



QUARTERLY STATEMENT

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

WellCare of Ohio, Inc.

NAIC Group Code	01199	01199	NAIC Company Code	12749	Employer's ID Number	20-3562146
	(Current Period)	(Prior Period)				
Organized under the Laws of	Ohio			State of Domicile or Port of Entry	Ohio	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO, Federally Qualified? Yes [] No [X]	
Incorporated/Organized	09/27/2005		Commenced Business		01/01/2007	
Statutory Home Office	6060 Rockside Woods Blvd #300			Independence, OH 44131		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	8735 Henderson Road		Tampa, FL 33634		813-290-6200	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	P.O. Box 31391		Tampa, FL 33631-3391			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	8735 Henderson Road		Tampa, FL 33634		813-290-6200	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.wellcare.com					
Statutory Statement Contact	Trent Thornton			813-206-3534		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	trent.thornton@wellcare.com			813-675-2899		
	(E-mail Address)			(FAX Number)		

OFFICERS

Name	Title	Name	Title
Alexander Robb Cunningham	President and CEO	Thomas Lacy Tran	CFO and Treasurer
Lisa Gonzalez Iglesias	Secretary	William Carl Epling	Region President

OTHER OFFICERS

Marc Steven Russo	President, North Division	Maurice Sebastian Hebert	Asst Treasurer and CAO
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DIRECTORS OR TRUSTEES

Alexander Robb Cunningham	William Carl Epling	Maurice Sebastian Hebert	Lisa Gonzalez Iglesias
Marc Steven Russo	Thomas Lacy Tran		

State ofFlorida.....

County ofHillsborough..... ss

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

Alexander Robb Cunningham President and CEO	Thomas Lacy Tran CFO and Treasurer	Maurice Sebastian Hebert Asst Treasurer and CAO
Subscribed and sworn to before me this _____ day of _____,		a. Is this an original filing? Yes [X] No []
_____		b. If no:
		1. State the amendment number _____
		2. Date filed _____
		3. Number of pages attached _____

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds			0	0
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 (\$61,832,551), cash equivalents (\$0) and short-term investments (\$26,298,565)	88,131,116		88,131,116	89,226,891
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
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)	88,131,116	0	88,131,116	89,226,891
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	20,997		20,997	22,104
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	7,793,916		7,793,916	12,024,038
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	2,287,556		2,287,556	501,950
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	151,338
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	937,190		937,190	1,769,966
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	41,579	41,579	0	0
24. Health care (\$1,165,262) and other amounts receivable	1,283,561	118,299	1,165,262	482,539
25. Aggregate write-ins for other than invested assets	345,592	124,500	221,092	217,617
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	100,841,507	284,378	100,557,129	104,396,443
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	100,841,507	284,378	100,557,129	104,396,443
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Other Non-Admitted Assets (Prepays)	124,500	124,500	0	0
2502. State and Other Tax Recoverable	221,092		221,092	217,617
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	345,592	124,500	221,092	217,617

