



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

**Buckeye Community Health Plan, Inc.**

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

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

Licensed as business type: Life, Accident & Health [ ] Property/Casualty [ ] Hospital, Medical & Dental Service or Indemnity [ ]  
 Dental Service Corporation [ ] Vision Service Corporation [ ] Health Maintenance Organization [ X ]  
 Other [ ] Is HMO, Federally Qualified? Yes [ ] No [ X ]

Incorporated/Organized 10/29/2003 Commenced Business 01/01/2004

Statutory Home Office 175 South Third Street, Suite 1200 , Columbus, OH, 43215  
(Street and Number) (City, State, Country and Zip Code)

Main Administrative Office 7700 Forsyth Boulevard  
(Street and Number)  
Saint Louis, MO, 63105-3389 314-725-4477  
(City, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 7700 Forsyth Boulevard , Saint Louis, MO, 63105-3389  
(Street and Number or P.O. Box) (City, State, Country and Zip Code)

Primary Location of Books and Records 7700 Forsyth Boulevard  
(Street and Number)  
Saint Louis, MO, 63105-3389 314-505-6246  
(City, State, Country and Zip Code) (Area Code) (Telephone Number) (Extension)

Internet Web Site Address www.bchpohio.com

Statutory Statement Contact Douglas James Boyd , 314-505-6246  
(Name) (Area Code) (Telephone Number) (Extension)  
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(E-Mail Address) (Fax Number)

**OFFICERS**

<u>Steven Allen White</u> , <u>President and CEO</u>	<u>Keith Harvey Williamson</u> , <u>Secretary</u>
<u>William Nelder Scheffel</u> , <u>Treasurer</u>	

**OTHER OFFICERS**

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

**DIRECTORS OR TRUSTEES**

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

State of Missouri .....  
 County of Saint Louis.....

**ss**

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

Steven Allen White  
 President and CEO

Keith Harvey Williamson  
 Secretary

William Nelder Scheffel  
 Treasurer

Subscribed and sworn to before me this \_\_\_\_\_ day of February, 2013

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 Buckeye Community Health Plan, Inc.**

**ASSETS**

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	98,305,123		98,305,123	96,273,792
2. Stocks (Schedule D):				
2.1 Preferred stocks .....	0		0	0
2.2 Common stocks .....	0		0	0
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens .....			0	0
3.2 Other than first liens .....			0	0
4. Real estate (Schedule A):				
4.1 Properties occupied by the company (less \$ ..... encumbrances).....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....18,978,904 , Schedule E-Part 1), cash equivalents (\$ .....0 , Schedule E-Part 2) and short-term investments (\$ .....20,045,771 , Schedule DA).....	39,024,674		39,024,674	43,206,511
6. Contract loans (including \$ ..... premium notes).....			0	0
7. Derivatives (Schedule DB).....			0	0
8. Other invested assets (Schedule BA) .....	1,299,177		1,299,177	780,021
9. Receivables for securities .....	35,000		35,000	160,001
10. Securities lending reinvested collateral assets (Schedule DL).....			0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	138,663,974	0	138,663,974	140,420,325
13. Title plants less \$ ..... charged off (for Title insurers only).....			0	0
14. Investment income due and accrued .....	1,039,068		1,039,068	1,137,589
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	10,657,839		10,657,839	6,265,359
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums).....			0	0
15.3 Accrued retrospective premiums.....			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	618,571		618,571	1,300,494
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon .....			0	0
18.2 Net deferred tax asset.....	5,772,219	3,602,067	2,170,152	1,432,280
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software.....			0	0
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....	352,837		352,837	0
24. Health care (\$ .....153,061 ) and other amounts receivable.....	1,685,886	1,532,825	153,061	315,676
25. Aggregate write-ins for other than invested assets .....	8,384,649	908,391	7,476,258	8,711,552
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	167,175,043	6,043,283	161,131,760	159,583,275
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
28. Total (Lines 26 and 27)	167,175,043	6,043,283	161,131,760	159,583,275
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Expenses.....	781,724	781,724	0	0
2502. Goodwill, net.....	7,476,258		7,476,258	8,711,552
2503. Intangibles, net.....	126,667	126,667	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	8,384,649	908,391	7,476,258	8,711,552

## LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....2,160,000 reinsurance ceded)	48,644,618		48,644,618	53,820,053
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	948,000		948,000	1,077,000
4. Aggregate health policy reserves, including the liability of \$ ..... for medical loss ratio rebate per the Public Health Service Act			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserves			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	14,314,137		14,314,137	11,120,589
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized capital gains (losses))	5,173,291		5,173,291	3,174,971
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	1,952,829
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers, \$ ..... unauthorized reinsurers and (\$ ..... certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$ .....) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ ..... current)	1,316,536	0	1,316,536	2,940,600
24. Total liabilities (Lines 1 to 23)	70,396,582	0	70,396,582	74,086,042
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	1,000,000	1,000,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	58,250,000	68,250,000
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	31,485,176	16,247,233
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... )	XXX	XXX		0
32.2 ..... shares preferred (value included in Line 27 \$ ..... )	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	90,735,176	85,497,233
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	161,131,758	159,583,275
<b>DETAILS OF WRITE-INS</b>				
2301. State Income Taxes Payable	327,701		327,701	268,478
2302. Reserve for At Risk Revenue	988,835		988,835	2,672,122
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	1,316,536	0	1,316,536	2,940,600
2501. ....	XXX	XXX		
2502. ....	XXX	XXX		
2503. ....	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001. ....	XXX	XXX		
3002. ....	XXX	XXX		
3003. ....	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	1,968,840	1,926,956
2. Net premium income (including \$ .....0 non-health premium income).....	XXX	728,263,308	606,779,058
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX		0
5. Risk revenue .....	XXX		0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	0
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	728,263,308	606,779,058
<b>Hospital and Medical:</b>			
9. Hospital/medical benefits .....		373,891,255	360,278,983
10. Other professional services .....		31,888,502	34,050,812
11. Outside referrals .....			0
12. Emergency room and out-of-area .....		53,221,125	51,290,969
13. Prescription drugs .....		114,701,580	32,842,599
14. Aggregate write-ins for other hospital and medical.....	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			(2,778)
16. Subtotal (Lines 9 to 15) .....	0	573,702,462	478,460,585
<b>Less:</b>			
17. Net reinsurance recoveries .....		5,013,729	10,981,031
18. Total hospital and medical (Lines 16 minus 17) .....	0	568,688,733	467,479,554
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ .....745,992 cost containment expenses.....		21,559,482	18,344,005
21. General administrative expenses.....		119,965,884	99,514,167
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only).....		0	0
23. Total underwriting deductions (Lines 18 through 22) .....	0	710,214,099	585,337,726
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	18,049,209	21,441,332
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		2,006,598	2,282,348
26. Net realized capital gains (losses) less capital gains tax of \$ .....		113	34,174
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	2,006,711	2,316,522
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )] .....		0	0
29. Aggregate write-ins for other income or expenses .....	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX	20,055,920	23,757,854
31. Federal and foreign income taxes incurred .....	XXX	7,057,703	8,197,338
32. Net income (loss) (Lines 30 minus 31) .....	XXX	12,998,217	15,560,516
<b>DETAILS OF WRITE-INS</b>			
0601. ....	XXX		
0602. ....	XXX		
0603. ....	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	0	0
0701. ....	XXX		
0702. ....	XXX		
0703. ....	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	0	0
1401. ....			
1402. ....			
1403. ....			
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	0	0
2901. ....			
2902. ....			
2903. ....			
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0

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

	1 Current Year	2 Prior Year
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>		
33. Capital and surplus prior reporting year .....	85,497,235	80,383,878
34. Net income or (loss) from Line 32 .....	12,998,217	15,560,516
35. Change in valuation basis of aggregate policy and claim reserves .....		0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....(49,295) .....	(91,549)	(58,870)
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0
38. Change in net deferred income tax .....	(276,005)	(1,238,959)
39. Change in nonadmitted assets .....	2,157,793	5,850,670
40. Change in unauthorized and certified reinsurance .....	0	0
41. Change in treasury stock .....	0	0
42. Change in surplus notes .....	0	0
43. Cumulative effect of changes in accounting principles .....	449,486	0
44. Capital Changes:		
44.1 Paid in .....	0	0
44.2 Transferred from surplus (Stock Dividend) .....		0
44.3 Transferred to surplus .....		0
45. Surplus adjustments:		
45.1 Paid in .....	(10,000,000)	(15,000,000)
45.2 Transferred to capital (Stock Dividend) .....	0	0
45.3 Transferred from capital .....		0
46. Dividends to stockholders .....		0
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0
48. Net change in capital and surplus (Lines 34 to 47) .....	5,237,942	5,113,357
49. Capital and surplus end of reporting year (Line 33 plus 48)	90,735,177	85,497,235
<b>DETAILS OF WRITE-INS</b>		
4701. ....		
4702. ....		
4703. ....		
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0

**CASH FLOW**

	1 Current Year	2 Prior Year
<b>Cash from Operations</b>		
1. Premiums collected net of reinsurance .....	723,870,828	604,437,155
2. Net investment income .....	3,421,346	4,043,281
3. Miscellaneous income .....	0	0
4. Total (Lines 1 through 3) .....	727,292,174	608,480,436
5. Benefit and loss related payments .....	573,273,188	457,388,655
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	135,665,508	107,487,142
8. Dividends paid to policyholders .....	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses) .....	5,059,385	3,464,919
10. Total (Lines 5 through 9) .....	713,998,081	568,340,716
11. Net cash from operations (Line 4 minus Line 10) .....	13,294,093	40,139,720
<b>Cash from Investments</b>		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds .....	79,973,203	26,667,303
12.2 Stocks .....	0	0
12.3 Mortgage loans .....	0	0
12.4 Real estate .....	0	0
12.5 Other invested assets .....	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0
12.7 Miscellaneous proceeds .....	125,001	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	80,098,204	26,667,303
13. Cost of investments acquired (long-term only):		
13.1 Bonds .....	83,320,648	16,290,171
13.2 Stocks .....	0	0
13.3 Mortgage loans .....	0	0
13.4 Real estate .....	0	0
13.5 Other invested assets .....	660,000	300,000
13.6 Miscellaneous applications .....	0	160,001
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	83,980,648	16,750,172
14. Net increase (decrease) in contract loans and premium notes .....	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14) .....	(3,882,444)	9,917,131
<b>Cash from Financing and Miscellaneous Sources</b>		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes .....	0	0
16.2 Capital and paid in surplus, less treasury stock .....	(10,000,000)	(15,000,000)
16.3 Borrowed funds .....	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0
16.5 Dividends to stockholders .....	0	0
16.6 Other cash provided (applied) .....	(3,593,489)	(3,593,490)
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6) .....	(13,593,489)	(18,593,490)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(4,181,840)	31,463,361
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year .....	43,206,514	11,743,153
19.2 End of year (Line 18 plus Line 19.1) .....	39,024,674	43,206,514

**ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Buckeye Community Health Plan, Inc.**

**ANALYSIS OF OPERATIONS BY LINES OF BUSINESS**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Net premium income	728,263,308	0	0	0	0	0	10,930,986	717,332,322	0	0
2. Change in unearned premium reserves and reserve for rate credit	0									
3. Fee-for-service (net of \$ medical expenses)	0									XXX
4. Risk revenue	0									XXX
5. Aggregate write-ins for other health care related revenues	0	0	0	0	0	0	0	0	0	XXX
6. Aggregate write-ins for other non-health care related revenues	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
7. Total revenues (Lines 1 to 6)	728,263,308	0	0	0	0	0	10,930,986	717,332,322	0	0
8. Hospital/medical benefits	373,891,255						6,712,076	367,179,179		XXX
9. Other professional services	31,888,502						127,108	31,761,394		XXX
10. Outside referrals	0									XXX
11. Emergency room and out-of-area	53,221,125						953,358	52,267,767		XXX
12. Prescription drugs	114,701,580						2,971,949	111,729,631		XXX
13. Aggregate write-ins for other hospital and medical	0	0	0	0	0	0	0	0	0	XXX
14. Incentive pool, withhold adjustments and bonus amounts	0									XXX
15. Subtotal (Lines 8 to 14)	573,702,462	0	0	0	0	0	10,764,491	562,937,971	0	XXX
16. Net reinsurance recoveries	5,013,729							5,013,729		XXX
17. Total hospital and medical (Lines 15 minus 16)	568,688,733	0	0	0	0	0	10,764,491	557,924,242	0	XXX
18. Non-health claims (net)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
19. Claims adjustment expenses including \$ 745,992 cost containment expenses	21,559,482						327,930	21,231,552		
20. General administrative expenses	119,965,885						1,189,145	118,776,740		
21. Increase in reserves for accident and health contracts	0									XXX
22. Increase in reserves for life contracts	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
23. Total underwriting deductions (Lines 17 to 22)	710,214,100	0	0	0	0	0	12,281,566	697,932,534	0	0
24. Net underwriting gain or (loss) (Line 7 minus Line 23)	18,049,208	0	0	0	0	0	(1,350,580)	19,399,788	0	0
<b>DETAILS OF WRITE-INS</b>										
0501.										XXX
0502.										XXX
0503.										XXX
0598. Summary of remaining write-ins for Line 5 from overflow page	0	0	0	0	0	0	0	0	0	XXX
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0	XXX
0601.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0602.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0603.		XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
0698. Summary of remaining write-ins for Line 6 from overflow page	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	0
1301.										XXX
1302.										XXX
1303.										XXX
1398. Summary of remaining write-ins for Line 13 from overflow page	0	0	0	0	0	0	0	0	0	XXX
1399. Totals (Lines 1301 through 1303 plus 1398) (Line 13 above)	0	0	0	0	0	0	0	0	0	XXX

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Buckeye Community Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 1 - PREMIUMS**

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical) .....				.0
2. Medicare Supplement .....				.0
3. Dental only.....				.0
4. Vision only.....				.0
5. Federal Employees Health Benefits Plan .....				.0
6. Title XVIII - Medicare .....	10,931,383		397	10,930,986
7. Title XIX - Medicaid.....	725,810,239		8,477,917	717,332,322
8. Other health.....				.0
9. Health subtotal (Lines 1 through 8) .....	736,741,622	0	8,478,314	728,263,308
10. Life .....				.0
11. Property/casualty.....				.0
12. Totals (Lines 9 to 11)	736,741,622	0	8,478,314	728,263,308

**ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Buckeye Community Health Plan, Inc.**

**UNDERWRITING AND INVESTMENT EXHIBIT**

**PART 2 – CLAIMS INCURRED DURING THE YEAR**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non- Health
1. Payments during the year:										
1.1 Direct .....	579,711,340						10,308,171	569,403,169		
1.2 Reinsurance assumed .....	0									
1.3 Reinsurance ceded .....	6,438,153							6,438,153		
1.4 Net .....	573,273,187	0	0	0	0	0	10,308,171	562,965,016	0	0
2. Paid medical incentive pools and bonuses .....	0									
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct .....	50,804,619	0	0	0	0	0	1,506,153	49,298,466	0	0
3.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded .....	2,160,000	0	0	0	0	0	0	2,160,000	0	0
3.4 Net .....	48,644,619	0	0	0	0	0	1,506,153	47,138,466	0	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct .....	0									
4.2 Reinsurance assumed .....	0									
4.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
4.4 Net .....	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year .....	0									
6. Net healthcare receivables (a).....	90,944						11,237	79,707		
7. Amounts recoverable from reinsurers December 31, current year .....	618,571							618,571		
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct .....	56,722,553	0	0	0	0	0	1,038,596	55,683,957	0	0
8.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded .....	2,902,500	0	0	0	0	0	0	2,902,500	0	0
8.4 Net .....	53,820,053	0	0	0	0	0	1,038,596	52,781,457	0	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct .....	0	0	0	0	0	0	0	0	0	0
9.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded .....	0	0	0	0	0	0	0	0	0	0
9.4 Net .....	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year.....	0									
11. Amounts recoverable from reinsurers December 31, prior year .....	1,300,494	0	0	0	0	0	0	1,300,494	0	0
12. Incurred benefits:										
12.1 Direct .....	573,702,462	0	0	0	0	0	10,764,491	562,937,971	0	0
12.2 Reinsurance assumed .....	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded .....	5,013,730	0	0	0	0	0	0	5,013,730	0	0
12.4 Net .....	568,688,732	0	0	0	0	0	10,764,491	557,924,241	0	0
13. Incurred medical incentive pools and bonuses .....	0	0	0	0	0	0	0	0	0	0

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

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Buckeye Community Health Plan, Inc.

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR**

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital and Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1. Direct .....	13,895,823						259,583	13,636,240		
1.2. Reinsurance assumed .....	.0									
1.3. Reinsurance ceded .....	.0									
1.4. Net .....	13,895,823	.0	.0	.0	.0	.0	259,583	13,636,240	.0	.0
2. Incurred but Unreported:										
2.1. Direct .....	36,908,796						1,246,570	35,662,226		
2.2. Reinsurance assumed .....	.0									
2.3. Reinsurance ceded .....	2,160,000							2,160,000		
2.4. Net .....	34,748,796	.0	.0	.0	.0	.0	1,246,570	33,502,226	.0	.0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1. Direct .....	.0									
3.2. Reinsurance assumed .....	.0									
3.3. Reinsurance ceded .....	.0									
3.4. Net .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. TOTALS:										
4.1. Direct .....	50,804,619	.0	.0	.0	.0	.0	1,506,153	49,298,466	.0	.0
4.2. Reinsurance assumed .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4.3. Reinsurance ceded .....	2,160,000	.0	.0	.0	.0	.0	.0	2,160,000	.0	.0
4.4. Net .....	48,644,619	0	0	0	0	0	1,506,153	47,138,466	0	0

**ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Buckeye Community Health Plan, Inc.**

**UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR-NET OF REINSURANCE**

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability Dec. 31 of Current Year		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....					.0	.0
2. Medicare Supplement .....					.0	.0
3. Dental Only.....					.0	.0
4. Vision Only.....					.0	.0
5. Federal Employees Health Benefits Plan .....					.0	.0
6. Title XVIII - Medicare .....	1,257,289	9,087,618	111,303	1,394,850	1,368,592	1,038,596
7. Title XIX - Medicaid.....	46,986,068	517,469,078	2,260,767	44,877,699	49,246,835	52,781,456
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	48,243,357	526,556,696	2,372,070	46,272,549	50,615,427	53,820,052
10. Healthcare receivables (a).....		935,886			.0	.0
11. Other non-health.....					.0	.0
12. Medical incentive pools and bonus amounts .....					.0	.0
13. Totals (Lines 9-10+11+12)	48,243,357	525,620,810	2,372,070	46,272,549	50,615,427	53,820,052

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

Pt 2C - Sn A - Paid Claims - Comp

**NONE**

Pt 2C - Sn A - Paid Claims - MS

**NONE**

Pt 2C - Sn A - Paid Claims - DO

**NONE**

Pt 2C - Sn A - Paid Claims - VO

**NONE**

Pt 2C - Sn A - Paid Claims - FE

**NONE**

**ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Buckeye Community Health Plan, Inc.**

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS**  
**(000 Omitted)**

**Section A - Paid Health Claims - Medicare**

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....	.0	.0	.0	.0	.0
2. 2008 .....	97	539	539	539	539
3. 2009 .....	XXX	1,038	1,604	1,622	1,622
4. 2010 .....	XXX	XXX	2,254	3,106	3,111
5. 2011 .....	XXX	XXX	XXX	5,799	7,050
6. 2012 .....	XXX	XXX	XXX	XXX	9,040

**Section B - Incurred Health Claims - Medicare**

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....					
2. 2008 .....	726	726	539	539	539
3. 2009 .....	XXX	1,745	2,184	1,622	1,622
4. 2010 .....	XXX	XXX	2,827	3,106	3,111
5. 2011 .....	XXX	XXX	XXX	6,837	7,162
6. 2012 .....	XXX	XXX	XXX	XXX	10,434

**Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Medicare**

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2008.....	806	539	9	1.6	548	68.0			548	68.0
2. 2009.....	1,939	1,622	64	4.0	1,686	87.0			1,686	87.0
3. 2010.....	3,310	3,111	118	3.8	3,229	97.5			3,229	97.5
4. 2011.....	7,413	7,050	238	3.4	7,288	98.3	111		7,399	99.8
5. 2012.....	10,931	9,040	279	3.1	9,319	85.3	1,395		10,714	98.0

**ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Buckeye Community Health Plan, Inc.**

**UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)**

**Section A - Paid Health Claims - Title XIX Medicaid**

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....	697,984	698,858	698,858	698,858	698,858
2. 2008 .....	410,004	436,335	435,529	435,529	435,529
3. 2009 .....	XXX	420,099	455,368	454,493	454,493
4. 2010 .....	XXX	XXX	377,187	412,261	411,839
5. 2011 .....	XXX	XXX	XXX	415,448	462,857
6. 2012 .....	XXX	XXX	XXX	XXX	516,581

