



QUARTERLY STATEMENT

AS OF MARCH 31, 2012
OF THE CONDITION AND AFFAIRS OF THE

Buckeye Community Health Plan, Inc.

NAIC Group Code	1295	1295	NAIC Company Code	11834	Employer's ID Number	32-0045282
	(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	10/29/2003		Commenced Business		01/01/2004	
Statutory Home Office	175 South Third Street, Suite 1200			Columbus, OH 43215		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	7700 Forsyth Boulevard		Saint Louis, MO 63105-3389		314-725-4477	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	7700 Forsyth Boulevard		Saint Louis, MO 63105-3389			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	7700 Forsyth Boulevard		Saint Louis, MO 63105-3389		314-505-6246	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.centene.com					
Statutory Statement Contact	Douglas James Boyd			314-505-6246		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	dboyd@centene.com			314-725-4658		
	(E-mail Address)			(FAX Number)		

OFFICERS

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

OTHER OFFICERS

Tricia Lynn Dinkelman	Director of Tax, Centene Corporation	Christopher Donald Bowers	Senior VP, Health Plan Business
Kathy Cobbs Bradley-Wells	Assistant Secretary	Ronald Albert Charles, MD	Vice President- Medical Affairs
Holly Lynette Mayer-Howell	Vice President- Finance	Lori Jean Mulichak	Vice President- Medical Management
Darren Charles Meyer	Assistant Treasurer, Centene Corporation	John Charles Wiley	Vice President- Network Develop. & Contracting
Tracy Michelle Cloud	Vice President- Operational Services	David Brian Amerine	Vice President- Compliance and Regulatory Affairs

DIRECTORS OR TRUSTEES

William Nelder Scheffel	Steven Allen White	Kathy Cobbs Bradley-Wells	Owen Elwood Johnson, MD
Mark William Eggert	Jimmy Vance Stewart	Stephen Flanders Loebbs, PHD	

State ofMissouri.....
County ofSaint Louis..... 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.

Steven Allen White President and CEO	Keith Harvey Williamson Secretary	William Nelder Scheffel Treasurer
Subscribed and sworn to before me this _____ day of _____ May, 2012		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 _____

STATEMENT AS OF MARCH 31, 2012 OF THE Buckeye Community Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	97,081,270		97,081,270	96,273,792
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ 15,835,095), cash equivalents (\$ 0) and short-term investments (\$ 16,287,390)	32,122,485		32,122,485	43,206,511
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	1,147,266		1,147,266	780,021
9. Receivables for securities			0	160,001
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	130,351,021	0	130,351,021	140,420,325
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	900,588		900,588	1,137,589
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	7,195,984		7,195,984	6,265,359
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	1,300,494
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	6,826,524	4,714,608	2,111,916	1,432,280
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$ 175,504) and other amounts receivable	2,971,640	2,796,136	175,504	315,676
25. Aggregate write-ins for other than invested assets	10,589,994	3,054,654	7,535,340	8,711,552
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	158,835,751	10,565,398	148,270,353	159,583,275
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	158,835,751	10,565,398	148,270,353	159,583,275
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Expenses	291,952	291,952	0	0
2502. Goodwill, net	10,096,375	2,561,035	7,535,340	8,711,552
2503. Intangibles, net	201,667	201,667	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	10,589,994	3,054,654	7,535,340	8,711,552

