



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2013
OF THE CONDITION AND AFFAIRS OF THE

Buckeye Community Health Plan, Inc.

NAIC Group Code	1295	1295	NAIC Company Code	11834	Employer's ID Number	32-0045282
	(Current Period)	(Prior Period)				
Organized under the Laws of	Ohio			State of Domicile or Port of Entry	Ohio	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Hospital, Medical & Dental Service or Indemnity []	
	Dental Service Corporation []		Vision Service Corporation []		Health Maintenance Organization [X]	
	Other []				Is HMO, Federally Qualified? Yes [] No [X]	
Incorporated/Organized	10/29/2003		Commenced Business		01/01/2004	
Statutory Home Office	4349 Easton Way, Suite 200			Columbus, OH, US 43219		
	(Street and Number)			(City or Town, State, Country and Zip Code)		
Main Administrative Office	7700 Forsyth Boulevard		Saint Louis, MO, US 63105		314-725-4477	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	7700 Forsyth Boulevard		Saint Louis, MO, US 63105			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	7700 Forsyth Boulevard		Saint Louis, MO, US 63105		314-445-0601	
	(Street and Number)		(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)	
Internet Web Site Address	www.bchpohio.com					
Statutory Statement Contact	Jennifer Leigh Ponath			314-445-0601		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	jponath@centene.com			314-725-4658		
	(E-mail Address)			(FAX Number)		

OFFICERS

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

OTHER OFFICERS

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

DIRECTORS OR TRUSTEES

William Nelder Scheffel	Steven Allen White	Kathy Cobbs Bradley-Wells	Owen Elwood Johnson, MD
Jean Rush #	Jimmy Vance Stewart		

State ofMissouri.....
County ofSaint 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
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- 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

Subscribed and sworn to before me this
day of November, 2013

STATEMENT AS OF SEPTEMBER 30, 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	110,027,929		110,027,929	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 (\$42,213,164), cash equivalents (\$0) and short-term investments (\$11,054,150)	53,267,314		53,267,314	39,024,674
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	1,757,222		1,757,222	1,299,177
9. Receivables for securities	0		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)	165,052,465	0	165,052,465	138,663,974
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	559,359		559,359	1,039,068
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	12,173,473		12,173,473	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	806,930		806,930	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	6,089,664	2,532,584	3,557,080	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	145,025		145,025	352,837
24. Health care (\$229,878) and other amounts receivable	1,704,151	1,474,273	229,878	153,061
25. Aggregate write-ins for other than invested assets	5,940,080	1,083,939	4,856,141	7,476,258
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	192,471,147	5,090,796	187,380,351	161,131,760
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	192,471,147	5,090,796	187,380,351	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	1,032,272	1,032,272	0	0
2502. Goodwill, net	4,856,141		4,856,141	7,476,258
2503. Intangibles, net	51,667	51,667	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)	5,940,080	1,083,939	4,856,141	7,476,258

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$1,189,000 reinsurance ceded).....	51,672,281		51,672,281	48,644,618
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	1,136,000		1,136,000	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
9. General expenses due or accrued	16,262,371		16,262,371	14,314,137
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	10,830,507		10,830,507	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			0	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 \$300,824 current)	300,824	0	300,824	1,316,536
24. Total liabilities (Lines 1 to 23).....	80,201,983	0	80,201,983	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	37,928,369	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	107,178,369	90,735,176
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	187,380,352	161,131,758
DETAILS OF WRITE-INS				
2301. State Income Taxes Payable.....	300,824		300,824	327,701
2302. Reserve for At Risk Revenue.....			0	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)	300,824	0	300,824	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 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	1,446,261	1,486,770	1,968,840
2. Net premium income (including \$ non-health premium income).....	XXX	560,795,590	550,980,288	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	560,795,590	550,980,288	728,263,308
Hospital and Medical:				
9. Hospital/medical benefits		292,879,959	280,913,538	373,891,255
10. Other professional services		26,846,114	24,165,794	31,888,502
11. Outside referrals			0	0
12. Emergency room and out-of-area		37,669,862	40,349,911	53,221,125
13. Prescription drugs		75,518,393	87,024,837	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	0
16. Subtotal (Lines 9 to 15)	0	432,914,328	432,454,080	573,702,462
Less:				
17. Net reinsurance recoveries		3,361,873	3,518,647	5,013,729
18. Total hospital and medical (Lines 16 minus 17)	0	429,552,455	428,935,433	568,688,733
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 472,225 cost containment expenses.....		16,851,573	16,473,349	21,559,482
21. General administrative expenses.....		92,278,009	90,787,966	119,965,884
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	538,682,037	536,196,748	710,214,099
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	22,113,553	14,783,540	18,049,209
25. Net investment income earned		1,551,129	1,524,112	2,006,598
26. Net realized capital gains (losses) less capital gains tax of \$ 2,040		3,790	0	113
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,554,919	1,524,112	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	23,668,472	16,307,652	20,055,920
31. Federal and foreign income taxes incurred	XXX	8,347,272	5,584,321	7,057,703
32. Net income (loss) (Lines 30 minus 31)	XXX	15,321,200	10,723,331	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	2	3
	Current Year To Date	Prior Year To Date	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	15,321,200	10,723,331	12,998,217
35. Change in valuation basis of aggregate policy and claim reserves		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ (56,684)	(105,271)	(71,568)	(91,549)
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	274,778	(86,640)	(276,005)
39. Change in nonadmitted assets	952,488	1,850,944	2,157,793
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		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
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		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)	16,443,195	12,799,784	5,237,942
49. Capital and surplus end of reporting period (Line 33 plus 48)	107,178,372	98,297,019	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

