



ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2012
 OF THE CONDITION AND AFFAIRS OF THE

CARESOURCE

NAIC Group Code 3683 , 3683 NAIC Company Code 95201 Employer's ID Number 31-1143265
(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 06/12/1985 Commenced Business 10/01/1988

Statutory Home Office 230 North Main Street , Dayton, OH, US 45402
(Street and Number) (City, State, Country and Zip Code)

Main Administrative Office 230 North Main Street
(Street and Number)
Dayton, OH, US 45402 937-531-3300
(City, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address PO Box 8738 , Dayton, OH, US 45401-8738
(Street and Number or P.O. Box) (City, State, Country and Zip Code)

Primary Location of Books and Records 230 North Main Street
(Street and Number)
Dayton, OH, US 45402 , 937-531-2159
(City, State, Country and Zip Code) (Area Code) (Telephone Number) (Extension)

Internet Web Site Address www.caresource.com

Statutory Statement Contact L. Tarlton Thomas III , 937-531-2159
(Name) (Area Code) (Telephone Number) (Extension)
Tarlton.Thomas@caresource.com 937-396-3438
(E-Mail Address) (Fax Number)

OFFICERS

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

OTHER OFFICERS

_____, _____, _____
 _____, _____, _____

DIRECTORS OR TRUSTEES

<u>Pamela B. Morris</u>	<u>Michael E. Ervin M.D.</u>	<u>Ellen S. Leffak</u>	<u>Lisa Kloppenberg #</u>
<u>William F. Marsteller D.C.</u>	<u>Morris L. Brown M.D.</u>	<u>David T. Miller</u>	<u>Craig Brown</u>

State of Ohio
 County of Montgomery.....

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.

<u>Pamela B. Morris</u> President & Chief Executive Officer	<u>Bobby L. Jones</u> Chief Operating Officer	<u>L. Tarlton Thomas III</u> Chief Financial Officer
Subscribed and sworn to before me this _____ day of _____,		a. Is this an original filing? Yes [X] No []
_____		b. If no:
_____		1. State the amendment number _____
_____		2. Date filed _____
_____		3. Number of pages attached _____

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3+4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	0	0.000	0	0	0	0.000
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies	3,642,279	0.472	3,642,279	0	3,642,279	0.472
1.22 Issued by U.S. government sponsored agencies	65,087,689	8.433	65,087,689	0	65,087,689	8.433
1.3 Non-U.S. government (including Canada, excluding mortgage-backed securities)	0	0.000	0	0	0	0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations	0	0.000	0	0	0	0.000
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations	3,200,789	0.415	3,200,789	0	3,200,789	0.415
1.43 Revenue and assessment obligations	8,907,646	1.154	8,907,646	0	8,907,646	1.154
1.44 Industrial development and similar obligations	875,000	0.113	875,000	0	875,000	0.113
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA	0	0.000	0	0	0	0.000
1.512 Issued or guaranteed by FNMA and FHLMC	0	0.000	0	0	0	0.000
1.513 All other	0	0.000	0	0	0	0.000
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA	0	0.000	0	0	0	0.000
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521	0	0.000	0	0	0	0.000
1.523 All other	0	0.000	0	0	0	0.000
2. Other debt and other fixed income securities (excluding short term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)	298,958,295	38.732	298,958,295	0	298,958,295	38.732
2.2 Unaffiliated non-U.S. securities (including Canada)	33,644,978	4.359	33,644,978	0	33,644,978	4.359
2.3 Affiliated securities	0	0.000	0	0	0	0.000
3. Equity interests:						
3.1 Investments in mutual funds	47,390,051	6.140	47,390,051	0	47,390,051	6.140
3.2 Preferred stocks:						
3.21 Affiliated	0	0.000	0	0	0	0.000
3.22 Unaffiliated	0	0.000	0	0	0	0.000
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated	0	0.000	0	0	0	0.000
3.32 Unaffiliated	0	0.000	0	0	0	0.000
3.4 Other equity securities:						
3.41 Affiliated	0	0.000	0	0	0	0.000
3.42 Unaffiliated	0	0.000	0	0	0	0.000
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated	0	0.000	0	0	0	0.000
3.52 Unaffiliated	0	0.000	0	0	0	0.000
4. Mortgage loans:						
4.1 Construction and land development	0	0.000	0	0	0	0.000
4.2 Agricultural	0	0.000	0	0	0	0.000
4.3 Single family residential properties	0	0.000	0	0	0	0.000
4.4 Multifamily residential properties	0	0.000	0	0	0	0.000
4.5 Commercial loans	0	0.000	0	0	0	0.000
4.6 Mezzanine real estate loans	0	0.000	0	0	0	0.000
5. Real estate investments:						
5.1 Property occupied by company	0	0.000	0	0	0	0.000
5.2 Property held for production of income (including \$of property acquired in satisfaction of debt)	0	0.000	0	0	0	0.000
5.3 Property held for sale (including \$ property acquired in satisfaction of debt)	0	0.000	0	0	0	0.000
6. Contract loans	0	0.000	0	0	0	0.000
7. Derivatives	0	0.000	0	0	0	0.000
8. Receivables for securities	0	0.000	0	0	0	0.000
9. Securities Lending (Line 10, Asset Page reinvested collateral)	0	0.000	0	XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	310,148,134	40.182	310,148,134	0	310,148,134	40.182
11. Other invested assets	0	0.000	0	0	0	0.000
12. Total invested assets	771,854,861	100.000	771,854,861	0	771,854,861	100.000

SCHEDULE A – VERIFICATION BETWEEN YEARS

Real Estate

1. Book/adjusted carrying value, December 31 of prior year.....	2,100,000
2. Cost of acquired:	
2.1 Actual cost at time of acquisition (Part 2, Column 6).....	.0
2.2 Additional investment made after acquisition (Part 2, Column 9).....	.0
3. Current year change in encumbrances:	
3.1 Totals, Part 1, Column 13.....	.0
3.2 Totals, Part 3, Column 11.....	.0
4. Total gain (loss) on disposals, Part 3, Column 18.....	(350,000)
5. Deduct amounts received on disposals, Part 3, Column 15.....	1,750,000
6. Total foreign exchange change in book/adjusted carrying value:	
6.1 Totals, Part 1, Column 15.....	.0
6.2 Totals, Part 3, Column 13.....	.0
7. Deduct current year's other than temporary impairment recognized:	
7.1 Totals, Part 1, Column 12.....	.0
7.2 Totals, Part 3, Column 10.....	.0
8. Deduct current year's depreciation:	
8.1 Totals, Part 1, Column 11.....	.0
8.2 Totals, Part 3, Column 9.....	.0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8).....	.0
10. Deduct total nonadmitted amounts.....	.0
11. Statement value at end of current period (Line 9 minus Line 10).....	.0

SCHEDULE B – VERIFICATION BETWEEN YEARS

Mortgage Loans

1. Book value/recorded investment excluding accrued interest, December 31 of prior year.....	.0
2. Cost of acquired:	
2.1 Actual cost at time of acquisition (Part 2, Column 7).....	.0
2.2 Additional investment made after acquisition (Part 2, Column 8).....	.0
3. Capitalized deferred interest and other:	
3.1 Totals, Part 1, Column 12.....	.0
3.2 Totals, Part 3, Column 11.....	.0
4. Accrual of discount.....	.0
5. Unrealized valuation increase (decrease):	
5.1 Totals, Part 1, Column 9.....	.0
5.2 Totals, Part 3, Column 8.....	.0
6. Total gain (loss) on disposals, Part 3, Column 18.....	.0
7. Deduct amounts received on disposals, Part 3, Column 15.....	.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:	
9.1 Totals, Part 1, Column 13.....	.0
9.2 Totals, Part 3, Column 13.....	.0
10. Deduct current year's other than temporary impairment recognized:	
10.1 Totals, Part 1, Column 11.....	.0
10.2 Totals, Part 3, Column 10.....	.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
12. Total valuation allowance.....	.0
13. Subtotal (Line 11 plus Line 12).....	.0
14. Deduct total nonadmitted amounts.....	.0
15. Statement value of mortgages owned at end of current period (Line 13 minus Line 14).....	.0

NONE

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE BA – VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1. Book/adjusted carrying value, December 31 of prior year.....		0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition (Part 2, Column 8).....	0	
2.2 Additional investment made after acquisition (Part 2, Column 9).....	0	0
3. Capitalized deferred interest and other:		
3.1 Totals, Part 1, Column 16.....	0	
3.2 Totals, Part 3, Column 12.....	0	0
4. Accrual of discount.....		
5. Unrealized valuation increase (decrease):		
5.1 Totals, Part 1, Column 13.....	0	
5.2 Totals, Part 3, Column 9.....	0	0
6. Total gain (loss) on disposals, Part 3, Column 19.....		0
7. Deduct amounts received on disposals, Part 3, Column 16.....		0
8. Deduct amortization of premium and depreciation.....		0
9. Total foreign exchange change in book/adjusted carrying value:		
9.1 Totals, Part 1, Column 17.....	0	
9.2 Totals, Part 3, Column 14.....	0	0
10. Deduct current year's other than temporary impairment recognized:		
10.1 Totals, Part 1, Column 15.....	0	
10.2 Totals, Part 3, Column 11.....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10).....		0
12. Deduct total nonadmitted amounts.....		0
13. Statement value at end of current period (Line 11 minus Line 12).....		0

NONE

SCHEDULE D – VERIFICATION BETWEEN YEARS

Bonds and Stocks

1. Book/adjusted carrying value, December 31 of prior year.....		353,097,382
2. Cost of bonds and stocks acquired, Part 3, Column 7.....		279,248,314
3. Accrual of discount.....		211,654
4. Unrealized valuation increase (decrease):		
4.1 Part 1, Column 12.....	(73,724)	
4.2 Part 2, Section 1, Column 15.....	0	
4.3 Part 2, Section 2, Column 13.....	4,321,842	
4.4 Part 4, Column 11.....	745,046	4,993,164
5. Total gain (loss) on disposals, Part 4, Column 19.....		1,744,723
6. Deduction consideration for bonds and stocks disposed of, Part 4, Column 7.....		174,316,384
7. Deduct amortization of premium.....		3,272,126
8. Total foreign exchange change in book/adjusted carrying value:		
8.1 Part 1, Column 15.....	0	
8.2 Part 2, Section 1, Column 19.....	0	
8.3 Part 2, Section 2, Column 16.....	0	
8.4 Part 4, Column 15.....	0	0
9. Deduct current year's other than temporary impairment recognized:		
9.1 Part 1, Column 14.....	0	
9.2 Part 2, Section 1, Column 17.....	0	
9.3 Part 2, Section 2, Column 14.....	0	
9.4 Part 4, Column 13.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....		461,706,727
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11).....		461,706,727

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks **OWNED** December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS Governments (Including all obligations guaranteed by governments)	1. United States	3,642,279	3,862,190	3,669,322	3,573,298
	2. Canada				
	3. Other Countries				
	4. Totals	3,642,279	3,862,190	3,669,322	3,573,298
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	0	0	0	0
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	3,200,789	3,652,392	3,202,326	3,195,000
U.S. Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	74,870,335	77,165,468	75,059,003	74,407,850
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States	289,017,559	304,369,452	293,045,005	283,184,000
	9. Canada	9,877,684	9,949,914	10,031,133	9,796,000
	10. Other Countries	31,367,489	31,988,507	31,748,809	30,705,000
	11. Totals	330,262,732	346,307,873	334,824,947	323,685,000
Parent, Subsidiaries and Affiliates	12. Totals	0	0	0	0
	13. Total Bonds	411,976,135	430,987,923	416,755,599	404,861,148
PREFERRED STOCKS Industrial and Miscellaneous (unaffiliated)	14. United States				
	15. Canada				
	16. Other Countries				
	17. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	18. Totals	0	0	0	0
	19. Total Preferred Stocks	0	0	0	0
COMMON STOCKS Industrial and Miscellaneous (unaffiliated)	20. United States	47,390,051	47,390,051	44,726,018	
	21. Canada				
	22. Other Countries	2,340,541	2,340,541	2,340,541	
	23. Totals	49,730,592	49,730,592	47,066,559	
Parent, Subsidiaries and Affiliates	24. Totals	0	0	0	
	25. Total Common Stocks	49,730,592	49,730,592	47,066,559	
	26. Total Stocks	49,730,592	49,730,592	47,066,559	
	27. Total Bonds and Stocks	461,706,727	480,718,516	463,822,158	

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments											
1.1 Class 1	1,331,721	2,310,558	0	0	122,518	3,764,797	0.7	4,058,294	28.3	3,764,797	0
1.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
1.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
1.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
1.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
1.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
1.7 Totals	1,331,721	2,310,558	0	0	122,518	3,764,797	0.7	4,058,294	28.3	3,764,797	0
2. All Other Governments											
2.1 Class 1	0	0	0	0	0	0	0.0	97,808,904	0.0	0	0
2.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
2.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
2.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
2.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
2.7 Totals	0	0	0	0	0	0	0.0	97,808,904	0.0	0	0
3. U.S. States, Territories and Possessions, etc., Guaranteed											
3.1 Class 1						0	0.0	0	0.0		
3.2 Class 2						0	0.0	0	0.0		
3.3 Class 3						0	0.0	0	0.0		
3.4 Class 4						0	0.0	0	0.0		
3.5 Class 5						0	0.0	0	0.0		
3.6 Class 6						0	0.0	0	0.0		
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Class 1	815,000	0	735,789	1,650,000	0	3,200,789	0.6	7,600,540	0.0	3,200,789	0
4.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
4.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
4.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
4.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals	815,000	0	735,789	1,650,000	0	3,200,789	0.6	7,600,540	0.0	3,200,789	0
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Class 1	32,917,738	6,814,810	16,787,788	18,350,000	0	74,870,335	14.6	0	2.1	72,470,335	2,400,000
5.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
5.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
5.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
5.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals	32,917,738	6,814,810	16,787,788	18,350,000	0	74,870,335	14.6	0	2.1	72,470,335	2,400,000

S105

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Industrial and Miscellaneous (unaffiliated)											
6.1 Class 1	61,742,147	105,964,088	24,368,921	45,927,063	0	238,002,219	46.3	168,211,228	46.7	227,288,188	10,714,031
6.2 Class 2	113,817,428	63,597,272	12,257,839	0	0	189,672,538	36.9	82,132,744	22.8	176,673,455	12,999,083
6.3 Class 3	4,040,160	0	952,500	0	0	4,992,660	1.0	0	0.0	4,992,660	0
6.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
6.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
6.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals	179,599,735	169,561,360	37,579,260	45,927,063	0	432,667,417	84.1	250,343,972	69.6	408,954,303	23,713,114
7. Hybrid Securities											
7.1 Class 1						0	0.0	0	0.0		
7.2 Class 2						0	0.0	0	0.0		
7.3 Class 3						0	0.0	0	0.0		
7.4 Class 4						0	0.0	0	0.0		
7.5 Class 5						0	0.0	0	0.0		
7.6 Class 6						0	0.0	0	0.0		
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Parent, Subsidiaries and Affiliates											
8.1 Class 1						0	0.0	0	0.0		
8.2 Class 2						0	0.0	0	0.0		
8.3 Class 3						0	0.0	0	0.0		
8.4 Class 4						0	0.0	0	0.0		
8.5 Class 5						0	0.0	0	0.0		
8.6 Class 6						0	0.0	0	0.0		
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

9015

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
9. Total Bonds Current Year											
9.1 Class 1	(d) 96,806,606	115,089,455	41,892,497	65,927,063	122,518	319,838,139	62.2	XXX	XXX	306,724,109	13,114,031
9.2 Class 2	(d) 113,817,428	63,597,272	12,257,839	0	0	189,672,538	36.9	XXX	XXX	176,673,455	12,999,083
9.3 Class 3	(d) 4,040,160	0	952,500	0	0	4,992,660	1.0	XXX	XXX	4,992,660	0
9.4 Class 4	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 Class 5	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.6 Class 6	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.7 Totals	214,664,194	178,686,727	55,102,836	65,927,063	122,518	(b) 514,503,338	100.0	XXX	XXX	488,390,224	26,113,114
9.8 Line 9.7 as a % of Col. 6	41.7	34.7	10.7	12.8	0.0	100.0	XXX	XXX	XXX	94.9	5.1
10. Total Bonds Prior Year											
10.1 Class 1	41,420,647	74,048,768	74,201,657	74,419,104	13,588,790	XXX	XXX	277,678,966	77.2	277,678,966	0
10.2 Class 2	16,559,534	48,923,687	16,649,522	0	0	XXX	XXX	82,132,744	22.8	82,132,744	0
10.3 Class 3	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.4 Class 4	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.5 Class 5	0	0	0	0	0	XXX	XXX	(c) 0	0.0	0	0
10.6 Class 6	0	0	0	0	0	XXX	XXX	(c) 0	0.0	0	0
10.7 Totals	57,980,181	122,972,455	90,851,179	74,419,104	13,588,790	XXX	XXX	(b) 359,811,710	100.0	359,811,710	0
10.8 Line 10.7 as a % of Col. 8	16.1	34.2	25.2	20.7	3.8	XXX	XXX	100.0	XXX	100.0	0.0
11. Total Publicly Traded Bonds											
11.1 Class 1	93,794,203	107,387,827	39,492,497	65,927,063	122,518	306,724,109	59.6	277,678,966	77.2	306,724,109	XXX
11.2 Class 2	107,298,078	59,271,562	10,103,815	0	0	176,673,455	34.3	82,132,744	22.8	176,673,455	XXX
11.3 Class 3	4,040,160	0	952,500	0	0	4,992,660	1.0	0	0.0	4,992,660	XXX
11.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	XXX
11.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	XXX
11.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	XXX
11.7 Totals	205,132,442	166,659,389	50,548,812	65,927,063	122,518	488,390,224	94.9	359,811,710	100.0	488,390,224	XXX
11.8 Line 11.7 as a % of Col. 6	42.0	34.1	10.4	13.5	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	39.9	32.4	9.8	12.8	0.0	94.9	XXX	XXX	XXX	94.9	XXX
12. Total Privately Placed Bonds											
12.1 Class 1	3,012,403	7,701,628	2,400,000	0	0	13,114,031	2.5	0	0.0	XXX	13,114,031
12.2 Class 2	6,519,349	4,325,710	2,154,024	0	0	12,999,083	2.5	0	0.0	XXX	12,999,083
12.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.7 Totals	9,531,752	12,027,338	4,554,024	0	0	26,113,114	5.1	0	0.0	XXX	26,113,114
12.8 Line 12.7 as a % of Col. 6	36.5	46.1	17.4	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	1.9	2.3	0.9	0.0	0.0	5.1	XXX	XXX	XXX	XXX	5.1