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$3,366,544 reinsurance ceded).....	44,155,488		44,155,488	53,820,053
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	1,075,000		1,075,000	1,077,000
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	875,417		875,417	0
9. General expenses due or accrued	12,680,716		12,680,716	11,120,589
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	1,709,054		1,709,054	3,174,971
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	172,794		172,794	1,952,829
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers).....			0	0
20. Reinsurance in unauthorized companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$1,211,780 current)	1,211,780	0	1,211,780	2,940,600
24. Total liabilities (Lines 1 to 23).....	61,880,249	0	61,880,249	74,086,042
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	1,000,000	1,000,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	68,250,000	68,250,000
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	17,140,106	16,247,233
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	86,390,106	85,497,233
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	148,270,355	159,583,275
DETAILS OF WRITE-INS				
2301. Current State Income Taxes Accrued.....	222,239		222,239	268,478
2302. Reserve for At Risk Revenue.....	989,541		989,541	2,672,122
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)	1,211,780	0	1,211,780	2,940,600
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 To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	480,648	480,213	1,926,956
2. Net premium income (including \$ non-health premium income).....	XXX	180,477,580	139,598,582	606,779,058
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of \$ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	180,477,580	139,598,582	606,779,058
Hospital and Medical:				
9. Hospital/medical benefits		93,569,307	83,290,826	360,278,983
10. Other professional services		7,945,290	8,453,115	34,050,812
11. Outside referrals			0	0
12. Emergency room and out-of-area		12,971,479	12,136,930	51,290,969
13. Prescription drugs		29,525,966	196,471	32,842,599
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			(3,000)	(2,778)
16. Subtotal (Lines 9 to 15)	0	144,012,042	104,074,342	478,460,585
Less:				
17. Net reinsurance recoveries		1,105,038	1,466,402	10,981,031
18. Total hospital and medical (Lines 16 minus 17)	0	142,907,004	102,607,940	467,479,554
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 240,991 cost containment expenses.....		5,366,136	4,461,441	18,344,005
21. General administrative expenses.....		29,494,416	24,899,743	99,514,167
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	177,767,556	131,969,124	585,337,726
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	2,710,024	7,629,458	21,441,332
25. Net investment income earned		531,830	580,727	2,282,348
26. Net realized capital gains (losses) less capital gains tax of \$			19,639	34,174
27. Net investment gains (losses) (Lines 25 plus 26)	0	531,830	600,366	2,316,522
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	3,241,854	8,229,824	23,757,854
31. Federal and foreign income taxes incurred	XXX	1,268,750	2,910,293	8,197,338
32. Net income (loss) (Lines 30 minus 31)	XXX	1,973,104	5,319,531	15,560,516
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	85,497,235	80,383,878	80,383,878
34. Net income or (loss) from Line 32	1,973,104	5,319,531	15,560,516
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$2,536	4,709	(25,783)	(58,870)
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	829,895	22,568	(1,238,959)
39. Change in nonadmitted assets	(2,298,551)	292,023	5,850,670
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles	383,717	0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	(15,000,000)
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	892,874	5,608,339	5,113,357
49. Capital and surplus end of reporting period (Line 33 plus 48)	86,390,109	85,992,217	85,497,235
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	180,422,372	185,197,491	604,437,155
2. Net investment income	1,133,370	1,280,599	4,043,281
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	181,555,742	186,478,090	608,480,436
5. Benefit and loss related payments	152,647,772	100,225,047	457,388,655
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	34,986,702	27,778,283	107,487,142
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	2,734,905	(1,548,380)	3,464,919
10. Total (Lines 5 through 9)	190,369,379	126,454,950	568,340,716
11. Net cash from operations (Line 4 minus Line 10)	(8,813,637)	60,023,140	40,139,720
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	21,723,000	17,743,494	26,667,303
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	160,001	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	21,883,001	17,743,494	26,667,303
13. Cost of investments acquired (long-term only):			
13.1 Bonds	22,895,021	4,951,694	16,290,171
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	360,000	0	300,000
13.6 Miscellaneous applications	0	0	160,001
13.7 Total investments acquired (Lines 13.1 to 13.6)	23,255,021	4,951,694	16,750,172
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(1,372,020)	12,791,800	9,917,131
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	(15,000,000)
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	(898,372)	(898,373)	(3,593,490)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(898,372)	(898,373)	(18,593,490)
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)	(11,084,029)	71,916,567	31,463,361
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	43,206,514	11,743,153	11,743,153
19.2 End of period (Line 18 plus Line 19.1)	32,122,485	83,659,720	43,206,514

STATEMENT AS OF MARCH 31, 2012 OF THE Buckeye Community Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	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	159,059	.0	.0	.0	.0	.0	.0	.711	158,348	.0
2 First Quarter	160,353	.0	.0	.0	.0	.0	.0	.777	159,576	.0
3 Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6 Current Year Member Months	480,648							2,278	478,370	
Total Member Ambulatory Encounters for Period:										
7. Physician	294,319							5,148	289,171	
8. Non-Physician	236,932							2,550	234,382	
9. Total	531,251	0	0	0	0	0	0	7,698	523,553	0
10. Hospital Patient Days Incurred	23,351							508	22,843	
11. Number of Inpatient Admissions	4,601							90	4,511	
12. Health Premiums Written (a).....	182,586,739							2,461,445	180,125,294	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	182,586,739							2,461,445	180,125,294	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	152,571,570							2,288,794	150,282,776	
18. Amount Incurred for Provision of Health Care Services	144,012,042							2,522,052	141,489,990	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 2,461,445

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

[illegible]

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	886,418	1,483,432	306,158	965,696	1,192,576	1,038,596
7. Title XIX - Medicaid	43,815,410	108,607,950	7,470,496	35,413,138	51,285,906	52,781,456
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	44,701,828	110,091,382	7,776,654	36,378,834	52,478,482	53,820,052
10. Health care receivables (a)		2,221,640			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	44,701,828	107,869,742	7,776,654	36,378,834	52,478,482	53,820,052

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

NOTES TO FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

1. Accounting Practices

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

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

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

No change

C. Accounting Policy

No change

(2) Accounting Changes and Corrections of Errors

On November 6, 2011, SSAP No. 101, Income Taxes, A Replacement of SSAP No. 10R and SSAP No. 10, was adopted by the NAIC. SSAP No. 101 contains changes to accounting for current and deferred federal and foreign income taxes, effective on January 1, 2012. This guidance provides that the deferred tax asset admissibility guidance is no longer elective, and the reversal and surplus limitation parameters in the admissibility tests are determined based on the risk-based capital level. It also requires gross deferred tax assets to be reduced by a statutory valuation allowance if it is more likely than not that some portion or all of the gross deferred tax assets will not be realized. The cumulative effect of adopting this pronouncement is \$383,717.

