



QUARTERLY STATEMENT

AS OF JUNE 30, 2014
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
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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, County and Zip Code)

Main Administrative Office 7700 Forsyth Boulevard, Saint Louis, MO, US 63105 314-725-4477
(Street and Number) (City or Town, State, County 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, County and Zip Code)

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

Internet Web Site Address www.bchphio.com
Statutory Statement Contact Jennifer Leigh Ponath 314-445-0601
(Name) (Area Code) (Telephone Number) (Extension)
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(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
Holly Lynette Mayer-Howell	Vice President- Finance	Lori Jean Mulichak, RN	Vice President- Medical Management
Barry Allan Smith	Assistant Treasurer	John Charles Wiley	Vice President- Network Develop. & Contracting
Tracy Michelle Cloud	Vice President- Operational Services	David Brian Amerine	Vice President- Compliance and Regulatory Affairs
Robert Todd Hitchcock	Executive Vice President- Health Plan Business	Michael Ceballos	Vice President- Long-Term Care & Product Develop.

DIRECTORS OR TRUSTEES

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

State of Saint Louis.

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County of Missouri.

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 _____

Subscribed and sworn to before me this
day of August, 2014

STATEMENT AS OF JUNE 30, 2014 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	122,151,396		122,151,396	110,360,212
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	6,074,623		6,074,623	6,011,754
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 (\$ 53,026,653), cash equivalents (\$0) and short-term investments (\$ 39,169,674)	92,196,327		92,196,327	60,170,000
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	6,066,650		6,066,650	1,653,392
9. Receivables for securities			0	0
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)	226,488,996	.0	226,488,996	178,195,358
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	738,458		738,458	711,244
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	20,197,630		20,197,630	10,599,977
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	1,287		1,287	894,450
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	7,150,214		7,150,214	0
18.2 Net deferred tax asset	6,723,637	1,796,828	4,926,809	3,911,799
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 affiliates96,019		.96,019	506,375
24. Health care (\$ 744,842) and other amounts receivable	3,059,795	2,314,953	744,842	340,077
25. Aggregate write-ins for other-than-invested assets	3,132,970	.418,815	2,714,155	4,119,673
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	267,589,006	4,530,596	263,058,410	199,278,953
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	267,589,006	4,530,596	263,058,410	199,278,953
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	402,148	.402,148	0	0
2502. Goodwill, net	2,489,231		2,489,231	3,982,769
2503. Intangibles, net	16,667	.16,667	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	224,924	.0	224,924	136,904
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	3,132,970	418,815	2,714,155	4,119,673

STATEMENT AS OF JUNE 30, 2014 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 \$ 1,781,764 reinsurance ceded).....	107,282,479		107,282,479	75,161,317
2. Accrued medical incentive pool and bonus amounts6,064		.6,064	0
3. Unpaid claims adjustment expenses.....	1,951,409		1,951,409	1,143,000
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act.....	123,745		123,745	324,895
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	63,760		63,760	19,763
9. General expenses due or accrued	37,219,617		37,219,617	15,731,975
10.1 Current federal and foreign income tax payable and interest thereon (including \$ 3,827 on realized gains (losses))	65,354		65,354	1,183,512
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	1,270,000		1,270,000	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers).....			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	11,562,469	0	11,562,469	0
24. Total liabilities (Lines 1 to 23).....	159,544,897	0	159,544,897	93,564,462
25. Aggregate write-ins for special surplus funds	XXX	XXX	8,794,644	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	69,150,000	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	24,568,869	36,464,489
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	103,513,513	105,714,489
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	263,058,410	199,278,951
DETAILS OF WRITE-INS				
2301. Health Insurer Fee Payable.....	11,562,469		11,562,469	0
2302.			0	0
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)	11,562,469	0	11,562,469	0
2501. 2015 Health Insurer Fee Estimate.....	XXX	XXX	8,794,644	
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	8,794,644	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 JUNE 30, 2014 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	1,150,792	943,351	1,964,376
2. Net premium income (including \$ non-health premium income)	XXX	484,464,586	361,585,043	795,033,635
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	484,464,586	361,585,043	795,033,635
Hospital and Medical:				
9. Hospital/medical benefits		260,213,642	189,158,390	431,923,263
10. Other professional services		30,267,901	15,150,264	39,644,226
11. Outside referrals			0	0
12. Emergency room and out-of-area		33,859,698	24,940,663	50,956,939
13. Prescription drugs		65,309,488	48,409,687	103,606,626
14. Aggregate write-ins for other hospital and medical	0	(952,764)	0	0
15. Incentive pool, withhold adjustments and bonus amounts		6,064	0	0
16. Subtotal (Lines 9 to 15)	0	388,704,029	277,659,004	626,131,054
Less:				
17. Net reinsurance recoveries		2,303,723	2,365,515	6,094,544
18. Total hospital and medical (Lines 16 minus 17)	0	386,400,306	275,293,489	620,036,510
19. Non-health claims (net)			0	0
20. Claims adjustment expenses, including \$ 313,370 cost containment expenses		13,390,211	10,671,451	23,858,908
21. General administrative expenses		85,498,250	59,507,739	131,994,149
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)		(201,150)	0	324,895
23. Total underwriting deductions (Lines 18 through 22)	0	485,087,617	345,472,679	776,214,462
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(623,031)	16,112,364	18,819,173
25. Net investment income earned		1,057,032	1,052,272	2,025,823
26. Net realized capital gains (losses) less capital gains tax of \$.....3,827		7,107	0	8,830
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,064,139	1,052,272	2,034,653
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	441,108	17,164,636	20,853,826
31. Federal and foreign income taxes incurred	XXX	4,468,573	6,138,696	7,713,521
32. Net income (loss) (Lines 30 minus 31)	XXX	(4,027,465)	11,025,940	13,140,305
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. Unpaid Reinsurance Recoveries.....		(952,764)	0	0
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	(952,764)	0	0
2901.			0	0
2902.			0	0
2903.			0	0
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	105,714,492	90,735,177	90,735,177
34. Net income or (loss) from Line 32	(4,027,465)	11,025,940	13,140,305
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 \$	46,640	149,486	(84,893)
37. Change in net unrealized foreign exchange capital gain or (loss)		0	0
38. Change in net deferred income tax	432,645	(1,087)	598,142
39. Change in nonadmitted assets	344,355	1,784,061	1,168,331
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		0	0
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	900,000	0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital		0	0
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	(2,200,979)	12,724,021	14,979,315
49. Capital and surplus end of reporting period (Line 33 plus 48)	103,513,513	103,459,198	105,714,492
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 JUNE 30, 2014 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.....	474,910,930	362,309,985	796,100,095
2. Net investment income.....	1,367,181	1,711,124	3,377,988
3. Miscellaneous income.....	0	0	0
4. Total (Lines 1 to 3).....	476,278,111	364,021,109	799,478,083
5. Benefit and loss related payments.....	354,349,597	280,974,770	594,199,919
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	62,933,798	73,940,832	153,133,235
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).....	12,740,774	5,439	11,708,052
10. Total (Lines 5 through 9).....	430,024,169	354,921,041	759,041,206
11. Net cash from operations (Line 4 minus Line 10).....	46,253,942	9,100,068	40,436,878
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	18,822,271	43,343,934	86,910,477
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	459,297
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....	0	0	0
12.7 Miscellaneous proceeds.....	1	25,000	0
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	18,822,272	43,368,934	87,369,774
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	29,669,888	54,910,853	99,941,323
13.2 Stocks.....	0	0	6,000,000
13.3 Mortgage loans.....	0	0	0
13.4 Real estate.....	0	0	0
13.5 Other invested assets.....	4,280,000	200,000	720,000
13.6 Miscellaneous applications.....	1	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6).....	33,949,889	55,110,853	106,661,324
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).....	(15,127,617)	(11,741,919)	(19,291,550)
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.....	900,000	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	0
16.6 Other cash provided (applied).....	0	0	0
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	900,000	0	0
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).....	32,026,325	(2,641,851)	21,145,328
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	60,170,002	39,024,674	39,024,674
19.2 End of period (Line 18 plus Line 19.1).....	92,196,327	36,382,823	60,170,002

