



**ANNUAL STATEMENT
FOR THE YEAR ENDING DECEMBER 31, 2014
OF THE CONDITION AND AFFAIRS OF THE**

CARESOURCE

NAIC Group Code	3683 (Current Period)	3683 (Prior Period)	NAIC Company Code	95201	Employer's ID Number	31-1143265
Organized under the Laws of		Ohio	, State of Domicile or Port of Entry		Ohio	
Country of Domicile			United States			
Licensed as business type:		Life, Accident & Health []	Property/Casualty []	Hospital, Medical & Dental Service or Indemnity []		
		Dental Service Corporation []	Vision Service Corporation []	Health Maintenance Organization [X]		
		Other []	Is HMO, Federally Qualified? Yes [] No [X]			
Incorporated/Organized		06/12/1985	Commenced Business	10/01/1988		
Statutory Home Office		230 North Main Street (Street and Number)	, Dayton, OH, US 45402 (City or Town, State, Country and Zip Code)			
Main Administrative Office		230 North Main Street (Street and Number)	Dayton, OH, US 45402 (City or Town, State, Country and Zip Code)			
		Dayton, OH, US 45402 (City or Town, State, Country and Zip Code)	937-531-3300 (Area Code) (Telephone Number)			
Mail Address		PO Box 8738 (Street and Number or P.O. Box)	Dayton, OH, US 45401-8738 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records		230 North Main Street (Street and Number)	Dayton, OH, US 45402 (City or Town, State, Country and Zip Code)			
		Dayton, OH, US 45402 (City or Town, State, Country and Zip Code)	937-531-2159 (Area Code) (Telephone Number) (Extension)			
Internet Web Site Address		www.caresource.com				
Statutory Statement Contact		Tarlton Thomas (Name)	937-531-2159 (Area Code) (Telephone Number) (Extension)			
		Tarlton.Thomas@caresource.com (E-Mail Address)	937-396-3438 (Fax Number)			

OFFICERS

Name Title Name Title
Pamela B. Morris, President & Chief Executive Officer L. Carlton Thomas III, Chief Financial Officer
Bobby L. Jones, Chief Operating Officer Craig Thiele M.D., Chief Medical Officer

OTHER OFFICERS

Stephen L. Ringel # _____, President, Ohio Market _____, _____

DIRECTORS OR TRUSTEES

Pamela B. Morris	Michael E. Ervin M.D.	William F. Marsteller D.C.	Gary L. LeRoy M.D. #
Craig Brown	Ellen S. Leffak	Douglas A. Fecher	David T. Miller
David Kaelber M.D. #			

State of Ohio
County of Montgomery

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

Pamela B. Morris
President & Chief Executive Officer

L. Tarlton Thomas III
Chief Financial Officer

Bobby L. Jones
Chief Operating Officer

Subscribed and sworn to before me this
day of ,

a. Is this an original filing? Yes [] No []
b. If no:
1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

ASSETS

	Current Year			Prior Year
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 Net Admitted Assets
1. Bonds (Schedule D).....	593,906,916		593,906,916	558,865,560
2. Stocks (Schedule D):				
2.1 Preferred stocks	0		0	0
2.2 Common stocks	106,665,509		106,665,509	72,702,951
3. Mortgage loans on real estate (Schedule B):				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate (Schedule A):				
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 (\$ 349,619,314 , Schedule E-Part 1), cash equivalents (\$ 404,833,157 , Schedule E-Part 2) and short-term investments (\$ 32,225,157 , Schedule DA).....	786,677,628		786,677,628	333,676,773
6. Contract loans (including \$ premium notes).....			0	0
7. Derivatives (Schedule DB).....			0	0
8. Other invested assets (Schedule BA).....	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets (Schedule DL).....			0	0
11. Aggregate write-ins for invested assets	678,669	678,669	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11).....	1,487,928,723	678,669	1,487,250,054	965,245,285
13. Title plants less \$ charged off (for Title insurers only).....			0	0
14. Investment income due and accrued	5,294,046		5,294,046	6,339,819
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	137,976,031	2,623,544	135,352,487	90,468,058
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	6,671,595		6,671,595	9,511
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	14,361,359		14,361,359	1,245,347
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset.....			0	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software.....			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$ 72,001,099) and other amounts receivable.....	89,443,089	17,441,990	72,001,099	65,821,378
25. Aggregate write-ins for other-than-invested assets	1,019,286	1,019,286	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	1,742,694,129	21,763,489	1,720,930,640	1,129,129,398
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....			0	0
28. Total (Lines 26 and 27).....	1,742,694,129	21,763,489	1,720,930,640	1,129,129,398
DETAILS OF WRITE-INS				
1101. Investment in CareSource Foundation.....	678,669	678,669	0	0
1102.			0	0
1103.			0	0
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)	678,669	678,669	0	0
2501. Prepaid Assets.....	1,019,286	1,019,286	0	0
2502.			0	0
2503.			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	1,019,286	1,019,286	0	0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

LIABILITIES, CAPITAL AND SURPLUS

	Current Year			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 10,747,747 reinsurance ceded)	795,029,033		795,029,033	404,523,771
2. Accrued medical incentive pool and bonus amounts	615,600		615,600	572,425
3. Unpaid claims adjustment expenses	14,834,958		14,834,958	7,090,353
4. Aggregate health policy reserves, including the liability of \$ for medical loss ratio rebate per the Public Health Service Act	2,800,000		2,800,000	0
5. Aggregate life policy reserves	0		0	0
6. Property/casualty unearned premium reserves	0		0	0
7. Aggregate health claim reserves	0		0	0
8. Premiums received in advance	22,606,577		22,606,577	4,543,332
9. General expenses due or accrued	111,714,587		111,714,587	85,662,614
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized capital gains (losses))	0		0	0
10.2 Net deferred tax liability	0		0	0
11. Ceded reinsurance premiums payable	2,595		2,595	0
12. Amounts withheld or retained for the account of others	0		0	0
13. Remittances and items not allocated	0		0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)	0		0	0
15. Amounts due to parent, subsidiaries and affiliates	28,546,384		28,546,384	21,106,015
16. Derivatives	0		0	0
17. Payable for securities	535,717		535,717	0
18. Payable for securities lending	0		0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)	0		0	0
20. Reinsurance in unauthorized and certified (\$) companies	0		0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates	0		0	0
22. Liability for amounts held under uninsured plans	711,803		711,803	771,832
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	977,397,254	0	977,397,254	524,270,342
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	0	0
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	17,200,000	17,200,000
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	726,333,386	587,659,056
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX	0	0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	743,533,386	604,859,056
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,720,930,640	1,129,129,398
DETAILS OF WRITE-INS				
2301.			0	0
2302.			0	0
2303.			0	0
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)	0	0	0	0
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001. Contributed Surplus (Land)	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

STATEMENT OF REVENUE AND EXPENSES

	Current Year		Prior Year
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	.13,475,134	11,200,810
2. Net premium income (including \$0 non-health premium income).....	XXX	5,597,141,999	4,154,066,540
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of \$medical expenses).....	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	.10,716,696	7,865,941
7. Aggregate write-ins for other non-health revenues	XXX	.0	0
8. Total revenues (Lines 2 to 7).....	XXX	5,607,858,695	4,161,932,481
Hospital and Medical:			
9. Hospital/medical benefits .....		.3,476,241,599	2,561,956,032
10. Other professional services .....		.35,159,528	38,765,976
11. Outside referrals			0
12. Emergency room and out-of-area .....		.250,243,606	.201,469,157
13. Prescription drugs .....		.980,682,526	.697,368,329
14. Aggregate write-ins for other hospital and medical.....	.0	.0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		.3,981,067	1,952,858
16. Subtotal (Lines 9 to 15).....	.0	.4,746,308,326	3,501,512,352
Less:			
17. Net reinsurance recoveries .....		.16,425,044	12,440,253
18. Total hospital and medical (Lines 16 minus 17) .....	.0	.4,729,883,282	3,489,072,099
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$75,703,626 cost containment expenses.....		.98,118,439	78,755,540
21. General administrative expenses.....		.643,130,419	.479,807,383
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		.0	0
23. Total underwriting deductions (Lines 18 through 22).....	.0	.5,471,132,140	4,047,635,022
24. Net underwriting gain or (loss) (Lines 8 minus 23).....	XXX	.136,726,555	.114,297,459
25. Net investment income earned (Exhibit of Net Investment Income, Line 17).....		.20,237,984	17,740,652
26. Net realized capital gains (losses) less capital gains tax of \$ .....		.3,699,069	.2,904,366
27. Net investment gains (losses) (Lines 25 plus 26).....	.0	.23,937,053	20,645,018
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
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	.160,663,608	.134,942,477
31. Federal and foreign income taxes incurred	XXX		0
32. Net income (loss) (Lines 30 minus 31).....	XXX	.160,663,608	.134,942,477
DETAILS OF WRITE-INS			
0601. Pay for Performance Revenue (P4P).....	XXX	.10,716,696	.7,865,941
0602.	XXX		0
0603.	XXX		0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	.0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above).....	XXX	.10,716,696	.7,865,941
0701.	XXX		0
0702.	XXX		0
0703.	XXX		0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	.0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above).....	XXX	.0	0
1401.			0
1402.			0
1403.			0
1498. Summary of remaining write-ins for Line 14 from overflow page .....	.0	.0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above).....	0	0	0
2901.			0
2902.			0
2903.			0
2998. Summary of remaining write-ins for Line 29 from overflow page .....	.0	.0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above).....	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year	2 Prior Year
CAPITAL & SURPLUS ACCOUNT		
33. Capital and surplus prior reporting year	604,859,056	534,493,076
34. Net income or (loss) from Line 32	160,663,608	134,942,477
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 \$	(2,519,880)	10,222,051
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0
38. Change in net deferred income tax	0	0
39. Change in nonadmitted assets	(17,018,724)	1,059,836
40. Change in unauthorized and certified reinsurance	0	0
41. Change in treasury stock	0	0
42. Change in surplus notes	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	0	0
45.2 Transferred to capital (Stock Dividend)	0	0
45.3 Transferred from capital	(2,450,674)	(2,404,905)
46. Dividends to stockholders	0	(70,000,000)
47. Aggregate write-ins for gains or (losses) in surplus	0	(3,453,479)
48. Net change in capital and surplus (Lines 34 to 47)	138,674,330	70,365,980
49. Capital and surplus end of reporting year (Line 33 plus 48)	743,533,386	604,859,056
DETAILS OF WRITE-INS		
4701. Dividend in Kind to Parent Company	0	(3,453,479)
4702. Non-credit related impairment of residential mortgage-based securities	0	0
4703.	0	0
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	(3,453,479)

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

CASH FLOW

Cash from Operations		1 Current Year	2 Prior Year
1. Premiums collected net of reinsurance		5,573,378,365	4,144,092,346
2. Net investment income		30,484,865	24,449,260
3. Miscellaneous income		7,369,792	31,252,889
4. Total (Lines 1 through 3)		5,611,233,022	4,199,794,495
5. Benefit and loss related payments		4,366,116,888	3,390,958,939
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			0
7. Commissions, expenses paid and aggregate write-ins for deductions		720,159,916	553,462,959
8. Dividends paid to policyholders			0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)		0	0
10. Total (Lines 5 through 9)		5,086,276,804	3,944,421,898
11. Net cash from operations (Line 4 minus Line 10)		524,956,218	255,372,597
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds		217,845,458	139,565,476
12.2 Stocks		59,161,162	34,070,525
12.3 Mortgage loans		0	0
12.4 Real estate		0	0
12.5 Other invested assets		0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments		0	42,989
12.7 Miscellaneous proceeds		535,717	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)		277,542,337	173,678,990
13. Cost of investments acquired (long-term only):			
13.1 Bonds		261,816,649	293,753,265
13.2 Stocks		92,215,803	44,302,421
13.3 Mortgage loans		0	0
13.4 Real estate		0	0
13.5 Other invested assets		0	0
13.6 Miscellaneous applications		0	2,384,162
13.7 Total investments acquired (Lines 13.1 to 13.6)		354,032,452	340,439,848
14. Net increase (decrease) in contract loans and premium notes		0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)		(76,490,116)	(166,760,858)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes		0	0
16.2 Capital and paid in surplus, less treasury stock		(2,000,000)	(2,000,000)
16.3 Borrowed funds		0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders		0	70,000,000
16.6 Other cash provided (applied)		6,534,752	6,916,900
17. Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)		4,534,752	(65,083,100)
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)		453,000,854	23,528,640
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year		333,676,773	310,148,134
19.2 End of year (Line 18 plus Line 19.1)		786,677,628	333,676,773

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE
ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 1 - PREMIUMS

Line of Business	1 Direct Business	2 Reinsurance Assumed	3 Reinsurance Ceded	4 Net Premium Income (Cols. 1+2-3)
1. Comprehensive (hospital and medical)	73,630,832		4,419,011	69,211,821
2. Medicare Supplement				0
3. Dental only.....				0
4. Vision only.....				0
5. Federal Employees Health Benefits Plan				0
6. Title XVIII - Medicare	14,287,088		143,512	14,143,576
7. Title XIX - Medicaid.....	5,135,745,594		20,059,242	5,115,686,352
8. Other health.....	405,719,302		7,619,052	398,100,250
9. Health subtotal (Lines 1 through 8)	5,629,382,816	0	32,240,817	5,597,141,999
10. Life				0
11. Property/casualty.....				0
12. Totals (Lines 9 to 11)	5,629,382,816	0	32,240,817	5,597,141,999

**ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE
UNDERWRITING AND INVESTMENT EXHIBIT
PART 2 – CLAIMS INCURRED DURING THE YEAR**

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non- Health
1. Payments during the year:										
1.1 Direct	4,418,307,697	49,865,847					13,753,540	4,142,633,442	212,054,868	
1.2 Reinsurance assumed	0									
1.3 Reinsurance ceded	9,172,457						143,795	9,028,662		
1.4 Net	4,409,135,240	49,865,847	0	0	0	0	13,609,745	4,133,604,780	212,054,868	0
2. Paid medical incentive pools and bonuses	3,937,892						9,972	3,927,920		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	805,776,780	15,187,896	0	0	0	0	1,681,144	702,951,476	85,956,264	0
3.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
3.3 Reinsurance ceded	10,747,747	0	0	0	0	0	73,958	10,673,789	0	0
3.4 Net	795,029,033	15,187,896	0	0	0	0	1,607,186	692,277,687	85,956,264	0
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct	0									
4.2 Reinsurance assumed	0									
4.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
4.4 Net	0	0	0	0	0	0	0	0	0	0
5. Accrued medical incentive pools and bonuses, current year	615,600							615,600		
6. Net healthcare receivables (a)	67,076,203	(830,846)					866,968	62,886,776	4,153,305	
7. Amounts recoverable from reinsurers December 31, current year	6,671,595	5,791,852					0	786,002	93,741	
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	414,681,016	0	0	0	0	0	2,798,091	411,607,603	275,322	0
8.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
8.3 Reinsurance ceded	10,157,245	0	0	0	0	0	0	10,157,245	0	0
8.4 Net	404,523,771	0	0	0	0	0	2,798,091	401,450,358	275,322	0
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct	0	0	0	0	0	0	0	0	0	0
9.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
9.3 Reinsurance ceded	0	0	0	0	0	0	0	0	0	0
9.4 Net	0	0	0	0	0	0	0	0	0	0
10. Accrued medical incentive pools and bonuses, prior year	572,425	0	0	0	0	0	0	572,425	0	0
11. Amounts recoverable from reinsurers December 31, prior year	9,511	0	0	0	0	0	0	9,511	0	0
12. Incurred benefits:										
12.1 Direct	4,742,327,258	65,884,589	0	0	0	0	11,769,625	4,371,090,539	293,582,505	0
12.2 Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
12.3 Reinsurance ceded	16,425,043	5,791,852	0	0	0	0	217,753	10,321,697	93,741	0
12.4 Net	4,725,902,215	60,092,737	0	0	0	0	11,551,872	4,360,768,842	293,488,764	0
13. Incurred medical incentive pools and bonuses	3,981,067	0	0	0	0	0	9,972	3,971,095	0	0