The following summarizes the impact of adoption:

	<u>01/01/2012</u>	<u>12/31/2011</u>	<u>Change</u>
Gross Deferred Tax Assets	\$6,110,271	\$6,110,271	\$0
Gross Deferred Tax Liabilities	(111,344)	(111,344)	0
Total Deferred Tax Assets Non-Admitted	<u>(4,182,930)</u>	<u>(4,566,647)</u>	<u>383,717</u>
Net Admitted Deferred Tax Assets	\$1,815,997	\$1,432,280	\$383,717

(3) Business Combinations and Goodwill

No change

(4) Discontinued Operations

No change

(5) Investments

No Change

D. Loan-Backed Securities- None

(6) Joint Ventures, Partnerships and Limited Liability Companies

No change

(7) Investment Income

No change

(8) Derivative Instruments

No change

(9) Income Taxes

No change

(10) Information Concerning Parent, Subsidiaries and Affiliates

NOTES TO FINANCIAL STATEMENTS

No change

(11)Debt

No change

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

No change

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

No change

(14)Contingencies

No change

(15)Leases

No change

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

No change

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

No change

C. Wash Sales - None

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

No change

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

No change

(20)Fair Value Measurements

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

Level inputs are as follows:

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

NOTES TO FINANCIAL STATEMENTS

The following table summarizes fair value measurements by level at March 31, 2012 for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Investments:				
Cash and short-term investments	\$ 32,122,485	—	—	32,122,485
Common stock	—	—	—	—
Total assets at fair value	\$ 32,122,485	—	—	32,122,485

The following table summarizes fair value measurements by level at December 31, 2011 for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Investments:				
Cash and short-term investments	\$ 43,206,511	—	—	43,206,511
Common stock	—	—	—	—
Total assets at fair value	\$ 43,206,511	—	—	43,206,511

B. None

C. None

(21) Other Items

No change

(22) Events Subsequent

On April 9, 2012, the Company was notified by the Ohio Department of Job and Family Services that the Company was not awarded a contract to continue serving Medicaid members in Ohio effective January 2013. The Company filed a formal protest of the awards on April 16, 2012, within the required seven day notice period.

(23) Reinsurance

No change

(24) Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change

(25) Change in Incurred Claims and Claims Adjustment Expenses

Reserves for incurred claims and claim adjustment expenses as of December 31, 2011 were \$53.8 million and \$1.0 million. As of March 31, 2012, \$44.7 million and \$1.0 million have been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$7.8 million and \$0 as a result of the reestimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$1.3 million in favorable prior-year development. This decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

(26) Intercompany Pooling Arrangements

No change

(27) Structured Settlements

No change

(28) Health Care Receivables

- At March 31, 2012, the Company had admitted pharmacy rebate receivables of \$175,504. These are admitted in accordance with SSAP No. 84 as they are estimated amounts related solely to actual prescriptions filled during the 3 months immediately preceding the reporting date. The amounts are estimated based on historical per script rebates and the actual number of scripts during the period.

NOTES TO FINANCIAL STATEMENTS

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
3/31/2012	196,360	175,504	-	-	-
12/31/2011	315,676	368,750	-	-	-
9/30/2011	11,185	12,111	-	-	-
6/30/2011	9,514	9,669	-	-	7,315
3/31/2011	7,812	7,812	-	-	6,781
12/31/2010	6,990	5,665	-	-	5,665
9/30/2010	1,039	3,138	-	-	3,137
6/30/2010	(306)	1,540	-	-	1,549
3/31/2010	242,681	186,769	-	-	186,762
12/31/2009	927,536	911,899	-	-	911,899
9/30/2009	842,125	906,617	-	-	906,617
6/30/2009	704,792	769,740	-	-	769,740

2. Risk Sharing Receivables – None.

(29) Participating Policies

No change

(30) Premium Deficiency Reserves

No change

(31) Anticipated Salvage and Subrogation

No change

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

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

Yes ☐ No ☒
- 4.2

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

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

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐
- If yes, attach an explanation.
- 6.1

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

12/31/2010
- 6.2

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

12/31/2010
- 6.3

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

05/08/2012
- 6.4

By what department or departments?

Ohio Department of Insurance
- 6.5

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

Yes ☐ No ☐ NA ☒
- 6.6

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

Yes ☐ No ☒ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 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 ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the 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
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(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.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [] No [X]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0
13.

