



HEALTH QUARTERLY STATEMENT

As of September 30, 2014
of the Condition and Affairs of the

Molina Healthcare of Ohio, Inc.

NAIC Group Code.....1531, 1531 (Current Period) (Prior Period) NAIC Company Code..... 12334 Employer's ID Number..... 20-0750134

Organized under the Laws of OH State of Domicile or Port of Entry OH Country of Domicile US

Licensed as Business Type Health Maintenance Organization Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized..... November 19, 2003 Commenced Business..... October 24, 2005

Statutory Home Office 3000 Corporate Exchange Drive..... Columbus OH US 43231
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 3000 Corporate Exchange Drive..... Columbus OH US 43231 888-562-5442
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 3000 Corporate Exchange Drive..... Columbus OH US 43231
(Street and Number) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 3000 Corporate Exchange Drive..... Columbus OH US 43231 888-562-5442
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.molinahealthcare.com

Statutory Statement Contact Donna Marie Sickler 888-562-5442-216406
(Name) (Area Code) (Telephone Number) (Extension)
donna.sickler@molinahealthcare.com 614-899-2376
(E-Mail Address) (Fax Number)

OFFICERS

Name	Title	Name	Title
1. Amy Schultz Clubbs	President	2. Donna Marie Sickler	Treasurer/VP Finance & Analytics
3. Jeffrey Don Barlow	Secretary	4.	

OTHER

DIRECTORS OR TRUSTEES

Amy Schultz Clubbs James Dwight Forshee MD Thomas Mitchell Standing #

State of..... Ohio
County of..... Franklin

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

_____ (Signature) Amy Schultz Clubbs 1. (Printed Name) President (Title)	_____ (Signature) Donna Marie Sickler 2. (Printed Name) Treasurer/VP Finance & Analytics (Title)	_____ (Signature) Jeffrey Don Barlow 3. (Printed Name) Secretary (Title)
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Subscribed and sworn to before me This _____ day of _____

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 _____

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds.....	104,851,027		104,851,027	65,585,293
2. Stocks:				
2.1 Preferred stocks.....			.0	
2.2 Common stocks.....			.0	
3. Mortgage loans on real estate:				
3.1 First liens.....			.0	
3.2 Other than first liens.....			.0	
4. Real estate:				
4.1 Properties occupied by the company (less \$.....0 encumbrances).....			.0	
4.2 Properties held for the production of income (less \$.....0 encumbrances).....			.0	
4.3 Properties held for sale (less \$.....0 encumbrances).....			.0	
5. Cash (\$.....11,176,667), cash equivalents (\$.....85,270,250) and short-term investments (\$.....127,297,848).....	223,744,765		223,744,765	157,414,955
6. Contract loans (including \$.....0 premium notes).....			.0	
7. Derivatives.....			.0	
8. Other invested assets.....			.0	
9. Receivables for securities.....			.0	
10. Securities lending reinvested collateral assets.....			.0	
11. Aggregate write-ins for invested assets.....	.0	.0	.0	.0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	328,595,792	.0	328,595,792	223,000,248
13. Title plants less \$.....0 charged off (for Title insurers only).....			.0	
14. Investment income due and accrued.....	624,751		624,751	417,066
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection.....	55,409,809		55,409,809	14,802,126
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums).....			.0	
15.3 Accrued retrospective premiums.....	117,084		117,084	
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers.....	615,727		615,727	1,235,644
16.2 Funds held by or deposited with reinsured companies.....			.0	
16.3 Other amounts receivable under reinsurance contracts.....			.0	
17. Amounts receivable relating to uninsured plans.....	2,350,496		2,350,496	370,496
18.1 Current federal and foreign income tax recoverable and interest thereon.....			.0	2,907,185
18.2 Net deferred tax asset.....	3,861,248	1,261,553	2,599,695	2,712,250
19. Guaranty funds receivable or on deposit.....			.0	
20. Electronic data processing equipment and software.....			.0	
21. Furniture and equipment, including health care delivery assets (\$.....0).....	5,808,539	5,808,539	.0	
22. Net adjustment in assets and liabilities due to foreign exchange rates.....			.0	
23. Receivables from parent, subsidiaries and affiliates.....			.0	
24. Health care (\$.....15,852,098) and other amounts receivable.....	16,872,246	1,018,683	15,853,563	21,887,662
25. Aggregate write-ins for other than invested assets.....	106,971	98,135	8,836	.0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 through 25).....	414,362,663	8,186,910	406,175,753	267,332,677
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			.0	
28. Total (Lines 26 and 27).....	414,362,663	8,186,910	406,175,753	267,332,677

DETAILS OF WRITE-INS

1101.....			.0	
1102.....			.0	
1103.....			.0	
1198. Summary of remaining write-ins for Line 11 from overflow page.....	.0	.0	.0	.0
1199. Totals (Lines 1101 thru 1103 plus 1198) (Line 11 above).....	.0	.0	.0	.0
2501. Prepayments and Other Receivables.....	98,135	98,135	.0	
2502. Accrued premium adjustment receivable.....	8,836		8,836	
2503.....			.0	
2598. Summary of remaining write-ins for Line 25 from overflow page.....	.0	.0	.0	.0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	106,971	98,135	8,836	.0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$.....0 reinsurance ceded).....	158,098,226	6,455	158,104,681	104,464,647
2. Accrued medical incentive pool and bonus amounts.....			.0	
3. Unpaid claims adjustment expenses.....	2,198,089	113	2,198,202	1,040,166
4. Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act.....	7,436		7,436	7,436
5. Aggregate life policy reserves.....			.0	
6. Property/casualty unearned premium reserve.....			.0	
7. Aggregate health claim reserves.....			.0	
8. Premiums received in advance.....	158,038		158,038	5,862
9. General expenses due or accrued.....	34,059,608		34,059,608	25,111,741
10.1 Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses)).....	4,478,202		4,478,202	
10.2 Net deferred tax liability.....			.0	
11. Ceded reinsurance premiums payable.....			.0	
12. Amounts withheld or retained for the account of others.....			.0	
13. Remittances and items not allocated.....			.0	
14. Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current).....			.0	
15. Amounts due to parent, subsidiaries and affiliates.....	574,564		574,564	383,165
16. Derivatives.....			.0	
17. Payable for securities.....			.0	
18. Payable for securities lending.....			.0	
19. Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and certified \$.....0 reinsurers).....			.0	
20. Reinsurance in unauthorized and certified (\$.....0) companies.....			.0	
21. Net adjustments in assets and liabilities due to foreign exchange rates.....			.0	
22. Liability for amounts held under uninsured plans.....			.0	
23. Aggregate write-ins for other liabilities (including \$.....40,573,729 current).....	40,573,729	0	40,573,729	7,421,012
24. Total liabilities (Lines 1 to 23).....	240,147,892	6,568	240,154,460	138,434,029
25. Aggregate write-ins for special surplus funds.....	XXX	XXX	19,300,000	0
26. Common capital stock.....	XXX	XXX	1,500	1,500
27. Preferred capital stock.....	XXX	XXX		
28. Gross paid in and contributed surplus.....	XXX	XXX	82,888,500	82,888,500
29. Surplus notes.....	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds.....	XXX	XXX	.0	0
31. Unassigned funds (surplus).....	XXX	XXX	63,831,293	46,008,648
32. Less treasury stock, at cost:				
32.1 .....0.000 shares common (value included in Line 26 \$.....0).....	XXX	XXX		
32.2 .....0.000 shares preferred (value included in Line 27 \$.....0).....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32).....	XXX	XXX	166,021,293	128,898,648
34. Total liabilities, capital and surplus (Lines 24 and 33).....	XXX	XXX	406,175,753	267,332,677

