



QUARTERLY STATEMENT

AS OF JUNE 30, 2012
OF THE CONDITION AND AFFAIRS OF THE

Buckeye Community Health Plan, Inc.

NAIC Group Code 1295 (Current Period), 1295 (Prior Period) NAIC Company Code 11834 Employer's ID Number 32-0045282

Organized under the Laws of Ohio, State of Domicile or Port of Entry Ohio

Country of Domicile United States

Licensed as business type: Life, Accident & Health [] 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.bchpohio.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
<u>Steven Allen White</u>	<u>President and CEO</u>	<u>Keith Harvey Williamson</u>	<u>Secretary</u>
<u>William Nelder Scheffel</u>	<u>Treasurer</u>		

OTHER OFFICERS

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

DIRECTORS OR TRUSTEES

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

State of Missouri

ss

County of Saint Louis

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Steven Allen White
President and CEO

Keith Harvey Williamson
Secretary

William Nelder Scheffel
Treasurer

Subscribed and sworn to before me this _____ day of August, 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 JUNE 30, 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	89,298,529		89,298,529	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 (\$28,315,260), cash equivalents (\$0) and short-term investments (\$15,037,351)	43,352,611		43,352,611	43,206,511
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	1,133,965		1,133,965	780,021
9. Receivables for securities	35,000		35,000	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)	133,820,105	0	133,820,105	140,420,325
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	1,072,702		1,072,702	1,137,589
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	8,520,134		8,520,134	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	398,126		398,126	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	6,340,251	4,127,019	2,213,232	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	1,503,192		1,503,192	0
24. Health care (\$151,899) and other amounts receivable	2,398,864	2,246,965	151,899	315,676
25. Aggregate write-ins for other than invested assets	9,537,940	1,863,655	7,674,285	8,711,552
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	163,591,314	8,237,639	155,353,675	159,583,275
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	163,591,314	8,237,639	155,353,675	159,583,275
DETAILS OF WRITE-INS				
1101.			0	
1102.	0		0	
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	138,270	138,270	0	0
2502. Goodwill, net	9,223,003	1,548,718	7,674,285	8,711,552
2503. Intangibles, net	176,667	176,667	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)	9,537,940	1,863,655	7,674,285	8,711,552

STATEMENT AS OF JUNE 30, 2012 OF THE Buckeye Community Health Plan, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 3,115,089 reinsurance ceded)	47,959,705		47,959,705	53,820,053
2. Accrued medical incentive pool and bonus amounts	0		0	0
3. Unpaid claims adjustment expenses	1,021,000		1,021,000	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	942,468		942,468	0
9. General expenses due or accrued	10,437,363		10,437,363	11,120,589
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	817,817		817,817	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			0	1,952,829
16. Derivatives			0	0
17. Payable for securities	1,879,709		1,879,709	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 \$ 2,426,796 current)	2,426,796	0	2,426,796	2,940,600
24. Total liabilities (Lines 1 to 23)	65,484,858	0	65,484,858	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	20,618,817	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	89,868,817	85,497,233
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	155,353,675	159,583,275
DETAILS OF WRITE-INS				
2301. Current State Income Taxes Accrued	252,944		252,944	268,478
2302. Reserve for At Risk Revenue	2,173,852		2,173,852	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)	2,426,796	0	2,426,796	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	970,849	960,735	1,926,956
2. Net premium income (including \$ non-health premium income).....	XXX	359,817,811	278,731,168	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	359,817,811	278,731,168	606,779,058
Hospital and Medical:				
9. Hospital/medical benefits		186,828,983	170,108,382	360,278,983
10. Other professional services		15,935,497	16,822,441	34,050,812
11. Outside referrals			0	0
12. Emergency room and out-of-area		26,404,377	25,358,366	51,290,969
13. Prescription drugs		58,463,711	530,340	32,842,599
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		0	(2,780)	(2,778)
16. Subtotal (Lines 9 to 15)	0	287,632,568	212,816,749	478,460,585
Less:				
17. Net reinsurance recoveries		2,211,403	5,739,602	10,981,031
18. Total hospital and medical (Lines 16 minus 17)	0	285,421,165	207,077,147	467,479,554
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 346,842 cost containment expenses.....		10,662,435	8,456,090	18,344,005
21. General administrative expenses.....		58,989,584	50,152,915	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	355,073,184	265,686,152	585,337,726
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	4,744,627	13,045,016	21,441,332
25. Net investment income earned		1,051,874	1,154,298	2,282,348
26. Net realized capital gains (losses) less capital gains tax of \$		0	19,639	34,174
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,051,874	1,173,937	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	5,796,501	14,218,953	23,757,854
31. Federal and foreign income taxes incurred	XXX	2,173,108	4,983,849	8,197,338
32. Net income (loss) (Lines 30 minus 31)	XXX	3,623,393	9,235,104	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	3,623,393	9,235,104	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 \$ (2,120)	(3,936)	(104,374)	(58,870)
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	339,205	(236,551)	(1,238,959)
39. Change in nonadmitted assets	29,207	2,519,483	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)	4,371,586	11,413,662	5,113,357
49. Capital and surplus end of reporting period (Line 33 plus 48)	89,868,821	91,797,540	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.....	358,505,504	278,653,869	604,437,155
2. Net investment income	1,818,400	2,018,889	4,043,281
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	360,323,904	280,672,758	608,480,436
5. Benefit and loss related payments	291,183,066	208,023,176	457,388,655
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	70,586,066	59,092,072	107,487,142
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	4,530,261	2,474,281	3,464,919
10. Total (Lines 5 through 9)	366,299,393	269,589,529	568,340,716
11. Net cash from operations (Line 4 minus Line 10)	(5,975,489)	11,083,229	40,139,720
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	42,218,000	17,813,494	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	2,004,710	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	44,222,710	17,813,494	26,667,303
13. Cost of investments acquired (long-term only):			
13.1 Bonds	35,944,380	5,751,694	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	160,000	300,000
13.6 Miscellaneous applications	0	76,420	160,001
13.7 Total investments acquired (Lines 13.1 to 13.6)	36,304,380	5,988,114	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)	7,918,330	11,825,380	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	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	(1,796,744)	(1,796,745)	(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).....	(1,796,744)	(1,796,745)	(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)	146,097	21,111,864	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)	43,352,611	32,855,017	43,206,514

