



QUARTERLY STATEMENT

AS OF MARCH 31, 2013
OF THE CONDITION AND AFFAIRS OF THE

Buckeye Community Health Plan, Inc.

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

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 <input type="checkbox"/>	Property/Casualty <input type="checkbox"/>	Hospital, Medical & Dental Service or Indemnity <input type="checkbox"/>
	Dental Service Corporation <input type="checkbox"/>	Vision Service Corporation <input type="checkbox"/>	Health Maintenance Organization <input checked="" type="checkbox"/>
	Other <input type="checkbox"/>		Is HMO, Federally Qualified? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
Incorporated/Organized	10/29/2003	Commenced Business	01/01/2004
Statutory Home Office	175 South Third Street, Suite 1200 (Street and Number)	Columbus, OH, US 43215 (City or Town, State, Country and Zip Code)	
Main Administrative Office	7700 Forsyth Boulevard (Street and Number)	Saint Louis, MO, US 63105-3389 (City or Town, State, Country and Zip Code)	314-725-4477 (Area Code) (Telephone Number)
Mail Address	7700 Forsyth Boulevard (Street and Number or P.O. Box)	Saint Louis, MO, US 63105-3389 (City or Town, State, Country and Zip Code)	
Primary Location of Books and Records	7700 Forsyth Boulevard (Street and Number)	Saint Louis, MO, US 63105-3389 (City or Town, State, Country and Zip Code)	314-505-6246 (Area Code) (Telephone Number)
Internet Web Site Address	www.bchpohio.com		
Statutory Statement Contact	Douglas James Boyd (Name)	314-505-6246 (Area Code) (Telephone Number) (Extension)	
	dboyd@centene.com (E-mail Address)	314-725-4658 (FAX Number)	

OFFICERS

Name	Title	Name	Title
Steven Allen White	President and CEO	Keith Harvey Williamson	Secretary
William Nelder Scheffel	Treasurer		

OTHER OFFICERS

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

DIRECTORS OR TRUSTEES

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

State of Missouri

ss

County of Saint Louis.....

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

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

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	99,308,546		.99,308,546	98,305,123
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ 26,338,309), cash equivalents (\$ 0) and short-term investments (\$ 18,054,231)	44,392,540		.44,392,540	39,024,674
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	1,176,555		1,176,555	1,299,177
9. Receivables for securities			0	.35,000
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	.0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	.144,877,641	.0	.144,877,641	.138,663,974
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	823,910		823,910	1,039,068
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	.8,940,676		.8,940,676	10,657,839
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			0	618,571
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 .....	.5,804,777	.2,404,895	.3,399,882	.2,170,152
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	610,772		.610,772	.352,837
24. Health care (\$ 32,176) and other amounts receivable	1,736,587	1,704,411	.32,176	153,061
25. Aggregate write-ins for other than invested assets .....	.7,116,141	.513,255	.6,602,886	.7,476,258
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	169,910,504	4,622,561	165,287,944	161,131,760
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	169,910,504	4,622,561	165,287,944	161,131,760
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	.0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Prepaid Expenses	411,588	.411,588	0	0
2502. Goodwill, net	6,602,886		6,602,886	.7,476,258
2503. Intangibles, net	101,667	.101,667	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)	7,116,141	.513,255	.6,602,886	.7,476,258

