



# QUARTERLY STATEMENT

AS OF SEPTEMBER 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 [ ] Dental Service Corporation [ ] Other [ ]	Property/Casualty [ ] Vision Service Corporation [ ]	Hospital, Medical & Dental Service or Indemnity [ ] Health Maintenance Organization [ X ] 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 (Street and Number)			Columbus, OH 43215 (City or Town, State and Zip Code)		
Main Administrative Office	7700 Forsyth Boulevard (Street and Number)			Saint Louis, MO 63105-3389 (City or Town, State and Zip Code)	314-725-4477 (Area Code) (Telephone Number)	
Mail Address	7700 Forsyth Boulevard (Street and Number or P.O. Box)			Saint Louis, MO 63105-3389 (City or Town, State and Zip Code)		
Primary Location of Books and Records	7700 Forsyth Boulevard (Street and Number)			Saint Louis, MO 63105-3389 (City or Town, State and Zip Code)	314-505-6246 (Area Code) (Telephone Number)	
Internet Web Site Address	www.bchphio.com					
Statutory Statement Contact	Douglas James Boyd (Name) dboyd@centene.com (E-mail Address)			314-505-6246 (Area Code) (Telephone Number) (Extension) 314-725-4658 (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 Regulatoy 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 Loebs, PHD	

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
---	--------------------------------------	--------------------------------------

a. Is this an original filing? Yes [ X ] No [ ]

b. If no:

1. State the amendment number

2. Date filed

3. Number of pages attached

Subscribed and sworn to before me this  
day of November, 2012

**STATEMENT AS OF SEPTEMBER 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 .....	89,195,459		89,195,459	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 (\$ ..... 37,177,798 ), cash equivalents (\$ ..... 0 ) and short-term investments (\$ ..... 20,045,812 ) .....	57,223,609		57,223,609	43,206,511
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....	1,109,916		1,109,916	780,021
9. Receivables for securities .....	.75,000		.75,000	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) .....	.147,603,984	.0	.147,603,984	.140,420,325
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	761,788		761,788	1,137,589
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	10,950,810		10,950,810	.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 .....	788,292		788,292	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	0
18.2 Net deferred tax asset .....	.5,950,824	.3,588,291	.2,362,533	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 .....	.32,292		.32,292	0
24. Health care (\$ ..... 129,778 ) and other amounts receivable .....	.1,969,112	.1,839,333	.129,779	315,676
25. Aggregate write-ins for other than invested assets .....	.8,986,407	.988,277	.7,998,130	.8,711,552
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	177,043,509	6,415,901	170,627,608	159,583,275
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27) .....	177,043,509	6,415,901	170,627,608	159,583,275
<b>DETAILS OF WRITE-INS</b>				
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 .....	485,109	.485,109	0	0
2502. Goodwill, net .....	8,349,631	.351,501	.7,998,130	.8,711,552
2503. Intangibles, net .....	151,667	.151,667	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) .....	8,986,407	.988,277	.7,998,130	.8,711,552

**STATEMENT AS OF SEPTEMBER 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 \$ 1,983,624 reinsurance ceded)	47,563,163		47,563,163	53,820,053
2. Accrued medical incentive pool and bonus amounts	0		0	0
3. Unpaid claims adjustment expenses	1,147,000		1,147,000	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	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	0		0	0
9. General expenses due or accrued	16,864,554		16,864,554	11,120,589
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	4,229,030		4,229,030	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		0	1,952,829
16. Derivatives			0	0
17. Payable for securities	1,206,575		1,206,575	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 \$ 1,320,268 current)	1,320,268	0	1,320,268	2,940,600
24. Total liabilities (Lines 1 to 23)	72,330,590	0	72,330,590	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	29,047,016	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	.98,297,016	85,497,233
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	170,627,606	159,583,275
<b>DETAILS OF WRITE-INS</b>				
2301. Current State Income Taxes Accrued	358,548		358,548	268,478
2302. Reserve for At Risk Revenue	961,720		961,720	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)	1,320,268	0	1,320,268	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 AS OF SEPTEMBER 30, 2012 OF THE Buckeye Community Health Plan, Inc.