STATEMENT AS OF JUNE 30, 2012 OF THE Buckeye Community Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
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	166,108	.0	.0	.0	.0	.0	.0	840	165,268	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	970,849							4,728	966,121	
Total Member Ambulatory Encounters for Period:										
7. Physician	562,906							9,624	553,282	
8. Non-Physician	486,395							4,633	481,762	
9. Total	1,049,301	0	0	0	0	0	0	14,257	1,035,044	0
10. Hospital Patient Days Incurred	45,564							990	44,574	
11. Number of Inpatient Admissions	9,009							180	8,829	
12. Health Premiums Written (a).....	364,054,480							5,196,170	358,858,310	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	364,054,480							5,196,170	358,858,310	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	291,281,513							4,746,192	286,535,321	
18. Amount Incurred for Provision of Health Care Services	287,632,568							5,300,546	282,332,022	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 5,196,170

STATEMENT AS OF JUNE 30, 2012 OF THE Buckeye Community Health Plan, Inc.

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	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	1,098,525	3,693,705	147,444	1,445,507	1,245,969	1,038,596
7. Title XIX - Medicaid	45,896,963	242,241,184	4,012,198	42,354,556	49,909,161	52,781,456
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	46,995,488	245,934,889	4,159,642	43,800,063	51,155,130	53,820,052
10. Health care receivables (a)		1,648,864			.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....					.0	.0
13. Totals (Lines 9-10+11+12)	46,995,488	244,286,025	4,159,642	43,800,063	51,155,130	53,820,052

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

NOTES TO FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

A. Accounting Practices

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

A-C. No change

D. Loan-Backed Securities

The source for determining prepayment assumptions for loan-backed securities is Bloomberg. No loan backed securities were subject to an other than temporary impairment.

E-G. No change

(6) Joint Ventures, Partnerships and Limited Liability Companies

No change

(7) Investment Income

No change

(8) Derivative Instruments

No change

(9) Income Taxes

NOTES TO FINANCIAL STATEMENTS

No change

(10) Information Concerning Parent, Subsidiaries and Affiliates

No change

(11) Debt

No change

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

No change

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

No change

(14) Contingencies

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.

A-B. 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:

<u>Level input</u>	<u>Input definition</u>
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 June 30, 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	\$ 43,352,611	—	—	43,352,611
Common stock	—	—	—	—
Total assets at fair value	\$ 43,352,611	—	—	43,352,611

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

In June 2012, the company was notified by the Ohio Department of Job and Family Services (ODJFS) that it was awarded a contract to serve Medicaid members in Ohio, effective January 2013. In July 2012, a lawsuit was filed by another managed care organization against ODJFS and a temporary restraining order was granted, preventing ODJFS from implementing the new Medicaid contracts previously awarded.