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded).....	24,344,253		24,344,253	25,832,688
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	604,969		604,969	666,433
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act	451,116		451,116	406,966
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
9. General expenses due or accrued	5,152,453		5,152,453	5,802,534
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	231,437		231,437	435,273
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	241,892		241,892	91,333
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	313,196		313,196	19,676
16. Derivatives.....			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers).....	10,346,398		10,346,398	10,235,493
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	8,749		8,749	0
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	41,694,463	0	41,694,463	43,490,396
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	1,500	1,500
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	57,198,500	57,198,500
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	1,662,666	3,706,047
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	58,862,666	60,906,047
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	100,557,129	104,396,443
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	960,234	938,831	1,255,841
2. Net premium income (including \$ non-health premium income).....	XXX	233,250,009	183,279,003	260,036,893
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	233,250,009	183,279,003	260,036,893
Hospital and Medical:				
9. Hospital/medical benefits		156,839,204	121,419,393	169,660,964
10. Other professional services		13,120,190	13,133,399	17,735,389
11. Outside referrals			0	0
12. Emergency room and out-of-area		14,990,002	14,434,869	19,093,454
13. Prescription drugs		28,381,433	1,933,034	11,873,533
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15)	0	213,330,829	150,920,695	218,363,340
Less:				
17. Net reinsurance recoveries		25,466,784	17,547,233	23,155,358
18. Total hospital and medical (Lines 16 minus 17)	0	187,864,045	133,373,462	195,207,982
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 2,817,961 cost containment expenses.....		6,513,778	5,190,914	7,719,681
21. General administrative expenses.....		42,000,470	33,412,483	44,994,839
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	236,378,293	171,976,859	247,922,502
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(3,128,284)	11,302,144	12,114,391
25. Net investment income earned		186,753	278,944	350,375
26. Net realized capital gains (losses) less capital gains tax of \$			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	186,753	278,944	350,375
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	(2,941,531)	11,581,088	12,464,766
31. Federal and foreign income taxes incurred	XXX	(857,828)	3,769,532	4,463,863
32. Net income (loss) (Lines 30 minus 31)	XXX	(2,083,703)	7,811,556	8,000,903
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.....	60,906,047	53,494,264	53,494,264
34. Net income or (loss) from Line 32	(2,083,703)	7,811,556	8,000,903
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 \$		0	0
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	(833,448)	(368,043)	669,339
39. Change in nonadmitted assets	2,873,770	293,766	(1,573,072)
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		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	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders	(2,000,000)	0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	314,615	314,613
48. Net change in capital and surplus (Lines 34 to 47)	(2,043,381)	8,051,894	7,411,783
49. Capital and surplus end of reporting period (Line 33 plus 48)	58,862,666	61,546,158	60,906,047
DETAILS OF WRITE-INS			
4701. Prior Period Adjustments.....		314,615	314,613
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	314,615	314,613

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.....	237,524,280	173,910,238	243,920,283
2. Net investment income	187,860	455,719	565,066
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	237,712,140	174,365,957	244,485,349
5. Benefit and loss related payments	191,820,809	140,787,063	195,883,254
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	49,069,182	39,581,521	52,373,685
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	(1,486,768)	328,334	319,358
10. Total (Lines 5 through 9)	239,403,223	180,696,918	248,576,297
11. Net cash from operations (Line 4 minus Line 10)	(1,691,083)	(6,330,961)	(4,090,948)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	0	0
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	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	0
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	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0	0
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)	0	0	0
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	0
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	2,000,000	0	0
16.6 Other cash provided (applied).....	2,595,308	5,864,428	3,093,411
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	595,308	5,864,428	3,093,411
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)	(1,095,775)	(466,533)	(997,537)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	89,226,891	90,224,428	90,224,428
19.2 End of period (Line 18 plus Line 19.1)	88,131,116	89,757,895	89,226,891

STATEMENT AS OF SEPTEMBER 30, 2012 OF THE WellCare of Ohio, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	105,590	.0	.0	.0	.0	.0	.0	3,378	102,212	.0
2 First Quarter	104,678	.0	.0	.0	.0	.0	.0	4,223	100,455	.0
3 Second Quarter	106,815	.0	.0	.0	.0	.0	.0	4,734	102,081	.0
4. Third Quarter	111,185							5,206	105,979	
5. Current Year	0									
6 Current Year Member Months	960,234							41,187	919,047	
Total Member Ambulatory Encounters for Period:										
7. Physician	361,172							43,430	317,742	
8. Non-Physician	120,171							11,094	109,077	
9. Total	481,343	0	0	0	0	0	0	54,524	426,819	0
10. Hospital Patient Days Incurred	40,490							11,999	28,491	
11. Number of Inpatient Admissions	8,261							1,694	6,567	
12. Health Premiums Written (a).....	253,734,743							37,638,126	216,096,617	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	253,734,743							37,638,126	216,096,617	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	191,820,809							29,320,480	162,500,329	
18. Amount Incurred for Provision of Health Care Services	213,330,829							34,391,288	178,939,541	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 37,638,126

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

[illegible]

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	3,035,898	25,259,111	34,518	4,300,325	3,070,416	2,839,248
7. Title XIX - Medicaid	21,122,935	139,934,536	782,131	19,227,279	21,905,066	22,993,440
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	24,158,833	165,193,647	816,649	23,527,604	24,975,482	25,832,688
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	24,158,833	165,193,647	816,649	23,527,604	24,975,482	25,832,688

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of WellCare of Ohio, Inc. (the “Company”), domiciled in the state of Ohio, are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance (the “Department”).