DETAILS OF WRITE-INS

2301. Amounts Due to State.....	40,114,018		40,114,018	7,421,012
2302. Amounts Due to CMS.....	459,711		459,711	
2303. ....			.0	
2398. Summary of remaining write-ins for Line 23 from overflow page.....	0	0	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above).....	40,573,729	0	40,573,729	7,421,012
2501. 2015 health insurer fee accrual estimate.....	XXX	XXX	19,300,000	
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page.....	XXX	XXX	.0	0
2599. Totals (Lines 2501 thru 2503 plus 2598) (Line 25 above).....	XXX	XXX	19,300,000	0
3001.				
3002.				
3003.				
3098. Summary of remaining write-ins for Line 30 from overflow page.....	XXX	XXX	.0	0
3099. Totals (Lines 3001 thru 3003 plus 3098) (Line 30 above).....	XXX	XXX	.0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member months.....	XXX	2,615,331	2,233,847	3,006,782
2. Net premium income (including \$.....0 non-health premium income).....	XXX	1,224,330,055	901,607,635	1,244,167,735
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			
4. Fee-for-service (net of \$.....0 medical expenses).....	XXX			
5. Risk revenue.....	XXX			
6. Aggregate write-ins for other health care related revenues.....	XXX	6,417,176	5,235,350	4,071,437
7. Aggregate write-ins for other non-health revenues.....	XXX	0	0	0
8. Total revenues (Lines 2 to 7).....	XXX	1,230,747,231	906,842,985	1,248,239,172
Hospital and Medical:				
9. Hospital/medical benefits.....		649,331,296	476,269,940	672,212,663
10. Other professional services.....		26,997,148	22,775,055	30,431,573
11. Outside referrals.....	47,594	46,377,307	18,297,591	25,198,786
12. Emergency room and out-of-area.....		49,869,599	42,121,637	54,938,828
13. Prescription drugs.....		151,235,025	132,289,699	177,190,648
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		261,305	570,104	721,595
16. Subtotal (Lines 9 to 15).....	47,594	924,071,680	692,324,026	960,694,093
Less:				
17. Net reinsurance recoveries.....		490,895	1,528,730	3,186,563
18. Total hospital and medical (Lines 16 minus 17).....	47,594	923,580,785	690,795,296	957,507,530
19. Non-health claims (net).....				
20. Claims adjustment expenses, including \$.....28,424,621 cost containment expenses.....		31,156,895	22,596,423	27,693,465
21. General administrative expenses.....		205,017,474	148,766,030	210,797,025
22. Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only).....				(75,564)
23. Total underwriting deductions (Lines 18 through 22).....	47,594	1,159,755,154	862,157,749	1,195,922,456
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	70,992,077	44,685,236	52,316,716
25. Net investment income earned.....		679,567	582,899	811,658
26. Net realized capital gains (losses) less capital gains tax of \$.....24,234.....		45,005	13,541	22,620
27. Net investment gains or (losses) (Lines 25 plus 26).....	0	724,572	596,440	834,278
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)].....				
29. Aggregate write-ins for other income or expenses.....	0	(3,445,986)	0	(541,716)
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	68,270,663	45,281,676	52,609,278
31. Federal and foreign income taxes incurred.....	XXX	29,992,153	16,239,189	18,605,426
32. Net income (loss) (Lines 30 minus 31).....	XXX	38,278,510	29,042,487	34,003,852

DETAILS OF WRITE-INS

0601. Performance revenue.....	XXX	6,417,176	3,668,406	4,071,437
0602. Administrative fee for payment processing.....	XXX		1,566,944	
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page.....	XXX	0	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above).....	XXX	6,417,176	5,235,350	4,071,437
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 thru 0703 plus 0798) (Line 7 above).....	XXX	0	0	0
1401. Transportation Costs.....				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page.....	0	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above).....	0	0	0	0
2901. Fines and Penalties.....		(3,445,986)		(541,716)
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page.....	0	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above).....	0	(3,445,986)	0	(541,716)

STATEMENT OF REVENUE AND EXPENSES (Continued)

CAPITAL AND SURPLUS ACCOUNT	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
33. Capital and surplus prior reporting year.....	128,898,648	96,363,782	96,363,782
34. Net income or (loss) from Line 32.....	38,278,510	29,042,487	34,003,852
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....23,989.....	44,552	20,918	43,253
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	264,771	(188,129)	665,711
39. Change in nonadmitted assets.....	(1,465,188)	(1,896,767)	(2,177,950)
40. Change in unauthorized and certified reinsurance.....			
41. Change in treasury stock.....			
42. Change in surplus notes.....			
43. Cumulative effect of changes in accounting principles.....			
44. Capital changes:			
44.1 Paid in.....			
44.2 Transferred from surplus (Stock Dividend).....			
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....			
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47).....	37,122,645	26,978,509	32,534,866
49. Capital and surplus end of reporting period (Line 33 plus 48).....	166,021,293	123,342,291	128,898,648

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 thru 4703 plus 4798) (Line 47 above).....	0	0	0

CASH FLOW

	1 Current Year to Date	2 Prior Year To Date	3 Prior Year Ended December 31
CASH FROM OPERATIONS			
1. Premiums collected net of reinsurance.....	1,212,423,209	908,607,528	1,253,738,658
2. Net investment income.....	1,206,180	1,131,556	1,659,667
3. Miscellaneous income.....	6,417,176	3,668,406	4,071,437
4. Total (Lines 1 through 3).....	1,220,046,565	913,407,490	1,259,469,762
5. Benefit and loss related payments.....	863,722,159	682,844,807	936,351,959
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			
7. Commissions, expenses paid and aggregate write-ins for deductions.....	227,007,480	167,866,235	229,842,434
8. Dividends paid to policyholders.....			
9. Federal and foreign income taxes paid (recovered) net of \$.....24,234 tax on capital gains (losses).....	22,631,000	22,552,000	22,463,001
10. Total (Lines 5 through 9).....	1,113,360,639	873,263,042	1,188,657,394
11. Net cash from operations (Line 4 minus Line 10).....	106,685,926	40,144,448	70,812,368
CASH FROM INVESTMENTS			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds.....	24,705,670	15,299,028	22,764,698
12.2 Stocks.....			
12.3 Mortgage loans.....			
12.4 Real estate.....			
12.5 Other invested assets.....			
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments.....			(0)
12.7 Miscellaneous proceeds.....			
12.8 Total investment proceeds (Lines 12.1 to 12.7).....	24,705,670	15,299,028	22,764,698
13. Cost of investments acquired (long-term only):			
13.1 Bonds.....	64,567,923	30,115,043	41,749,313
13.2 Stocks.....			
13.3 Mortgage loans.....			
13.4 Real estate.....			
13.5 Other invested assets.....			
13.6 Miscellaneous applications.....			
13.7 Total investments acquired (Lines 13.1 to 13.6).....	64,567,923	30,115,043	41,749,313
14. Net increase or (decrease) in contract loans and premium notes.....			
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14).....	(39,862,253)	(14,816,015)	(18,984,615)
CASH FROM FINANCING AND MISCELLANEOUS SOURCES			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes.....			
16.2 Capital and paid in surplus, less treasury stock.....			
16.3 Borrowed funds.....			
16.4 Net deposits on deposit-type contracts and other insurance liabilities.....			
16.5 Dividends to stockholders.....			
16.6 Other cash provided (applied).....	(493,863)	(3,430,927)	(4,542,253)
17. Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6).....	(493,863)	(3,430,927)	(4,542,253)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11 plus Line 15 plus Line 17).....	66,329,810	21,897,506	47,285,500
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	157,414,955	110,129,456	110,129,456
19.2 End of period (Line 18 plus Line 19.1).....	223,744,765	132,026,961	157,414,955