(a) Includes \$ 26,113,114 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.
 (b) Includes \$ 0 current year, \$ 0 prior year of bonds with Z designations and \$ 0 current year, \$ 0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.
 (c) Includes \$ 0 current year, \$ 0 prior year of bonds with 5* designations and \$ 0 current year, \$ 0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the SVO in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.
 (d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 0 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

S107

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments											
1.1 Issuer Obligations	0	0	0	0	122,518	122,518	0.0	0	26.3	122,518	0
1.2 Residential Mortgage-Backed Securities	1,331,721	2,310,558	0	0	0	3,642,279	0.7	4,058,294	2.0	3,642,279	0
1.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
1.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
1.5 Totals	1,331,721	2,310,558	0	0	122,518	3,764,797	0.7	4,058,294	28.3	3,764,797	0
2. All Other Governments											
2.1 Issuer Obligations	0	0	0	0	0	0	0.0	94,739,449	0.0	0	0
2.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	3,069,454	0.0	0	0
2.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
2.5 Totals	0	0	0	0	0	0	0.0	97,808,903	0.0	0	0
3. U.S. States, Territories and Possessions, Guaranteed											
3.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
3.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
3.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
3.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed											
4.1 Issuer Obligations	815,000	0	735,789	1,650,000	0	3,200,789	0.6	7,600,540	0.0	3,200,789	0
4.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
4.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
4.5 Totals	815,000	0	735,789	1,650,000	0	3,200,789	0.6	7,600,540	0.0	3,200,789	0
5. U.S. Special Revenue & Special Assessment Obligations, etc., Non-Guaranteed											
5.1 Issuer Obligations	32,152,058	5,129,033	15,912,788	18,350,000	0	71,543,879	13.9	0	2.1	69,143,879	2,400,000
5.2 Residential Mortgage-Backed Securities	765,681	1,685,776	0	0	0	2,451,457	0.5	0	0.0	2,451,457	0
5.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Other Loan-Backed and Structured Securities	0	0	875,000	0	0	875,000	0.2	0	0.0	875,000	0
5.5 Totals	32,917,738	6,814,810	16,787,788	18,350,000	0	74,870,335	14.6	0	2.1	72,470,335	2,400,000
6. Industrial and Miscellaneous											
6.1 Issuer Obligations	179,599,735	169,561,360	37,579,260	45,927,063	0	432,667,417	84.1	243,197,370	67.6	408,954,303	23,713,114
6.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	7,146,602	2.0	0	0
6.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
6.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
6.5 Totals	179,599,735	169,561,360	37,579,260	45,927,063	0	432,667,417	84.1	250,343,972	69.6	408,954,303	23,713,114
7. Hybrid Securities											
7.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
7.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
7.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
7.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
7.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
8. Parent, Subsidiaries and Affiliates											
8.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
8.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
8.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
8.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
8.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

8018

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues											
Distribution by Type	1	2	3	4	5	6	7	8	9	10	11
	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Col. 6 as a % of Line 9.5	Total From Col. 6 Prior Year	% From Col. 7 Prior Year	Total Publicly Traded	Total Privately Placed
9. Total Bonds Current Year											
9.1 Issuer Obligations	212,566,792	174,690,393	54,227,836	65,927,063	122,518	507,534,603	98.6	XXX	XXX	481,421,489	26,113,114
9.2 Residential Mortgage-Backed Securities	2,097,401	3,996,334	0	0	0	6,093,735	1.2	XXX	XXX	6,093,735	0
9.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 Other Loan-Backed and Structured Securities	0	0	875,000	0	0	875,000	0.2	XXX	XXX	875,000	0
9.5 Totals	214,664,194	178,686,727	55,102,836	65,927,063	122,518	514,503,338	100.0	XXX	XXX	488,390,224	26,113,114
9.6 Lines 9.5 as a % Col. 6	41.7	34.7	10.7	12.8	0.0	100.0	XXX	XXX	XXX	94.9	5.1
10. Total Bonds Prior Year											
10.1 Issuer Obligations	57,980,181	122,972,455	90,851,179	73,733,544	0	XXX	XXX	345,537,360	96.0	345,537,360	0
10.2 Residential Mortgage-Backed Securities	0	0	0	685,560	13,588,790	XXX	XXX	14,274,350	4.0	14,274,350	0
10.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.5 Totals	57,980,181	122,972,455	90,851,179	74,419,104	13,588,790	XXX	XXX	359,811,710	100.0	359,811,710	0
10.6 Line 10.5 as a % of Col. 8	16.1	34.2	25.2	20.7	3.8	XXX	XXX	100.0	XXX	100.0	0.0
11. Total Publicly Traded Bonds											
11.1 Issuer Obligations	203,035,040	162,663,055	49,673,812	65,927,063	122,518	481,421,489	93.6	345,537,360	96.2	481,421,489	XXX
11.2 Residential Mortgage-Backed Securities	2,097,401	3,996,334	0	0	0	6,093,735	1.2	14,274,350	3.8	6,093,735	XXX
11.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	XXX
11.4 Other Loan-Backed and Structured Securities	0	0	875,000	0	0	875,000	0.2	0	0.0	875,000	XXX
11.5 Totals	205,132,442	166,659,389	50,548,812	65,927,063	122,518	488,390,224	94.9	359,811,710	100.0	488,390,224	XXX
11.6 Line 11.5 as a % of Col. 6	42.0	34.1	10.4	13.5	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	39.9	32.4	9.8	12.8	0.0	94.9	XXX	XXX	XXX	94.9	XXX
12. Total Privately Placed Bonds											
12.1 Issuer Obligations	9,531,752	12,027,338	4,554,024	0	0	26,113,114	5.1	0	0.0	XXX	26,113,114
12.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.5 Totals	9,531,752	12,027,338	4,554,024	0	0	26,113,114	5.1	0	0.0	XXX	26,113,114
12.6 Line 12.5 as a % of Col. 6	36.5	46.1	17.4	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	1.9	2.3	0.9	0.0	0.0	5.1	XXX	XXX	XXX	XXX	5.1

601S

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE DA - VERIFICATION BETWEEN YEARS

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets(a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	43,881,799	43,881,799	0	0	0
2. Cost of short-term investments acquired	145,247,400	145,247,400			
3. Accrual of discount	130,222	130,222			
4. Unrealized valuation increase (decrease)	0	0			
5. Total gain (loss) on disposals	(10,800)	(10,800)			
6. Deduct consideration received on disposals	85,339,257	85,339,257			
7. Deduct amortization of premium	2,735,186	2,735,186			
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)	101,174,177	101,174,177	0	0	0
11. Deduct total nonadmitted amounts	0				
12. Statement value at end of current period (Line 10 minus Line 11)	101,174,177	101,174,177	0	0	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

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 BETWEEN YEARS

(Cash Equivalents)

	1	2	3
	Total	Bonds	Other (a)
1. Book/adjusted carrying value, December 31 of prior year.....	394,363,324	394,363,324	0
2. Cost of cash equivalents acquired.....	206,544,176	206,544,176	
3. Accrual of discount.....	0		
4. Unrealized valuation increase (decrease).....	0		
5. Total gain (loss) on disposals.....	0		
6. Deduct consideration received on disposals.....	394,363,324	394,363,324	
7. Deduct amortization of premium.....	1,983	1,983	
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).....	206,542,193	206,542,193	0
11. Deduct total nonadmitted amounts.....	0		
12. Statement value at end of current period (Line 10 minus Line 11)	206,542,193	206,542,193	0

(a) Indicate the category of such investments, for example, joint ventures, transportation equipment

Schedule A - Part 1

NONE

Schedule A - Part 2

NONE

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE A - PART 3

Showing All Real Estate DISPOSED During the Year, Including Payments During the Final Year on "Sales Under Contract"

1	Location		4	5	6	7	8	Changes in Book/Adjusted Carrying Value Less Encumbrances					14	15	16	17	18	19	20
	2	3						9	10	11	12	13							
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/Adjusted Carrying Value Less Encumbrances Prior Year	Current Year's Depreciation	Current Year's Other Than Temporary Impairment Recognized	Current Year's Change in Encumbrances	Total Change in B./A. C.V. (11-9-10)	Total Foreign Exchange Change in B./A. C. V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Amounts Received During Year	Foreign Exchange Gain (Loss) on Disposal	Realized Gain(Loss) on Disposal	Total Gain (Loss) on Disposal	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs and Expenses Incurred
Property disposed																			
Land - Office Building	Dayton	OH	11/30/2012	Internal Transfer	2,100,000	0	2,100,000	0	0	0	0	0	2,100,000	1,750,000	0	(350,000)	(350,000)	0	0
0199999 - Property disposed					2,100,000	0	2,100,000	0	0	0	0	0	2,100,000	1,750,000	0	(350,000)	(350,000)	0	0
0399999 Totals					2,100,000	0	2,100,000	0	0	0	0	0	2,100,000	1,750,000	0	(350,000)	(350,000)	0	0

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book / Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21
CUSIP Identification	Description	Code	For eign Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change In B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due & Accrued	Amount Rec. During Year	Acquired	Stated Contractual Maturity Date
Bonds - U.S. Governments - Residential Mortgage-Backed Securities																				
36202F-C6-1	RMBS - G2 4593		2	1	836,156	105.0980	847,403	806,298	834,854	0	(511)	0	0	5.000	4.766	MON	3,360	40,315	01/11/2010	12/20/2039
38374V-ZM-4	CMO/RMBS - GNR 2009-54 NB		2	1	1,283,241	105.5300	1,315,959	1,247,000	1,272,166	0	(525)	0	0	5.000	4.859	MON	5,196	62,350	01/07/2010	06/20/2037
38376J-Y4-0	CMO/RMBS - GNR 2009-123 GA		2	1	1,549,925	111.7650	1,698,828	1,520,000	1,535,259	0	(314)	0	0	4.750	4.682	MON	6,017	72,200	01/07/2010	01/20/2038
0299999	Bonds - U.S. Governments - Residential Mortgage-Backed Securities				3,669,322	XXX	3,862,190	3,573,298	3,642,279	0	(1,350)	0	0	XXX	XXX	XXX	14,572	174,865	XXX	XXX
0599999	Bonds - U.S. Governments - Subtotals - U.S. Governments				3,669,322	XXX	3,862,190	3,573,298	3,642,279	0	(1,350)	0	0	XXX	XXX	XXX	14,572	174,865	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations																				
26371G-PF-1	DUBLIN SD-TXB-ENERGY		1	1FE	350,000	113.5960	397,586	350,000	350,000	0	0	0	0	5.250	5.250	JD	1,531	18,375	02/04/2011	12/01/2025
512804-YE-9	LAKOTA LOC SD-TXB-ENE			1FE	1,000,000	122.1620	1,221,620	1,000,000	1,000,000	0	0	0	0	5.390	5.389	JD	4,492	53,900	06/18/2010	12/01/2025
533883-LE-2	LINCOLN CONS SD-RF-TX			1FE	815,000	100.5770	819,703	815,000	815,000	0	0	0	0	3.000	2.998	MN	4,075	24,450	12/08/2009	05/01/2013
593325-JK-0	MIAMI-TXB-911 COMMUNI		1	1FE	387,326	114.4630	434,959	380,000	385,789	0	(607)	0	0	5.500	5.249	JD	1,742	20,900	05/12/2010	12/01/2022
87122N-EZ-8	SYCAMORE SD-TXB-BABS			1FE	650,000	119.7730	778,525	650,000	650,000	0	0	0	0	5.550	5.549	JD	3,006	36,075	12/21/2010	12/01/2025
1899999	Bonds - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Issuer Obligations				3,202,326	XXX	3,652,392	3,195,000	3,200,789	0	(607)	0	0	XXX	XXX	XXX	14,846	153,700	XXX	XXX
2499999	Bonds - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed) - Subtotals - U.S. Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)				3,202,326	XXX	3,652,392	3,195,000	3,200,789	0	(607)	0	0	XXX	XXX	XXX	14,846	153,700	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations																				
123563-CD-8	BUTLER TRN TXB-HWY		1	1FE	1,016,920	113.5050	1,135,050	1,000,000	1,012,729	0	(1,415)	0	0	5.875	5.650	JD	4,896	58,750	12/03/2009	12/01/2024
31315P-RA-9	FARMER MAC				2,000,000	121.1910	2,423,820	2,000,000	2,000,000	0	0	0	0	4.810	4.810	FA	39,549	96,200	01/26/2011	02/03/2026
31315P-SN-0	FARMER MAC		1		1,002,890	105.4600	1,054,600	1,000,000	1,001,899	0	(548)	0	0	2.600	2.538	MS	8,017	26,000	03/07/2011	03/10/2016
31315P-TN-9	FARMER MAC		1		1,003,760	110.4770	1,104,770	1,000,000	1,002,900	0	(470)	0	0	3.490	3.428	MS	10,858	34,900	03/07/2011	03/09/2018
31315P-TU-3	FARMER MAC		1		1,002,590	114.7120	1,147,120	1,000,000	1,002,241	0	(177)	0	0	4.160	4.127	MS	12,942	41,600	03/07/2011	03/09/2021
31315P-ZN-2	FARMER MAC		1		5,000,000	108.8440	5,442,200	5,000,000	5,000,000	0	0	0	0	2.850	2.850	JJ	69,271	142,500	06/28/2011	07/06/2018
31331G-2Y-4	FEDERAL FARM CREDIT BANK		1		1,011,646	104.4850	1,044,850	1,000,000	1,004,661	0	(2,429)	0	0	2.800	2.539	MN	4,356	28,000	01/14/2010	11/05/2014
31331G-CS-6	FEDERAL FARM CREDIT BANK		1		1,067,556	102.8190	1,028,190	1,000,000	1,014,288	0	(18,442)	0	0	3.875	1.979	AO	9,042	38,750	01/14/2010	10/07/2013
31331G-TJ-8	FEDERAL FARM CREDIT BANK		1		1,015,081	102.2600	1,022,600	1,000,000	1,004,752	0	(3,585)	0	0	2.625	2.249	AO	5,396	26,250	01/14/2010	04/17/2014
31331J-BV-4	FEDERAL FARM CREDIT BANK		1		1,003,004	100.2080	1,002,080	1,000,000	1,000,138	0	(985)	0	0	1.750	1.649	FA	6,319	17,500	01/14/2010	02/21/2013
313373-KE-1	FEDERAL HOME LOAN BANK		1		2,215,625	106.6760	2,133,520	2,000,000	2,117,721	0	(87,067)	0	0	5.000	0.600	MN	15,278	100,000	11/15/2011	05/06/2021
313381-FU-4	FEDERAL HOME LOAN BANK		1		2,850,000	99.7190	2,841,992	2,850,000	2,850,000	0	0	0	0	2.000	3.011	JD	1,583	0	12/17/2012	12/21/2027
3133XX-2Y-2	FEDERAL HOME LOAN BANK		1		2,000,000	101.6960	2,033,920	2,000,000	2,000,000	0	0	0	0	3.000	5.047	MS	19,667	60,000	02/09/2010	03/03/2022
3134G3-QY-9	FREDDIE MAC		1		2,995,500	100.3090	3,009,270	3,000,000	2,995,740	0	240	0	0	3.000	3.588	MS	26,500	45,000	03/15/2012	03/15/2027
3134G3-SN-1	FREDDIE MAC		1		4,995,000	100.3840	5,019,200	5,000,000	4,995,192	0	192	0	0	3.125	4.096	MS	41,667	77,691	03/26/2012	03/25/2032
3136G0-AS-0	FANNIE MAE		1		11,515,000	100.6830	11,593,647	11,515,000	11,515,000	0	0	0	0	3.000	3.660	AO	69,090	172,725	04/19/2012	04/19/2027
3136G0-DY-4	FANNIE MAE		1		3,000,000	100.5920	3,017,760	3,000,000	3,000,000	0	0	0	0	3.000	4.187	AO	16,250	45,000	04/26/2012	04/26/2032
3136G0-MC-2	FANNIE MAE		1		4,992,500	100.6430	5,032,150	5,000,000	4,992,699	0	199	0	0	3.000	3.847	JD	4,167	75,000	05/22/2012	06/21/2032
3136G0-PD-7	FANNIE MAE		1		5,000,000	99.9180	4,995,900	5,000,000	5,000,000	0	0	0	0	3.000	3.625	JD	1,250	75,000	06/14/2012	06/28/2032
3136G0-PP-0	FANNIE MAE		1		8,500,000	99.8090	8,483,765	8,500,000	8,500,000	0	0	0	0	2.500	3.808	JD	1,771	106,250	07/10/2012	06/28/2032
3136G0-ZR-5	FANNIE MAE		1		639,000	100.6300	643,026	639,000	639,000	0	0	0	0	2.500	3.128	FA	5,503	0	08/22/2012	08/27/2027
34926L-BX-0	FT WAYNE BLDG-TXB-B		1	1FE	1,465,000	109.2650	1,600,732	1,465,000	1,465,000	0	0	0	0	5.600	5.600	JD	3,646	82,040	11/20/2009	12/15/2024
48451R-AK-9	KANKAKEE VY MTG-BAB		1	1FE	1,000,000	120.0340	1,200,340	1,000,000	1,000,000	0	0	0	0	5.240	5.240	JJ	24,162	52,400	11/04/2009	07/15/2020
677555-03-1	OH ECON DEV-6-TXBL			1FE	2,400,000	100.1010	2,402,424	2,400,000	2,400,000	0	0	0	0	3.375	3.375	MJSD	6,750	13,050	09/20/2012	06/01/2022
677555-R9-7	OH ST ECON DEV-10			1FE	362,775	110.7270	359,863	325,000	361,830	0	(945)	0	0	4.000	2.102	JD	1,083	1,119	10/18/2012	06/01/2019
677555-S2-1	OH ST ECON DEV-10			1FE	364,075	110.9550	360,604	325,000	363,171	0	(904)	0	0	4.000	2.162	JD	1,083	1,119	10/18/2012	12/01/2019
677555-S3-9	OH ST ECON DEV-10			1FE	376,261	110.8270	376,812	340,000	375,482	0	(79)	0	0	4.000	2.452	JD	1,133	1,171	10/18/2012	06/01/2020
677555-S4-7	OH ST ECON DEV-10			1FE	371,046	110.8760	371,435	335,000	370,323	0	(723)	0	0	4.000	2.522	JD	1,117	1,154	10/18/2012	12/01/2020
677555-S5-4	OH ST ECON DEV-10			1FE	384,363	110.4950	386,733	350,000	383,716	0	(647)	0	0	4.000	2.712	JD	1,167	1,206	10/18/2012	06/01/2021
677555-S6-2	OH ST ECON DEV-10			1FE	384,356	110.4160	386,456	350,000	383,747	0	(609)	0	0	4.000	2.772	JD	1,167	1,206	10/18/2012	12/01/2021
677555-S7-0	OH ST ECON DEV-10			1FE	391,032	110.0050	396,018	360,000	390,511	0	(522)	0	0	4.000	2.962	JD	1,200	1,240	10/18/2012	06/01/2022
677555-S8-8	OH ST ECON DEV-10			1FE	401,642	108.0740	399,874	370,000	401,139	0	(504)	0	0	4.000	3.012	JD	1,233	1,274	10/18/2012	12/01/2022
2599999	Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Issuer Obligations				71,726,623	XXX	73,450,719	71,124,000	71,543,879	0	(120,120)	0	0	XXX	XXX	XXX	417,111	1,424,095	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Residential Mortgage-Backed Securities																				