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	1,486,770	1,439,634	1,926,956
2. Net premium income (including \$ non-health premium income)	XXX	550,980,288	418,386,635	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	550,980,288	418,386,635	606,779,058
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		280,913,538	256,111,707	360,278,983
10. Other professional services .....		24,165,794	25,364,232	34,050,812
11. Outside referrals .....			0	0
12. Emergency room and out-of-area .....		40,349,911	38,426,909	51,290,969
13. Prescription drugs .....		87,024,837	1,030,259	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	(2,778)	(2,778)
16. Subtotal (Lines 9 to 15) .....	0	432,454,080	320,930,329	478,460,585
<b>Less:</b>				
17. Net reinsurance recoveries .....		3,518,647	8,651,015	10,981,031
18. Total hospital and medical (Lines 16 minus 17) .....	0	428,935,433	312,279,314	467,479,554
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 511,993 cost containment expenses.....		16,473,349	13,055,370	18,344,005
21. General administrative expenses.....		90,787,966	75,390,314	99,514,167
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		0	0	0
23. Total underwriting deductions (Lines 18 through 22) .....	0	536,196,748	400,724,998	585,337,726
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	14,783,540	17,661,637	21,441,332
25. Net investment income earned .....		1,524,112	1,729,318	2,282,348
26. Net realized capital gains (losses) less capital gains tax of \$.....			22,039	34,174
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	1,524,112	1,751,357	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	16,307,652	19,412,994	23,757,854
31. Federal and foreign income taxes incurred .....	XXX	5,584,321	6,432,951	8,197,338
32. Net income (loss) (Lines 30 minus 31) .....	XXX	10,723,331	12,980,043	15,560,516
<b>DETAILS OF WRITE-INS</b>				
0601.....	XXX			
0602.....	XXX			
0603.....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	0	0	0
0701.....	XXX			
0702.....	XXX			
0703.....	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	0	0	0
1401.....				
1402.....				
1403.....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0	0
2901.....				
2902.....				
2903.....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0	0

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year	85,497,235	80,383,878	80,383,878
34. Net income or (loss) from Line 32	10,723,331	12,980,043	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 \$	(38,537)	(71,568)	(11,640)
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	(86,640)	(1,152,637)	(1,238,959)
39. Change in nonadmitted assets	1,850,944	5,079,200	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)	12,799,784	16,918,246	5,113,357
49. Capital and surplus end of reporting period (Line 33 plus 48)	98,297,019	97,302,124	85,497,235
<b>DETAILS OF WRITE-INS</b>			
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

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

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance.....	546,294,837	414,999,255	604,437,155
2. Net investment income.....	2,912,280	3,274,727	4,043,281
3. Miscellaneous income.....	0	0	0
4. Total (Lines 1 to 3).....	549,207,117	418,273,982	608,480,436
5. Benefit and loss related payments.....	435,054,290	309,986,533	457,388,655
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0
7. Commissions, expenses paid and aggregate write-ins for deductions.....	99,827,893	84,289,035	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).....	4,530,262	4,000,625	3,464,919
10. Total (Lines 5 through 9).....	539,412,445	398,276,193	568,340,716
11. Net cash from operations (Line 4 minus Line 10).....	9,794,672	19,997,789	40,139,720
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	57,818,000	21,992,205	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.....	1,291,576	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	59,109,576	21,992,205	26,667,303
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	51,752,038	10,990,170	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.....	440,000	300,000	300,000
13.6 Miscellaneous applications.....	0	5,000	160,001
13.7 Total investments acquired (Lines 13.1 to 13.6).....	52,192,038	11,295,170	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).....	6,917,538	10,697,035	9,917,131
<b>Cash from Financing and Miscellaneous Sources</b>			
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).....	(2,695,117)	(2,695,117)	(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).....	(2,695,117)	(2,695,117)	(18,593,490)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17).....	14,017,093	27,999,707	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).....	57,223,607	39,742,860	43,206,514

STATEMENT AS OF SEPTEMBER 30, 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							
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 .....	172,942	0	.0	0	0	.0	0	.862	172,080	.0
5. Current Year .....	0									
6. Current Year Member Months	1,486,770							7,318	1,479,452	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	836,039							15,026	821,013	
8. Non-Physician .....	731,630							6,919	724,711	
9. Total .....	1,567,669	0	0	0	0	0	0	21,945	1,545,724	0
10. Hospital Patient Days Incurred	69,474							1,483	67,991	
11. Number of Inpatient Admissions	13,802							260	13,542	
12. Health Premiums Written (a) .....	.557,402,586							8,250,310	549,152,276	
13. Life Premiums Direct .....	0									
14. Property/Casualty Premiums Written .....	0									
15. Health Premiums Earned .....	.557,402,586							8,250,310	549,152,276	
16. Property/Casualty Premiums Earned .....	0									
17. Amount Paid for Provision of Health Care Services .....	.435,192,323							.7,657,532	.427,534,791	
18. Amount Incurred for Provision of Health Care Services	432,454,080							8,017,428	424,436,652	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 8,250,310