STATEMENT AS OF JUNE 30, 2014 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	172,208	0	.0	0	0	.0	0	1,357	170,851	.0
2. First Quarter	180,737	.395	.0	0	0	.0	0	1,403	178,939	.0
3. Second Quarter	224,882	.791	.0	0	0	.0	0	1,368	222,723	.0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	1,150,792	3,032						8,292	1,139,468	
Total Member Ambulatory Encounters for Period:										
7. Physician	648,563	4,210						18,622	625,731	
8. Non-Physician	700,810	2,075						7,420	691,315	
9. Total	1,349,373	6,285	0	0	0	0	0	26,042	1,317,046	0
10. Hospital Patient Days Incurred	55,516	93						1,767	53,656	
11. Number of Inpatient Admissions	9,989	15						256	9,718	
12. Health Premiums Written (a)	488,591,311	1,078,258						10,010,265	477,502,788	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	488,591,311	1,078,258						10,010,265	477,502,788	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	354,273,080	261,922						8,747,717	345,263,441	
18. Amount Incurred for Provision of Health Care Services	388,704,030	856,843						8,917,525	378,929,662	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 10,010,265

STATEMENT AS OF JUNE 30, 2014 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.....						
0399999 Aggregate accounts not individually listed-covered	34,117,507	2,758,944	348,463	140,723	672,308	38,037,945
0499999 Subtotals	34,117,507	2,758,944	348,463	140,723	672,308	38,037,945
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	71,026,299
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	109,064,244
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	6,064

STATEMENT AS OF JUNE 30, 2014 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)		268,605		587,569	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	1,485,385	7,635,141	118,733	1,760,788	1,604,118	1,709,714
7. Title XIX - Medicaid	63,223,092	283,970,652	2,667,009	102,148,379	65,890,101	73,451,604
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	64,708,477	291,874,398	2,785,742	104,496,736	67,494,219	75,161,318
10. Health care receivables (a).....		2,309,796			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts				6,064	0	0
13. Totals (Lines 9-10+11+12)	64,708,477	289,564,602	2,785,742	104,502,800	67,494,219	75,161,318

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

STATEMENT AS OF JUNE 30, 2014 OF THE Buckeye Community Health Plan, Inc.

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 for determining its solvency under Ohio Insurance Law.

The Ohio Department of Insurance recognizes only statutory accounting practices for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Ohio insurance law. The National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual*, version effective August 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.

		<u>State of</u> <u>Domicile</u>	<u>2014</u>	<u>2013</u>
<u>NET INCOME</u>				
(1) Buckeye Community Health Plan state basis (Page 4, Line 32, Columns 2 & 4)	Ohio	\$ (4,027,465)	\$ 13,140,305	
(2) State Prescribed Practices that increase/(decrease) NAIC SAP: e.g., Depreciation of fixed assets	Ohio	-	-	
(3) State Permitted Practices that increase/(decrease) NAIC SAP: e.g., Depreciation of fixed assets, home office property	Ohio	-	-	
(4) NAIC SAP (1-2-3=4)	Ohio	\$ (4,027,465)	\$ 13,140,305	
<u>SURPLUS</u>				
(5) Buckeye Community Health Plan state basis (Page 3, Line 33, Columns 3 & 4)	Ohio	\$ 103,513,513	\$ 105,714,489	
(6) State Prescribed Practices that increase/(decrease) NAIC SAP: e.g., Goodwill, net e.g., Fixed Assets, net	Ohio	-	-	
(7) State Permitted Practices that increase/(decrease) NAIC SAP: e.g., Home Office Property	Ohio	-	-	
(8) NAIC SAP (5-6-7=8)	Ohio	\$ 103,513,513	\$ 105,714,489	

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

No Change

C. Accounting Policy

1.-13. No Change

(2) Accounting Changes and Corrections of Errors

No change

(3) Business Combinations and Goodwill

A. Statutory Purchase Method

No Change

B. Statutory Merger

No Change

C. Assumption Reinsurance

No Change

D. Impairment Loss

No Change

(4) Discontinued Operations

No change

(5) Investments

A-C. No change

D. Loan-Backed Securities

STATEMENT AS OF JUNE 30, 2014 OF THE Buckeye Community Health Plan, Inc.

NOTES TO FINANCIAL STATEMENTS

1. Prepayment assumptions were obtained from Bloomberg.
2. There are no securities within the scope of this statement with a recognized other-than-temporary impairment.
3. 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	<u>\$298</u>
2. 12 Months or Longer	<u>\$20,513</u>
 - b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 Months	<u>\$821,121</u>
2. 12 Months or Longer	<u>\$4,721,681</u>
5. Due to the continuous unrealized loss position being less than 12 months for all securities and the immaterial amount of unrealized loss, it was deemed that the loss position was temporary.

E. Repurchase Agreements and/or Securities Lending Transactions

The Company does not 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

H. Restricted Assets

No Change

I. Working Capital Finance Investments

1. Aggregate Working Capital Finance Investments (WCFI) Book/Adjusted Carrying Value by NAIC Designation – None
2. Aggregate Maturity Distribution on the Underlying Working Capital Finance Programs – None
3. Events of default WCFI during the reporting period – None

(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

A,B,C,F - Nurse Response, an affiliate of the Company, provides nurse triage services to the Company for its individual comprehensive insurance product line. Medical expenses included \$1,516 for such services during the period ended June 30, 2014.

D.-L. No Change

NOTES TO FINANCIAL STATEMENTS

(11) Debt

- A. Capital Notes – None
- B. Federal Home Loan Bank Agreements – None

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

- A. Defined Benefit Plan – None
- B.-I. No Change

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

No change

(14) Contingencies

- A.-D. No Change

E - The Company has recognized an impairment charge of \$27,475 related to the member premium receivable outstanding as of June 30, 2014.