E10

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book / Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	For e i g n	Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change In B./A.C.V.	Rate of	Effective Rate of	When Paid	Admitted Amount Due & Accrued	Amount Rec. During Year	Acquired	Stated Contractual Maturity Date
3128KU-65-0.	RMBS - FG A63820			2	1	184,724		108,8250	184,551	184,705	0	(3)	0	0	6.000	5.994	MON	923	11,073	08/08/2007	08/01/2037
31335H-UN-1.	RMBS - FG C90589			2	1	244,320		108,7000	244,709	243,541	0	(207)	0	0	6.000	5.842	MON	1,204	14,443	08/08/2007	11/01/2022
31371K-KE-0.	RMBS - FN 254193			2	1	246,708		109,2310	243,062	245,817	0	(223)	0	0	6.000	5.839	MON	1,215	14,584	08/08/2007	02/01/2022
31371N-H2-4.	RMBS - FN 256849			2	1	201,156		108,2310	216,765	200,280	0	(14)	0	0	6.000	5.968	MON	1,001	12,017	10/09/2007	08/01/2037
31411N-WW-3.	RMBS - FN 912461			2	1	179,459		109,4810	179,628	179,185	0	(274)	0	0	6.000	6.016	MON	898	10,778	08/14/2007	03/01/2037
31413T-LF-7.	RMBS - FN 954926			2	1	953,998		118,8440	926,493	951,345	0	(414)	0	0	6.500	6.285	MON	5,019	60,222	11/08/2007	07/01/2037
31413T-NB-4.	RMBS - FN 954986			2	1	202,902		118,8440	197,052	202,274	0	(87)	0	0	6.500	6.288	MON	1,067	12,808	11/08/2007	07/01/2037
31413T-ND-0.	RMBS - FN 954988			2	1	244,113		111,2780	237,075	243,496	0	(107)	0	0	6.500	6.283	MON	1,284	15,410	11/08/2007	07/01/2037
2699999	Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Residential Mortgage-Backed Securities					2,457,381	XXX	2,740,489	2,408,850	2,451,457	0	(1,330)	0	0	XXX	XXX	XXX	12,611	151,334	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Other Loan-Backed and Structured Securities																					
44352T-AA-6.	HUBERT HTS SD TXB			1	1FE	875,000		111,3440	875,000	875,000	0	0	0	0	6.750	6.749	JD	4,922	59,063	10/22/2009	12/01/2024
2899999	Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Other Loan-Backed and Structured Securities					875,000	XXX	974,260	875,000	875,000	0	0	0	0	XXX	XXX	XXX	4,922	59,063	XXX	XXX
3199999	Bonds - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions - Subtotals - U.S. Special Revenue and Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies of Governments and Their Political Subdivisions					75,059,003	XXX	77,165,468	74,407,850	74,870,335	0	(121,450)	0	0	XXX	XXX	XXX	434,644	1,634,492	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations																					
000000-00-0.	AT&T INC.			1	1FE	998,790		1,191,290	1,000,000	999,387	0	154	0	0	5.500	5.514	FA	22,917	55,000	05/07/2008	02/01/2018
00206R-AJ-1.	RIO TINTO ALCAN INC.			1	1FE	2,919,982		1,013,3020	2,796,000	2,836,770	0	(83,212)	0	0	4.500	0.550	MN	16,077	125,820	03/29/2012	05/15/2013
018490-AM-4.	ALLERGAN INC.			1	1FE	1,022,614		1,010,0690	1,000,000	1,010,365	0	(2,765)	0	0	5.750	5.398	AO	14,375	57,500	02/28/2008	04/01/2016
025816-BA-6.	AMERICAN EXPRESS CO.			1	1FE	2,817,240		1,088,210	2,774,936	2,783,319	0	(33,921)	0	0	7.250	0.601	MN	21,055	92,438	10/16/2012	05/20/2014
0258MO-CW-7.	AMER EXPRESS CREDIT CO.			1	1FE	5,268,498		1,018,0660	5,090,300	5,084,991	0	(183,507)	0	0	5.875	0.770	MN	48,142	293,750	04/11/2012	05/02/2013
0258MO-CY-3.	AMER EXPRESS CREDIT CO.			1	1FE	2,670,750		1,042,2960	2,500,000	2,607,758	0	(62,992)	0	0	7.300	0.501	FA	66,410	91,250	08/14/2012	08/20/2013
026660-F3-2.	AMERICAN HONDA FINANCE			1	1FE	2,052,600		1,000,3980	2,007,960	2,004,486	0	(21,315)	0	0	2.375	1.300	MS	13,590	47,500	09/15/2010	03/18/2013
026870-BC-1.	AMERICAN INTL GROUP			1	2FE	3,018,600		1,114,1960	3,425,880	3,009,245	0	(1,872)	0	0	5.600	5.509	AO	34,067	168,000	10/30/2007	10/18/2016
031162-AJ-9.	AMGEN INC.			1	2FE	2,011,322		1,107,6170	2,000,000	2,003,620	0	(1,704)	0	0	4.850	4.748	MN	11,586	97,000	02/06/2008	11/18/2014
031162-AQ-3.	AMGEN INC.			1	2FE	983,200		1,111,9380	1,000,000	998,907	0	12,899	0	0	0.375	1.684	FA	1,563	3,750	10/12/2011	02/01/2013
031162-AV-2.	AMGEN INC.			1	2FE	1,030,149		1,118,4230	1,000,000	1,016,332	0	(3,148)	0	0	5.850	5.429	JD	4,875	58,500	02/25/2008	06/01/2017
032511-BC-0.	ANADARKO PETROLEUM CORP			1	2FE	1,179,250		1,134,9470	1,000,000	1,124,335	0	(20,100)	0	0	8.700	6.183	MS	25,617	87,000	08/24/2009	03/15/2019
034863-AA-8.	ANGLO AMERICAN CAPITAL			1	2FE	3,346,350		1,109,9320	3,297,960	3,309,543	0	(36,807)	0	0	9.375	1.150	AO	64,844	0	11/02/2012	04/08/2014
03523T-AD-0.	ANHEUSER-BUSCH INBEV WOR			1	1FE	3,306,600		1,108,5540	3,256,620	3,136,993	0	(70,439)	0	0	5.375	2.849	MN	20,604	161,250	07/12/2010	11/15/2014
03523T-AR-9.	ANHEUSER-BUSCH INBEV WOR			1	1FE	998,800		1,100,4620	1,000,000	999,909	0	411	0	0	2.500	2.540	MS	6,597	25,000	03/26/2010	03/26/2013
03938L-AC-8.	ARCELORMITTAL			1	3FE	4,160,000		1,101,0040	4,040,160	4,040,160	(21,888)	(97,952)	0	0	5.375	1.606	JD	17,917	215,000	05/04/2012	06/01/2013
054303-AQ-5.	AVON PRODUCTS INC.			1	2FE	5,165,900		1,101,1450	5,057,250	5,057,391	0	(108,509)	0	0	4.625	1.501	MN	29,549	231,250	04/18/2012	05/15/2013
060505-BM-5.	BANK OF AMERICA CORP.			1	1FE	1,005,690		1,105,6840	1,000,000	1,001,026	0	(636)	0	0	5.375	5.301	JD	2,389	53,750	07/07/2007	06/15/2014
060505-CS-1.	BANK OF AMERICA CORP.			1	1FE	3,017,850		1,113,0700	3,000,000	3,008,908	0	(1,792)	0	0	5.625	5.537	AO	36,094	168,750	11/01/2007	10/14/2016
060505-DP-6.	BANK OF AMERICA CORP.			1	1FE	5,028,250		1,116,5590	5,000,000	5,016,103	0	(2,498)	0	0	5.750	5.674	JD	23,958	287,500	12/04/2007	12/01/2017
06739G-AE-9.	BARCLAYS BANK PLC			1	2FE	1,028,058		1,110,6390	1,000,000	1,016,167	0	(2,729)	0	0	6.050	5.669	JD	4,538	60,500	02/28/2008	12/04/2017
06849T-AA-6.	BARRICK GOLD FINANCECO L			1	2FE	4,465,015		1,103,7210	4,247,375	4,222,444	0	(117,130)	0	0	6.125	1.642	MS	73,852	186,659	09/05/2012	09/15/2013
084664-BE-0.	BERKSHIRE HATHAWAY FIN.			1	1FE	2,026,260		1,120,2880	2,405,760	2,016,028	0	(2,401)	0	0	5.400	5.227	MN	13,800	108,000	11/15/2008	05/15/2018
084670-AV-0.	BERKSHIRE HATHAWAY INC.			1	1FE	5,355,300		1,105,2780	5,263,900	5,250,698	0	(104,602)	0	0	3.200	0.800	FA	62,222	160,000	02/10/2012	02/11/2015
126408-GN-7.	CSX CORP.			1	2FE	2,236,898		1,111,9760	2,239,520	2,107,696	0	(45,176)	0	0	6.250	3.729	AO	31,250	125,000	01/07/2010	04/01/2015
126650-BE-9.	CVS CAREMARK CORP.			1	2FE	2,225,100		1,119,0790	2,381,580	2,131,296	0	(32,855)	0	0	6.125	4.154	FA	46,278	122,500	01/07/2010	08/15/2016
127210-AB-8.	CADBURY SCHWEPPES US FIN.			1	2FE	5,270,519		1,102,9130	5,145,650	5,166,323	0	(104,196)	0	0	5.125	0.654	AO	64,063	128,125	08/28/2012	10/01/2013
136375-BS-0.	CANADIAN NATL RAILWAY			1	1FE	1,088,030		1,104,5660	1,000,000	1,033,577	0	(31,831)	0	0	4.950	1.673	JJ	22,825	49,500	04/11/2011	01/15/2014
141781-AX-2.	CARGILL INC.			1	1FE	3,089,900		1,120,3100	3,000,000	3,040,602	0	(6,830)	0	0	6.000	5.680	MN	17,000	180,000	11/27/2007	11/27/2017
14912L-3K-5.	CATERPILLAR FIN SERV CRP.			1	1FE	2,088,510		1,120,0800	2,000,000	2,049,302	0	(8,990)	0	0	5.850	5.247	MS	39,000	117,000	03/25/2008	09/01/2017