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

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
0199999 Individually listed claims unpaid.....	0	.0	0	.0	0	0
0299999 Aggregate accounts not individually listed-uncovered.....						0
0399999 Aggregate accounts not individually listed-covered	11,703,303	232,755	97,484	94,972	10,871	12,139,385
0499999 Subtotals	11,703,303	232,755	97,484	94,972	10,871	12,139,385
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	37,407,402
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	49,546,787
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	0

STATEMENT AS OF SEPTEMBER 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	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 .....	1,201,771	6,501,523	109,311	1,289,182	1,311,082	1,038,596
7. Title XIX - Medicaid .....	45,600,535	383,107,605	3,233,454	42,931,217	48,833,989	52,781,456
8. Other health .....					0	.0
9. Health subtotal (Lines 1 to 8).....	46,802,306	389,609,128	3,342,765	44,220,399	50,145,071	53,820,052
10. Health care receivables (a).....		1,219,112			0	.0
11. Other non-health .....					0	.0
12. Medical incentive pools and bonus amounts .....					0	.0
13. Totals (Lines 9-10+11+12)	46,802,306	388,390,016	3,342,765	44,220,399	50,145,071	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**

#### **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:

	<b>01/01/2012</b>	<b>12/31/2011</b>	<b>Change</b>
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	(4,182,930)	(4,566,647)	383,717
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:

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.

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

**NOTES TO FINANCIAL STATEMENTS**

The following table summarizes fair value measurements by level at September 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	\$ 57,223,609	—	—	57,223,609
Common stock	—	—	—	—
Total assets at fair value	\$ <u>57,223,609</u>	—	—	<u>57,223,609</u>

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	\$ <u>43,206,511</u>	—	—	<u>43,206,511</u>

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 that it was awarded a contract to continue to serve Medicaid members in Ohio. The award remains subject to an ongoing legal proceeding from another managed care organization that was not awarded a contract.

**(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 September 30, 2012, \$46.8 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 \$3.3 million and \$0 as a result of the re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$3.7 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

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

**GENERAL INTERROGATORIES**

**PART 1 - COMMON INTERROGATORIES  
GENERAL**

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [X]

2.2 If yes, date of change: .....

3. Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes [ ] No [X]

If yes, complete the Schedule Y - Part 1 - organizational chart.

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes [ ] No [X]

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [X] NA [ ]

If yes, attach an explanation.

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

**STATEMENT AS OF SEPTEMBER 30, 2012 OF THE Buckeye Community Health Plan, Inc.****GENERAL INTERROGATORIES**

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? .....  Yes [X]  No [ ]

- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

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

.....

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... \$ 32,292

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? .....  Yes [ ]  No [X]

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....  Yes [ ]  No [ ]

If no, attach a description with this statement.

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

**GENERAL INTERROGATORIES**

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 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.....	77.9 %
1.2 A&H cost containment percent.....	0.1 %
1.3 A&H expense percent excluding cost containment expenses.....	19.2 %

2.1 Do you act as a custodian for health savings accounts?.....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
---	---

2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ _____
---	----------

2.3 Do you act as an administrator for health savings accounts?.....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
--	---

2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ _____
--	----------

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

## **SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

STATEMENT AS OF SEPTEMBER 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							
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama .....	AL	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.	8,250,310	549,152,276				557,402,586	
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	8,250,310	549,152,276	0	0	557,402,586	0
60. Reporting entity contributions for Employee Benefit Plans .....		XXX						0	
61. Total (Direct Business)	(a)	1	0	8,250,310	549,152,276	0	0	557,402,586	0
<b>DETAILS OF WRITE-INS</b>									
5801.		XXX							
5802.		XXX							
5803.		XXX							
5898. Summary of remaining write-ins for Line 58 from overflow page.		XXX	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)		XXX	0	0	0	0	0	0	0

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

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

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

**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		
Peach State Health	20-3174593	GA	12315	

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

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

Plan, Inc				
Absolute Total Care, Inc	Buckeye Community Health Plan, Inc 32-0045282 20-5693998	OH SC	11834 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	