(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 June 30, 2012, \$47.0 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 \$4.2 million and \$0 as a result of the re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$2.7 million in favorable prior year development. This change is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

(26) Intercompany Pooling Arrangements

No change

(27) Structured Settlements

No change

(28) Health Care Receivables

No change

(29) Participating Policies

No change

NOTES TO FINANCIAL STATEMENTS

(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 [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
3. Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 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 [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 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? Yes No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.

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

- 9.2 Has the code of ethics for senior managers been amended? Yes No

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

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$1,503,192

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

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

14.2 If yes, please complete the following:

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

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes No

- 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.....	78.5 %
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..... \$

STATEMENT AS OF JUNE 30, 2012 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. Dist. Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	N							0	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	N							0	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	N							0	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	L	5,196,170	358,858,310				364,054,480		
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	0
59. Subtotal	XXX	0	5,196,170	358,858,310	0	0	0	364,054,480	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 1	0	5,196,170	358,858,310	0	0	0	364,054,480	0	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	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	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

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	
GPT Acquisition LLC	45-5431787	DE	
Clayton Property Investment LLC	45-4372065	DE	
Bankers Reserve Life Insurance Company of Wisconsin	39-0993433	WI	71013
CenCorp Health Solutions, Inc	22-3889471	DE	
Cenphiny Mgmt, LLC	42-1565805	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	
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	

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

PART 1 - ORGANIZATIONAL CHART

Peach State Health Plan, Inc	20-3174593	GA	12315
Buckeye Community Health Plan, Inc	32-0045282	OH	11834
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
CCTX Holdings, LLC	20-2074217	DE	
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
Kentucky Spirit Health Plan, Inc	45-1294925	KY	14100
Healthy Missouri Holding, Inc	45-5070230	MO	
Home State Health Plan, Inc	45-2798041	MO	14218
Sunflower State Health Plan, Inc	45-3276702	KS	14345
Casenet LLC	90-0636938	DE	

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

Granite State Health Plan, Inc	45-4792498	NH	14226
Western Sky Community Care, Inc	45-5583511	NM	
Centurion Group, Inc	64-1450727	DE	
Centurion LLC	90-0766502	DE	

STATEMENT AS OF JUNE 30, 2012 OF THE Buckeye Community Health Plan, Inc.

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	42-1406317		0001071739	New York Stock Exchange	Centene Corporation	DE	NIA	Shareholders/Board of Directors	Shareholders/Board of Directors	100.0	Shareholders/Board of Directors	
01295	Centene Corporation	00000	39-1864073				Centene Management Company LLC	WI	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
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	00000	26-4094682				Centene Center LLC	DE	NIA	CMC Real Estate Co. LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-5431787				GPT Acquisition LLC	DE	NIA	CMC Real Estate Co. LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-4372065				Clayton Property Investment LLC	DE	NIA	CMC Real Estate Co. LLC	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	22-3889471				CenCorp Health Solutions, Inc	DE	NIA	Centene Corporation	Ownership	1.0	Centene Corporation	
01295	Centene Corporation	00000	42-1565805				Cenphiny Mgmt, LLC	DE	NIA	CenCorp Health Solutions, Inc	Ownership	99.0	Centene Corporation	
01295	Centene Corporation	00000	42-1565807				NurseWise Holdings LLC	DE	NIA	CenCorp Health Solutions, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	52-2379566				NurseWise LP	DE	NIA	NurseWise Holdings LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-4730372				Nurse Response, Inc	DE	NIA	NurseWise Holdings 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	00000	20-4980818				Bridgeway Health Solutions of Arizona, LLC	AZ	NIA	Bridgeway Health Solutions, 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	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	00000	16-1686991				Wellness By Choice, LLC	NY	NIA	Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations	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	12525	74-3018565				Cenpatico Behavioral Health of TX, Inc	TX	IA	Cenpatico Behavioral Health, LLC	Ownership	100.0	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	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	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	

STATEMENT AS OF JUNE 30, 2012 OF THE Buckeye Community Health Plan, Inc.