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.....	559,279,956	546,294,837	723,870,828
2. Net investment income	2,866,101	2,912,280	3,421,346
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	562,146,057	549,207,117	727,292,174
5. Benefit and loss related payments	426,731,416	435,054,290	573,273,188
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	105,356,679	99,827,893	135,665,508
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	2,678,079	4,530,262	5,059,385
10. Total (Lines 5 through 9)	534,766,174	539,412,445	713,998,081
11. Net cash from operations (Line 4 minus Line 10)	27,379,883	9,794,672	13,294,093
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	66,041,000	57,818,000	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	1,291,576	125,001
12.8 Total investment proceeds (Lines 12.1 to 12.7)	66,076,000	59,109,576	80,098,204
13. Cost of investments acquired (long-term only):			
13.1 Bonds	78,593,245	51,752,038	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	620,000	440,000	660,000
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	79,213,245	52,192,038	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)	(13,137,245)	6,917,538	(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	(2,695,117)	(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	(2,695,117)	(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)	14,242,638	14,017,093	(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)	53,267,312	57,223,607	39,024,674

STATEMENT AS OF SEPTEMBER 30, 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	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	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	156,053	.0	.0	.0	.0	.0	.0	1,047	155,006	.0
4. Third Quarter	170,156							1,205	168,951	
5. Current Year	0									
6. Current Year Member Months	1,446,261							9,487	1,436,774	
Total Member Ambulatory Encounters for Period:										
7. Physician	804,949							19,600	785,349	
8. Non-Physician	761,330							8,249	753,081	
9. Total	1,566,279	0	0	0	0	0	0	27,849	1,538,430	0
10. Hospital Patient Days Incurred	70,570							1,648	68,922	
11. Number of Inpatient Admissions	13,347							305	13,042	
12. Health Premiums Written (a).....	566,573,342							10,659,350	555,913,992	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	566,573,342							10,659,350	555,913,992	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	426,524,791							9,580,796	416,943,995	
18. Amount Incurred for Provision of Health Care Services	432,914,328							9,566,212	423,348,116	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 10,659,350

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

[illegible]

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 Claims Incurred in Prior Years (Columns 1 + 3)	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	1,606,701	7,974,095	19,726	1,472,222	1,626,427	1,506,153
7. Title XIX - Medicaid	40,483,111	377,415,034	207,961	49,972,373	40,691,072	47,138,466
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	42,089,812	385,389,129	227,687	51,444,595	42,317,499	48,644,619
10. Health care receivables (a)		954,151			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	42,089,812	384,434,978	227,687	51,444,595	42,317,499	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 March 2013 (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Ohio. The state has adopted NAIC SAP with no prescribed differences.

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.
- 2. There are no securities within the scope of this statement with a recognized other-than-temporary impairment.
- 3. None
- 4. All impaired securities (fair value is less than cost or amortized cost) for which an other-than-temporary impairment has not been recognized in earnings as a realized loss (including securities with a recognized other-than-temporary impairment for non-interest related declines when a non-recognized interest related impairment remains):
 - a. The aggregate amount of unrealized losses:
 - 1. Less than 12 Months \$74,853
 - 2. 12 Months or Longer \$0
 - b. The aggregate related fair value of securities with unrealized losses:
 - 1. Less than 12 Months \$8,338,133
 - 2. 12 Months or Longer \$0
- 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 not have any repurchase agreements and/or securities lending transactions

F. Real Estate

NOTES TO FINANCIAL STATEMENTS

No Change

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

No Change

(6) Joint Ventures, Partnerships and Limited Liability Companies

No change

(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.

A. No change

B. Transfer and Servicing of Financial Assets- None

C. Wash Sales - None

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

No change

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

No change

(20) Fair Value Measurements

NOTES TO FINANCIAL STATEMENTS

- 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.