Amount of real estate and mortgages held in short-term investments:\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:

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

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity’s offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

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

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

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

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

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

Yes [] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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

Yes [X] No []

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	78.4 %
1.2 A&H cost containment percent	0.1 %
1.3 A&H expense percent excluding cost containment expenses.....	19.0 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$

13

13

13

13

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, 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	N						0	
2. Alaska	AK	N						0	
3. Arizona	AZ	N						0	
4. Arkansas	AR	N						0	
5. California	CA	N						0	
6. Colorado	CO	N						0	
7. Connecticut	CT	N						0	
8. Delaware	DE	N						0	
9. Dist. Columbia	DC	N						0	
10. Florida	FL	N						0	
11. Georgia	GA	N						0	
12. Hawaii	HI	N						0	
13. Idaho	ID	N						0	
14. Illinois	IL	N						0	
15. Indiana	IN	N						0	
16. Iowa	IA	N						0	
17. Kansas	KS	N						0	
18. Kentucky	KY	N						0	
19. Louisiana	LA	N						0	
20. Maine	ME	N						0	
21. Maryland	MD	N						0	
22. Massachusetts	MA	N						0	
23. Michigan	MI	N						0	
24. Minnesota	MN	N						0	
25. Mississippi	MS	N						0	
26. Missouri	MO	N						0	
27. Montana	MT	N						0	
28. Nebraska	NE	N						0	
29. Nevada	NV	N						0	
30. New Hampshire	NH	N						0	
31. New Jersey	NJ	N						0	
32. New Mexico	NM	N						0	
33. New York	NY	N						0	
34. North Carolina	NC	N						0	
35. North Dakota	ND	N						0	
36. Ohio	OH	L	2,461,445	180,125,294				182,586,739	
37. Oklahoma	OK	N						0	
38. Oregon	OR	N						0	
39. Pennsylvania	PA	N						0	
40. Rhode Island	RI	N						0	
41. South Carolina	SC	N						0	
42. South Dakota	SD	N						0	
43. Tennessee	TN	N						0	
44. Texas	TX	N						0	
45. Utah	UT	N						0	
46. Vermont	VT	N						0	
47. Virginia	VA	N						0	
48. Washington	WA	N						0	
49. West Virginia	WV	N						0	
50. Wisconsin	WI	N						0	
51. Wyoming	WY	N						0	
52. American Samoa	AS	N						0	
53. Guam	GU	N						0	
54. Puerto Rico	PR	N						0	
55. U.S. Virgin Islands	VI	N						0	
56. Northern Mariana Islands	MP	N						0	
57. Canada	CN	N						0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX	0	2,461,445	180,125,294	0	0	0	182,586,739	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	2,461,445	180,125,294	0	0	0	182,586,739	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	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

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

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

15

Centene Corporation	42-1406317	DE	
Centene Management Company LLC	39-1864073	WI	
CMC Real Estate Co. LLC	20-0057283	DE	
Centene Center LLC	26-4094682	DE	
Bankers Reserve Life Insurance Company of Wisconsin	39-0993433	WI	71013
CenCorp Health Solutions, Inc	22-3889471	DE	
NurseWise Holdings LLC	42-1565807	DE	
NurseWise LP	52-2379566	DE	
Nurse Response, Inc	20-4730372	DE	
Bridgeway Health Solutions, LLC	20-4980875	DE	
Bridgeway Health Solutions of Arizona, LLC	20-4980818	AZ	
Nurtur Health, Inc	06-1476380	DE	
Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations	06-1404277	CT	
Wellness By Choice, LLC	16-1686991	NY	
Cenpatico Behavioral Health, LLC	68-0461584	CA	
Cenpatico Behavioral Health of TX, Inc	74-3018565	TX	12525
CBHSP Arizona, Inc	86-0782736	AZ	
Cenpatico CeltiCare Integrated Services, Inc	45-2819782	MA	
Integrated Mental Health Mgmt, LLC	74-2892993	TX	
Integrated Mental Health Services	74-2785494	TX	
Cenpatico Behavioral Health Wisconsin, LLC	65-1180389	WI	
Cenpatico Behavioral Health of Arizona, LLC	20-1624120	AZ	
OptiCare Managed Vision, Inc	20-4730341	DE	
OptiCare Vision Insurance Co, Inc	36-4520004	SC	
AECC Total Vision Health Plan of Texas, Inc	75-2592153	TX	95302
OptiCare Vision Company, Inc	20-4773088	DE	
Ocucare Systems, Inc	65-0094759	FL	
Total Vision, Inc	20-4861241	DE	
Peach State Health Plan, Inc	20-3174593	GA	12315
Buckeye Community Health Plan, Inc	32-0045282	OH	11834