Note: Supplemental disclosures of cash flow information for non-cash transactions:

20.0001			
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at End of:										
1. Prior Year.....	255,164							507	254,657	
2. First Quarter.....	259,755	75						603	259,077	
3. Second Quarter.....	301,516	182						1,374	299,960	
4. Third Quarter.....	336,669	158						2,566	333,945	
5. Current Year.....	0									
6. Current Year Member Months.....	2,615,331	1,108						11,898	2,602,325	
Total Member Ambulatory Encounters for Period:										
7. Physician.....	991,520	435						12,451	978,634	
8. Non-Physician.....	2,181,900	479						33,952	2,147,469	
9. Total.....	3,173,420	914	0	0	0	0	0	46,403	3,126,103	0
10. Hospital Patient Days Incurred.....	433,964	22						4,835	429,107	
11. Number of Inpatient Admissions.....	40,466	8						543	39,915	
12. Health Premiums Written (a).....	1,227,816,742	685,647						18,261,845	1,208,869,250	
13. Life Premiums Direct.....	0									
14. Property/Casualty Premiums Written.....	0									
15. Health Premiums Earned.....	1,227,816,742	685,647						18,261,845	1,208,869,250	
16. Property/Casualty Premiums Earned.....	0									
17. Amount Paid for Provision of Health Care Services.....	864,832,975	423,570						14,547,086	849,862,319	
18. Amount Incurred for Provision of Health Care Services.....	924,071,680	617,667						17,099,806	906,354,207	

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(a) For health premiums written: Amount of Medicare Title XVIII exempt from state taxes or fees \$.18,261,845.

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)						
CVS Caremark Corporation.....	12,613,511					12,613,511
0199999. Individually Listed Claims Unpaid.....	12,613,511	0	0	0	0	12,613,511
0399999. Aggregate Accounts Not Individually Listed-Covered.....	6,698,281	5,664,717	5,674,530	2,118,337		20,155,865
0499999. Subtotals.....	19,311,792	5,664,717	5,674,530	2,118,337	0	32,769,376
0599999. Unreported Claims and Other Claim Reserves.....						125,335,305
0799999. Total Claims Unpaid.....						158,104,681

UNDERWRITING AND INVESTMENT EXHIBIT

Analysis of Claims Unpaid - Prior Year - Net of Reinsurance

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 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 December 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical).....		389,941		194,097	0	
2. Medicare Supplement.....					0	
3. Dental only.....					0	
4. Vision only.....					0	
5. Federal Employees Health Benefits Plan.....					0	
6. Title XVIII - Medicare.....	912,533	13,627,571	23,055	4,252,489	935,588	1,006,755
7. Title XIX - Medicaid.....	84,729,732	786,669,032	2,484,514	151,150,525	87,214,246	103,457,891
8. Other health.....					0	
9. Health subtotal (Lines 1 to 8).....	85,642,265	800,686,544	2,507,569	155,597,111	88,149,834	104,464,646
10. Healthcare receivables (a).....	22,248,036		214,944	16,649,362	22,462,980	22,462,980
11. Other non-health.....					0	
12. Medical incentive pools and bonus amounts.....		261,305			0	
13. Totals (Lines 9-10+11+12).....	63,394,229	800,947,849	2,292,625	138,947,749	65,686,854	82,001,666

600

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

The interim financial information presented below has been prepared under the assumption that users of such interim financial information have either read or have access to the annual statement of Molina Healthcare of Ohio, Inc. (the "Company") for the fiscal year ended December 31, 2013. Accordingly, footnote disclosures that would substantially duplicate the disclosures contained in the December 31, 2013 annual statement or audited financial statements have been omitted.

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance.

The Ohio Department of Insurance recognizes only statutory 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 the Ohio insurance law. The National Association of Insurance Commissioners' *Accounting Practices and Procedures Manual* ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the state of Ohio.

The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. Specifically,

Citation adopting the Manual: Administrative Rule 3901-3-18(E)		
SSAP or Appendices	State Law or Regulation	Description
A-001	§§ 3907.14 to 3907.141 (Life); §§ 3925.05 to 3925.09; § 3925.20 (Non-Life)	Provides limitations on investments that are outside the scope of the Manual

Such prescribed accounting practices have no significant effect on the Company's statutory basis financial statements for the periods presented.

	State of Domicile	September 30, 2014	December 31, 2013
NET INCOME			
(1) Company state basis (Page Q04, Line 32, Columns 2 & 4)	OH	\$38,278,510	\$34,003,852
(2) State Prescribed Practices that increase/(decrease) NAIC SAP			
None	OH	0	0
(3) State Permitted Practices that increase/(decrease) NAIC SAP			
None	OH	0	0
(4) NAIC SAP (1 – 2 – 3 = 4)	OH	\$38,278,510	\$34,003,852
SURPLUS			
(5) Company state basis (Page Q03, Line 33, Columns 3 & 4)	OH	\$166,021,293	\$128,898,648
(6) State Prescribed Practices that increase/(decrease) NAIC SAP			
None	OH	0	0
(7) State Permitted Practices that increase/(decrease) NAIC SAP			
None	OH	0	0
(8) NAIC SAP (5 – 6 – 7 = 8)	OH	\$166,021,293	\$128,898,648

NOTES TO FINANCIAL STATEMENTS

C. Accounting Policy

Revenue Recognition: The Company arranges for the provision of health care services to Medicaid and Medicare recipients under contracts with the state of Ohio and the Centers for Medicare and Medicaid Services. The Company also serves members through Health Insurance Marketplaces (Marketplaces), which are discussed further in Note 21 C. below. Premium revenue is fixed in advance of the periods covered and, except as described below, is not generally subject to significant accounting estimates.

Medical Cost Floors and Medical Cost Corridors: Sanctions may be levied by the state if certain minimum amounts are not spent on defined medical care costs. These sanctions include the requirements to file a corrective action plan as well as an enrollment freeze. Further, for certain premiums, amounts may be returned to the state if certain minimum amounts are not spent on defined medical care costs, or the Company may receive additional premiums if amounts spent on medical care costs exceed a defined maximum threshold.

The Company may be required to return a portion of Medicare and Marketplaces premiums if certain minimum amounts are not spent on defined medical care costs in accordance with requirements established by the Federal government.

Quality Incentive Premiums: Under the Company's contract with the state, incremental revenue of up to 1.25% of total premium is earned if certain performance measures are met. These performance measures are generally linked to various quality-of-care measures dictated by the state.

Capitalization policy: The capitalization threshold for tangible assets was increased from \$500 to \$5,000 effective January 1, 2014.

Pharmacy rebate receivables: Upon reevaluation of the pharmacy benefit management contract, the Company has determined that it will admit estimated pharmacy rebate receivables relating to the 3 months immediately preceding the reporting date in accordance with SSAP No. 84, *Certain Health Care Receivables and Receivables Under Government Insured Plans*.

2. Accounting Changes and Corrections of Errors

In February 2014, the NAIC issued revisions to SSAP No. 35R, *Guaranty Fund and Other Assessments*. These revisions address accounting for the fees to be paid by health insurers to the federal government under the Affordable Care Act (ACA). The guidance was subsequently moved by the NAIC to SSAP No. 106, *Affordable Care Act Assessments*. The ACA imposes an annual fee, or excise tax, on health insurers for each calendar year beginning on or after January 1, 2014. The health insurer fee (HIF) is imposed in 2014 based on a company's share of the industry's net premiums written during the preceding calendar year, and is payable on September 30 of each year. SSAP No. 106 specifies that the liability and expense for the HIF should be recorded in full once the entity provides qualifying health insurance in the applicable calendar year in which the HIF is payable (the "fee year"). Effective January 1, 2014, the Company recorded its estimate of the 2014 liability. During the third quarter of 2014, the Company paid its 2014 HIF assessment which amounted to \$18.3 million. The Company has included this amount in Page Q04, Statement of Revenue and Expenses, line 21, General administrative expenses. The guidance also requires the Company to reclassify from unassigned surplus to special surplus an amount equal to its estimated fee for the next year. The Company reclassified an amount equal to 75% of the estimated 2015 liability from Page Q03, Liabilities, Capital and Surplus, line 31, Unassigned funds

NOTES TO FINANCIAL STATEMENTS

(surplus) to Page Q03, Liabilities, Capital and Surplus, line 2501, 2015 health insurer fee accrual estimate.