The Department recognizes only statutory accounting practices prescribed or permitted by the state of Ohio for determining and reporting the financial condition and results of operations of an insurance company for determining its solvency under Ohio insurance law. The National Association of Insurance Commissioners Accounting Practices and Procedures manual, (“NAIC SAP”) has been adopted as a component of prescribed or permitted practices by the state of Ohio. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. These modifications had no affect on statutory surplus.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Ohio is shown below:

	For the nine month period ended September 30,	
	<u>2012</u>	<u>2011</u>
Net Income (Loss) - Ohio Basis	\$ (2,083,703)	\$ 7,811,556
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Net Income (Loss) - NAIC SAP	<u>\$ (2,083,703)</u>	<u>\$ 7,811,556</u>

	Balance at	
	September 30,	December 31,
	<u>2012</u>	<u>2011</u>
Statutory Capital and Surplus - Ohio Basis	\$ 58,862,666	\$ 60,906,047
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Statutory Capital and Surplus - NAIC SAP	<u>\$ 58,862,666</u>	<u>\$ 60,906,047</u>

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

No significant change.

C. Accounting Policy

No significant change.

2. Accounting Changes and Correction of Errors

None.

3. Business Combinations and Goodwill

None.

4. Discontinued Operations

The Company’s Medicaid contract expired on June 30, 2012. The Company was not awarded a Medicaid contract in Ohio for the 2013 fiscal year; however, the state extended the Company’s current contract to allow the Company to provide services to existing members through the transition period. The Company currently estimates that the transfer of our Medicaid members to other plans should be substantially complete in the first quarter of 2013, but it may extend through June 30, 2013.

The amounts related to discontinued operations and the effect on specific Ohio Medicaid balances in the Company’s Statement of Revenue and Expenses is as follows:

NOTES TO FINANCIAL STATEMENTS

	September 30, 2012	December 31, 2011
Net premium income (Page 4, Line 2)	\$ 198,870,445	\$ 232,076,556
Total hospital and medical benefits (Page 4, Line 18)	\$ 158,073,441	\$ 175,226,695

5. Investments

No significant change.

D. Loan-Backed Securities – None

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

No significant change.

8. Derivative Instruments

None.

9. Income Taxes

No significant change.

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

The Company paid an ordinary dividend to the Parent Company, WellCare Management Group, Inc., totaling \$2,000,000 on September 28, 2012.

11. Debt

None.

12. Retirement Plans, Deferred Compensation, Etc.

No significant change.

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

The Company paid an ordinary dividend to the Parent Company, WellCare Management Group, Inc., totaling \$2,000,000 on September 28, 2012.

14. Contingencies

A. Contingent Commitments – No significant change.

B. Assessments – No significant change.

C. Gain Contingencies – No significant change.

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming From Lawsuits
No significant change.

E. All Other Contingencies

Government Investigations

The Company's ultimate parent, WellCare, is a party to a number of legal actions and regulatory investigations. These matters do not directly involve the Company and management does not expect the matters to have an impact on the Company's financial position.

Deferred Prosecution Agreement

NOTES TO FINANCIAL STATEMENTS

On April 3, 2012, WellCare was notified that the Deferred Prosecution Agreement (the “DPA”) entered into on May 5, 2009 among the United States Attorney's Office for the Middle District of Florida (the “USAO”), the Florida Attorney General's Office and us was terminated effective immediately. The criminal charges against WellCare were dismissed on April 4, 2012. These actions acknowledge that WellCare has fulfilled all of its obligations under the DPA.

