



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

CARESOURCE

NAIC Group Code	3683	(Current Period)	3683	(Prior Period)	NAIC Company Code	95201	Employer's ID Number	31-1143265
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	06/12/1985		Commenced Business		10/01/1988			
Statutory Home Office	230 North Main Street				Dayton, OH 45402			
	(Street and Number)				(City, State and Zip Code)			
Main Administrative Office	230 North Main Street				937-531-3300			
	Dayton, OH 45402				(Area Code) (Telephone Number)			
	(City, State and Zip Code)							
Mail Address	PO Box 8738				Dayton, OH 45401-8738			
	(Street and Number or P.O. Box)				(City, State and Zip Code)			
Primary Location of Books and Records	230 North Main Street				937-531-2159			
	Dayton, OH 45402				(Area Code) (Telephone Number) (Extension)			
	(City, State and Zip Code)							
Internet Web Site Address	www.caresource.com							
Statutory Statement Contact	L. Tarlton Thomas III				937-531-2159			
	(Name)				(Area Code) (Telephone Number) (Extension)			
	Tarlton.Thomas@caresource.com				937-396-3438			
	(E-Mail Address)				(Fax Number)			

OFFICERS

Name	Title	Name	Title
Pamela B. Morris	President & Chief Executive Officer	Bobby L. Jones	Chief Operating Officer
L. Tarlton Thomas III	Chief Financial Officer	Craig Thiele M.D.	Chief Medical Officer

OTHER OFFICERS

DIRECTORS OR TRUSTEES

Pamela B. Morris	Michael E. Ervin M.D.	Ellen S. Leffak	
William F. Marsteller D.C.	Morris L. Brown M.D.	David T. Miller	Craig Brown

State ofOhio.....
County ofMontgomery.....
ss

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.

Pamela B. Morris President & Chief Executive Officer	Bobby L. Jones Chief Operating Officer	L. Tarlton Thomas III Chief Financial Officer
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 _____		

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE CARESOURCE

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

[illegible]

EXHIBIT 3 - HEALTH CARE RECEIVABLES

16

EXHIBIT 4 – CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

20

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE CARESOURCE

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE CARESOURCE

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

[illegible]

EXHIBIT 7 - PART 1- SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payments	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	242,950,679	10.4	164,362	18.8		242,950,679
2. Intermediaries .....	.0	0.0		0.0		
3. All other providers	32,536,094	1.4	875,545	100.0		32,536,094
4. Total capitation payments	275,486,773	11.8	1,039,907	118.8	0	275,486,773
Other Payments:						
5. Fee-for-service .....	.0	0.0	XXX	XXX		
6. Contractual fee payments	2,058,449,520	88.2	XXX	XXX		2,058,449,520
7. Bonus/withhold arrangements - fee-for-service .....	.0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments .....	.0	0.0	XXX	XXX		
9. Non-contingent salaries .....	.0	0.0	XXX	XXX		
10. Aggregate cost arrangements .....	.0	0.0	XXX	XXX		
11. All other payments .....	.0	0.0	XXX	XXX		
12. Total other payments	2,058,449,520	88.2	XXX	XXX	0	2,058,449,520
13. Total (Line 4 plus Line 12)	2,333,936,293	100 %	XXX	XXX	0	2,333,936,293

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
NONE					
9999999 Totals			XXX	XXX	XXX

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

	1	2	3	4	5	6
Description	Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1. Administrative furniture and equipment	235,047		235,047		0	0
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total	235,047	0	235,047	0	0	0



