



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)
dboyd@centene.com 314-725-4658
(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. & 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.....

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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 _____

EXHIBIT 8 – FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment	NONE					
2. Medical furniture, equipment and fixtures						
3. Pharmaceuticals and surgical supplies						
4. Durable medical equipment						
5. Other property and equipment						
6. Total	0	0	0	0	0	0



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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

Buckeye Community Health Plan, Inc.

2.

(LOCATION)

NAIC Group Code	1295	BUSINESS IN THE STATE OF Ohio		DURING THE YEAR 2012						NAIC Company Code	11834
	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other	
		2 Individual	3 Group								
Total Members at end of:											
1. Prior Year	159,059							711	158,348		
2. First Quarter	160,353							777	159,576		
3. Second Quarter	166,108							840	165,268		
4. Third Quarter	172,942							862	172,080		
5. Current Year	157,002							895	156,107		
6. Current Year Member Months	1,968,840							9,937	1,958,903		
Total Member Ambulatory Encounters for Year:											
7. Physician	1,111,370							21,267	1,090,103		
8. Non-Physician	979,490							8,966	970,524		
9. Total	2,090,860	0	0	0	0	0	0	30,233	2,060,627	0	
10. Hospital Patient Days Incurred	93,900							1,972	91,928		
11. Number of Inpatient Admissions	18,466							361	18,105		
12. Health Premiums Written (b)	736,741,622							10,931,383	725,810,239		
13. Life Premiums Direct	0										
14. Property/Casualty Premiums Written	0										
15. Health Premiums Earned	736,741,622							10,931,383	725,810,239		
16. Property/Casualty Premiums Earned	0										
17. Amount Paid for Provision of Health Care Services	573,864,166							10,296,934	563,567,232		
18. Amount Incurred for Provision of Health Care Services	573,702,461							10,764,491	562,937,970		

(a) For health business: number of persons insured under PPO managed care products _____ and number of persons insured under indemnity only products _____

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$10,931,383

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

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

Buckeye Community Health Plan, Inc.

2.

(LOCATION)

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	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other	
		2 Individual	3 Group								
Total Members at end of:											
1. Prior Year	159,059	0	0	0	0	0	0	711	158,348	0	
2. First Quarter	160,353	0	0	0	0	0	0	777	159,576	0	
3. Second Quarter	166,108	0	0	0	0	0	0	840	165,268	0	
4. Third Quarter	172,942	0	0	0	0	0	0	862	172,080	0	
5. Current Year	157,002	0	0	0	0	0	0	895	156,107	0	
6. Current Year Member Months	1,968,840	0	0	0	0	0	0	9,937	1,958,903	0	
Total Member Ambulatory Encounters for Year:											
7. Physician	1,111,370	0	0	0	0	0	0	21,267	1,090,103	0	
8. Non-Physician	979,490	0	0	0	0	0	0	8,966	970,524	0	
9. Total	2,090,860	0	0	0	0	0	0	30,233	2,060,627	0	
10. Hospital Patient Days Incurred	93,900	0	0	0	0	0	0	1,972	91,928	0	
11. Number of Inpatient Admissions	18,466	0	0	0	0	0	0	361	18,105	0	
12. Health Premiums Written (b)	736,741,622	0	0	0	0	0	0	10,931,383	725,810,239	0	
13. Life Premiums Direct	0	0	0	0	0	0	0	0	0	0	
14. Property/Casualty Premiums Written	0	0	0	0	0	0	0	0	0	0	
15. Health Premiums Earned	736,741,622	0	0	0	0	0	0	10,931,383	725,810,239	0	
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0	
17. Amount Paid for Provision of Health Care Services	573,864,166	0	0	0	0	0	0	10,296,934	563,567,232	0	
18. Amount Incurred for Provision of Health Care Services	573,702,461	0	0	0	0	0	0	10,764,491	562,937,970	0	

(a) For health business: number of persons insured under PPO managed care products 0 and number of persons insured under indemnity only products 0

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 10,931,383

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

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsured	5 Domiciliary Jurisdiction	6 Type of Reinsurance Assumed	7 Premiums	8 Unearned Premiums	9 Reserve Liability Other Than For Unearned Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance
NONE											
0999999 Total (Sum of 0399999 and 0699999)						0	0	0	0	0	0