Corporate Integrity Agreement

In April 2011, WellCare entered into a Corporate Integrity Agreement (the “Corporate Integrity Agreement”) with Office of Inspector General of the Department of Health and Human Services (“OIG-HHS”). The Corporate Integrity Agreement has a term of five years and concludes the previously disclosed matters relating to WellCare under review by OIG-HHS. The Corporate Integrity Agreement requires various ethics and compliance programs designed to help ensure WellCare’s ongoing compliance with federal health care program requirements. The terms of the Corporate Integrity Agreement include certain organizational structure requirements, internal monitoring requirements, compliance training, screening processes for new employees, reporting requirements to OIG-HHS, and the engagement of an independent review organization to review and prepare written reports regarding, among other things, WellCare’s reporting practices and bid submissions to federal health care programs.

Other Lawsuits and Claims

Separate and apart from the legal matters described above, WellCare and its subsidiaries are, from time to time, involved in legal actions in the normal course of its business, including, without limitation, wage and hour claims and provider disputes regarding payment of claims. Some of these actions seek monetary damages including claims for liquidated or punitive damages, which are not covered by insurance. WellCare accrues for contingent liabilities related to these matters if a loss is deemed probable and estimable. The actual outcome of these matters may differ materially from current estimates and therefore could have a material adverse effect on WellCare’s or the Company’s results of operations, financial position and cash flows.

15. Leases

No significant change.

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

No significant change.

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

No significant change.

C. Wash Sales – None

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

No significant change.

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

No significant change.

20. Fair Value Measurement

The Company has no assets disclosed at fair value at September 30, 2012.

21. Other Items

No significant change.

22. Events Subsequent

The Company paid an ordinary dividend to the Parent Company, WellCare Management Group, Inc., totaling \$8,000,000 on October 9, 2012.

23. Reinsurance.

The Company enters into reinsurance agreements with affiliated and non-affiliated companies to limit the net

NOTES TO FINANCIAL STATEMENTS

loss arising from large risks and to maintain its exposure to loss within its capital resources. Reinsurance premium expense incurred by the Company is accounted for as a reduction of net premium revenue earned. Reinsurance recoveries are offset against medical expense in the period of such recoveries. The Company remains liable to its policyholders to the extent that its reinsurers do not meet their obligations.

The Company's reinsurance agreement with a non-affiliated company had a retention limit of \$500,000 up to \$2,500,000 for Medicare and \$1,000,000 up to \$3,000,000 for Medicaid business for the year ended December 31, 2012. Premiums paid under this non-affiliated reinsurance agreement were \$159,629 for the nine month period ending September 30, 2012. Recoveries under this policy were \$121,056.

The Company also has a reinsurance agreement with an affiliate that has a retention limit of \$50,000 up to \$500,000 for Medicare business and up to \$1,000,000 for Medicaid business for the years ended December 31, 2012. Under statutory accounting principles, this contract is considered to be with an unauthorized reinsurer and the Company has not taken any reserve credits for claims reported or unreported and not yet paid in its statement of revenues and expenses. Reinsurance recoveries reported represent only claims paid in excess of the retention limit during the period. Premiums paid under the affiliated reinsurance agreement were \$20,325,105 for the nine month period ending September 30, 2012. Recoveries under this policy were \$25,345,728.

24. Retrospectively Rated Contracts

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

The estimated cost of claims expense attributable to insured events of the prior year decreased by \$857,206 during 2012. This is approximately 3% of unpaid claims expenses of \$25,832,688 as of December 31, 2011. Excluding the prior period development related to the release of the provision for moderately adverse conditions, medical benefits expense for the period ending September 30, 2012 was impacted by approximately \$2,310,174 of net unfavorable development related to prior years. This development is primarily the result of the 2011 medical cost trend emerging less favorably than expected in the Company's Medicaid plan due to lower than projected utilization.

Statement of Statutory Accounting Principles (SSAP) No. 85 – *Claim Adjustment Expenses* requires that claim adjustment expenses, including legal expenses, be subdivided into cost containment expenses and other claim adjustment expenses. Cost containment expenses are intended to reduce the number of health services provided or the cost of such services. Other claim adjustment expenses are all other costs which do not meet the definition of cost containment expenses. Cost containment expenses were \$2,817,961 for the nine month period ending September 30, 2012.