3. Business Combinations and Goodwill

None

4. Discontinued Operations

Not applicable.

5. Investments

A. –C. No significant change.

D. Loan-Backed Securities: As of September 30, 2014, the Company's long-term investments include auction rate securities that are collateralized by student loan portfolios guaranteed by the U.S. government.

(1) Prepayment assumptions using a prospective approach were obtained from broker-dealer survey values or internal estimates.

(2),(3) Securities with a recognized other-than-temporary impairment: 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:

A. The aggregate amount of unrealized losses:

- | | |
|------------------------|----------|
| 1. Less than 12 Months | \$0 |
| 2. 12 Months or Longer | \$83,500 |

B. The aggregate related fair value of securities with unrealized losses:

- | | |
|------------------------|-------------|
| 1. Less than 12 Months | \$0 |
| 2. 12 Months or Longer | \$3,066,500 |

(5) Because the decline in the market value of the auction rate securities was not due to the credit quality of the issuers, and because the Company does not intend to sell nor does it expect to be required to sell these securities before a recovery in their cost basis, the Company does not consider the auction rate securities to be other-than-temporarily impaired at September 30, 2014.

E. Repurchase Agreements and/or Securities Lending Transactions:

(3)b.: Not applicable.

F. Real Estate: None.

G. Investments in Low-Income Housing Tax Credits (LIHTC): None.

H. Restricted Assets: No significant change.

I. Working Capital Finance Investments:

NOTES TO FINANCIAL STATEMENTS

(2) Not applicable.

(3) Not applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

None.

7. Investment Income

No significant change.

8. Derivative Instruments

None.

9. Income Taxes

No significant change.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A.- D.

The Company subleases office space from the Parent company (“Molina”) who is a master lessee under an arrangement with a third party that commenced in 2013. Rental expense for this sublease during the nine months ended September 30, 2014 amounted to \$1,145,880. Minimum future lease commitments for this lease amount to \$1.1 million in 2014 and 2015, and \$1.2 million in 2016, 2017 and 2018.

E. - L. No significant change.

I. Investment in subsidiary, controlled or affiliated (SCA) entity that exceeds 10% of the admitted assets of the insurer: None

11. Debt

A. None.

B. FHLB (Federal Home Loan Bank) Agreements: Not applicable.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Post-retirement Benefit Plans

A.(4) The amount of net periodic benefit cost recognized: Not applicable.

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

(1) – (3) No significant change.

(4) Dividends paid by the Company to Molina during the period ended September 30, 2014 were as follows: None

(5) – (8) No significant change.

(9) Changes in balances of special surplus funds from the prior period: As disclosed in Note 2, the Company reclassified an amount equal to 75% its estimated 2015 ACA fee to special surplus funds in accordance with the SSAP No. 106 requirements effective January 1, 2014.

NOTES TO FINANCIAL STATEMENTS**14. Contingencies**

No significant change.

15. Leases

No significant change.

16. Information About Financial Instruments With Off-Balance-Sheet Risk and Financial Instruments With Concentrations of Credit Risk

No significant change.

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

B.(2)b. Not applicable.

B.(4)a. Not applicable.

B.(4)b. Not applicable.

C. There were no wash sales during the period ended September 30, 2014.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

No significant change.

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

No significant change.

20. Fair Value Measurements

A.

(1) Assets Measured at Fair Value on a Recurring Basis: The Company's assets measured at fair value on a recurring basis are listed in the table below. The Company receives monthly statements from investment brokers that provide market pricing. There were no transfers between Level 1 and Level 2 of the fair value hierarchy.

Description for each class of asset or liability	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Money Market Funds	\$ 122,867,532	\$ 0	\$ 0	\$ 122,867,532
Municipal Securities		3,923,873		3,923,873
Unaffiliated Domestic Securities		506,443		506,443
Total assets at fair value	\$ 122,867,532	\$4,430,316	\$ 0	\$ 127,297,848
b. Liabilities at fair value				
None	\$ 0	\$ 0	\$ 0	\$ 0

(2) Fair Value Measurements in (Level 3) of Fair Value Hierarchy: None

(3) Policy for determining when transfers between levels are recognized: The actual date of the event or change in circumstances that caused the transfer.

NOTES TO FINANCIAL STATEMENTS

- (4) For fair value measurements categorized within Level 2 and Level 3 of the fair value hierarchy, a description of the valuation technique(s) follow:

Level 2: Level 2 financial instruments include investments that are traded frequently though not necessarily daily. Fair value for these securities is determined using a market approach based on quoted prices for similar securities in active markets or quoted prices for identical securities in inactive markets.

- (5) Derivative assets and liabilities: None

- B. In addition to Bonds (see below), the Company's statutory basis balance sheets typically include the following financial instruments: investment income due and accrued, federal income tax recoverable (payable), receivables, and current liabilities. The Company believes the carrying amounts of these financial instruments approximate the fair value of these financial instruments because of the relatively short period of time between the origination of the instruments and their expected realization or payment.

C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$104,635,245	\$104,851,027	\$9,630,514	\$91,938,231	\$3,066,550	\$ 0

- D. Not applicable.

21. Other Items

- A. –B. No significant change.

- C. Other Disclosures and Unusual Items:

As disclosed in Note 2, the Company is subject to an annual fee under section 9010 of the ACA effective January 1, 2014. While characterized as a "fee" in the text of the ACA, the intent of Congress was to impose a broad-based health insurance industry excise tax, with the understanding that the tax could be passed on to consumers, most likely through higher commercial insurance premiums. However, because Medicaid is a government-funded program, Medicaid health plans have no alternative but to look to their respective state partners for payment to offset the impact of this tax. In Medicaid, capitation rates paid to managed care plans are required to be developed using principles of actuarial soundness. Actuarial soundness requires that the full costs of doing business, including the costs of both federal and state taxes, be considered and factored into the applicable payment to the health plan. Thus, for Medicaid managed care plans like Company, the HIF should be included in the plans' capitated rates. The Company has a contractual commitment from the state of Ohio to reimburse the Company for the full economic impact of the excise tax. The Company recognized the reimbursement as net premium income in the accompanying Statement of Revenue and Expenses.

NOTES TO FINANCIAL STATEMENTS

Marketplaces became available for consumers to access coverage beginning January 1, 2014. In some instances, Marketplaces allow individuals to purchase health insurance that is federally subsidized. The Company is participating in the state of Ohio's Marketplaces primarily to serve members who have lost Medicaid eligibility. In accordance with the NAIC instructions, the Company reported the results for the Marketplaces under the Comprehensive (Hospital and Medical) line of business.

The state of Ohio is participating in CMS's dual eligible demonstration to integrate Medicare and Medicaid services for dual eligible individuals. The Company refers to the demonstration as its Medicare-Medicaid Plan (MMP) implementation. The Company's MMP was effective June 1, 2014. Results for the Medicare component of the MMP have been reported under the Medicare line of business, and results for the Medicaid component of the MMP have been reported under the Medicaid line of business. Ending membership and member months for MMP enrollees has been reported under the Medicare line of business.