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

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

Casenet LLC	90-0636938	DE
	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
MHS Travel & Charter, Inc	43-1795436	WI

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

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
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.....	100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	42-1565805.....				Cenphiny Mgmt, LLC.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	1.0	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.....	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 SEPTEMBER 30, 2012 OF THE Buckeye Community Health Plan, Inc.**

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
01295.....	Centene Corporation.....	00000.....	20-1624120.....				Cenpatico Behavioral Health of Arizona, LLC.....	AZ.....	N/A.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-4730341.....				OptiCare Managed Vision, Inc.....	DE.....	N/A.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	36-4520004.....				OptiCare Vision Insurance Co, Inc.....	SC.....	N/A.....	OptiCare Managed Vision, 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.....	00000.....	20-4773088.....				OptiCare Vision Company, Inc.....	DE.....	N/A.....	OptiCare Managed Vision, Inc.....	Ownership.....	100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	65-0094759.....				Ocucare Systems, Inc.....	FL.....	N/A.....	OptiCare Managed Vision, Inc.....	Ownership.....	100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-4861241.....				Total Vision, Inc.....	DE.....	N/A.....	OptiCare Managed Vision, Inc.....	Ownership.....	100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	12315.....	20-3174593.....				Peach State Health Plan, Inc.....	GA.....	IA.....	Centene Corporation.....	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.....	N/A.....	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.....	N/A.....	Celtic Group, Inc.....	Ownership.....	100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	26-4278205.....				CeltiCare Health Plan Holdings LLC.....	DE.....	N/A.....	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.....	N/A.....	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.....	100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-2074217.....				CCTX Holdings, LLC.....	DE.....	N/A.....	Centene Corporation.....	Ownership.....	99.0	Centene Corporation.....	

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

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
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	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	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.....	Centene Corporation.....	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 Holdings, Inc.....	MO.....	.NIA.....	Centene Corporation.....	Ownership.....	.95.0	Corporation.....	
01295.....	Centene Corporation.....	14218.....	45-2798041.....				Home State Health Plan, Inc.....	MO.....	.IA.....	Centene Corporation.....	Ownership.....	100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	14345.....	45-3276702.....				Sunflower State Health Plan, Inc.....	KS.....	.IA.....	Centene Corporation.....	Ownership.....	100.0	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	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	Corporation.....	
01295.....	Centene Corporation.....	00000.....	90-0766502.....				Centurion LLC.....	DE.....	.NIA.....	Centurion Group, Inc.....	Ownership.....	100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	43-1795436.....				MHS Travel & Charter, Inc.....	WI.....	.NIA.....	Centene Corporation.....	Ownership.....	100.0	Centene Corporation.....	

Asterisk	Explanation
----------	-------------

## 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**

---

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

**SCHEDULE A – VERIFICATION**

Real Estate

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

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

**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	0
2.2 Additional investment made after acquisition.....	440,000	300,000
3. Capitalized deferred interest and other.....	0	0
4. Accrual of discount.....	0	0
5. Unrealized valuation increase (decrease).....	(110,105)	(90,569)
6. Total gain (loss) on disposals.....	0	0
7. Deduct amounts received on disposals.....	0	0
8. Deduct amortization of premium and depreciation.....	0	0
9. Total foreign exchange change in book/adjusted carrying value.....	0	0
10. Deduct current year's other than temporary impairment recognized.....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....	1,109,916	780,021
12. Deduct total nonadmitted amounts.....	0	0
13. Statement value at end of current period (Line 11 minus Line 12).....	1,109,916	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.....	51,752,036	16,290,170
3. Accrual of discount.....	2,092	585
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals.....	52,575	52,575
6. Deduct consideration for bonds and stocks disposed of.....	57,818,000	26,667,303
7. Deduct amortization of premium.....	1,014,459	1,656,592
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	89,195,459	96,273,790
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11).....	89,195,459	96,273,790

**STATEMENT AS OF SEPTEMBER 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
<b>BONDS</b>								
1. Class 1 (a).....	100,335,880	56,353,467	51,137,349	(310,728)	109,368,661	100,335,880	105,241,270	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	4,000,000	4,000,000
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds.....	104,335,880	56,353,467	51,137,349	(310,728)	113,368,661	104,335,880	109,241,270	104,302,719
<b>PREFERRED STOCK</b>								
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.....	104,335,880	56,353,467	51,137,349	(310,728)	113,368,661	104,335,880	109,241,270	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 \$ .....