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1 Total	2 Comprehensive (Hospital and Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefits Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other Health	10 Other Non-Health
1. Reported in Process of Adjustment:										
1.1. Direct	153,028,756	5,666,895					263,022	111,916,200	35,182,639	
1.2. Reinsurance assumed	0									
1.3. Reinsurance ceded	0									
1.4. Net	153,028,756	5,666,895	0	0	0	0	263,022	111,916,200	35,182,639	0
2. Incurred but Unreported:										
2.1. Direct	652,748,024	9,521,001					1,418,122	591,035,276	50,773,625	
2.2. Reinsurance assumed	0									
2.3. Reinsurance ceded	10,747,747						73,958	10,673,789		
2.4. Net	642,000,277	9,521,001	0	0	0	0	1,344,164	580,361,487	50,773,625	0
3. Amounts Withheld from Paid Claims and Capitations:										
3.1. Direct	0									
3.2. Reinsurance assumed	0									
3.3. Reinsurance ceded	0									
3.4. Net	0	0	0	0	0	0	0	0	0	0
4. TOTALS:										
4.1. Direct	805,776,780	15,187,896	0	0	0	0	1,681,144	702,951,476	85,956,264	0
4.2. Reinsurance assumed	0	0	0	0	0	0	0	0	0	0
4.3. Reinsurance ceded	10,747,747	0	0	0	0	0	73,958	10,673,789	0	0
4.4. Net	795,029,033	15,187,896	0	0	0	0	1,607,186	692,277,687	85,956,264	0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2B - ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		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)	0	49,865,847	0	15,187,896	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	1,396,846	12,212,900	(473)	1,607,658	1,396,373	2,798,091
7. Title XIX - Medicaid	338,424,788	3,795,179,991	66,293,503	625,984,183	404,718,291	401,450,358
8. Other health	421,342	211,633,526	0	85,956,265	421,342	275,322
9. Health subtotal (Lines 1 to 8)	340,242,976	4,068,892,264	66,293,030	728,736,002	406,536,006	404,523,771
10. Healthcare receivables (a)	(1,057,777)	74,796,064	0	0	(1,057,777)	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	1,711,304	2,226,588	0	615,600	1,711,304	572,425
13. Totals (Lines 9-10+11+12)	343,012,057	3,996,322,788	66,293,030	729,351,602	409,305,087	405,096,196

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS**

(000 Omitted)

Section A – Paid Health Claims - Hospital and Medical

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior	0	0	0	0	0
2. 2010	0	0	0	0	0
3. 2011	XXX	0	0	0	0
4. 2012	XXX	XXX	0	0	0
5. 2013	XXX	XXX	XXX	0	0
6. 2014	XXX	XXX	XXX	XXX	49,866

Section B – Incurred Health Claims - Hospital and Medical

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior	0	0	0	0	0
2. 2010	0	0	0	0	0
3. 2011	XXX	0	0	0	0
4. 2012	XXX	XXX	0	0	0
5. 2013	XXX	XXX	XXX	0	0
6. 2014	XXX	XXX	XXX	XXX	65,054

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Hospital and Medical

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010	0	0	0.0	0	0	0.0			0	0.0
2. 2011	0	0	0.0	0	0	0.0			0	0.0
3. 2012	0	0	0.0	0	0	0.0			0	0.0
4. 2013	0	0	0.0	0	0	0.0			0	0.0
5. 2014	69,212	49,866	981	2.0	50,847	73.5	15,188	283	66,318	95.8

Pt 2C - Sn A - Paid Claims - MS
NONE

Pt 2C - Sn A - Paid Claims - DO
NONE

Pt 2C - Sn A - Paid Claims - VO
NONE

Pt 2C - Sn A - Paid Claims - FE
NONE

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS**

(000 Omitted)

Section A - Paid Health Claims - Medicare

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior	5,583	5,583	5,583	5,583	5,583
2. 2010.....	7,392	8,426	8,439	8,445	8,445
3. 2011.....	XXX	9,047	11,125	11,195	11,194
4. 2012.....	XXX	XXX	17,066	19,192	19,194
5. 2013.....	XXX	XXX	XXX	16,965	18,387
6. 2014.....	XXX	XXX	XXX	XXX	12,215

Section B - Incurred Health Claims - Medicare

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior	5,913	5,913	5,913	5,913	5,913
2. 2010.....	8,870	8,429	8,443	8,449	8,449
3. 2011.....	XXX	11,251	13,321	13,390	13,390
4. 2012.....	XXX	XXX	19,622	21,784	21,786
5. 2013.....	XXX	XXX	XXX	19,746	21,148
6. 2014.....	XXX	XXX	XXX	XXX	13,823

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Medicare

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010.....	9,852	8,445	.134	1.6	8,579	.87.1			8,579	.87.1
2. 2011.....	11,664	11,194	810	7.2	12,004	102.9			12,004	102.9
3. 2012.....	20,435	19,194	938	4.9	20,132	.98.5			20,132	.98.5
4. 2013.....	18,216	18,387	1,190	6.5	19,577	107.5	.0		19,577	107.5
5. 2014.....	14,144	12,215	809	6.6	13,024	92.1	1,608	30	14,662	103.7

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS

(000 Omitted)

Section A - Paid Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior	7,969,273	7,969,273	7,968,613	7,968,599	7,968,592
2. 2010.....	1,878,971	2,076,610	2,076,835	2,077,210	2,077,203
3. 2011.....	XXX.....	2,124,111	2,457,076	2,485,247	2,458,241
4. 2012.....	XXX.....	XXX.....	2,840,940	3,105,809	3,106,095
5. 2013.....	XXX.....	XXX.....	XXX.....	3,113,125	3,452,961
6. 2014.....	XXX.....	XXX.....	XXX.....	XXX.....	3,797,411

Section B – Incurred Health Claims - Title XIX Medicaid

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior	8,274,748	8,274,748	8,274,088	8,274,074	8,274,067
2. 2010.....	1,878,971	2,071,194	2,071,419	2,071,793	2,071,787
3. 2011.....	XXX.....	2,440,045	2,772,967	2,774,139	2,774,133
4. 2012.....	XXX.....	XXX.....	3,142,846	3,400,527	3,400,813
5. 2013.....	XXX.....	XXX.....	XXX.....	3,522,318	3,928,466
6. 2014.....	XXX.....	XXX.....	XXX.....	XXX.....	4,424,011

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Title XIX Medicaid

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010.....	2,548,129	2,077,203	43,359	2.1	2,120,562	83.2			2,120,562	83.2
2. 2011.....	2,953,188	2,458,241	63,789	2.6	2,522,030	85.4			2,522,030	85.4
3. 2012.....	3,660,711	3,106,095	69,088	2.2	3,175,183	86.7			3,175,183	86.7
4. 2013.....	4,133,460	3,452,961	77,824	2.3	3,530,785	85.4	66,294		3,597,078	87.0
5. 2014.....	5,115,686	3,797,411	69,002	1.8	3,866,413	75.6	626,600	12,919	4,505,932	88.1

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS

(000 Omitted)

Section A - Paid Health Claims - Other

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior	10	10	.10	.10	10
2. 2010	58	64	.64	.64	64
3. 2011	XXX	417	.468	.468	468
4. 2012	XXX	XXX	.1,636	.2,357	2,357
5. 2013	XXX	XXX	XXX	.1,947	2,368
6. 2014	XXX	XXX	XXX	XXX	211,634

Section B – Incurred Health Claims - Other

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior	10	10	.10	.10	10
2. 2010	.156	.162	.162	.162	162
3. 2011	XXX	.772	.824	.824	824
4. 2012	XXX	XXX	.2,067	.2,787	2,787
5. 2013	XXX	XXX	XXX	.2,222	2,644
6. 2014	XXX	XXX	XXX	XXX	297,590

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Other

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010	.65	64	.2	3.1	.66	100.6			.66	100.6
2. 2011	793	468	.33	7.0	.501	.63.2			.501	.63.2
3. 2012	1,439	2,357	.176	7.5	2,533	.176.0			2,533	176.0
4. 2013	2,391	2,368	1,672	70.6	4,040	.169.0			4,040	169.0
5. 2014	398,100	211,634	14,341	6.8	225,975	56.8	85,956	1,603	313,533	78.8

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

UNDERWRITING AND INVESTMENT EXHIBIT**PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS**

(000 Omitted)

Section A - Paid Health Claims - Grand Total

Year in Which Losses Were Incurred	Cumulative Net Amounts Paid				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior	7,974,866	7,974,866	7,974,206	7,974,191	7,974,184
2. 2010.....	1,886,422	2,085,100	2,085,337	2,085,718	2,085,712
3. 2011.....	XXX.....	2,133,575	2,468,670	2,496,910	2,469,904
4. 2012.....	XXX.....	XXX.....	2,859,641	3,127,358	3,127,646
5. 2013.....	XXX.....	XXX.....	XXX.....	3,132,038	3,473,716
6. 2014.....	XXX.....	XXX.....	XXX.....	XXX.....	4,071,126

Section B - Incurred Health Claims - Grand Total

Year in Which Losses Were Incurred	Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
	1 2010	2 2011	3 2012	4 2013	5 2014
1. Prior	8,280,671	8,280,671	8,280,011	8,279,997	8,279,990
2. 2010.....	1,887,997	2,079,786	2,080,023	2,080,404	2,080,398
3. 2011.....	XXX.....	2,452,068	2,787,112	2,788,353	2,788,346
4. 2012.....	XXX.....	XXX.....	3,164,535	3,425,098	3,425,386
5. 2013.....	XXX.....	XXX.....	XXX.....	3,544,286	3,952,258
6. 2014.....	XXX.....	XXX.....	XXX.....	XXX.....	4,800,477

Section C – Incurred Year Health Claims and Claims Adjustment Expense Ratio – Grand Total

Years in which Premiums were Earned and Claims were Incurred	1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments (Col. 3/2) Percent	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2+3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5+7+8)	10 (Col. 9/1) Percent
1. 2010.....	2,558,046	2,085,712	.43,495	2.1	2,129,207	.83.2	.0	.0	2,129,207	.83.2
2. 2011.....	2,965,644	2,469,904	.64,631	2.6	2,534,536	.85.5	.0	.0	2,534,536	.85.5
3. 2012.....	3,682,585	3,127,646	.70,201	2.2	3,197,847	.86.8	.0	.0	3,197,847	.86.8
4. 2013.....	4,154,067	3,473,716	.80,686	2.3	3,554,402	.85.6	.66,293	.0	3,620,695	.87.2
5. 2014.....	5,597,142	4,071,126	.85,133	2.1	4,156,259	.74.3	729,352	14,835	4,900,446	.87.6

Pt 2C - Sn B - Incurred Claims - MS

NONE

Pt 2C - Sn B - Incurred Claims - DO

NONE

Pt 2C - Sn B - Incurred Claims - VO

NONE

Pt 2C - Sn B - Incurred Claims - FE

NONE

Part 2C - Sn C - Claims Expense Ratio MS
NONE

Part 2C - Sn C - Claims Expense Ratio DO
NONE

Part 2C - Sn C - Claims Expense Ratio VO
NONE

Part 2C - Sn C - Claims Expense Ratio FE
NONE

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 2D - AGGREGATE RESERVE FOR ACCIDENT AND HEALTH CONTRACTS ONLY

	1 Total	2 Comprehensive (Hospital & Medical)	3 Medicare Supplement	4 Dental Only	5 Vision Only	6 Federal Employees Health Benefit Plan	7 Title XVIII Medicare	8 Title XIX Medicaid	9 Other
1. Unearned premium reserves	.0								
2. Additional policy reserves (a)	.0								
3. Reserve for future contingent benefits	.0								
4. Reserve for rate credits or experience rating refunds (including \$ for investment income)	.0								
5. Aggregate write-ins for other policy reserves	2,800,000	2,800,000	.0	0	.0	.0	0	0	.0
6. Totals (gross)	2,800,000	2,800,000	.0	0	.0	.0	0	0	.0
7. Reinsurance ceded	.0								
8. Totals (Net) (Page 3, Line 4)	2,800,000	2,800,000	0	0	0	0	0	0	0
9. Present value of amounts not yet due on claims	.0								
10. Reserve for future contingent benefits	.0								
11. Aggregate write-ins for other claim reserves	.0	.0	0	0	.0	.0	0	0	.0
12. Totals (gross)	.0	.0	0	0	.0	.0	0	0	.0
13. Reinsurance ceded	.0								
14. Totals (Net) (Page 3, Line 7)	0	0	0	0	0	0	0	0	0
DETAILS OF WRITE-INS									
0501. ACA Risk Adjustment Payable	.2,800,000	2,800,000							0
0502.									
0503.									
0598. Summary of remaining write-ins for Line 5 from overflow page	.0	.0	0	0	.0	.0	0	0	.0
0599. Totals (Lines 0501 through 0503 plus 0598) (Line 5 above)	2,800,000	2,800,000	0	0	0	0	0	0	0
1101.									
1102.									
1103.									
1198. Summary of remaining write-ins for Line 11 from overflow page	.0	.0	0	0	.0	.0	0	0	.0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0	0	0	0	0	0

(a) Includes \$ premium deficiency reserve.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

