



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

CARESOURCE

NAIC Group Code 3683, 3683 NAIC Company Code 95201 Employer's ID Number 31-1143265
Organized under the Laws of Ohio, State of Domicile or Port of Entry Ohio
Country of Domicile United States
Licensed as business type: Life, Accident & Health [], Property/Casualty [], Hospital, Medical & Dental Service or Indemnity []
Dental Service Corporation [], Vision Service Corporation [], Health Maintenance Organization [X]
Other [], Is HMO, Federally Qualified? Yes [] No [X]
Incorporated/Organized 06/12/1985 Commenced Business 10/01/1988
Statutory Home Office 230 North Main Street, Dayton, OH, US 45402
Main Administrative Office 230 North Main Street, Dayton, OH, US 45402
Mail Address PO Box 8738, Dayton, OH, US 45401-8738
Primary Location of Books and Records 230 North Main Street, Dayton, OH, US 45402
Internet Web Site Address www.caresource.com
Statutory Statement Contact L. Tarlton Thomas III, 937-531-2159

OFFICERS

Table with 4 columns: Name, Title, Name, Title. Rows include Pamela B. Morris (President & Chief Executive Officer), L. Tarlton Thomas III (Chief Financial Officer), Bobby L. Jones (Chief Operating Officer), and Craig Thiele M.D. (Chief Medical Officer).

OTHER OFFICERS

Blank lines for listing other officers.

DIRECTORS OR TRUSTEES

Table with 4 columns: Name, Name, Name, Name. Rows include Pamela B. Morris, William F. Marsteller D.C., Michael E. Ervin M.D., Morris L. Brown M.D., Ellen S. Leffak, David T. Miller, Lisa Kloppenberg #, and Craig Brown.

State of Ohio ss
County of Montgomery

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.

Signature lines for Pamela B. Morris (President & Chief Executive Officer), Bobby L. Jones (Chief Operating Officer), and L. Tarlton Thomas III (Chief Financial Officer). Includes a question: a. Is this an original filing? Yes [X] No [] and a list: b. If no: 1. State the amendment number, 2. Date filed, 3. Number of pages attached.

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
NONE							
0199999 Individually listed receivables	0	0	0	0	0	0	0
0299999 Receivables not individually listed							
0399999 Total gross amounts receivable	0	0	0	0	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

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	118,845	.0	118,845	.0	.0	.0
2. Medical furniture, equipment and fixtures .....	.0	.0	.0	.0	.0	.0
3. Pharmaceuticals and surgical supplies .....	.0	.0	.0	.0	.0	.0
4. Durable medical equipment .....	.0	.0	.0	.0	.0	.0
5. Other property and equipment	0	0	0	0	0	0
6. Total	118,845	0	118,845	0	0	0



ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

CARESOURCE

2. Dayton, OH

NAIC Group Code	3683	BUSINESS IN THE STATE OF Ohio		DURING THE YEAR 2012							(LOCATION)	
				Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
				2	3								NAIC Company Code	95201
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other		
Total Members at end of:												
1. Prior Year	875,545	0	0	0	0	0	0	1,234	872,452	1,859		
2. First Quarter	885,261	0	0	0	0	0	0	1,328	881,718	2,215		
3. Second Quarter	912,662	0	0	0	0	0	0	1,488	908,541	2,633		
4. Third Quarter	952,673	0	0	0	0	0	0	1,446	948,307	2,920		
5. Current Year	891,565	0	0	0	0	0	0	1,381	887,015	3,169		
6. Current Year Member Months	10,851,256	0	0	0	0	0	0	16,738	10,802,913	31,605		
Total Member Ambulatory Encounters for Year:												
7. Physician	5,899,850	0	0	0	0	0	0	24,102	5,875,748	0		
8. Non-Physician	3,584,110	0	0	0	0	0	0	17,210	3,566,900	0		
9. Total	9,483,960	0	0	0	0	0	0	41,312	9,442,648	0		
10. Hospital Patient Days Incurred	450,668	0	0	0	0	0	0	3,281	447,387	0		
11. Number of Inpatient Admissions	127,479	0	0	0	0	0	0	631	126,848	0		
12. Health Premiums Written (b)	3,699,670,922	0	0	0	0	0	0	20,607,084	3,677,624,551	1,439,287		
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	3,699,670,922	0	0	0	0	0	0	20,607,084	3,677,624,551	1,439,287		
16. Property/Casualty Premiums Earned	0	0	0	0	0	0	0	0	0	0		
17. Amount Paid for Provision of Health Care Services	3,202,572,211	0	0	0	0	0	0	19,162,309	3,181,722,040	1,687,862		
18. Amount Incurred for Provision of Health Care Services	3,132,242,453	0	0	0	0	0	0	18,528,468	3,112,274,698	1,439,287		

(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 \$ 20,607,084

29.OH



ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION

CARESOURCE

2.