ANNUAL STATEMENT FOR THE YEAR 2011 OF THE CARESOURCE

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION		CARESOURCE		2.		(LOCATION)				
NAIC Group Code	3683	BUSINESS IN THE STATE OF Ohio			DURING THE YEAR 2011			NAIC Company Code		
									95201	
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	839,491							824	838,212	455
2 First Quarter	851,812							853	850,395	564
3 Second Quarter	847,090							939	845,543	608
4. Third Quarter	878,864							1,066	876,443	1,355
5. Current Year	875,545							1,234	872,452	1,859
6 Current Year Member Months	10,266,935							11,877	10,243,311	11,747
Total Member Ambulatory Encounters for Year:										
7. Physician	3,774,991							9,094	3,765,882	15
8. Non-Physician	2,368,881							8,567	2,360,298	16
9. Total	6,143,872	0	0	0	0	0	0	17,661	6,126,180	31
10. Hospital Patient Days Incurred	391,115							2,574	388,541	0
11. Number of Inpatient Admissions	79,838							334	79,504	0
12. Health Premiums Written (b).....	2,979,990,035							11,756,983	2,967,440,203	792,849
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	2,979,990,035							11,756,983	2,967,440,203	792,849
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services	2,333,936,293							10,080,256	2,323,433,894	422,143
18. Amount Incurred for Provision of Health Care Services	2,433,466,681							10,791,017	2,421,887,078	788,586

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$11,756,983



ANNUAL STATEMENT FOR THE YEAR 2011 OF THE CARESOURCE

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

CARESOURCE

2. _____

(LOCATION)

NAIC Group Code	3683	BUSINESS IN THE STATE OF Consolidated		DURING THE YEAR 2011					NAIC Company Code		95201
	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	
		2	3								
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other	
Total Members at end of:											
1. Prior Year	839,491	0	0	0	0	0	0	824	838,212	455	
2 First Quarter	851,812	0	0	0	0	0	0	853	850,395	564	
3 Second Quarter	847,090	0	0	0	0	0	0	939	845,543	608	
4. Third Quarter	878,864	0	0	0	0	0	0	1,066	876,443	1,355	
5. Current Year	875,545	0	0	0	0	0	0	1,234	872,452	1,859	
6 Current Year Member Months	10,266,935	0	0	0	0	0	0	11,877	10,243,311	11,747	
Total Member Ambulatory Encounters for Year:											
7. Physician	3,774,991	0	0	0	0	0	0	9,094	3,765,882	15	
8. Non-Physician	2,368,881	0	0	0	0	0	0	8,567	2,360,298	16	
9. Total	6,143,872	0	0	0	0	0	0	17,661	6,126,180	31	
10. Hospital Patient Days Incurred	391,115	0	0	0	0	0	0	2,574	388,541	0	
11. Number of Inpatient Admissions	79,838	0	0	0	0	0	0	334	79,504	0	
12. Health Premiums Written (b).....	2,979,990,035	0	0	0	0	0	0	11,756,983	2,967,440,203	792,849	
13. Life Premiums Direct.....	0	0	0	0	0	0	0	0	0	0	
14. Property/Casualty Premiums Written.....	0	0	0	0	0	0	0	0	0	0	
15. Health Premiums Earned.....	2,979,990,035	0	0	0	0	0	0	11,756,983	2,967,440,203	792,849	
16. Property/Casualty Premiums Earned.....	0	0	0	0	0	0	0	0	0	0	
17. Amount Paid for Provision of Health Care Services	2,333,936,293	0	0	0	0	0	0	10,080,256	2,323,433,894	422,143	
18. Amount Incurred for Provision of Health Care Services	2,433,466,681	0	0	0	0	0	0	10,791,017	2,421,887,078	788,586	

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$11,756,983

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE CARESOURCE

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

[illegible]

ANNUAL STATEMENT FOR THE YEAR 2011 OF THE CARESOURCE

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by Reinsuring Company as of December 31, Current Year

[illegible]

SCHEDULE S - PART 3 - SECTION 2

[illegible]