UNDERWRITING AND INVESTMENT EXHIBIT

PART 3 - ANALYSIS OF EXPENSES

	Claim Adjustment Expenses		3 General Administrative Expenses	4 Investment Expenses	5 Total
	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses			
1. Rent (\$ for occupancy of own building)			7,046,484		7,046,484
2. Salaries, wages and other benefits	62,730,797	15,432,092	82,153,371		160,316,260
3. Commissions (less \$ ceded plus \$ assumed)			0		0
4. Legal fees and expenses		6,131	1,629,332		1,635,463
5. Certifications and accreditation fees					0
6. Auditing, actuarial and other consulting services	764,309	889,545	13,999,731		15,653,585
7. Traveling expenses	1,760,609	59,545	1,065,492		2,885,646
8. Marketing and advertising	17,110	7,551	2,702,985		2,727,646
9. Postage, express and telephone	36,621	1,453	8,646,111		8,684,185
10. Printing and office supplies	544,470	370,276	4,152,217		5,066,963
11. Occupancy, depreciation and amortization			5,162,201		5,162,201
12. Equipment			1,460,556		1,460,556
13. Cost or depreciation of EDP equipment and software			16,834,360		16,834,360
14. Outsourced services including EDP, claims, and other services	2,428,313	625,439	10,074,248		13,128,000
15. Boards, bureaus and association fees	61,713	30,842	1,008,595		1,101,150
16. Insurance, except on real estate	4	17	1,515,182		1,515,203
17. Collection and bank service charges			633,133		633,133
18. Group service and administration fees	3,090,830	4,522,161	33,739,464		41,352,455
19. Reimbursements by uninsured plans			(7,076,922)		(7,076,922)
20. Reimbursements from fiscal intermediaries					0
21. Real estate expenses					0
22. Real estate taxes					0
23. Taxes, licenses and fees:					
23.1 State and local insurance taxes					0
23.2 State premium taxes			450,096,324		450,096,324
23.3 Regulatory authority licenses and fees			3,486,768		3,486,768
23.4 Payroll taxes	4,268,850	469,761	4,411,311		9,149,922
23.5 Other (excluding federal income and real estate taxes)					0
24. Investment expenses not included elsewhere				660,002	660,002
25. Aggregate write-ins for expenses	0	0	389,476	0	389,476
26. Total expenses incurred (Lines 1 to 25)	75,703,626	22,414,813	643,130,419	660,002	(a) 741,908,860
27. Less expenses unpaid December 31, current year		14,834,958	111,714,587		126,549,545
28. Add expenses unpaid December 31, prior year	0	7,090,353	85,662,814	0	92,753,167
29. Amounts receivable relating to uninsured plans, prior year	0	0	1,245,347	0	1,245,347
30. Amounts receivable relating to uninsured plans, current year			992,097		992,097
31. Total expenses paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	75,703,626	14,670,208	616,825,396	660,002	707,859,232
DETAILS OF WRITE-INS					
2501. CHARITABLE CONTRIBUTIONS			322,815		322,815
2502. Gift Certificates			45,572		45,572
2503. PAC Expenses			3,482		3,482
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	17,607	0	17,607
2599. Totals (Line 2501 through 2503 plus 2598) (Line 25 above)	0	0	389,476	0	389,476

(a) Includes management fees of \$ 261,857,235 to affiliates and \$ to non-affiliates.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

EXHIBIT OF NET INVESTMENT INCOME

	1 Collected During Year	2 Earned During Year
1. U.S. Government bonds	(a) 114,227	112,099
1.1 Bonds exempt from U.S. tax	(a) .....	.....
1.2 Other bonds (unaffiliated)	(a) 14,996,190	14,731,383
1.3 Bonds of affiliates	(a) 0	.....
2.1 Preferred stocks (unaffiliated)	(b) 0	.....
2.11 Preferred stocks of affiliates	(b) 0	.....
2.2 Common stocks (unaffiliated) .....	..... 5,037,355	5,046,328
2.21 Common stocks of affiliates .....	..... 0	.....
3. Mortgage loans	(c) .....	.....
4. Real estate	(d) .....	.....
5. Contract loans	(e) 1,795,987	1,008,176
6. Cash, cash equivalents and short-term investments	(f) .....	.....
7. Derivative instruments .....	.....	.....
8. Other invested assets .....	..... 0	0
9. Aggregate write-ins for investment income .....	.....	.....
10. Total gross investment income	21,943,759	20,897,986
11. Investment expenses	(g) 660,002	.....
12. Investment taxes, licenses and fees, excluding federal income taxes	(g) .....	.....
13. Interest expense	(h) .....	.....
14. Depreciation on real estate and other invested assets	(i) 0	0
15. Aggregate write-ins for deductions from investment income .....	.....	.....
16. Total deductions (Lines 11 through 15) .....	..... 660,002	.....
17. Net investment income (Line 10 minus Line 16) .....	..... 20,237,984	.....
DETAILS OF WRITE-INS		
0901. .....	.....	.....
0902. .....	.....	.....
0903. .....	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9 above)	0	0
1501. .....	.....	.....
1502. .....	.....	.....
1503. .....	.....	.....
1598. Summary of remaining write-ins for Line 15 from overflow page	0	0
1599. Totals (Lines 1501 through 1503 plus 1598) (Line 15 above)	0	0

(a) Includes \$ 203,146 accrual of discount less \$ 9,404,254 amortization of premium and less \$ 1,938,351 paid for accrued interest on purchases.
 (b) Includes \$ accrual of discount less \$ amortization of premium and less \$ 0 paid for accrued dividends on purchases.
 (c) Includes \$ 0 accrual of discount less \$ 0 amortization of premium and less \$ paid for accrued interest on purchases.
 (d) Includes \$ for company's occupancy of its own buildings; and excludes \$ interest on encumbrances.
 (e) Includes \$ 0 accrual of discount less \$ 1,348,499 amortization of premium and less \$ 509,746 paid for accrued interest on purchases.
 (f) Includes \$ accrual of discount less \$ amortization of premium.
 (g) Includes \$ investment expenses and \$ investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.
 (h) Includes \$ interest on surplus notes and \$ interest on capital notes.
 (i) Includes \$ depreciation on real estate and \$ depreciation on other invested assets.

EXHIBIT OF CAPITAL GAINS (LOSSES)

	1 Realized Gain (Loss) On Sales or Maturity	2 Other Realized Adjustments	3 Total Realized Capital Gain (Loss) (Columns 1 + 2)	4 Change in Unrealized Capital Gain (Loss)	5 Change in Unrealized Foreign Exchange Capital Gain (Loss)
1. U.S. Government bonds .....	.....	.....	0	.....	.....
1.1 Bonds exempt from U.S. tax .....	.....	.....	0	.....	.....
1.2 Other bonds (unaffiliated)	271,272	.....	271,272	.....	.....
1.3 Bonds of affiliates	0	0	0	0	0
2.1 Preferred stocks (unaffiliated)	0	0	0	0	0
2.11 Preferred stocks of affiliates	0	0	0	0	0
2.2 Common stocks (unaffiliated)	3,427,797	0	3,427,797	(2,519,880)	0
2.21 Common stocks of affiliates	0	0	0	0	0
3. Mortgage loans	0	0	0	0	0
4. Real estate	0	0	0	0	0
5. Contract loans .....	.....	.....	.....	.....	.....
6. Cash, cash equivalents and short-term investments .....	.....	.....	.....	0	0
7. Derivative instruments .....	.....	.....	0	0	0
8. Other invested assets	0	0	0	0	0
9. Aggregate write-ins for capital gains (losses)	0	0	0	0	0
10. Total capital gains (losses)	3,699,069	0	3,699,069	(2,519,880)	0
DETAILS OF WRITE-INS			.....	.....	.....
0901. .....	.....	.....	0	.....	.....
0902. .....	.....	.....	0	.....	.....
0903. .....	.....	.....	0	.....	.....
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998) (Line 9 above)	0	0	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

EXHIBIT OF NONADMITTED ASSETS

	1 Current Year Total Nonadmitted Assets	2 Prior Year Total Nonadmitted Assets	3 Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1. Bonds (Schedule D).....	0	0	0
2. Stocks (Schedule D):			
2.1 Preferred stocks	0	0	0
2.2 Common stocks	0	0	0
3. Mortgage loans on real estate (Schedule B):			
3.1 First liens	0	0	0
3.2 Other than first liens	0	0	0
4. Real estate (Schedule A):			
4.1 Properties occupied by the company	0	0	0
4.2 Properties held for the production of income.....	0	0	0
4.3 Properties held for sale	0	0	0
5. Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA).....	0	0	0
6. Contract loans	0	0	0
7. Derivatives (Schedule DB).....	0	0	0
8. Other invested assets (Schedule BA)	0	0	0
9. Receivables for securities	0	0	0
10. Securities lending reinvested collateral assets (Schedule DL).....	0	0	0
11. Aggregate write-ins for invested assets	678,669	1,129,342	450,673
12. Subtotals, cash and invested assets (Lines 1 to 11)	678,669	1,129,342	450,673
13. Title plants (for Title insurers only).....	0	0	0
14. Investment income due and accrued	0	0	0
15. Premiums and considerations:			
15.1 Uncollected premiums and agents' balances in the course of collection.....	2,623,544	0	(2,623,544)
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due.....	0	0	0
15.3 Accrued retrospective premiums.....	0	0	0
16. Reinsurance:			
16.1 Amounts recoverable from reinsurers	0	0	0
16.2 Funds held by or deposited with reinsured companies	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	0	0	0
18.2 Net deferred tax asset.....	0	0	0
19. Guaranty funds receivable or on deposit	0	0	0
20. Electronic data processing equipment and software.....	0	0	0
21. Furniture and equipment, including health care delivery assets.....	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0
24. Health care and other amounts receivable.....	17,441,990	3,501,753	(13,940,237)
25. Aggregate write-ins for other-than-invested assets	1,019,286	113,670	(905,616)
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25).....	21,763,489	4,744,765	(17,018,724)
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0	0
28. Total (Lines 26 and 27).....	21,763,489	4,744,765	(17,018,724)
DETAILS OF WRITE-INS			
1101. Investment in Foundation.....	678,669	1,129,342	450,673
1102.			0
1103.			0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above).....	678,669	1,129,342	450,673
2501. PREPAID EXPENSE.....	1,019,286	113,670	(905,616)
2502. LEASEHOLD IMPROVEMENT.....			0
2503.			0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above).....	1,019,286	113,670	(905,616)

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment	Total Members at End of					6 Current Year Member Months
	1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	
1. Health Maintenance Organizations.....	977,010	1,002,886	1,114,173	1,196,792	1,275,520	13,475,134
2. Provider Service Organizations.....	0	0	0	0	0	0
3. Preferred Provider Organizations.....	0	0	0	0	0	0
4. Point of Service.....	0	0	0	0	0	0
5. Indemnity Only.....	0	0	0	0	0	0
6. Aggregate write-ins for other lines of business.....	0	0	0	0	0	0
7. Total	977,010	1,002,886	1,114,173	1,196,792	1,275,520	13,475,134
DETAILS OF WRITE-INS						
0601.....	0					
0602.....	0					
0603.....	0					
0698. Summary of remaining write-ins for Line 6 from overflow page.....	0	0	0	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	0	0	0	0	0	0

NOTES TO FINANCIAL STATEMENTS

1A. Summary of Significant Accounting Policies

Basis of Presentation – CareSource (CS's) statutory-basis financial statements are presented on the basis of accounting practices prescribed or permitted by the Ohio Department of Insurance (ODI). The ODI requires that insurance companies domiciled in the State of Ohio prepare their statutory financial statements in accordance with the NAIC *Accounting Practices and Procedures Manual* (NAIC AP&P) subject to any deviation prescribed or permitted by the ODI.

Accounting practices and procedures of the NAIC, as prescribed or permitted by the insurance department of the applicable states of domicile, comprise a comprehensive basis of accounting other than accounting principles generally accepted in the United States (GAAP). The more significant differences are as follows:

Non-admitted Assets: Certain assets designated as “non-admitted,” principally prepaid assets, investments in CareSource Foundation, past due healthcare receivables, furniture and equipment, and other assets not specifically identified as an admitted asset within the NAIC AP&P are excluded from the accompanying balance sheets and are charged directly to unassigned surplus. In accordance with GAAP, such assets are included in the balance sheet to the extent that those assets are not impaired.

Reinsurance: Unpaid claims liabilities and premiums received in advance ceded to reinsurers have been reported as reductions of the related balances rather than as assets as would be required in accordance with GAAP.

Statements of Cash Flows: Cash, cash equivalents, and short-term investments in the statements of cash flows represent cash balances and investments with initial maturities of one year or less. In accordance with GAAP, the corresponding caption of cash and cash equivalents includes cash balances and investments with initial maturities of three months or less.

The effects of the foregoing variances from GAAP on the accompanying statutory-basis financial statements have not been quantified.

No significant differences exist between prescribed or permitted practices by the State of Ohio and NAIC SAP which materially affect the statutory basis net income or capital and surplus, as illustrated in the table below.

<u>NET INCOME</u>	<u>December 31, 2014</u>	<u>December 31, 2013</u>
1) State of Ohio Basis	\$ 160,663,608	\$ 134,942,477
2) State prescribed practices that increase/(decrease) SAP	-	-
3) State permitted practices that increase/(decrease) SAP	-	-
4) NAIC SAP	\$ 160,663,608	\$ 134,942,477
 <u>SURPLUS</u>		
1) State of Ohio Basis	\$ 743,533,386	\$ 604,859,056
2) State prescribed practices that increase/(decrease) SAP	-	-
3) State permitted practices that increase/(decrease) SAP	-	-
4) NAIC SAP	\$ 743,533,386	\$ 604,859,056

1B. Use of Estimates

The preparation of financial statements in accordance with statutory accounting principles requires management to make estimates and assumptions that affect the reported amount of admitted assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

1C. Accounting Policy

1. Short term investments include investments with remaining maturities of one year or less at the time of acquisition and are principally stated at amortized cost.
2. Bonds not backed by other loans are principally stated at amortized cost using the interest method. Realized capital gains and losses are determined using the first in, first out method.
3. Common stocks are reported at fair value as determined by the SVO and the related net unrealized capital gains (losses) are reported in unassigned surplus. There are no restrictions on common stock.
4. CS does not hold any preferred stock.
5. CS does not hold any mortgage loans.
6. Single class and multi-class mortgage-backed/asset-backed securities are valued at amortized cost using the interest method including anticipated prepayments. Prepayment assumptions are obtained from dealer surveys and are based on the current interest rate and economic environment. The retrospective adjustment method is used to value all such securities.

NOTES TO FINANCIAL STATEMENTS

7. The Company invests in the CareSource Foundation, an affiliated entity of CareSource. The Company records this investment using the GAAP equity method of accounting, and records it as a non-admitted write-in invested asset on the Assets page of the statutory filing.
8. The Company does not invest in any joint ventures, partnerships, or limited liability companies.
9. CS does not hold any derivative instruments.
10. CS would utilize anticipated investment income in the computation of the premium deficiency calculation in accordance with NAIC guidelines, but no such reserve is necessary.
11. Claims unpaid and unpaid claims adjustment expense liabilities represent management's best estimate of the ultimate net cost of all reported and unreported claims incurred through December 31. Although considerable variability is inherent in such estimates, management believes that the reserves for unpaid claims are adequate. The estimates are continually reviewed and adjusted as necessary as experience develops or new information becomes known; such adjustments are included in current operations.
12. The admitted value of CS's electronic data processing equipment and operating software was limited to three percent of capital and surplus. The admitted portion was reported at cost less accumulated depreciation. Electronic data processing equipment and operating or non-operating software was depreciated using the straight line method over the lesser of its useful life or three years. Other furniture and equipment was depreciated using the straight line method over five years. The Company has not modified its capitalization policy from the prior period.
13. Pharmacy rebates are attained based on agreements between CS and a third party administrator for prescription drugs. Pharmacy rebates are admitted if accrued or invoiced within 90 days of the reporting period. Pharmacy rebates are non-admitted if invoiced and uncollected over 90 days prior to the reporting period.