**Section B – Incurred Health Claims - Title XIX Medicaid**

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....	698,454	698,858	698,858	698,858	698,858
2. 2008 .....	452,686	436,824	435,529	435,529	435,529
3. 2009 .....	XXX	463,486	455,402	454,493	454,493
4. 2010 .....	XXX	XXX	418,657	415,144	411,838
5. 2011 .....	XXX	XXX	XXX	465,346	465,118
6. 2012 .....	XXX	XXX	XXX	XXX	561,459

**Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid**

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claim Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2008 .....	516,599	435,529	15,875	3.6	451,404	87.4			451,404	87.4
2. 2009 .....	556,819	454,493	16,970	3.7	471,463	84.7			471,463	84.7
3. 2010 .....	543,506	411,839	16,839	4.1	428,678	78.9			428,678	78.9
4. 2011 .....	599,366	462,857	18,459	4.0	481,316	80.3	2,261		483,577	80.7
5. 2012 .....	717,332	516,581	18,512	3.6	535,093	74.6	44,878	948	580,919	81.0

**ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Buckeye Community Health Plan, Inc.**

**UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS  
(000 Omitted)**

**Section A - Paid Health Claims - Grand Total**

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....	697,984	698,858	698,858	698,858	698,858
2. 2008 .....	410,101	436,874	436,068	436,068	436,068
3. 2009 .....	XXX	421,137	456,972	456,115	456,115
4. 2010 .....	XXX	XXX	379,441	415,367	414,950
5. 2011 .....	XXX	XXX	XXX	421,247	469,907
6. 2012 .....	XXX	XXX	XXX	XXX	525,621

**Section B - Incurred Health Claims - Grand Total**

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2008	2 2009	3 2010	4 2011	5 2012
1. Prior .....	698,454	698,858	698,858	698,858	698,858
2. 2008 .....	453,412	437,550	436,068	436,068	436,068
3. 2009 .....	XXX	465,231	457,586	456,115	456,115
4. 2010 .....	XXX	XXX	421,484	418,250	414,949
5. 2011 .....	XXX	XXX	XXX	472,183	472,280
6. 2012 .....	XXX	XXX	XXX	XXX	571,893

**Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio - Grand Total**

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2008 .....	517,405	436,068	15,884	3.6	451,952	87.3	.0	.0	451,952	87.3
2. 2009 .....	558,758	456,115	17,034	3.7	473,149	84.7	.0	.0	473,149	84.7
3. 2010 .....	546,816	414,950	16,957	4.1	431,907	79.0	.0	.0	431,907	79.0
4. 2011 .....	606,779	469,907	18,697	4.0	488,604	80.5	2,372	.0	490,976	80.9
5. 2012 .....	728,263	525,621	18,791	3.6	544,412	74.8	46,273	948	591,633	81.2

12-GT

Pt 2C - Sn B - Incurred Claims - Comp

**NONE**

Pt 2C - Sn B - Incurred Claims - MS

**NONE**

Pt 2C - Sn B - Incurred Claims - DO

**NONE**

Pt 2C - Sn B - Incurred Claims - VO

**NONE**

Pt 2C - Sn B - Incurred Claims - FE

**NONE**

Part 2C - Sn C - Claims Expense Ratio Co

**NONE**

Part 2C - Sn C - Claims Expense Ratio MS

**NONE**

Part 2C - Sn C - Claims Expense Ratio DO

**NONE**

Part 2C - Sn C - Claims Expense Ratio VO

**NONE**

Part 2C - Sn C - Claims Expense Ratio FE

**NONE**

**ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Buckeye Community Health Plan, Inc.**

**UNDERWRITING AND INVESTMENT EXHIBIT  
PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY**

	1	2	3	4	5	6	7	8	9
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
1. Unearned premium reserves.....	.0								
2. Additional policy reserves (a).....	.0								
3. Reserve for future contingent benefits.....	.0								
4. Reserve for rate credits or experience rating refunds (including \$ ..... for investment income).....	.0								
5. Aggregate write-ins for other policy reserves .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
6. Totals (gross) .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
7. Reinsurance ceded .....	.0								
8. Totals (Net) (Page 3, Line 4)	0	0	0	0	0	0	0	0	0
9. Present value of amounts not yet due on claims .....	.0	<b>NONE</b>							
10. Reserve for future contingent benefits .....	.0								
11. Aggregate write-ins for other claim reserves .....	.0								
12. Totals (gross) .....	.0								
13. Reinsurance ceded .....	.0								
14. Totals (Net) (Page 3, Line 7)	0	0	0	0	0	0	0	0	0
<b>DETAILS OF WRITE-INS</b>									
0501. ....									
0502. ....									
0503. ....									
0598. Summary of remaining write-ins for Line 5 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	0	0	0	0	0	0	0	0	0
1101. ....									
1102. ....									
1103. ....									
1198. Summary of remaining write-ins for Line 11 from overflow page .....	.0	.0	.0	.0	.0	.0	.0	.0	.0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0

(a) Includes \$ ..... premium deficiency reserve.

**UNDERWRITING AND INVESTMENT EXHIBIT**  
**PART 3 - ANALYSIS OF EXPENSES**

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$ .....for occupancy of own building).....			1,947,517		1,947,517
2. Salaries, wages and other benefits.....			30,444,619		30,444,619
3. Commissions (less \$ .....ceded plus \$ .....assumed).....			0		0
4. Legal fees and expenses.....			1,709,759		1,709,759
5. Certifications and accreditation fees.....			129,203		129,203
6. Auditing, actuarial and other consulting services.....			5,002,537		5,002,537
7. Traveling expenses.....			1,346,959		1,346,959
8. Marketing and advertising.....			1,496,557		1,496,557
9. Postage, express and telephone.....			741,709		741,709
10. Printing and office supplies.....			1,089,642		1,089,642
11. Occupancy, depreciation and amortization.....			7,413,559		7,413,559
12. Equipment.....			214,779		214,779
13. Cost or depreciation of EDP equipment and software.....			4,686,714		4,686,714
14. Outsourced services including EDP, claims, and other services.....	745,992	20,813,490	5,348,717		26,908,199
15. Boards, bureaus and association fees.....			13,500		13,500
16. Insurance, except on real estate.....			155,774		155,774
17. Collection and bank service charges.....			37,515		37,515
18. Group service and administration fees.....			0		0
19. Reimbursements by uninsured plans.....			0		0
20. Reimbursements from fiscal intermediaries.....			0		0
21. Real estate expenses.....			181,454		181,454
22. Real estate taxes.....			89,507		89,507
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes.....			143,953		143,953
23.2 State premium taxes.....			55,936,633		55,936,633
23.3 Regulatory authority licenses and fees.....			86,833		86,833
23.4 Payroll taxes.....			1,720,069		1,720,069
23.5 Other (excluding federal income and real estate taxes).....			28,375		28,375
24. Investment expenses not included elsewhere.....				97,182	97,182
25. Aggregate write-ins for expenses.....	0	0	0	0	0
26. Total expenses incurred (Lines 1 to 25).....	745,992	20,813,490	119,965,884	97,182	(a) 141,622,548
27. Less expenses unpaid December 31, current year.....		948,000	14,314,137		15,262,137
28. Add expenses unpaid December 31, prior year.....	0	1,077,000	11,120,589	0	12,197,589
29. Amounts receivable relating to uninsured plans, prior year.....	0	0	0	0	0
30. Amounts receivable relating to uninsured plans, current year.....					0
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	745,992	20,942,490	116,772,336	97,182	138,558,000
<b>DETAILS OF WRITE-INS</b>					
2501. ....					
2502. ....					
2503. ....					
2598. Summary of remaining write-ins for Line 25 from overflow page.....	0	0	0	0	0
2599. Totals (Line 2501 through 2503 + 2598) (Line 25 above)	0	0	0	0	0

(a) Includes management fees of \$ .....75,219,126 to affiliates and \$ .....to non-affiliates.

**EXHIBIT OF NET INVESTMENT INCOME**

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) (6,922)	26,153
1.1 Bonds exempt from U.S. tax	(a)	
1.2 Other bonds (unaffiliated)	(a) 2,135,593	2,003,023
1.3 Bonds of affiliates	(a) 0	
2.1 Preferred stocks (unaffiliated)	(b) 0	
2.11 Preferred stocks of affiliates	(b) 0	
2.2 Common stocks (unaffiliated)	0	
2.21 Common stocks of affiliates	0	
3. Mortgage loans	(c)	
4. Real estate	(d)	
5. Contract loans		
6. Cash, cash equivalents and short-term investments	(e) 73,629	74,603
7. Derivative instruments	(f)	
8. Other invested assets		
9. Aggregate write-ins for investment income	0	0
10. Total gross investment income	2,202,301	2,103,780
11. Investment expenses		(g) 97,182
12. Investment taxes, licenses and fees, excluding federal income taxes		(g)
13. Interest expense		(h)
14. Depreciation on real estate and other invested assets		(i)
15. Aggregate write-ins for deductions from investment income		0
16. Total deductions (Lines 11 through 15)		97,182
17. Net investment income (Line 10 minus Line 16)		2,006,598
<b>DETAILS OF WRITE-INS</b>		
0901.		
0902.		
0903.		
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0
0999. Totals (Lines 0901 through 0903) plus 0998 (Line 9 above)	0	0
1501.		
1502.		
1503.		
1598. Summary of remaining write-ins for Line 15 from overflow page		0
1599. Totals (Lines 1501 through 1503) plus 1598 (Line 15 above)		0

- (a) Includes \$ 3,537 accrual of discount less \$ 1,319,764 amortization of premium and less \$ 222,920 paid for accrued interest on purchases.
- (b) Includes \$ accrual of discount less \$ amortization of premium and less \$ 0 paid for accrued dividends on purchases.
- (c) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ paid for accrued interest on purchases.
- (d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.
- (e) Includes \$ accrual of discount less \$ amortization of premium and less \$ paid for accrued interest on purchases.
- (f) Includes \$ accrual of discount less \$ amortization of premium.
- (g) Includes \$ investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
- (h) Includes \$ interest on surplus notes and \$ interest on capital notes.
- (i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