S102

**SCHEDULE DA - PART 1**

## Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	20,045,811	XXX	20,045,811	12,704	

**SCHEDULE DA - VERIFICATION**

## Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	8,028,930	5,012,083
2. Cost of short-term investments acquired .....	152,054,310	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 .....	140,037,428	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).....	20,045,812	8,028,930
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	20,045,812	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**

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

**SCHEDULE E - VERIFICATION**

(Cash Equivalents)

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

Schedule A - Part 2  
**NONE**

Schedule A - Part 3  
**NONE**

Schedule B - Part 2  
**NONE**

Schedule B - Part 3  
**NONE**

**STATEMENT AS OF SEPTEMBER 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**

## **SCHEDULE BA - PART 3**

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

**NON**

四

STATEMENT AS OF SEPTEMBER 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 <sup>(a)</sup>
<b>Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>									
346622-3D-3.....	FORSYTH COUNTY NC SER B.....		.07/03/2012.....	Wachovia Bank/Capital Mkt.....		1,200,000	1,200,000	6	.1FE
930863-H5-7.....	WAKE CNTY VR SCH SER A.....		.07/16/2012.....	Wachovia Bank/Capital Mkt.....		200,000	200,000	10	.1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						1,400,000	1,400,000	16	XXX
<b>Bonds - U.S. Special Revenue</b>									
.13063B-D6-6.....	CALIFORNIA ST VAR PURPOSE.....		.09/25/2012.....	Royal Bank of Canada.....		757,254	.640,000		.1FE
.160853-JL-2.....	CHARLOTTE MECKLENBURG HOSP AUTH.....		.07/16/2012.....	Wachovia Bank/Capital Mkt.....		1,200,000	1,200,000	33	.1FE
.160853-MR-5.....	CHARLOTTE MECKLENBURG NC HOSP.....		.07/03/2012.....	JP Morgan Chase.....		800,000	800,000	3	.1FE
.401784-VM-2.....	GUILDFORD CNTY NC VR.....		.08/01/2012.....	Wachovia Bank/Capital Mkt.....		400,000	400,000		.1FE
.45200F-CC-1.....	IL ST NORTHWESTERN MEM HOSP VR.....		.08/15/2012.....	JP Morgan Chase.....		400,000	400,000	23	.1FE
.455057-TR-0.....	INDIANA ST FIN AUTH REV.....		.07/16/2012.....	Goldman Sachs & Co.....		300,000	300,000	.15	.1FE
.485424-JB-2.....	KANSAS ST DEPT OF TRANSPRTN.....		.08/01/2012.....	JP Morgan Chase.....		795,000	795,000		.1FE
.545904-GS-7.....	LOUDOUN CNTY CA SANTN WTR SWR REV.....		.09/05/2012.....	Wachovia Bank/Capital Mkt.....		600,000	600,000	.2	.1FE
.649876-K9-9.....	NEW YORK ST LOC GOVT ASSR CORP VR.....		.08/15/2012.....	JP Morgan Chase.....		1,200,000	1,200,000	.55	.1FE
.771902-FC-2.....	ROCHESTER HEALTH CARE FACS MAYO.....		.09/17/2012.....	Wachovia Bank/Capital Mkt.....		1,400,000	1,400,000	.71	.1FE
.771902-FH-1.....	ROCHESTER MN HEALTH CARE FACS RMKT.....		.07/03/2012.....	Wachovia Bank/Capital Mkt.....		1,500,000	1,500,000	.174	.1FE
.57582N-4H-5.....	STATE OF MASSACHUSETTS.....		.08/08/2012.....	Goldman Sachs & Co.....		300,000	300,000	.6	.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						9,652,254	9,535,000	382	XXX
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
.05253J-AA-9.....	AUST & NZ BANKING GRP NY.....	F.....	.09/05/2012.....	Citigroup Global Markets.....		627,304	.630,000		.1FE
.50065W-AC-0.....	KOREA NATIONAL OIL CORP.....	F.....	.09/06/2012.....	VARIOUS.....		938,781	.900,000	12,212	.1FE
.63254A-AC-2.....	NATIONAL AUSTRALIA BANK.....	F.....	.07/27/2012.....	VARIOUS.....		1,000,148	1,000,000		.1FE
.87020P-AA-5.....	SWEDBANK AB 144A.....	F.....	.09/24/2012.....	JP Morgan Chase.....		449,321	.450,000		.1FE
.03523T-BN-7.....	ANHEUSER BUSCH INBEV.....		.07/13/2012.....	Barclay Capital.....		1,001,200	1,000,000	.76	.1FE
.22533C-AA-1.....	CREDIT ACCEPTANCE AUTO LOAN TRUST.....		.09/11/2012.....	Wells Fargo.....		289,950	.290,000		.1FE
.449786-AR-3.....	ING BANK NV.....	F.....	.09/18/2012.....	JP Morgan Chase.....		448,700	.450,000		.1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						4,755,404	4,720,000	12,288	XXX
8399997 - Subtotals- Bonds - Part 3						15,807,658	15,655,000	12,686	XXX
8399999 - Subtotals - Bonds						15,807,658	15,655,000	12,686	XXX
9999999 Totals						15,807,658	XXX	12,686	XXX