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 2,072,000 reinsurance ceded)	43,582,818		43,582,818	48,644,618
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	861,000		861,000	948,000
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 reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	0		0	0
9. General expenses due or accrued	15,968,513		15,968,513	14,314,137
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	7,284,399		7,284,399	5,173,291
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	519,869		519,869	0
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 \$ 1,106,555 current)	1,106,555	0	1,106,555	1,316,536
24. Total liabilities (Lines 1 to 23)	69,323,154	0	69,323,154	70,396,582
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	68,250,000	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	26,714,791	21,485,176
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	95,964,791	90,735,176
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	165,287,945	161,131,758
DETAILS OF WRITE-INS				
2301. State Income Taxes Payable	118,481		118,481	327,701
2302. Reserve for At Risk Revenue	988,074		988,074	988,835
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)	1,106,555	0	1,106,555	1,316,536
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 AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX.....	471,782	480,648	1,968,840
2. Net premium income (including \$ non-health premium income).....	XXX.....	178,858,610	180,477,580	728,263,308
3. Change in unearned premium reserves and reserve for rate credits	XXX.....		0	0
4. Fee-for-service (net of \$ medical expenses).....	XXX.....		0	0
5. Risk revenue.....	XXX.....		0	0
6. Aggregate write-ins for other health care related revenues.....	XXX.....	0	0	0
7. Aggregate write-ins for other non-health revenues.....	XXX.....	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX.....	178,858,610	180,477,580	728,263,308
Hospital and Medical:				
9. Hospital/medical benefits.....		94,505,603	93,569,307	373,891,255
10. Other professional services.....		7,578,193	7,945,290	31,888,502
11. Outside referrals.....		0	0	0
12. Emergency room and out-of-area.....		12,732,780	12,971,479	53,221,125
13. Prescription drugs.....		24,681,498	29,525,966	114,701,580
14. Aggregate write-ins for other hospital and medical.....	.0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0	0
16. Subtotal (Lines 9 to 15).....	.0	139,498,074	144,012,042	573,702,462
Less:				
17. Net reinsurance recoveries.....		1,068,091	1,105,038	5,013,729
18. Total hospital and medical (Lines 16 minus 17).....	.0	138,429,983	142,907,004	568,688,733
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 362,635 cost containment expenses.....		5,230,243	5,366,136	21,559,482
21. General administrative expenses.....		29,723,083	29,494,416	119,965,884
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	173,383,309	177,767,556	710,214,099
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX.....	5,475,301	2,710,024	18,049,209
25. Net investment income earned.....		528,271	531,830	2,006,598
26. Net realized capital gains (losses) less capital gains tax of \$.....			0	113
27. Net investment gains (losses) (Lines 25 plus 26).....	.0	528,271	531,830	2,006,711
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].....			0	0
29. Aggregate write-ins for other income or expenses.....	.0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29).....	XXX.....	6,003,572	3,241,854	20,055,920
31. Federal and foreign income taxes incurred.....	XXX.....	2,109,816	1,268,750	7,057,703
32. Net income (loss) (Lines 30 minus 31).....	XXX.....	3,893,756	1,973,104	12,998,217
DETAILS OF WRITE-INS				
0601.....	XXX.....			
0602.....	XXX.....			
0603.....	XXX.....			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX.....	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX.....	0	0	0
0701.....	XXX.....			
0702.....	XXX.....			
0703.....	XXX.....			
0798. Summary of remaining write-ins for Line 7 from overflow page.....	XXX.....	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX.....	0	0	0
1401.....				
1402.....				
1403.....				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	.0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	.0	0	0	0
2901.....				
2902.....				
2903.....				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	.0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above).....	.0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year	90,735,177	85,497,235	85,497,235
34. Net income or (loss) from Line 32	3,893,756	1,973,104	12,998,217
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	(48,121)	(74,501)	(4,709)
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	(10,360)	829,895	(276,005)
39. Change in nonadmitted assets	1,420,722	(2,298,551)	2,157,793
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles	383,717	449,486	
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)	0	0	0
44.3 Transferred to surplus	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	(10,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	5,229,617	892,874	5,237,942
49. Capital and surplus end of reporting period (Line 33 plus 48)	95,964,794	86,390,109	90,735,177
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	180,575,773	180,422,372	723,870,828
2. Net investment income.....	1,067,274	1,133,370	3,421,346
3. Miscellaneous income.....	0	0	0
4. Total (Lines 1 to 3).....	181,643,047	181,555,742	727,292,174
5. Benefit and loss related payments.....	142,923,913	152,647,772	573,273,188
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	32,065,489	34,986,702	135,665,508
7. Commissions, expenses paid and aggregate write-ins for deductions.....	0	0	0
8. Dividends paid to policyholders.....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	(6,495)	2,734,905	5,059,385
10. Total (Lines 5 through 9).....	174,982,907	190,369,379	713,998,081
11. Net cash from operations (Line 4 minus Line 10).....	6,660,140	(8,813,637)	13,294,093
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	9,810,000	21,723,000	79,973,203
12.2 Stocks.....	0	0	0
12.3 Mortgage loans.....	0	0	0
12.4 Real estate.....	0	0	0
12.5 Other invested assets.....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0	0
12.7 Miscellaneous proceeds.....	35,000	160,001	125,001
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	9,845,000	21,883,001	80,098,204
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	11,137,274	22,895,021	83,320,648
13.2 Stocks.....	0	0	0
13.3 Mortgage loans.....	0	0	0
13.4 Real estate.....	0	0	0
13.5 Other invested assets.....	0	360,000	660,000
13.6 Miscellaneous applications.....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	11,137,274	23,255,021	83,980,648
14. Net increase (or decrease) in contract loans and premium notes.....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(1,292,274)	(1,372,020)	(3,882,444)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds.....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....	0	0	0
16.5 Dividends to stockholders.....	0	0	10,000,000
16.6 Other cash provided (applied).....	0	(898,372)	(3,593,489)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	0	(898,372)	(13,593,489)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17).....	5,367,866	(11,084,029)	(4,181,840)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	39,024,674	43,206,514	43,206,514
19.2 End of period (Line 18 plus Line 19.1).....	44,392,540	32,122,485	39,024,674