26. Intercompany Pooling.

No significant change.

27. Structured Settlements

None.

28. Health Care Receivables.

No significant change.

29. Participating Policies

None.

30. Premium Deficiency Reserves

No significant change.

31. Anticipated Salvage and Subrogation.

No significant change.

NOTES TO FINANCIAL STATEMENTS

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

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

Yes ☐ No ☒
- 1.2

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

Yes ☐ No ☐
- 2.1

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

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

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

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

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

Yes ☐ No ☒
- 4.2

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

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

5.

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

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

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

12/31/2011
- 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.

06/30/2009
- 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).

05/05/2010
- 6.4

By what department or departments?

Ohio Department of Insurance
- 6.5

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

Yes ☒ No ☐ NA ☐
- 6.6

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

Yes ☒ No ☐ NA ☐
- 7.1

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

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

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

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

GENERAL INTERROGATORIES

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

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
Minor revisions to clarify existing provisions. Adopted by Board of Directors on June 21, 2012.....

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

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

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?..... Yes [] No [X]

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

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No [X]

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

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

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

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No [X]

14.2 If yes, please complete the following:

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

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

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

Yes [] No [X]

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

1	2
Name of Custodian(s)	Custodian Address

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	2	3
Name(s)	Location(s)	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	2	3	4
Old Custodian	New Custodian	Date of Change	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	2	3
Central Registration Depository	Name(s)	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.....	81.8 %
1.2 A&H cost containment percent	1.2 %
1.3 A&H expense percent excluding cost containment expenses.....	19.6 %
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 SEPTEMBER 30, 2012 OF THE WellCare of Ohio, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

[illegible]

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							0	
2. Alaska	AK							0	
3. Arizona	AZ							0	
4. Arkansas	AR							0	
5. California	CA							0	
6. Colorado	CO							0	
7. Connecticut	CT							0	
8. Delaware	DE							0	
9. Dist. Columbia	DC							0	
10. Florida	FL							0	
11. Georgia	GA							0	
12. Hawaii	HI							0	
13. Idaho	ID							0	
14. Illinois	IL							0	
15. Indiana	IN							0	
16. Iowa	IA							0	
17. Kansas	KS							0	
18. Kentucky	KY							0	
19. Louisiana	LA							0	
20. Maine	ME							0	
21. Maryland	MD							0	
22. Massachusetts	MA							0	
23. Michigan	MI							0	
24. Minnesota	MN							0	
25. Mississippi	MS							0	
26. Missouri	MO							0	
27. Montana	MT							0	
28. Nebraska	NE							0	
29. Nevada	NV							0	
30. New Hampshire	NH							0	
31. New Jersey	NJ							0	
32. New Mexico	NM							0	
33. New York	NY							0	
34. North Carolina	NC							0	
35. North Dakota	ND							0	
36. Ohio	OH	L	37,638,126	216,096,617				253,734,743	
37. Oklahoma	OK							0	
38. Oregon	OR							0	
39. Pennsylvania	PA							0	
40. Rhode Island	RI							0	
41. South Carolina	SC							0	
42. South Dakota	SD							0	
43. Tennessee	TN							0	
44. Texas	TX							0	
45. Utah	UT							0	
46. Vermont	VT							0	
47. Virginia	VA							0	
48. Washington	WA							0	
49. West Virginia	WV							0	
50. Wisconsin	WI							0	
51. Wyoming	WY							0	
52. American Samoa	AS							0	
53. Guam	GU							0	
54. Puerto Rico	PR							0	
55. U.S. Virgin Islands	VI							0	
56. Northern Mariana Islands	MP							0	
57. Canada	CN							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX	0	37,638,126	216,096,617	0	0	0	253,734,743	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 1	0	37,638,126	216,096,617	0	0	0	253,734,743	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