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	20-1624120				Cenpatico Behavioral Health of Arizona, LLC	AZ	NIA	Cenpatico Behavioral Health, LLC	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	36-4520004				OptiCare Vision Insurance Co, Inc	SC	NIA	OptiCare Managed Vision, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	95302	75-2592153				AEOC Total Vision Health Plan of Texas, Inc.	TX	IA	OptiCare Managed Vision, 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	65-0094759				Ocucare Systems, Inc.	FL	NIA	OptiCare Managed Vision, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-4861241				Total Vision, Inc.	DE	NIA	OptiCare Managed Vision, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	12315	20-3174593				Peach State Health Plan, Inc.	GA	IA	OptiCare Managed Vision, 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	12959	20-5693998				Absolute Total Care, Inc.	SC	IA	Centene Corporation	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	96822	39-1678579				Managed Health Services Insurance Corp.	WI	IA	Centene Corporation	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	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	27-2221367				Novasys Health, Inc.	DE	NIA	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	95647	74-2770542				Superior HealthPlan, Inc.	TX	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	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	95503	22-3292245				University Health Plans, Inc.	NJ	IA	Centene Corporation	Ownership	1.0	Centene Corporation	
01295	Centene Corporation	00000	20-2074217				CCTX Holdings, LLC	DE	NIA	Centene Corporation	Ownership	99.0	Centene Corporation	

STATEMENT AS OF JUNE 30, 2012 OF THE Buckeye Community Health Plan, Inc.

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	20-2074277				Centene Holdings, LLC	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	74-2810404				Centene Company of Texas, LP	TX	NIA	Centene Holdings, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	77-0578529				US Script, Inc	DE	NIA	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	00000	75-2612875				RX Direct, Inc	TX	NIA	US Script, Inc	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	26-0557093				Sunshine Health Holding Company, Inc	FL	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	13148	20-8937577				Sunshine State Health Plan, Inc	FL	IA	Sunshine Health Holding Company, Inc	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	45-5070230				Healthy Missouri Holding, Inc	MO	NIA	Centene Corporation	Ownership	95.0	Centene Corporation	
01295	Centene Corporation	14218	45-2798041				Home State Health Plan, Inc	MO	IA	Healthy Missouri Holding, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	14345	45-3276702				Sunflower State Health Plan, Inc	KS	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	90-0636938				Casenet LLC	DE	NIA	Centene Corporation	Ownership	80.6	Centene Corporation	
01295	Centene Corporation	14226	45-4792498				Granite State Health Plan, Inc	NH	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-5583511				Western Sky Community Care, Inc	NM	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	64-1450727				Centurion Group, Inc	DE	NIA	Centene Corporation	Ownership	51.0	Centene Corporation	
01295	Centene Corporation	00000	90-0766502				Centurion LLC	DE	NIA	Centurion LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	43-1795436				MHS Travel & Charter, Inc	WI	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	

16.2

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 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
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

NONE

SCHEDULE B – VERIFICATION

Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
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

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	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)	(6,056)	(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)	1,133,965	780,021
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	1,133,965	780,021

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	96,273,790	108,254,355
2. Cost of bonds and stocks acquired	35,944,379	16,290,170
3. Accrual of discount	929	585
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		52,575
6. Deduct consideration for bonds and stocks disposed of	42,218,000	26,667,303
7. Deduct amortization of premium	702,568	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)	89,298,530	96,273,790
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	89,298,530	96,273,790

STATEMENT AS OF JUNE 30, 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).....	109,368,661	58,049,359	66,745,039	(337,100)	109,368,661	100,335,880	0	99,300,190
2. Class 2 (a).....	0				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	4,000,000	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	113,368,661	58,049,359	66,745,039	(337,100)	113,368,661	104,335,880	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	113,368,661	58,049,359	66,745,039	(337,100)	113,368,661	104,335,880	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 \$37,349 ; NAIC 2 \$;
NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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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	15,037,351	XXX	15,037,351	7,917	

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	115,008,500	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	108,000,079	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).....	15,037,351	8,028,930
11. Deduct total nonadmitted amounts.....		.0
12. Statement value at end of current period (Line 10 minus Line 11)	15,037,351	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 JUNE 30, 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

1 CUSIP Identification	2 Name or Description	3 Location		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		3 City	4 State									
Joint Venture Interests - Other - Unaffiliated												
000000-00-0	HLM Investments					02/10/2010	1	300,000	1,040,000		2,600,000	5.300
1999999	Joint Venture, Partnership or Limited Liability Company Interests that have the Underlying Characteristics - Other - Unaffiliated											
								300,000	1,040,000	0	2,600,000	XXX
3999999 - Subtotals Unaffiliated								300,000	1,040,000	0	2,600,000	XXX
4099999 - Subtotals Affiliated								0	0	0	0	XXX
4199999 Totals								300,000	1,040,000	0	2,600,000	XXX