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group							
Total Members at end of:										
1. Prior Year	157,002	0	.0	0	0	.0	0	.895	156,107	.0
2. First Quarter	157,044	0	.0	0	0	.0	0	1,006	156,038	.0
3. Second Quarter	0	0	.0	0	0	.0	0	0	.0	.0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	471,779							2,962	468,817	
Total Member Ambulatory Encounters for Period:										
7. Physician	285,644							7,136	278,508	
8. Non-Physician	240,068							2,819	237,249	
9. Total	525,712	0	0	0	0	0	0	9,955	515,757	0
10. Hospital Patient Days Incurred	23,692							447	23,245	
11. Number of Inpatient Admissions	4,506							71	4,435	
12. Health Premiums Written (a)	180,710,147							3,218,640	177,491,508	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	180,710,147							3,218,640	177,491,508	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	143,491,784							3,224,108	140,267,676	
18. Amount Incurred for Provision of Health Care Services	139,498,074							2,983,642	136,514,432	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 3,218,640

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
0199999 Individually listed claims unpaid.....	0	0	0	0	0	0
0299999 Aggregate accounts not individually listed-uncovered.....						0
0399999 Aggregate accounts not individually listed-covered	11,182,935	255,803	47,097	76,749	149,223	11,711,807
0499999 Subtotals	11,182,935	255,803	47,097	76,749	149,223	11,711,807
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	33,943,011
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	0
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	45,654,818
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	.0
2. Medicare Supplement					0	.0
3. Dental only					0	.0
4. Vision only					0	.0
5. Federal Employees Health Benefits Plan					0	.0
6. Title XVIII - Medicare	1,284,443	1,990,833	372,500	893,187	1,656,943	1,506,153
7. Title XIX - Medicaid	38,355,563	102,847,531	7,478,165	34,838,966	45,833,728	47,138,466
8. Other health					0	.0
9. Health subtotal (Lines 1 to 8).....	39,640,006	104,838,364	7,850,665	35,732,153	47,490,671	48,644,619
10. Health care receivables (a).....		986,587			0	.0
11. Other non-health					0	.0
12. Medical incentive pools and bonus amounts					0	.0
13. Totals (Lines 9-10+11+12)	39,640,006	103,851,777	7,850,665	35,732,153	47,490,671	48,644,619

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

NOTES TO FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

A. 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 and 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.

No change

C. Accounting Policy

No change

(2) Accounting Changes and Corrections of Errors

No change

(3) Business Combinations and Goodwill

No change

(4) Discontinued Operations

No change

(5) Investments

A-C. No change

D. Loan-Backed Securities

1. The source used to determine prepayment assumptions for all loan-backed securities for the Company was Bloomberg's cash flows.
2. There are no securities within the scope of this statement with a recognized other-than-temporary impairment.
3. None
4. None

5. For each security in an unrealized loss position, the Company assesses whether it intends to sell the security or if it is more likely than not the Company will be required to sell the security before recovery of the amortized cost basis for reasons such as liquidity, contractual or regulatory purposes. If the security meets this criterion, the decline in fair value is other-than-temporary and is recorded in earnings. The Company does not intend to sell these securities prior to maturity and it is not likely that the Company will be required to sell these securities prior to maturity; therefore, there is no indication of other than temporary impairment for these securities.