Schedule S - Part 4

NONE

Schedule S - Part 5

NONE

Schedule S - Part 6

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2012	2 2011	3 2010	4 2009	5 2008
A. OPERATIONS ITEMS					
1. Premiums.....	0	0	0	0	0
2. Title XVIII-Medicare.....	0	0	0	0	0
3. Title XIX-Medicaid.....	8,478	9,718	10,767	9,236	5,747
4. Commissions and reinsurance expense allowance.....	0	0	0	0	0
5. Total hospital and medical expenses.....	5,014	10,981	4,080	5,871	8,563
B. BALANCE SHEET ITEMS					
6. Premiums receivable.....	0	0	0	0	0
7. Claims payable.....	(2,160)	(2,903)	(1,402)	(2,685)	(762)
8. Reinsurance recoverable on paid losses.....	619	1,300	522	348	367
9. Experience rating refunds due or unpaid.....	0	0	0	0	0
10. Commissions and reinsurance expense allowances due.....	0	0	0	0	0
11. Unauthorized reinsurance offset.....	0	0	0	0	0
12. Offset for reinsurance with Certified Reinsurers.....	0	XXX	XXX	XXX	XXX
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
13. Funds deposited by and withheld from (F).....	0	0	0	0	0
14. Letters of credit (L).....	0	0	0	0	0
15. Trust agreements (T).....	0	0	0	0	0
16. Other (O).....	0	0	0	0	0
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Multiple Beneficiary Trust.....	0	XXX	XXX	XXX	XXX
18. Funds deposited by and withheld from (F).....	0	XXX	XXX	XXX	XXX
19. Letters of credit (L).....	0	XXX	XXX	XXX	XXX
20. Trust agreements (T).....	0	XXX	XXX	XXX	XXX
21. Other (O).....	0	XXX	XXX	XXX	XXX

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1	2	3
	As Reported (net of ceded)	Restatement Adjustments	Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	138,663,974		138,663,974
2. Accident and health premiums due and unpaid (Line 15).....	10,657,839		10,657,839
3. Amounts recoverable from reinsurers (Line 16.1).....	618,571	(618,571)	0
4. Net credit for ceded reinsurance.....	XXX	2,778,571	2,778,571
5. All other admitted assets (Balance).....	11,191,376		11,191,376
6. Total assets (Line 28)	161,131,760	2,160,000	163,291,760
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	48,644,618	2,160,000	50,804,618
8. Accrued medical incentive pool and bonus payments (Line 2).....	0		0
9. Premiums received in advance (Line 8).....	0		0
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount).....	0		0
11. Reinsurance in unauthorized companies (Line 20 minus inset amount).....	0		0
12. Reinsurance with Certified Reinsurers (Line 20 inset amount).....	0		0
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount).....	0		0
14. All other liabilities (Balance).....	21,751,964		21,751,964
15. Total liabilities (Line 24).....	70,396,582	2,160,000	72,556,582
16. Total capital and surplus (Line 33).....	90,735,176	XXX	90,735,176
17. Total liabilities, capital and surplus (Line 34)	161,131,758	2,160,000	163,291,758
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid.....	2,160,000		
19. Accrued medical incentive pool.....	0		
20. Premiums received in advance	0		
21. Reinsurance recoverable on paid losses	618,571		
22. Other ceded reinsurance recoverables	0		
23. Total ceded reinsurance recoverables	2,778,571		
24. Premiums receivable	0		
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26. Unauthorized reinsurance	0		
27. Reinsurance with Certified Reinsurers.....	0		
28. Funds held under reinsurance treaties with Certified Reinsurers.....	0		
29. Other ceded reinsurance payables/offsets	0		
30. Total ceded reinsurance payables/offsets	0		
31. Total net credit for ceded reinsurance	2,778,571		