(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. Transfer of Receivables Reported as Sales - None
- 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

- 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.

The following table summarizes fair value measurements by level at June 30, 2014 for assets and liabilities measured at fair value on a recurring basis:

STATEMENT AS OF JUNE 30, 2014 OF THE Buckeye Community Health Plan, Inc.

NOTES TO FINANCIAL STATEMENTS

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Cash and Cash Equivalents	\$ 91,082,183	\$ -	\$ -	\$ 91,082,183
Perpetual Preferred stock				
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -
Total Perpetual Preferred Stocks	\$ -	\$ -	\$ -	\$ -
Bonds				
U.S. Governments	\$ -	\$ -	\$ -	\$ -
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Hybrid Securities	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -
Total Bonds	\$ -	\$ -	\$ -	\$ -
Common Stock				
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -
Total Common Stocks	\$ -	\$ -	\$ -	\$ -
Derivative assets				
Interest rate contracts	\$ -	\$ -	\$ -	\$ -
Foreign exchange contracts	\$ -	\$ -	\$ -	\$ -
Credit contracts	\$ -	\$ -	\$ -	\$ -
Commodity futures contracts	\$ -	\$ -	\$ -	\$ -
Commodity forward contracts	\$ -	\$ -	\$ -	\$ -
Total Derivatives	\$ -	\$ -	\$ -	\$ -
Separate account assets	\$ -	\$ -	\$ -	\$ -
Total assets at fair value	<u>\$ 91,082,183</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 91,082,183</u>
b. Liabilities at fair value				
Derivative liabilities	\$ -	\$ -	\$ -	\$ -
Total liabilities at fair value	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

The following table summarizes fair value measurements by level at December 31, 2013 for assets and liabilities measured at fair value on a recurring basis:

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Cash and Cash Equivalents	\$ 60,170,000	\$ -	\$ -	\$ 60,170,000
Perpetual Preferred stock				
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -
Total Perpetual Preferred Stocks	\$ -	\$ -	\$ -	\$ -
Bonds				
U.S. Governments	\$ -	\$ -	\$ -	\$ -
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Hybrid Securities	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -
Total Bonds	\$ -	\$ -	\$ -	\$ -
Common Stock				
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -
Total Common Stocks	\$ -	\$ -	\$ -	\$ -
Derivative assets				
Interest rate contracts	\$ -	\$ -	\$ -	\$ -
Foreign exchange contracts	\$ -	\$ -	\$ -	\$ -
Credit contracts	\$ -	\$ -	\$ -	\$ -
Commodity futures contracts	\$ -	\$ -	\$ -	\$ -
Commodity forward contracts	\$ -	\$ -	\$ -	\$ -
Total Derivatives	\$ -	\$ -	\$ -	\$ -
Separate account assets	\$ -	\$ -	\$ -	\$ -
Total assets at fair value	<u>\$ 60,170,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 60,170,000</u>
b. Liabilities at fair value				
Derivative liabilities	\$ -	\$ -	\$ -	\$ -
Total liabilities at fair value	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

B. None

C. Aggregate Fair Value for All Financial Statements

The following table summarizes fair value measurements by level at June 30, 2014 for all financial instruments:

STATEMENT AS OF JUNE 30, 2014 OF THE Buckeye Community Health Plan, Inc.

NOTES TO FINANCIAL STATEMENTS

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 122,469,602	\$ 122,151,396	\$ 20,309,544	\$ 102,160,123	\$ -	\$ -
Short-term investment	\$ 1,114,209	\$ 1,114,144	\$ -	\$ 1,114,209	\$ -	\$ -

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

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 109,533,203	\$ 110,360,210	\$ 19,865,595	\$ 89,667,608	\$ -	\$ -

(21) Other Items

- A. Extraordinary Items – None
- B. Troubled Debt Restructuring: Debtors – None
- C. Other Disclosures - None
- D. Business Interruption Insurance Recoveries – None
- E. State Transferable and Non-transferable Tax Credits – None
- F. Subprime-Mortgage-Related Risk Exposure – None
- G. Retained Assets – None
- H. Offsetting and Netting of Assets and Liabilities – None
- I. Joint and Several Liabilities – None
- J. Risk Sharing Provisions of the Affordable Care Act

Permanent ACA Risk Adjustment Program	Premium adjustments receivable due to ACA Risk Adjustment	Risk adjustment user fees payable for ACA Risk Adjustment	Premium adjustments payable due to ACA Risk Adjustment	Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	Reported in expenses as ACA risk adjustment user fees (incurred/paid)
6/30/2014	\$ -	\$ 243	\$ -	\$ -	\$ 243

Transitional ACA Reinsurance Program	Amounts recoverable for claims paid due to ACA Reinsurance	Amounts recoverable for claims unpaid due to ACA Reinsurance	Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	Claims unpaid ceded due to ACA Reinsurance	Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	Ceded reinsurance premiums payable due to ACA Reinsurance	Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance	Ceded reinsurance premiums due to ACA Reinsurance	Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	ACA Reinsurance contributions - not reported as ceded premium
6/30/2014	\$ 1,287	\$ 197,672	\$ -	\$ -	\$ 2,668	\$ 13,251	\$ -	\$ 13,251	\$ 197,672	\$ 2,668

Temporary ACA Risk Corridors Program	Accrued retrospective premium due to ACA Risk Corridors	Reserve for rate credits for policy experience rating refunds due to ACA Risk Corridors	Effect of ACA Risk Corridors on net premium income (paid/received)	Effect of ACA Risk Corridors on change in reserves for rate credits
6/30/2014	\$ -	\$ -	\$ -	\$ -

(22) Events Subsequent

No change

(23) Reinsurance

No change

(24) Retrospectively Rated Contracts and Contracts Subject to Redetermination

No change

(25) Change in Incurred Claims and Claims Adjustment Expenses

Reserves for incurred claims and claim adjustment expenses as of December 31, 2013 were \$75.2 million and \$1.1 million. As of June 30, 2014, \$64.7 million and \$1.1 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 \$2.8 million and \$0 as a result of the re-estimation of unpaid claims and claim adjustment expenses. Therefore, there has been \$7.7 million in favorable prior year development. This change is generally the result of ongoing analysis of recent loss development

NOTES TO FINANCIAL STATEMENTS

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

1. Liability carried for premium deficiency reserves	<u>\$123,745</u>
2. Date of the most recent evaluation of this liability	<u>07/11/2014</u>
3. Was anticipated investment income utilized in the calculation?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 [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 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []

If yes, complete Schedule Y, Parts 1 and 1A.