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 September 30, 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	\$ 53,267,314	—	—	53,267,314
Total assets at fair value	\$ 53,267,314	—	—	53,267,314

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
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 September 30, 2013 for all financial instruments:

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	Level I	Level II	Level III	Not Practicable (Carrying Value)
Bonds	\$ 109,392,191	110,027,929	20,828,074	85,199,855	4,000,000	—

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)
Bonds	\$ 98,305,123	98,305,123	—	94,305,123	4,000,000	—

(21) Other Items

No change

(22) Events Subsequent

No change

(23) Reinsurance

No change

(24) Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change

NOTES TO FINANCIAL STATEMENTS

(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 \$.9 million. As of September 30, 2013, \$42.1 million and \$.9 million have been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$.2 million and \$0 as a result of the re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$6.3 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

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 ☒
- 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 ☒
- 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 ☒
- 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 ☒
- 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	2	3
Name of Entity	NAIC Company Code	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.

Yes ☐ No ☒ NA ☐
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2012
- 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.

12/31/2012
- 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, Texas Department of Insurance, Mississippi Department of Insurance, Wisconsin 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 ☒
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☐ No ☐ 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 ☒
- 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 ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide 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	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC

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 [X] No []

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$0

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:\$0

13. Amount of real estate and mortgages held in short-term investments:\$0

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	2
	Prior Year-End Book/Adjusted Carrying Value	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.

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.....	76.7 %
1.2	A&H cost containment percent	0.1 %
1.3	A&H expense percent excluding cost containment expenses.....	19.4 %
2.1	Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
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 [] No [X]
2.4	If yes, please provide the balance of the funds administered as of the reporting date.....	\$

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Showing All New Reinsurance Treaties - Current Year to Date

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories										
States, Etc.	1	Direct Business Only								
		2	3	4	5	6	7	8	9	
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts	
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	10,659,350	555,913,992				566,573,342		
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	0	0
59. Subtotal	XXX	0	10,659,350	555,913,992	0	0	0	566,573,342	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 1	0	10,659,350	555,913,992	0	0	0	566,573,342	0	0
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	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

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

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

15

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
Health Plan Real Estate Holding, Inc (23.2%)	46-2860967	MO	
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 Louisiana, Inc.	45-2303998	LA	
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	

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

Dental Health & Wellness, Inc	46-2783884	DE	
Peach State Health Plan, Inc	20-3174593	GA	12315
Health Plan Real Estate Holding, Inc (29%)	46-2860967	MO	
Buckeye Community Health Plan, Inc	32-0045282	OH	11834
Absolute Total Care, Inc	20-5693998	SC	12959
Health Plan Real Estate Holding, Inc (1.5%)	46-2860967	MO	
Coordinated Care Corporation d/b/a Managed Health Services	39-1821211	IN	95831
Coordinated Care of Washington, Inc.	46-2578279	WA	
Managed Health Services Insurance Corp	39-1678579	WI	96822
Health Plan Real Estate Holding, Inc (2.9%)	46-2860967	MO	
Hallmark Life Insurance Co	86-0819817	AZ	60078
Celtic Group, Inc	36-2979209	DE	
Celtic Insurance Company	06-0641618	IL	80799
Novasys Health, Inc	27-2221367	DE	
CeltiCare Health Plan Holdings LLC	26-4278205	DE	
CeltiCare Health Plan of Massachusetts, Inc.	26-4818440	MA	13632
Superior HealthPlan, Inc	74-2770542	TX	95647
Health Plan Real Estate Holding, Inc (29%)	46-2860967	MO	
LSM Holdco, Inc.	46-2794037	DE	
Lifeshare Management Group, LLC	46-2798132	NH	
Healthy Louisiana Holdings LLC	27-0916294	DE	
Louisiana Healthcare Connections, Inc	27-1287287	LA	13970
Magnolia Health Plan Inc	20-8570212	MS	13923
University Health Plans, Inc	22-3292245	NJ	95503
CCTX Holdings, LLC	20-2074217	DE	
Centene Holdings, LLC	20-2074277	DE	
Centene Company of Texas, LP	74-2810404	TX	
US Script, Inc	77-0578529	DE	
LBB Industries, Inc	76-0511700	TX	
RX Direct, Inc	75-2612875	TX	
US Script IPA, LLC	46-2307356	NY	