Other than temporary impairments

Management regularly reviews the value of CS's investments. If the value of any investment falls below its cost basis, the decline in value is analyzed to determine whether it is an other-than-temporary impairment. The decision to record an impairment loss incorporates both quantitative criteria and qualitative information. The Company considers a number of factors including, but not limited to: (a) the length of time and the extent to which the fair value has been less than book value, (b) the financial condition and near term prospects of the issuer, (c) the intent and ability of CS to retain its investment for a period of time sufficient to allow for any anticipated recovery in value, (d) whether the debtor is current on interest and principal payments and (e) general market conditions and industry or sector specific factors.

Premium Revenue

Premiums are due monthly. Amounts are recognized as revenue in the period in which CS is obligated to provide services to its members. Premiums received in advance are recorded as unearned premium revenue. In accordance with Statement of Statutory Accounting Principle (SSAP) No. 61, *Life, Deposit-Type and Accident Health Reinsurance*, payments to a reinsurance carrier for a stop-loss arrangement are deducted from premiums earned.

A substantial portion (approximately 92% during 2014) of CS's premiums earned relates to a provider contract with the Ohio Department of Medicaid (ODM). The contract is subject to cancellation by CS upon one hundred twenty days written notice provided that termination must be effective on the last day of a calendar month. ODM can terminate the agreement, in certain circumstances, effective the last day of a calendar month. Cancellations or nonrenewal of these contracts would affect operating results adversely.

Net premium income also includes the Medicare Advantage CMS premium, and the premium under the Medicare Part D program. These premiums are less than 1% of CS's total premiums. As a part of the Medicare Advantage program, periodic changes in member risk factor adjustment scores, for certain diagnoses result in changes to Medicare revenues. The Company recognizes such changes when the amounts become determinable and supportable, and collectability is reasonably assured. The amounts are recorded as accrued retrospective premiums, or as a provision for experience rating refunds with a corresponding adjustment to premium income.

Effective January 1, 2014 CareSource started providing individual health insurance coverage for individuals signing up for coverage on the Federally Facilitated Exchange. Total premium income earned related to these policies represents approximately 1% of CS's premiums during 2014. Premium amounts include both subscriber payments, and advanced premium tax credits received from CMS. All premiums are subject to the Affordable Care Act risk-sharing provisions. Premium income has been adjusted to account for certain of these provisions as summarized in Note 24.

Effective May 1, 2014 CareSource started providing coverage to Dual Eligible individuals under a three year demonstration program known as MyCare Ohio. The program is designed to implement and test a Medicare-Medicaid Integrated Care Delivery System. Total premium income earned under this program represents approximately 7% of CS's premiums during 2014 and includes amounts from ODM and CMS. The CMS premium payments include premiums under the Medicare Part D program. As a part of the Medicare portion of the program, periodic changes in member risk factor adjustment scores, for certain diagnoses result in changes to Medicare revenues. The Company recognizes such changes when the amounts become determinable and supportable, and collectability is reasonably assured. The amounts are recorded as accrued retrospective premiums, or as a provision for experience rating refunds with a corresponding adjustment to premium income. Activity related to this program is captured in "Category 9" within the NAIC filings "Analysis of Operations by Lines of Business". This category was selected as the demonstration program does not specifically meet the definitions of any of the coverage types described in Categories 1-8 and NAIC statutory accounting practices and procedures do not specifically address the classification for this type of insurance product.

NOTES TO FINANCIAL STATEMENTS

Pay for Performance Program

Under CS' contract with ODM, incremental revenue of up to 1.25% of total premium revenue (1% through June 30, 2014) is earned if certain performance measures are met. Additionally, failure to meet minimum performance standards for certain measures will result in the assessment of a noncompliance penalty. These performance measures are generally linked to various quality-of-care measures dictated by the State. CS estimates the value of potential revenues and penalties based on an ongoing review against performance metrics. CS recognizes the net activity as aggregate write-ins for other health care related revenues on the statutory basis statements of revenue and expenses. Amounts owed from the state are recognized as premiums and considerations receivable; penalties owed to the state are netted against premiums, and are included in other accrued liabilities. Recorded amounts represent balances confirmed from the 2014 state fiscal year (July-June) and estimates for 2015 fiscal year.

Hospital and Medical Cost

CS contracts with various health care providers for the provision of certain health care services to its members. Participating physicians and hospitals are paid contractually established rates for services to members. The cost of health care services provided or contracted for is accrued in the period in which it is provided to a member, based in part, on estimates. Estimated liabilities for health care services provided to members of CS include claims reported and estimates (based upon historical experience) of health care services incurred but not reported (IBNR). These estimates are periodically reviewed and are adjusted in accordance with the latest available information in that period in which the information becomes available.

Reinsurance

Certain premiums and benefits are ceded to another insurance company under a reinsurance agreement. The ceded reinsurance agreement provides CS with increased capacity to write larger risks and maintain its exposure to loss within its capital resources. CS remains obligated for amounts ceded in the event that the reinsurer does not meet their obligations.

	December 31, 2014	December 31, 2013
	Written & Earned	Written & Earned
	Premiums	Premiums
Direct premiums	\$5,629,382,816	\$4,171,599,088
Ceded premiums		
Non-affiliates	(32,240,817)	(17,532,547)
Affiliates		
Net premiums	\$5,597,141,999	\$4,154,066,540

CS does not, directly or indirectly, control any reinsurer with whom CS conducts business. CS does not have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel the agreement.

Significant Provider

CS has an agreement with Children's Hospital and Physicians' Healthcare Networks dba Partners for Kids (PFK), for PFK to provide medical services to CS members. In connection with this contract, CS pays medical claims billed by non-PFK providers for CS members whom are less than 19 years old in the Central and Southeast Regions, and is later reimbursed by PFK. CS has recorded a liability for the incurred but not reported (IBNR) medical claims for these non-PFK provided services, and a related receivable which was secured by an irrevocable letter of credit from PFK's financial institution to CS in the amount of the IBNR accrual. Reinsurance for CS members for which PFK is providing the medical services are delegated to PFK with approval of the State of Ohio.

As of December 31, 2014 and 2013, PFK was paid \$364,429,924 and \$321,347,574, respectively, for services rendered, prior to chargebacks of \$193,708,087 and \$186,151,661 respectively. Chargebacks resulted from CS directly paying certain non-PFK providers under the contract. The CS membership capitated by the provider constituted approximately 15% of total CS membership in 2014 (18% in 2013).

At December 31, 2014 and December 31, 2013, CS recorded a capitation chargeback receivable from PFK for \$17,569,123 and \$15,865,853 respectively.

Income Taxes

CS has been recognized by the Internal Revenue Service as an organization described in Internal Revenue Code Section 501(c)(3), and as such, is treated as exempt from federal income taxes, but is subject to unrelated business income tax.

2. Accounting Changes and Correction of Errors – None

3. Business Combinations and Goodwill – None

4. Discontinued Operations - None

5. Investments

- A. Mortgage Loans - None
- B. Debt Restructuring - None
- C. Reverse Mortgage - None
- D. Loan-Backed Securities:
 - (1) Prepayment Assumptions - None
 - (2) Securities with a recognized OTTI – None
 - (3) Securities by CUSIP with a recognized OTTI - None
 - (4) Impaired Securities without recognized OTTI – None
 - (5) Additional information –

NOTES TO FINANCIAL STATEMENTS

Management regularly reviews the value of CS's investments. If the value of any investment falls below its cost basis, the decline in value is analyzed to determine whether it is an other-than-temporary impairment. The decision to record an impairment loss incorporates both quantitative criteria and qualitative information. The Company considers a number of factors including, but not limited to: (a) the length of time and the extent to which the fair value has been less than book value, (b) the financial condition and near term prospects of the issuer, (c.i.) for non-interest-related declines in corporate and government bonds, the intent and ability of CS to retain its investment for a period of time sufficient to allow for any anticipated recovery in value, (c.ii.) for interest related declines in corporate and government bonds, the intent of CS to sell the investment at the reporting date, (c.iii.) for mortgage-backed securities, whether CS expects to recover the entire amortized cost basis of the security and whether CS has the intent to sell or intent and ability to hold the investments for a period of time sufficient to allow for any anticipated recovery in value, (d) whether the debtor is current on interest and principal payments, and (e) general market conditions and industry or sector specific factors. As of December 31, 2014, the Company holds \$3.97 million of loan backed securities, none of which meet the criteria for impairment. As of December 21, 2013 the Company held \$4.9 million of loan backed securities, none of which met the criteria for impairment.

E. Repurchase Agreements – None

F. Real estate

- (1) Impairment Losses – None
- (2) Sale of Real Estate – None
- (3) Change of Plans – None
- (4) Retail Land Sales – None
- (5) Real Estate with Mortgage Loans – None

G. Low income housing – None

H. Restricted assets (Including Pledged) – None

I. Working Capital Finance Investments – None

J. Offsetting and Netting of Assets and Liabilities –None

K. Structured Notes – None

6. Joint Ventures, Partnerships and Limited Liability Companies - None

7. Investment Income – All within 90 days and admitted.

8. Derivative Instruments – None

9. Income Taxes – CS is an organization exempt from income tax under Section 501 (c)(3) of the Internal Revenue Code whose activities are substantially related to their tax exempt purpose. On October 1, 2013 the Company began offering commercial insurance policies to qualified individuals on Ohio's federally facilitated exchange. The policies have an effective date of January 1, 2014. Activities conducted as part of the commercial line of business are subject to unrelated business income tax.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

NOTES TO FINANCIAL STATEMENTS

CareSource has recognized an admitted net DTA as of December 31, 2014 in the amount of \$0 The Components of net DTA are as follows (dollars in thousands):			
	Ordinary	Capital	Total
December 31, 2014			
(a) Gross deferred tax assets	\$ 1,139,336	\$ -	\$ 1,139,336
(b) Statutory valuation allowance	<u>\$ (1,136,336)</u>	<u>\$ -</u>	<u>\$ (1,136,336)</u>
(c) Adjusted gross deferred tax assets	\$ -	\$ -	\$ -
(d) Gross deferred tax liabilities	\$ -	\$ -	\$ -
(e) Net deferred tax asset before nonadmitted	\$ -	\$ -	\$ -
(f) Nonadmitted deferred tax assets	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
(g) Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
December 31, 2013			
(a) Gross deferred tax assets	\$ -	\$ -	\$ -
(b) Statutory valuation allowance	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
(c) Adjusted gross deferred tax assets	\$ -	\$ -	\$ -
(d) Gross deferred tax liabilities	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
(e) Net deferred tax asset before nonadmitted	\$ -	\$ -	\$ -
(f) Nonadmitted deferred tax assets	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
(g) Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
Change			
(a) Gross deferred tax asset	\$ -	\$ -	\$ -
(b) Statutory valuation allowance	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
(c) Adjusted gross deferred tax assets	\$ -	\$ -	\$ -
(d) Gross deferred tax liabilities	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
(e) Net deferred tax asset before nonadmitted	\$ -	\$ -	\$ -
(f) Nonadmitted deferred tax assets	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
(g) Net deferred tax asset	<u>\$ -</u>		<u>\$ -</u>

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

NOTES TO FINANCIAL STATEMENTS

The threshold used in 11.b. is as follows (dollars in thousands):

December 31, 2014

(h) ExDTA ACL RBC ratio	%	%
(i) ExDTA Surplus/policyholders and Contingency Reserves	%	%
(j) Adjusted Gross DTA/Adjusted Capital and Surplus Ratio	%	%
(k) Amount of Adjusted Capital and Surplus used to determine recovery period and threshold above	\$ -	\$ -

December 31, 2013

(h) ExDTA ACL RBC ratio		
(i) ExDTA Surplus/policyholders and Contingency Reserves Ratio		
(j) Adjusted Gross DTA/Adjusted Capital and Surplus Ratio		
(k) Amount of Adjusted Capital and Surplus used to determine recovery period and threshold above		

Change

(h) ExDTA ACL RBC ratio		
(i) ExDTA Surplus/policyholders and Contingency Reserves Ratio		
(j) Adjusted Gross DTA/Adjusted Capital and Surplus Ratio		
(k) Amount of Adjusted Capital and Surplus used to determine recovery period and threshold above		

AHLIC does not utilize any tax planning strategies in order to realize DTAs

Current income tax incurred consists of the major components at December 31, 2014 as follows (dollars in thousands)

	2014	2013
(a) Current federal income tax expense	\$ -	\$ -
(b) Foreign taxes	<hr/>	<hr/>
(c) Subtotal	\$ -	\$ -
(d) Tax on capital gains/(losses)	\$ -	\$ -
(e) Utilization of capital loss carryforwards	\$ -	\$ -
(f) Other, including prior year overaccrual	\$ -	\$ -
(g) Federal and foreign income taxes incurred	\$ -	\$ -

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

NOTES TO FINANCIAL STATEMENTS

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities for the years ended December 31, 2014 and 2013, are as follows (dollars in thousands):

	2014	2013	Change
Deferred Tax Assets:			
(a) Ordinary			
(1) Discounting of unpaid losses	\$ 40,334	\$ -	\$ 40,334
(2) Unearned premiums reserve	\$ 339,741	\$ -	\$ 339,741
(3) Policyholder reserves			
(4) Investments			
(5) Deferred acquisition costs	\$ 293,740	\$ -	\$ 293,740
(6) Policyholder dividends accrual			
(7) Fixed Assets			
(8) Compensation and benefits accrual			
(9) Pension accrual			
(10) Receivables-non admitted			
(11) Net operating loss carry-forward	\$ 331,450		\$ 331,450
(12) Tax credit carry-forward			
(13) Other	\$ 134,041	\$ -	\$ 134,041
Gross Ordinary Deferred Tax Assets	\$ 1,139,306	\$ -	\$ 1,139,306
(b) Statutory Valuation Allowance - Ordinary	\$ (1,139,306)	\$ -	\$ (1,139,306)
(c) Nonadmitted Deferred Tax Assets - Ordinary			
(d) Admitted Deferred tax Assets - Ordinary	\$ -	\$ -	\$ -
(e) Capital			
(1) Investments	\$ -	\$ -	\$ -
(2) Capital Loss Carryforwards	\$ -	\$ -	\$ -
(3) Other (required to disclose items > 5%)	\$ -	\$ -	\$ -
(4) Tax effect of unrealized capital losses	\$ -	\$ -	\$ -
Gross Capital Deferred Tax Assets	\$ -	\$ -	\$ -
(f) Statutory Valuation Allowance - Capital	\$ -	\$ -	\$ -
(g) Nonadmitted Deferred Tax Assets - Capital	\$ -	\$ -	\$ -
(h) Admitted Deferred Tax Assets - Capital	\$ -	\$ -	\$ -
(i) Total Admitted Deferred Tax Assets	\$ -	\$ -	\$ -
(a) Ordinary			
(1) Deferred and uncollected premiums	\$ -	\$ -	\$ -
(2) Depreciation	\$ -	\$ -	\$ -
(3) Accretion of bond discount	\$ -	\$ -	\$ -
(4) Other (required to disclose items > 5%)	\$ -	\$ -	\$ -
Ordinary Deferred Tax Liabilities	\$ -	\$ -	\$ -
(b) Capital			
(1) Investments	\$ -	\$ -	\$ -
(2) Other (required to disclose items > 5%)	\$ -	\$ -	\$ -
(3) Tax effect of unrealized capital gains	\$ -	\$ -	\$ -
Capital Deferred tax Liabilities	\$ -	\$ -	\$ -
(c) Total Deferred Tax Liabilities	\$ -	\$ -	\$ -
Tax effect of unrealized gains/(losses)	\$ -	\$ -	\$ -