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

3.3 If the response to 3.2 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? Yes [] No [X] NA []
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. 12/31/2012

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). 03/20/2014

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 [] NA [X]

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 JUNE 30, 2014 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 [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 [X] No []

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	\$ 6,011,754	\$ 6,074,623
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).....	\$ 6,011,754	\$ 6,074,623
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 JUNE 30, 2014 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 \$.....0
 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....0
 16.3 Total payable for securities lending reported on the liability page \$.....0

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
Wells Fargo.....	230 W. Monroe St., Chicago, IL 60606.....
Brown Brothers Harriman & Co.....	140 Broadway, New York, NY 10005.....
Bank of America.....	135 South LaSalle, 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.....	79.8 %
1.2 A&H cost containment percent	0.1 %
1.3 A&H expense percent excluding cost containment expenses.....	20.3 %
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 JUNE 30, 2014 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

STATEMENT AS OF JUNE 30, 2014 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							9 Deposit-Type Contracts
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	
1. Alabama	AL	N.						0	
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. 1,078,258	10,010,265	477,502,788				488,591,311	
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 1,078,258	10,010,265	477,502,788	0	0	0	488,591,311	0
60. Reporting entity contributions for Employee Benefit Plans		XXX						0	
61. Total (Direct Business)	(a) 1	1,078,258	10,010,265	477,502,788	0	0	0	488,591,311	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
58999	Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX 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

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	
CMC Hanley, LLC	46-4234827	MO	
Cantina Laredo Clayton, LP	36-4783005	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 (17%)	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 Arizona, Inc	80-0879942	AZ	14704
Cenpatico of Louisiana, Inc.	45-2303998	LA	15357
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	
Dental Health & Wellness, Inc	46-2783884	DE	
Dental Health & Wellness of Louisiana, Inc.	46-4168814	LA	
Peach State Health Plan, Inc	20-3174593	GA	12315
Health Plan Real Estate Holding, Inc (21%)	46-2860967	MO	
Buckeye Community Health Plan, Inc	32-0045282	OH	11834
Health Plan Real Estate Holding, Inc (13%)	46-2860967	MO	
Absolute Total Care, Inc	20-5693998	SC	12959

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

PART 1 - ORGANIZATIONAL CHART

Health Plan Real Estate Holding, Inc (1%)	46-2860967	MO	
Coordinated Care Corporation d/b/a Managed Health Services	39-1821211	IN	95831
Coordinated Care of Washington, Inc.	46-2578279	WA	15352
Health Plan Real Estate Holding, Inc (15%)	46-2860967	MO	
Managed Health Services Insurance Corp	39-1678579	WI	96822
Health Plan Real Estate Holding, Inc (2%)	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 (21%)	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	
IlliniCare Health Plan, Inc	27-2186150	IL	14053
Health Plan Real Estate Holding, Inc (5%)	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 (5%)	46-2860967	MO	
Sunflower State Health Plan, Inc	45-3276702	KS	14345
Casenet LLC	90-0636938	DE	
Granite State Health Plan, Inc	45-4792498	NH	14226
Western Sky Community Care, Inc	45-5583511	NM	
Centurion Group,	61-1450727	DE	

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

PART 1 - ORGANIZATIONAL CHART

Inc	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
	Centurion of Missouri, LLC	46-4102134	MO
	Centurion of West Virginia, LLC	46-4839132	WV
	MHS Travel & Charter, Inc	43-1795436	WI
	Health Care Enterprises, LLC	46-4855483	DE
	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
	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
	HomeScripts, LLC	27-3707698	MI
	U.S. Medical Management Holdings, Inc	27-0275614	DE
	Phoenix Home Health Care Holdings, Inc	27-0275730	DE
	U.S. Medical Management, LLC (4%)	38-3153946	DE
	Pinnacle Home Care Holdings, Inc	27-0275563	DE
	U.S. Medical Management, LLC (1%)	38-3153946	DE
	ComfortBrook Hospice Holdings, Inc	27-0275782	DE
	U.S. Medical Management, LLC (1%)	38-3153946	DE
	U.S. Medical Management, LLC (14%)	38-3153946	DE
	U.S. Medical Management, LLC (48%)	38-3153946	DE
	RMED, LLC	31-1733889	FL
	Heritage Home Hospice, LLC	51-0581762	MI
	Rapid Respiratory Services, LLC	20-4364776	DE
	Grace Hospice of Austin, LLC	20-2827613	MI
	Seniorcorps Peninsula, LLC	26-4435532	VA
	ComfortBrook Hospice, LLC	20-1530070	OH
	R&C Healthcare, LLC	33-1179031	TX
	Comfort Hospice of Texas, LLC	20-4996551	MI
	A N J, LLC	20-0927034	TX
	Grace Hospice of San Antonio, LLC	20-2827526	MI

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

Pinnacle Senior Care of Missouri, LLC	46-0861469	MI
Grace Hospice of Grand Rapids, LLC	45-0679248	MI
Country Style Health Care, LLC	03-0556422	TX
Grace Hospice of Indiana, LLC	45-0634905	MI
Phoenix Home Health Care, LLC	14-1878333	DE
Grace Hospice of Virginia, LLC	45-5080637	MI
Traditional Home Health Services, LLC	75-2635025	TX
Comfort Hospice of Missouri, LLC	45-5080567	MI
Family Nurse Care, LLC	38-2751108	MI
Grace Hospice of Colorado, LLC	45-5080675	MI
Family Nurse Care II, LLC	20-5108540	MI
Grace Hospice of Wisconsin, LLC	46-1708834	MI
Family Nurse Care of Ohio, LLC	20-3920947	MI
Hospice DME Company, LLC	46-1734288	MI
Pinnacle Senior Care of Wisconsin, LLC	46-4229858	WI
Pinnacle Home Care, LLC	76-0713516	TX
USMM Accountable Care Network, LLC	46-5730959	DE
USMM Accountable Care Partners, LLC	46-5735993	DE
USMM Accountable Care Solutions, LLC	46-5745748	DE
North Florida Health Services, Inc	59-3519060	FL

STATEMENT AS OF JUNE 30, 2014 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.....	0.....
01295.....	Centene Corporation.....	00000.....	39-1864073.....				Centene Management Company LLC.....	WI.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-0057283.....				CMC Real Estate Co. LLC.....	DE.....	NIA.....	Centene Management Company LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	26-4094682.....				Centene Center LLC.....	DE.....	NIA.....	CMC Real Estate Co. LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-4234827.....				CMC Hanley, LLC.....	MO.....	NIA.....	CMC Real Estate Co. LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	36-4783005.....				Cantina Laredo Clayton, LP.....	DE.....	NIA.....	CMC Real Estate Co. LLC.....	Ownership.....	51.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	45-5431787.....				GPT Acquisition LLC.....	DE.....	NIA.....	CMC Real Estate Co. LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	45-4372065.....				Clayton Property Investment LLC.....	DE.....	NIA.....	CMC Real Estate Co. LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	71013.....	39-0993433.....				Bankers Reserve Life Insurance Company of Wisconsin.....	WI.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	22-3889471.....				CenCorp Health Solutions, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	42-1565805.....				Cenphiny Mgmt, LLC.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	1.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	42-1565807.....				NurseWise Holdings LLC.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	99.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	52-2379566.....				NurseWise LP.....	DE.....	NIA.....	NurseWise Holdings LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-4730372.....				Nurse Response, Inc.....	DE.....	NIA.....	NurseWise Holdings LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-4980875.....				Bridgeway Health Solutions, LLC.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-4980818.....				Bridgeway Health Solutions of Arizona, LLC.....	AZ.....	NIA.....	Bridgeway Health Solutions, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	06-1476380.....				Nurtur Health, Inc.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	06-1404277.....				Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations.....	CT.....	NIA.....	Nurtur Health, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	16-1686991.....				Wellness By Choice, LLC.....	NY.....	NIA.....	Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	68-0461584.....				Cenpatico Behavioral Health, LLC.....	CA.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	12525.....	74-3018565.....				Cenpatico Behavioral Health of TX, Inc.....	TX.....	IA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	86-0782736.....				CBHSP Arizona, Inc.....	AZ.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	14704.....	80-0879942.....				Cenpatico of Arizona, Inc.....	AZ.....	IA.....	Cenpatico Behavioral Health of Arizona, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....