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

**SCHEDULE T – PART 2
INTERSTATE COMPACT – EXHIBIT OF PREMIUMS WRITTEN**

Allocated By States and Territories

States, Etc.		Direct Business Only					Totals
		1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	
1. Alabama	AL						0
2. Alaska	AK						0
3. Arizona	AZ						0
4. Arkansas	AR						0
5. California	CA						0
6. Colorado	CO						0
7. Connecticut	CT						0
8. Delaware	DE						0
9. District of Columbia	DC						0
10. Florida	FL						0
11. Georgia	GA						0
12. Hawaii	HI						0
13. Idaho	ID						0
14. Illinois	IL						0
15. Indiana	IN						0
16. Iowa	IA						0
17. Kansas	KS						0
18. Kentucky	KY						0
19. Louisiana	LA						0
20. Maine	ME						0
21. Maryland	MD						0
22. Massachusetts	MA						0
23. Michigan	MI						0
24. Minnesota	MN						0
25. Mississippi	MS						0
26. Missouri	MO						0
27. Montana	MT						0
28. Nebraska	NE						0
29. Nevada	NV						0
30. New Hampshire	NH						0
31. New Jersey	NJ						0
32. New Mexico	NM						0
33. New York	NY						0
34. North Carolina	NC						0
35. North Dakota	ND						0
36. Ohio	OH						0
37. Oklahoma	OK						0
38. Oregon	OR						0
39. Pennsylvania	PA						0
40. Rhode Island	RI						0
41. South Carolina	SC						0
42. South Dakota	SD						0
43. Tennessee	TN						0
44. Texas	TX						0
45. Utah	UT						0
46. Vermont	VT						0
47. Virginia	VA						0
48. Washington	WA						0
49. West Virginia	WV						0
50. Wisconsin	WI						0
51. Wyoming	WY						0
52. American Samoa	AS						0
53. Guam	GU						0
54. Puerto Rico	PR						0
55. US Virgin Islands	VI						0
56. Northern Mariana Islands	MP						0
57. Canada	CAN						0
58. Aggregate Other Alien	OT						0
59. Totals		0	0	0	0	0	0

NONE

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

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295	Centene Corporation	00000	42-1406317		0001071739	New York Stock Exchange	Centene Corporation	DE	UDP	Shareholders/Board of Directors	Shareholders/Board of Directors	100.0	Shareholders/Board of Directors	.0
01295	Centene Corporation	00000	39-1864073				Centene Management Company LLC	WI	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	20-0057283				CMC Real Estate Co. LLC	DE	NIA	Centene Management Company LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	26-4094682				Centene Center LLC	DE	NIA	CMC Real Estate Co. LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	45-5431787				GPT Acquisition LLC	DE	NIA	CMC Real Estate Co. LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	45-4372065				Clayton Property Investment LLC	DE	NIA	CMC Real Estate Co. LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	71013	39-0993433				Bankers Reserve Life Insurance Company of Wisconsin	WI	IA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	22-3889471				CenCorp Health Solutions, Inc	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	42-1565805				Cenphiny Mgmt, LLC	DE	NIA	CenCorp Health Solutions, Inc	Ownership	1.0	Centene Corporation	.0
01295	Centene Corporation	00000	42-1565807				NurseWise Holdings LLC	DE	NIA	CenCorp Health Solutions, Inc	Ownership	99.0	Centene Corporation	.0
01295	Centene Corporation	00000	52-2379566				NurseWise LP	DE	NIA	NurseWise Holdings LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	20-4730372				Nurse Response, Inc	DE	NIA	NurseWise Holdings LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	20-4980875				Bridgeway Health Solutions, LLC	DE	NIA	CenCorp Health Solutions, Inc	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	20-4980818				Bridgeway Health Solutions of Arizona, LLC	AZ	NIA	Bridgeway Health Solutions, LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	06-1476380				Nurtur Health, Inc	DE	NIA	CenCorp Health Solutions, Inc	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	06-1404277				Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations	CT	NIA	Nurtur Health, Inc	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	16-1686991				Wellness By Choice, LLC	NY	NIA	Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	68-0461584				Cenpatico Behavioral Health, LLC	CA	NIA	CenCorp Health Solutions, Inc	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	12525	74-3018565				Cenpatico Behavioral Health of TX, Inc	TX	IA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	86-0782736				CBHSP Arizona, Inc	AZ	NIA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	74-2892993				Integrated Mental Health Mgmt, LLC	TX	NIA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	74-2785494				Integrated Mental Health Services	TX	NIA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	65-1180389				Cenpatico Behavioral Health Wisconsin, LLC	WI	NIA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	.0