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

**STATEMENT AS OF SEPTEMBER 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 CUSIP Identifi- cation	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)			
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B.A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B.A.C.V.										
<b>Bonds - U.S. States, Territories and Possessions</b>																								
419780-XL-0...	HAWAII ST.		07/01/2012.	MATURITY			.735,000	.735,000	.781,004	.740,073		(5,073)		(5,073)					0		38,588	07/01/2012	1FE	
646039-AS-6...	NEW JERSEY ST.		07/01/2012.	MATURITY			1,000,000	1,000,000	1,061,210	1,006,755		(6,755)		(6,755)					0		52,500	07/01/2012	1FE	
1799999 - Bonds - U.S. States, Territories and Possessions					1,735,000	1,735,000	1,842,214	1,746,828	0	(11,828)	0	(11,828)	0	1,735,000	0	0	0	0	0	91,088	XXX	XXX		
<b>Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>																								
346622-3D-3...	FORSYTH COUNTY NC SER B.		08/30/2012.	Called			.70,000	.70,000	.70,000	.70,000		0		.70,000					0		73	10/01/2026	1FE	
414004-MV-0...	HARRIS CNTY TX REF.		08/15/2012.	MATURITY			.995,000	.995,000	1,124,649	1,022,078		(27,078)		(27,078)						0		50,994	08/15/2012	1FE
MONGOMERY CNTY MD VAR																								
613340-S9-0...	IMPT B RMKT		09/07/2012.	JP Morgan Chase			.450,000	.450,000	.450,000	.450,000		0		.450,000					0		434	06/01/2026	1FE	
643272-6L-6...	NEW CASTLE CNTY DEL		07/15/2012.	MATURITY			1,565,000	1,565,000	1,642,436	1,574,043		(9,043)		(9,043)					0		78,250	07/15/2012	1FE	
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					3,080,000	3,080,000	3,287,085	2,766,121	0	(36,121)	0	(36,121)	0	3,080,000	0	0	0	0	0	129,751	XXX	XXX		
<b>Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions</b>																								
160853-JL-2...	CHARLOTTE MECKLENBURG HOSP AUTH		08/07/2012.	Wachovia Bank/Capital Mkt			1,200,000	1,200,000	1,200,000	1,200,000		0		1,200,000					0		51	01/15/2026	1FE	
160853-MR-5...	CHARLOTTE MECKLENBURG NC HOSP		07/05/2012.	JP Morgan Chase			.800,000	.800,000	.800,000	.800,000		0		.800,000					0		7	01/15/2038	1FE	
235308-HV-8...	DALLAS TX INDPT SD REF		08/15/2012.	MATURITY			.500,000	.500,000	.546,875	.507,711		(7,711)		(7,711)					0		26,250	08/15/2012	1FE	
373384-DF-0...	GEORGIA ST SER E N/C		08/01/2012.	MATURITY			1,000,000	1,000,000	1,079,440	1,011,767		(11,767)		(11,767)					0		50,000	08/01/2012	1FE	
414152-RW-0...	FACS DEV		09/25/2012.	VARIOUS			.395,000	.395,000	.395,000	.395,000		0		.395,000					0		578	10/01/2041	1FE	
485424-JB-2...	KANSAS ST DEPT OF TRANSPRTN		08/02/2012.	Called			.105,000	.105,000	.105,000	.105,000		0		.105,000					0		11	09/01/2019	1FE	
485424-LL-7...	KANSAS ST DEPT TRANSPN HWY REV		09/04/2012.	Called			.100,000	.100,000	.100,000	.100,000		0		.100,000					0		91	09/01/2014	1FE	
485424-LM-5...	REV VR		09/04/2012.	Called			.250,000	.250,000	.250,000	.250,000		0		.250,000					0		228	09/01/2015	1FE	