- D. –G. No significant change.
- H. Offsetting and Netting of Assets and Liabilities: None
- I. Joint and Several Liabilities: None
- J. Risk Sharing Provisions of the Affordable Care Act:

As disclosed in Note 21 C. above, the Company is participating in the Marketplaces and wrote health insurance premiums subject to the Affordable Care Act risk sharing provisions. The Company recorded the following amounts in relation to such provisions:

(1) Permanent Risk Adjustment Program

<u>Assets</u>	Amount
a. Premium adjustments receivable	\$ 8,836
<u>Liabilities</u>	
b. Risk adjustment user fees payable	\$ 89
c. Premium adjustments payable	\$ 0
<u>Operations (Revenue & Expense)</u>	
d. Premium for accident and health contracts (written/collected)	\$ 8,836
e. Risk adjustment user fees (incurred/paid)	\$ 89

(2) Transitional Reinsurance Program

<u>Assets</u>	Amount
a. Amounts recoverable for claims paid	\$ 1,306
b. Amounts recoverable for claims unpaid	\$ 32,323
c. Amounts receivable relating to uninsured plans	\$ 0
<u>Liabilities</u>	
d. Contributions payable-not reported as ceded premium	\$ 0
e. Ceded reinsurance premiums payable	\$ 5,817
f. Liability for amounts held under uninsured plans	\$ 0
<u>Operations (Revenue & Expense)</u>	
g. Ceded reinsurance premiums	\$ 5,817

NOTES TO FINANCIAL STATEMENTS

h. Reinsurance recoveries	\$ 33,629
i. Contributions-not reported as ceded premium	\$ 0

(3) Temporary Risk Corridors Program

Assets

a. Accrued retrospective premium	\$117,084
----------------------------------	-----------

Liabilities

b. Reserve for rate credits or policy experience rating refunds	\$ 0
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Operations (Revenue & Expense)

c. Net premium income (paid/received)	\$117,084
d. Change in reserves for rate credits	\$ 0

(4) Have there been any material re-estimations and/or impairments for the reporting period: No

22. Events Subsequent

Subsequent events were considered through November 11, 2014, the date the statutory reporting statements were available to be issued.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. –C. The Company began serving members through the Marketplaces in January 2014. The Company estimates accrued retrospective premium adjustments for its Marketplace business through a mathematical approach with inputs that may include premiums, claims costs, administrative expenses, reinsurance recoveries, and risk adjustment transfer payments. The Company records accrued retrospective premium as an adjustment to earned premium. The amount of net premiums written by the Company for its Marketplace business for the period ended September 30, 2014 that are subject to retrospective rating features was \$0.7 million, which represented 0.06% of the total net premiums written.

There is no significant change to report for the Medicare retrospectively rated contracts and contracts subject to redetermination disclosed in the Company's 2013 annual statement.

D. Medical Loss Ratio Rebates Required Pursuant to the Public Health Service Act: None

25. Change in Incurred Claims and Claim Adjustment Expenses

The change in prior year estimated claims reserves represents favorable development in claims experience. Original estimates are increased or decreased as additional information becomes known regarding incurred reported claims. Claims unpaid activity during the periods indicated is summarized below:

	Nine months ended 9/30/2014	Year ended 12/31/2013
Unpaid claims liabilities, and claims adjustment expenses, beginning of period	\$105,504,813	\$ 79,008,612

NOTES TO FINANCIAL STATEMENTS

Add provision for claims, net of reinsurance:		
Current year	941,112,543	969,961,535
Prior years	(17,531,758)	(12,454,005)
Net incurred claims during the current year	<u>923,580,785</u>	<u>957,507,530</u>
Deduct paid claims, net of reinsurance:		
Current year	778,079,895	870,506,183
Prior years	85,642,264	65,845,776
Net paid claims during the current year	<u>863,722,159</u>	<u>936,351,959</u>
Current year change in claims adjustment expenses	1,158,036	490
Current year change in health care receivables	(5,598,675)	4,959,118
Current year change in amounts due from reinsurers	(619,917)	381,022
Unpaid claims liabilities, and claims adjustment expenses, end of period	<u>\$ 160,302,883</u>	<u>\$ 105,504,813</u>

26. Intercompany Pooling Arrangements

No significant change.

27. Structured Settlements

No significant change.

28. Health Care Receivables

No significant change.

29. Participating Policies

No significant change.

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves	\$ 0
2. Date of the most recent evaluation of this liability	9/30/2014
3. Was anticipated investment income utilized in the calculation?	Yes [X] No []

31. Anticipated Salvage and Subrogation

No significant 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 [X] No []
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
American Family Care, Inc.'s name was changed to Molina Medical Management, Inc. American Family Care Hospital Management, Inc.'s name was changed to Molina Hospital Management, Inc.

- 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 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 [X] No [] N/A []
If yes, attach an explanation.
A new health insurance providers fee payment consent and agreement between the Company and the Parent became effective, and was filed with the Ohio Department of Insurance in the second quarter of 2014. An Amended and Restated Services Agreement effective 8/4/14 was filed with the Ohio Department of Insurance in the third quarter of 2014.

- 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).5/7/2014.....
- 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 [] N/A [X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A [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 the 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

- 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).

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES - GENERAL

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).

PART 1 - FINANCIAL

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

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

PART 1 - INVESTMENT

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

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

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$.....0

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

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

14.2 If yes, please complete the following:

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

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.

16. For the reporting entity's security lending program, state the amount of the following as of 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	2
Name of Custodian(s)	Custodian Address
U.S. Bank	60 Livingston Ave, St. Paul, MN 55107
Morgan Stanley Smith Barney	2000 Westchester Ave, Purchase, NY 10577

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	2	3
Name(s)	Location(s)	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	2	3	4
Old Custodian	New Custodian	Date of Change	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	2	3
Central Registration Depository	Name(s)	Address
149777	Morgan Stanley Smith Barney	555 California St, 35th Floor, San Francisco, CA 94104

PART 1 - INVESTMENT

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes [] No []

18.2 If no, list exceptions:

GENERAL INTERROGATORIES (continued)

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	<u>77.8 %</u>
1.2 A&H cost containment percent	<u>2.3 %</u>
1.3 A&H expense percent excluding cost containment expenses	<u>17.0 %</u>

2.1 Do you act as a custodian for health savings accounts?

Yes [] No []

2.2 If yes, please provide the amount of custodial funds held as of the reporting date.

0

2.3 Do you act as an administrator for health savings accounts?

Yes [] No []

2.4 If yes, please provide the amount of funds administered as of the reporting date.

0

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
A&H Non-Affiliates								
93572.....	43-1235868.....	01/01/2014	RGA Reinsurance Company.....	MO.....	SSL/A/G.....	Authorized.....	.....	.....