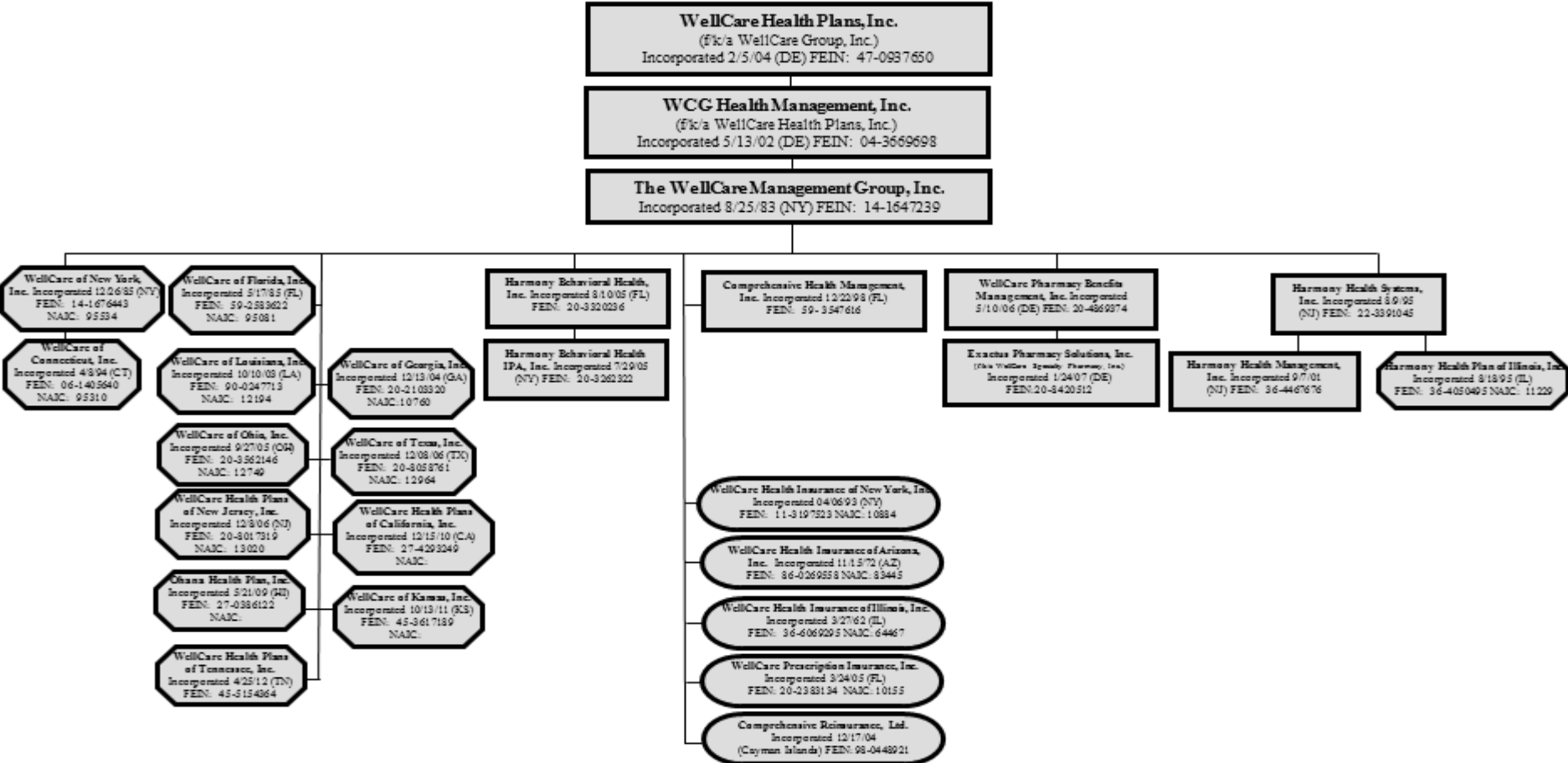
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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



The WellCare Group of Companies

(as of September 30, 2012)