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

IlliniCare Health Plan, Inc	27-2186150	IL	14053
Health Plan Real Estate Holding, Inc (7.2%)	46-2860967	MO	
Sunshine Health Holding LLC	26-0557093	FL	
Sunshine State Health Plan, Inc	20-8937577	FL	13148
Access Health Solutions LLC	56-2384404	FL	
Kentucky Spirit Health Plan, Inc	45-1294925	KY	14100
Healthy Missouri Holding, Inc	45-5070230	MO	
Home State Health Plan, Inc	45-2798041	MO	14218
Health Plan Real Estate Holding, Inc (7.2%)	46-2860967	MO	
Sunflower State Health Plan, Inc	45-3276702	KS	14345
Casenet LLC	90-0636938	DE	
Casenet Holdings II, Inc	27-4095851	DE	
Casenet Holdings I, Inc	26-4004766	DE	
Casenet Holdings III, Inc	27-4151756	DE	
Granite State Health Plan, Inc	45-4792498	NH	14226
Western Sky Community Care, Inc	45-5583511	NM	
Centurion Group, Inc	61-1450727	DE	
Centurion LLC	90-0766502	DE	
Centurion of Tennessee, LLC	30-0752651	TN	
Massachusetts Partnership for Correctional Healthcare, LLC	61-1696004	MA	
Centurion of Idaho, LLC	46-3590120	ID	
Centurion of Michigan, LLC	46-1041008	MI	
Centurion of Minnesota, LLC	46-2717814	MN	
MHS Travel & Charter, Inc	43-1795436	WI	
California Health and Wellness Plan	46-0907261	CA	
Specialty Therapeutic Care Holdings, LLC	27-3617766	DE	
Specialty Therapeutic Care, GP, LLC	73-1698807	TX	
Specialty Therapeutic Care, LP	73-1698808	TX	
AcariaHealth Solutions, Inc	80-0856383	DE	
AcariaHealth, Inc.	45-2780334	DE	
AcariaHealth Pharmacy #14, Inc	27-1599047	CA	

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

AcariaHealth Pharmacy #11, Inc	20-8192615	TX
AcariaHealth Pharmacy #12, Inc	27-2765424	NY
AcariaHealth Pharmacy #13, Inc	26-0226900	CA
AcariaHealth Pharmacy, Inc	13-4262384	CA
Fairfax Healthcare Services, Inc	41-2055462	VA
Specialty Rx, Inc	26-0170829	VA

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Buckeye Community Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295.....	Centene Corporation.....	00000.....	42-1406317.....	.....	0001071739.....	New York Stock Exchange.....	Centene Corporation.....	DE.....	UDP.....	Shareholders/Board of Directors.....	Shareholders/Board of Directors.....	100.0.....	Shareholders/Board of Directors.....	.....
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.....	45-2303998.....	.....	.....	.....	Cenpatico of Louisiana, Inc.....	LA.....	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.....	.....

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Buckeye Community Health Plan, Inc.

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295.....	Centene Corporation.....	00000.....	20-1624120.....	.....	.....	.....	Cenpatico Behavioral Health of Arizona, LLC.....	AZ.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	20-4730341.....	.....	.....	.....	OptiCare Managed Vision, Inc.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	36-4520004.....	.....	.....	.....	OptiCare Vision Insurance Co, Inc.....	SC.....	NIA.....	OptiCare Managed Vision, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	.....
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.....	.....
01295.....	Centene Corporation.....	00000.....	20-4773088.....	.....	.....	.....	OptiCare Vision Company, Inc.....	DE.....	NIA.....	OptiCare Managed Vision, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	65-0094759.....	.....	.....	.....	Ocucare Systems, Inc.....	FL.....	NIA.....	OptiCare Managed Vision, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	20-4861241.....	.....	.....	.....	Total Vision, Inc.....	DE.....	NIA.....	OptiCare Managed Vision, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	46-2783884.....	.....	.....	.....	Dental Health & Wellness, Inc.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	12315.....	20-3174593.....	.....	.....	.....	Peach State Health Plan, Inc.....	GA.....	IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	11834.....	32-0045282.....	.....	.....	.....	Buckeye Community Health Plan, Inc.....	OH.....	IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	12959.....	20-5693998.....	.....	.....	.....	Absolute Total Care, Inc.....	SC.....	IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	95831.....	39-1821211.....	.....	.....	.....	Coordinated Care Corporation d/b/a Managed Health Services.....	IN.....	IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	46-2578279.....	.....	.....	.....	Coordinated Care of Washington, Inc.....	WA.....	IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	96822.....	39-1678579.....	.....	.....	.....	Managed Health Services Insurance Corp.....	WI.....	IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	60078.....	86-0819817.....	.....	.....	.....	Hallmark Life Insurance Co.....	AZ.....	IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	36-2979209.....	.....	.....	.....	Celtic Group, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	80799.....	06-0641618.....	.....	.....	.....	Celtic Insurance Company.....	IL.....	IA.....	Celtic Group, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	27-2221367.....	.....	.....	.....	Novasys Health, Inc.....	DE.....	NIA.....	Celtic Group, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	26-4278205.....	.....	.....	.....	CeltiCare Health Plan Holdings LLC.....	DE.....	NIA.....	Celtic Group, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	13632.....	26-4818440.....	.....	.....	.....	CeltiCare Health Plan of Massachusetts, Inc.....	MA.....	IA.....	CeltiCare Health Plan Holdings LLC.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	95647.....	74-2770542.....	.....	.....	.....	Superior HealthPlan, Inc.....	TX.....	IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	27-0916294.....	.....	.....	.....	Healthy Louisiana Holdings LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	13970.....	27-1287287.....	.....	.....	.....	Louisiana Healthcare Connections, Inc.....	LA.....	IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....
01295.....	Centene Corporation.....	00000.....	46-2794037.....	.....	.....	.....	LSM Holdco, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	.....