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

State, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/Casualty Premiums	Total Columns 2 through 7	Deposit-Type Contracts
1. Alabama.....AL	N							.0	
2. Alaska.....AK	N							.0	
3. Arizona.....AZ	N							.0	
4. Arkansas.....AR	N							.0	
5. California.....CA	N							.0	
6. Colorado.....CO	N							.0	
7. Connecticut.....CT	N							.0	
8. Delaware.....DE	N							.0	
9. District of 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	685,647	18,261,845	1,208,869,250				1,227,816,742	
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		685,647	18,261,845	1,208,869,250	.0	.0	.0	1,227,816,742	.0
60. Reporting entity contributions for Employee Benefit Plans.....XXX								.0	
61. Total (Direct Business).....(a)	1	685,647	18,261,845	1,208,869,250	.0	.0	.0	1,227,816,742	.0

DETAILS OF WRITE-INS

58001.....								.0	
58002.....								.0	
58003.....								.0	
58998. Summary of remaining write-ins for line 58 from overflow page.....		.0	.0	.0	.0	.0	.0	.0	.0
58999. Total (Lines 58001 thru 58003 plus 58998) (Line 58 above).....		.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

Q15

1531	DE	13-4204626	Molina Healthcare, Inc.
|-00000	CA	33-0342719	Molina Healthcare of California
|-52630	MI	38-3341599	Molina Healthcare of Michigan, Inc.
|-95502	UT	33-0617992	Molina Healthcare of Utah, Inc.
|-96270	WA	91-1284790	Molina Healthcare of Washington, Inc.
|-95739	NM	85-0408506	Molina Healthcare of New Mexico, Inc.
|-10757	TX	20-1494502	Molina Healthcare of Texas, Inc.
|-13778	TX	27-0522725	Molina Healthcare of Texas Insurance Company
|-12334	OH	20-0750134	Molina Healthcare of Ohio, Inc.
|-00000	CA	20-2714545	Molina Healthcare of California Partner Plan, Inc.
|-13128	FL	26-0155137	Molina Healthcare of Florida, Inc.
|-15133	VA	26-1769086	Molina Healthcare of Virginia, Inc.
|-00000	CA	27-1510177	Molina Information Systems, LLC (dba Molina Medicaid Solutions)
|-12007	WI	20-0813104	Molina Healthcare of Wisconsin, Inc.
|-14104	IL	27-1823188	Molina Healthcare of Illinois, Inc.
|-00000	DE	45-2854547	Molina Pathways, LLC
|-00000	NM	45-2634351	Molina Healthcare Data Center, Inc.
|-00000	CA	37-1652282	Molina Medical Management, Inc.
|-00000	GA	80-0800257	Molina Healthcare of Georgia, Inc.
|-00000	MS	26-4390042	Molina Healthcare of Mississippi, Inc.
|-00000	MD	46-0598968	Molina Healthcare of Maryland, Inc.
|-00000	CA	46-2821516	Molina Hospital Management, Inc.
|-15329	SC	46-2992125	Molina Healthcare of South Carolina, Inc.
|-00000	NC	46-4148278	Molina Healthcare of North Carolina, Inc.
|-15600	PR	66-0817946	Molina Healthcare of Puerto Rico, Inc.
|-00000	CA	46-5098489	Molina Youth Academy

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership Board, Management Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
Members														
1531.....	Molina Healthcare, Inc.....	00000.....	13-4204626..		0001179929...	New York Stock Exchange	Molina Healthcare, Inc.....	DE.....	UDP.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	33-0342719..				Molina Healthcare of California.....	CA.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	52630.....	38-3341599..				Molina Healthcare of Michigan, Inc.....	MI.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	95502.....	33-0617992..				Molina Healthcare of Utah, Inc.....	UT.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	96270.....	91-1284790..				Molina Healthcare of Washington, Inc.....	WA.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	95739.....	85-0408506..				Molina Healthcare of New Mexico, Inc.....	NM.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	10757.....	20-1494502..				Molina Healthcare of Texas, Inc.....	TX.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	13778.....	27-0522725..				Molina Healthcare of Texas Insurance Company.....	TX.....	IA.....	Molina Healthcare of Texas, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	12334.....	20-0750134..				Molina Healthcare of Ohio, Inc.....	OH.....	RE.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	20-2714545..				Molina Healthcare of California Partner Plan, Inc.....	CA.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	13128.....	26-0155137..				Molina Healthcare of Florida, Inc.....	FL.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	15133.....	26-1769086..				Molina Healthcare of Virginia, Inc.....	VA.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	27-1510177..				Molina Information Systems, LLC (dba Molina Medicaid Solutions)	CA.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	12007.....	20-0813104..				Molina Healthcare of Wisconsin, Inc.....	WI.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	14104.....	27-1823188..				Molina Healthcare of Illinois, Inc.....	IL.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	45-2854547..				Molina Pathways, LLC.....	DE.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	45-2634351..				Molina Healthcare Data Center, Inc.....	NM.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	37-1652282..				Molina Medical Management, Inc.....	CA.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	80-0800257..				Molina Healthcare of Georgia, Inc.....	GA.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	26-4390042..				Molina Healthcare of Mississippi, Inc.....	MS.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	46-0598968..				Molina Healthcare of Maryland, Inc.....	MD.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	46-2821516..				Molina Hospital Management, Inc.....	CA.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	15329.....	46-2992125..				Molina Healthcare of South Carolina, Inc.....	SC.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	46-4148278..				Molina Healthcare of North Carolina, Inc.....	NC.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	15600.....	66-0817946..				Molina Healthcare of Puerto Rico, Inc.....	PR.....	IA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	
1531.....	Molina Healthcare, Inc.....	00000.....	46-5098489..				Molina Youth Academy.....	CA.....	NIA.....	Molina Healthcare, Inc.....	Ownership.....	100.000	Molina Healthcare, Inc.....	

916

Asterisk **Explanation**

NONE

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?

SEE EXPLANATION

Explanation:

1. This line of business is not written by the company.

Bar Code:



NONE

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

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

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

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.....	65,585,293	47,341,838
2. Cost of bonds and stocks acquired.....	64,567,923	41,749,313
3. Accrual of discount.....	6,529	16,093
4. Unrealized valuation increase (decrease).....	68,541	66,544
5. Total gain (loss) on disposals.....	69,239	34,802
6. Deduct consideration for bonds and stocks disposed of.....	24,705,670	22,764,698
7. Deduct amortization of premium.....	740,827	858,599
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	104,851,027	65,585,293
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	104,851,027	65,585,293

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

	1	2	3	4	5	6	7	8
NAIC Designation	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	181,260,125	1,059,590,727	1,006,757,008	(260,858)	151,229,638	181,260,125	233,832,985	162,218,937
2. NAIC 2 (a).....	72,144,926	381,674,150	371,266,000	27,794	68,764,097	72,144,926	82,580,870	42,970,856
3. NAIC 3 (a).....	1,945,000		2,000,000	55,000	1,955,000	1,945,000		1,940,000
4. NAIC 4 (a).....	1,008,180			(2,910)	1,008,310	1,008,180	1,005,270	1,004,710
5. NAIC 5 (a).....								
6. NAIC 6 (a).....								
7. Total Bonds.....	256,358,230	1,441,264,877	1,380,023,008	(180,974)	222,957,045	256,358,230	317,419,126	208,134,503
PREFERRED STOCK								
8. NAIC 1.....								
9. NAIC 2.....								
10. NAIC 3.....								
11. NAIC 4.....								
12. NAIC 5.....								
13. NAIC 6.....								
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock.....	256,358,230	1,441,264,877	1,380,023,008	(180,974)	222,957,045	256,358,230	317,419,126	208,134,503

QS102

(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 \$.....0; NAIC 2 \$.....0; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0.