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295	Centene Corporation	00000	20-1624120				Cenpatico Behavioral Health of Arizona, LLC	AZ	NIA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	45-2819782				Cenpatico CeltiCare Integrated Services, Inc.	MA	NIA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	20-4730341				OptiCare Managed Vision, Inc.	DE	NIA	GenCorp Health Solutions, Inc.	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	36-4520004				OptiCare Vision Insurance Co, Inc.	SC	NIA	OptiCare Managed Vision, Inc.	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	95302	75-2592153				AECC Total Vision Health Plan of Texas, Inc.	TX	IA	OptiCare Managed Vision, Inc.	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	20-4773088				OptiCare Vision Company, Inc.	DE	NIA	OptiCare Managed Vision, Inc.	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	65-0094759				Ocucare Systems, Inc.	FL	NIA	OptiCare Managed Vision, Inc.	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	20-4861241				Total Vision, Inc.	DE	NIA	OptiCare Managed Vision, Inc.	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	27-5349029				Cenpatico of Florida, Inc.	FL	NIA	GenCorp Health Solutions, Inc.	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	12315	20-3174593				Peach State Health Plan, Inc.	GA	IA	Centene Corporation	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	11834	32-0045282				Buckeye Community Health Plan, Inc.	OH	IA	Centene Corporation	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	12959	20-5693998				Absolute Total Care, Inc.	SC	IA	Centene Corporation	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	95831	39-1821211				Coordinated Care Corporation d/b/a Managed Health Services	IN	IA	Centene Corporation	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	96822	39-1678579				Managed Health Services Insurance Corp.	WI	IA	Centene Corporation	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	60078	86-0819817				Hallmark Life Insurance Co.	AZ	IA	Centene Corporation	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	36-2979209				Celtic Group, Inc.	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	80799	06-0641618				Celtic Insurance Company	IL	IA	Celtic Group, Inc.	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	27-2221367				Novasys Health, Inc.	DE	NIA	Celtic Group, Inc.	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	26-4278205				CeltiCare Health Plan Holdings LLC	DE	NIA	Celtic Group, Inc.	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	13632	26-4818440				CeltiCare Health Plan of Massachusetts, Inc.	MA	IA	CeltiCare Health Plan Holdings LLC	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	95647	74-2770542				Superior HealthPlan, Inc.	TX	IA	Centene Corporation	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	00000	27-0916294				Healthy Louisiana Holdings LLC	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	13970	27-1287287				Louisiana Healthcare Connections, Inc.	LA	IA	Healthy Louisiana Holdings LLC	Ownership	100.0	Centene Corporation	0
01295	Centene Corporation	13923	20-8570212				Magnolia Health Plan Inc.	MS	IA	Centene Corporation	Ownership	100.0	Centene Corporation	0

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

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295	Centene Corporation	95503	22-3292245				University Health Plans, Inc.	NJ	IA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	20-2074217				CCTX Holdings, LLC	DE	NIA	Centene Corporation	Ownership	1.0	Centene Corporation	.0
01295	Centene Corporation	00000	20-2074277				Centene Holdings, LLC	DE	NIA	Centene Corporation	Ownership	99.0	Centene Corporation	.0
01295	Centene Corporation	00000	74-2810404				Centene Company of Texas, LP	TX	NIA	Centene Holdings, LLC	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	77-0578529				US Script, Inc.	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	76-0511700				LBB Industries, Inc.	TX	NIA	US Script, Inc.	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	75-2612875				RX Direct, Inc.	TX	NIA	US Script, Inc.	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	14053	27-2186150				IlliniCare Health Plan, Inc.	IL	IA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	26-0557093				Sunshine Health Holding Company, Inc.	FL	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	13148	20-8937577				Sunshine State Health Plan, Inc.	FL	IA	Sunshine Health Holding Company, Inc.	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	14100	45-1294925				Kentucky Spirit Health Plan, Inc.	KY	IA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	45-5070230				Healthy Missouri Holdings, Inc.	MO	NIA	Centene Corporation	Ownership	95.0	Centene Corporation	.0
01295	Centene Corporation	14218	45-2798041				Home State Health Plan, Inc.	MO	IA	Healthy Missouri Holdings, Inc.	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	14345	45-3276702				Sunflower State Health Plan, Inc.	KS	IA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	90-0636938				Casenet LLC	DE	NIA	Centene Corporation	Ownership	80.6	Centene Corporation	.0
01295	Centene Corporation	14226	45-4792498				Granite State Health Plan, Inc.	NH	IA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	45-5583511				Western Sky Community Care, Inc.	NM	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	64-1450727				Centurion Group, Inc.	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	90-0766502				Centurion LLC	DE	NIA	Centurion Group, Inc.	Ownership	51.0	Centene Corporation	.0
01295	Centene Corporation	00000	43-1795436				MHS Travel & Charter, Inc.	WI	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	.0
01295	Centene Corporation	00000	46-0907261				California Health and Wellness Plan	CA	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	.0