E. Repurchase Agreements and/or Securities Lending Transactions

The Company does have any repurchase agreements and/or securities lending transactions

F. Real Estate

No Change

G. Investments in Low-Income Housing Tax Credits (LIHTC)

No Change

(6) Joint Ventures, Partnerships and Limited Liability Companies

No change

NOTES TO FINANCIAL STATEMENTS

(7) Investment Income

No change

(8) Derivative Instruments

No change

(9) Income Taxes

No change

(10) Information Concerning Parent, Subsidiaries and Affiliates

No change

(11) Debt

No change

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

A. Defined Benefit Plan – None

B.-F. No Change

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

No change

(14) Contingencies

No change

(15) Leases

No change

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

No change

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

None

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

No change

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

No change

(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.

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

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 March 31, 2013 for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Investments:				
Cash and short-term investments	\$ 44,392,540	—	—	44,392,540
Common stock	—	—	—	—
Total assets at fair value	\$ 44,392,540	—	—	44,392,540

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:

	Level I	Level II	Level III	Total
Investments:				
Cash and short-term investments	\$ 39,024,674	—	—	39,024,674
Common stock	—	—	—	—
Total assets at fair value	\$ 39,024,674	—	—	39,024,674

B. None

C. Aggregate Fair Value for All Financial Statements

The following table summarizes fair value measurements by level at March 31, 2013 for all financial instruments:

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level I	Level II	Level III	Not Practicable (Carrying Value)
Cash and short-term investments	\$ 44,392,540	44,392,540	44,392,540	—	—	—
Bonds	\$ 100,082,360	99,308,546	—	100,082,360	—	—
Common stock	\$ —	—	—	—	—	—

The following table summarizes fair value measurements by level at December 31, 2012 for all financial instruments:

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level I	Level II	Level III	Not Practicable (Carrying Value)
Cash and short-term investments	\$ 39,024,674	39,024,674	39,024,674	—	—	—
Bonds	\$ 99,251,338	98,305,123	—	99,251,338	—	—
Common stock	\$ —	—	—	—	—	—

(21) Other Items

No change

(22) Events Subsequent

No change

(23) Reinsurance

No change

(24) Retrospectively Rated Contracts and Contracts Subject to Redetermination

NOTES TO FINANCIAL STATEMENTS

No change

(25) Change in Incurred Claims and Claims Adjustment Expenses

Reserves for incurred claims and claim adjustment expenses as of December 31, 2012 were \$48.6 million and \$1.0 million. As of March 31, 2013, \$ 39.6 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 \$ 7.9 million and \$0 as a result of the re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$1.1 million in favorable prior year development. This change 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

No change

(27) Structured Settlements

No change

(28) Health Care Receivables

No change

(29) Participating Policies

No change

(30) Premium Deficiency Reserves

No change

(31) Anticipated Salvage and Subrogation

No change

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.**GENERAL INTERROGATORIES****PART 1 - COMMON INTERROGATORIES
GENERAL**

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]

1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]

2.2 If yes, date of change:

3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]

3.2 If the response to 3.1 is yes, provide a brief description of those changes.
.....

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]

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

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

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

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2010

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/08/2012

6.4 By what department or departments?
Ohio Department of Insurance.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] NA [X]

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [X] NA []

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]

7.2 If yes, give full information:
.....

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]

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 [X]

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

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

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.**GENERAL INTERROGATORIES**

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

- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:

.....

9.2 Has the code of ethics for senior managers been amended? Yes [] No [X]

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).

.....

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

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

.....

FINANCIAL

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

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

INVESTMENT

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

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

.....

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

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

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

14.2 If yes, please complete the following:

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

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

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

If no, attach a description with this statement.

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

GENERAL INTERROGATORIES

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....
 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....
 16.3 Total payable for securities lending reported on the liability page \$.....

17. 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 [X] No []

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

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

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

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

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed? Yes [X] No []

18.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent.....	77.6 %
1.2 A&H cost containment percent	0.2 %
1.3 A&H expense percent excluding cost containment expenses.....	%
2.1 Do you act as a custodian for health savings accounts?.....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ _____
2.3 Do you act as an administrator for health savings accounts?.....	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ _____