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295.....	Centene Corporation.....	00000.....	46-2798132.....				Lifeshare Management Group, LLC.....	..NH.....	..NIA.....	LSM Holdco, Inc.....	Ownership.....	.....49.0	Centene Corporation.....	
01295.....	Centene Corporation.....	13923.....	20-8570212.....				Magnolia Health Plan Inc.....	..MS.....	..IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	95503.....	22-3292245.....				University Health Plans, Inc.....	..NJ.....	..IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-2074217.....				CCTX Holdings, LLC.....	..DE.....	..NIA.....	Centene Corporation.....	Ownership.....	.....1.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-2074277.....				Centene Holdings, LLC.....	..DE.....	..NIA.....	Centene Corporation.....	Ownership.....	.....99.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	74-2810404.....				Centene Company of Texas, LP.....	..TX.....	..NIA.....	Centene Holdings, LLC.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	77-0578529.....				US Script, Inc.....	..DE.....	..NIA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	76-0511700.....				LBB Industries, Inc.....	..TX.....	..NIA.....	US Script, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	75-2612875.....				RX Direct, Inc.....	..TX.....	..NIA.....	US Script, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	46-2307356.....				US Script IPA, LLC.....	..NY.....	..NIA.....	US Script, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	14053.....	27-2186150.....				IlliniCare Health Plan, Inc.....	..IL.....	..IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	26-0557093.....				Sunshine Health Holding LLC.....	..FL.....	..NIA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	13148.....	20-8937577.....				Sunshine State Health Plan, Inc.....	..FL.....	..IA.....	Sunshine Health Holding LLC.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	56-2384404.....				Access Health Solutions LLC.....	..FL.....	..NIA.....	Sunshine Health Holding LLC.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	14100.....	45-1294925.....				Kentucky Spirit Health Plan, Inc.....	..KY.....	..IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	45-5070230.....				Healthy Missouri Holdings, Inc.....	..MO.....	..NIA.....	Centene Corporation.....	Ownership.....	.....95.0	Centene Corporation.....	
01295.....	Centene Corporation.....	14218.....	45-2798041.....				Home State Health Plan, Inc.....	..MO.....	..IA.....	Healthy Missouri Holdings, Inc.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	14345.....	45-3276702.....				Sunflower State Health Plan, Inc.....	..KS.....	..IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	90-0636938.....				Casenet LLC.....	..DE.....	..NIA.....	Centene Corporation.....	Ownership.....	.....82.2	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	27-4095851.....				Casenet Holdings II, Inc.....	..DE.....	..NIA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	26-4004766.....				Casenet Holdings I, Inc.....	..DE.....	..NIA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	27-4151756.....				Casenet Holdings III, Inc.....	..DE.....	..NIA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	14226.....	45-4792498.....				Granite State Health Plan, Inc.....	..NH.....	..IA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	45-5583511.....				Western Sky Community Care, Inc.....	..NM.....	..NIA.....	Centene Corporation.....	Ownership.....	.....100.0	Centene Corporation.....	

SCHEDULE Y

PART 1A – DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295.....	Centene Corporation.....	00000.....	61-1450727.....				Centurion Group, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	90-0766502.....				Centurion LLC.....	DE.....	NIA.....	Centurion Group, Inc.....	Ownership.....	51.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	30-0752651.....				Centurion of Tennessee, LLC.....	TN.....	NIA.....	Centurion LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	61-1696004.....				Massachusetts Partnership for Correctional Healthcare, LLC.....	MA.....	NIA.....	Centurion LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	46-3590120.....				Centurion of Idaho, LLC.....	ID.....	NIA.....	Centurion LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	46-1041008.....				Centurion of Michigan, LLC.....	MI.....	NIA.....	Centurion LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	46-2717814.....				Centurion of Minnesota, LLC.....	MN.....	NIA.....	Centurion LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	43-1795436.....				MHS Travel & Charter, Inc.....	WI.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	46-0907261.....				California Health and Wellness Plan.....	CA.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	27-3617766.....				Specialty Therapeutic Care Holdings, LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	73-1698807.....				Specialty Therapeutic Care, GP, LLC.....	TX.....	NIA.....	Specialty Therapeutic Care Holdings, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	73-1698808.....				Specialty Therapeutic Care, LP.....	TX.....	NIA.....	Specialty Therapeutic Care Holdings, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	80-0856383.....				AcariaHealth Solutions, Inc.....	DE.....	NIA.....	Specialty Therapeutic Care Holdings, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	45-2780334.....				AcariaHealth, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	27-1599047.....				AcariaHealth Pharmacy #14, Inc.....	CA.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	20-8192615.....				AcariaHealth Pharmacy #11, Inc.....	TX.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	27-2765424.....				AcariaHealth Pharmacy #12, Inc.....	NY.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	26-0226900.....				AcariaHealth Pharmacy #13, Inc.....	CA.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	13-4262384.....				AcariaHealth Pharmacy, Inc.....	CA.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	41-2055462.....				Fairfax Healthcare Services, Inc.....	VA.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	26-0170829.....				Specialty Rx, Inc.....	VA.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	Home State Health Plan, Inc.....	Ownership.....	7.2.....	Centene Corporation.....	
01295.....	Centene Corporation.....	00000.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	Absolute Total Care, Inc.....	Ownership.....	1.5.....	Centene Corporation.....	