**EXHIBIT OF CAPITAL GAINS (LOSSES)**

	1 Realized Gain (Loss) On Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds			0		
1.1 Bonds exempt from U.S. tax			0		
1.2 Other bonds (unaffiliated)	113		113		
1.3 Bonds of affiliates	0	0	0	0	0
2.1 Preferred stocks (unaffiliated)	0	0	0	0	0
2.11 Preferred stocks of affiliates	0	0	0	0	0
2.2 Common stocks (unaffiliated)	0	0	0	0	0
2.21 Common stocks of affiliates	0	0	0	0	0
3. Mortgage loans	0	0	0	0	0
4. Real estate	0	0	0	0	0
5. Contract loans			0		
6. Cash, cash equivalents and short-term investments			0	0	0
7. Derivative instruments			0		
8. Other invested assets	0	0	0	(140,844)	0
9. Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10. Total capital gains (losses)	113	0	113	(140,844)	0
<b>DETAILS OF WRITE-INS</b>					
0901.					
0902.					
0903.					
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999. Totals (Lines 0901 through 0903) plus 0998 (Line 9 above)	0	0	0	0	0

**EXHIBIT OF NONADMITTED ASSETS**

	1	2	3
	Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks .....	0	0	0
2.2 Common stocks .....	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens .....	0	0	0
3.2 Other than first liens .....	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company .....	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale .....	0	0	0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....	0	0	0
6. Contract loans .....	0	0	0
7. Derivatives (Schedule DB).....	0	0	0
8. Other invested assets (Schedule BA) .....	0	0	0
9. Receivables for securities .....	0	0	0
10. Securities lending reinvested collateral assets (Schedule DL).....	0	0	0
11. Aggregate write-ins for invested assets .....	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	0	0	0
13. Title plants (for Title insurers only).....	0	0	0
14. Investment income due and accrued .....	0	0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....	0	0	0
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....	0	0	0
15.3 Accrued retrospective premiums.....	0	0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers .....	0	0	0
16.2 Funds held by or deposited with reinsured companies .....	0	0	0
16.3 Other amounts receivable under reinsurance contracts .....	0	0	0
17. Amounts receivable relating to uninsured plans .....	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon .....	0	0	0
18.2 Net deferred tax asset.....	3,602,067	4,117,161	515,094
19. Guaranty funds receivable or on deposit .....	0	0	0
20. Electronic data processing equipment and software.....	0	0	0
21. Furniture and equipment, including health care delivery assets .....	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0
23. Receivables from parent, subsidiaries and affiliates .....	0	0	0
24. Health care and other amounts receivable.....	1,532,825	1,279,267	(253,558)
25. Aggregate write-ins for other than invested assets .....	908,391	2,804,648	1,896,257
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	6,043,283	8,201,076	2,157,793
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
28. Total (Lines 26 and 27)	6,043,283	8,201,076	2,157,793
<b>DETAILS OF WRITE-INS</b>			
1101. ....			
1102. ....			
1103. ....			
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0
2501. Prepaid Expenses.....	781,724	319,786	(461,938)
2502. Goodwill, net.....	0	2,258,195	2,258,195
2503. Intangibles, net.....	126,667	226,667	100,000
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	908,391	2,804,648	1,896,257

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Buckeye Community Health Plan, Inc.

**EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY**

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations.....	159,059	160,353	166,108	172,942	157,002	1,968,840
2. Provider Service Organizations.....	.0					
3. Preferred Provider Organizations.....	.0					
4. Point of Service.....	.0					
5. Indemnity Only.....	.0					
6. Aggregate write-ins for other lines of business.....	.0	.0	.0	.0	.0	.0
7. Total	159,059	160,353	166,108	172,942	157,002	1,968,840
<b>DETAILS OF WRITE-INS</b>						
0601. ....						
0602. ....						
0603. ....						
0698. Summary of remaining write-ins for Line 6 from overflow page .....	.0	.0	.0	.0	.0	.0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

## NOTES TO FINANCIAL STATEMENTS

### (1) Summary of Significant Accounting Policies

#### 1. Accounting Practices

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

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

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

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

#### C. Accounting Policy

1. Short-term investments are carried at cost, which approximates fair value. Cash and short-term investments include cash and US Government and Agency Obligations with original dates of maturity of twelve months or less when purchased.
2. Bonds are carried at amortized cost with the accretion of discounts and amortization of premiums being computed under the scientific method.
3. The Company holds no common stocks.
4. The Company holds no preferred stocks.
5. The Company holds no mortgage loans.
6. Loan-backed securities are carried at amortized cost. Adjustments are applied prospectively.
7. The Company has no investments in subsidiaries, controlled and affiliated companies.
8. The Company has minor interests in joint venture that do not exceed 10% of admitted assets. The Company carries these interests based on the underlying audited GAAP equity of the investee.
9. The Company holds no derivatives.
10. The Company does not have a premium deficiency reserve.
11. Unpaid losses and loss adjustment expenses include amounts determined from claims estimates and loss reports and an amount, based on past experience, for losses incurred but not reported. Such liabilities are necessarily based on assumptions and estimates and while management believes the amount to be adequate, the ultimate liability may be in excess of or less than the amount provided. The methods for making such estimates and for establishing the resulting liability is continually reviewed and any adjustments are reflected in the period determined.
12. There were no changes to the capitalization policy.
13. Pharmaceutical rebates are based on actual pharmaceutical claims experience.

### (2) Accounting Changes and Corrections of Errors

The National Association of Insurance Commissioners (NAIC) issued definitions which clarified the classification of medical costs for statutory reporting. In light of these definitions, the Company reclassified certain Hospital & Medical Costs and General Administrative Expenses to align with the NAIC definitions. Case management, medication and care compliance, care coordination and cost of health risk assessments were reclassified from General Administrative Expenses to Hospital & Medical Costs. Effective with the reporting of our financial results for the year ended December 31, 2011, the Company has reclassified the above mentioned expenses. The reclassification had no impact on net earnings

The company adopted the provisions of SSAP 101 as of January 1, 2012, the cumulative effect of which is reflected in surplus. SSAP 101 imposes a new standard for accounting for income tax contingencies and makes permanent much of the deferred tax asset admissibility changes of its predecessor, SSAP 10R.

### (3) Business Combinations and Goodwill

#### A. Statutory Purchase Method

## NOTES TO FINANCIAL STATEMENTS

1. Purchase of Family Health Plan, Inc.  
The Company purchased the Medicaid-related assets of Family Health Plan, Inc. in November 2003. As a result of the purchase, the Company recorded \$1.8 million in intangible assets (state contracting rights, non-compete agreements, provider contracts/network) and \$5.1 million in goodwill. General administrative expenses include \$80,000 in intangible amortization and \$506,413 in goodwill amortization expense as of December 31, 2012.
2. Purchase of Summa Care, Inc.  
The Company purchased the Medicaid-related assets of SummaCare, Inc., in May 2005. As a result of the purchase, the Company recorded \$520,000 in intangible assets (state contracting rights, non-compete agreements, provider contracts/network) and \$29.8 million in goodwill. General administrative expenses include \$20,000 in intangible amortization and \$2,987,077 in goodwill amortization expense as of December 31, 2012.
- B. Statutory Merger  
Purchase of MediPlan Corporation  
The Company purchased MediPlan Corporation from Aultman Health Foundation, Inc., in June 2006. This transaction was treated as a statutory merger per SSAP No.68.
- C. Assumption Reinsurance – None.
- D. Impairment Loss – None.

#### (4) Discontinued Operations

None

#### (5) Investments

- A. Mortgage Loans, including Mezzanine Real Estate Loans – None.
- B. Debt Restructuring – None.
- C. Reverse Mortgages – None.
- D. Loan-Backed Securities
  1. Prepayment assumptions were obtained from Bloomberg.
  2. There are no securities within the scope of this statement with a recognized other-than-temporary impairment.
  3. Not applicable
  4. All impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains):
    - a. The aggregate amount of unrealized losses:
 

1. Less than 12 Months	\$ <u>6,136</u>
2. 12 Months or Longer	\$ <u>0</u>
    - b. The aggregate related fair value of securities with unrealized losses:
 

1. Less than 12 Months	\$ <u>2,229,796</u>
2. 12 Months or Longer	\$ <u>0</u>
  5. Due to the continuous unrealized loss position being less than 12 months for all securities and the immaterial amount of unrealized loss, it was deemed that the loss position was temporary.
- E. Repurchase Agreements and/or Securities Lending Transactions – None.
- F. Real Estate- None.
- G. Low-income housing tax credit- None.

The following long-term investments can be liquidated within 24 hours without incurring a significant penalty (defined as greater than 20%).

	Amortized Cost	Market Value
Bonds	\$97,905,471	\$98,841,213

## NOTES TO FINANCIAL STATEMENTS

### (6) Joint Ventures, Partnerships and Limited Liability Companies

- A. The Company has no investments in Joint Ventures, Partnerships and Limited Liability Companies that exceed 10% of its admitted assets.
- B. The Company did not recognize any impairment write down for its investment in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

### (7) Investment Income

The Company had no accrued income excluded from surplus.

### (8) Derivative Instruments

The Company had no Derivative Instruments during the statement periods.

### (9) Income Taxes

A. Components of Deferred Tax Assets (DTAs) and Deferred Tax Liabilities (DTLs):											
1. DTA/DTL Components	Description	2012			2011			Change			
		Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total	
	Gross deferred tax assets	\$ 5,828,596	119,288	5,947,884	6,040,278	69,993	6,110,271	(211,682)	49,295	(162,387)	
	Statutory valuation allowance adjustment	0	0	0	0	0	0	0	0	0	
	Adjusted gross deferred tax assets	5,828,596	119,288	5,947,884	6,040,278	69,993	6,110,271	(211,682)	49,295	(162,387)	
	Deferred tax assets nonadmitted	(3,602,065)	0	(3,602,065)	(4,566,647)	0	(4,566,647)	964,582	0	964,582	
	Net admitted deferred tax assets	2,226,531	119,288	2,345,819	1,473,631	69,993	1,543,624	752,900	49,295	802,195	
	Deferred tax liabilities	(43,834)	(131,833)	(175,667)	(26,562)	(84,782)	(111,344)	(17,272)	(47,051)	(64,323)	
	Net admitted deferred tax asset (liability)	\$ 2,182,697	(12,545)	2,170,152	1,447,069	(14,789)	1,432,280	735,628	2,244	737,872	
2. Admission calculation components:											
	Description	2012			2011 *			Change			
		Ordinary	Capital	Total	Ordinary	Capital	Total	Ordinary	Capital	Total	
	Admission calculation under ¶11.a.-¶11.c.										
	FIT recoverable by loss carryback [¶11.a.]	\$ 1,651,696	0	1,651,696	1,432,280	0	1,432,280	219,416	0	219,416	
	Expected to be realized [¶11.b.] (lesser of i. or ii.)	518,456	0	518,456	0	0	0	518,456	0	518,456	
	Expected to be realized [¶11.b.i.]	518,456	0	518,456	0	0	0	518,456	0	518,456	
	Surplus limitation [¶11.b.ii.]	12,163,315	0	12,163,315	11,303,310	0	11,303,310	860,005	0	860,005	
	DTL offset [¶11.c.]	56,379	119,288	175,667	41,351	69,993	111,344	15,028	49,295	64,323	
	Total admitted under ¶11.a.-11.c.	2,226,531	119,288	2,345,819	1,473,631	69,993	1,543,624	752,900	49,295	802,195	
	Deferred tax liabilities	(43,834)	(131,833)	(175,667)	(26,562)	(84,782)	(111,344)	(17,272)	(47,051)	(64,323)	
	Net admitted deferred tax asset/liability under ¶11.a.-¶11.c.	\$ 2,182,697	(12,545)	2,170,152	1,447,069	(14,789)	1,432,280	735,628	2,244	737,872	
	* The 2011 admission calculation was performed pursuant to SSAP 10R using 10a, 10b, and 10c admittance rules.										
3. Information used in expected to be realized calculation [¶11.b.]											
		2012		2011							
	ExDTA ACL RBC or other ratio	423%		474%							
	Adjusted capital and surplus	\$ 88,565,024		\$ 85,497,233							
4. Did the company avail itself of a tax planning strategy involving reinsurance? [check box]											
		Yes	<input type="checkbox"/>	No	<input checked="" type="checkbox"/>						