41.2

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

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
00000	42-1406317	Centene Corporation	15,000,000	(249,472,252)			(128,959,647)				(363,431,899)	
00000	39-1864073	Centene Management Company LLC					699,838,615				699,838,615	
00000	20-0057283	CMC Real Estate Co. LLC									.0	
00000	26-4094682	Centene Center LLC									.0	
00000	45-5431787	GPT Acquisition LLC									.0	
00000	45-4372065	Clayton Property Investment LLC									.0	
71013	39-0993433	Bankers Reserve Life Insurance Co of WI		257,100,000			(599,847,937)	(24,104,583)			(366,852,520)	(18,110,517)
00000	22-3889471	GenCorp Health Solutions, Inc.					354,417				354,417	
00000	42-1565805	Cenphiny Mgmt, LLC									.0	
00000	42-1565807	NurseWise Holdings LLC									.0	
00000	52-2379566	NurseWise LP					29,986,098				29,986,098	
00000	20-4730372	Nurse Response, Inc.									.0	
00000	20-4980875	Bridgeway Health Solutions, LLC									.0	
00000	20-4980818	Bridgeway Health Solutions of AZ, LLC									.0	
00000	06-1476380	Nurtur Health, Inc.					27,779,653				27,779,653	
00000	06-1404277	Family Care & Workforce Diversity Consul									.0	
00000	16-1686991	Wellness By Choice, LLC									.0	
00000	68-0461584	Cenpatico Behavioral Health, LLC					317,131,014				317,131,014	
12525	74-3018565	Cenpatico Behavioral Health of TX, Inc.									.0	
00000	86-0782736	CBHSP Arizona, Inc.									.0	
00000	74-2892993	Integrated Mental Health Mgmt, LLC									.0	
00000	74-2785494	Integrated Mental Health Services					34,468,561				34,468,561	
00000	65-1180389	Cenpatico Behavioral Health WI, LLC									.0	
00000	20-1624120	Cenpatico Behavioral Health of AZ, LLC									.0	
00000	45-2819782	Cenpatico CeltiCare Integrated Services									.0	
00000	20-4730341	OptiCare Managed Vision, Inc.					25,566				25,566	
00000	36-4520004	OptiCare Vision Insurance Co, Inc.					330,700				330,700	
95302	75-2592153	AECC Total Vision Health Plan of TX, Inc.					17,833,009				17,833,009	
00000	20-4773088	OptiCare Vision Company, Inc.					33,039,185				33,039,185	
00000	65-0094759	Ocucare Systems, Inc.									.0	
00000	20-4861241	Total Vision, Inc.									.0	
00000	27-5349029	Cenpatico of Florida, Inc.									.0	
12315	20-3174593	Peach State Health Plan, Inc.					(227,610,516)	4,928,136			(222,682,380)	4,049,515
11834	32-0045282	Buckeye Community Health Plan, Inc.		(10,000,000)			(254,846,750)	3,464,187			(261,382,563)	2,778,571
12959	20-5693998	Absolute Total Care, Inc.		11,700,000			(93,256,128)	1,438,349			(80,117,779)	708,014
95831	39-1821211	Coordinated Care Corporation					(103,780,318)				(103,780,318)	
96822	39-1678579	Managed Health Services Insurance Corp.	(15,000,000)				(34,977,431)	(18,124)			(49,995,555)	355,948
60078	86-0819817	Hallmark Life Insurance Co					(6,897,172)				(6,897,172)	
00000	36-2979209	Celtic Group, Inc.					9,415,995				9,415,995	
80799	06-0641618	Celtic Insurance Company		38,500,000			(19,384,360)				19,115,640	
00000	27-2221367	Novasys Health, Inc.					5,802,557				5,802,557	
00000	26-4278205	CeltiCare Health Plan Holdings LLC									.0	