545904-GS-7...	LOUDOUN CNTY CA SANTN WTR SWR REV		09/11/2012.	Wachovia Bank/Capital Mkt			.600,000	.600,000	.600,000	.600,000		0		.600,000					0		15	01/01/2030	1FE	
606901-WS-1...	FACS		09/20/2012.	JP Morgan Chase			.1,100,000	.1,100,000	.1,100,000	.1,100,000		0		1,100,000					0		.374	03/01/2040	1FE	
717825-NH-2...	PHILADELPHIA , PA HOSPS & HIGHER		09/11/2012.	JP Morgan Chase			.600,000	.600,000	.600,000	.600,000		0		.600,000					0		.455	07/01/2025	1FE	
57582N-4H-5...	STATE OF MASSACHUSETTS		07/05/2012.	Goldman Sachs & Co.			1,000,000	1,000,000	1,000,000	1,000,000		0		1,000,000					0		.170	03/01/2026	1FE	
882854-MZ-2...	TEXAS WTR DEV BRD		08/07/2012.	VARIOUS			.305,000	.305,000	.305,000	.305,000		0		.305,000					0		.276	07/15/2019	1FE	
93974C-VR-8...	WASHINGTON ST PREREFUNDED GO		07/01/2012.	MATURITY			.20,000	.20,000	.20,908	.20,323		(323)		(323)				.20,000		0		1,000	07/01/2012	1FE
93974C-VR-4...	WASHINGTON ST UNREFUNDED GO		07/01/2012.	MATURITY			1,560,000	1,560,000	1,630,786	1,585,191		(25,191)		(25,191)				1,560,000		0		78,000	07/01/2012	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					9,535,000	9,535,000	9,733,009	4,174,992	0	(44,992)	0	(44,992)	0	9,535,000	0	0	0	0	0	157,506	XXX	XXX		
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																								
548661-CM-7...	LOWE'S COMPANIES INC.		09/15/2012.	MATURITY			1,250,000	1,250,000	1,386,413	1,284,440		(34,440)		(34,440)					0		70,000	09/15/2012	1FE	
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)					1,250,000	1,250,000	1,386,413	1,284,440	0	(34,440)	0	(34,440)	0	1,250,000	0	0	0	0	0	70,000	XXX	XXX		
8399997 - Subtotals - Bonds - Part 4					15,600,000	15,600,000	16,248,721	9,972,381	0	(127,381)	0	(127,381)	0	15,600,000	0	0	0	0	0	448,345	XXX	XXX		
8399999 - Subtotals - Bonds					15,600,000	15,600,000	16,248,721	9,972,381	0	(127,381)	0	(127,381)	0	15,600,000	0	0	0	0	0	448,345	XXX	XXX		
9999999 Totals					15,600,000	XXX	16,248,721	9,972,381	0	(127,381)	0	(127,381)	0	15,600,000	0	0	0	0	0	448,345	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 SEPTEMBER 30, 2012 OF THE Buckeye Community Health Plan, Inc.**

**SCHEDULE E - PART 1 - CASH**

Month End Depository Balances								
1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
<b>Open Depositories</b>								
Bank of America.....Chicago, IL.....		0.000			22,736,358	17,863,666	26,951,065	XXX
The Private Bank.....Chicago, IL.....		.0.010	12,781		10,185,469	10,189,795	10,193,926	
0199998 Deposits in .....1 depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX			79,103	82,635	32,807	XXX
0199999 Total Open Depositories	XXX	XXX	12,781	0	33,000,930	28,136,096	37,177,798	
0399999 Total Cash on Deposit	XXX	XXX	12,781	0	33,000,930	28,136,096	37,177,798	
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				
<b>0599999 Total</b>	<b>XXX</b>	<b>XXX</b>	<b>12,781</b>	<b>0</b>	<b>33,000,930</b>	<b>28,136,096</b>	<b>37,177,798</b>	<b>XXX</b>

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

## **SCHEDULE E - PART 2 - CASH EQUIVALENTS**

**NONE**

E12