(LOCATION)

NAIC Group Code	3683	BUSINESS IN THE STATE OF Consolidated		DURING THE YEAR 2012						NAIC Company Code		95201
	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	875,545	0	0	0	0	0	0	1,234	872,452	1,859		
2. First Quarter	885,261	0	0	0	0	0	0	1,328	881,718	2,215		
3. Second Quarter	912,662	0	0	0	0	0	0	1,488	908,541	2,633		
4. Third Quarter	952,673	0	0	0	0	0	0	1,446	948,307	2,920		
5. Current Year	891,565	0	0	0	0	0	0	1,381	887,015	3,169		
6. Current Year Member Months	10,851,256	0	0	0	0	0	0	16,738	10,802,913	31,605		
Total Member Ambulatory Encounters for Year:												
7. Physician	5,899,850	0	0	0	0	0	0	24,102	5,875,748	0		
8. Non-Physician	3,584,110	0	0	0	0	0	0	17,210	3,566,900	0		
9. Total	9,483,960	0	0	0	0	0	0	41,312	9,442,648	0		
10. Hospital Patient Days Incurred	450,668	0	0	0	0	0	0	3,281	447,387	0		
11. Number of Inpatient Admissions	127,479	0	0	0	0	0	0	631	126,848	0		
12. Health Premiums Written (b).....	3,699,670,922	0	0	0	0	0	0	20,607,084	3,677,624,551	1,439,287		
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.....	3,699,670,922	0	0	0	0	0	0	20,607,084	3,677,624,551	1,439,287		
16. Property/Casualty Premiums Earned.....	0	0	0	0	0	0	0	0	0	0		
17. Amount Paid for Provision of Health Care Services	3,202,572,211	0	0	0	0	0	0	19,162,309	3,181,722,040	1,687,862		
18. Amount Incurred for Provision of Health Care Services	3,132,242,453	0	0	0	0	0	0	18,528,468	3,112,274,698	1,439,287		

(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 \$ 20,607,084

29.GT

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

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.....	172	93	26	13	5
3. Title XIX-Medicaid.....	16,914	14,253	8,057	5,333	2,371
4. Commissions and reinsurance expense allowance.....	0	0	0	0	0
5. Total hospital and medical expenses.....	0	0	0	0	0
B. BALANCE SHEET ITEMS					
6. Premiums receivable.....	0	0	0	0	0
7. Claims payable.....	7,212	6,442	5,650	4,548	3,320
8. Reinsurance recoverable on paid losses.....	1,381	3,663	5,714	6,362	1,848
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

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

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)	771,854,861		771,854,861
2. Accident and health premiums due and unpaid (Line 15).....	95,666,548		95,666,548
3. Amounts recoverable from reinsurers (Line 16.1).....	1,380,620	(1,380,620)	0
4. Net credit for ceded reinsurance.....	XXX	8,592,300	8,592,300
5. All other admitted assets (Balance).....	67,037,682		67,037,682
6. Total assets (Line 28)	935,939,711	7,211,680	943,151,391
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1).....	303,312,703	7,211,680	310,524,383
8. Accrued medical incentive pool and bonus payments (Line 2).....	1,529,088		1,529,088
9. Premiums received in advance (Line 8).....	1,973,952		1,973,952
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).....	94,037,120		94,037,120
15. Total liabilities (Line 24).....	400,852,863	7,211,680	408,064,543
16. Total capital and surplus (Line 33).....	535,086,848	XXX	535,086,848
17. Total liabilities, capital and surplus (Line 34)	935,939,711	7,211,680	943,151,391
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid.....	7,211,680		
19. Accrued medical incentive pool.....	0		
20. Premiums received in advance	0		
21. Reinsurance recoverable on paid losses	1,380,620		
22. Other ceded reinsurance recoverables	0		
23. Total ceded reinsurance recoverables	8,592,300		
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	8,592,300		

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE CARESOURCE

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

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)
95201	31-1143265	CareSource	0	3,027,223	0	0	(181,667,659)	0		0	(178,640,436)	0
	31-1703371	CareSource Management Services, Inc.	0	0	0	0	8,253,718	0		0	8,253,718	0
	31-1703368	CareSource Management Group Company	14,500,000	(7,614,177)	0	0	178,295,490	0		0	185,181,313	0
10142	32-0121856	CareSource Indiana	0	0	0	0	(15,853)	0		0	(15,853)	0
	56-2582561	CareSource Foundation	0	2,137,055	0	0	0	0		0	2,137,055	0
95562	38-3252216	CareSource Michigan	(14,500,000)	(50,101)	0	0	(5,555,723)	0		0	(20,105,824)	0
13717	27-1368371	CareSource Insurance, LLC	0	0	0	0	690,027	0		0	690,027	0
	45-4937120	CareSource Reinsurance, LLC	0	2,500,000	0	0	0	0		0	2,500,000	0
9999999 Control Totals			0	0	0	0	0	0	XXX	0	0	0

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

Responses

- 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?NO.....
- 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?SEE EXPLANATION.....
- 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?SEE EXPLANATION.....

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.
- 15.
- 16.
- 17.
- 18. No exemption needed.
- 19. No exemption needed.
- 20. No exemption needed.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

21.

22.

23.

24. No, not required per NAIC instructions, due to all written business being excluded. A similar filing will be made to the State of Ohio.

25. No, not required per NAIC instructions, due to all written business being excluded. A similar filing will be made to the State of Ohio.

Bar code:

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