B. Temporary Differences For Which DTLs Have Not Been Established			
Not Applicable			
C. Current Income Taxes Incurred Consist of the Following Major Components:			
Description	2012	2011	
Current federal income tax expense (benefit)	\$ 6,999,102	8,212,851	
Foreign taxes	0	0	
Subtotal	6,999,102	8,212,851	
Tax on capital gains (losses)	0	18,401	
Utilization of capital loss carryforwards	0	0	
Other, including prior year underaccrual (overaccrual)	58,601	(15,513)	
Federal and foreign income taxes incurred	\$ 7,057,703	8,215,739	

## NOTES TO FINANCIAL STATEMENTS

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities are as follows:			
DTAs resulting from book/tax differences in:	December 31, 2012	December 31, 2011	Change
<b>Ordinary</b>			
Discounting of unpaid losses and loss adjustment expenses	\$ 688,571	273,168	415,403
Unearned premiums	0	0	0
Goodwill	3,500,151	3,149,479	350,672
Amortization of intangibles	0	0	0
Accrued liabilities	785,448	1,188,259	(402,811)
Nonadmitted assets	854,426	1,429,371	(574,945)
Gross ordinary DTAs	5,828,596	6,040,277	(211,681)
Statutory valuation adjustment - ordinary	0	0	0
Nonadmitted ordinary DTAs	(3,602,065)	(4,566,647)	964,582
Admitted ordinary DTAs	2,226,531	1,473,630	752,901
<b>Capital</b>			
Unrealized Capital Losses	119,288	69,993	49,295
Gross capital DTAs	119,288	69,993	49,295
Statutory valuation adjustment - capital	0	0	0
Nonadmitted capital DTAs	0	0	0
Admitted capital DTAs	119,288	69,993	49,295
Admitted DTAs	\$ 2,345,819	1,543,623	802,196

  

Book/Tax Differences In	2012	2011	Change
<b>(a) Ordinary</b>			
(1) Investments	(1,639)	(1,487)	(152)
(2) Prepaid expenses	(42,195)	(25,075)	(17,120)
(3) Deferred and uncollected premiums	0	0	0
(4) Policyholder reserves/salvage and subrogation	0	0	0
(5) Other (separately disclose items >5%)	0	0	0
(99) Ordinary DTLs	(43,834)	(26,562)	(17,272)
<b>(b) Capital</b>			
(1) Investments	(131,833)	(84,782)	(47,051)
(2) Real estate	0	0	0
(3) Other (separately disclose items >5%)	0	0	0
Unrealized capital gains	0	0	0
(99) Capital DTLs	(131,833)	(84,782)	(47,051)
<b>(c) DTLs</b>	<b>(175,667)</b>	<b>(111,344)</b>	<b>(64,323)</b>
<b>(4) Net deferred tax assets/liabilities</b>	<b>2,170,152</b>	<b>1,432,280</b>	<b>737,874</b>

**The change in net deferred income taxes is comprised of the following (this analysis is exclusive of nonadmitted assets as the Change in Nonadmitted Assets is reported separately from the Change in Net Deferred Income Taxes in the surplus section of the Annual Statement):**

The change in net deferred income taxes is comprised of the following (this analysis is exclusive of nonadmitted assets as the Change in Nonadmitted Assets is reported separately from the Change in Net Deferred Income Taxes in the surplus section of the Annual Statement):			
	December 31, 2012	December 31, 2011	Change
Total deferred tax assets	5,947,884	6,110,271	(162,387)
Total deferred tax liabilities	(175,667)	(111,344)	(64,323)
Net deferred tax assets (liabilities)	5,772,217	5,998,927	(226,710)
Statutory valuation allowance adjustment (*see explanation below)	0	0	0
Net deferred tax assets (liabilities) after statutory valuation allowance	5,772,217	5,998,927	(226,710)
Tax effect of unrealized gains (losses)	(119,288)	(69,993)	(49,295)
Benefit (charge) for change in net deferred income tax	5,652,929	5,928,934	(276,005)
Statutory valuation allowance - N/A			

## NOTES TO FINANCIAL STATEMENTS

D. Reconciliation of Federal Income Tax Rate to Actual Effective Rate				
The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate to income before income taxes. The significant items causing this difference are as follows:				
Description	2012	Effective Tax Rate	2011	Effective Tax Rate
Income before taxes	20,055,919		23,776,255	
Statutory tax rate	35%		35%	
Expected income tax benefit at 35% statutory tax rate	7,019,572	35.00%	8,321,689	35.00%
Tax-exempt interest	(359,537)	-1.79%	(494,881)	-2.08%
Uncertain tax position interest	41,736	0.21%	0	0.00%
Proration	53,931	0.27%	74,232	0.31%
Meals & entertainment, lobbying expenses, etc.	254	0.00%	0	0.00%
Statutory valuation allowance adjustment	0	0.00%	0	0.00%
Deferred taxes on nonadmitted assets	574,945	2.87%	1,553,659	6.53%
Other, including prior year true-up	2,808	0.01%	0	0.00%
<b>Total</b>	<b>7,333,709</b>	<b>36.57%</b>	<b>9,454,699</b>	<b>39.77%</b>
Federal income tax incurred expense (benefit)	7,057,703	35.19%	8,215,739	34.55%
Tax on capital gains (losses)	0	0.00%	0	0.00%
Change in net deferred income tax charge (benefit)	276,005	1.38%	1,238,960	5.21%
<b>Total statutory income taxes</b>	<b>7,333,708</b>	<b>36.57%</b>	<b>9,454,699</b>	<b>39.77%</b>

E. Carryforwards, Recoverable Taxes, and IRC §6603 Deposits				
At December 31, 2012, the Company had no net operating loss or tax credit carryforwards available to tax purposes.				
The following is income tax expense for 2011 and 2012 that is available for recoupment in the event of future net losses:				
Year	Ordinary	Capital	Total	
2011	\$ 8,271,452	18,401	8,289,853	
2012	6,999,102	0	6,999,102	
<b>Total</b>	<b>\$ 15,270,554</b>	<b>18,401</b>	<b>15,288,955</b>	
The Company has no deposits admitted under IRC § 6603.				

Absolute Total Care, Inc.	Kentucky Spirit Health Plan, Inc.
AECC Total Vision Health Plan of Texas, Inc.	Louisiana Healthcare Connections, Inc.
Bankers Reserve Life Insurance Company	Magnolia Health Plan, Inc.
Celtic Insurance Company	Managed Health Services Insurance Corp.
CeltiCare Health Plan of Massachusetts Inc.	Peach State Health Plan, Inc.
Coordinated Care Corporation, Inc.	Sunshine State Health Plan, Inc.
Hallmark Life Insurance Co.	Superior Health Plan, Inc.
Home State Health Plan, Inc.	University Health Plans, Inc.
IlliniCare Health Plan, Inc.	

The method of allocation among companies is subject to a written agreement whereby allocation is made primarily on a separate company basis using the percentage method pursuant to provisions of IRC Sections §1502 and §1552 and Treasury Regulations §1.1502 and §1.1552. This percentage method allocates a tax asset (i.e. intercompany receivable) for any benefit derived by the consolidated group for the member's losses or credits that offset consolidated taxable income. In accordance with the tax sharing agreement, each member shall pay to Parent or receive from the Parent the amount of tax liability or benefit reported on each member's proforma federal income tax return within 90 days of the date Parent files its consolidated federal income tax return.

### (10) Information Concerning Parent, Subsidiaries and Affiliates

A, B, C, D, F

In November 2003, the Company, a wholly owned subsidiary of Centene, acquired the Medicaid-related assets of Family Health Plan, Inc. (Family Health Plan), a wholly owned subsidiary of Mercy Health Partners. This transaction included the right to serve up to 24,000 of Family Health Plan's Medicaid members in Toledo, Ohio. The transaction was approved by state regulators and effective on January 1, 2004. The Company paid \$6,864,126 for the Medicaid-related assets of Family Health Plan, Inc.

In May 2005, the Company acquired the Medicaid-related assets of SummaCare, Inc., a second-tier subsidiary of Summa Health System. This transaction included the right to serve approximately 37,500 of SummaCare Inc.'s Medicaid members in Akron, Ohio. The transaction was approved by state regulators and was effective May 1, 2005. Centene paid approximately \$30,390,766 in cash, stock, and expenses related to this acquisition.

During 2012 and 2011, Centene Management Company, LLC, a wholly owned subsidiary of Centene Corporation, provided data, claims processing, case management, care coordination and general management services to the Company. Medical and administrative expenses for the period ending December 31, 2012 and December 31, 2011 included \$86,753,930 and \$72,912,021, respectively, for such services. Amounts due (to) from at December 31, 2012 and December 31, 2011 included \$352,837 and (\$1,952,829), respectively, for true-up of management fees and expenses paid on behalf of the company.

Nursewise, LP provided triage services to the Company. Medical expenses for the period ending December 31, 2012 and December 31, 2011 included \$2,152,799 and \$2,688,648, respectively, for such services. Amounts due (to) from at December 31, 2012 and December 31, 2011 included (\$164,606) and (\$2,153), respectively, for such services.