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book / Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	Fore ign	Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change In B./A.C.V.	Rate of of	Effective Rate of	When Paid	Admitted Amount Due & Accrued	Amount Rec. During Year	Acquired	Stated Contractual Maturity Date
14912L-4C-2	CATERPILLAR FIN SERV CRP				1FE	2,300,720		104,3170	2,000,000	2,075,245	0	(100,746)	0	0	6.200	1.100	MS	31,344	124,000	09/23/2010	09/30/2013
17275R-AC-6	CISCO SYSTEMS INC			1	1FE	1,126,490		114,3050	1,000,000	1,083,594	0	(25,158)	0	0	5.500	2.706	FA	19,708	55,000	04/11/2011	02/22/2016
172967-CQ-2	CITIGROUP INC				2FE	2,893,440		105,2090	3,000,000	2,970,417	0	16,483	0	0	5.000	5.616	MS	44,167	150,000	09/07/2007	09/15/2014
172967-EU-1	CITIGROUP INC				1FE	1,271,912		103,4600	1,250,000	1,257,734	0	(8,822)	0	0	6.500	5.490	FA	29,792	73,125	04/20/2012	08/19/2013
191216-AV-2	COCA-COLA CO/THE			1	1FE	2,125,880		110,2390	2,000,000	2,116,361	0	(9,520)	0	0	3.300	2.547	MS	22,000	33,000	03/14/2012	09/01/2021
191219-BT-0	COCA-COLA REFRESH USA			1	1FE	2,181,520		107,9480	2,000,000	2,160,603	0	(20,916)	0	0	7.375	0.480	MS	48,347	0	11/02/2012	03/03/2014
20030N-AP-6	COMCAST CORP			1	2FE	1,046,542		120,6040	1,000,000	1,027,071	0	(5,777)	0	0	6.500	5.739	JJ	29,972	65,000	05/07/2009	01/15/2017
20825C-AR-5	CONOCOPHILLIPS			1	1FE	1,018,120		122,9920	1,000,000	1,012,307	0	(1,607)	0	0	5.750	5.509	FA	23,958	57,500	02/24/2009	02/01/2019
233835-AW-7	DAIMLER FINANCE NA LLC				1FE	2,156,360		104,9740	2,000,000	2,096,833	0	(59,527)	0	0	6.500	0.900	MN	16,611	65,000	06/13/2012	11/15/2013
24424C-BN-0	JOHN DEERE CAPITAL CORP				1FE	3,000,000		100,9610	3,000,000	3,000,000	0	0	0	0	2.250	2.250	JJ	31,125	67,500	07/16/2010	07/15/2014
24702R-AG-6	DELL INC			1	1FE	2,151,800		106,1450	2,000,000	2,131,130	0	(20,670)	0	0	5.625	0.502	AO	23,750	0	10/16/2012	04/15/2014
24702R-AK-7	DELL INC			1	1FE	2,017,360		100,5460	2,000,000	2,004,100	0	(5,924)	0	0	1.400	1.100	MS	8,633	28,000	09/23/2010	09/10/2013
24702R-AN-1	DELL INC			1	1FE	3,072,510		101,8300	3,000,000	3,055,811	0	(16,699)	0	0	2.100	0.600	AO	15,750	31,500	08/14/2012	04/01/2014
25179M-AG-8	DEVON ENERGY CORPORATION			1	2FE	1,105,680		105,2100	1,000,000	1,040,315	0	(38,212)	0	0	5.625	1.690	JJ	25,938	56,250	04/11/2011	01/15/2014
25243Y-AN-9	DIAGEO CAPITAL PLC		F	1	1FE	2,370,882		106,9520	2,205,000	2,363,110	0	(7,772)	0	0	7.375	0.441	JJ	74,985	0	12/10/2012	01/15/2014
25459H-AN-5	DIRECTV HOLDINGS/F/ING				2FE	997,000		105,1960	1,000,000	998,643	0	624	0	0	3.550	3.615	MS	10,453	35,500	03/15/2010	03/15/2015
25468P-CE-4	WALT DISNEY COMPANY/THE			1	1FE	2,088,280		116,3370	2,000,000	2,042,888	0	(10,198)	0	0	5.625	4.983	MS	33,125	112,500	09/11/2006	09/15/2016
264399-EQ-5	DUKE ENERGY CORP			1	2FE	1,050,994		105,9450	1,000,000	1,012,728	0	(11,095)	0	0	6.300	5.078	FA	26,250	63,000	04/21/2009	02/01/2014
26441C-AC-9	DUKE ENERGY CORP			1	2FE	3,171,030		105,3050	3,000,000	3,072,034	0	(41,050)	0	0	3.950	2.499	MS	34,892	118,500	07/12/2010	09/15/2014
302570-BA-3	NEXTERA ENERGY CAPITAL			1	2FE	1,522,500		102,0540	1,400,000	1,416,853	0	(36,568)	0	0	5.350	2.659	JD	3,329	74,900	01/07/2010	06/15/2013
33766J-AD-5	FIRSTENERGY SOLUTIONS CO			1	2FE	1,025,171		114,4520	1,000,000	1,020,290	0	(1,697)	0	0	6.050	5.748	FA	22,856	60,500	06/13/2009	04/15/2021
368710-AG-4	GENENTECH INC			1	1FE	1,017,111		110,2820	1,000,000	1,006,661	0	(2,410)	0	0	4.750	4.469	JJ	21,903	47,500	04/10/2008	07/15/2015
369604-BC-6	GENERAL ELECTRIC CO				1FE	991,580		117,9150	1,000,000	995,194	0	875	0	0	5.250	5.362	JD	3,646	52,500	05/07/2008	12/06/2017
36962G-2G-8	GENERAL ELEC CAP CORP				1FE	2,960,700		115,0100	3,000,000	2,980,433	0	4,327	0	0	5.400	5.579	FA	61,200	162,000	10/16/2007	02/15/2017
36962G-Y4-0	GENERAL ELEC CAP CORP				1FE	3,035,460		114,3840	3,000,000	3,016,433	0	(3,589)	0	0	5.375	5.214	AO	31,802	161,250	03/15/2007	10/20/2016
36966R-FW-1	GENERAL ELEC CAP CORP				1FE	2,000,000		102,5450	2,000,000	2,000,000	0	0	0	0	4.000	3.999	JD	3,556	80,000	06/13/2003	12/15/2013
36966T-EA-6	GENERAL ELEC CAP CORP				1FE	5,000,000		101,2280	5,000,000	5,000,000	0	0	0	0	4.000	5.117	JD	556	200,000	12/16/2011	12/30/2026
36966T-GZ-9	GENERAL ELEC CAP CORP				1FE	7,466,250		98,5460	7,500,000	7,466,491	0	241	0	0	3.000	3.777	FMAN	29,375	0	11/19/2012	11/14/2027
370334-BF-0	GENERAL MILLS INC			1	2FE	1,102,230		109,8280	1,000,000	1,058,578	0	(25,606)	0	0	5.200	2.456	MS	15,022	52,000	04/11/2011	03/17/2015
37247D-AE-6	GENWORTH FINANCIAL INC			1	2FE	516,000		105,1100	500,000	510,975	0	(5,025)	0	0	5.750	4.177	JD	1,278	28,750	04/20/2012	06/15/2014
38141G-EU-4	GOLDMAN SACHS GROUP INC				2FE	1,974,000		109,7180	2,000,000	1,987,746	0	2,684	0	0	5.625	5.177	JJ	51,875	112,500	02/01/2007	01/15/2017
38141G-HW-7	GOLDMAN SACHS GROUP INC				1FE	7,500,000		98,5840	7,500,000	7,500,000	0	0	0	0	3.250	4.251	MN	23,698	0	11/20/2012	11/26/2027
38143U-6J-5	GOLDMAN SACHS GROUP INC				1FE	3,000,000		99,3290	3,000,000	3,000,000	0	0	0	0	4.000	4.861	FA	41,000	0	08/23/2012	08/28/2027
38143U-6N-6	GOLDMAN SACHS GROUP INC				1FE	3,000,000		99,0400	3,000,000	3,000,000	0	0	0	0	3.000	4.360	MON	6,500	22,500	08/30/2012	09/05/2021
38259P-AB-8	GOOGLE INC			1	1FE	1,977,684		111,2840	2,000,000	1,980,801	0	1,982	0	0	3.625	3.760	MN	8,458	72,500	05/19/2011	05/19/2021
41283D-AB-9	HARLEY-DAVIDSON FUNDING				2FE	2,172,430		122,8330	2,000,000	2,154,024	0	(17,596)	0	0	6.800	5.120	JD	6,044	136,000	04/20/2012	06/15/2018
416515-AR-5	HARTFORD FINL SVCS GRP			1	2FE	2,932,530		111,9290	3,000,000	2,967,166	0	7,875	0	0	5.500	5.826	AO	34,833	165,000	10/03/2006	10/15/2016
416515-AV-6	HARTFORD FINL SVCS GRP			1	2FE	532,875		116,4670	500,000	529,978	0	(2,897)	0	0	6.000	4.843	JJ	13,833	15,000	04/20/2012	01/15/2019
427866-AQ-1	HERSHEY COMPANY			1	1FE	2,141,317		101,1270	1,950,000	1,968,702	0	(75,427)	0	0	5.000	1.100	AO	24,375	97,500	09/07/2010	04/01/2013
428236-AQ-6	HEWLETT-PACKARD CO			1	2FE	2,144,900		100,5330	2,000,000	2,007,745	0	(47,262)	0	0	4.500	2.099	MS	30,000	90,000	01/07/2010	03/01/2013
428236-AT-0	HEWLETT-PACKARD CO			1	2FE	976,950		105,1220	1,024,940	975,516	0	(319)	0	0	6.125	6.077	MS	19,906	59,719	12/02/2008	03/01/2014
428236-BB-8	HEWLETT-PACKARD CO			1	2FE	3,001,905		99,9990	3,000,000	3,000,829	0	(1,076)	0	0	1.250	1.210	MS	11,250	37,500	01/31/2012	09/13/2013
448055-AE-3	HUSKY ENERGY INC		A	1	2FE	1,023,121		107,1850	1,000,000	1,007,337	0	(4,713)	0	0	5.900	5.368	JD	2,622	59,000	05/19/2009	06/15/2014
452308-AH-2	ILLINOIS TOOL WORKS INC			1	1FE	445,003		105,6950	420,000	444,256	0	(747)	0	0	5.150	0.500	AO	5,408	0	12/13/2012	04/01/2014
459200-GJ-4	IBM CORP			1	1FE	1,038,600		120,7660	1,000,000	1,021,258	0	(3,835)	0	0	5.700	5.184	MS	16,942	57,000	09/14/2007	09/14/2017
46625H-GN-4	JPMORGAN CHASE & CO				1FE	2,053,860		116,8280	2,000,000	2,028,836	0	(5,483)	0	0	6.125	5.756	JD	1,361	122,500	11/01/2007	06/27/2017
478366-AV-9	JOHNSON CONTROLS INC			1	2FE	3,328,075		101,3500	3,270,000	3,318,030	0	(10,045)	0	0	1.750	0.476	MS	19,075	0	10/02/2012	03/01/2014
478366-AZ-0	JOHNSON CONTROLS INC			1	2FE	2,069,780		104,1780	2,000,000	2,058,453	0	(11,327)	0	0	2.600	1.823	JD	4,333	51,856	03/16/2012	12/01/2016
48126D-BT-5	JPMORGAN CHASE & CO				1FE	4,975,000		98,3700	5,000,000	4,975,288	0	288	0	0	2.750	3.435	AO	23,299	0	10/25/2012	10/30/2027
48126D-LV-9	JPMORGAN CHASE & CO				1FE	5,000,000		98,1790	5,000,000	5,000,000	0	0	0	0	3.000	3.324	JD	5,833	0	12/12/2012	12/17/2027
524660-AV-9	LEGGOTT & PLATT INC			1	2FE	1,071,850		109,3490	1,000,000	1,000,000	0	0	0	0	5.000	4.998	FA	18,889	50,000	02/01/2011	08/15/2015
58013M-EL-4	MCDONALD'S CORP			1	1FE	1,998,994		111,8570	2,000,000	1,999,191	0	139	0	0	3.625	3.631	MN	8,257	72,500	05/20/2011	05/20/2021
580645-AE-9	MCGRAW-HILL COS INC			1	1FE	2,002,871		116,1540	2,000,000	2,001,938	0	(108)	0	0	5.900	5.878	AO	24,911	118,000	02/22/2008	11/15/2017
581557-AW-5	MCKESSON CORP			1	1FE	2,262,900		106,4380	2,120,000	2,260,839	0	(2,061)	0	0	6.500	0.540	FA	52,058	0	12/20/2012	02/15/2014
585055-AH-9	MEDTRONIC INC			1																	

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book / Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	Code	For e i g n	Bond CHAR	NAIC Designation	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change In B./A.C.V.	Rate of of	Effective Rate of	When Paid	Admitted Amount Due & Accrued	Amount Rec. During Year	Acquired	Stated Contractual Maturity Date
59156R-AN-8	WELTIFE INC.			1	1FE	2,875,650		110,0900	3,302,700	3,000,000	2,953,493	0	17,334	0	5.000	5.686	JD	6,667	150,000	06/23/2005	06/15/2015
615369-AB-1	MOODY'S CORPORATION			1	2FE	3,097,755		106,9150	3,207,450	3,000,000	3,094,829	0	(2,926)	0	4.500	4.092	MS	49,125	0	08/20/2012	09/01/2022
652482-BG-4	NEWS AMERICA INC.			1	2FE	1,020,215		108,6870	1,086,870	1,000,000	1,007,750	0	(3,679)	0	5.300	4.879	JD	2,356	53,000	05/19/2009	12/15/2014
654902-AB-1	NOKIA CORP.		F	1	3FE	1,006,062		95,2500	952,500	1,000,000	952,500	(51,836)	(494)	0	5.375	5.294	MN	6,868	53,750	06/02/2009	05/15/2019
670346-AG-0	NUCOR CORP.			1	1FE	2,848,980		119,9640	2,965,510	2,472,000	2,761,175	0	(53,629)	0	5.750	3.161	JD	11,845	142,140	05/02/2011	12/01/2017
674599-BZ-7	OCCIDENTAL PETROLEUM COR.			1	1FE	993,300		105,0450	1,050,450	1,000,000	995,642	0	1,350	0	2.500	2.648	FA	10,417	25,000	04/07/2011	02/01/2016
677347-CB-0	OHIO EDISON			1	2FE	2,184,274		110,4540	2,280,875	2,065,000	2,120,614	0	(22,188)	0	5.450	4.224	MN	18,757	112,543	03/10/2004	05/01/2015
681919-AY-2	OMNICO GROUP INC.			1	2FE	1,016,207		122,0290	1,220,290	1,000,000	1,011,724	0	(1,393)	0	6.250	6.030	JJ	28,819	62,500	07/22/2009	07/15/2019
68402L-AC-8	ORACLE CORP.			1	1FE	1,114,260		113,1610	1,131,610	1,000,000	1,074,597	0	(23,279)	0	5.250	2.677	JJ	24,208	52,500	04/11/2011	01/15/2016
717081-DB-6	Pfizer Inc.			1	1FE	2,149,820		126,3980	2,527,960	2,000,000	2,103,923	0	(13,752)	0	6.200	5.209	MS	36,511	124,000	03/24/2009	03/15/2019
724479-AG-5	PITNEY BOWES INC.			1	2FE	1,090,077		105,0940	1,576,410	1,500,000	1,496,689	0	1,509	0	5.000	5.107	MS	22,083	75,000	01/07/2008	03/15/2015
737679-CW-8	POTOMAC ELECTRIC POWER			1	1FE	2,234,300		103,7820	2,075,640	2,000,000	2,065,948	0	(75,164)	0	4.950	1.130	MN	12,650	99,000	09/23/2010	11/15/2013
744320-AD-7	PRUDENTIAL FINANCIAL INC.			1	2FE	1,054,278		104,6490	1,046,490	1,000,000	1,049,589	0	(4,688)	0	4.750	0.150	AO	11,875	0	11/14/2012	04/01/2014
744320-AG-0	PRUDENTIAL FINANCIAL INC.			1	2FE	537,250		107,9690	539,845	500,000	529,208	0	(8,042)	0	4.750	2.282	JD	1,188	23,750	04/20/2012	06/13/2015
74834L-AL-4	QUEST DIAGNOSTIC INC.			1	2FE	2,184,300		111,0380	2,220,760	2,000,000	2,094,877	0	(31,230)	0	5.450	3.670	MN	18,167	109,000	01/07/2010	11/01/2015
78008S-LL-8	ROYAL BANK OF CANADA		A	1	1FE	5,000,000		100,0000	5,000,000	5,000,000	5,000,000	0	0	0	2.500	3.030	JD	1,389	0	12/06/2012	12/27/2027
816851-AL-3	SEMPRA ENERGY			1	2FE	1,107,060		106,9640	1,069,640	1,000,000	1,023,269	0	(25,281)	0	8.900	6.109	MN	11,372	89,000	11/20/2008	11/15/2013
816851-AQ-2	SEMPRA ENERGY			1	2FE	2,940,730		101,5130	2,935,756	2,892,000	2,940,067	0	(663)	0	2.000	0.611	MS	17,031	0	12/20/2012	03/15/2014
822582-AH-5	SHELL INTERNATIONAL FIN.		F	1	1FE	1,034,300		106,8120	1,068,120	1,000,000	1,021,436	0	(7,544)	0	3.250	2.431	MS	8,938	32,500	04/11/2011	09/22/2015
826200-AC-1	SIEMENS FINANCIERINGSMAT		F	1	1FE	1,549,592		115,9190	1,738,785	1,500,000	1,524,033	0	(5,480)	0	5.750	5.278	AO	17,729	86,250	11/08/2007	10/17/2016
845437-BK-7	SOUTHWESTERN ELEC POWER			1	2FE	1,085,840		121,7050	1,217,050	1,000,000	1,059,843	0	(8,198)	0	6.450	5.280	JJ	29,742	84,500	04/07/2011	06/15/2019
854403-AB-8	STANFORD UNIVERSITY			1	1FE	805,257		110,9570	804,438	725,000	780,965	0	(16,164)	0	4.250	1.850	MN	5,135	30,813	06/22/2011	05/01/2016
855030-AJ-1	STAPLES INC.			1	2FE	5,581,950		108,7200	5,436,000	5,000,000	5,452,924	0	(129,026)	0	9.750	0.960	JJ	224,792	0	11/14/2012	01/15/2014
873144-AA-7	SPI ELECTRICITY & GAS		F	1	1FE	1,037,120		103,3970	1,033,970	1,000,000	1,007,916	0	(8,637)	0	6.150	5.206	MN	7,858	61,500	05/19/2009	11/15/2013
87612E-AN-6	TARGET CORP.			1	1FE	1,043,700		117,9680	1,179,680	1,000,000	1,023,620	0	(5,925)	0	5.875	5.136	JJ	27,090	58,750	07/14/2006	07/15/2016
88166C-AA-6	TEVA PHARMA FIN II/IIII		F	1	1FE	1,013,200		105,1370	1,051,370	1,000,000	1,007,946	0	(3,094)	0	3.000	2.663	JD	1,333	30,000	04/07/2011	06/15/2015
88732J-AL-2	TIME WARNER CABLE INC.			1	2FE	2,330,620		124,9180	2,498,360	2,000,000	2,262,816	0	(41,851)	0	6.750	4.060	JJ	67,500	135,000	05/04/2011	07/01/2018
89233P-SS-1	TOYOTA MOTOR CREDIT CORP.			1	1FE	2,039,762		103,4260	2,068,520	2,000,000	2,032,634	0	(7,128)	0	2.050	1.630	JJ	19,247	20,500	01/27/2012	01/12/2017
89233P-6P-6	TOYOTA MOTOR CREDIT CORP.			1	1FE	2,985,000		98,2420	2,947,260	3,000,000	2,985,285	0	285	0	2.250	3.294	MJSD	2,250	16,875	09/14/2012	09/19/2027
89233P-6R-2	TOYOTA MOTOR CREDIT CORP.			1	1FE	5,000,000		97,4150	4,870,750	5,000,000	5,000,000	0	0	0	3.000	3.428	JAJO	27,500	0	10/10/2012	10/25/2032
893830-AR-0	TRANSOCEAN INC.		F	1	2FE	1,053,252		100,8780	1,008,780	1,000,000	1,003,217	0	(15,719)	0	5.250	3.626	MS	15,458	52,500	09/01/2009	03/15/2013
902133-AH-0	TYCO ELECTRONICS GROUP S.		F	1	2FE	3,203,910		105,2910	3,158,730	3,000,000	3,161,985	0	(41,925)	0	5.950	0.720	JJ	82,308	0	09/19/2012	01/15/2014
90331H-KO-5	US BANK NA			3	1FE	2,955,750		100,0660	3,001,980	3,000,000	2,980,529	0	10,947	0	0.620	0.995	JAJO	4,032	22,979	09/28/2010	10/14/2014
90333W-AG-3	US BANK NA			1	1FE	5,197,500		106,0260	5,301,300	5,000,000	5,135,148	0	(58,330)	0	3.778	2.557	AO	32,533	188,900	11/30/2011	04/29/2020
911312-AH-9	UNITED PARCEL SERVICE			1	1FE	2,073,520		120,1500	2,403,000	2,000,000	2,041,764	0	(7,079)	0	5.500	5.026	JJ	50,722	110,000	01/24/2008	01/15/2018
92343V-AC-8	VERIZON COMMUNICATIONS			1	1FE	3,080,580		113,8740	3,416,220	3,000,000	3,035,455	0	(10,039)	0	5.550	5.135	FA	62,900	166,500	02/15/2006	02/15/2016
92344S-AJ-9	CELLCO PART/VERI WIRELSS			1	1FE	5,373,060		105,6970	5,284,850	5,000,000	5,298,238	0	(74,822)	0	7.375	0.496	MN	47,118	184,375	10/16/2012	11/15/2013
92344S-AP-5	CELLCO PART/VERI WIRELSS			1	1FE	5,273,250		104,9740	5,248,700	5,000,000	5,255,024	0	(18,226)	0	5.550	0.811	FA	115,625	0	11/28/2012	02/01/2014
92857L-W9-1	Vodafone Group Public Limited Company		R	1	2FE	9,914,056		100,0000	10,000,000	10,000,000	9,940,736	0	26,681	0	0.000	0.855	N/A	0	0	09/07/2012	09/09/2013
92857W-AP-5	VODAFONE GROUP PLC		F	1	1FE	1,032,027		117,3450	1,173,450	1,000,000	1,018,740	0	(3,886)	0	5.625	5.118	FA	19,375	56,250	05/07/2009	02/27/2017
92976C-AC-5	WACHOVIA BANK NA			3	1FE	1,919,854		99,7050	1,994,100	2,000,000	1,963,132	0	20,110	0	0.693	1.722	FMAN	2,194	17,348	10/22/2010	11/03/2014
931142-BY-8	WAL-MART STORES INC			1	1FE	948,206		109,5190	1,095,190	1,000,000	981,040	0	6,914	0	4.500	5.320	JJ	22,500	45,000	09/13/2007	07/01/2015
931142-CJ-0	WAL-MART STORES INC			1	1FE	4,173,140		122,5050	4,900,200	4,000,000	4,099,158	0	(16,230)	0	5.800	5.242	FA	87,644	232,000	11/19/2007	02/15/2018
949746-NX-5	WELLS FARGO & COMPANY			1	1FE	6,953,296		119,2700	8,348,900	7,000,000	6,973,891	0	4,733	0	5.625	5.713	JD	21,875	393,750	12/13/2007	12/11/2017
94986R-HC-8	WELLS FARGO & COMPANY			1	1FE	3,000,000		97,0710	2,912,130	3,000,000	3,000,000	0	0	0	3.500	3.500	JAJO	18,375	79,042	01/27/2012	01/28/2019
94986R-KV-2	WELLS FARGO & COMPANY			1	1FE	5,000,000		97,4190	4,870,950	5,000,000	5,000,000	0	0	0	3.000	3.416	JAJO	25,417	37,500	07/26/2012	08/02/2027
959802-AJ-8	WESTERN UNION CO/THE			1	2FE	1,054,025		106,1360	1,061,360	1,000,000	1,014,159	0	(11,573)	0	6.500	5.216	FA	22,569	65,000	04/21/2009	02/26/2014
984121-BV-4	XEROX CORPORATION			1	2FE	1,073,550		101,7140	1,017,140	1,000,000	1,008,545	0	(22,640)	0	5.650	3.304	MN	7,219	56,500	01/07/2010	05/15/2013
984121-BY-8	XEROX CORPORATION			1	2FE	2,342,000		109,0790	2,181,580	2,000,000	2,114,253	0	(79,767)	0	8.250	3.924	MN	21,083	165,000	01/07/2010	05/15/2014
3299999	- Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations					334,824,947	XXX	346,180,992	323,685,000	330,262,732	(73,724)	(2,578,325)	0	0	XXX	XXX	XXX	3,519,060	10,803,405	XXX	XXX
3899999	- Bonds - Industrial and Miscellaneous (Unaffiliated) - Subtotals - Industrial and Miscellaneous (Unaffiliated)					334,824,947	XXX	346,180,992	323,685,000	330,262,732	(73,724)	(2,578,325)	0	0	XXX	XXX	XXX	3,519,060	10,803,405	XXX	XXX
7799999	- Bonds - Total Bonds - Subtotals - Issuer Obligations					409,753,896	XXX	423,284,104	398,004,000	405,007,399	(73,724)	(2,699,052)	0	0	XXX	XXX	XXX	3,951,016	1		