STATEMENT AS OF JUNE 30, 2014 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.....	15357.....	45-2303998.....				Cenpatico of Louisiana, Inc.....	LA.....	IA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	74-2892993.....				Integrated Mental Health Mgmt, LLC.....	TX.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	74-2785494.....				Integrated Mental Health Services.....	TX.....	NIA.....	Cenpatico Behavioral Health, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-1624120.....				Cenpatico Behavioral Health of Arizona, LLC.....	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.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-4861241.....				Total Vision, Inc.....	DE.....	NIA.....	OptiCare Managed Vision, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2783884.....				Dental Health & Wellness, Inc.....	DE.....	NIA.....	CenCorp Health Solutions, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-4168814.....				Dental Health & Wellness of Louisiana, Inc.....	LA.....	NIA.....	Dental Health & Wellness, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	12315.....	20-3174593.....				Peach State Health Plan, Inc.....	GA.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	11834.....	32-0045282.....				Buckeye Community Health Plan, Inc.....	OH.....	RE.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	12959.....	20-5693998.....				Absolute Total Care, Inc.....	SC.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	95831.....	39-1821211.....				Coordinated Care Corporation d/b/a Managed Health Services.....	IN.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	15352.....	46-2578279.....				Coordinated Care of Washington, Inc.....	WA.....	IA.....	Coordinated Care Corporation d/b/a Managed Health Services.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	96822.....	39-1678579.....				Managed Health Services Insurance Corp.....	WI.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	60078.....	86-0819817.....				Halmark Life Insurance Co.....	AZ.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	36-2979209.....				Celtic Group, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	80799.....	06-0641618.....				Celtic Insurance Company.....	IL.....	IA.....	Celtic Group, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-2221367.....				Novasys Health, Inc.....	DE.....	NIA.....	Celtic Group, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	26-4278205.....				CeltiCare Health Plan Holdings LLC.....	DE.....	NIA.....	Celtic Group, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	13632.....	26-4818440.....				CeltiCare Health Plan of Massachusetts, Inc.....	MA.....	IA.....	CeltiCare Health Plan Holdings LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....

STATEMENT AS OF JUNE 30, 2014 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.....	95647.....	74-2770542.....				Superior HealthPlan, Inc.....	TX.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-0916294.....				Healthy Louisiana Holdings LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	13970.....	27-1287287.....				Louisiana Healthcare Connections, Inc.....	LA.....	IA.....	Healthy Louisiana Holdings LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2794037.....				LSM Holdco, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2798132.....				Lifeshare Management Group, LLC.....	NH.....	NIA.....	LSM Holdco, Inc.....	Ownership.....	49.0.....	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.....
01295.....	Centene Corporation.....	00000.....	20-2074217.....				CCTX Holdings, LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	1.0.....	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.....	Corporation.....	0.....
01295.....	Centene Corporation.....	14053.....	27-2186150.....				IlliniCare Health Plan, Inc.....	IL.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	26-0557093.....				Sunshine Health Holding LLC.....	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 LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	56-2384404.....				Access Health Solutions LLC.....	FL.....	NIA.....	Sunshine Health Holding LLC.....	Ownership.....	100.0.....	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.....	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.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	90-0636938.....				Casenet LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	.82.2.....	Corporation.....	0.....
01295.....	Centene Corporation.....	14226.....	45-4792498.....				Granite State Health Plan, Inc.....	NH.....	IA.....	Centene Corporation.....	Ownership.....	100.0.....	Corporation.....	0.....

STATEMENT AS OF JUNE 30, 2014 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.....	45-5583511.....				Western Sky Community Care, Inc.....	NM.....	NIA.....	Centene Corporation.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	61-1450727.....				Centurion Group, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	90-0766502.....				Centurion LLC.....	DE.....	NIA.....	Centurion Group, Inc.....	Ownership.....	51.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	30-0752651.....				Centurion of Tennessee, LLC.....	TN.....	NIA.....	Centurion LLC.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	61-1696004.....				Massachusetts Partnership for Correctional Healthcare, LLC.....	MA.....	NIA.....	Centurion LLC.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	46-3590120.....				Centurion of Idaho, LLC.....	ID.....	NIA.....	Centurion LLC.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	46-1041008.....				Centurion of Michigan, LLC.....	MI.....	NIA.....	Centurion LLC.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	46-2717814.....				Centurion of Minnesota, LLC.....	MN.....	NIA.....	Centurion LLC.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	46-4102134.....				Centurion of Missouri, LLC.....	MO.....	NIA.....	Centurion LLC.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	46-4839132.....				Centurion of West Virginia, LLC.....	WV.....	NIA.....	Centurion LLC.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	43-1795436.....				MHS Travel & Charter, Inc.....	WI.....	NIA.....	Centene Corporation.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	46-4855483.....				Health Care Enterprises, LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	46-0907261.....				California Health and Wellness Plan.....	CA.....	NIA.....	Centene Corporation.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	27-3617766.....				Specialty Therapeutic Care Holdings, LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	73-1698807.....				Specialty Therapeutic Care, GP, LLC.....	TX.....	NIA.....	Specialty Therapeutic Care Holdings, LLC.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	73-1698808.....				Specialty Therapeutic Care, LP.....	TX.....	NIA.....	Specialty Therapeutic Care Holdings, LLC.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	80-0856383.....				AcariaHealth Solutions, Inc.....	DE.....	NIA.....	Specialty Therapeutic Care Holdings, LLC.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	45-2780334.....				AcariaHealth, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	27-1599047.....				AcariaHealth Pharmacy #14, Inc.....	CA.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	20-8192615.....				AcariaHealth Pharmacy #11, Inc.....	TX.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	27-2765424.....				AcariaHealth Pharmacy #12, Inc.....	NY.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	26-0226900.....				AcariaHealth Pharmacy #13, Inc.....	CA.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	13-4262384.....				AcariaHealth Pharmacy, Inc.....	CA.....	NIA.....	AcariaHealth, Inc.....	Ownership.....	100.0	Centene Corporation.....	0
01295.....	Centene Corporation.....	00000.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	Home State Health Plan, Inc.....	Ownership.....	5.0	Centene Corporation.....	0