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.....	127,297,848	XXX.....	127,303,416	4,334	14,906

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.....	83,815,260	63,236,157
2. Cost of short-term investments acquired.....	2,667,411,372	3,192,987,777
3. Accrual of discount.....		8,348
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....		
6. Deduct consideration received on disposals.....	2,623,921,842	3,172,337,402
7. Deduct amortization of premium.....	6,942	79,620
8. Total foreign exchange change in book/adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	127,297,848	83,815,260
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	127,297,848	83,815,260

**Sch. DB-Pt A-Verification
NONE**

**Sch. DB-Pt B-Verification
NONE**

**Sch. DB-Pt C-Sn 1
NONE**

**Sch. DB-Pt C-Sn 2
NONE**

**Sch. 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.....	58,733,951	54,126,200
2. Cost of cash equivalents acquired.....	1,234,642,944	1,791,138,498
3. Accrual of discount.....	101,341	104,253
4. Unrealized valuation increase (decrease).....		
5. Total gain (loss) on disposals.....	(0)	(0)
6. Deduct consideration received on disposals.....	1,208,207,000	1,786,635,000
7. Deduct amortization of premium.....	985	
8. Total foreign exchange change in book/ adjusted carrying value.....		
9. Deduct current year's other than temporary impairment recognized.....		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	85,270,250	58,733,951
11. Deduct total nonadmitted amounts.....		
12. Statement value at end of current period (Line 10 minus Line 11).....	85,270,250	58,733,951

Sch. A-Pt 2
NONE

Sch. A-Pt 3
NONE

Sch. B-Pt 2
NONE

Sch. B-Pt 3
NONE

Sch. BA-Pt 2
NONE

Sch. BA-Pt 3
NONE

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. States, Territories and Possessions									
13063B NR 9	CA ST-TXB.....		...09/24/2014	Morgan Stanley .....		.....922,077	.....900,000	.....11,699	1FE.....
452152 HR 5	IL ST.....		...09/10/2014	Morgan Stanley .....		.....443,978	.....420,000	.....521	1FE.....
641461 XX 1	NEVADA ST-E-REF-TXBL.....		...09/10/2014	Morgan Stanley .....		.....1,004,120	.....1,000,000	.....800	1FE.....
1799999	Total Bonds - U.S. States, Territories and Possessions.....					.....2,370,175	.....2,320,000	.....13,019	.....XXX.....
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
167505 NP 7	CHICAGO BOE-TAXABLE.....		...08/27/2014	Morgan Stanley .....		.....207,550	.....200,000	.....1,962	1FE.....
64966H MR 8	NYC-TAXABLE.....		...09/04/2014	Morgan Stanley .....		.....210,962	.....200,000	.....3,356	1FE.....
2499999	Total Bonds - U.S. Political Subdivisions of States, Territories and Possessions.....					.....418,512	.....400,000	.....5,318	.....XXX.....
Bonds - U.S. Special Revenue and Special Assessment									
116475 XG 4	BROWNSVILLE UTL-REF-B.....		...08/19/2014	Morgan Stanley .....		.....104,452	.....100,000	.....2,358	1FE.....
3130A2 QC 3	FEDERAL HOME LOAN BANK.....		...07/21/2014	Morgan Stanley .....		.....5,000,000	.....5,000,000		1.....
3136G1 BX 6	FANNIE MAE.....		...08/12/2014	Morgan Stanley .....		.....4,250,000	.....4,250,000	.....1,074	1.....
645918 6P 3	NJ ECON DEV-QQ-TXBL.....		...08/04/2014	Morgan Stanley .....		.....1,338,193	.....1,330,000	.....6,058	1FE.....
64971Q 7C 1	NYC TRANSTNL FIN-TXBL.....		...09/04/2014	Morgan Stanley .....		.....200,950	.....200,000	.....1,422	1FE.....
914026 NM 7	UNIV OF ALABAMA-B.....		...09/09/2014	Morgan Stanley .....		.....490,285	.....470,000	.....2,663	1FE.....
3199999	Total Bonds - U.S. Special Revenue and Special Assessment.....					.....11,383,880	.....11,350,000	.....13,576	.....XXX.....
Bonds - Industrial and Miscellaneous									
06051G EQ 8	BANK OF AMERICA CORP.....		...09/24/2014	Morgan Stanley .....		.....502,260	.....474,000	.....357	1FE.....
24422E RF 8	JOHN DEERE CAPITAL CORP.....		...07/07/2014	Morgan Stanley .....		.....776,495	.....758,000	.....4,480	1FE.....
25468P CE 4	WALT DISNEY COMPANY/THE.....		...07/07/2014	Morgan Stanley .....		.....745,390	.....674,000	.....12,111	1FE.....
26138E AM 1	DR PEPPER SNAPPLE GROUP.....		...09/10/2014	Morgan Stanley .....		.....514,540	.....500,000	.....2,256	2FE.....
36962G Y4 0	GENERAL ELEC CAP CORP.....		...07/28/2014	Morgan Stanley .....		.....824,363	.....750,000	.....11,310	1FE.....
38141G ER 1	GOLDMAN SACHS GROUP INC.....		...08/28/2014	Morgan Stanley .....		.....2,191,600	.....2,000,000	.....48,556	1FE.....
38147M AA 3	GOLDMAN SACHS GROUP INC.....		...08/20/2014	Morgan Stanley .....		.....2,071,000	.....2,000,000	.....5,800	1FE.....
48121C JN 7	JP MORGAN CHASE BANK NA.....		...07/15/2014	Morgan Stanley .....		.....546,520	.....500,000	.....2,856	1FE.....
76720A AB 2	RIO TINTO FIN USA PLC.....	R.....	...09/11/2014	Morgan Stanley .....		.....1,020,830	.....1,000,000	.....9,667	1FE.....
90520E AC 5	UNION BANK NA.....	R.....	...09/10/2014	Morgan Stanley .....		.....551,025	.....530,000	.....4,152	1FE.....
92857W AP 5	VODAFONE GROUP PLC.....	R.....	...09/25/2014	Morgan Stanley .....		.....3,848,075	.....3,500,000	.....18,047	2FE.....
961214 CB 7	WESTPAC BANKING CORP.....	R.....	...09/24/2014	Morgan Stanley .....		.....2,330,192	.....2,293,000	.....3,668	1FE.....
3899999	Total Bonds - Industrial and Miscellaneous.....					.....15,922,290	.....14,979,000	.....123,258	.....XXX.....
8399997	Total Bonds - Part 3.....					.....30,094,857	.....29,049,000	.....155,171	.....XXX.....
8399999	Total Bonds.....					.....30,094,857	.....29,049,000	.....155,171	.....XXX.....
9999999	Total Bonds, Preferred and Common Stocks.....					.....30,094,857	.....XXX.....	.....155,171	.....XXX.....

QE04

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

SCHEDULE D - PART 4

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

1 CUSIP Identification	2 Description	3 F o r e i g n	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 Desig- nation 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. States, Territories and Possessions																					
452152 FT 3	IL ST-TXB-4-BABS.....		07/01/2014	Maturity.....		150,000	150,000	154,701	150,883		(883)		(883)		150,000		0	6,300	07/01/2014	1FE.....	
1799999	Total Bonds - U.S. States, Territories and Possessions.....					150,000	150,000	154,701	150,883	0	(883)	0	(883)	0	150,000	0	0	6,300	XXX...	XXX...	
Bonds - U.S. Special Revenue and Special Assessment																					
041841 BB 2	ARLINGTON SPL OBLG-C.....		08/15/2014	Maturity.....		660,000	660,000	712,800	671,652		(11,652)		(11,652)		660,000		0	31,218	08/15/2014	1FE.....	
605354 EV 7	MS HGR ED-VAR-TXB-A4.....		07/16/2014	Morgan Stanley		2,000,000	2,000,000	2,000,000	1,940,000	60,000			60,000		2,000,000		0	24,407	09/01/2035	3FE.....	
70869P FV 4	PA ECON DEV-B-BABS.....		09/08/2014	Redemption.....		2,025,993	1,915,000	2,125,267	2,053,517		(38,285)		(38,285)		2,015,233		10,761	10,761	06/15/2016	1FE.....	
3199999	Total Bonds - U.S. Special Revenue and Special Assessment.....					4,685,993	4,575,000	4,838,067	4,665,169	60,000	(49,937)	0	10,063	0	4,675,233	0	10,761	10,761	115,712	XXX...	XXX...
Bonds - Industrial and Miscellaneous																					
233851 AG 9	DAIMLER FINANCE NA LLC.....	R..	09/15/2014	Maturity.....		500,000	500,000	505,725	503,568		(3,568)		(3,568)		500,000		0	9,375	09/15/2014	1FE.....	
3899999	Total Bonds - Industrial and Miscellaneous.....					500,000	500,000	505,725	503,568	0	(3,568)	0	(3,568)	0	500,000	0	0	9,375	XXX...	XXX...	
8399997	Total Bonds - Part 4.....					5,335,993	5,225,000	5,498,493	5,319,620	60,000	(54,388)	0	5,612	0	5,325,233	0	10,761	10,761	131,387	XXX...	XXX...
8399999	Total Bonds.....					5,335,993	5,225,000	5,498,493	5,319,620	60,000	(54,388)	0	5,612	0	5,325,233	0	10,761	10,761	131,387	XXX...	XXX...
9999999	Total Bonds, Preferred and Common Stocks.....					5,335,993	XXX.....	5,498,493	5,319,620	60,000	(54,388)	0	5,612	0	5,325,233	0	10,761	10,761	131,387	XXX...	XXX.....