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

Absolute Total Care, Inc	20-5693998	SC	12959
Coordinated Care Corporation d/b/a Managed Health Services	39-1821211	IN	95831
Managed Health Services Insurance Corp	39-1678579	WI	96822
Hallmark Life Insurance Co	86-0819817	AZ	60078
Celtic Group, Inc	36-2979209	DE	
Celtic Insurance Company	06-0641618	IL	80799
Novasys Health, Inc	27-2221367	DE	
CeltiCare Health Plan Holdings LLC	26-4278205	DE	
CeltiCare Health Plan of Massachusetts, Inc.	26-4818440	MA	13632
Superior HealthPlan, Inc	74-2770542	TX	95647
Healthy Louisiana Holdings LLC	27-0916294	DE	
Louisiana Healthcare Connections, Inc	27-1287287	LA	13970
Magnolia Health Plan Inc	20-8570212	MS	13923
University Health Plans, Inc	22-3292245	NJ	95503
Centene Holdings, LLC	20-2074277	DE	
Centene Company of Texas, LP	74-2810404	TX	
US Script, Inc	77-0578529	DE	
LBB Industries, Inc	76-0511700	TX	
RX Direct, Inc	75-2612875	TX	
IlliniCare Health Plan, Inc	27-2186150	IL	14053
Sunshine Health Holding Company, Inc	26-0557093	FL	
Sunshine State Health Plan, Inc	20-8937577	FL	13148
Access Health Solutions LLC	56-2384404	FL	
Kentucky Spirit Health Plan, Inc	45-1294925	KY	14100
Home State Health Plan, Inc	45-2798041	MO	
Sunflower State Health Plan, Inc	45-3276702	KS	
Casenet LLC	90-0636938	DE	
Granite State Health Plan, Inc	45-4792498	NH	14226

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295.....	Centene Corporation.....	12959.....	20-5693998.....	.....	.....	.....	Absolute Total Care, Inc.....	SC.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	56-2384404.....	.....	.....	.....	Access Health Solutions LLC.....	FL.....	NIA.....	Sunshine Health Holding Company, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	95302.....	75-2592153.....	.....	.....	.....	AECC Total Vision Health Plan of Texas, Inc.....	TX.....	IA.....	OptiCare Managed Vision, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	71013.....	39-0993433.....	.....	.....	.....	Bankers Reserve Life Insurance Company of Wisconsin.....	WI.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	20-4980818.....	.....	.....	.....	Bridgeway Health Solutions of Arizona, LLC.....	AZ.....	NIA.....	Bridgeway Health Solutions, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	20-4980875.....	.....	.....	.....	Bridgeway Health Solutions, LLC.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	11834.....	32-0045282.....	.....	.....	.....	Buckeye Community Health Plan, Inc.....	OH.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	90-0636938.....	.....	.....	.....	Casenet LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	81.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	86-0782736.....	.....	.....	.....	CBHSP Arizona, Inc.....	AZ.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	36-2979209.....	.....	.....	.....	Celtic Group, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	80799.....	06-0641618.....	.....	.....	.....	Celtic Insurance Company.....	IL.....	IA.....	Celtic Group, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	26-4278205.....	.....	.....	.....	CeltiCare Health Plan Holdings LLC.....	DE.....	NIA.....	Celtic Group, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	13632.....	26-4818440.....	.....	.....	.....	CeltiCare Health Plan of Massachusetts, Inc.....	MA.....	IA.....	CeltiCare Health Plan Holdings LLC.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	22-3889471.....	.....	.....	.....	CenCorp Health Solutions, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	20-1624120.....	.....	.....	.....	Cenpatico Behavioral Health of Arizona, LLC.....	AZ.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	12525.....	74-3018565.....	.....	.....	.....	Cenpatico Behavioral Health of TX, Inc.....	TX.....	IA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	65-1180389.....	.....	.....	.....	Cenpatico Behavioral Health Wisconsin, LLC.....	WI.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	68-0461584.....	.....	.....	.....	Cenpatico Behavioral Health, LLC.....	CA.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	45-2819782.....	.....	.....	.....	Cenpatico CeltiCare Integrated Services, Inc.....	MA.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	26-4094682.....	.....	.....	.....	Centene Center LLC.....	DE.....	NIA.....	CMC Real Estate Co. LLC.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	74-2810404.....	.....	.....	.....	Centene Company of Texas, LP.....	TX.....	NIA.....	Centene Holdings, LLC.....	Ownership.....	99.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	42-1406317.....	.....	0001071739	New York Stock Exchange.....	Centene Corporation.....	DE.....	UDP.....	Shareholders/Board of Directors.....	Shareholders/Board of Directors.....	100.0.....	Shareholders/Board of Directors.....	.....
01295.....	Centene Corporation.....	00000.....	20-2074277.....	.....	.....	.....	Centene Holdings, LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	39-1864073.....	.....	.....	.....	Centene Management Company LLC.....	WI.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	.....