US Script, Inc. provided pharmacy benefit management services to the Company. Medical expenses for the period ending December 31, 2012 and December 31, 2011 included \$118,428,446 and \$32,414,556, respectively, for such services.

## NOTES TO FINANCIAL STATEMENTS

Amounts due (to) from at December 31, 2012 and December 31, 2011 included \$4,946,668 and \$4,859,577, respectively, for such services.

Cenpatico Behavioral Health, LLC provided mental health services to the Company. Medical expenses for the period ending December 31, 2012 and December 31, 2011 included \$18,101,672 and \$18,789,393, respectively, for such services. Amounts due (to) from at December 31, 2012 and December 31, 2011 included (\$1,435,790) and \$(3,555) respectively, for such services.

OptiCare Vision Company, Inc. provided vision management services to the Company. Medical expenses for the period ending December 31, 2012 and December 31, 2011 included \$3,407,937 and \$3,134,385, respectively, for such services. Amounts due (to) from at December 31, 2012 and December 31, 2011 included (\$276,028) and (\$18,069), respectively, for such services.

Nurtur Health, Inc. provided chronic pulmonary disease management services to the Company. Medical expenses for the period ending December 31, 2012 and December 31, 2011 included \$2,176,940 and \$2,163,222, respectively for such services. Amounts due (to) from at December 31, 2012 and December 31, 2011 included (\$172,691) and (\$16,450), respectively for such services.

- E. Guarantees- None.
- F. Management Contracts- None.
- G. Control Relationship- None.
- H. Upstream Intermediate Entity- None.
- I. Investment in SCA Entity- None.
- J. Investment in Impaired SCA Entity- None.
- K. Investment in Foreign Insurance Subsidiary- None.
- L. Investment in Downstream Noninsurance Holding Company- None.

### **(11) Debt**

- A. Capital Notes – None.
- B. All Other Debt - None

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

- A. Defined Benefit Plan – None
- B. Deferred Compensation Plan - None
- C. Multi-Employer Plan - None
- D. Consolidated/Holding Company Plans - None
- E. Post-Employment Benefits and Compensated Absences – None
- F. Impact of Medicare Modernization Act on Postretirement Benefits - None

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

- 1) The Company has 10,000 shares authorized, 100 shares issued and 100 shares outstanding.
- 2) The Company had no preferred stock outstanding.
- 3) The Company is restricted from paying any extraordinary dividend or distribution to its shareholders until thirty days after the superintendent has received notice of the distribution and has not within the thirty day period disapproved the dividend or distribution. An extraordinary dividend or distribution is one in which the fair market value, together with that of any other dividends or distributions made within the preceding twelve months, exceeds the greater of ten percent of the Company's surplus as of the thirty-first day of December next preceding, or the Company's net income for the twelve month period ending the thirty-first day of December next preceding. In addition, any dividend or distribution paid from other than earned surplus shall be considered extraordinary.
- 4) During 2012, the Company paid \$10,000,000 in ordinary dividends to the sole shareholder, Centene Corporation, on December 27, 2012. The dividend represents a return of capital and did not require approval by the Ohio Department of Insurance.
- 5) The Company is able to pay ordinary dividends to stockholders provided that the dividend or distribution of cash or other property, whose fair market value, together with that of other dividends or distributions made within the

## NOTES TO FINANCIAL STATEMENTS

preceding twelve months, does not exceed the greater of ten percent of the Company's surplus or net income of the Company's twelve-month period ending the thirty-first day of December next preceding.

- 6) Within the limitations of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
- 7) The Company has no advances to surplus not repaid.
- 8) The Company held no stock.
- 9) There were no changes to the balances of any special surplus funds from the prior year.
- 10) The impact to unassigned funds (surplus) by cumulative unrealized losses was (\$91,549) net of capital gains tax benefit of \$49,295.
- 11) The Company did not issue any surplus debentures or similar obligations.
- 12) There have been no quasi-reorganizations.
- 13) N/A

### **(14) Contingencies**

- A. Contingent Commitments – None.
- B. Assessments – None.
- C. Gain Contingencies – None.
- D. Claims related to extra contractual obligation and bad faith losses stemming from lawsuits- None.
- E. All Other Contingencies – Various lawsuits against the Company have arisen in the course of business. Contingent liabilities arising from litigation, income taxes and other matters are not considered material in relation to the financial position of the Company.

### **(15) Leases**

None.

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

None.

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

- A. Transfers of Receivables reported as Sales - None
- B. Transfers and Servicing of Financial Assets - None
- C. Wash Sales - None

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

- A. ASO Plans - None
- B. ASC Plans - None
- C. Medicare or Similarly Structured Cost Based Reimbursement Contract- None

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

None.

### **(20) Fair Value Measurements**

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

## NOTES TO FINANCIAL STATEMENTS

Level inputs are as follows:

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

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

Description for each class of asset	Level 1	Level 2	Level 3	Total
Cash, cash equivalents and short-term investments	\$ 39,024,674	-	-	39,024,674
Total assets at fair value	39,024,674	-	-	39,024,674

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

Description for each class of asset	Level 1	Level 2	Level 3	Total
Cash, cash equivalents and short-term investments	\$ 43,206,511	-	-	43,206,511
Total assets at fair value	43,206,511	-	-	43,206,511

B. None

C. The following table summarizes the aggregate fair value measurements by level at December 31, 2012 for all financial instruments.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)
Bonds	\$ 99,251,339	\$ 98,305,121	\$ 5,478,984	\$ 89,772,355	\$ 4,000,000

D. None

### (21) Other Items

A. Extraordinary Items - None

B. Troubled Debt Restructuring Debtors - None

C. Other Disclosures - Assets on Deposit with Government Authorities or Trustees

Assets in the amount of \$400,000 and \$400,000 at December 31, 2012 and December 31, 2011, respectively, were on deposit with government authorities or trustees as required by law.

D. Other Disclosures – Collectability of Premiums Due

At December 31, 2012 the Company had admitted assets of \$10,657,839 in accounts receivable for accident and health premiums due. The Company routinely assesses the collectability of these receivables. Generally, less than 1% of the balance may become uncollectible and the potential loss is not material to the Company's financial condition.

E. Other Disclosures – Business Interruption Insurance Recoveries – None

## NOTES TO FINANCIAL STATEMENTS

- F. State Transferable Tax Credits – None
- G. Subprime Mortgage Related Risk Exposure- None
- H. Retained Assets- None

### (22) Events Subsequent

None.

### (23) Reinsurance

#### A. Ceded Reinsurance Report

##### Section 1 – General Interrogatories

- A. Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company? Yes ( ) No (X)
- B. Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) which is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business? Yes ( ) No (X)

##### Section 2 – Ceded Reinsurance Report Part A

- A. Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits? Yes ( ) No (X)
- B. Does the company have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts which, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies Yes ( ) No (X)

##### Section 3 – Ceded reinsurance Report Part B

- A. What is the estimated amount of the aggregate reduction in surplus, for agreements, not reflected in Section 2 above, of termination of all reinsurance agreements, by either party, as of the date for this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- B. Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts which were in-force or which had existing reserves established by the company as of the effective date of the agreement? Yes ( ) No (X)

#### B. Uncollectible Reinsurance

The Company has not written off any uncollectible reinsurance during the year

#### C. Commutation of Reinsurance Reflected in Income and Expenses

The Company has not commuted any ceded reinsurance during the year

### (24) Retrospectively Rated Contracts and Contracts Subject to Redetermination

None.

### (25) Change in Incurred Claims and Claims Adjustment Expenses

Reserves for incurred claims and claim adjustment expenses as of December 31, 2011 were \$53.8 million and \$1.0 million. As of December 31, 2012, \$48.2 million and \$1.0 million have been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$2.3 million and \$0 as a result of the reestimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$3.2 million in favorable prior-year development. This decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

### (26) Intercompany Pooling Arrangements

None.

## NOTES TO FINANCIAL STATEMENTS

**(27) Structured Settlements**

None

**(28) Health Care Receivables**

- At December 31, 2012, the Company had admitted pharmacy rebate receivables of \$153,061. These are admitted in accordance with SSAP No. 84 as they are estimated amounts related solely to actual prescriptions filled during the 3 months immediately preceding the reporting date. The amounts are estimated based on historical per script rebates and the actual number of scripts during the period.

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received Within 90 Days of Billing	Actual Rebates Received Within 91 to 180 Days of Billing	Actual Rebates Received More Than 180 Days After Billing
12/31/2012	130,989	139,402			-
9/30/2012	127,365	149,436			-
6/30/2012	151,899	140,061			80,170
3/31/2012	196,360	175,071			164,481
12/31/2011	315,676	374,603			370,585
9/30/2011	11,185	12,111			11,906
6/30/2011	9,514	9,669			9,669
3/31/2011	7,812	7,812			7,812
12/31/2010	6,990	5,665			5,665
9/30/2010	1,039	3,138			3,138
6/30/2010	(306)	1,513			1,513
3/31/2010	181,681	132,712			124,279

- Risk Sharing Receivables – None.

**(29) Participating Policies**

None

**(30) Premium Deficiency Reserves**

- Liability carried for premium deficiency reserves \$0
- Date of the most recent evaluation of this liability 12/31/2012
- Was anticipated investment income utilized in the calculation? Yes  No

**(31) Anticipated Salvage and Subrogation**

None

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES

### GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes  No
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes  No  N/A
- 1.3 State Regulating? Ohio.....
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes  No
- 2.2 If yes, date of change: .....
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. ....12/31/2010
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ....12/31/2010
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). ....05/08/2012
- 3.4 By what department or departments? Ohio Department of Insurance.....
- 3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes  No  N/A
- 3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes  No  N/A
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business? Yes  No
- 4.12 renewals? Yes  No
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business? Yes  No
- 4.22 renewals? Yes  No
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes  No
- 5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes  No
- 6.2 If yes, give full information .....
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes  No
- 7.2 If yes,
- 7.21 State the percentage of foreign control .....
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

1 Nationality	2 Type of Entity

## GENERAL INTERROGATORIES

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [  ] No [  ]  
 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.

- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [  ] No [  ]  
 8.4 If response to 8.3 is yes, please provide the names and locations (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

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

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?  
 KPMG, LLP 10 South Broadway, Suite 900, St. Louis, MO 63102.....  
 10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [  ] No [  ]  
 10.2 If the response to 10.1 is yes, provide information related to this exemption:  
 10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [  ] No [  ]  
 10.4 If the response to 10.3 is yes, provide information related to this exemption:  
 10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [  ] No [  ] N/A [  ]  
 10.6 If the response to 10.5 is no or n/a, please explain

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?  
 Arthur L. Baldwin III, Milliman USA, 1301 Fifth Avenue, Seattle, WA 98101-2605.....  
 12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [  ] No [  ]  
     12.11 Name of real estate holding company .....  
     12.12 Number of parcels involved .....  
     12.13 Total book/adjusted carrying value \$.....  
 12.2 If yes, provide explanation

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:  
 13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?  
 13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [  ] No [  ]  
 13.3 Have there been any changes made to any of the trust indentures during the year? Yes [  ] No [  ]  
 13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [  ] No [  ] N/A [  ]  
 14.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?  
     a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
     b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
     c. Compliance with applicable governmental laws, rules and regulations;  
     d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
     e. Accountability for adherence to the code.  
 14.11 If the response to 14.1 is no, please explain:  
 14.2 Has the code of ethics for senior managers been amended? Yes [  ] No [  ]  
 14.21 If the response to 14.2 is yes, provide information related to amendment(s)  
 14.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [  ] No [  ]  
 14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

## GENERAL INTERROGATORIES

- 15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [ ] No [ X ]
- 15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

### BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes [ X ] No [ ]
17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [ X ] No [ ]
18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [ X ] No [ ]

### FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [ ] No [ X ]
- 20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.11 To directors or other officers \$.....
  - 20.12 To stockholders not officers \$.....
  - 20.13 Trustees, supreme or grand (Fraternal only) \$.....
- 20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 20.21 To directors or other officers \$.....
  - 20.22 To stockholders not officers \$.....
  - 20.23 Trustees, supreme or grand (Fraternal only) \$.....
- 21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [ ] No [ X ]
- 21.2 If yes, state the amount thereof at December 31 of the current year:
- 21.21 Rented from others \$.....
  - 21.22 Borrowed from others \$.....
  - 21.23 Leased from others \$.....
  - 21.24 Other \$.....
- 22.1 Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments? Yes [ ] No [ X ]
- 22.2 If answer is yes:
- 22.21 Amount paid as losses or risk adjustment \$.....
  - 22.22 Amount paid as expenses \$.....
  - 22.23 Other amounts paid \$.....
- 23.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [ X ] No [ ]
- 23.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$.....352,837

### INVESTMENT

- 24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03) Yes [ X ] No [ ]
- 24.02 If no, give full and complete information, relating thereto
- 24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)
- 24.04 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [ ] No [ ] NA [ X ]
- 24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. \$.....
- 24.06 If answer to 24.04 is no, report amount of collateral for other programs. \$.....
- 24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [ ] No [ ] NA [ X ]
- 24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [ ] No [ ] NA [ X ]
- 24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [ ] No [ ] NA [ X ]
- 24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:
- 24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....
  - 24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....
  - 24.103 Total payable for securities lending reported on the liability page \$.....

## GENERAL INTERROGATORIES

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03). Yes  No

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21 Subject to repurchase agreements	\$ .....
25.22 Subject to reverse repurchase agreements	\$ .....
25.23 Subject to dollar repurchase agreements	\$ .....
25.24 Subject to reverse dollar repurchase agreements	\$ .....
25.25 Pledged as collateral	\$ .....
25.26 Placed under option agreements	\$ .....
25.27 Letter stock or securities restricted as to sale	\$ .....
25.28 On deposit with state or other regulatory body	\$ .....399,648
25.29 Other	\$ .....

25.3 For category (25.27) provide the following:

1 Nature of Restriction	2 Description	3 Amount

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes  No

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes  No  N/A   
If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes  No

27.2 If yes, state the amount thereof at December 31 of the current year. \$ .....

28. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping agreements of the NAIC *Financial Condition Examiners Handbook*? Yes  No

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

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

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

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

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year? Yes  No

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

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

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

1 Central Registration Depository Number(s)	2 Name	3 Address

## GENERAL INTERROGATORIES

- 29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D - Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])? Yes [  ] No [  ]
- 29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2999 TOTAL		0

- 29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds.....	118,350,892	119,297,109	946,217
30.2 Preferred Stocks.....	0		0
30.3 Totals	118,350,892	119,297,109	946,217

- 30.4 Describe the sources or methods utilized in determining the fair values:  
Bond pricing is obtained from Brown Brothers Harriman who receives pricing from Interactive Data Corp., the original source.....
- 31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D? Yes [  ] No [  ]
- 31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source? Yes [  ] No [  ]
- 31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:
- 32.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes [  ] No [  ]
- 32.2 If no, list exceptions:

## GENERAL INTERROGATORIES

### OTHER

33.1 Amount of payments to Trade associations, service organizations and statistical or rating bureaus, if any? \$ .....

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
.....	\$.....
.....	\$.....
.....	\$.....

34.1 Amount of payments for legal expenses, if any? \$ .....1,326,566

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Thompson Hine, LLP.....	\$.....1,311,881

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? \$ .....

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
.....	\$.....
.....	\$.....
.....	\$.....

# GENERAL INTERROGATORIES

## PART 2 - HEALTH INTERROGATORIES

- 1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [ ] No [ X ]
- 1.2 If yes, indicate premium earned on U. S. business only. \$ .....0
- 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? ..... \$ .....
- 1.31 Reason for excluding .....
- 1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. \$ .....
- 1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$ .....0
- 1.6 Individual policies:
- Most current three years:
- 1.61 Total premium earned \$ .....0
- 1.62 Total incurred claims \$ .....0
- 1.63 Number of covered lives .....0
- All years prior to most current three years:
- 1.64 Total premium earned \$ .....0
- 1.65 Total incurred claims \$ .....0
- 1.66 Number of covered lives .....0
- 1.7 Group policies:
- Most current three years:
- 1.71 Total premium earned \$ .....0
- 1.72 Total incurred claims \$ .....0
- 1.73 Number of covered lives .....0
- All years prior to most current three years:
- 1.74 Total premium earned \$ .....0
- 1.75 Total incurred claims \$ .....0
- 1.76 Number of covered lives .....0

2. Health Test:

		1		2
		Current Year		Prior Year
2.1	Premium Numerator	\$ .....728,263,308	\$	.....606,779,058
2.2	Premium Denominator	\$ .....728,263,308	\$	.....606,779,058
2.3	Premium Ratio (2.1/2.2)	.....1.000		.....1.000
2.4	Reserve Numerator	\$ .....48,644,619	\$	.....53,820,053
2.5	Reserve Denominator	\$ .....48,644,618	\$	.....53,820,053
2.6	Reserve Ratio (2.4/2.5)	.....1.000		.....1.000

- 3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes [ ] No [ X ]
- 3.2 If yes, give particulars:
- 4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [ X ] No [ ]
- 4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [ ] No [ ]
- 5.1 Does the reporting entity have stop-loss reinsurance? Yes [ X ] No [ ]
- 5.2 If no, explain:
- 5.3 Maximum retained risk (see instructions)
- 5.31 Comprehensive Medical \$ .....210,000
- 5.32 Medical Only \$ .....
- 5.33 Medicare Supplement \$ .....
- 5.34 Dental and Vision \$ .....
- 5.35 Other Limited Benefit Plan \$ .....
- 5.36 Other \$ .....
6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:  
The Company's provider contracts contain hold harmless provisions
- 7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes [ X ] No [ ]
- 7.2 If no, give details
8. Provide the following information regarding participating providers:
- 8.1 Number of providers at start of reporting year .....12,591
- 8.2 Number of providers at end of reporting year .....21,547
- 9.1 Does the reporting entity have business subject to premium rate guarantees? ..... Yes [ ] No [ X ]
- 9.2 If yes, direct premium earned:
- 9.21 Business with rate guarantees between 15-36 months .....
- 9.22 Business with rate guarantees over 36 months .....

# GENERAL INTERROGATORIES

## PART 2 - HEALTH INTERROGATORIES

- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes [ ] No [ X ]
- 10.2 If yes:
- 10.21 Maximum amount payable bonuses \$.....
- 10.22 Amount actually paid for year bonuses \$.....
- 10.23 Maximum amount payable withholds \$.....
- 10.24 Amount actually paid for year withholds \$.....
- 11.1 Is the reporting entity organized as:
- 11.12 A Medical Group/Staff Model, Yes [ ] No [ X ]
- 11.13 An Individual Practice Association (IPA), or, Yes [ ] No [ X ]
- 11.14 A Mixed Model (combination of above) ? Yes [ X ] No [ ]
- 11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes [ X ] No [ ]
- 11.3 If yes, show the name of the state requiring such net worth. Ohio.....
- 11.4 If yes, show the amount required. \$.....1,700,000
- 11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes [ ] No [ X ]
- 11.6 If the amount is calculated, show the calculation.

12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area
Adams.....
Allen.....
Ashland.....
Ashtabula.....
Athens.....
Auglaize.....
Belmont.....
Brown.....
Butler.....
Carrroll.....
Champaign.....
Clark.....
Clermont.....
Clinton.....
Columbiana.....
Coshocton.....
Crawford.....
Cuyahoga.....
Darke.....
Defiance.....
Delaware.....
Erie.....
Fairfield.....
Fayette.....
Franklin.....
Fulton.....
Gallia.....
Geauga.....
Greene.....
Guernsey.....
Hamilton.....
Hancock.....
Hardin.....
Harrison.....
Henry.....
Highland.....
Hocking.....
Holmes.....
Huron.....
Jackson.....
Jefferson.....
Knox.....
Lake.....
Lawrence.....
Licking.....
Logan.....
Lorain.....
Lucas.....
Madison.....
Mahoning.....
Marion.....
Medina.....
Meigs.....
Mercer.....
Miami.....
Monroe.....
Montgomery.....
Morgan.....

# GENERAL INTERROGATORIES

## PART 2 - HEALTH INTERROGATORIES

1 Name of Service Area
Morrow.....
Muskingum.....
Noble.....
Ottawa.....
Paulding.....
Perry.....
Pickaway.....
Pike.....
Portage.....
Preble.....
Putnam.....
Richland.....
Ross.....
Sandusky.....
Scioto.....
Seneca.....
Shelby.....
Stark.....
Summit.....
Trumbull.....
Tuscarawas.....
Union.....
Van Wert.....
Vinton.....
Warren.....
Washington.....
Wayne.....
Williams.....
Wood.....
Wyandot.....