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 1

Showing All Long-Term **BONDS** Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes			6 NAIC Designation	7 Actual Cost	Fair Value		10 Par Value	11 Book/ Adjusted Carrying Value	Change in Book / Adjusted Carrying Value				Interest					Dates	
		3 Code	4 F o r e i g n	5 Bond CHAR			8 Rate Used to Obtain Fair Value	9 Fair Value			12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change In B./A.C.V.	16 Rate of	17 Effective Rate of	18 When Paid	19 Admitted Amount Due & Accrued	20 Amount Rec. During Year	21 Acquired	22 Stated Contractual Maturity Date
7899999	Bonds - Total Bonds - Subtotals - Residential Mortgage-Backed Securities					6,126,703	XXX	6,602,679	5,982,148	6,093,735	0	(2,680)	0	0	XXX	XXX	XXX	27,183	326,199	XXX	XXX
8099999	Bonds - Total Bonds - Subtotals - Other Loan-Backed and Structured Securities					875,000	XXX	974,260	875,000	875,000	0	0	0	0	XXX	XXX	XXX	4,922	59,063	XXX	XXX
8399999 Subtotals - Total Bonds						416,755,599	XXX	430,861,042	404,861,148	411,976,135	(73,724)	(2,701,732)	0	0	XXX	XXX	XXX	3,983,122	12,766,462	XXX	XXX

E10.4

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 2 - SECTION 1

Showing All **PREFERRED STOCKS** Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes		5 Number Of Shares	6 Par Value Per Share	7 Rate Per Share	8 Book/ Adjusted Carrying Value	Fair Value		11 Actual Cost	Dividends			Change in Book/Adjusted Carrying Value					20 NAIC Desig- nation	21 Date Acquired	
		3 Code	4 Foreign					9 Rate Per Share Used to Obtain Fair Value	10 Fair Value		12 Declared but Unpaid	13 Amount Received During Year	14 Nonadmitted Declared But Unpaid	15 Unrealized Valuation Increase/ (Decrease)	16 Current Year's (Amortization) Accretion	17 Current Year's Other Than Temporary Impairment Recognized	18 Total Change In B./A.C.V. (15+16-17)	19 Total Foreign Exchange Change In B./A.C.V.			
NONE																					
8999999 Total Preferred Stocks							0	XXX	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX

E11

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 2 - SECTION 2

Showing all **COMMON STOCKS** Owned December 31 of Current Year

1 CUSIP Identification	2 Description	Codes		5 Number of Shares	6 Book / Adjusted Carrying Value	Fair Value		9 Actual Cost	Dividends			Change in Book/Adjusted Carrying Value				17 NAIC Market Indicator (a)	18 Date Acquired
		3 Code	4 Foreign			7 Rate per Share Used To Obtain Fair Value	8 Fair Value		10 Declared but Unpaid	11 Amount Received During Year	12 Nonadmitted Declared But Unpaid	13 Unrealized Valuation Increase/ (Decrease)	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in B./A.C.V. (13-14)	16 Total Foreign Exchange Change in B./A.C.V.		
Mutual Funds																	
015566-30-0	ALGER SPECTRA FUND-I			210,539,580	2,907,552	13,810	2,907,552	2,782,217	0	86,766	0	125,335	0	125,335	0	L	12/18/2012
025076-10-0	AMER CENT EQUITY INCOME-INV			372,361,020	2,911,863	7,820	2,911,863	2,739,744	0	103,017	0	198,771	0	198,771	0	L	06/28/2012
29875E-10-0	AMERICAN EURO PACIFIC GRTH-F2			104,543,040	4,301,946	41,150	4,301,946	4,232,702	0	65,349	0	607,229	0	607,229	0	L	06/28/2012
316071-10-9	FIDELITY CONTRAFUND			42,394,920	3,288,574	77,570	3,288,574	2,890,120	0	35,485	0	409,142	0	409,142	0	L	06/28/2012
316389-77-4	FIDELITY ADV S/C VALUE-I			89,288,240	1,444,684	16,180	1,444,684	1,374,465	0	52,412	0	181,394	0	181,394	0	L	06/28/2012
411511-30-6	HARBOR INTERNATIONAL-INST			17,862,940	1,109,646	62,120	1,109,646	1,100,000	0	0	0	9,646	0	9,646	0	L	12/26/2012
413838-20-2	OAKMARK INTERNATIONAL FD-I			52,961,000	1,108,474	20,930	1,108,474	1,100,000	0	0	0	8,474	0	8,474	0	L	12/26/2012
446327-46-2	HUNTINGTON SITUS FUND-TRUST			85,273,050	1,998,800	23,440	1,998,800	1,645,693	0	66,348	0	316,793	0	316,793	0	L	06/28/2012
464287-46-5	ISHARES MSCI EAFE INDEX FUND			20,094,000	1,142,545	56,860	1,142,545	1,083,431	0	34,138	0	130,553	0	130,553	0	L	06/28/2012
464287-49-9	ISHARES RUSSELL MIDCAP INDEX			10,057,000	1,137,447	113,100	1,137,447	1,045,969	0	19,723	0	125,243	0	125,243	0	L	06/28/2012
466000-54-4	IVY MID CAP GROWTH FUND-CL Y			71,415,330	1,361,890	19,070	1,361,890	1,344,875	0	7,613	0	17,015	0	17,015	0	L	06/06/2012
47803W-40-6	JOHN HANCOCK III-DISC M/C-IS			288,866,100	3,841,919	13,300	3,841,919	3,623,316	0	24,479	0	218,603	0	218,603	0	L	09/13/2012
552983-69-4	MFS VALUE FUND-I			111,143,810	2,829,721	25,460	2,829,721	2,618,570	0	75,694	0	325,714	0	325,714	0	L	04/04/2012
741479-10-9	T ROWE PRICE GROWTH STK			86,411,370	3,264,622	37,780	3,264,622	2,731,410	0	6,049	0	490,180	0	490,180	0	L	06/28/2012
74441C-80-8	PRUDENTIAL JENN M/C GROW-Z			38,190,960	1,238,151	32,420	1,238,151	1,246,171	0	39,769	0	(8,020)	0	(8,020)	0	L	11/02/2012
76628R-67-2	RIDGEMOUTH L/C VAL EQTY-I			219,674,820	3,121,579	14,210	3,121,579	2,884,046	0	56,870	0	382,683	0	382,683	0	L	06/06/2012
77956E-10-9	T ROWE PRICE MID CAP GR			23,188,160	1,309,435	56,470	1,309,435	1,289,210	0	82,086	0	74,484	0	74,484	0	L	04/04/2012
77956E-10-7	T ROWE PRICE NEW HORIZONS			38,767,410	1,285,915	33,170	1,285,915	1,357,627	0	111,262	0	65,255	0	65,255	0	L	06/28/2012
780905-78-2	ROYCE SPECIAL EQUITY FUND-IV			137,326,660	2,901,712	21,130	2,901,712	2,890,000	0	214,477	0	177,938	0	177,938	0	L	06/28/2012
885215-56-6	THORNBURG INTL VALUE FD-I			89,899,200	2,525,268	28,090	2,525,268	2,524,338	0	31,269	0	304,601	0	304,601	0	L	06/06/2012
92206C-66-4	VANGUARD RUSSELL 2000			11,141,000	746,447	67,000	746,447	704,019	0	11,642	0	53,302	0	53,302	0	L	09/04/2012
92206C-73-0	VANGUARD RUSSELL 1000			24,718,000	1,611,861	65,210	1,611,861	1,518,095	0	24,705	0	107,509	0	107,509	0	L	09/04/2012
9299999	Mutual Funds				47,390,051	XXX	47,390,051	44,726,018	0	1,169,154	0	4,321,842	0	4,321,842	0	XXX	XXX
Money Market Mutual Funds																	
608993-40-8	HUNTINGTON MONEY MARKET FUND IV		E	2,340,540,820	2,340,541	1,000	2,340,541	2,340,541	0	0	0	0	0	0	0	V	12/31/2012
9399999	Money Market Mutual Funds				2,340,541	XXX	2,340,541	2,340,541	0	0	0	0	0	0	0	XXX	XXX
9799999 Total Common Stocks																	
9899999 Total Preferred and Common Stocks																	