As of December 31, 2014, a statutory valuation allowance of \$1,139,336 was provided against DTAs.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

NOTES TO FINANCIAL STATEMENTS

The change in net deferred income taxes for the years ended December 31, 2014 and 2013 are composed of the following (dollars in thousands):

	2014	2013	Change
Total deferred tax assets	\$ 1,139,306	\$ -	\$ 1,139,306
Total deferred tax liabilities	\$ -	\$ -	\$ -
Net deferred tax assets/liabilities	\$ 1,139,306	\$ -	\$ 1,139,306
Statutory valuation allowance	\$ (1,139,306)	\$ -	\$ (1,139,306)
Net deferred tax assets/liabilities after valuation allowance	\$ -	\$ -	\$ -
Tax effect of unrealized gains	\$ -	\$ -	\$ -
Statutory valuation allowance on unrealized gains	\$ -	\$ -	\$ -
Change in net deferred income tax benefit	\$ -	\$ -	\$ -

The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate to pretax income. The significant items causing differences for the year ended December 31, 2014, is as follows (dollars in thousands):

	Amount	Tax Effected	Tax Rate %
Statutory income tax	\$ -	\$ -	%
Nondeductible expenses	\$ -	\$ -	%
Change in statutory valuation allowance	\$ 3,350,900	\$ 1,139,306	34%
Change in nonadmitted assets			
Other (including prior year true-up)	\$ 3,350,900	\$ 1,139,306	34%
Federal and foreign income taxes incurred			
Tax on capital gains/(losses)			
Prior year underaccrual			
Change in net deferred income tax benefit	\$ (1,139,306)		
Total statutory income tax			0%

10. Information Concerning Parent, Subsidiaries and Affiliates

A. Effective July 1, 2011, CS and CareSource Management Group (CSMG) entered into a long-term management agreement, which requires CS and CSMG to provide services and resources to each other at actual cost. The initial term of the agreement is 15 years and shall be terminable only for cause, except that CS may terminate this agreement without cause at any time for any reason upon one year written notice. The agreement includes a cost-sharing agreement, which outlines the allocation of costs for shared resources and direct costs between CS and CSMG. Costs are allocated in accordance with SSAP No. 70, *Allocation of Expenses*. The amended and restated management agreement was approved by the ODI on July 13, 2011.

Effective March 1, 2012, CareSource entered into a reinsurance agreement with Ace American Insurance whereby CareSource Insurance serves as a direct reinsurer to Ace American Insurance, and no premiums are paid directly to CareSource Insurance. Total recoveries received from CareSource Insurance for the years ended December 31, 2014 and 2013 were \$10,218 and \$474,140, respectively.

B. & C. For the years ended December 31, 2014 and 2013, CS incurred management fees of \$261,857,235 and \$226,939,230 from CSMG.

D. As of December 31, 2014 and December 31, 2013, CS owed CSMG \$28,546,384 and \$21,106,015, respectively, for employee compensation and other administrative expenses incurred by the related party on behalf of CS. The terms of the settlement require that these amounts be settled within 30 days.

- E. None
- F. None
- G. None
- H. None
- I. None
- J. None
- K. None
- L. None

NOTES TO FINANCIAL STATEMENTS

11. Debt - None
12. Retirement Plans, Deferred Compensation, Post Employment Benefits and Other Post Retirement Benefit Plans - None
13. Capital and Surplus, Distribution Restrictions and Quasi-Reorganizations
 - 1) The Company has no shares outstanding.
 - 2) The Company has no preferred stock outstanding.
 - 3) Distribution restrictions – N/A
 - 4) Dividend or distributions paid – N/A
 - 5) Portion of income payable as ordinary dividends – N/A
 - 6) Restrictions on unassigned funds (surplus) - None
 - 7) Mutual reciprocals - N/A
 - 8) Stock held - N/A
 - 9) Special surplus funds change - None
 - 10) The portion of unassigned funds (surplus) represented by cumulative unrealized gains is \$13,847,677.
 - 11) Surplus notes - N/A
 - 12) Quasi-reorganization - N/A
 - 13) Quasi-reorganization date - N/A

14. Contingencies
 - A. Contingent Commitments – None
 - B. Assessments - None
 - C. Gain Contingencies - None
 - D. Claims Related Extra Contractual Obligations – None
 - E. Joint and Several Liabilities- None
 - F. All Other Contingencies - None

Other Lawsuits and Claims

The health care industry is subject to numerous laws and regulations of federal, state and local governments. Compliance with these laws and regulations can be subject to government review and interpretation, as well as regulatory actions unknown and unasserted at this time. Penalties associated with violations of these laws and regulations include significant fines and penalties, exclusion from participating in publicly-funded programs, and the repayment of previously billed and collected revenues.

From time to time we are involved in legal actions in the ordinary course of business, some of which seek monetary damages. Some lawsuits and claims are covered by insurance and others are not. The outcome of such legal actions is inherently uncertain. Nevertheless, we believe that these actions, when finally concluded and determined, are not likely to have a material adverse effect on our financial position, results of operations, or cash flows.

15. Leases
 - A. Lessee Operating Lease

1) CS leases certain office space under operating leases. CSMG pays the monthly rental payments for these leases per the management agreement and CS is responsible for an allocated portion of the future minimum lease payments, which is based on revenue at the beginning of each month. The rental payments for certain office space include annual inflationary adjustments.

On November 1, 2012, CS entered into a lease agreement with CSMG for the Headquarters Building. The lease expires on November 1, 2028. The monthly lease amount will vary based on the underlying components of the payment which include depreciation and interest payments on the underlying debt instruments.

Rental expenses for the years ended 2014 and 2013, were approximately \$7,046,484 and \$8,150,312, respectively.

2) Future minimum payments for noncancelable leases are as follows:

Year Ending December 31	Operating Leases
2015	3,804,017
2016	3,768,895
2017	3,774,084
2018	3,272,906
2019	2,789,423
2020 & beyond	21,758,010
Total	39,167,335

3) Sale-leaseback transactions- None

The Company is not involved in any sales-leaseback transactions.

B. Lessor Leases – None

NOTES TO FINANCIAL STATEMENTS

16. Information about financial instruments with off-balance sheet risk and financial instruments with concentrations of credit risk

- No such instruments.

17. Sale, transfer and servicing of financial assets and extinguishments of liabilities – None

18. Gain or Loss to the reporting entity for uninsured A&H plans and the uninsured portion of partially insured plans

The Company has a contract with the Ohio Department of Medicaid to provide case management services for the Home and Community Based Waiver program. The structure of the program as an entity that solely performs administrative services qualifies it for classification as an uninsured, administrative services only (ASO) plan.

A. ASO plans –

The gain from operations from Administrative Service Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2014:

	ASO Uninsured Plan	Uninsured Portion Of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$51,107	\$0	\$51,107
b. Total net other income or expenses	\$0	\$0	\$0
c. Net gain or (loss) from operations	\$51,107	\$0	\$51,107
d. Total claims payment volume	\$0	\$0	\$0

B. ASC plans – N/A

C. Medicare or similarly structured cost based reimbursed contracts –

- (1) The Company has recorded no revenues explicitly attributable to cost share and reinsurance components of administered Medicare products
- (2) As of December 31, 2014 the company had recorded a receivable from CMS of \$13.4 million related to the cost share and reinsurance components of administered Medicare products.
- (3) As no revenue is recorded in connection with the cost share and reinsurance components of the Company's Medicare contracts, the Company has recorded no allowances and reserves for adjustment of recorded revenues and receivables.
- (4) The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

19. Direct premium written/produced by managing general agents/third party administrator – Not applicable.

20. Fair Value Measurements –

A. The Company uses fair value measurements to record the fair value of certain assets and to estimate the fair value of financial instruments not recorded at fair value but required to be disclosed at fair value.

Fair value is defined as the price that would be received to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date. The Company's financial assets carried at fair value have been classified, for disclosure purposes, based on a hierarchy that prioritizes inputs to valuation techniques used to measure fair value into three levels.

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities. The Company's Level 1 assets and liabilities primarily include exchange-traded equity securities.

Level 2 – Inputs include quoted prices for similar assets or liabilities in active markets, quoted prices from those willing to trade in markets that are not active, or other inputs that are observable or can be corroborated by market data for the term of the instrument. Such inputs include market interest rates and volatilities, spreads, and yield curves.

Level 3 – Certain inputs are unobservable (supported by little or no market activity) and significant to the fair value measurement. Unobservable inputs reflect the Company's best estimate of what hypothetical market participants would use to determine a transaction price for the asset or liability at the reporting date.

The following discussion described the valuation methodologies utilized by the Company for assets measured or disclosed at fair value. Fair value estimates are made at a specific point in time, based on available market information and judgments about the financial instrument, including discount rates, estimates of timing, amount of expected future cash flows, and the credit standing of the issuer.

Debt and Equity Securities

The fair values of actively traded debt and equity securities are determined through the use of third-party pricing services utilizing market observable inputs. Certain mortgage-backed securities for which the Company does not receive public

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

NOTES TO FINANCIAL STATEMENTS

quotations or for which the Company believes market activity to reflect distressed sales are valued using current market-consistent rates applicable to yield, credit quality and maturity of each security. When available, market observable inputs are used to estimate the fair values of these securities.

Cash, Cash Equivalents, and Short-Term Investments

The fair values of cash and cash equivalents are based on quoted market prices. Short term investments are stated at amortized cost, which approximates fair value.

(1) Fair Value Measurements at Reporting Date

Fair Value Measurements at December 31, 2014	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Bonds				
U.S Governments	\$ -	\$ -	\$ -	\$ -
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Hybrid Securities	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -
Total Bonds	\$ -	\$ -	\$ -	\$ -
Common Stock				
Industrial and Misc	\$ 106,665,509	\$ -	\$ -	\$ 106,665,509
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -
Total Common Stocks	\$ 106,665,509	\$ -	\$ -	\$ 106,665,509
Total assets at fair value	\$ 106,665,509	\$ -	\$ -	\$ 106,665,509
Fair Value Measurements at December 31, 2013	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Bonds				
U.S Governments	\$ -	\$ -	\$ -	\$ -
Industrial and Misc	\$ -	\$ -	\$ -	\$ -
Hybrid Securities	\$ -	\$ -	\$ -	\$ -
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -
Total Bonds	\$ -	\$ -	\$ -	\$ -
Common Stock				
Industrial and Misc	\$ 72,702,951	\$ -	\$ -	\$ 72,702,951
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -
Total Common Stocks	\$ 72,702,951	\$ -	\$ -	\$ 72,702,951
Total assets at fair value	\$ 72,702,951	\$ -	\$ -	\$ 72,702,951

The Company did not have any significant assets or liabilities measured at fair value on a nonrecurring basis as of December 31, 2014 or December 31, 2013. There were no transfers between Level 1 and Level 2 securities during the year ended December 31, 2014.

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

The Company did not have any Level 3 investments as of 12/31/2013 or 12/31/2014

(3) CareSource recognizes transfers between fair value levels at the end of the reporting period.

(4) CareSource does not have any assets with fair value measurements categorized within Level 2 and Level 3

(5) Derivative Assets/Liabilities - Not applicable

B) Other Fair Value Measurements - Not applicable

C) Aggregate Value for All Financial Instruments

December 31, 2014	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	598,145,149	593,906,916		598,145,149		

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NOTES TO FINANCIAL STATEMENTS

Common Stock	106,665,509	106,665,509	106,665,509			
Cash, Cash Equivalents, and Short-Term Investments	786,660,186	786,677,628	754,452,471	32,207,715		

December 31, 2013	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	558,368,633	558,865,560		558,368,633		
Common Stock	72,702,951	72,702,951	72,702,951			
Cash, Cash Equivalents, and Short-Term Investments	333,653,185	333,676,773	281,991,561	51,661,624		

D) Fair Value Not Estimable - Not applicable

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 tax credits - None
- F. Subprime mortgage related risk – None
- G. Retained assets - None

22. Events subsequent - Subsequent events have been considered through February 27, 2015 for the statutory statements issued on that date.

- A. Type I – Recognized Subsequent Events - None
- B. Type II – Nonrecognized Subsequent Events – None

The Company is not subject to the annual fee under section 9010 of the Affordable Care Act. CS is incorporated as a nonprofit in the state of Ohio and receives greater than 80 percent of gross revenues from government programs that target low-income, elderly, or disabled populations.