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues:.....0.

QE05

**Sch. DB-Pt A-Sn 1
NONE**

**Sch. DB-Pt A-Sn 1-Footer A
NONE**

**Sch. DB-Pt A-Sn 1-Footer B
NONE**

**Sch. DB-Pt B-Sn 1
NONE**

**Sch. DB-Pt B-Sn 1-Footer A
NONE**

**Sch. DB-Pt B-Sn 1-Footer B
NONE**

**Sch. DB-Pt B-Sn 1B-Broker List
NONE**

**Sch. DB-Pt D-Sn 1
NONE**

**Sch. DB-Pt D-Sn 2
NONE**

**Sch. DL-Pt. 1
NONE**

**Sch. DL-Pt. 2
NONE**

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								
Mizrahi Tefahot Bank Ltd. 11/17/2014.....	San Francisco, CA 94104.....	.....0.259	.....	.....21	.....	.....	.....249,981	XXX..
JP Morgan Chase.....	Columbus, Ohio.....	.....	.....	.....	.....35,150,798	.....30,340,663	.....34,977,400	XXX..
JP Morgan Chase.....	Columbus, Ohio.....	.....	.....	.....	.....5,244,607	.....759,923	.....571,137	XXX..
JP Morgan Chase.....	Columbus, Ohio.....	.....	.....	.....	.....1,373,932	.....(29,759)	.....(29,299)	XXX..
US Bank.....	St. Paul, MN.....	.....	.....	.....	.....(13,892,721)	.....(24,115,114)	.....(25,700,326)	XXX..
US Bank.....	St. Paul, MN.....	.....	.....	.....	.....(86,635)	.....(83,736)	.....(93,511)	XXX..
US Bank.....	St. Paul, MN.....	.....	.....	.....	.....(7,641,713)	.....(1,593,422)	.....(592,115)	XXX..
JP Morgan Chase.....	Columbus, Ohio.....	.....	.....	.....	.....180,252	.....283,457	.....298,080	XXX..
0199998. Deposits in.....7 depositories that do not exceed the allowable limit in any one depository (see Instructions) - Open Depositories.....	.....XXX.....	.....XXX.....	.....	.....1,051	.....672	.....670	.....1,495,320	XXX..
0199999. Total Open Depositories.....	.....XXX.....	.....XXX.....	.....0	.....1,072	.....20,329,192	.....5,562,682	.....11,176,667	XXX..
0399999. Total Cash on Deposit.....	.....XXX.....	.....XXX.....	.....0	.....1,072	.....20,329,192	.....5,562,682	.....11,176,667	XXX..
0599999. Total Cash.....	.....XXX.....	.....XXX.....	.....0	.....1,072	.....20,329,192	.....5,562,682	.....11,176,667	XXX..

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
Bonds - U.S. Political Subdivisions (Direct and Guaranteed) - Issuer Obligations							
CHICAGO WTR-A-TXB.....		09/15/2014	1.222	12/01/2014	2,003,297	8,147	(703)
1899999. U.S. Political Subdivisions (Direct and Guaranteed) - Issuer Obligations.....					2,003,297	8,147	(703)
2499999. Total - U.S. Political Subdivisions (Direct and Guaranteed).....					2,003,297	8,147	(703)
Bonds - U.S. Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their U.S. Political Subdivision - Issuer Obligations							
NASSAU CO INTRIM FA-B.....		09/15/2014	0.688	11/15/2014	1,750,978	4,548	(282)
2599999. U.S. Special Revenue & Special Assessment Obligations - Issuer Obligations.....					1,750,978	4,548	(282)
3199999. Total - U.S. Special Revenue & Special Assessment Obligations and all Non-Guaranteed Obligations.....					1,750,978	4,548	(282)
Bonds - Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations							
Agrium Inc.....		09/22/2014		11/03/2014	2,499,313		188
Enterprise Products Operating LLC.....		09/30/2014		10/06/2014	2,999,908		18
Bacardi-Martini B.V.....		08/18/2014		10/01/2014	3,000,000		1,027
IDACORP, Inc.....		09/22/2014		10/17/2014	1,599,808		108
Allianz Finance Corporation.....		08/27/2014		11/24/2014	2,423,872		731
Amcort Ltd.....		09/22/2014		10/15/2014	2,999,650		225
Pall Corporation.....		09/22/2014		10/17/2014	3,999,556		250
Campbell Soup Company.....		08/18/2014		10/06/2014	2,999,908		807
V.F. Corporation.....		08/18/2014		10/06/2014	3,999,872		1,124
South Carolina Fuel Company, Inc.....		09/22/2014		10/14/2014	3,499,722		192
Noble Corporation.....		09/22/2014		10/14/2014	1,999,798		140
Pentair Finance S.A.....		09/22/2014		10/14/2014	2,499,747		175
Hewlett-Packard Company.....		09/26/2014		10/29/2014	3,499,238		136
VW Credit, Inc.....		08/18/2014		10/02/2014	1,999,985		660
UnitedHealth Group Incorporated.....		09/24/2014		11/03/2014	1,999,615		82
Marriott International, Inc.....		08/19/2014		10/01/2014	3,000,000		788
Michelin Luxembourg SCS, Societe En Comm.....		09/22/2014		10/17/2014	3,999,591		230
Nissan Motor Acceptance Corporation.....		08/19/2014		10/02/2014	1,999,987		573
FMC Technologies, Inc.....		09/22/2014		11/10/2014	2,499,278		163
Bemis Company, Inc.....		09/22/2014		10/17/2014	999,893		60
Public Service Company of Colorado.....		09/30/2014		10/08/2014	2,999,860		20
UnitedHealth Group Incorporated.....		09/24/2014		11/07/2014	1,999,548		86
Enbridge (U.S.) Inc.....		09/22/2014		10/17/2014	2,499,689		175
Integrus Energy Group, Inc.....		09/22/2014		11/03/2014	2,499,358		175
The Valspar Corporation.....		08/19/2014		10/02/2014	2,999,980		860
Tyco Electronics Group S.A.....		09/22/2014		10/14/2014	4,999,549		313
NorthWestern Corporation.....		09/30/2014		10/01/2014	3,000,000		18
Intercontinental Exchange, Inc.....		09/24/2014		11/03/2014	2,999,367		134
Harley-Davidson Financial Services, Inc.....		08/18/2014		10/08/2014	2,999,883		733
3299999. Industrial and Miscellaneous (Unaffiliated) - Issuer Obligations.....					81,515,975	0	10,191
3899999. Total - Industrial and Miscellaneous (Unaffiliated).....					81,515,975	0	10,191
Total Bonds							
7799999. Subtotals - Issuer Obligations.....					85,270,250	12,695	9,206
8399999. Subtotals - Bonds.....					85,270,250	12,695	9,206
8699999. Total - Cash Equivalents.....					85,270,250	12,695	9,206

QE13