SCHEDULE Y
PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295.....	Centene Corporation.....	00000.....	20-0057283.....				CMC Real Estate Co. LLC.....	DE.....	NIA.....	Centene Management Company LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	95831.....	39-1821211.....				Coordinated Care Corporation d/b/a Managed Health Services.....	IN.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	06-1404277.....				Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations.....	CT.....	NIA.....	Nurtur Health, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	60078.....	86-0819817.....				Hallmark Life Insurance Co.....	AZ.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	27-0916294.....				Healthy Louisiana Holdings LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	51.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	45-2798041.....				Home State Health Plan, Inc.....	MO.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	14053.....	27-2186150.....				IlliniCare Health Plan, Inc.....	IL.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	74-2892993.....				Integrated Mental Health Mgmt, LLC.....	TX.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	74-2785494.....				Integrated Mental Health Services.....	TX.....	NIA.....	Integrated Mental Health Mgmt, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	14100.....	45-1294925.....				Kentucky Spirit Health Plan, Inc.....	KY.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	76-0511700.....				LBB Industries, Inc.....	TX.....	NIA.....	US Script, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	13970.....	27-1287287.....				Louisiana Healthcare Connections, Inc.....	LA.....	IA.....	Healthy Louisiana Holdings LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	13923.....	20-8570212.....				Magnolia Health Plan Inc.....	MS.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	96822.....	39-1678579.....				Managed Health Services Insurance Corp.....	WI.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	27-2221367.....				Novasys Health, Inc.....	DE.....	NIA.....	Celtic Group, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-4730372.....				Nurse Response, Inc.....	DE.....	NIA.....	NurseWise LP.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	42-1565807.....				NurseWise Holdings LLC.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	99.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	52-2379566.....				NurseWise LP.....	DE.....	NIA.....	NurseWise Holdings LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	06-1476380.....				Nurtur Health, Inc.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	65-0094759.....				Ocucare Systems, Inc.....	FL.....	NIA.....	OptiCare Managed Vision, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-4730341.....				OptiCare Managed Vision, Inc.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-4773088.....				OptiCare Vision Company, Inc.....	DE.....	NIA.....	OptiCare Managed Vision, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	36-4520004.....				OptiCare Vision Insurance Co, Inc.....	SC.....	NIA.....	OptiCare Managed Vision, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	

16.2

[illegible]

Asterisk	Explanation
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

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

SCHEDULE B – VERIFICATION

Mortgage Loans

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

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	780,021	570,590
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition	360,000	300,000
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)	7,245	(90,569)
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	1,147,266	780,021
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	1,147,266	780,021

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	96,273,790	108,254,355
2. Cost of bonds and stocks acquired	22,895,021	16,290,170
3. Accrual of discount	817	585
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		52,575
6. Deduct consideration for bonds and stocks disposed of	21,723,000	26,667,303
7. Deduct amortization of premium	365,356	1,656,592
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	97,081,272	96,273,790
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	97,081,272	96,273,790

STATEMENT AS OF MARCH 31, 2012 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 1B

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

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	99,300,190	99,403,521	88,973,040	(362,010)	109,368,661	0	0	99,300,190
2. Class 2 (a).....	1,002,529		1,000,000	(2,529)	0	0	0	1,002,529
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	4,000,000				4,000,000	0	0	4,000,000
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	104,302,719	99,403,521	89,973,040	(364,539)	113,368,661	0	0	104,302,719
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	104,302,719	99,403,521	89,973,040	(364,539)	113,368,661	0	0	104,302,719

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

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

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	16,287,390	XXX	16,287,390	4,006	

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	8,028,930	5,012,083
2. Cost of short-term investments acquired	70,008,500	459,518,091
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	61,750,040	456,501,244
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	16,287,390	8,028,930
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	16,287,390	8,028,930

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION
(Cash Equivalents)

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

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

STATEMENT AS OF MARCH 31, 2012 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE BA - PART 2

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

[illegible]

SCHEDULE BA - PART 3

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

[illegible]