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, Etc.	1 Active Status	Direct Business Only						
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7
1. Alabama	AL	N.						0
2. Alaska	AK	N.						0
3. Arizona	AZ	N.						0
4. Arkansas	AR	N.						0
5. California	CA	N.						0
6. Colorado	CO	N.						0
7. Connecticut	CT	N.						0
8. Delaware	DE	N.						0
9. Dist. Columbia	DC	N.						0
10. Florida	FL	N.						0
11. Georgia	GA	N.						0
12. Hawaii	HI	N.						0
13. Idaho	ID	N.						0
14. Illinois	IL	N.						0
15. Indiana	IN	N.						0
16. Iowa	IA	N.						0
17. Kansas	KS	N.						0
18. Kentucky	KY	N.						0
19. Louisiana	LA	N.						0
20. Maine	ME	N.						0
21. Maryland	MD	N.						0
22. Massachusetts	MA	N.						0
23. Michigan	MI	N.						0
24. Minnesota	MN	N.						0
25. Mississippi	MS	N.						0
26. Missouri	MO	N.						0
27. Montana	MT	N.						0
28. Nebraska	NE	N.						0
29. Nevada	NV	N.						0
30. New Hampshire	NH	N.						0
31. New Jersey	NJ	N.						0
32. New Mexico	NM	N.						0
33. New York	NY	N.						0
34. North Carolina	NC	N.						0
35. North Dakota	ND	N.						0
36. Ohio	OH	L.	3,218,640	177,491,508				180,710,147
37. Oklahoma	OK	N.						0
38. Oregon	OR	N.						0
39. Pennsylvania	PA	N.						0
40. Rhode Island	RI	N.						0
41. South Carolina	SC	N.						0
42. South Dakota	SD	N.						0
43. Tennessee	TN	N.						0
44. Texas	TX	N.						0
45. Utah	UT	N.						0
46. Vermont	VT	N.						0
47. Virginia	VA	N.						0
48. Washington	WA	N.						0
49. West Virginia	WV	N.						0
50. Wisconsin	WI	N.						0
51. Wyoming	WY	N.						0
52. American Samoa	AS	N.						0
53. Guam	GU	N.						0
54. Puerto Rico	PR	N.						0
55. U.S. Virgin Islands	VI	N.						0
56. Northern Mariana Islands	MP	N.						0
57. Canada	CAN	N.						0
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0
59. Subtotal		XXX	0	3,218,640	177,491,508	0	0	180,710,147
60. Reporting entity contributions for Employee Benefit Plans		XXX						0
61. Total (Direct Business)	(a)	1	0	3,218,640	177,491,508	0	0	180,710,147
DETAILS OF WRITE-INS								
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
58999	Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0

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

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

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

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 of Arizona, LLC	20-1624120	AZ		
Cenpatico of Arizona, Inc	80-0879942	AZ		
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		
Ocucare Systems, Inc	65-0094759	FL		
Total Vision, Inc	20-4861241	DE		

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

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

Peach State Health Plan, Inc	Cenpatico of Florida, Inc 27-5349029 20-3174593	FL GA	
Absolute Total Care, Inc	Buckeye Community Health Plan, Inc 32-0045282 20-5693998	OH SC	12315 11834 12959
Hallmark Life Insurance Co	Coordinated Care Corporation d/b/a Managed Health Services 39-1821211 Managed Health Services Insurance Corp 39-1678579	IN WI	95831 96822
Celtic Group, Inc	Hallmark Life Insurance Co 86-0819817 Celtic Group, Inc 36-2979209	AZ DE	60078
Superior HealthPlan, Inc	Celtic Insurance Company 06-0641618 Novasys Health, Inc 27-2221367 CeltiCare Health Plan Holdings LLC 26-4278205 CeltiCare Health Plan of Massachusetts, Inc. 26-4818440 Superior HealthPlan, Inc 74-2770542	IL DE DE MA TX	80799 13632 95647
Magnolia Health Plan Inc	Healthy Louisiana Holdings LLC 27-0916294 Louisiana Healthcare Connections, Inc 27-1287287	DE LA	
University Health Plans, Inc	Magnolia Health Plan Inc 20-8570212	MS	13923
CCTX Holdings, LLC	University Health Plans, Inc 22-3292245	NJ	95503
Centene Holdings, LLC	CCTX Holdings, LLC 20-2074217 Centene Holdings, LLC 20-2074277	DE DE	
US Script, Inc	Centene Holdings, LLC 20-2074277 Centene Company of Texas, LP 74-2810404	TX	
LBB Industries, Inc	US Script, Inc 77-0578529	DE	
RX Direct, Inc	LBB Industries, Inc 76-0511700	TX	
US Script IPA, LLC	RX Direct, Inc 75-2612875 US Script IPA, LLC 46-2307356	TX NY	
IlliniCare Health Plan, Inc	US Script IPA, LLC 27-2186150 IlliniCare Health Plan, Inc 26-0557093	IL FL	14053 13148
	Sunshine Health Holding Company, Inc 20-8937577 Kentucky Spirit Health Plan, Inc 45-1294925	FL KY	
	Kentucky Spirit Health Plan, Inc 45-1294925	KY	14100