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)	*
01199.....	WellCare Health Plans Inc.....	95310.....	14-1647239.....				WellCare of Connecticut Inc.....	CT.....	IA.....	WellCare of New York, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	95081.....	59-2583622.....				WellCare of Florida Inc.....	FL.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	59-3547616.....				Comprehensive Health Management Inc.....	FL.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	14-1647239.....				The WellCare Management Group, Inc.....	NY.....	UDP.....	WCG Health Management, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	95534.....	14-1676443.....				WellCare of New York Inc.....	NY.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	20-3320236.....				Harmony Behavioral Health Inc.....	FL.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	11229.....	36-4050495.....				Harmony Health Plan of Illinois Inc.....	IL.....	IA.....	Harmony Health Systems, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	12194.....	90-0247713.....				WellCare of Louisiana Inc.....	LA.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	22-3391045.....				Harmony Health Systems Inc.....	IL.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	36-4467676.....				Harmony Health Management Inc.....	IL.....	NIA.....	Harmony Health Systems, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	47-0937650.....		0001279363	NYSE	WellCare Health Plans Inc.....	FL.....	UIP.....	Shareholders.....				
01199.....	WellCare Health Plans Inc.....	00000.....	04-3669698.....				WCG Health Management Inc.....	FL.....	UIP.....	WellCare Health Plans, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	10760.....	20-2103320.....				WellCare of Georgia Inc.....	GA.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	98-0448921.....				Comprehensive Reinsurance Ltd.....	KY.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	10155.....	20-2383134.....				WellCare Prescription Insurance Inc.....	FL.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	12749.....	20-3562146.....				WellCare of Ohio Inc.....	OH.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	20-3262322.....				Harmony Behavioral Health IPA Inc.....	NY.....	NIA.....	Harmony Behavioral Health, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	20-4869374.....				WellCare Pharmacy Benefits Management In.....	DE.....	NIA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	83445.....	86-0269558.....				WellCare Health Insurance of Arizona Inc.....	AZ.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	64467.....	36-6069295.....				WellCare Health Insurance of Illinois In.....	IL.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	12956.....	11-3197523.....				WellCare Health Insurance of New York In.....	NY.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	13020.....	20-8017319.....				WellCare Health Plans of New Jersey Inc.....	NJ.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	12964.....	20-8058761.....				WellCare of Texas Inc.....	TX.....	IA.....	The WellCare Management Group, Inc.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	
01199.....	WellCare Health Plans Inc.....	00000.....	20-8420512.....				Exactus Pharmacy Solutions, Inc.....	DE.....	NIA.....	WellCare Pharmacy Benefits Management.....	Ownership.....	100.0	WellCare Health Plans, Inc.....	

16.1

16.1

16.1

16.1

16.1

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. Busilness not written.

Bar Code:

1.



12749201236500003

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

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

SCHEDULE B – VERIFICATION

Mortgage Loans

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

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

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

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	0	0
2. Cost of bonds and stocks acquired		0
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		0
6. Deduct consideration for bonds and stocks disposed of		0
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	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

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).....	27,298,906	20,148,477	21,148,477	(341)	51,498,049	27,298,906	26,298,565	70,441,702
2. Class 2 (a).....	.0				.0	.0	.0	.0
3. Class 3 (a).....	.0				.0	.0	.0	.0
4. Class 4 (a).....	.0				.0	.0	.0	.0
5. Class 5 (a).....	.0				.0	.0	.0	.0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	27,298,906	20,148,477	21,148,477	(341)	51,498,049	27,298,906	26,298,565	70,441,702
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	27,298,906	20,148,477	21,148,477	(341)	51,498,049	27,298,906	26,298,565	70,441,702

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$; NAIC 2 \$;
NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	26,298,565	XXX	26,289,992	36,274	44

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.....	25,102,636	15,268,117
2. Cost of short-term investments acquired	85,914,556	262,869,425
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	84,717,228	253,032,556
7. Deduct amortization of premium.....	1,399	2,350
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).....	26,298,565	25,102,636
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	26,298,565	25,102,636

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.....	45,339,066	21,049,244
2. Cost of cash equivalents acquired		73,871,893
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	45,339,066	49,403,777
7. Deduct amortization of premium		178,294
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	45,339,066
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	45,339,066

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

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 WellCare of Ohio, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

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