STATEMENT AS OF JUNE 30, 2014 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.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	Absolute Total Care, Inc.....	Ownership.....	1.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	Peach State Health Plan, Inc.....	Ownership.....	21.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	Superior HealthPlan, Inc.....	Ownership.....	21.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	IlliniCare Health Plan, Inc.....	Ownership.....	5.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	Bankers Reserve Life Insurance Company of Wisconsin.....	Ownership.....	17.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	Managed Health Services Insurance Corp.....	Ownership.....	2.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	Buckeye Community Health Plan, Inc.....	Ownership.....	13.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-2860967.....				Health Plan Real Estate Holding, Inc.....	MO.....	NIA.....	Coordinated Care Corporation d/b/a Managed Health Services	Ownership.....	15.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-3707698.....				HomeScripts, LLC.....	MI.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-0275614.....				U.S. Medical Management Holdings, Inc.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-0275730.....				Phoenix Home Health Care Holdings, Inc.....	DE.....	NIA.....	U.S. Medical Management Holdings, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	38-3153946.....				U.S. Medical Management, LLC.....	DE.....	NIA.....	Phoenix Home Health Care Holdings, Inc.....	Ownership.....	4.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-0275563.....				Pinnacle Home Care Holdings, Inc.....	DE.....	NIA.....	U.S. Medical Management Holdings, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	38-3153946.....				U.S. Medical Management, LLC.....	DE.....	NIA.....	Pinnacle Home Care Holdings, Inc.....	Ownership.....	1.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	27-0275782.....				ComfortBrook Hospice Holdings, Inc.....	DE.....	NIA.....	U.S. Medical Management Holdings, Inc.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	38-3153946.....				U.S. Medical Management, LLC.....	DE.....	NIA.....	ComfortBrook Hospice Holdings, Inc.....	Ownership.....	1.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	38-3153946.....				U.S. Medical Management, LLC.....	DE.....	NIA.....	U.S. Medical Management Holdings, Inc.....	Ownership.....	14.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	38-3153946.....				U.S. Medical Management, LLC.....	DE.....	NIA.....	Centene Corporation.....	Ownership.....	48.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	31-1733889.....				RMED, LLC.....	FL.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	51-0581762.....				Heritage Home Hospice, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-4364776.....				Rapid Respiratory Services, LLC.....	DE.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-2827613.....				Grace Hospice of Austin, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	26-4435532.....				Seniorcorps Peninsula, LLC.....	VA.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....

STATEMENT AS OF JUNE 30, 2014 OF THE Buckeye Community Health Plan, Inc.

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

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01295.....	Centene Corporation.....	00000.....	20-1530070.....				ComfortBrook Hospice, LLC.....	OH.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	33-1179031.....				R&C Healthcare, LLC.....	TX.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-4996551.....				Comfort Hospice of Texas, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-0927034.....				A N J, LLC.....	TX.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-2827526.....				Grace Hospice of San Antonio, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-0861469.....				Pinnacle Senior Care of Missouri, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	45-0679248.....				Grace Hospice of Grand Rapids, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	03-0556422.....				Country Style Health Care, LLC.....	TX.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	45-0634905.....				Grace Hospice of Indiana, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	14-1878333.....				Phoenix Home Health Care, LLC.....	DE.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	45-5080637.....				Grace Hospice of Virginia, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	75-2635025.....				Traditional Home Health Services, LLC.....	TX.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	45-5080567.....				Comfort Hospice of Missouri, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	38-2751108.....				Family Nurse Care, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	45-5080675.....				Grace Hospice of Colorado, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-5108540.....				Family Nurse Care II, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-1708834.....				Grace Hospice of Wisconsin, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	20-3920947.....				Family Nurse Care of Ohio, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-1734288.....				Hospice DME Company, LLC.....	MI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	46-4229858.....				Pinnacle Senior Care of Wisconsin, LLC.....	WI.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	76-0713516.....				Pinnacle Home Care, LLC.....	TX.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	45-4165480.....				USMM Accountable Care Network, LLC.....	DE.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	45-4157180.....				USMM Accountable Care Partners, LLC.....	DE.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	45-4154905.....				USMM Accountable Care Solutions, LLC.....	DE.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Centene Corporation.....	0.....
01295.....	Centene Corporation.....	00000.....	59-3519060.....				North Florida Health Services, Inc.....	FL.....	NIA.....	U.S. Medical Management, LLC.....	Ownership.....	100.0.....	Corporation.....	0.....

STATEMENT AS OF JUNE 30, 2014 OF THE Buckeye Community Health Plan, Inc.

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

Asterisk	Explanation

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.



11834201436500002

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.

*ASSETS

	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
2504. State Income Taxes Receivable.....	224,924		224,924	136,904
2597. Summary of remaining write-ins for Line 25 from Page 02	224,924	0	224,924	136,904

STATEMENT AS OF JUNE 30, 2014 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

NONE

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	1,653,392	1,299,177
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	4,000,000	0
2.2 Additional investment made after acquisition	280,000	720,000
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase (decrease)	133,258	93,512
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	459,297	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)	6,066,650	1,653,392
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	6,066,650	1,653,392

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	116,371,963	98,305,120
2. Cost of bonds and stocks acquired	29,669,885	105,941,326
3. Accrual of discount	9,734	10,250
4. Unrealized valuation increase (decrease)	62,869	11,754
5. Total gain (loss) on disposals	10,933	13,583
6. Deduct consideration for bonds and stocks disposed of	17,552,268	86,875,478
7. Deduct amortization of premium	347,097	1,034,592
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)	128,226,019	116,371,963
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	128,226,019	116,371,963

STATEMENT AS OF JUNE 30, 2014 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 NAIC Designation

NAIC Designation	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. NAIC 1 (a).....	93,279,162	97,047,163	48,264,774	(142,387)	93,279,162	141,919,165	0	104,395,358
2. NAIC 2 (a).....	13,809,426	1,669,792	45,000	(32,312)	13,809,426	15,401,906	0	14,019,712
3. NAIC 3 (a).....	0				0	0	0	0
4. NAIC 4 (a).....	4,000,000				4,000,000	4,000,000	0	4,000,000
5. NAIC 5 (a).....	0				0	0	0	0
6. NAIC 6 (a).....	0				0	0	0	0
7. Total Bonds.....	111,088,588	98,716,955	48,309,774	(174,699)	111,088,588	161,321,071	0	122,415,070
PREFERRED STOCK								
8. NAIC 1.....	0				0	0	0	0
9. NAIC 2.....	0				0	0	0	0
10. NAIC 3.....	0				0	0	0	0
11. NAIC 4.....	0				0	0	0	0
12. NAIC 5.....	0				0	0	0	0
13. NAIC 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock.....	111,088,588	98,716,955	48,309,774	(174,699)	111,088,588	161,321,071	0	122,415,070

(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 \$1,114,144 ; NAIC 2 \$;

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

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STATEMENT AS OF JUNE 30, 2014 OF THE Buckeye Community Health Plan, Inc.