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

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

Casenet LLC	Healthy Missouri Holding, Inc 45-5070230	MO	
Casenet Holdings II, Inc	Home State Health Plan, Inc 45-2798041	MO	14218
Casenet Holdings I, Inc	Sunflower State Health Plan, Inc 45-3276702	KS	14345
Casenet Holdings III, Inc			
	90-0636938	DE	
	27-4095851	DE	
	26-4004766	DE	
	27-4151756	DE	
	Granite State Health Plan, Inc 45-4792498	NH	14226
	Western Sky Community Care, Inc 45-5583511	NM	
Centurion Group, Inc			
Centurion LLC	64-1450727	DE	
	90-0766502	DE	
	Centurion of Tennessee, LLC 30-0752651	TN	
	Massachusetts Partnership for Correctional Healthcare, LLC 61-1696004	MA	
	Centurion of Michigan, LLC 46-1041008	MI	
MHS Travel & Charter, Inc	43-1795436	WI	
	California Health and Wellness Plan 46-0907261	CA	
	AESOP Mergersub, Inc 46-1691881	DE	

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
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.....	
01295.....	Centene Corporation.....	00000.....	39-1864073.....				Centene Management Company LLC.....	WI.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-0057283.....				CMC Real Estate Co. LLC.....	DE.....	NIA.....	Centene Management Company LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	26-4094682.....				Centene Center LLC.....	DE.....	NIA.....	CMC Real Estate Co. LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	45-5431787.....				GPT Acquisition LLC.....	DE.....	NIA.....	CMC Real Estate Co. LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	45-4372065.....				Clayton Property Investment LLC.....	DE.....	NIA.....	CMC Real Estate Co. LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	71013.....	39-0993433.....				Bankers Reserve Life Insurance Company of Wisconsin.....	WI.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	22-3889471.....				CenCorp Health Solutions, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	42-1565805.....				Cenphiny Mgmt, LLC.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	1.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	42-1565807.....				NurseWise Holdings LLC.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	99.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	52-2379566.....				NurseWise LP.....	DE.....	NIA.....	NurseWise Holdings LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-4730372.....				Nurse Response, Inc.....	DE.....	NIA.....	NurseWise Holdings LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-4980875.....				Bridgeway Health Solutions, LLC.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-4980818.....				Bridgeway Health Solutions of Arizona, LLC.....	AZ.....	NIA.....	Bridgeway Health Solutions, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	06-1476380.....				Nurtur Health, Inc.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
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.....	
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.....	
01295.....	Centene Corporation.....	00000.....	68-0461584.....				Cenpatico Behavioral Health, LLC.....	CA.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	12525.....	74-3018565.....				Cenpatico Behavioral Health of TX, Inc.....	TX.....	IA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	86-0782736.....				CBHSP Arizona, Inc.....	AZ.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	74-2892993.....				Integrated Mental Health Mgmt, LLC.....	TX.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	74-2785494.....				Integrated Mental Health Services.....	TX.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-1624120.....				Cenpatico Behavioral Health of Arizona, LLC.....	AZ.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
01295.....	Centene Corporation.....	00000.....	80-0879942.....				Cenpatico of Arizona, Inc.....	AZ.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-4730341.....				OptiCare Managed Vision, Inc.....	DE.....	NIA.....	CenCorp 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.....	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.....	CenCorp 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.....	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.....	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.....	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.....	Corporation.....	0.....
01295.....	Centene Corporation.....	80799.....	06-0641618.....				Celtic Insurance Company.....	IL.....	IA.....	Celtic Group, Inc.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-2221367.....				Novasys Health, Inc.....	DE.....	NIA.....	Celtic Group, Inc.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	26-4278205.....				CeltiCare Health Plan Holdings LLC.....	DE.....	NIA.....	Celtic Group, Inc.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	13632.....	26-4818440.....				CeltiCare Health Plan of Massachusetts, Inc.....	MA.....	IA.....	CeltiCare Health Plan Holdings LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	95647.....	74-2770542.....				Superior HealthPlan, Inc.....	TX.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-0916294.....				Healthy Louisiana Holdings LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	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.....	Corporation.....	0.....
01295.....	Centene Corporation.....	95503.....	22-3292245.....				University Health Plans, Inc.....	NJ.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
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.....	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.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2307356.....				US Script IPA, LLC.....	NY.....	.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.....	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.....	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.....	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.....	82.2.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-4095851.....				Casenet Holdings II, Inc.....	DE.....	.NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	26-4004766.....				Casenet Holdings I, Inc.....	DE.....	.NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-4151756.....				Casenet Holdings III, Inc.....	DE.....	.NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	14226.....	45-4792498.....				Granite State Health Plan, Inc.....	NH.....	.IA.....	Centene Corporation.....	Ownership.....	100.0.....	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.....	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.....	30-0752651.....				Centurion of Tennessee, LLC.....	TN.....	.NIA.....	Centurion Group, Inc.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	61-1696004.....				Massachusetts Partnership for Correctional Healthcare, LLC.....	MA.....	.NIA.....	Centurion Group, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