E03

STATEMENT AS OF MARCH 31, 2012 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
613340-S9-0	MONTGOMERY CNTY MD VAR IMPT B RMKT		01/10/2012	JP Morgan Chase		350,000	350,000	1	1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						350,000	350,000	1	XXX
Bonds - U.S. Special Revenue									
199491-XA-4	COLUMBUS OHIO SER 1 VR		02/02/2012	JP Morgan Chase		1,800,000	1,800,000		1FE
270838-AE-5	EAST BATON ROUGE PARISH, LA		02/01/2012	Citigroup Global Markets		1,165,000	1,165,000		1FE
442378-DV-4	HOUSTON TX HIGHER ED FIN VR		01/13/2012	JP Morgan Chase		100,000	100,000		1FE
452152-HZ-7	ILLINOIS STATE SER A 5		03/19/2012	Merrill Lynch		1,095,610	1,000,000	8,611	1FE
455057-TP-4	INDIANA ST FIN AUTH REV VR		01/09/2012	JP Morgan Chase		200,000	200,000	1	1FE
545904-GS-7	LOUDOUN CNTY CA SANTN WTR SWR REV		01/06/2012	Wachovia Bank/Capital Mkt		700,000	700,000	3	1FE
592041-JR-9	MET GOV NASHVILLE & DAVIDSON REV		01/06/2012	JP Morgan Chase		800,000	800,000	2	1FE
60635R-S9-9	MISSOURI ST HEALTH & EDU		03/06/2012	JP Morgan Chase		4,800,000	4,800,000	.18	1FE
679111-TA-2	OKLAHOMA ST SPK AUTH REV VR		03/15/2012	JP Morgan Chase		1,400,000	1,400,000	.61	1FE
771902-FH-1	ROCHESTER MN HEALTH CARE FACS RMKT		02/15/2012	Wachovia Bank/Capital Mkt		400,000	400,000	.11	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						12,460,610	12,365,000	8,707	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
02005A-BT-4	ALLY MASTER OWNER TRUST 2016		02/03/2012	Wells Fargo		1,009,531	1,000,000	984	.1
14912L-4X-6	CATERPILLAR FINANCIAL SE		01/23/2012	Cantor Fitzgerald & Co		1,283,995	1,250,000	12,599	1FE
172967-FD-8	CITIGROUP INC		03/02/2012	Credit Suisse First Bosto		1,061,170	1,000,000	14,250	1FE
233851-AH-7	DAIMLER FINANCE NA LLC		03/05/2012	Knight Capital Americas		1,034,820	1,000,000	12,688	1FE
46625H-JA-9	JP MORGAN CHASE & CO 3.15%		03/02/2012	Bank of America		1,033,130	1,000,000	5,425	1FE
65475U-AD-4	NISSAN AUTO RECEIVABLE OWNER TRUST		02/15/2012	JP Morgan Chase		599,814	600,000		.1
78008T-2C-7	ROYAL BANK OF CANADA 1.15	F	03/13/2012	JP Morgan Chase		1,000,850	1,000,000	.64	1FE
80281A-AC-3	SANTANDER DRIVE AUTO RECEIVABLES		01/11/2012	Citigroup Global Markets		1,059,993	1,060,000		.1
83173K-AD-4	SMART TRUST LEASE	F	03/08/2012	JP Morgan Chase		999,848	1,000,000		.1
928670-AJ-7	VOLKSWAGON INTL FIN NV	F	03/27/2012	Goldman Sachs & Co		1,001,260	1,000,000	361	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						10,084,411	9,910,000	46,371	XXX
8399997 - Subtotals- Bonds - Part 3						22,895,021	22,625,000	55,079	XXX
8399999 - Subtotals - Bonds						22,895,021	22,625,000	55,079	XXX
9999999 Totals						22,895,021	XXX	55,079	XXX