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	39,169,674	XXX	39,173,425	1,932	1,599

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.....	12,054,860	20,045,771
2. Cost of short-term investments acquired	156,118,645	435,009,290
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	129,000,080	443,000,201
7. Deduct amortization of premium.....	3,751	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).....	39,169,674	12,054,860
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	39,169,674	12,054,860

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	500,000	9,200,000
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	500,000	9,200,000
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

STATEMENT AS OF JUNE 30, 2014 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

SCHEDULE BA - PART 3

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

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STATEMENT AS OF JUNE 30, 2014 OF THE Buckeye Community Health Plan, Inc.

SCHEDULE D - PART 3

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation or Market Indicator ^(a)
Bonds - U.S. Special Revenue									
160853-MR-5.	CHARLOTTE MECKLENBURG NC HOSP.		04/15/2014	JP Morgan Chase.....	200,000	.200,000		2	.1FE
545904-GS-7.	LOUDOUN CNTY CA SANTN WTR SWR REV.		06/02/2014	Wells Fargo.....	1,300,000	.1,300,000			.1FE
57586-E-HU-8.	MASSACHUSETTS ST HEALTH AUTH REV.		06/23/2014	Wells Fargo.....	400,000	.400,000		8	.1FE
606901-LE-4.	MISSOURI ST HLTH & EDL FACS WASH U.		04/02/2014	Wachovia Bank/Capital Mkt.....	100,000	.100,000			.1FE
60635H-XV-6.	MISSOURI ST HLTH & EDL VR WASH UN.		06/11/2014	JP Morgan Chase.....	100,000	.100,000		1	.1FE
650010-AD-3.	NEW YORK ST THRUWAY AUTH GEN REV J.		05/07/2014	Citigroup Global Markets.....	1,297,722	.1,120,000		22,400	.1FE
679111-TB-0.	OKLAHOMA ST TPK AUTH TPK REV		06/27/2014	JP Morgan Chase.....	200,000	.200,000		8	.1FE
708692-BF-4.	PENNSYLVANIA ST ECON PROJ VR.		06/26/2014	Merrill Lynch.....	1,270,000	.1,270,000			.1FE
717903-ZG-6.	PHILADELPHIA PA HOSPS AND EDU.		05/16/2014	JP Morgan Chase.....	600,000	.600,000		10	.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						5,467,722	5,290,000	22,429	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00287Y-AG-4.	ABBVIE INC 1.2.....		05/20/2014	Credit Suisse First Bosto.....	1,010,280	.1,000,000		.567	.2FE
00440E-AJ-6.	ACE INA HOLDINGS.....		05/14/2014	Credit Suisse First Bosto.....	1,101,589	.980,000		14,586	.1FE
03063W-AE-7.	AMERI CREDIT AUTOMOBILE REC TRUST.....		05/09/2014	Credit Suisse First Bosto.....	1,485,230	.1,450,000		.638	.1FE
03523T-BN-7.	ANHEUSER BUSCH INBEV.....		05/07/2014	Barclay Capital.....	573,346	.570,000		2,547	.1FE
12505N-AB-0.	CCC RECEIVABLES TRUST.....		05/06/2014	JP Morgan Chase.....	689,940	.690,000			.1FE
34530M-AA-7.	FORD CREDIT AUTO OWNER TRUST.....		05/08/2014	Bank of America.....	549,863	.550,000			.1FE
617446-C2-3.	MORGAN STANLEY.....		05/09/2014	Nomura.....	607,811	.550,000		10,408	.1FE
69340F-AA-8.	PFS TAX LIEN TRUST.....		04/29/2014	Citigroup Global Markets.....	319,984	.320,000			.1FE
81721M-AJ-8.	SENIOR HOUSING PROPERTIES.....		04/23/2014	Wells Fargo.....	659,512	.660,000			.2FE
78459W-AA-9.	SNAAC AUTO RECEIVABLES TRUST.....		04/01/2014	Wells Fargo.....	459,987	.460,000			.1FE
25243Y-AR-0.	DIAEGO CAPITAL PLC 1.5.....	F	05/07/2014	Southwest Securities.....	1,184,075	.1,170,000		.49	.1FE
268317-AJ-3.	ELECTRICITE DE FRANCE.....	F	05/07/2014	Credit Suisse First Bosto.....	752,865	.750,000		4,927	.1FE
61982L-AA-5.	MOTOR PLC.....	F	04/09/2014	Citigroup Global Markets.....	930,000	.930,000			.1FE
86960B-AC-6.	SVENSKA HANDELSBANKEN AB.....	F	05/07/2014	Mizuho Security.....	1,306,108	.1,310,000		.3,016	.1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						11,630,590	11,390,000	36,738	XXX
8399997 - Subtotals - Bonds - Part 3						17,098,312	16,680,000	59,167	XXX
8399999 - Subtotals - Bonds						17,098,312	16,680,000	59,167	XXX
9999999 Totals						17,098,312	XXX	59,167	XXX