SCHEDULE BA - PART 3

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

1 CUSIP Identification	2 Name or Description	3 Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encumbrances Prior Year	9 Change in Book/Adjusted Carrying Value						15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income
		3 City	4 State					9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B./A.C.V. (9+10-11+12)	14 Total Foreign Exchange Change in B./A.C.V.						
NONE																			
3999999 - Subtotals Unaffiliated																			
4099999 - Subtotals Affiliated																			
4199999 Totals																			

E03

STATEMENT AS OF JUNE 30, 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 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator (a)
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
930863-F3-4	WAKE CNTY NC V/R		06/15/2012	Wachovia Bank/Capital Mkt		400,000	400,000	22	1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						400,000	400,000	22	XXX
Bonds - U.S. Special Revenue									
455057-TR-0	INDIANA ST FIN AUTH REV		06/28/2012	Goldman Sachs & Co		100,000	100,000	14	1FE
455057-TP-4	INDIANA ST FIN AUTH REV VR		05/18/2012	JP Morgan Chase		2,000,000	2,000,000	89	1FE
603786-BF-0	MINNEAPOLIS MN REV UNIV GATEWAY		04/17/2012	Wachovia Bank/Capital Mkt		100,000	100,000	8	1FE
606901-WS-1	MISSOURI ST HEALTH & EDL FACS		06/15/2012	JP Morgan Chase		1,200,000	1,200,000	78	1FE
717825-NH-2	PHILADELPHIA PA HOSPS & HIGHER		04/16/2012	JP Morgan Chase		600,000	600,000	44	1FE
717903-ZG-6	PHILADELPHIA PA HOSPS AND EDU		05/01/2012	JP Morgan Chase		2,700,000	2,700,000	44	1FE
57582N-4H-5	STATE OF MASSACHUSETTS		06/01/2012	Goldman Sachs & Co		1,000,000	1,000,000	14	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						7,700,000	7,700,000	233	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
0258MO-DD-8	AMERICAN EXPRESS CREDIT		06/18/2012	Goldman Sachs & Co		1,018,660	1,000,000	5,608	1FE
42805R-AZ-2	HERTZ VEHICLE FINANCING LLC		06/29/2012	Bank of America		1,075,469	1,000,000	1,039	1
91159H-HB-9	US BANK 2.2%		06/18/2012	US BANK		1,033,040	1,000,000	2,200	1FE
92343V-BD-5	VERIZON COMMUNICATIONS INC		06/18/2012	Susquehanna Financial Grou		1,025,030	1,000,000	2,778	1FE
94974B-EU-0	WELLS FARGO & COMPANY		06/29/2012	Wells Fargo		797,160	750,000	6,042	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,949,359	4,750,000	17,667	XXX
8399997 - Subtotals - Bonds - Part 3						13,049,359	12,850,000	17,922	XXX
8399999 - Subtotals - Bonds						13,049,359	12,850,000	17,922	XXX
9999999 Totals						13,049,359	XXX	17,922	XXX