23. Reinsurance

- A. Ceded Reinsurance Report
 - Section 1 – General Interrogatories
 - 1. No
 - 2. No
 - Section 2 – Ceded Reinsurance Report – Part A
 - 1. No
 - 2. No
 - Section 3 – Ceded Reinsurance Report – Part B
 - 1. \$6,671,595
 - 2. No
- B. Uncollectible Reinsurance – None
- C. Commutation of Ceded Reinsurance – None
- D. Certified Reinsurer Rating Downgraded or Status Subject to Revocation

24. Retrospectively rated contracts & contracts subject to redetermination –

- A. Method for retrospective adjustments – None.
- B. Accrued retrospective premiums – None.
- C. Net premiums written – None.
- D. Medical Loss ratio rebate amounts – None.
- E. Risk-Sharing Provisions of the Affordable Care Act(ACA) –
 - (1) Did the entity write accident and health insurance premium that is subject to the Affordable Care Act risk-sharing provisions?- Yes
 - (2) Impact of Risk-Sharing Provisions of the Affordable Care Act on Admitted Assets, Liabilities and Revenue for the Current Year

	AMOUNT
a. Permanent ACA Risk Adjustment Program	
Assets	
1. Premium adjustments receivable due to ACA Risk Adjustment	\$ -
Liabilities	
2. Risk adjustment user fees payable for ACA Risk Adjustment	\$ 23,588

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

NOTES TO FINANCIAL STATEMENTS

3.	Premium adjustments payable due to ACA Risk Adjustment	\$2,800,000
Operations (Revenue & Expense)		
	Reported as revenue in premium for accident and health contracts	
4.	(written/collected) due to ACA Risk Adjustment	\$2,800,000
5.	Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$ 23,588
b.	Transitional ACA Reinsurance Program	
Assets		
1.	Amounts recoverable for claims paid due to ACA Reinsurance	\$5,791,852
	Amounts recoverable for claims unpaid due to ACA Reinsurance (Contra	
2.	Liability)	\$ -
	Amounts receivable relating to uninsured plans for contributions for ACA	
3.	Reinsurance	\$ -
Liabilities		
	Liabilities for contributions payable due to ACA Reinsurance - not reported	
4.	as ceded premium	\$ -
5.	Ceded reinsurance premiums payable due to ACA Reinsurance	\$ 2,595
	Liabilities for amounts held under uninsured plans contributions for ACA	
6.	Reinsurance	\$ -
Operations (Revenue & Expense)		
7.	Ceded reinsurance premiums due to ACA Reinsurance	\$1,150,953
	Reinsurance recoveries (income statement) due to ACA Reinsurance	
8.	payments or expected payments	\$ -
9.	ACA Reinsurance contributions - not reported as ceded premium	\$ 237,075
c.	Temporary ACA Risk Corridors Program	
Assets		
1.	Accrued retrospective premium due to ACA Risk Corridors	\$ -
Liabilities		
	Reserve for rate credits or policy experience rating refunds due to ACA Risk	
2.	Corridors	\$ -
Operations (Revenue & Expense)		
3.	Effect of ACA Risk Corridors on net premium income (paid/received)	\$ -
4.	Effect of ACA Risk Corridors on change in reserves for rate credits	\$ -

Accrued During the Prior Year on Business Written Before December 31 of the Prior Year		Received or Paid as of the Current Year on Business Written Before December 31 of the Prior Year		Differences		Adjustments		Unsettled Balances as of the Reported Date		
				Prior Year Accrued Less Payments (Col 2 - 4)	To Prior Year Balances	To Prior Year Balances	Cumulative Balance from Prior Years (Col 1 - 3 + 7)	Cumulative Balance from Prior Years (Col 2 - 4 + 8)		
1	2	3	4	5	6	7	8	9	10	
Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Ref	Receivable	(Payable)

a.	Permanent ACA Risk Adjustment Program	\$	\$	\$	\$	\$	\$	\$	\$	A	\$	-	\$	-
1.	Premium adjustment receivable	-	-	-	-	\$	-	-	\$	-	\$	-	\$	-
2.	Premium adjustments (payable)	-	-	-	-	\$	-	-	\$	-	\$	-	\$	-
	Subtotal ACA Permanent Risk Adjustment Program	\$	\$	\$	\$	\$	-	-	\$	-	\$	-	\$	-
b.	Transitional ACA Reinsurance Program	\$	\$	\$	\$	\$	\$	\$	\$	C	\$	-	\$	-
1.	Amounts recoverable for claims paid	-	-	-	-	\$	-	-	\$	-	\$	-	\$	-
2.	Amounts recoverable for claims unpaid (contra liability)	\$	\$	\$	\$	\$	-	-	\$	-	\$	-	\$	-
3.	Amounts receivable relating to uninsured plans	\$	\$	\$	\$	\$	-	-	\$	-	\$	-	\$	-
	Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	\$	\$	\$	\$	\$	-	-	\$	-	\$	-	\$	-
4.	Ceded reinsurance premiums payable	-	-	-	-	\$	-	-	\$	-	\$	-	\$	-
5.	Liability for amounts held under uninsured plans	\$	\$	\$	\$	\$	-	-	\$	-	\$	-	\$	-
6.	Subtotal ACA Transitional Reinsurance Program	\$	\$	\$	\$	\$	-	-	\$	-	\$	-	\$	-
c.	Temporary ACA Risk Corridors Program	\$	\$	\$	\$	\$	-	\$	\$	I	\$	-	\$	-
1.	Accrued retrospective premium	\$	\$	\$	\$	\$	-	\$	\$	-	\$	-	\$	-

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

NOTES TO FINANCIAL STATEMENTS

2.	Reserve for rate credits or policy experience rating refunds	\$	\$	\$	\$	\$	\$	\$	J	\$	-	\$	-
3.	Subtotal ACA Risk Corridors Program	\$	\$	\$	\$	\$	\$	\$		\$	-	\$	-
d.	Total for ACA Risk Sharing Provisions	\$	\$	\$	\$	\$	\$	\$		\$	-	\$	-

Explanation of Adjustments

A. _____
 B. _____
 C. _____
 D. _____
 E. _____
 F. _____
 G. _____
 H. _____
 I. _____
 J. _____

25. Change in Incurred Claims and Claims Adjustment Expenses Related to Prior Years

Reserves as of December 31, 2013 were \$405.1 million. As of December 31, 2014, \$343 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$78.3 million, and we expect to recover approximately \$12 million on previously paid claims, principally on Medicaid lines of insurance. Reserves remaining primarily consist of excess funds received from the Ohio Department of Medicaid for administration of the ACA primary care rate increase program; amounts will be returned to ODM during 2015. Therefore, there has been a \$4.2 million unfavorable prior-year development since December 31, 2013 to December 31, 2014. The change is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Included in this decrease, the Company experienced \$1.5 million of unfavorable prior year claim development on retrospectively rated policies, combined with \$2.7 million of unfavorable experience in recoveries.

26. Intercompany Pooling Arrangements – None

27. Structured Settlements – Not applicable

28. Health Care Receivables

A. Pharmacy rebates - As of December 31, 2014 and December 31, 2013, CS recorded a pharmacy rebate receivable of \$32,861,742 and \$19,195,825, of which \$6,174,589 and \$3,501,753 and was non-admitted, respectively. The receivable is estimated using invoiced prescriptions and rebate dollars sent to drug manufactures for reimbursement. The Company utilizes a third party to administer the program.

	Estimated		Rebates	Rebates	Collected	
	Pharmacy		Collected	Collected	More Than	
	Rebates as	Pharmacy	Within 90	Within 91 to	180 Days	
	Reported on	Rebates as	Days of	180 Days of	After	Receivable
	Financial	Invoiced/	Invoicing/	Invoicing/	Invoicing/	As of
Quarter	Statements	Confirmed	Confirmation	Confirmation	Confirmation	31-Dec-13
12/31/2014	18,100,594	-	-	-	-	18,100,594
9/30/2014	14,836,625	11,603,940	1,331,543	-	-	7,590,297
6/30/2014	11,622,687	12,152,111	7,744,996	-	-	-
3/31/2014	5,843,866	9,481,149	6,379,182	2,800,773	-	-
12/31/2013	8,103,775	8,529,259	7,983,653	567,631	184	-
9/30/2013	7,268,767	7,887,439	4,984,821	1,894,279	463,601	-
6/30/2013	7,345,766	6,634,865	4,683,765	1,473,812	603,774	-
3/31/2013	6,409,692	6,628,557	4,800,100	694,858	996,079	-
12/31/2012	6,725,092	6,828,693	5,018,249	1,073,661	910,745	-
9/30/2012	6,447,636	6,981,870	4,431,979	1,362,762	768,947	-
6/30/2012	5,554,219	6,093,886	4,500,935	440,541	1,247,615	-
3/31/2012	4,032,982	3,856,943	2,070,493	752,542	1,062,599	-

B. Risk sharing receivables – None

29. Participating Policies – Not applicable

30. Premium Deficiency Reserves – Not deemed necessary

NOTES TO FINANCIAL STATEMENTS

31. Anticipated Salvage and Subrogation – Due to the type of business being written, the Company has no salvage. The Company took into account estimated recoveries (in the form of coordination of benefits) in its determination of the liability for unpaid claims/losses and reduced such liability by \$26,231,829.

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 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 [] No []
If yes, complete Schedule Y, Parts 1, 1A and 2.

1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes [] No [] N/A []
Ohio.....

1.3 State Regulating? Ohio.....

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 []
.....04/25/2014

2.2 If yes, date of change:12/31/2012

3.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2012

3.2 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

3.3 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).11/08/2013

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

3.5 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 []
Yes [] No [] N/A []

3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A []

4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business? Yes [] No []
4.12 renewals? Yes [] No []

4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business? Yes [] No []
4.22 renewals? Yes [] No []

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

5.2 If yes, provide the name of the 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
.....
.....
.....
.....
.....

6.1 Has the 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 []
6.2 If yes, give full information
7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes [] No []
7.2 If yes,

7.21 State the percentage of foreign control

7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact).

1 Nationality	2 Type of Entity
.....
.....
.....
.....
.....

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

GENERAL INTERROGATORIES

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 the names and locations (city and state of the main office) of any affiliates regulated by a federal financial 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. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
Ernst & Young LLP, 312 Walnut Street, Suite 1900, Cincinnati, Ohio 45202.....

10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes [] No [X]

10.2 If the response to 10.1 is yes, provide information related to this exemption:

10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes [] No [X]

10.4 If the response to 10.3 is yes, provide information related to this exemption:

10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes [X] No [] N/A []

10.6 If the response to 10.5 is no or n/a, please explain

11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Darrell Knapp, Ernst & Young LLP, 1200 Main Street, Suite 2500, Kansas City, Missouri 64105.....

12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes [] No [X]

12.11 Name of real estate holding company.....

12.12 Number of parcels involved.....

12.13 Total book/adjusted carrying value \$.....

12.2 If yes, provide explanation

13. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:

13.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?

13.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes [] No []

13.3 Have there been any changes made to any of the trust indentures during the year? Yes [] No []

13.4 If answer to (13.3) is yes, has the domiciliary or entry state approved the changes? Yes [] No [] N/A []

14.1 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.

14.11 If the response to 14.1 is no, please explain:

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

14.21 If the response to 14.2 is yes, provide information related to amendment(s)
The amendments to the Code of Conduct were completed in December 2014. No material changes were made to the requirements, mostly a re-branding of the Compliance Program and Code of Conduct.....

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

14.31 If the response to 14.3 is yes, provide the nature of any waiver(s).

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

GENERAL INTERROGATORIES

15.1 Is the reporting entity the beneficiary of a Letter of Credit that is unrelated to reinsurance where the issuing or confirming bank is not on the SVO Bank List? Yes [] No [X]

15.2 If the response to 15.1 is yes, indicate the American Bankers Association (ABA) Routing Number and the name of the issuing or confirming bank of the Letter of Credit and describe the circumstances in which the Letter of Credit is triggered.

1 American Bankers Association (ABA) Routing Number	2 Issuing or Confirming Bank Name	3 Circumstances That Can Trigger the Letter of Credit	4 Amount
.....
.....
.....

BOARD OF DIRECTORS

16. Is the purchase or sale of all investments of the reporting entity passed upon either by the board of directors or a subordinate committee thereof? Yes [X] No []

17. Does the reporting entity keep a complete permanent record of the proceedings of its board of directors and all subordinate committees thereof? Yes [X] No []

18. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No []

FINANCIAL

19. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]

20.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans): 20.11 To directors or other officers \$.....
20.12 To stockholders not officers \$.....
20.13 Trustees, supreme or grand (Fraternal only) \$.....

20.2 Total amount of loans outstanding at the end of year (inclusive of Separate Accounts, exclusive of policy loans): 20.21 To directors or other officers \$.....
20.22 To stockholders not officers \$.....
20.23 Trustees, supreme or grand (Fraternal only) \$.....

21.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]

21.2 If yes, state the amount thereof at December 31 of the current year: 21.21 Rented from others \$.....
21.22 Borrowed from others \$.....
21.23 Leased from others \$.....
21.24 Other \$.....

22.1 Does this statement include payments for assessments as described in the *Annual Statement Instructions* other than guaranty fund or guaranty association assessments? Yes [] No [X]

22.2 If answer is yes: 22.21 Amount paid as losses or risk adjustment \$.....
22.22 Amount paid as expenses \$.....
22.23 Other amounts paid \$.....

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

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

INVESTMENT

24.01 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? (other than securities lending programs addressed in 24.03) Yes [X] No []

24.02 If no, give full and complete information, relating thereto

24.03 For security lending programs, provide a description of the program including value for collateral and amount of loaned securities, and whether collateral is carried on or off-balance sheet. (an alternative is to reference Note 17 where this information is also provided)

24.04 Does the company's security lending program meet the requirements for a conforming program as outlined in the Risk-Based Capital Instructions? Yes [] No [] NA [X]

24.05 If answer to 24.04 is yes, report amount of collateral for conforming programs. \$.....

24.06 If answer to 24.04 is no, report amount of collateral for other programs. \$.....

24.07 Does your securities lending program require 102% (domestic securities) and 105% (foreign securities) from the counterparty at the outset of the contract? Yes [] No [] NA [X]

24.08 Does the reporting entity non-admit when the collateral received from the counterparty falls below 100%? Yes [] No [] NA [X]

24.09 Does the reporting entity or the reporting entity's securities lending agent utilize the Master Securities Lending Agreement (MSLA) to conduct securities lending? Yes [] No [] NA [X]

24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:

24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....

24.102 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$.....

24.103 Total payable for securities lending reported on the liability page \$.....

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

GENERAL INTERROGATORIES

25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03).

Yes [X] No []

25.2 If yes, state the amount thereof at December 31 of the current year:

25.21 Subject to repurchase agreements	\$.....
25.22 Subject to reverse repurchase agreements	\$.....
25.23 Subject to dollar repurchase agreements	\$.....
25.24 Subject to reverse dollar repurchase agreements	\$.....
25.25 Placed under option agreements	\$.....
25.26 Letter stock or securities restricted as to sale – excluding FHLB Capital Stock	\$.....
25.27 FHLB Capital Stock	\$.....
25.28 On deposit with states	\$..... 3,500,000
25.29 On deposit with other regulatory bodies	\$.....
25.30 Pledged as collateral – excluding collateral pledged to an FHLB	\$.....
25.31 Pledged as collateral to FHLB – including assets backing funding agreements	\$.....
25.32 Other	\$.....

25.3 For category (25.26) provide the following:

1 Nature of Restriction	2 Description	3 Amount
.....
.....
.....
.....

26.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A [X]
If no, attach a description with this statement.

27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]

27.2 If yes, state the amount thereof at December 31 of the current year. \$.....

28. 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 []

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

1 Name of Custodian(s)	2 Custodian's Address
Fifth Third Bank.....	38 Fountain Square, Cincinnati, Ohio 45263.....
RBS Citizens, N.A.....	870 Westminster Street, RWR110, Providence, Rhode Island 02903.....
Huntington National Bank.....	41 South High Street, Columbus, Ohio 43287.....

28.02 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)
.....
.....
.....

28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?