- 13.1 Do you act as a custodian for health savings accounts? Yes [ ] No [ X ]
- 13.2 If yes, please provide the amount of custodial funds held as of the reporting date. \$.....
- 13.3 Do you act as an administrator for health savings accounts? Yes [ ] No [ X ]
- 13.4 If yes, please provide the balance of the funds administered as of the reporting date. \$.....

**FIVE - YEAR HISTORICAL DATA**

	1 2012	2 2011	3 2010	4 2009	5 2008
<b>Balance Sheet</b> (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	161,131,760	159,583,275	136,919,056	187,356,456	124,184,906
2. Total liabilities (Page 3, Line 24)	70,396,582	74,086,042	56,535,178	116,256,776	63,160,748
3. Statutory surplus	1,700,000	1,700,000	1,700,000	1,700,000	1,700,000
4. Total capital and surplus (Page 3, Line 33)	90,735,176	85,497,233	80,383,879	71,099,680	61,024,157
<b>Income Statement</b> (Page 4)					
5. Total revenues (Line 8)	728,263,308	606,779,058	546,816,027	558,758,720	517,405,001
6. Total medical and hospital expenses (Line 18)	568,688,733	467,479,554	412,356,766	449,773,149	453,889,067
7. Claims adjustment expenses (Line 20)	21,559,482	18,344,005	16,609,419	16,945,868	15,490,197
8. Total administrative expenses (Line 21)	119,965,884	99,514,167	99,915,952	91,556,489	78,983,884
9. Net underwriting gain (loss) (Line 24)	18,049,209	21,441,332	20,881,757	5,960,025	(34,032,477)
10. Net investment gain (loss) (Line 27)	2,006,711	2,316,522	3,584,411	2,532,759	3,090,515
11. Total other income (Lines 28 plus 29)	0	0	0	0	0
12. Net income or (loss) (Line 32)	12,998,217	15,560,516	21,028,613	3,514,526	(17,292,881)
<b>Cash Flow</b> (Page 6)					
13. Net cash from operations (Line 11)	13,294,093	40,139,720	(36,530,952)	63,091,132	(53,583,881)
<b>Risk-Based Capital Analysis</b>					
14. Total adjusted capital	90,735,176	85,497,233	80,383,879	71,099,680	61,024,157
15. Authorized control level risk-based capital	20,958,133	18,028,544	16,147,932	17,683,259	17,833,632
<b>Enrollment</b> (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	157,002	159,059	159,321	150,032	131,498
17. Total members months (Column 6, Line 7)	1,968,840	1,926,956	1,897,839	1,713,952	1,597,467
<b>Operating Percentage</b> (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3, and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	78.1	77.0	75.4	80.5	87.7
20. Cost containment expenses	0.1	0.2	0.0	0.2	0.3
21. Other claims adjustment expenses	2.9	2.8	3.0	2.9	2.7
22. Total underwriting deductions (Line 23)	97.5	96.5	96.2	98.9	106.6
23. Total underwriting gain (loss) (Line 24)	2.5	3.5	3.8	1.1	(6.6)
<b>Unpaid Claims Analysis</b>					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	50,615,427	37,952,429	35,642,588	28,322,953	49,896,273
25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)]	53,820,052	42,656,155	44,769,604	43,780,652	49,418,992
<b>Investments In Parent, Subsidiaries and Affiliates</b>					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate	0	0	0	0	0
31. All other affiliated	0	0	0	0	0
32. Total of above Lines 26 to 31	0	0	0	0	0
33. Total investment in parent included in Lines 26 to 31 above	0	0	0	0	0

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes [ ] No [ ]

If no, please explain

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	0
2. Alaska	AK	N							0	0
3. Arizona	AZ	N							0	0
4. Arkansas	AR	N							0	0
5. California	CA	N							0	0
6. Colorado	CO	N							0	0
7. Connecticut	CT	N							0	0
8. Delaware	DE	N							0	0
9. District of Columbia	DC	N							0	0
10. Florida	FL	N							0	0
11. Georgia	GA	N							0	0
12. Hawaii	HI	N							0	0
13. Idaho	ID	N							0	0
14. Illinois	IL	N							0	0
15. Indiana	IN	N							0	0
16. Iowa	IA	N							0	0
17. Kansas	KS	N							0	0
18. Kentucky	KY	N							0	0
19. Louisiana	LA	N							0	0
20. Maine	ME	N							0	0
21. Maryland	MD	N							0	0
22. Massachusetts	MA	N							0	0
23. Michigan	MI	N							0	0
24. Minnesota	MN	N							0	0
25. Mississippi	MS	N							0	0
26. Missouri	MO	N							0	0
27. Montana	MT	N							0	0
28. Nebraska	NE	N							0	0
29. Nevada	NV	N							0	0
30. New Hampshire	NH	N							0	0
31. New Jersey	NJ	N							0	0
32. New Mexico	NM	N							0	0
33. New York	NY	N							0	0
34. North Carolina	NC	N							0	0
35. North Dakota	ND	N							0	0
36. Ohio	OH	L	10,931,383	725,810,238					736,741,622	0
37. Oklahoma	OK	N							0	0
38. Oregon	OR	N							0	0
39. Pennsylvania	PA	N							0	0
40. Rhode Island	RI	N							0	0
41. South Carolina	SC	N							0	0
42. South Dakota	SD	N							0	0
43. Tennessee	TN	N							0	0
44. Texas	TX	N							0	0
45. Utah	UT	N							0	0
46. Vermont	VT	N							0	0
47. Virginia	VA	N							0	0
48. Washington	WA	N							0	0
49. West Virginia	WV	N							0	0
50. Wisconsin	WI	N							0	0
51. Wyoming	WY	N							0	0
52. American Samoa	AS	N							0	0
53. Guam	GU	N							0	0
54. Puerto Rico	PR	N							0	0
55. U.S. Virgin Islands	VI	N							0	0
56. Northern Mariana Islands	MP	N							0	0
57. Canada	CAN	N							0	0
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	0	10,931,383	725,810,238	0	0	0	736,741,622	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 1	0	10,931,383	725,810,238	0	0	0	736,741,622	0	0
<b>DETAILS OF WRITE-INS</b>										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

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

Explanation of basis of allocation by states, premiums by state, etc. The Company only does business in Ohio

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

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

**PART 1 - ORGANIZATIONAL CHART**

Centene Corporation	42-1406317	DE	
Centene Management Company LLC	39-1864073	WI	
CMC Real Estate Co. LLC	20-0057283	DE	
Centene Center LLC	26-4094682	DE	
GPT Acquisition LLC	45-5431787	DE	
Clayton Property Investment LLC	45-4372065	DE	
Bankers Reserve Life Insurance Company of Wisconsin	39-0993433	WI	71013
CenCorp Health Solutions, Inc	22-3889471	DE	
Cenphiny Mgmt, LLC	42-1565805	DE	
NurseWise Holdings LLC	42-1565807	DE	
NurseWise LP	52-2379566	DE	
Nurse Response, Inc	20-4730372	DE	
Bridgeway Health Solutions, LLC	20-4980875	DE	
Bridgeway Health Solutions of Arizona, LLC	20-4980818	AZ	
Nurtur Health, Inc	06-1476380	DE	
Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations	06-1404277	CT	
Wellness By Choice, LLC	16-1686991	NY	
Cenpatico Behavioral Health, LLC	68-0461584	CA	
Cenpatico Behavioral Health of TX, Inc	74-3018565	TX	12525
CBHSP Arizona, Inc	86-0782736	AZ	
Integrated Mental Health Mgmt, LLC	74-2892993	TX	
Integrated Mental Health Services	74-2785494	TX	
Cenpatico Behavioral Health Wisconsin, LLC	65-1180389	WI	
Cenpatico Behavioral Health of Arizona, LLC	20-1624120	AZ	
Cenpatico CeltiCare Integrated Services, Inc	45-2819782	MA	
OptiCare Managed Vision, Inc	20-4730341	DE	
OptiCare Vision Insurance Co, Inc	36-4520004	SC	
AECC Total Vision Health Plan of Texas, Inc	75-2592153	TX	95302
OptiCare Vision Company, Inc	20-4773088	DE	

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

**PART 1 - ORGANIZATIONAL CHART**

Ocucare Systems, Inc	65-0094759	FL	
Total Vision, Inc	20-4861241	DE	
Cenpatico of Florida, Inc	27-5349029	FL	
Peach State Health Plan, Inc	20-3174593	GA	12315
Buckeye Community Health Plan, Inc	32-0045282	OH	11834
Absolute Total Care, Inc	20-5693998	SC	12959
Coordinated Care Corporation d/b/a Managed Health Services	39-1821211	IN	95831
Managed Health Services Insurance Corp	39-1678579	WI	96822
Hallmark Life Insurance Co	86-0819817	AZ	60078
Celtic Group, Inc	36-2979209	DE	
Celtic Insurance Company	06-0641618	IL	80799
Novasys Health, Inc	27-2221367	DE	
CeltiCare Health Plan Holdings LLC	26-4278205	DE	
CeltiCare Health Plan of Massachusetts, Inc.	26-4818440	MA	13632
Superior HealthPlan, Inc	74-2770542	TX	95647
Healthy Louisiana Holdings LLC	27-0916294	DE	
Louisiana Healthcare Connections, Inc	27-1287287	LA	13970
Magnolia Health Plan Inc	20-8570212	MS	13923
University Health Plans, Inc	22-3292245	NJ	95503
CCTX Holdings, LLC	20-2074217	DE	
Centene Holdings, LLC	20-2074277	DE	
Centene Company of Texas, LP	74-2810404	TX	
US Script, Inc	77-0578529	DE	
LBB Industries, Inc	76-0511700	TX	
RX Direct, Inc	75-2612875	TX	
IlliniCare Health Plan, Inc	27-2186150	IL	14053
Sunshine Health Holding Company, Inc	26-0557093	FL	
Sunshine State Health Plan, Inc	20-8937577	FL	13148
Kentucky Spirit Health Plan, Inc	45-1294925	KY	14100
Healthy Missouri Holding, Inc	45-5070230	MO	

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

**PART 1 - ORGANIZATIONAL CHART**

Home State Health Plan, Inc	45-2798041	MO	14218
Sunflower State Health Plan, Inc Casenet LLC	45-3276702	KS	14345
Granite State Health Plan, Inc	90-0636938	DE	
Western Sky Community Care, Inc Centurion Group, Inc	45-4792498	NH	14226
Centurion LLC	45-5583511	NM	
MHS Travel & Charter, Inc	64-1450727	DE	
California Health and Wellness Plan	90-0766502	DE	
	43-1795436	WI	
	46-0907261	CA	

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