16.4

[illegible]

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

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	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
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation .....		.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

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	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
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.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
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	2
	Year To Date	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
2.2 Additional investment made after acquisition	620,000	660,000
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease)	(161,955)	(140,844)
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	1,757,222	1,299,177
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	1,757,222	1,299,177

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	98,305,122	96,273,789
2. Cost of bonds and stocks acquired	78,593,243	83,320,648
3. Accrual of discount	7,725	3,537
4. Unrealized valuation increase (decrease) .....		.0
5. Total gain (loss) on disposals	5,830	113
6. Deduct consideration for bonds and stocks disposed of	66,041,000	79,973,201
7. Deduct amortization of premium	842,988	1,319,764
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)	110,027,932	98,305,122
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11)	110,027,932	98,305,122

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).....	103,187,484	115,295,166	114,241,276	(1,214,373)	103,879,507	103,187,484	103,027,001	104,576,935
2. Class 2 (a).....	13,133,896	1,187,226	1,250,000	983,957	9,483,270	13,133,896	14,055,079	9,773,955
3. Class 3 (a).....	0				0	0	0	0
4. Class 4 (a).....	4,000,000				4,000,000	4,000,000	4,000,000	4,000,000
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	120,321,380	116,482,392	115,491,276	(230,416)	117,362,777	120,321,380	121,082,080	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	120,321,380	116,482,392	115,491,276	(230,416)	117,362,777	120,321,380	121,082,080	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 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	11,054,150	XXX	11,054,150	11,506	

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	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	307,008,540	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	316,000,161	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).....	11,054,150	20,045,771
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	11,054,150	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

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	9,200,000	10,000,000
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	9,200,000	10,000,000
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)	0	0
11. Deduct total nonadmitted amounts		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

E03

NONE

NONE

[illegible]

STATEMENT AS OF SEPTEMBER 30, 2013 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
Bonds - U.S. Governments									
912828-VH-0	US TREASURY .375% 6/30/2015		08/19/2013	Mizuho Security		400,297	400,000	208	1
0599999 - Bonds - U.S. Governments						400,297	400,000	208	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
613340-S9-0	MONTGOMERY CNTY MD VAR TMPT B RMKT		09/17/2013	JP Morgan Chase		200,000	200,000	4	1FE
613340-S7-4	MONTGOMERY CNTY MD SER A RMKT		09/16/2013	Barclay Capital		1,900,000	1,900,000	27	1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						2,100,000	2,100,000	31	XXX
Bonds - U.S. Special Revenue									
160853-NC-7	CHARLOTTE MECKLENBURG HOSP AUTH VR		07/15/2013	Wachovia Bank of North Ca		635,000	635,000	7	1FE
160853-MR-5	CHARLOTTE MECKLENBURG NC HOSP		09/17/2013	JP Morgan Chase		400,000	400,000	9	1FE
182521-BL-7	CLARKSVILLE TN NAT GAS ACQ CORP		08/06/2013	Citigroup Global Markets		898,554	815,000	6,113	2FE
455057-TP-4	INDIANA ST FIN AUTH REV VR		08/15/2013	JP Morgan Chase		5,300,000	5,300,000	88	1FE
545904-GS-7	LOUDOUN CNTY CA SANTN WTR SWR REV		08/26/2013	Wells Fargo		1,100,000	1,100,000	33	1FE
606901-LC-8	Missouri St Health & Edl Facs V/R		09/17/2013	Goldman Sachs & Co		200,000	200,000	4	1FE
644614-RY-7	NEW HAMPSHIRE HEALTH & ED FACS		09/03/2013	JP Morgan Chase		600,000	600,000	2	1FE
679111-TB-0	OKLAHOMA ST TPK AUTH TPK REV		08/13/2013	JP Morgan Chase		2,600,000	2,600,000	2	1FE
717825-NG-4	Philadelphia PA Hospitals & H		09/17/2013	JP Morgan Chase		200,000	200,000	4	1FE
717903-ZG-6	PHILADELPHIA PA HOSPS AND EDU		08/21/2013	JP Morgan Chase		1,150,000	1,150,000	22	1FE
771902-FH-1	ROCHESTER MN HEALTH CARE FACS RMKT		08/01/2013	Wells Fargo		700,000	700,000	26	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions						13,783,554	13,700,000	6,310	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
126802-CQ-8	CABELA'S MASTER CREDIT CARD TRUST		08/07/2013	Bank of America		949,900	950,000		1FE
30165P-AA-0	EXETER AUTOMOBILE RECEIVABLE TRUST		09/11/2013	Deutsche Bank		1,049,986	1,050,000		1FE
50187V-AC-5	LEAF II RECEIVABLES FUNDING LLC		09/23/2013	Credit Suisse First Bosto		319,081	320,000		1FE
50187V-AD-3	LEAF II RECEIVABLES FUNDING LLC		09/19/2013	Credit Suisse First Bosto		409,991	410,000		1FE
96041U-AB-8	WESTLAKE AUTO RECEIVABLES TR		09/18/2013	Greenwich Capital		629,930	630,000		1FE
06366R-PR-0	BANK OF MONTREAL	F	07/11/2013	Morgan Stanley		964,122	965,000		1FE
064159-CQ-7	BANK OF NOVIA SCOTIA	F	07/10/2013	Bank of America		479,563	480,000		1FE
136069-FU-0	CANADIAN IMPERIAL BANK	F	07/15/2013	Barclay Capital		1,708,940	1,710,000		1FE
716540-BJ-0	PETROLEOS MEXICANOS	F	07/12/2013	Barclay Capital		288,672	290,000		2FE
89153V-AF-6	TOTAL CAPITAL INTL SA	F	08/05/2013	JP Morgan Chase		598,356	600,000		1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						7,398,541	7,405,000	0	XXX
8399997 - Subtotals- Bonds - Part 3						23,682,392	23,605,000	6,549	XXX
8399999 - Subtotals - Bonds						23,682,392	23,605,000	6,549	XXX
9999999 Totals						23,682,392	XXX	6,549	XXX