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

....., the total \$ value (included in Column 8) of all such issues \$

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks **ACQUIRED** During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions								
313381-FU-4	FEDERAL HOME LOAN BANK		12/17/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,850,000	2,850,000	.0
3134G3-QY-9	FREDDIE MAC		03/15/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,995,500	3,000,000	.0
3134G3-SN-1	FREDDIE MAC		03/26/2012	NATL FINANCIAL SERVICES CORP (NFS)	XXX	4,995,000	5,000,000	.0
3136G0-AS-0	FANNIE MAE		04/19/2012	VARIOUS	XXX	11,515,000	11,515,000	.0
3136G0-DY-4	FANNIE MAE		04/26/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	3,000,000	3,000,000	.0
3136G0-MC-2	FANNIE MAE		05/22/2012	NATIONAL FINANCIAL SERVICES CO.	XXX	4,992,500	5,000,000	.0
3136G0-PD-7	FANNIE MAE		06/14/2012	NATIONAL FINANCIAL SERVICES CO.	XXX	5,000,000	5,000,000	.0
3136G0-PP-0	FANNIE MAE		07/10/2012	NATIONAL FINANCIAL SERVICES CO.	XXX	8,500,000	8,500,000	3,160
3136G0-ZR-5	FANNIE MAE		08/22/2012	NATIONAL FINANCIAL SERVICES CO.	XXX	639,000	639,000	.0
677555-Q3-1	OH ECON DEV-6-TXBL		09/20/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,400,000	2,400,000	.0
677555-R9-7	OH ST ECON DEV-10		10/18/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	362,775	325,000	.0
677555-S2-1	OH ST ECON DEV-10		10/18/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	364,075	325,000	.0
677555-S3-9	OH ST ECON DEV-10		10/18/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	376,261	340,000	.0
677555-S4-7	OH ST ECON DEV-10		10/18/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	371,046	335,000	.0
677555-S5-4	OH ST ECON DEV-10		10/18/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	384,363	350,000	.0
677555-S6-2	OH ST ECON DEV-10		10/18/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	384,356	350,000	.0
677555-S7-0	OH ST ECON DEV-10		10/18/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	391,032	360,000	.0
677555-S8-8	OH ST ECON DEV-10		10/18/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	401,642	370,000	.0
3199999	Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					49,922,550	49,659,000	3,160
Bonds - Industrial and Miscellaneous (Unaffiliated)								
013716-AS-4	RIO TINTO ALCAN INC.	A	03/29/2012	NATL FINANCIAL SERVICES CORP (NFS)	XXX	2,919,982	2,796,000	46,833
025816-BA-6	AMERICAN EXPRESS CO.		10/16/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,817,240	2,550,000	76,518
0258M0-CW-7	AMER EXPRESS CREDIT CO.		04/11/2012	NATL FINANCIAL SERVICES CORP (NFS)	XXX	5,268,498	5,000,000	129,740
0258M0-CY-3	AMER EXPRESS CREDIT CO.		08/14/2012	NATIONAL FINANCIAL SERVICES CO.	XXX	2,670,750	2,500,000	89,729
034863-AA-8	ANGLO AMERICAN CAPITAL	F	11/02/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	3,346,350	3,000,000	22,656
03938L-AC-8	ARCELORMITTAL	F	05/04/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	4,160,000	4,000,000	91,375
054303-AQ-5	AVON PRODUCTS INC.		04/18/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	5,165,900	5,000,000	98,281
06849T-AA-6	BARRICK GOLD FINANCECO L		09/05/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,224,475	2,095,000	45,237
084670-AV-0	BERKSHIRE HATHAWAY INC.		02/10/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	5,355,300	5,000,000	79,556
127210-AB-8	CADBURY SCHWEPPES US FIN.		08/28/2012	VARIOUS	XXX	5,270,519	5,000,000	70,896
172967-EU-1	CITIGROUP INC.		04/20/2012	NATL FINANCIAL SERVICES CORP (NFS)	XXX	263,500	250,000	2,753
191216-AV-2	COCA-COLA CO/THE		03/14/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,125,880	2,000,000	2,383
191219-BT-0	COCA-COLA REFRESH USA.		11/02/2012	NATIONAL FINANCIAL SERVICES CO.	XXX	2,181,520	2,000,000	26,222
233835-AW-7	DAIMLER FINANCE NA LLC.		06/13/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,156,360	2,000,000	11,917
24702R-AG-6	DELL INC.		10/16/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,151,800	2,000,000	1,250
24702R-AN-1	DELL INC.		08/14/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	3,072,510	3,000,000	23,800
25243Y-AN-9	DIAGEO CAPITAL PLC.	F	12/10/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,370,882	2,205,000	66,854
36966T-GZ-9	GENERAL ELEC CAP CORP.		11/19/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	7,466,250	7,500,000	5,625
37247D-AE-6	GENWORTH FINANCIAL INC.		04/20/2012	NATL FINANCIAL SERVICES CORP (NFS)	XXX	516,000	500,000	9,983
381416-HW-7	GOLDMAN SACHS GROUP INC.		11/20/2012	NATIONAL FINANCIAL SERVICES CO.	XXX	7,500,000	7,500,000	.0
38143U-6J-5	GOLDMAN SACHS GROUP INC.		08/23/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	3,000,000	3,000,000	.0
38143U-6N-6	GOLDMAN SACHS GROUP INC.		08/30/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	3,000,000	3,000,000	.0
41283D-AB-9	HARLEY-DAVIDSON FUNDING		04/20/2012	NATL FINANCIAL SERVICES CORP (NFS)	XXX	1,169,000	1,000,000	23,611
416515-AV-6	HARTFORD FINL SVCS GRP.		04/20/2012	NATL FINANCIAL SERVICES CORP (NFS)	XXX	532,875	500,000	7,917
428236-BB-8	HEWLETT-PACKARD CO.		01/31/2012	NATL FINANCIAL SERVICES CORP (NFS)	XXX	3,001,905	3,000,000	14,375
452308-AH-2	ILLINOIS TOOL WORKS INC.		12/13/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	445,003	420,000	4,626
478366-AV-9	JOHNSON CONTROLS INC.		10/02/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	3,328,075	3,270,000	5,405
478366-AZ-0	JOHNSON CONTROLS INC.		03/16/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,069,780	2,000,000	15,022
48126D-BT-5	JPMORGAN CHASE & CO.		10/25/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	4,975,000	5,000,000	.0
48126D-LV-9	JPMORGAN CHASE & CO.		12/12/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	5,000,000	5,000,000	.0
581557-AW-5	MCKESSON CORP.		12/20/2012	NATIONAL FINANCIAL SERVICES CO.	XXX	2,262,900	2,120,000	50,144
615369-AB-1	MOODY'S CORPORATION		08/20/2012	NATIONAL FINANCIAL SERVICES CO.	XXX	3,097,755	3,000,000	1,125
744320-AD-7	PRUDENTIAL FINANCIAL INC.		11/14/2012	NATIONAL FINANCIAL SERVICES CO.	XXX	1,054,278	1,000,000	6,333
744320-AG-0	PRUDENTIAL FINANCIAL INC.		04/20/2012	NATL FINANCIAL SERVICES CORP (NFS)	XXX	537,250	500,000	8,378
78008S-LL-8	ROYAL BANK OF CANADA	A	12/06/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	5,000,000	5,000,000	.0
816851-AQ-2	SEMPRA ENERGY		12/20/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,940,730	2,892,000	16,227
855030-AJ-1	STAPLES INC.		09/11/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	5,581,950	5,000,000	79,896
89233P-5S-1	TOYOTA MOTOR CREDIT CORP.		01/27/2012	NATL FINANCIAL SERVICES CORP (NFS)	XXX	2,039,762	2,000,000	2,164
89233P-6P-6	TOYOTA MOTOR CREDIT CORP.		09/14/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	2,985,000	3,000,000	.0
89233P-6R-2	TOYOTA MOTOR CREDIT CORP.		10/10/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	5,000,000	5,000,000	.0

E13

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
902133-AH-0	TYCO ELECTRONICS GROUP S	F	09/19/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	3,203,910	3,000,000	34,213
92344S-AJ-9	CELLCO PART/VERI WIRELESS		10/16/2012	VARIOUS	XXX	5,373,060	5,000,000	151,597
92344S-AP-5	CELLCO PART/VERI WIRELESS		11/28/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	5,273,250	5,000,000	94,042
92857L-W9-1	Vodafone Group Public Limited Company	R	09/07/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	9,914,056	10,000,000	.0
94986R-HC-8	WELLS FARGO & COMPANY		01/27/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	3,000,000	3,000,000	.0
94986R-KV-2	WELLS FARGO & COMPANY		07/26/2012	THE HUNTINGTON INVESTMENT COMPANY	XXX	5,000,000	5,000,000	.0
8399999	Bonds - Industrial and Miscellaneous (Unaffiliated)					157,789,254	152,598,000	1,416,684
8399997	Bonds - Subtotals - Bonds - Part 3					207,711,804	202,257,000	1,419,843
8399998	Bonds - Summary item from Part 5 for Bonds					34,896,900	34,740,000	49,785
8399999	Bonds - Subtotals - Bonds					242,608,704	236,997,000	1,469,628
Common Stocks - Mutual Funds								
015566-30-0	ALGER SPECTRA FUND-I		12/18/2012	VARIOUS	210,539,580	2,782,217	XXX	.0
025076-10-0	AMER CENT EQUITY INCOME-INV		06/28/2012	VARIOUS	21,179,090	160,000	XXX	.0
29875E-10-0	AMERICAN EUROPACIFIC GRTH-F2		06/28/2012	VARIOUS	10,631,980	397,500	XXX	.0
316071-10-9	FIDELITY CONTRAFUND		06/28/2012	Unknown	2,972,910	220,023	XXX	.0
316389-77-4	FIDELITY ADV S/C VALUE-I		06/28/2012	VARIOUS	11,989,090	181,875	XXX	.0
411511-30-6	HARBOR INTERNATIONAL-INST		12/26/2012	NO BROKER	17,862,940	1,100,000	XXX	.0
413838-20-2	OAKMARK INTERNATIONAL FD-I		12/26/2012	NO BROKER	52,961,000	1,100,000	XXX	.0
446327-46-2	HUNTINGTON SITUS FUND-TRUST		06/28/2012	Unknown	11,949,570	250,000	XXX	.0
464287-46-5	ISHARES MSCI EAFE INDEX FUND		06/28/2012	VARIOUS	7,595,000	392,917	XXX	.0
464287-49-9	ISHARES RUSSELL MIDCAP INDEX		06/28/2012	VARIOUS	3,148,000	332,220	XXX	.0
466000-54-4	IVY MID CAP GROWTH FUND-CL Y		06/06/2012	Unknown	71,415,330	1,344,875	XXX	.0
47803W-40-6	JOHN HANCOCK IIII-DISC M/C-IS		09/13/2012	Unknown	288,866,100	3,623,316	XXX	.0
552983-69-4	MFS VALUE FUND-I		04/04/2012	MATRIX CLEARING CORP	2,376,240	60,000	XXX	.0
741479-10-9	T ROWE PRICE GROWTH STK		06/28/2012	Unknown	6,158,740	220,000	XXX	.0
74441C-80-8	PRUDENTIAL JENN M/C GROW-Z		11/02/2012	NO BROKER	38,190,960	1,246,171	XXX	.0
76628R-67-2	RIDGEWORTH L/C VAL EQTY-I		06/06/2012	Unknown	9,176,440	120,296	XXX	.0
779556-10-9	T ROWE PRICE MID CAP GR		04/04/2012	MATRIX CLEARING CORP	2,256,970	131,250	XXX	.0
779562-10-7	T ROWE PRICE NEW HORIZONS		06/28/2012	VARIOUS	5,290,620	181,875	XXX	.0
780905-78-2	ROYCE SPECIAL EQUITY FUND-IV		06/28/2012	Unknown	17,147,780	356,250	XXX	.0
885215-56-6	THORNBURG INTL VALUE FD-I		06/06/2012	Unknown	10,091,680	258,999	XXX	.0
92206C-66-4	VANGUARD RUSSELL 2000		09/04/2012	SIBI- DIRECTED NON SOFT DOLLAR	7,617,000	486,886	XXX	.0
92206C-73-0	VANGUARD RUSSELL 1000		09/04/2012	VARIOUS	14,747,000	933,512	XXX	.0
9299999	Common Stocks - Mutual Funds					15,880,181	XXX	.0
Common Stocks - Money Market Mutual Funds								
608993-40-8	HUNTINGTON MONEY MARKET FUND IV	F	12/31/2012	Direct	2,408,948,860	2,408,949	XXX	.0
9399999	Common Stocks - Money Market Mutual Funds					2,408,949	XXX	.0
9799997	Common Stocks - Subtotals - Common Stocks - Part 3					18,289,130	XXX	.0
9799998	Common Stocks - Summary item from Part 5 for Common Stocks					18,350,479	XXX	.0
9799999	Common Stocks - Subtotals - Common Stocks					36,639,609	XXX	.0
9899999	Common Stocks - Subtotals - Preferred and Common Stocks					36,639,609	XXX	.0
9999999	Totals					279,248,314	XXX	1,469,628

E13.1

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks **SOLD, REDEEMED** or Otherwise **DISPOSED** OF During Current Year

1 CUSIP Identification	2 Description	3 F o r e i g n	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
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year (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.						
Bonds - U.S. Governments																				
36202F-C6-1	RMBS - G2 4593		12/20/2012	VARIOUS		400,237	400,237	415,058	414,665	0	(14,428)	0	(14,428)	0	400,237	0	0	0	9,809	12/20/2039
0599999 - Bonds - U.S. Governments																				
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																				
3128KU-G5-0	RMBS - FG A63820		12/17/2012	VARIOUS		115,164	115,164	115,272	115,262	0	(98)	0	(98)	0	115,164	0	0	0	4,205	08/01/2037
3128X5-ZE-1	FREDDIE MAC		02/07/2012	Redemption		1,000,000	1,000,000	1,045,000	1,001,255	0	(212)	0	(212)	0	1,001,043	0	(1,043)	0	28,750	02/07/2022
31331J-AB-9	FEDERAL FARM CREDIT BANK		12/24/2012	Maturity		1,000,000	1,000,000	1,000,424	1,000,145	0	(145)	0	(145)	0	1,000,000	0	0	0	16,250	12/24/2012
31331X-YE-6	FEDERAL FARM CREDIT BANK		05/09/2012	Redemption		2,500,000	2,500,000	2,561,675	2,506,069	0	(207)	0	(207)	0	2,505,862	0	(5,862)	(5,862)	71,250	05/09/2022
31331Y-AM-2	FEDERAL FARM CREDIT BANK		10/18/2012	Redemption		3,000,000	3,000,000	3,000,000	3,000,000	0	0	0	0	0	3,000,000	0	0	0	174,000	10/18/2022
31331Y-HT-0	FEDERAL FARM CREDIT BANK		12/13/2012	Redemption		5,000,000	5,000,000	4,996,875	4,997,491	0	314	0	314	0	4,997,805	0	2,195	2,195	268,750	12/13/2022
31335H-UN-1	RMBS - FG C90589		12/17/2012	VARIOUS		104,896	104,896	106,469	106,220	0	(1,324)	0	(1,324)	0	104,896	0	0	0	3,208	11/01/2022
313371-7K-6	FEDERAL HOME LOAN BANK		06/30/2012	Not Available		3,000,000	3,000,000	2,995,500	2,996,567	0	124	0	124	0	2,996,691	0	3,310	3,310	67,500	09/30/2025
313371-P5-9	FEDERAL HOME LOAN BANK		02/24/2012	Redemption		3,000,000	3,000,000	2,994,000	2,995,241	0	51	0	51	0	2,995,292	0	4,708	4,708	24,375	11/24/2025
3133F4-B5-9	FREDDIE MAC		04/15/2012	Redemption		3,000,000	3,000,000	2,980,500	2,984,106	0	331	0	331	0	2,984,437	0	15,563	15,563	45,000	10/15/2025
3133XK-JW-6	FEDERAL HOME LOAN BANK		09/01/2012	VARIOUS		1,000,000	1,000,000	1,001,250	1,000,116	0	(116)	0	(116)	0	1,000,000	0	0	0	28,250	04/20/2022
3133XX-T5-6	FEDERAL HOME LOAN BANK		09/01/2012	VARIOUS		1,000,000	1,000,000	1,000,000	1,000,000	0	0	0	0	0	1,000,000	0	0	0	10,000	04/13/2017
3134G1-XP-4	FREDDIE MAC		02/06/2012	Redemption		3,000,000	3,000,000	3,000,000	3,000,000	0	0	0	0	0	3,000,000	0	0	0	7,500	11/05/2015
3134G2-4L-3	FREDDIE MAC		09/01/2012	VARIOUS		5,000,000	5,000,000	4,975,000	4,975,801	0	645	0	645	0	4,976,446	0	23,554	23,554	75,000	11/25/2026
3134G2-SW-3	FREDDIE MAC		09/01/2012	VARIOUS		2,000,000	2,000,000	2,029,000	2,017,282	0	(17,282)	0	(17,282)	0	2,000,000	0	0	0	41,000	07/27/2016
3134G3-AH-3	FREDDIE MAC		12/13/2012	Redemption		5,000,000	5,000,000	4,995,000	4,995,022	0	475	0	475	0	4,995,497	0	4,503	4,503	125,000	12/13/2021
3134G3-AU-4	FREDDIE MAC		09/01/2012	VARIOUS		5,000,000	5,000,000	4,987,500	4,987,529	0	379	0	379	0	4,987,908	0	12,092	12,092	81,250	12/15/2026
31359M-7M-9	FANNIE MAE		09/01/2012	VARIOUS		4,500,000	4,500,000	4,568,025	4,499,142	0	(9,197)	0	(9,197)	0	4,489,945	0	10,055	10,055	120,938	04/11/2022
3136FJ-5M-9	FANNIE MAE		02/24/2012	Redemption		1,000,000	1,000,000	1,000,000	1,000,000	0	0	0	0	0	1,000,000	0	0	0	17,500	02/24/2020
3136FM-2H-6	FANNIE MAE		09/01/2012	VARIOUS		3,500,000	3,500,000	3,500,000	3,500,000	0	0	0	0	0	3,500,000	0	0	0	52,500	07/20/2020
3136FM-2T-0	FANNIE MAE		01/29/2012	Redemption		5,000,000	5,000,000	4,979,000	4,993,836	0	25	0	25	0	4,993,861	0	6,139	6,139	50,000	07/29/2030
3136FM-Y9-9	FANNIE MAE		09/01/2012	VARIOUS		2,000,000	2,000,000	2,058,880	2,016,691	0	(16,691)	0	(16,691)	0	2,000,000	0	0	0	60,000	07/23/2015
3136FP-VY-0	FANNIE MAE		02/21/2012	Redemption		3,000,000	3,000,000	3,000,000	3,000,000	0	0	0	0	0	3,000,000	0	0	0	22,500	11/18/2025
3136FR-YS-6	FANNIE MAE		09/01/2012	VARIOUS		5,000,000	5,000,000	5,000,000	5,000,000	0	0	0	0	0	5,000,000	0	0	0	50,000	07/27/2026
3136FT-HK-8	FANNIE MAE		07/27/2012	Redemption		3,000,000	3,000,000	2,997,000	2,997,100	0	111	0	111	0	2,997,211	0	2,789	2,789	67,500	10/27/2026
3136FT-JX-8	FANNIE MAE		09/01/2012	VARIOUS		2,000,000	2,000,000	2,000,000	2,000,000	0	0	0	0	0	2,000,000	0	0	0	32,500	10/27/2026
3136FT-SR-1	FANNIE MAE		09/01/2012	VARIOUS		3,000,000	3,000,000	3,000,000	3,000,000	0	0	0	0	0	3,000,000	0	0	0	15,000	12/21/2015
31371K-KE-0	RMBS - FN 254193		12/26/2012	VARIOUS		88,468	88,468	89,795	89,552	0	(1,084)	0	(1,084)	0	88,468	0	0	0	2,789	02/01/2022
31371N-H2-4	RMBS - FN 256849		12/26/2012	VARIOUS		97,576	97,576	98,003	97,979	0	(403)	0	(403)	0	97,576	0	0	0	3,700	08/01/2037
31398A-DU-3	FANNIE MAE		09/01/2012	VARIOUS		1,000,000	1,000,000	1,091,711	1,013,753	0	(13,753)	0	(13,753)	0	1,000,000	0	0	0	31,590	06/15/2027
31411N-WW-3	RMBS - FN 912461		12/26/2012	Direct		145,299	145,299	145,163	145,163	0	136	0	136	0	145,299	0	0	0	4,563	03/01/2037
31413T-LF-7	RMBS - FN 954926		12/26/2012	VARIOUS		15,041	15,041	15,488	15,451	0	(410)	0	(410)	0	15,041	0	0	0	537	07/01/2037
31413T-NB-4	RMBS - FN 954986		12/26/2012	VARIOUS		42,645	42,645	43,911	43,794	0	(1,149)	0	(1,149)	0	42,645	0	0	0	1,822	07/01/2037
31413T-ND-0	RMBS - FN 954988		12/26/2012	Direct		3,159	3,159	3,253	3,246	0	(87)	0	(87)	0	3,159	0	0	0	112	07/01/2037
44352T-AA-6	HUBERT HTS SD TXB		12/03/2012	Redemption		45,000	45,000	45,000	45,000	0	0	0	0	0	45,000	0	0	0	3,038	12/01/2024
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																				
Bonds - Industrial and Miscellaneous (Unaffiliated)																				
00206R-AF-9	AT&T INC		06/29/2012	Redemption		2,049,240	2,000,000	2,041,635	2,009,838	0	(4,614)	0	(4,614)	0	2,005,224	0	44,016	44,016	94,594	01/15/2013
002819-AB-6	ABBOTT LABORATORIES		12/10/2012	VARIOUS		6,150,850	5,000,000	5,124,290	5,081,969	0	(11,238)	0	(11,238)	0	5,070,732	0	1,080,118	1,080,118	287,777	11/30/2017
02580E-CG-6	AMERICAN EXPRESS BK FSB		10/17/2012	Maturity		500,000	500,000	524,375	517,160	0	(17,160)	0	(17,160)	0	500,000	0	0	0	27,750	10/17/2012
026660-ZC-0	AMERICAN HONDA FINANCE		09/01/2012	VARIOUS		1,000,000	1,000,000	881,721	994,102	0	5,898	0	5,898	0	1,000,000	0	0	0	1,557	02/21/2012
05953Y-BK-6	CWO/RMBS - BAFC 2007-4 2A14		03/08/2012	VARIOUS		1,000,000	1,000,000	967,500	761,658	0	4,912	0	4,912	0	766,571	0	(31,003)	(31,003)	16,151	06/25/2037
12543T-AM-7	CWO/RMBS - CWHL 2006-13 1A12		03/08/2012	VARIOUS		735,568	1,000,000	178,006	151,755	0	7,226	0	7,226	0	158,981	0	(11,168)	(11,168)	2,734	09/25/2036
126694-EF-1	CWO/RMBS - CWHL 2005-21 A39		03/08/2012	NATL FINANCIAL SERVICES CORP (NFS)		858,750	1,000,000	955,625	851,020	0	0	0	0	0	851,020	0	7,730	7,730	14,884	10/25/2035
16162W-NH-8	CWO/RMBS - CHASE 2005-S3 A7		03/08/2012	CORP (NFS)		1,923,750	2,000,000	1,970,000	1,962,200	0	0	0	0	0	1,962,200	0	(38,450)	(38,450)	29,639	11/25/2035
17252W-AF-7	CINTAS CORPORATION NO. 2		09/01/2012	VARIOUS		1,345,000	1,345,000	1,380,306	1,346,754	0	(1,754)	0	(1,754)	0	1,345,000	0	0	0	40,350	06/01/2012
209111-DZ-3	CONS EDISON CO OF NY		07/02/2012	Maturity		2,000,000	2,000,000	2,166,140	2,046,934	0	(46,934)	0	(46,934)	0	2,000,000	0	0	0	112,500	07/01/2012
25243V-AK-5	DIAGE CAPITAL PLC		09/01/2012	VARIOUS		1,450,000	1,450,000	1,535,724	1,455,091	0	(5,091)	0	(5,091)	0	1,450,000	0	0	0	37,156	01/30/2012
369626-3K-8	GENERAL ELEC CAP CORP		10/19/2012	Maturity		3,000,000	3,000,000	3,144,990	3,107,442	0	(107,442)	0	(107,442)	0	3,000,000	0	0	0	157,500	10/19/2012
36966R-T4-8	GENERAL ELEC CAP CORP		12/15/2012	Redemption		2,000,000	2,000,000	2,000,000	2,000,000	0	0	0	0	0	2,000,000	0	0	0	122,500	08/15/2027
381416-CG-7	GOLDMAN SACHS GROUP INC		09/04/2012	Maturity		500,000	5													

