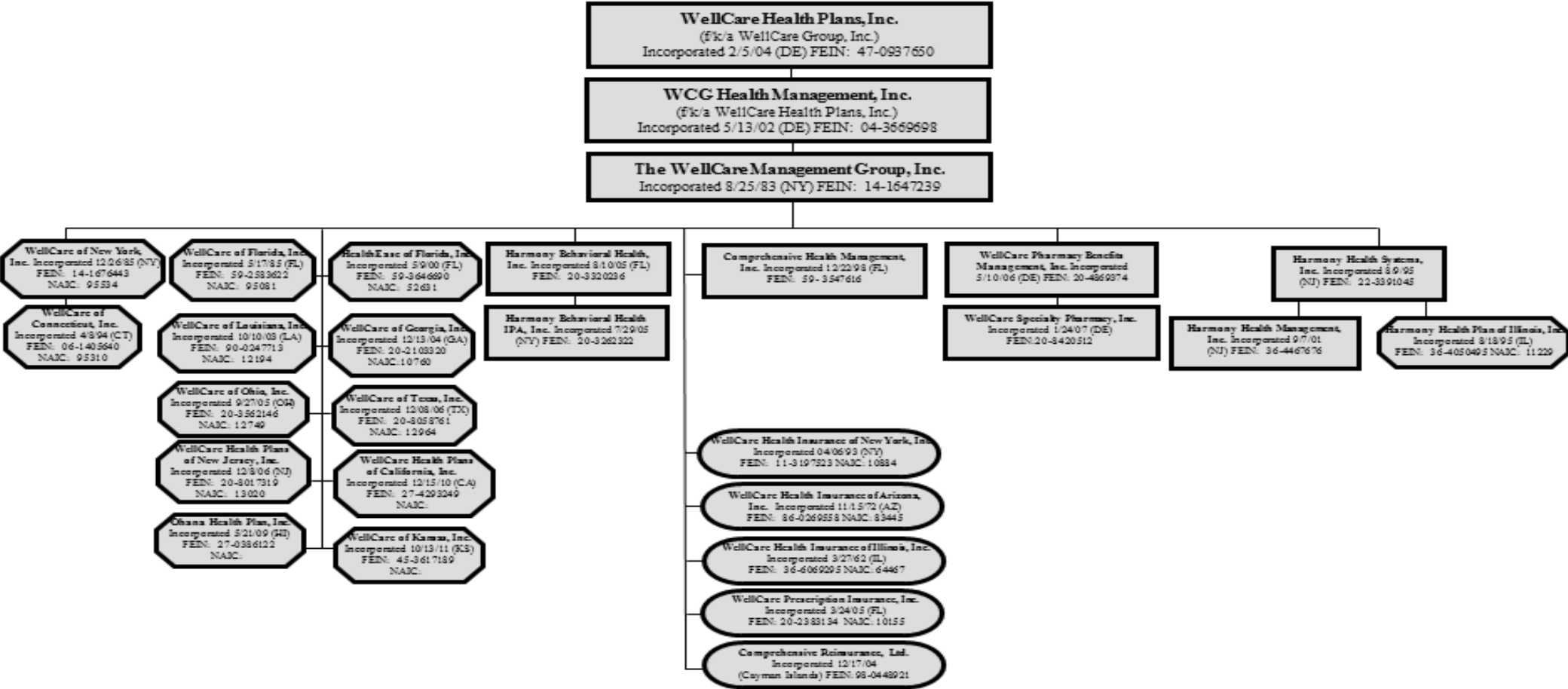
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

Explanation of basis of allocation by states, premiums by state, etc.: No allocation.
(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 December 31, 2011)



ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business	7
Assets	2
Cash Flow	6
Exhibit 1 – Enrollment By Product Type for Health Business Only	17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18
Exhibit 3 – Health Care Receivables	19
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	20
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	21
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	22
Exhibit 7 – Part 1 – Summary of Transactions With Providers	23
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	23
Exhibit 8 – Furniture, Equipment and Supplies Owned	24
Exhibit of Capital Gains (Losses)	15
Exhibit of Net Investment Income	15
Exhibit of Nonadmitted Assets	16
Exhibit of Premiums, Enrollment and Utilization (State Page)	29
Five-Year Historical Data	28
General Interrogatories	26
Jurat Page	1
Liabilities, Capital and Surplus	3
Notes To Financial Statements	25
Overflow Page For Write-ins	42
Schedule A – Part 1	E01
Schedule A – Part 2	E02
Schedule A – Part 3	E03
Schedule A – Verification Between Years	SI02
Schedule B – Part 1	E04
Schedule B – Part 2	E05
Schedule B – Part 3	E06
Schedule B – Verification Between Years	SI02
Schedule BA – Part 1	E07
Schedule BA – Part 2	E08
Schedule BA – Part 3	E09
Schedule BA – Verification Between Years	SI03
Schedule D – Part 1	E10

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

Schedule D – Part 1A – Section 1	SI05
Schedule D – Part 1A – Section 2	SI08
Schedule D – Part 2 – Section 1	E11
Schedule D – Part 2 – Section 2	E12
Schedule D – Part 3	E13
Schedule D – Part 4	E14
Schedule D – Part 5	E15
Schedule D – Part 6 – Section 1	E16
Schedule D – Part 6 – Section 2	E16
Schedule D – Summary By Country	SI04
Schedule D – Verification Between Years	SI03
Schedule DA – Part 1	E17
Schedule DA –Verification Between Years	SI10
Schedule DB – Part A – Section 1	E18
Schedule DB – Part A – Section 2	E19
Schedule DB – Part A – Verification Between Years	SI11
Schedule DB – Part B – Section 1	E20
Schedule DB – Part B – Section 2	E21
Schedule DB – Part B – Verification Between Years	SI11
Schedule DB – Part C – Section 1	SI12
Schedule DB – Part C – Section 2	SI13
Schedule DB – Part D	E22
Schedule DB – Verification	SI14
Schedule DL – Part 1	E23
Schedule DL – Part 2	E24
Schedule E – Part 1 – Cash	E25
Schedule E – Part 2 – Cash Equivalents	E26
Schedule E – Part 3 – Special Deposits	E27
Schedule E – Verification Between Years	SI15
Schedule S – Part 1 – Section 2	30
Schedule S – Part 2	31
Schedule S – Part 3 – Section 2	32
Schedule S – Part 4	33
Schedule S – Part 5	34
Schedule S – Part 6	35
Schedule T – Part 2 – Interstate Compact	37
Schedule T – Premiums and Other Considerations	36
Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	38
Schedule Y– Part 1A – Detail of Insurance Holding Company System	39
Schedule Y – Part 2 – Summary of Insurer’s Transactions With Any Affiliates	40
Statement of Revenue and Expenses	4
Summary Investment Schedule	SI01

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

Supplemental Exhibits and Schedules Interrogatories	41
Underwriting and Investment Exhibit – Part 1	8
Underwriting and Investment Exhibit – Part 2	9
Underwriting and Investment Exhibit – Part 2A	10
Underwriting and Investment Exhibit – Part 2B	11
Underwriting and Investment Exhibit – Part 2C	12
Underwriting and Investment Exhibit – Part 2D	13
Underwriting and Investment Exhibit – Part 3	14