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

163

Asterisk	Explanation
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE A – VERIFICATION

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

NONE

SCHEDULE B – VERIFICATION

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

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	1,299,177	780,021
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	660,000	0
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	(122,622)	(140,844)
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	0	0
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	1,176,555	1,299,177
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	1,176,555	1,299,177

SCHEDULE D – VERIFICATION

Bonds and Stocks	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	98,305,120	96,273,789
2. Cost of bonds and stocks acquired	11,137,271	83,320,646
3. Accrual of discount	1,010	3,537
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	113	0
6. Deduct consideration for bonds and stocks disposed of	9,810,000	79,973,201
7. Deduct amortization of premium	324,855	1,319,764
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	99,308,546	98,305,120
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	99,308,546	98,305,120

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	104,576,935	130,399,747	130,810,080	(287,095)	103,879,507	0	0	104,576,935
2. Class 2 (a).....	9,773,955	1,146,064	1,400,000	(36,749)	9,483,270	0	0	9,773,955
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	4,000,000				4,000,000	0	0	4,000,000
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds.....	118,350,890	131,545,811	132,210,080	(323,844)	117,362,777	0	0	118,350,890
PREFERRED STOCK								
8. Class 1.....	0				0	0	0	0
9. Class 2.....	0				0	0	0	0
10. Class 3.....	0				0	0	0	0
11. Class 4.....	0				0	0	0	0
12. Class 5.....	0				0	0	0	0
13. Class 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock.....	118,350,890	131,545,811	132,210,080	(323,844)	117,362,777	0	0	118,350,890

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

NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

S102

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	18,054,231	XXX	18,054,231	5,374	

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	20,045,771	8,028,930
2. Cost of short-term investments acquired	120,008,540	207,054,310
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	122,000,080	195,037,469
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	18,054,231	20,045,771
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	18,054,231	20,045,771

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	0	0
2. Cost of cash equivalents acquired	400,000	10,000,000
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals	400,000	10,000,000
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	0	0
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
CUSIP Identification	Name or Description	3 City	4 State	Name of Vendor or General Partner	NAIC Designation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
Joint Venture Interests - Other - Unaffiliated												
000000-00-0...	HLM Investments	Boston	MA	HLM Investments		02/10/2010	1	300,000	1,340,000		2,360,000	4.025
1999999 - Joint Venture, Partnership or Limited Liability Company Interests that have the Underlying Characteristics - Other - Unaffiliated								300,000	1,340,000	0	2,360,000	XXX
3999999 - Subtotals Unaffiliated								300,000	1,340,000	0	2,360,000	XXX
4099999 - Subtotals Affiliated								0	0	0	0	XXX
4199999 Totals								300,000	1,340,000	0	2,360,000	XXX

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value					15	16	17	18	19	20	
CUSIP Identification	Name or Description	3 City	4 State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances Prior Year	9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B.A.C.V. (9+10-11+12)	14 Total Foreign Exchange Change in B.A.C.V.	15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income
3999999 - Subtotals Unaffiliated																			
4099999 - Subtotals Affiliated																			
4199999 Totals																			