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

STATEMENT AS OF JUNE 30, 2014 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 Identifi- cation	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	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 Design- ation or Market Indicator (a)		
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B.A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B.A.C.V.									
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.		05/06/2014.	VARIOUS.			.200,000	.200,000	.200,000					0		.200,000				0	21	.01/15/2045.	1FE
160853-MR-5...	CHARLOTTE MECKLENBURG NC HOSP.		04/16/2014.	JP Morgan Chase			.200,000	.200,000	.200,000					0		.200,000				0	3	.01/15/2038.	1FE
20774L-RT-4...	CONNECTICUT ST HEALTH & EDL FA VAR.		04/16/2014.	Barclay Capital			.400,000	.400,000	.400,000					0		.400,000				0	13	.07/01/2036.	1FE
3138W9-RN-2...	FANNIE MAE POOL AS0492		06/25/2014.	PRINCIPAL RECEIPT			.75,802	.75,802	.75,293	.75,291		.511		.511		.75,802				0	643	.09/01/2028.	1
3138X6-M2-8...	FANNIE MAE POOL A6676.		06/25/2014.	PRINCIPAL RECEIPT			.63,988	.63,988	.63,558	.63,557		.431		.431		.63,988				0	628	.09/01/2028.	1
3138XD-SE-1...	FANNIE MAE POOL AV2316.		06/25/2014.	PRINCIPAL RECEIPT			.43,968	.43,968	.43,576			.392		.392		.43,968				0	317	.12/01/2028.	1
401784-VM-2...	GUILDFORD CNTY NC VR.		04/28/2014.	Wells Fargo			.580,000	.580,000	.580,000	.580,000				0		.580,000				0	105	.03/01/2025.	1FE
455057-TR-0...	INDIANA ST FIN AUTH REV.		04/16/2014.	Goldman Sachs & Co.			.100,000	.100,000	.100,000					0		.100,000				0	10	.02/01/2037.	1FE
485424-LG-8...	KANSAS ST DEPT OF TRANS HIGHY REV.		04/16/2014.	Wells Fargo			.100,000	.100,000	.100,000					0		.100,000				0	6	.09/01/2024.	1FE
545904-GS-7...	LOUDOUN CNTY CA SANTN WTR SWR REV.		05/12/2014.	Wells Fargo			.650,000	.650,000	.650,000	.650,000				0		.650,000				0	112	.01/01/2030.	1FE
606901-LE-4...	MISSOURI ST HLTH & EDL FACS WASH U.		05/06/2014.	Wachovia Bank/Capital Mkt.			.100,000	.100,000	.100,000					0		.100,000				0	6	.09/01/2030.	1FE
649716-7T-8...	NEW YORK, NY CITY TRANS FIN.		05/12/2014.	Morgan Stanley			.100,000	.100,000	.100,000					0		.100,000				0	19	.11/01/2022.	1FE
679111-TB-0...	OKLAHOMA ST TPK AUTH TPK REV.		04/09/2014.	JP Morgan Chase			.200,000	.200,000	.200,000					0		.200,000				0	8	.01/01/2028.	1FE
717903-ZG-6...	PHILADELPHIA PA HOSPS AND EDU.		05/19/2014.	JP Morgan Chase			.600,000	.600,000	.600,000					0		.600,000				0	21	.02/15/2021.	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					3,413,758	3,413,757	3,412,427	1,368,848	0	1,334	0	1,334	0	3,413,758	0	0	0	0	1,912	XXX	XXX		
Bonds - Industrial and Miscellaneous (Unaffiliated)																							
05464F-AB-0...	AXIS EQUIPMENT FINANCE RECEIVABLES		06/20/2014.	PRINCIPAL RECEIPT			.63,585	.63,585	.63,582	.63,602		(17)		(17)		.63,585				0	411	.06/20/2016.	1FE
14985M-AB-7...	CCG RECEIVABLES TRUST, EXETER AUTO RECEIVABLES TRUST		06/14/2014.	PRINCIPAL RECEIPT			.114,251	.114,251	.114,247	.114,264		(13)		(13)		.114,251				0	421	.04/14/2020.	1FE
301657-AA-0...	EXETER AUTOMOBILE RECEIVABLE TRUST		06/15/2014.	PRINCIPAL RECEIPT			.127,505	.127,505	.127,499	.127,530		(25)		(25)		.127,505				0	605	.12/15/2015.	1FE
30165P-AA-0...	RECEIVABLE TRUST		06/15/2014.	PRINCIPAL RECEIPT			.172,013	.172,013	.172,011	.172,054		(41)		(41)		.172,013				0	948	.11/15/2017.	1FE
594918-AB-0...	MICROSOFT CORP.		06/01/2014.	MATURITY			.1,250,000	.1,250,000	.1,283,963	.1,253,259		(3,259)		(3,259)		.1,250,000				0	18,438	.06/01/2014.	1FE
617484-AE-6...	MORGAN STANLEY		04/01/2014.	MATURITY			.45,000	.45,000	.44,199	.44,972		28		28		.45,000				0	1,069	.04/01/2014.	2FE
647110-FG-5...	NEW MEXICO EDUC ASSIST FOUNDATION		06/01/2014.	PRINCIPAL RECEIPT			.7,049	.7,049	.7,018	.7,021		28		28		.7,049				0	26	.04/01/2021.	1FE
69340F-AA-8...	PFS TAX LIEN TRUST		06/15/2014.	PRINCIPAL RECEIPT			.20,999	.20,999	.20,998	.20,998		1		1		.20,999				0	34	.05/15/2029.	1FE
80281A-AC-3...	SANTANDER DRIVE AUTO RECEIVABLES		04/15/2014.	PRINCIPAL RECEIPT			.183,100	.183,100	.183,099	.183,104		(4)		(4)		.183,100				0	1,310	.10/15/2015.	1FE
78392N-AA-9...	SNAC AUTO RECEIVABLES TRUST		06/15/2014.	PRINCIPAL RECEIPT			.77,102	.77,102	.77,100	.77,117		(15)		(15)		.77,102				0	360	.07/16/2018.	1FE
78459W-AA-9...	WESTLAKE AUTO RECEIVABLES		06/15/2014.	PRINCIPAL RECEIPT			.58,670	.58,670	.58,669			2		2		.58,670				0	36	.09/17/2018.	1FE
96041U-AB-8...	TR.		06/15/2014.	PRINCIPAL RECEIPT			.24,398	.24,398	.24,395	.24,400		(2)		(2)		.24,398				0	137	.07/15/2015.	1FE
61982L-AA-5...	MOTOR PLC		06/25/2014.	PRINCIPAL RECEIPT			.84,072	.84,072	.84,072			0		0		.84,072				0	62	.08/15/2021.	1FE
83173K-AD-4...	SMART TRUST LEASE		06/14/2014.	PRINCIPAL RECEIPT			.168,234	.168,234	.168,239			(5)		(5)		.168,234				0	1,024	.05/14/2016.	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)					2,395,978	2,395,977	2,429,060	2,235,562	0	(3,322)	0	(3,322)	0	2,395,978	0	0	0	0	24,881	XXX	XXX		
8399997 - Subtotals - Bonds - Part 4					5,809,736	5,809,734	5,841,487	3,604,410	0	(1,988)	0	(1,988)	0	5,809,736	0	0	0	0	26,793	XXX	XXX		
8399999 - Subtotals - Bonds					5,809,736	5,809,734	5,841,487	3,604,410	0	(1,988)	0	(1,988)	0	5,809,736	0	0	0	0	26,793	XXX	XXX		
9999999 Totals					5,809,736	XXX	5,841,487	3,604,410	0	(1,988)	0	(1,988)	0	5,809,736	0	0	0	0	26,793	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

STATEMENT AS OF JUNE 30, 2014 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			5,592,418	2,943,962	2,974,821	XXX
The Private Bank.....Chicago, IL.....		0.400	19,626		25,283,138	25,291,174	25,297,482	XXX
Regions Bank.....St. Louis, MO.....		0.150	5,968		15,025,192	25,026,592	25,028,835	XXX
Wells Fargo.....San Francisco, CA.....		0.000			7,643,302	1,397,342	(831,927)	XXX
FICA.....New York, NY.....		0.230	7,465		15,504,196	15,507,221	508,733	XXX
0199998 Deposits in1 depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX			283,344	131,925	48,709	XXX
0199999 Total Open Depositories	XXX	XXX	33,059	0	69,331,590	70,298,216	53,026,653	XXX
0399999 Total Cash on Deposit	XXX	XXX	33,059	0	69,331,590	70,298,216	53,026,653	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX				XXX
0599999 Total	XXX	XXX	33,059	0	69,331,590	70,298,216	53,026,653	XXX

STATEMENT AS OF JUNE 30, 2014 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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