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Schedule S - Part 5

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2011	2 2010	3 2009	4 2008	5 2007
A. OPERATIONS ITEMS					
1. Premiums.....	0	0	0	0	0
2. Title XVIII-Medicare.....	93	26	13	5	0
3. Title XIX-Medicaid.....	14,253	8,057	5,333	2,371	1,547
4. Commissions and reinsurance expense allowance.....		0	0	0	0
5. Total hospital and medical expenses.....		0	0	0	0
B. BALANCE SHEET ITEMS					
6. Premiums receivable		0	0	0	0
7. Claims payable.....	6,442	5,650	4,548	3,320	2,869
8. Reinsurance recoverable on paid losses.....	3,663	5,714	6,362	1,848	2,885
9. Experience rating refunds due or unpaid.....		0	0	0	0
10. Commissions and reinsurance expense allowances unpaid.....		0	0	0	0
11. Unauthorized reinsurance offset.....	0	0	0	0	0
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
12. Funds deposited by and withheld from (F).....	0	0	0	0	0
13. Letters of credit (L).....	0	0	0	0	0
14. Trust agreements (T).....	0	0	0	0	0
15. Other (O)	0	0	0	0	0

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	733,205,625		733,205,625
2. Accident and health premiums due and unpaid (Line 15).....	68,200,102		68,200,102
3. Amounts recoverable from reinsurers (Line 16.1).....	3,663,369	(3,663,369)	0
4. Net credit for ceded reinsurance.....	XXX	10,105,434	10,105,434
5. All other admitted assets (Balance).....	54,344,103		54,344,103
6. Total assets (Line 28)	859,413,199	6,442,065	865,855,264
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	313,080,679	6,442,065	319,522,744
8. Accrued medical incentive pool and bonus payments (Line 2).....	1,481,928		1,481,928
9. Premiums received in advance (Line 8).....	4,382,992		4,382,992
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19).....	0		0
11. Reinsurance in unauthorized companies (Line 20).....	0		0
12. All other liabilities (Balance).....	125,752,775		125,752,775
13. Total liabilities (Line 24).....	444,698,374	6,442,065	451,140,439
14. Total capital and surplus (Line 33).....	414,714,825	XXX	414,714,825
15. Total liabilities, capital and surplus (Line 34)	859,413,199	6,442,065	865,855,264
NET CREDIT FOR CEDED REINSURANCE			
16. Claims unpaid.....	6,442,065		
17. Accrued medical incentive pool.....	0		
18. Premiums received in advance	0		
19. Reinsurance recoverable on paid losses	3,663,369		
20. Other ceded reinsurance recoverables	0		
21. Total ceded reinsurance recoverables	10,105,434		
22. Premiums receivable	0		
23. Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
24. Unauthorized reinsurance	0		
25. Other ceded reinsurance payables/offsets	0		
26. Total ceded reinsurance payables/offsets	0		
27. Total net credit for ceded reinsurance	10,105,434		

Schedule T - Part 2

NONE

Schedule Y - Part 1A

NONE

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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

	MARCH FILING	Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	.....YES.....
2.	Will an actuarial opinion be filed by March 1?	.....YES.....
3.	Will the confidential Risk-based Capital Report be filed with the NAIC by March 1?	.....YES.....
4.	Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1?	.....YES.....
	APRIL FILING	
5.	Will Management's Discussion and Analysis be filed by April 1?	.....YES.....
6.	Will the Supplemental Investment Risks Interrogatories be filed by April 1?	.....YES.....
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	.....YES.....
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	.....YES.....
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	.....YES.....
	AUGUST FILING	
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	.....YES.....

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

	MARCH FILING	
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	.....NO.....
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	.....NO.....
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	.....NO.....
14.	Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	.....NO.....
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	.....NO.....
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	.....NO.....
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	.....NO.....
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1?	.....SEE EXPLANATION.....
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	.....SEE EXPLANATION.....
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed with electronically with the NAIC by March 1?	.....SEE EXPLANATION.....
	APRIL FILING	
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	.....NO.....
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	.....NO.....
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	.....NO.....
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	.....SEE EXPLANATION.....
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1?	.....SEE EXPLANATION.....
	AUGUST FILING	
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?YES.....

Explanation:

11.
12.
13.
14.
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17.
18. No exemption needed.
19. No exemption needed.
20. No exemption needed.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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24. No, not required per NAIC instructions, due to all written business being excluded. A similar filing will be made to the State of Ohio.

25. No, not required per NAIC instructions, due to all written business being excluded. A similar filing will be made to the State of Ohio.

Bar code:

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