NONE

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

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

E04

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Identification	2 Description	3 For eign Disposal Date	4 Name of Purchaser	5 Number of Shares of Stock	6 Consideration	7 Par Value	8 Actual Cost	9 Prior Year Book/Adjusted Carrying Value	10 Unrealized Valuation Increase/ (Decrease)	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designa tion or Market Indica (a)	
										11	12	13	14	15								
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																						
167505-HV-1..	CHICAGO IL BRD ED..	03/20/2013..	JP Morgan Chase..	100,000	100,000	100,000	100,000							0		100,000			0	30	03/01/2031..	1FE..
401784-VM-2..	GUILDFORD CNTY NC VR..	03/20/2013..	Wells Fargo..	1,900,000	1,900,000	1,900,000	1,900,000							0		1,900,000			0	191	03/01/2025..	1FE..
442378-DV-4..	HOUSTON TX HIGHER ED FIN VR..	03/27/2013..	JP Morgan Chase..	1,200,000	1,200,000	1,200,000	1,200,000							0		1,200,000			0	78	05/15/2048..	1FE..
455057-TR-0..	INDIANA ST FIN AUTH REV..	01/23/2013..	Goldman Sachs & Co..	300,000	300,000	300,000	300,000							0		300,000			0	11	02/01/2037..	1FE..
455057-UC-1..	INDIANA ST FIN AUTH REV VR..	01/16/2013..	JP Morgan Chase..	1,300,000	1,300,000	1,300,000	1,100,000							0		1,300,000			0	138	02/01/2039..	1FE..
574192-XP-0..	MARYLAND ST REP ST & LOC..	02/15/2013..	MATURITY..	920,000	920,000	996,986	922,123		(2,123)					0		920,000			0	23,000	02/15/2013..	1FE..
606901-LC-8..	Missouri St Health & Edl..	Facs V/R..	03/20/2013..	Goldman Sachs & Co..	1,100,000	1,100,000	1,100,000							0		1,100,000			0	128	09/01/2030..	1FE..
812728-PA-5..	SEATTLE WA WTR SYS REV N/C..	02/01/2013..	MATURITY..	1,590,000	1,590,000	1,710,617	1,592,617		(2,617)					0		1,590,000			0	39,750	02/01/2013..	1FE..
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																						
3199999..	Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions					8,410,000	8,410,000	8,607,603	3,714,740	0	(4,740)	0	(4,740)	0	8,410,000	0	0	0	63,326	XXX	XXX	
Bonds - Industrial and Miscellaneous (Unaffiliated)																						
428236-AQ-6..	HEWLETT PACKARD CO..	03/01/2013..	MATURITY..		1,400,000	1,400,000	1,502,648	1,405,758		(5,758)				(5,758)		1,400,000			0	31,500	03/01/2013..	2FE..
3899999..	Bonds - Industrial and Miscellaneous (Unaffiliated)					1,400,000	1,400,000	1,502,648	1,405,758	0	(5,758)	0	(5,758)	0	1,400,000	0	0	0	31,500	XXX	XXX	
8399997..	Subtotals - Bonds - Part 4					9,810,000	9,810,000	10,110,251	5,120,498	0	(10,498)	0	(10,498)	0	9,810,000	0	0	0	94,826	XXX	XXX	
8399999..	Subtotals - Bonds					9,810,000	9,810,000	10,110,251	5,120,498	0	(10,498)	0	(10,498)	0	9,810,000	0	0	0	94,826	XXX	XXX	
9999999..	Tots																					
9999999..	9,810,000					XXX	10,110,251	5,120,498	0	(10,498)	0	(10,498)	0	9,810,000	0	0	0	0	94,826	XXX	XXX	

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

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Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Open Depositories								
Bank of America.....Chicago, IL.....		0.000			13,495,954	5,880,480	6,083,135	XXX
The Private Bank.....Chicago, IL.....		0.010			202,350	10,205,481	17,210,406	XXX
Regions Bank.....St.Louis, MO.....					10,000,288	10,000,288	3,001,130	XXX
0199998 Deposits in .....1 depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX			141,522	43,216	43,639	XXX
0199999 Total Open Depositories	XXX	XXX	0	0	23,840,114	26,129,465	26,338,309	XXX
0399999 Total Cash on Deposit	XXX	XXX	0	0	23,840,114	26,129,465	26,338,309	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total	XXX	XXX	0	0	23,840,114	26,129,465	26,338,309	XXX

STATEMENT AS OF MARCH 31, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter							
1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year

NONE

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