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

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
13632	26-4818440	CeltiCare Health Plan of MA, Inc.		5,650,000			(31,327,899)				(25,677,899)	
95647	74-2770542	Superior HealthPlan, Inc.		113,472,252			(466,882,596)	14,504,174			(338,906,170)	5,601,899
00000	27-0916294	Healthy Louisiana Holdings LLC		27,900,000							27,900,000	
13970	27-1287287	Louisiana Healthcare Connections, Inc.		(27,900,000)			(57,977,922)	2,121,250			(83,756,672)	2,041,613
13923	20-8570212	Magnolia Health Plan Inc.					(97,641,346)	(1,513,323)			(99,154,669)	(72,930)
95503	22-3292245	University Health Plans, Inc.					111,893				111,893	
00000	20-2074217	CCTX Holdings, LLC									.0	
00000	20-2074277	Centene Holdings, LLC									.0	
00000	74-2810404	Centene Company of Texas, LP					178,380,455				178,380,455	
00000	77-0578529	US Script, Inc.					1,274,295,310				1,274,295,310	
00000	76-0511700	LBB Industries, Inc.									.0	
00000	75-2612875	RX Direct, Inc.									.0	
14053	27-2186150	IlliniCare Health Plan, Inc.		2,800,000			(111,297,089)	(1,566,028)			(110,063,117)	669,993
00000	26-0557093	Sunshine Health Holding Company, Inc.									.0	
13148	20-8937577	Sunshine State Health Plan, Inc.		2,500,000			(204,555,449)	904,210			(201,151,239)	440,241
14100	45-1294925	Kentucky Spirit Health Plan, Inc.		(182,250,000)			(179,373,042)	(86,571)			(361,709,613)	555,161
00000	45-5070230	Healthy Missouri Holdings, Inc.		(9,084,000)							(9,084,000)	
14218	45-2798041	Home State Health Plan, Inc.		9,084,000			(10,202,072)	(71,677)			(1,189,749)	982,492
14345	45-3276702	Sunflower State Health Plan, Inc.		3,000,000			24,646				3,024,646	
00000	90-0636938	Casenet LLC									.0	
14226	45-4792498	Granite State Health Plan, Inc.		7,000,000							7,000,000	
00000	45-5583511	Western Sky Community Care, Inc.									.0	
00000	64-1450727	Centurion Group, Inc.									.0	
00000	90-0766502	Centurion LLC									.0	
00000	43-1795436	MHS Travel & Charter, Inc.									.0	
00000	46-0907261	California Health and Wellness Plan									.0	
9999999 Control Totals			0	0	0	0	0	0	XXX	0	0	0

42.1

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of **WAIVED** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

- | | <u>Responses</u> |
|---|------------------|
| 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? |YES..... |
| 2. Will an actuarial opinion be filed by March 1? |YES..... |
| 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? |YES..... |
| 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? |YES..... |

APRIL FILING

- | | |
|--|---------------|
| 5. Will Management's Discussion and Analysis be filed by April 1? |YES..... |
| 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? |YES..... |
| 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? |YES..... |

JUNE FILING

- | | |
|--|---------------|
| 8. Will an audited financial report be filed by June 1? |YES..... |
| 9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? |YES..... |

AUGUST FILING

- | | |
|--|---------------|
| 10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? |YES..... |
|--|---------------|

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

MARCH FILING

- | | |
|--|---------------------------|
| 11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? |NO..... |
| 12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? |NO..... |
| 13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? |NO..... |
| 14. Will the Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? |SEE EXPLANATION..... |
| 15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? |NO..... |
| 16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? |NO..... |
| 17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? |NO..... |
| 18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be filed electronically with the NAIC by March 1? |SEE EXPLANATION..... |
| 19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? |SEE EXPLANATION..... |
| 20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed with electronically with the NAIC by March 1? |SEE EXPLANATION..... |

APRIL FILING

- | | |
|--|--------------|
| 21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? |NO..... |
| 22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? |NO..... |
| 23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? |NO..... |
| 24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? |NO..... |
| 25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1? |NO..... |

AUGUST FILING

- | | |
|--|---------------|
| 26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? |YES..... |
|--|---------------|

Explanation:

- 11.
- 12.
- 13.
14. Buckeye Community Health Plan, Inc. has less than 100 stockholders
- 15.
- 16.
- 17.
18. Buckeye Community Health Plan, Inc. has not applied for relief from regulation
19. Buckeye Community Health Plan, Inc. has not applied for relief from regulation
20. Buckeye Community Health Plan, Inc. has not applied for relief from regulation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

21.

22.

23.

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25.

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