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

STATEMENT AS OF MARCH 31, 2012 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
64972F-G2-6...	NEW YORK NY CITY MUN WTR FIN A VR		03/14/2012	VARIOUS		700,000	700,000	700,000	700,000				.0		700,000			.0	.101	06/15/2035	1FE
24999999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						700,000	700,000	700,000	700,000	0	0	0	0	0	700,000	0	0	0	.101	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
199491-XA-4...	COLUMBUS OHIO SER 1 VR		01/25/2012	JP Morgan Chase		3,555,000	3,555,000	3,555,000	3,555,000				.0		3,555,000			.0	.263	12/01/2026	1FE
20774L-6C-4...	CONNECTICUT ST HLTH & EDL		03/14/2012	JP Morgan Chase		200,000	200,000	200,000	200,000				.0		200,000			.0	.27	07/01/2035	1FE
232286-BH-6...	FACS V/R CUYAHOGA CNTY OH VR		01/12/2012	JP Morgan Chase		100,000	100,000	100,000	100,000				.0		100,000			.0	.3	01/01/2039	1FE
270838-AE-5...	EAST BATON ROUGE PARISH, LA		03/07/2012	Citigroup Global Markets		2,515,000	2,515,000	2,515,000	1,350,000				.0		2,515,000			.0	.196	11/01/2019	1FE
455057-TR-0...	INDIANA ST FIN AUTH REV		03/22/2012	Goldman Sachs & Co		1,100,000	1,100,000	1,100,000	1,100,000				.0		1,100,000			.0	.294	02/01/2037	1FE
455057-TP-4...	INDIANA ST FIN AUTH REV VR		03/07/2012	JP Morgan Chase		1,300,000	1,300,000	1,300,000	1,300,000				.0		1,300,000			.0	.100	02/01/2037	1FE
57585K-GP-7...	MASSACHUSETTS STATE HLTH & EDU		03/16/2012	JP Morgan Chase		100,000	100,000	100,000	100,000				.0		100,000			.0	.14	11/01/2039	1FE
60635H-K6-5...	MISSOURI ST HEALTH & EDL		03/12/2012	Called		65,000	65,000	65,000	65,000				.0		65,000			.0	.14	11/15/2039	1FE
60635R-S9-9...	MISSOURI ST HEALTH & EDU		03/30/2012	JP Morgan Chase		3,800,000	3,800,000	3,800,000					.0		3,800,000			.0	.174	05/15/2034	1FE
606901-LE-4...	MISSOURI ST HLTH & EDL		02/08/2012	Wachovia Bank/Capital Mkt		100,000	100,000	100,000	100,000				.0		100,000			.0	.8	09/01/2030	1FE
717825-NH-2...	FACS WASH U PHILADELPHIA , PA HOSPS & HIGHER		01/26/2012	JP Morgan Chase		1,300,000	1,300,000	1,300,000	1,300,000				.0		1,300,000			.0	.95	07/01/2025	1FE
725209-GL-8...	PITTSBURGH PA SER A		03/01/2012	MATURITY		1,000,000	1,000,000	1,065,620	1,002,529		(2,529)		(2,529)		1,000,000			.0	.27,500	03/01/2012	2FE
79575D-QF-0...	SALT RIVER PROJ AZ AGRIC IMPT		01/01/2012	MATURITY		535,000	535,000	571,380	535,000				.0		535,000			.0	.13,375	01/01/2012	1FE
79575D-LM-0...	SALT RIVER PROJ, AZ AGRIC IMPT		01/01/2012	MATURITY		670,000	670,000	698,140	670,000				.0		670,000			.0	.16,750	01/01/2012	1FE
796253-ZJ-4...	SAN ANTONIO TX ELEC & GAS SYS		02/01/2012	MATURITY		275,000	275,000	292,042	275,462		(462)		(462)		275,000			.0	.6,875	02/01/2012	1FE
882854-MZ-2...	TEXAS WTR DEV BRD		02/10/2012	Called		15,000	15,000	15,000	15,000				.0		15,000			.0	.1	07/15/2019	1FE
914488-ZT-7...	UNIVERSITY OF MISSOURI		01/09/2012	JP Morgan Chase		195,000	195,000	195,000	195,000				.0		195,000			.0	.8	11/01/2031	1FE
914488-Z4-6...	UNIVERSITY OF MISSOURI VR		01/06/2012	JP Morgan Chase		100,000	100,000	100,000	100,000				.0		100,000			.0	.4	11/01/2030	1FE
915137-U2-7...	UNIVERSITY TEX UNIV REVS		03/07/2012	Wachovia Bank/Capital Mkt		178,000	178,000	178,000	178,000				.0		178,000			.0	.18	08/01/2016	1FE
31999999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						17,103,000	17,103,000	17,250,182	12,140,991	0	(2,991)	0	(2,991)	0	17,103,000	0	0	0	.65,717	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
172967-BJ-9...	CITIGROUP INC		02/21/2012	MATURITY		30,000	30,000	33,726	30,075		(75)		(75)		30,000			.0	.900	02/21/2012	1FE
22160K-AB-1...	COSTCO WHOLESALE CORP		03/15/2012	MATURITY		1,250,000	1,250,000	1,361,038	1,260,242		(10,242)		(10,242)		1,250,000			.0	.33,125	03/15/2012	1FE
22541L-AC-7...	CREDIT SUISSE FIRST BOSTON		01/15/2012	MATURITY		20,000	20,000	22,798	20,016		(16)		(16)		20,000			.0	.650	01/15/2012	1FE
532457-BD-9...	ELI LILLY & CO		03/06/2012	MATURITY		1,250,000	1,250,000	1,312,200	1,255,111		(5,111)		(5,111)		1,250,000			.0	.22,188	03/06/2012	1FE
38141G-BU-7...	GOLDMAN SACHS GROUP INCORPORATED		01/15/2012	MATURITY		40,000	40,000	45,832	40,033		(33)		(33)		40,000			.0	.1,320	01/15/2012	1FE
58013M-DR-2...	MCDONALDS CORP		03/01/2012	MATURITY		30,000	30,000	33,017	30,072		(72)		(72)		30,000			.0	.863	03/01/2012	1FE
87612E-AH-9...	TARGET CORPORATION		03/01/2012	MATURITY		1,300,000	1,300,000	1,429,652	1,309,229		(9,229)		(9,229)		1,300,000			.0	.38,188	03/01/2012	1FE
38999999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						3,920,000	3,920,000	4,238,263	3,944,778	0	(24,778)	0	(24,778)	0	3,920,000	0	0	0	.97,234	XXX	XXX
83999997 - Subtotals - Bonds - Part 4						21,723,000	21,723,000	22,188,445	16,785,769	0	(27,769)	0	(27,769)	0	21,723,000	0	0	0	.163,052	XXX	XXX
83999999 - Subtotals - Bonds						21,723,000	21,723,000	22,188,445	16,785,769	0	(27,769)	0	(27,769)	0	21,723,000	0	0	0	.163,052	XXX	XXX
99999999 Totals						21,723,000	XXX	22,188,445	16,785,769	0	(27,769)	0	(27,769)	0	21,723,000	0	0	0	.163,052	XXX	XXX

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

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF MARCH 31, 2012 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter							
1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total Cash Equivalents					0	0	0