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

Yes [] No [X]

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

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

GENERAL INTERROGATORIES

28.05 Identify all investment advisors, brokers/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 Number(s)	2 Name	3 Address

29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D - Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b) (1)])? Yes [X] No []

29.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
29.2001. 015566-30-0.....	ALGER SPECTRA FUND-I.....	5,553,037
29.2002. 115233-79-3.....	BROWN ADVISORY-S/C FND VAL-I.....	2,498,360
29.2003. 24610C-85-7.....	DELAWARE VALUE FUND-I.....	3,617,398
29.2004. 316071-10-9.....	FIDELITY CONTRAFUND.....	6,101,401
29.2005. 316389-77-4.....	FIDELITY ADV S/C VALUE-.....	4,281,748
29.2006. 339128-10-0.....	JPMORGAN MID CAP VALUE-INST.....	4,608,011
29.2007. 353533-88-8.....	FRANKLIN INTER SM CP GRW-ADV.....	3,571,362
29.2008. 354713-65-3.....	FRANKLIN SMALL CAP GRW FD-AD.....	4,398,449
29.2009. 411511-30-6.....	HARBOR INTERNATIONAL-INST.....	2,679,005
29.2010. 413838-20-2.....	OAKMARK INTERNATIONAL-I.....	2,724,458
29.2011. 416648-85-5.....	HARTFORD EQUITY INCOME FD-Y.....	4,524,654
29.2012. 464287-46-5.....	ISHARES MSCI EAFE ETF.....	3,202,800
29.2013. 464287-49-9.....	ISHARES RUSSELL MID-CAP ETF.....	4,607,798
29.2014. 466000-54-4.....	IVY MID CAP GROWTH FUND-CL Y.....	3,258,466
29.2015. 47803W-40-6.....	JOHN HANCOCK III-DISC M/C-1S.....	7,543,228
29.2016. 52468C-70-3.....	CLEARBRIDGE AGGRESSIVE GR-1S.....	4,978,940
29.2017. 55273E-82-2.....	MFS INTL VALUE-1.....	3,621,506
29.2018. 64122Q-30-9.....	NEUBERGER BER MU/C OPP-INS.....	5,802,645
29.2019. 68380L-40-7.....	OPPENHEIMER INTL GROWTH FD-Y.....	3,463,102
29.2020. 76628R-67-2.....	RIDGEWORTH L/C VAL EOTY-I.....	5,584,119
29.2021. 779556-10-9.....	T ROWE PRICE MID CAP GR.....	3,402,293
29.2022. 779562-10-7.....	T ROWE PRICE NEW HORIZONS.....	3,267,842
29.2023. 92206C-66-4.....	VANGUARD RUSSELL 2000.....	2,775,154
29.2024. 92206C-73-0.....	VANGUARD RUSSELL 1000.....	7,044,538
29.2999 TOTAL		103,110,314

29.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
ALGER SPECTRA FUND-I.....	Apple Inc.....	369,943	.....
ALGER SPECTRA FUND-I.....	Facebook Inc.....	216,846	.....
ALGER SPECTRA FUND-I.....	Google Inc.....	170,534	.....
ALGER SPECTRA FUND-I.....	Actavis plc.....	153,319	.....
ALGER SPECTRA FUND-I.....	Gilead Sciences Inc.....	143,268	.....
BROWN ADVISORY-S/C FND VAL-I.....	Core-Mark Holding Co Inc.....	111,377	.....
BROWN ADVISORY-S/C FND VAL-I.....	Broadridge Financial Solutions.....	107,904	.....
BROWN ADVISORY-S/C FND VAL-I.....	EnPro Industries Inc.....	102,333	.....
BROWN ADVISORY-S/C FND VAL-I.....	EchoStar Corp.....	92,914	.....
BROWN ADVISORY-S/C FND VAL-I.....	Denny's Corp.....	92,914	.....
FIDELITY CONTRAFUND.....	Berkshire Hathaway Inc.....	303,118	.....
FIDELITY CONTRAFUND.....	Wells Fargo & Co.....	215,929	.....
FIDELITY CONTRAFUND.....	Apple Inc.....	206,227	.....
FIDELITY CONTRAFUND.....	Facebook Inc.....	201,590	.....
FIDELITY CONTRAFUND.....	Google Inc.....	173,219	.....
FIDELITY ADV S/C VALUE-I.....	First Citizens BancShares Inc/.....	123,785	.....
FIDELITY ADV S/C VALUE-I.....	Rouse Properties Inc.....	121,473	.....
FIDELITY ADV S/C VALUE-I.....	Endurance Specialty Holdings L.....	120,189	.....
FIDELITY ADV S/C VALUE-I.....	Federated Investors Inc.....	119,889	.....
FIDELITY ADV S/C VALUE-I.....	World Fuel Services Corp.....	115,350	.....
JPMORGAN MID CAP VALUE-INST.....	JPMorgan Tax Free Money Market.....	128,702	.....
JPMORGAN MID CAP VALUE-INST.....	Kohl's Corp.....	75,111	.....
JPMORGAN MID CAP VALUE-INST.....	Loews Corp.....	74,926	.....
JPMORGAN MID CAP VALUE-INST.....	Expedia Inc.....	74,281	.....
JPMORGAN MID CAP VALUE-INST.....	Cigna Corp.....	72,300	.....
FRANKLIN INTER SM CP GRW-ADV.....	Grafton Group PLC.....	172,211	.....
FRANKLIN INTER SM CP GRW-ADV.....	Kennedy Wilson Europe Real Est.....	163,640	.....
FRANKLIN INTER SM CP GRW-ADV.....	Fairfax Financial Holdings Ltd.....	153,569	.....
FRANKLIN INTER SM CP GRW-ADV.....	RenaissanceRe Holdings Ltd.....	146,212	.....
FRANKLIN INTER SM CP GRW-ADV.....	Sligro Food Group NV.....	143,497	.....
FRANKLIN SMALL CAP GRW FD-AD.....	Demandware Inc.....	71,123	.....

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

GENERAL INTERROGATORIES

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
FRANKLIN SMALL CAP GRW FD-AD.....	Sapient Corp.....	69,627	
FRANKLIN SMALL CAP GRW FD-AD.....	Astronics Corp.....	65,757	
FRANKLIN SMALL CAP GRW FD-AD.....	Shutterfly Inc.....	65,009	
FRANKLIN SMALL CAP GRW FD-AD.....	ViaSat Inc.....	63,909	
HARBOR INTERNATIONAL-INST.....	Anheuser-Busch InBev NV.....	75,012	
HARBOR INTERNATIONAL-INST.....	Lloyds Banking Group PLC.....	73,378	
HARBOR INTERNATIONAL-INST.....	Roche Holding AG.....	73,324	
HARBOR INTERNATIONAL-INST.....	Novartis AG.....	72,762	
HARBOR INTERNATIONAL-INST.....	Novo Nordisk A/S.....	70,190	
OAKMARK INTERNATIONAL-I.....	Credit Suisse Group AG.....	143,334	
OAKMARK INTERNATIONAL-I.....	BNP Paribas SA.....	97,345	
OAKMARK INTERNATIONAL-I.....	Honda Motor Co Ltd.....	91,460	
OAKMARK INTERNATIONAL-I.....	Toyota Motor Corp.....	83,314	
OAKMARK INTERNATIONAL-I.....	Daimler AG.....	83,178	
HARTFORD EQUITY INCOME FD-Y.....	Wells Fargo & Co.....	176,281	
HARTFORD EQUITY INCOME FD-Y.....	Johnson & Johnson.....	148,182	
HARTFORD EQUITY INCOME FD-Y.....	JPMorgan Chase & Co.....	147,594	
HARTFORD EQUITY INCOME FD-Y.....	Home Depot Inc/The.....	144,336	
HARTFORD EQUITY INCOME FD-Y.....	Chevron Corp.....	140,038	
ISHARES MSCI EAFE ETF.....	Nestle SA.....	63,891	
ISHARES MSCI EAFE ETF.....	Novartis AG.....	57,674	
ISHARES MSCI EAFE ETF.....	Roche Holding AG.....	48,639	
ISHARES MSCI EAFE ETF.....	Toyota Motor Corp.....	45,757	
ISHARES MSCI EAFE ETF.....	HSBC Holdings PLC.....	45,368	
ISHARES RUSSELL MID-CAP ETF.....	Kroger Co/The.....	25,679	
ISHARES RUSSELL MID-CAP ETF.....	Southwest Airlines Co.....	22,283	
ISHARES RUSSELL MID-CAP ETF.....	Cigna Corp.....	20,981	
ISHARES RUSSELL MID-CAP ETF.....	Crown Castle International Cor.....	20,841	
ISHARES RUSSELL MID-CAP ETF.....	Cardinal Health Inc.....	20,376	
IVY MID CAP GROWTH FUND-CL Y.....	Northern Trust Corp.....	88,695	
IVY MID CAP GROWTH FUND-CL Y.....	Electronic Arts Inc.....	87,816	
IVY MID CAP GROWTH FUND-CL Y.....	Intuitive Surgical Inc.....	81,755	
IVY MID CAP GROWTH FUND-CL Y.....	Microchip Technology Inc.....	76,802	
IVY MID CAP GROWTH FUND-CL Y.....	Mead Johnson Nutrition Co.....	73,381	
T ROWE PRICE MID CAP GR.....	Fiserv Inc.....	70,155	
T ROWE PRICE MID CAP GR.....	CarMax Inc.....	68,182	
T ROWE PRICE MID CAP GR.....	Pall Corp.....	59,676	
T ROWE PRICE MID CAP GR.....	Textron Inc.....	59,472	
T ROWE PRICE MID CAP GR.....	CareFusion Corp.....	53,654	
T ROWE PRICE NEW HORIZONS.....	T Rowe Price Reserve Investmen.....	61,926	
T ROWE PRICE NEW HORIZONS.....	Restoration Hardware Holdings.....	55,586	
T ROWE PRICE NEW HORIZONS.....	O'Reilly Automotive Inc.....	49,835	
T ROWE PRICE NEW HORIZONS.....	Puma Biotechnology Inc.....	49,214	
T ROWE PRICE NEW HORIZONS.....	Roper Industries Inc.....	45,554	
DELAWARE VALUE FUND-I.....	Lowe's Cos Inc.....	116,444	
DELAWARE VALUE FUND-I.....	Johnson Controls Inc.....	116,263	
DELAWARE VALUE FUND-I.....	Intel Corp.....	115,323	
DELAWARE VALUE FUND-I.....	Archer-Daniels-Midland Co.....	115,106	
DELAWARE VALUE FUND-I.....	Mondelez International Inc.....	113,225	
JOHN HANCOCK III-DISC M/C-IS.....	Lear Corp.....	143,321	
JOHN HANCOCK III-DISC M/C-IS.....	Western Digital Corp.....	142,869	
JOHN HANCOCK III-DISC M/C-IS.....	TD Ameritrade Holding Corp.....	136,457	
JOHN HANCOCK III-DISC M/C-IS.....	Robert Half International Inc.....	131,177	
JOHN HANCOCK III-DISC M/C-IS.....	State Street Institutional US.....	131,101	
CLEARBRIDGE AGGRESSIVE GR-IS.....	Biogen Idec Inc.....	437,251	
CLEARBRIDGE AGGRESSIVE GR-IS.....	UnitedHealth Group Inc.....	294,455	
CLEARBRIDGE AGGRESSIVE GR-IS.....	Amgen Inc.....	273,792	
CLEARBRIDGE AGGRESSIVE GR-IS.....	Actavis plc.....	266,174	
CLEARBRIDGE AGGRESSIVE GR-IS.....	Anadarko Petroleum Corp.....	239,836	
MFS INTL VALUE-I.....	Danone SA.....	133,959	
MFS INTL VALUE-I.....	Nestle SA.....	119,691	
MFS INTL VALUE-I.....	KDDI Corp.....	107,088	
MFS INTL VALUE-I.....	Reckitt Benckiser Group PLC.....	103,503	

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GENERAL INTERROGATORIES

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
MFS INTL VALUE-I.....	Compass Group PLC.....	100,895	
NEUBERGER BER MU/C OPP-INS.....	eBay Inc.....	233,673	
NEUBERGER BER MU/C OPP-INS.....	HCA Holdings Inc.....	229,030	
NEUBERGER BER MU/C OPP-INS.....	JPMorgan Chase & Co.....	212,435	
NEUBERGER BER MU/C OPP-INS.....	Goldman Sachs Group Inc/The.....	204,659	
NEUBERGER BER MU/C OPP-INS.....	Berkshire Hathaway Inc.....	201,352	
OPPENHEIMER INTL GROWTH FD-Y.....	Oppenheimer Institutional Mone.....	79,305	
OPPENHEIMER INTL GROWTH FD-Y.....	Continental AG.....	56,518	
OPPENHEIMER INTL GROWTH FD-Y.....	BT Group PLC.....	52,570	
OPPENHEIMER INTL GROWTH FD-Y.....	SAP SE.....	52,397	
OPPENHEIMER INTL GROWTH FD-Y.....	Dollarama Inc.....	51,358	
RIDGEWORTH L/C VAL EQTY-I.....	State Street Institutional Liq.....	232,299	
RIDGEWORTH L/C VAL EQTY-I.....	Chevron Corp.....	187,961	
RIDGEWORTH L/C VAL EQTY-I.....	Exxon Mobil Corp.....	186,175	
RIDGEWORTH L/C VAL EQTY-I.....	Pfizer Inc.....	163,335	
RIDGEWORTH L/C VAL EQTY-I.....	Cigna Corp.....	162,889	
VANGUARD RUSSELL 2000.....	Isis Pharmaceuticals Inc.....	11,459	
VANGUARD RUSSELL 2000.....	Brunswick Corp/DE.....	7,509	
VANGUARD RUSSELL 2000.....	RF Micro Devices Inc.....	7,481	
VANGUARD RUSSELL 2000.....	TriQuint Semiconductor Inc.....	7,453	
VANGUARD RUSSELL 2000.....	Office Depot Inc.....	7,229	
VANGUARD RUSSELL 1000.....	Apple Inc.....	225,058	
VANGUARD RUSSELL 1000.....	Exxon Mobil Corp.....	134,266	
VANGUARD RUSSELL 1000.....	Microsoft Corp.....	129,712	
VANGUARD RUSSELL 1000.....	Johnson & Johnson.....	100,042	
VANGUARD RUSSELL 1000.....	Berkshire Hathaway Inc.....	92,997	

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds.....	626,132,073	630,352,864	4,220,791
30.2 Preferred Stocks.....	0		0
30.3 Totals	626,132,073	630,352,864	4,220,791

30.4 Describe the sources or methods utilized in determining the fair values:

Fair values are determined by the individual bond custodians and based on quoted market prices.....

Yes [X] No []

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?

Yes [X] No []

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?

Yes [X] No []

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

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

Yes [X] No []

32.2 If no, list exceptions:

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

GENERAL INTERROGATORIES

OTHER

33.1 Amount of payments to trade associations, service organizations and statistical or rating bureaus, if any? \$ 115,743

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to trade associations, service organizations and statistical or rating bureaus during the period covered by this statement.