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 4

Showing all Long-Term Bonds and Stocks **SOLD, REDEEMED** or Otherwise **DISPOSED** of During Current Year

1 CUSIP Identification	2 Description	3 Foreign Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/Adjusted Carrying Value	10 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	
									11 Unrealized Valuation Increase/ (Decrease)	12 Current Year (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.							
8399997	- Bonds - Subtotals - Bonds - Part 4				110,115,224	110,473,035	111,366,747	108,890,124							108,652,486	0	1,462,738	1,462,738	2,806,024	XXX
8399998	- Bonds - Summary Item from Part 5 for Bonds				34,782,630	34,740,000	34,896,900								34,775,799	0	6,831	6,831	432,167	XXX
8399999	- Bonds - Subtotals - Bonds				144,897,854	145,213,035	146,263,647	108,890,124							143,428,284	0	1,469,569	1,469,569	3,238,190	XXX
Common Stocks - Mutual Funds																				
091929-76-0	BLACKROCK US OPPORTUNITIES-I	02/28/2012	Unknown	34,554,040	1,280,227		1,266,996	1,157,215	109,781	0	0	0	109,781	0	1,266,996	0	13,231	13,231	0	XXX
38141W-39-8	GOLDMAN SACHS M/C VALUE-INST	02/29/2012	Redemption	52,234,090	1,938,930		1,728,807	1,753,499	(24,691)	0	0	0	(24,691)	0	1,728,807	0	210,122	210,122	0	XXX
446327-61-1	HUNTINGTON INTL EQUITY-TRUST	12/21/2012	NO BROKER	153,200,410	1,751,081		1,886,014	1,545,792	340,222	0	0	0	340,222	0	1,886,014	0	(134,933)	(134,933)	0	XXX
464287-62-2	ISHARES RUSSELL 1000 INDEX	09/04/2012	SIBI - DIRECTED NON SOFT	8,155,000	631,999		580,794	565,712	15,082	0	0	0	15,082	0	580,794	0	51,205	51,205	5,581	XXX
464287-65-5	ISHARES RUSSELL 2000	09/04/2012	DOLLAR	2,781,000	224,449		215,747	205,099	10,648	0	0	0	10,648	0	215,747	0	8,702	8,702	1,748	XXX
47103C-24-1	PERKINS MID CAP VAL-I	09/13/2012	Unknown	60,636,320	1,366,136		1,307,664	1,223,641	84,023	0	0	0	84,023	0	1,307,664	0	58,472	58,472	0	XXX
476313-10-1	JENSEN QUALITY GROWTH-J	02/29/2012	Redemption	93,029,800	2,660,652		2,580,251	2,466,220	114,031	0	0	0	114,031	0	2,580,251	0	80,402	80,402	0	XXX
617440-50-8	MORGAN STANLEY INS M/C GR-I	11/02/2012	NO BROKER	32,268,110	1,105,505		1,158,216	1,062,266	95,950	0	0	0	95,950	0	1,158,216	0	(52,711)	(52,711)	0	XXX
9299999	- Common Stocks - Mutual Funds				10,958,979	XXX	10,724,489	9,979,444	745,046	0	0	0	745,046	0	10,724,489	0	234,490	234,490	7,329	XXX
Common Stocks - Money Market Mutual Funds																				
608993-40-8	HUNTINGTON MONEY MARKET FUND IV	12/27/2012	Direct	68,408,040	68,408		68,408	0	0	0	0	0	0	0	68,408	0	0	0	0	XXX
9399999	- Common Stocks - Money Market Mutual Funds				68,408	XXX	68,408	0	0	0	0	0	0	0	68,408	0	0	0	0	XXX
9799997	- Common Stocks - Subtotals - Common Stocks - Part 4				11,027,387	XXX	10,792,897	9,979,444	745,046	0	0	0	745,046	0	10,792,897	0	234,490	234,490	7,329	XXX
9799998	- Common Stocks - Summary Item from Part 5 for Common Stocks				18,391,143	XXX	18,350,479	0	0	0	0	0	0	0	18,350,479	0	40,663	40,663	1,591	XXX
9799999	- Common Stocks - Subtotals - Common Stocks				29,418,530	XXX	29,143,377	9,979,444	745,046	0	0	0	745,046	0	29,143,377	0	275,153	275,153	8,920	XXX
9899999	- Common Stocks - Subtotals - Preferred and Common Stocks				29,418,530	XXX	29,143,377	9,979,444	745,046	0	0	0	745,046	0	29,143,377	0	275,153	275,153	8,920	XXX
9999999	Totals				174,316,384	XXX	175,407,024	118,869,567	745,046	(358,739)	0	0	386,306	0	172,571,661	0	1,744,723	1,744,723	3,247,110	XXX

E14.1

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE D - PART 5

Showing all Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Disposal Date	7 Name of Purchaser	8 Par Value (Bonds) or Number of Shares (Stocks)	9 Actual Cost	10 Consideration	11 Book/ Adjusted Carrying Value at Disposal	Change in Book/Adjusted Carrying Value					17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Interest and Dividends Received During Year	21 Paid for Accrued Interest and Dividends			
											12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change In B./A. C.V. (12 + 13 - 14)	16 Total Foreign Exchange Change in B./A. C.V.								
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																							
035147-AA-5	ANGOLA EDL FACS-VAR		06/26/2012	NATIONAL FINANCIAL SERVICES CO	10/01/2012	Redemption	600,000	600,000	600,000	600,000	0	0	0	0	0	0	0	0	0	0	507	120	
123550-FW-2	BUTLER HOSP VAR-0-CIN		06/26/2012	NATIONAL FINANCIAL SERVICES CO	12/01/2012	Various	1,000,000	1,000,000	1,000,000	1,000,000	0	0	0	0	0	0	0	0	0	0	1,274	200	
313378-4W-8	FEDERAL HOME LOAN BANK		03/05/2012	THE HUNTINGTON INVESTMENT COMPANY	06/05/2012	Not Available	5,000,000	5,000,000	5,000,000	5,000,000	0	0	0	0	0	0	0	0	0	0	37,500	0	
313378-AG-6	FEDERAL HOME LOAN BANK		03/05/2012	NATL FINANCIAL SERVICES CORP (NFS)	06/05/2012	Redemption	5,000,000	5,000,000	5,000,000	5,000,000	0	0	0	0	0	0	0	0	0	0	37,500	0	
313378-PD-7	FEDERAL HOME LOAN BANK		04/13/2012	THE HUNTINGTON INVESTMENT COMPANY	07/13/2012	Not Available	1,700,000	1,697,450	1,700,000	1,697,492	0	42	0	42	0	0	0	0	0	2,508	2,508	12,750	0
313379-N7-0	FEDERAL HOME LOAN BANK		06/08/2012	THE HUNTINGTON INVESTMENT COMPANY	12/20/2012	Redemption	4,500,000	4,500,000	4,500,000	4,500,000	0	0	0	0	0	0	0	0	0	0	45,000	0	
313380-LC-9	FEDERAL HOME LOAN BANK		09/01/2012	THE HUNTINGTON INVESTMENT COMPANY	12/20/2012	Redemption	5,000,000	5,000,000	5,000,000	5,000,000	0	0	0	0	0	0	0	0	0	0	25,000	0	
313380-LH-8	FEDERAL HOME LOAN BANK		08/23/2012	NATIONAL FINANCIAL SERVICES CO	12/20/2012	Redemption	3,000,000	3,000,000	3,000,000	3,000,000	0	0	0	0	0	0	0	0	0	0	17,813	0	
452001-4V-9	IL EDL VAR-CHAPIN HAL		06/26/2012	VARIOUS	11/29/2012	Unknown	1,250,000	1,250,000	1,250,000	1,250,000	0	0	0	0	0	0	0	0	0	0	912	250	
59469C-7T-4	MI STRAT FD VAR-M&P-A		06/26/2012	NATIONAL FINANCIAL SERVICES CO	12/03/2012	Various	465,000	465,000	465,000	465,000	0	0	0	0	0	0	0	0	0	0	774	123	
59469C-8F-3	MI STRAT FD VAR-BK		06/26/2012	NATIONAL FINANCIAL SERVICES CO	12/03/2012	Various	1,570,000	1,570,000	1,570,000	1,570,000	0	0	0	0	0	0	0	0	0	0	2,641	414	
790905-GT-4	ST LOUIS IDA ADJ-A-IN		06/26/2012	NATIONAL FINANCIAL SERVICES CO	11/16/2012	Unknown	655,000	655,000	655,000	655,000	0	0	0	0	0	0	0	0	0	0	664	95	
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions							29,740,000	29,737,450	29,740,000	29,737,492	0	42	0	42	0	0	2,508	2,508	182,333	1,202			
Bonds - Industrial and Miscellaneous (Unaffiliated)																							
38143U-R9-4	GOLDMAN SACHS GROUP INC		03/02/2012	THE HUNTINGTON INVESTMENT COMPANY	09/04/2012	Not Available	2,000,000	2,000,000	2,000,000	2,000,000	0	0	0	0	0	0	0	0	0	0	50,000	0	
651229-AF-3	NEWELL RUBBERMAID INC		02/01/2012	THE HUNTINGTON INVESTMENT COMPANY	12/31/2012	Various	3,000,000	3,159,450	3,042,630	3,038,306	0	(121,144)	0	(121,144)	0	0	4,324	4,324	199,833	48,583			
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)							5,000,000	5,159,450	5,042,630	5,038,306	0	(121,144)	0	(121,144)	0	0	4,324	4,324	249,833	48,583			
8399998 - Bonds - Subtotals - Bonds							34,740,000	34,896,900	34,782,630	34,775,799	0	(121,101)	0	(121,101)	0	0	6,831	6,831	432,167	49,785			
Common Stocks - Mutual Funds																							
091929-76-0	BLACKROCK US OPPORTUNITIES-I		01/18/2012	Unknown	02/28/2012	Unknown	907,110	31,250	33,609	31,250	0	0	0	0	0	0	2,359	2,359	0	0	0	0	
38141W-39-8	GOLDMAN SACHS M/C VALUE-INST		04/04/2012	MATRIX CLEARING CORP	08/23/2012	VARIOUS	1,542,690	56,250	57,567	56,250	0	0	0	0	0	0	1,317	1,317	0	0	0	0	
446327-61-1	HUNTINGTON INTL EQUITY-TRUST		06/28/2012	Unknown	12/21/2012	NO BROKER	34,201,210	356,677	390,920	356,677	0	0	0	0	0	0	34,243	34,243	0	0	0	0	
464287-62-2	ISHARES RUSSELL 1000 INDEX		06/06/2012	VARIOUS	09/04/2012	DOLLAR SIBI- DIRECTED NON SOFT	1,200,000	90,250	92,998	90,250	0	0	0	0	0	0	2,748	2,748	435	0	0	0	
464287-65-5	ISHARES RUSSELL 2000		06/06/2012	VARIOUS	09/04/2012	DOLLAR SIBI- DIRECTED NON SOFT	1,259,000	100,473	101,611	100,473	0	0	0	0	0	0	1,138	1,138	684	0	0	0	
47103C-24-1	PERKINS MID CAP VAL-I		06/06/2012	Unknown	09/13/2012	Unknown	7,328,300	156,326	165,107	156,326	0	0	0	0	0	0	8,780	8,780	0	0	0	0	
617440-50-8	MORGAN STANLEY INS M/C GR-I		04/04/2012	MATRIX CLEARING CORP	11/02/2012	NO BROKER	3,541,400	131,250	121,328	131,250	0	0	0	0	0	0	(9,921)	(9,921)	0	0	0	0	
9299999 - Common Stocks - Mutual Funds							922,476	922,476	963,139	922,476	0	0	0	0	0	0	40,663	40,663	1,119	0	0		
Common Stocks - Money Market Mutual Funds																							
608993-40-8	HUNTINGTON MONEY MARKET FUND IV	E	12/19/2012	Direct	12/27/2012	VARIOUS	11,175,220.570	11,175,221	11,175,221	11,175,221	0	0	0	0	0	0	0	0	0	0	101	0	
99FTFL-SN-1	FIFTH THIRD INSTITUTIONAL MONEY MARKET	F	05/01/2012	Direct	09/01/2012	VARIOUS	6,252,782.600	6,252,783	6,252,783	6,252,783	0	0	0	0	0	0	0	0	0	0	371	0	
9399999 - Common Stocks - Money Market Mutual Funds							17,428,003	17,428,003	17,428,003	17,428,003	0	0	0	0	0	0	0	0	0	472	0		
9799998 - Common Stocks - Subtotals - Common Stocks							18,350,479	18,391,143	18,350,479	18,350,479	0	0	0	0	0	0	40,663	40,663	1,591	0			
9899999 - Common Stocks - Subtotals - Preferred and Common Stocks							18,350,479	18,391,143	18,350,479	18,350,479	0	0	0	0	0	0	40,663	40,663	1,591	0			
9999999 Totals							53,247,379	53,173,773	53,126,278	53,126,278	0	(121,101)	0	(121,101)	0	0	47,495	47,495	433,758	49,785			

E15

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identification	2 Description Name of Subsidiary, Controlled or Affiliated Company	3 Foreign	4 NAIC Company Code or Alien Insurer Identification Number	5 NAIC Valuation Method (See SVO Purposes and Procedures Manual)	6 Do Insurer's Assets Include Intangible Assets Connected with Holding of Such Company's Stock?	7 Total Amount of Such Intangible Assets	8 Book / Adjusted Carrying Value	Stock of Such Company Owned by Insurer on Statement Date		
								9 Number of Shares	10 % of Outstanding	
NONE										
1999999 Totals - Preferred and Common Stocks							0	0	XXX	XXX