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

STATEMENT AS OF SEPTEMBER 30, 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	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	F o r e i g n	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
912828-BH-2	US TREASURY, T 4 1/4		8/15/13			400,000	400,000	395,641	399,648		352		352		400,000			0	17,000	08/15/2013	1
0599999 - Bonds - U.S. Governments						400,000	400,000	395,641	399,648	0	352	0	352	0	400,000	0	0	0	17,000	XXX	XXX
Bonds - U.S. States, Territories and Possessions																					
419787-CM-6	HAWAII ST SER DN NC		08/01/2013			475,000	475,000	508,720	479,605		(4,605)		(4,605)		475,000			0	23,750	08/01/2013	1FE
1799999 - Bonds - U.S. States, Territories and Possessions						475,000	475,000	508,720	479,605	0	(4,605)	0	(4,605)	0	475,000	0	0	0	23,750	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
438670-MT-5	HONOLULU HAWAII CITY & CNTY		07/01/2013			900,000	900,000	985,518	909,859		(9,859)		(9,859)		900,000			0	47,250	07/01/2013	1FE
613340-S9-0	MONGOMERY CNTY MD VAR		07/18/2013	JP Morgan Chase		100,000	100,000	100,000					0		100,000			0	18	06/01/2026	1FE
609558-4A-6	MONMOUTH CNTY NJ		09/15/2013	MATURITY		1,000,000	1,000,000	1,074,000	1,011,446		(11,446)		(11,446)		1,000,000			0	45,000	09/15/2013	1FE
613340-S7-4	MONTGOMERY CNTY MD SER A RMKT		08/20/2013	Barclay Capital		400,000	400,000	400,000		0		0	0		400,000			0	10	06/01/2026	1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						2,400,000	2,400,000	2,559,518	1,921,305	0	(21,305)	0	(21,305)	0	2,400,000	0	0	0	92,278	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
160853-NC-7	CHARLOTTE MECKLENBURG HOSP AUTH VR		09/25/2013	Wachovia Bank of North Ca		635,000	635,000	635,000					0		635,000			0	20	01/15/2045	1FE
160853-MR-5	CHARLOTTE MECKLENBURG NC HOSP		09/26/2013	JP Morgan Chase		400,000	400,000	400,000					0		400,000			0	21	01/15/2038	1FE
167505-NU-6	CHICAGO IL BOARD EDU SER F		08/01/2013	Merrill Lynch		628,779	560,000	656,930			(5,098)		(5,098)		651,833		(23,053)	(23,053)	19,056	12/01/2018	1FE
29270C-KN-4	ENERGY NORTHWEST WA ELEC		07/01/2013	MATURITY		1,125,000	1,125,000	1,254,668	1,140,253		(15,253)		(15,253)		1,125,000			0	56,250	07/01/2013	1FE
455057-TP-4	INDIANA ST FIN AUTH REV		08/12/2013	JP Morgan Chase		2,200,000	2,200,000	2,200,000					0		2,200,000			0	64	02/01/2037	1FE
455057-UC-1	VR		09/26/2013	JP Morgan Chase		300,000	300,000	300,000					0		300,000			0	96	02/01/2039	1FE
57582P-ND-8	MASSACHUSETTS ST REF SER 1 N/C		09/01/2013	MATURITY		390,000	390,000	406,130	392,409		(2,409)		(2,409)		390,000			0	15,600	09/01/2013	1FE
679111-TA-2	OKLAHOMA ST SPK AUTH REV		07/16/2013	JP Morgan Chase		100,000	100,000	100,000					0		100,000			0	7	01/01/2028	1FE
679111-TB-0	OKLAHOMA ST TPK AUTH TPK REV		09/26/2013	JP Morgan Chase		2,400,000	2,400,000	2,400,000					0		2,400,000			0	102	01/01/2028	1FE