1 Name	2 Amount Paid
America's Health Insurance Plans.....	\$.....30,456
Ohio Associated Health Plans.....	\$.....79,037

34.1 Amount of payments for legal expenses, if any? \$ 1,557,469

34.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Bricker & Eckler.....	\$.....1,035,334

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or departments of government, if any? \$ 483,978

35.2 List the name of the firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1 Name	2 Amount Paid
Carpenter Lipps & Leland.....	\$.....242,853
Thorn Run Partners.....	\$.....180,422

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No [X]
 1.2 If yes, indicate premium earned on U. S. business only. \$ 0
 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$.....
 1.31 Reason for excluding
 1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above \$.....
 1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$ 0
 1.6 Individual policies:
 Most current three years:
 1.61 Total premium earned \$ 0
 1.62 Total incurred claims \$ 0
 1.63 Number of covered lives 0
 All years prior to most current three years:
 1.64 Total premium earned \$ 0
 1.65 Total incurred claims \$ 0
 1.66 Number of covered lives 0
 1.7 Group policies:
 Most current three years:
 1.71 Total premium earned \$ 0
 1.72 Total incurred claims \$ 0
 1.73 Number of covered lives 0
 All years prior to most current three years:
 1.74 Total premium earned \$ 0
 1.75 Total incurred claims \$ 0
 1.76 Number of covered lives 0

2. Health Test:

	1 Current Year	2 Prior Year
2.1 Premium Numerator	\$ 5,605,278,730	\$ 4,151,675,690
2.2 Premium Denominator	\$ 5,597,141,999	\$ 4,154,066,540
2.3 Premium Ratio (2.1/2.2)	.....1.001	.....0.999
2.4 Reserve Numerator	\$ 787,177,232	\$ 405,096,196
2.5 Reserve Denominator	\$ 798,444,633	\$ 405,096,196
2.6 Reserve Ratio (2.4/2.5)	.....0.986	.....1.000

3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes [] No [X]
 3.2 If yes, give particulars:

4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes [X] No []
 4.2 If not previously filed, furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [] No []
 5.1 Does the reporting entity have stop-loss reinsurance? Yes [X] No []
 5.2 If no, explain:

5.3 Maximum retained risk (see instructions) 5.31 Comprehensive Medical \$ 750,000
 5.32 Medical Only \$
 5.33 Medicare Supplement \$
 5.34 Dental and Vision \$
 5.35 Other Limited Benefit Plan \$
 5.36 Other \$100,000

6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:

7.1 Does the reporting entity set up its claim liability for provider services on a service date basis? Yes [X] No []
 7.2 If no, give details

8. Provide the following information regarding participating providers:

8.1 Number of providers at start of reporting year	.....27,827
8.2 Number of providers at end of reporting year	.....33,461

9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [] No [X]
 9.2 If yes, direct premium earned:

9.21 Business with rate guarantees between 15-36 months	.....
9.22 Business with rate guarantees over 36 months	.....

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

GENERAL INTERROGATORIES

PART 2 - HEALTH INTERROGATORIES

10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes [] No []

10.2 If yes:

10.21 Maximum amount payable bonuses	\$.....615,600
10.22 Amount actually paid for year bonuses	\$.....
10.23 Maximum amount payable withholds	\$.....
10.24 Amount actually paid for year withholds	\$.....

11.1 Is the reporting entity organized as:

11.12 A Medical Group/Staff Model,	Yes [<input type="checkbox"/>] No [<input checked="" type="checkbox"/>]
11.13 An Individual Practice Association (IPA), or,	Yes [<input type="checkbox"/>] No [<input checked="" type="checkbox"/>]
11.14 A Mixed Model (combination of above) ?	Yes [<input checked="" type="checkbox"/>] No [<input type="checkbox"/>]

11.2 Is the reporting entity subject to Minimum Net Worth Requirements?

11.3 If yes, show the name of the state requiring such net worth.

11.4 If yes, show the amount required.

11.5 Is this amount included as part of a contingency reserve in stockholder's equity?

11.6 If the amount is calculated, show the calculation

12. List service areas in which reporting entity is licensed to operate:

1 Name of Service Area	
All 88 counties in the State of Ohio.....	
.....	
.....	
.....	

13.1 Do you act as a custodian for health savings accounts? Yes [] No []

13.2 If yes, please provide the amount of custodial funds held as of the reporting date. \$.....

13.3 Do you act as an administrator for health savings accounts? Yes [] No []

13.4 If yes, please provide the balance of the funds administered as of the reporting date. \$.....

14.1 Are any of the captive affiliates reported on Schedule S, Part 3 as authorized reinsurers? Yes [] No [] N/A []

14.2 If the answer to 14.1 is yes, please provide the following:

1 Company Name	2 NAIC Company Code	3 Domiciliary Jurisdiction	4 Reserve Credit	Assets Supporting Reserve Credit		
				5 Letters of Credit	6 Trust Agreements	7 Other

15. Provide the following for Individual ordinary life insurance* policies (U.S. business Only) for the current year:

15.1 Direct Premium Written (prior to reinsurance ceded)	\$.....
15.2 Total incurred claims	\$.....
15.3 Number of covered lives	.....

*Ordinary Life Insurance Includes
Term (whether full underwriting, limited underwriting, jet issue, "short form app")
Whole Life (whether full underwriting, limited underwriting, jet issue, "short form app")
Variable Life (with or without Secondary Guarantee)
Universal Life (with or without Secondary Guarantee)
Variable Universal Life (with or without Secondary Guarantee)

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

FIVE - YEAR HISTORICAL DATA

	1 2014	2 2013	3 2012	4 2011	5 2010
Balance Sheet (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 28)	1,720,930,640	1,129,129,398	935,939,711	859,413,199	591,054,831
2. Total liabilities (Page 3, Line 24)	977,397,254	524,270,342	401,446,635	444,698,374	297,764,404
3. Statutory surplus	352,410,914	244,323,657	221,184,228	176,182,362	155,165,014
4. Total capital and surplus (Page 3, Line 33)	743,533,386	604,859,056	534,493,076	414,714,825	293,290,427
Income Statement (Page 4)					
5. Total revenues (Line 8)	5,607,858,695	4,161,932,481	3,703,470,573	2,965,644,060	2,558,117,692
6. Total medical and hospital expenses (Line 18)	4,729,883,282	3,489,072,099	3,125,497,226	2,424,468,742	2,122,502,161
7. Claims adjustment expenses (Line 20)	98,118,439	78,755,540	69,729,398	54,723,564	43,491,237
8. Total administrative expenses (Line 21)	643,130,419	479,807,383	401,506,678	367,974,345	291,151,293
9. Net underwriting gain (loss) (Line 24)	136,726,555	114,297,459	106,737,271	118,477,409	100,973,001
10. Net investment gain (loss) (Line 27)	23,937,053	20,645,018	13,072,040	12,730,683	10,615,195
11. Total other income (Lines 28 plus 29)	0	0	0	0	0
12. Net income or (loss) (Line 32)	160,663,608	134,942,477	119,809,311	131,208,092	111,588,196
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	524,956,218	255,372,597	31,850,977	189,299,527	(76,754,575)
Risk-Based Capital Analysis					
14. Total adjusted capital	743,533,386	604,859,056	534,493,076	414,714,825	293,290,427
15. Authorized control level risk-based capital	176,205,457	122,161,829	110,592,114	88,091,181	77,582,507
Enrollment (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	1,275,520	977,010	891,565	875,545	839,491
17. Total members months (Column 6, Line 7)	13,475,134	11,200,810	10,851,256	10,266,935	9,656,578
Operating Percentage (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3, and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	84.5	84.0	84.9	81.8	83.0
20. Cost containment expenses	1.4	1.5	1.5	1.2	1.2
21. Other claims adjustment expenses	0.4	0.4	0.4	0.6	0.5
22. Total underwriting deductions (Line 23)	97.7	97.4	97.7	96.0	96.1
23. Total underwriting gain (loss) (Line 24)	2.4	2.8	2.9	4.0	3.9
Unpaid Claims Analysis					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Col. 5)	409,305,087	272,094,386	341,075,051	194,548,402	224,614,992
25. Estimated liability of unpaid claims – [prior year (Line 13, Col. 6)]	405,096,196	304,841,791	355,552,506	224,030,157	216,291,088
Investments In Parent, Subsidiaries and Affiliates					
26. Affiliated bonds (Sch. D Summary, Line 12, Col. 1)	0	0	0	0	0
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Col. 1)	0	0	0	0	0
28. Affiliated common stocks (Sch. D Summary, Line 24, Col. 1)	0	0	0	0	0
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)	0	0	0	0	0
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. Total of above Lines 26 to 31	0	0	0	0	0
33. Total investment in parent included in Lines 26 to 31 above					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes No

If no, please explain

ANNUAL STATEMENT FOR THE YEAR 2014 OF THE CARESOURCE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

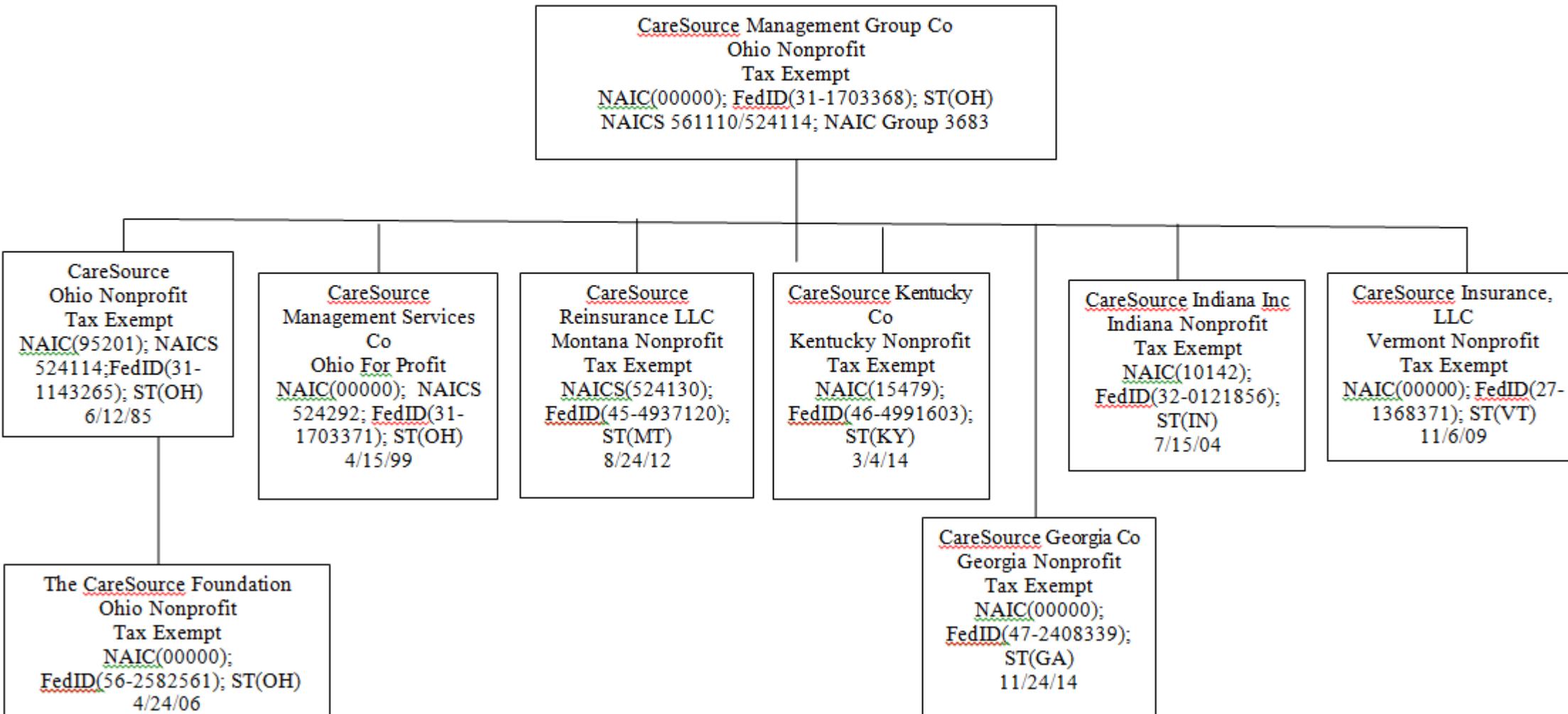
Allocated by States and Territories

State, Etc.	1 Active Status	Direct Business Only							
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Plan Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama	AL							0	0
2. Alaska	AK							0	0
3. Arizona	AZ							0	0
4. Arkansas	AR							0	0
5. California	CA							0	0
6. Colorado	CO							0	0
7. Connecticut	CT							0	0
8. Delaware	DE							0	0
9. District of Columbia	DC							0	0
10. Florida	FL							0	0
11. Georgia	GA							0	0
12. Hawaii	HI							0	0
13. Idaho	ID							0	0
14. Illinois	IL							0	0
15. Indiana	IN							0	0
16. Iowa	IA							0	0
17. Kansas	KS							0	0
18. Kentucky	KY							0	0
19. Louisiana	LA							0	0
20. Maine	ME							0	0
21. Maryland	MD							0	0
22. Massachusetts	MA							0	0
23. Michigan	MI							0	0
24. Minnesota	MN							0	0
25. Mississippi	MS							0	0
26. Missouri	MO							0	0
27. Montana	MT							0	0
28. Nebraska	NE							0	0
29. Nevada	NV							0	0
30. New Hampshire	NH							0	0
31. New Jersey	NJ							0	0
32. New Mexico	NM							0	0
33. New York	NY							0	0
34. North Carolina	NC							0	0
35. North Dakota	ND							0	0
36. Ohio	OH	L 479,350,134	14,287,088	5,135,745,594				5,629,382,816	0
37. Oklahoma	OK							0	0
38. Oregon	OR							0	0
39. Pennsylvania	PA							0	0
40. Rhode Island	RI							0	0
41. South Carolina	SC							0	0
42. South Dakota	SD							0	0
43. Tennessee	TN							0	0
44. Texas	TX							0	0
45. Utah	UT							0	0
46. Vermont	VT							0	0
47. Virginia	VA							0	0
48. Washington	WA							0	0
49. West Virginia	WV							0	0
50. Wisconsin	WI							0	0
51. Wyoming	WY							0	0
52. American Samoa	AS							0	0
53. Guam	GU							0	0
54. Puerto Rico	PR							0	0
55. U.S. Virgin Islands	VI							0	0
56. Northern Mariana Islands	MP							0	0
57. Canada	CAN							0	0
58. Aggregate other alien	OT	XXX 0	0	0	0	0	0	0	0
59. Subtotal		XXX 479,350,134	14,287,088	5,135,745,594	0	0	0	5,629,382,816	0
60. Reporting entity contributions for Employee Benefit Plans		XXX						0	
61. Total (Direct Business)	(a) 1	479,350,134	14,287,088	5,135,745,594	0	0	0	5,629,382,816	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.

Explanation of basis of allocation by states, premiums by state, etc. N/A- All premiums generated in the state of Ohio

(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**CareSource Family of Companies**
Corporate Structure

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