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: \$
2. Total amount of intangible assets nonadmitted: \$

SCHEDULE D - PART 6 - SECTION 2

1 CUSIP Identification	2 Name of Lower-Tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-Tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Stock in Lower-Tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding
NONE					
0399999 Totals - Preferred and Common				XXX	XXX

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE DA - PART 1

Showing all **SHORT-TERM INVESTMENTS** Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change In Book/Adjusted Carrying Value				13	14	Interest					21		
		3	4					9	10	11	12			15	16	17	18	19		20	
CUSIP Identification	Description	Code	Foreign	Date Acquired	Name of Vendor	Maturity Date	Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due And Accrued Dec. 31 of Current Year On Bond Not In Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid for Accrued Interest	
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations																					
	AEGON NV.....		F.	08/23/2012	NATIONAL FINANCIAL SERVICES CO.	06/01/2013	3,050,227	0	(41,476)	0	0	3,000,000	3,091,702	11,875	0	4.750		JD	71,250	34,438	
	AGILENT TECHNOLOGIES INC.....			12/10/2012	THE HUNTINGTON INVESTMENT COMPANY	07/15/2013	6,065,986	0	(19,334)	0	0	6,000,000	6,085,320	69,167	0	2.500		JJ	0	45,208	
	ALCOA INC.....			10/16/2012	THE HUNTINGTON INVESTMENT COMPANY	07/15/2013	3,088,525	0	(32,975)	0	0	3,000,000	3,121,500	83,000	0	6.000		JJ	0	47,000	
	AMERICAN EXPRESS CO.....			12/04/2012	NATIONAL FINANCIAL SERVICES CO.	07/15/2013	2,507,741	0	(7,503)	0	0	2,448,000	2,515,244	55,029	0	4.875		JJ	0	47,073	
	BARRICK GOLD FINANCECO L.....			10/02/2012	NATIONAL FINANCIAL SERVICES CO.	09/15/2013	4,677,001	0	(61,184)	0	0	4,500,000	4,738,185	81,156	0	6.125		MS	0	15,313	
	BERKSHIRE HATHAWAY FIN.....			12/13/2012	THE HUNTINGTON INVESTMENT COMPANY	10/15/2013	516,364	0	(801)	0	0	500,000	517,165	4,882	0	4.625		AO	0	4,047	
	BIOGEN IDEC INC.....			10/03/2012	Unknown	03/01/2013	3,970,750	0	(50,899)	0	0	3,935,000	4,021,649	78,700	0	6.000		MS	0	24,922	
	CSX CORP.....			05/31/2012	THE HUNTINGTON INVESTMENT COMPANY	03/15/2013	5,051,769	0	(147,681)	0	0	5,000,000	5,199,450	84,653	0	5.750		MS	143,750	63,889	
	CAMPBELL SOUP CO.....			11/02/2012	Unknown	10/01/2013	1,034,501	0	(6,989)	0	0	1,000,000	1,041,490	12,188	0	4.875		AO	0	4,875	
	CANADIAN NATL RESOURCES.....		A.	06/21/2012	Unknown	02/01/2013	3,764,268	0	(86,832)	0	0	3,750,000	3,851,100	80,469	0	5.150		FA	96,563	77,786	
	COCA-COLA ENTERPRISES.....			12/04/2012	NATIONAL FINANCIAL SERVICES CO.	11/12/2013	1,509,343	0	(747)	0	0	1,500,000	1,510,090	2,297	0	1.125		MN	0	1,172	
	CONS EDISON CO OF NY.....			08/15/2012	Unknown	02/01/2013	3,011,870	0	(51,310)	0	0	3,000,000	3,063,180	60,938	0	4.875		FA	0	7,719	
	DAIMLER FINANCE NA LLC.....			12/17/2012	Not Provided	11/15/2013	3,400,473	0	(6,365)	0	0	3,233,000	3,406,838	26,852	0	6.500		MN	0	20,431	
	Daimler Finance North America LLC.....			03/19/2012	THE HUNTINGTON INVESTMENT COMPANY	03/01/2013	9,985,250	0	72,000	0	0	10,000,000	9,913,250	0	0	0.000		N/A	0	0	
	DELL INC.....			04/20/2012	(NFS)	04/15/2013	505,315	0	(12,985)	0	0	500,000	518,300	4,961	0	4.700		AO	11,750	326	
	DUKE ENERGY CORP.....			11/02/2012	Unknown	06/15/2013	1,535,819	0	(12,016)	0	0	1,500,000	1,547,835	3,767	0	5.650		JD	42,375	33,429	
	ENTERPRISE PRODUCTS OPER.....			06/08/2012	THE HUNTINGTON INVESTMENT COMPANY	04/01/2013	2,302,455	0	(61,248)	0	0	2,275,000	2,363,702	32,134	0	5.650		AO	64,269	25,708	
	GENERAL MILLS INC.....			10/23/2012	Unknown	02/05/2013	1,802,831	0	(24,562)	0	0	1,790,000	1,827,393	58,235	0	8.022		FA	0	32,309	
	GEORGIA POWER COMPANY.....			11/02/2012	Unknown	09/15/2013	1,510,857	0	(2,358)	0	0	1,500,000	1,513,215	5,742	0	1.300		MS	0	2,817	
	ICI WILMINGTON.....			12/27/2012	THE HUNTINGTON INVESTMENT COMPANY	12/01/2013	2,373,170	0	0	0	0	2,269,000	2,373,170	10,990	0	5.625		JD	0	10,990	
	JPMORGAN CHASE & CO.....			03/08/2012	THE HUNTINGTON INVESTMENT COMPANY	01/02/2013	5,000,677	0	(202,423)	0	0	5,000,000	5,203,100	142,951	0	5.750		JJ	143,750	52,708	
	MONDELEZ INTERNATIONAL.....			06/21/2012	Unknown	02/11/2013	1,005,956	0	(27,434)	0	0	1,000,000	1,033,390	23,333	0	6.000		FA	30,000	22,500	
	MONDELEZ INTERNATIONAL.....			11/02/2012	Unknown	05/08/2013	4,650,762	0	(15,921)	0	0	4,614,000	4,666,683	17,831	0	2.625		MN	60,559	60,222	
	KROGER CO/THE.....			04/16/2012	(NFS)	02/01/2013	5,021,223	0	(178,056)	0	0	5,000,000	5,199,279	114,583	0	5.500		FA	137,500	57,292	
	KROGER CO/THE.....			11/02/2012	Unknown	04/15/2013	2,934,086	0	(20,671)	0	0	2,895,000	2,954,757	30,558	0	5.000		AO	0	8,846	
	MARRIOTT INTERNATIONAL.....			03/29/2012	THE HUNTINGTON INVESTMENT COMPANY	02/15/2013	2,011,977	0	(73,863)	0	0	2,000,000	2,085,840	42,500	0	5.625		FA	56,250	13,750	
	MAXIM INTEGRATED PRODUCT.....			10/23/2012	Unknown	06/14/2013	1,976,813	0	(10,861)	0	0	1,950,000	1,987,674	3,177	0	3.450		JD	33,638	24,668	
	PETRO-CANADA.....		A.	10/01/2012	THE HUNTINGTON INVESTMENT COMPANY	07/15/2013	1,575,378	0	(13,205)	0	0	1,546,000	1,588,583	28,515	0	4.000		JJ	0	13,570	
	PROTECTIVE LIFE CORP.....			08/14/2012	NATIONAL FINANCIAL SERVICES CO.	06/01/2013	853,176	0	(11,856)	0	0	840,000	865,032	3,010	0	4.300		JD	18,060	7,625	
	PRUDENTIAL FINANCIAL INC.....			08/17/2012	NATIONAL FINANCIAL SERVICES CO.	07/15/2013	5,104,591	0	(69,609)	0	0	5,000,000	5,174,200	103,750	0	4.500		JJ	0	23,125	
	PRUDENTIAL FINANCIAL INC.....			06/08/2012	THE HUNTINGTON INVESTMENT COMPANY	01/15/2013	3,005,129	0	(73,891)	0	0	3,000,000	3,079,020	39,054	0	5.150		MS	77,250	31,329	
	SIERRA PACIFIC POWER CO.....			10/01/2012	THE HUNTINGTON INVESTMENT COMPANY	09/01/2013	1,290,882	0	(15,117)	0	0	1,250,000	1,306,000	22,708	0	5.450		MS	0	6,245	
	COMCAST CABLE HOLDINGS.....			08/15/2012	Unknown	08/01/2013	1,041,557	0	(25,763)	0	0	1,000,000	1,067,320	32,813	0	7.875		FA	0	4,156	
	VALERO ENERGY CORP.....			10/01/2012	NATIONAL FINANCIAL SERVICES CO.	06/15/2013	1,019,446	0	(10,444)	0	0	1,000,000	1,029,890	2,111	0	4.750		JD	23,750	14,382	
	VERIZON COMMUNICATIONS.....			12/17/2012	Not Provided	04/15/2013	2,895,494	0	(4,672)	0	0	2,855,000	2,900,166	31,643	0	5.250		AO	0	27,063	
	3299999 - Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							101,051,659	0	(1,309,053)	0	0	99,650,000	102,360,712	1,405,572	0	XXX	XXX	XXX	1,010,713	866,932
	3899999 - Bonds - Subtotals - Industrial and Miscellaneous (Unaffiliated)							101,051,659	0	(1,309,053)	0	0	99,650,000	102,360,712	1,405,572	0	XXX	XXX	XXX	1,010,713	866,932
	7799999 - Total Bonds - Subtotals - Issuer Obligations							101,051,659	0	(1,309,053)	0	0	99,650,000	102,360,712	1,405,572	0	XXX	XXX	XXX	1,010,713	866,932
	8399999 - Total Bonds - Subtotals - Bonds							101,051,659	0	(1,309,053)	0	0	99,650,000	102,360,712	1,405,572	0	XXX	XXX	XXX	1,010,713	866,932
Exempt Money Market Mutual Funds																					
	177366-60-6.....			11/15/2012	Direct		0	0	0	0	0	0	0	0	0	0.000		N/A	0	0	

E17

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE DA - PART 1

Showing all **SHORT-TERM INVESTMENTS** Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change In Book/Adjusted Carrying Value				13	14	Interest					21		
		3	4					9	10	11	12			15	16	17	18	19		20	
CUSIP Identification	Description	Code	Foreign	Date Acquired	Name of Vendor	Maturity Date	Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization) / Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in B./A.C.V.	Par Value	Actual Cost	Amount Due And Accrued Dec. 31 of Current Year On Bond Not In Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid for Accrued Interest	
60934N-10-4	FEDERATED GOVT OBLI FD-IS			12/28/2012	Direct		122,518	0	0	0	0	122,518	122,518	1	0	0.010		N/A		4	0
8899999	- Exempt Money Market Mutual Funds						122,518	0	0	0	0	XXX	122,518	1	0	XXX	XXX	XXX		4	0
9199999 Total Short-Term Investments							101,174,177	0	(1,309,053)	0	0	XXX	102,483,230	1,405,573	0	XXX	XXX	XXX		1,010,716	866,932

E17.1

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part A - Section 2

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part B - Section 2

NONE

Schedule DB - Part D

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

SCHEDULE E PART 3 - SPECIAL DEPOSITS

States, etc.	1 Type of Deposits	2 Purpose of Deposits	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama	AL					
2. Alaska	AK					
3. Arizona	AZ					
4. Arkansas	AR					
5. California	CA					
6. Colorado	CO					
7. Connecticut	CT					
8. Delaware	DE					
9. District of Columbia	DC					
10. Florida	FL					
11. Georgia	GA					
12. Hawaii	HI					
13. Idaho	ID					
14. Illinois	IL					
15. Indiana	IN					
16. Iowa	IA					
17. Kansas	KS					
18. Kentucky	KY					
19. Louisiana	LA					
20. Maine	ME					
21. Maryland	MD					
22. Massachusetts	MA					
23. Michigan	MI					
24. Minnesota	MN					
25. Mississippi	MS					
26. Missouri	MO					
27. Montana	MT					
28. Nebraska	NE					
29. Nevada	NV					
30. New Hampshire	NH					
31. New Jersey	NJ					
32. New Mexico	NM					
33. New York	NY					
34. North Carolina	NC					
35. North Dakota	ND					
36. Ohio	OH	B On deposit with ODI	3,500,000	3,493,315		
37. Oklahoma	OK					
38. Oregon	OR					
39. Pennsylvania	PA					
40. Rhode Island	RI					
41. South Carolina	SC					
42. South Dakota	SD					
43. Tennessee	TN					
44. Texas	TX					
45. Utah	UT					
46. Vermont	VT					
47. Virginia	VA					
48. Washington	WA					
49. West Virginia	WV					
50. Wisconsin	WI					
51. Wyoming	WY					
52. American Samoa	AS					
53. Guam	GU					
54. Puerto Rico	PR					
55. US Virgin Islands	VI					
56. Northern Mariana Islands	MP					
57. Canada	CAN					
58. Aggregate Other Alien	OT	XXX	XXX	0	0	0
59. Total	XXX	XXX	3,500,000	3,493,315	0	0
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Sum of remaining write-ins for Line 58 from overflow page	XXX	XXX	0	0	0	0
5899. Totals (Lines 5801 - 5803 + 5898) (Line 58 above)	XXX	XXX	0	0	0	0

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business	7
Assets	2
Cash Flow	6
Exhibit 1 – Enrollment By Product Type for Health Business Only	17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18
Exhibit 3 – Health Care Receivables	19
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	20
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	21
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	22
Exhibit 7 – Part 1 – Summary of Transactions With Providers	23
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	23
Exhibit 8 – Furniture, Equipment and Supplies Owned	24
Exhibit of Capital Gains (Losses)	15
Exhibit of Net Investment Income	15
Exhibit of Nonadmitted Assets	16
Exhibit of Premiums, Enrollment and Utilization (State Page)	29
Five-Year Historical Data	28
General Interrogatories	26
Jurat Page	1
Liabilities, Capital and Surplus	3
Notes To Financial Statements	25
Overflow Page For Write-ins	44
Schedule A – Part 1	E01
Schedule A – Part 2	E02
Schedule A – Part 3	E03
Schedule A – Verification Between Years	SI02
Schedule B – Part 1	E04
Schedule B – Part 2	E05
Schedule B – Part 3	E06
Schedule B – Verification Between Years	SI02
Schedule BA – Part 1	E07
Schedule BA – Part 2	E08
Schedule BA – Part 3	E09
Schedule BA – Verification Between Years	SI03
Schedule D – Part 1	E10

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

Schedule D – Part 1A – Section 1	SI05
Schedule D – Part 1A – Section 2	SI08
Schedule D – Part 2 – Section 1	E11
Schedule D – Part 2 – Section 2	E12
Schedule D – Part 3	E13
Schedule D – Part 4	E14
Schedule D – Part 5	E15
Schedule D – Part 6 – Section 1	E16
Schedule D – Part 6 – Section 2	E16
Schedule D – Summary By Country	SI04
Schedule D – Verification Between Years	SI03
Schedule DA – Part 1	E17
Schedule DA –Verification Between Years	SI10
Schedule DB – Part A – Section 1	E18
Schedule DB – Part A – Section 2	E19
Schedule DB – Part A – Verification Between Years	SI11
Schedule DB – Part B – Section 1	E20
Schedule DB – Part B – Section 2	E21
Schedule DB – Part B – Verification Between Years	SI11
Schedule DB – Part C – Section 1	SI12
Schedule DB – Part C – Section 2	SI13
Schedule DB – Part D	E22
Schedule DB – Verification	SI14
Schedule DL – Part 1	E23
Schedule DL – Part 2	E24
Schedule E – Part 1 – Cash	E25
Schedule E – Part 2 – Cash Equivalents	E26
Schedule E – Part 3 – Special Deposits	E27
Schedule E – Verification Between Years	SI15
Schedule S – Part 1 – Section 2	30
Schedule S – Part 2	31
Schedule S – Part 3 – Section 2	32
Schedule S – Part 4	33
Schedule S – Part 5	34
Schedule S – Part 6	36
Schedule S – Part 7	37
Schedule T – Part 2 – Interstate Compact	39
Schedule T – Premiums and Other Considerations	38
Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule Y– Part 1A – Detail of Insurance Holding Company System	41
Schedule Y – Part 2 – Summary of Insurer’s Transactions With Any Affiliates	42
Statement of Revenue and Expenses	4
Summary Investment Schedule	SI01

ALPHABETICAL INDEX

ANNUAL STATEMENT BLANK (Continued)

Supplemental Exhibits and Schedules Interrogatories	43
Underwriting and Investment Exhibit – Part 1	8
Underwriting and Investment Exhibit – Part 2	9
Underwriting and Investment Exhibit – Part 2A	10
Underwriting and Investment Exhibit – Part 2B	11
Underwriting and Investment Exhibit – Part 2C	12
Underwriting and Investment Exhibit – Part 2D	13
Underwriting and Investment Exhibit – Part 3	14