717903-ZG-6	PHILADELPHIA PA HOSPS AND EDU		07/16/2013	JP Morgan Chase		750,000	750,000	750,000					0		750,000			0	12	02/15/2021	1FE
771902-FH-1	ROCHESTER MN HEALTH CARE FACS RMKT		09/25/2013	Wells Fargo		500,000	500,000	500,000					0		500,000			0	57	08/15/2032	1FE
92817F-N9-3	STATE OF VIRGINIA PUB SCH AUTH N/C		08/01/2013	MATURITY		1,295,000	1,295,000	1,412,107	1,310,393		(15,393)		(15,393)		1,295,000			0	64,750	08/01/2013	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						10,723,779	10,655,000	11,014,835	2,843,055	0	(38,153)	0	(38,153)	0	10,746,833	0	(23,053)	(23,053)	156,035	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
88579E-AE-5	3M COMPANY		08/15/2013	MATURITY		1,250,000	1,250,000	1,360,250	1,268,788		(18,788)		(18,788)		1,250,000			0	54,688	08/15/2013	1FE
084664-BG-5	BERKSHIRE HATHAWAY FIN		08/15/2013	MATURITY		1,250,000	1,250,000	1,367,688	1,270,294		(20,294)		(20,294)		1,250,000			0	62,500	08/15/2013	1FE
110122-AL-2	BRISTOL-MYER SOB CO		08/15/2013	MATURITY		1,500,000	1,500,000	1,656,405	1,528,668		(28,668)		(28,668)		1,500,000			0	78,750	08/15/2013	1FE
172967-FD-8	CITIGROUP INC		09/16/2013	Called		560,498	528,000	560,298	552,221		(7,043)		(7,043)		545,178		15,321	15,321	20,691	05/19/2015	1FE
263534-BU-2	EI DU PONT DE NEMOURS		07/15/2013	MATURITY		1,250,000	1,250,000	1,368,550	1,268,105		(18,105)		(18,105)		1,250,000			0	62,500	07/15/2013	1FE
301657-AA-0	EXETER AUTO RECEIVABLES TRUST		09/15/2013	PRINCIPAL RECEIPT		146,038	146,038	146,032				6	6		146,038			0	414	12/15/2015	1FE
647110-FG-5	NEW MEXICO EDUC ASSIST FOUNDATION		09/01/2013	PRINCIPAL RECEIPT		115,312	115,312	114,805			506		506		115,312			0	263	04/01/2021	1FE
713448-BK-3	PEPSICO INC		08/26/2013	Called		1,271,650	1,250,000	1,313,275	1,268,192		(10,104)		(10,104)		1,258,088		13,562	13,562	46,224	03/01/2014	1FE
78392N-AA-9	SNAAC AUTO RECEIVABLES TRUST		09/15/2013	PRINCIPAL RECEIPT		104,789	104,789	104,785			4		4		104,789			0	366	07/16/2018	1FE
931422-AD-1	WALGREEN CO		08/01/2013	MATURITY		1,250,000	1,250,000	1,355,913	1,267,251		(17,251)		(17,251)		1,250,000			0	60,938	08/01/2013	2FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						8,698,287	8,644,138	9,348,001	8,423,519	0	(119,737)	0	(119,737)	0	8,669,405	0	28,883	28,883	387,334	XXX	XXX
8399997 - Subtotals - Bonds - Part 4						22,697,066	22,574,138	23,826,715	14,067,132	0	(183,448)	0	(183,448)	0	22,691,238	0	5,830	5,830	676,397	XXX	XXX
8399999 - Subtotals - Bonds						22,697,066	22,574,138	23,826,715	14,067,132	0	(183,448)	0	(183,448)	0	22,691,238	0	5,830	5,830	676,397	XXX	XXX
9999999 Totals						22,697,066	XXX	23,826,715	14,067,132	0	(183,448)	0	(183,448)	0	22,691,238	0	5,830	5,830	676,397	XXX	XXX

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

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

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							
8699999 Total Cash Equivalents					0	0	0