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

E04

STATEMENT AS OF JUNE 30, 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	Foreign	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																					
795676-KB-0	SALT LK CNTY UTAH		06/15/2012	MATURITY		1,575,000	1,575,000	1,581,851	1,575,889		(889)		(889)		1,575,000				31,500	06/15/2012	1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						1,575,000	1,575,000	1,581,851	1,575,889	0	(889)	0	(889)	0	1,575,000	0	0	0	31,500		XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
160853-JL-2	CHARLOTTE MECKLENBURG HOSP AUTH		04/13/2012	Wachovia Bank/Capital Mkt		900,000	900,000	900,000	900,000				.0		900,000			.0	223	01/15/2026	1FE
199491-XA-4	COLUMBUS OHIO SER 1 VR		04/12/2012	JP Morgan Chase		1,800,000	1,800,000	1,800,000					.0		1,800,000			.0	434	12/01/2026	1FE
20774L-6C-4						700,000	700,000	700,000	700,000				.0		700,000			.0	174	07/01/2035	1FE
232286-BH-6	CUYAHOGA CNTY OH VR		04/13/2012	JP Morgan Chase		700,000	700,000	700,000	700,000				.0		700,000			.0	200	01/01/2039	1FE
303820-K4-5	FAIRFAX CNTY VA REF & PUB		04/01/2012	MATURITY		1,550,000	1,550,000	1,687,144	1,560,531		(10,531)		(10,531)		1,550,000			.0	40,688	04/01/2012	1FE
442378-DV-4	HOUSTON TX HIGHER ED FIN VR		06/21/2012	JP Morgan Chase		100,000	100,000	100,000	100,000				.0		100,000			.0	53	05/15/2048	1FE
455057-TP-4	INDIANA ST FIN AUTH REV VR		06/21/2012	JP Morgan Chase		2,300,000	2,300,000	2,300,000	100,000				.0		2,300,000			.0	455	02/01/2037	1FE
545904-GS-7	LOUDOUN CNTY CA SANTN WTR SWR REV		04/12/2012	Wachovia Bank/Capital Mkt		890,000	890,000	890,000	190,000				.0		890,000			.0	255	01/01/2030	1FE
57582N-5P-6	MASSACHUSETTS ST CONS LN SER C		05/01/2012	MATURITY		780,000	780,000	844,381	786,123		(6,123)		(6,123)		780,000			.0	19,500	05/01/2012	1FE
57586C-GC-3	MASSACHUSETTS ST HLTH & EDL		06/22/2012	Called		35,000	35,000	35,000	35,000				.0		35,000			.0	31	07/01/2040	1FE
592041-JR-9	MET GOV NASHVILLE & DAVIDSON REV		04/02/2012	Called		800,000	800,000	800,000					.0		800,000			.0	158	10/01/2030	1FE
60635R-S9-9	MISSOURI ST HEALTH & EDU		04/13/2012	JP Morgan Chase		1,000,000	1,000,000	1,000,000					.0		1,000,000			.0	164	05/15/2034	1FE
67766W-CH-3	OHIO ST WTR DEV AUTH		06/01/2012	MATURITY		900,000	900,000	955,008	905,212		(5,212)		(5,212)		900,000			.0	23,625	06/01/2012	1FE
679111-TA-2	POLLUTN CTL		04/13/2012	JP Morgan Chase		1,400,000	1,400,000	1,400,000					.0		1,400,000			.0	250	01/01/2028	1FE
717903-ZG-6	OKLAHOMA ST SPK AUTH REV		06/21/2012	JP Morgan Chase		2,700,000	2,700,000	2,700,000					.0		2,700,000			.0	330	02/15/2021	1FE
771902-FH-1	PHILADELPHIA PA HOSPS AND EDU		04/12/2012	Wachovia Bank/Capital Mkt		400,000	400,000	400,000					.0		400,000			.0	104	08/15/2032	1FE
783186-NB-1	ROCHESTER MN HEALTH CARE		06/21/2012	Morgan Stanley		900,000	900,000	900,000	900,000				.0		900,000			.0	622	05/01/2039	1FE
882135-XV-3	RUTGERS ST UNIV NJ		05/15/2012	MATURITY		1,000,000	1,000,000	1,048,460	1,004,045		(4,045)		(4,045)		1,000,000			.0	25,000	05/15/2012	1FE
882854-MZ-2	TEXAS A&M UNIV REVS		05/18/2012	Called		35,000	35,000	35,000	35,000				.0		35,000			.0	20	07/15/2019	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						18,890,000	18,890,000	19,194,993	7,815,911	0	(25,911)	0	(25,911)	0	18,890,000	0	0	0	112,286		XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
194160-DB-3	COLGATE PALMOLIVE CO		04/25/2012	MATURITY		30,000	30,000	33,729	30,169		(169)		(169)		30,000			.0	897	04/25/2012	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						30,000	30,000	33,729	30,169	0	(169)	0	(169)	0	30,000	0	0	0	897		XXX
8399997 - Subtotals - Bonds - Part 4						20,495,000	20,495,000	20,810,573	9,421,969	0	(26,969)	0	(26,969)	0	20,495,000	0	0	0	144,683		XXX
8399999 - Subtotals - Bonds						20,495,000	20,495,000	20,810,573	9,421,969	0	(26,969)	0	(26,969)	0	20,495,000	0	0	0	144,683		XXX
9999999 Totals						20,495,000	20,495,000	20,810,573	9,421,969	0	(26,969)	0	(26,969)	0	20,495,000	0	0	0	144,683		XXX

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

EO5

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 JUNE 30, 2012 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

E12