



QUARTERLY STATEMENT

AS OF MARCH 31, 2015
OF THE CONDITION AND AFFAIRS OF THE

CareSource

NAIC Group Code 3683 , 3683 NAIC Company Code 95201 Employer's ID Number 31-1143265
(Current Period) (Prior Period)

Organized under the Laws of Ohio , State of Domicile or Port of Entry Ohio

Country of Domicile United States

Licensed as business type: Life, Accident & Health [] Property/Casualty [] Hospital, Medical & Dental Service or Indemnity []
 Dental Service Corporation [] Vision Service Corporation [] Health Maintenance Organization [X]
 Other [] Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 06/12/1985 Commenced Business 10/01/1988

Statutory Home Office 230 North Main Street , Dayton, OH, US 45402
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 230 North Main Street Dayton, OH, US 45402 937-531-3300
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address PO Box 8738 , Dayton, OH, US 45401-8738
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 230 North Main Street Dayton, OH, US 45402 937-531-2159
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.caresource.com

Statutory Statement Contact Tarlton Thomas 937-531-2159
(Name) (Area Code) (Telephone Number) (Extension)

Tarlton.Thomas@caresource.com 937-396-3438
(E-Mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>Pamela B. Morris</u>	<u>President & Chief Executive Officer</u>	<u>L. Tarlton Thomas III</u>	<u>Chief Financial Officer</u>
<u>Bobby L. Jones</u>	<u>Chief Operating Officer</u>	<u>Craig Thiele M.D.</u>	<u>Chief Medical Officer</u>

OTHER OFFICERS

<u>Stephen L. Ringel</u>	<u>President, Ohio Market</u>
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DIRECTORS OR TRUSTEES

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

State of Ohio

ss

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 [X] No []

b. If no:

1. State the amendment number _____
2. Date filed _____
3. Number of pages attached _____

STATEMENT AS OF MARCH 31, 2015 OF THE CareSource

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	622,749,737		622,749,737	593,906,916
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks	107,389,466		107,389,466	106,665,509
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$321,897,944), cash equivalents (\$448,804,928) and short-term investments (\$21,043,260)	791,746,132		791,746,132	786,677,628
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives	0		0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	1,200,453	1,200,453	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	1,523,085,788	1,200,453	1,521,885,335	1,487,250,054
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	6,253,230		6,253,230	5,294,046
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	146,154,945	4,833,088	141,321,857	135,352,487
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	5,349,060		5,349,060	6,671,595
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	21,061,145		21,061,145	14,361,359
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 (\$77,770,325) and other amounts receivable	86,363,142	8,592,817	77,770,325	72,001,099
25. Aggregate write-ins for other-than-invested assets	1,007,867	1,007,867	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	1,789,275,177	15,634,225	1,773,640,952	1,720,930,640
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	1,789,275,177	15,634,225	1,773,640,952	1,720,930,640
DETAILS OF WRITE-INS				
1101. Investment in CareSource Foundation	1,200,453	1,200,453	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)	1,200,453	1,200,453	0	0
2501. Prepaid Assets	1,007,867	1,007,867	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)	1,007,867	1,007,867	0	0

STATEMENT AS OF MARCH 31, 2015 OF THE CareSource

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ 12,669,512 reinsurance ceded).....	800,394,264		800,394,264	795,029,033
2. Accrued medical incentive pool and bonus amounts	497,375		497,375	615,600
3. Unpaid claims adjustment expenses	15,877,606		15,877,606	14,834,958
4. Aggregate health policy reserves including the liability of \$ for medical loss ratio rebate per the Public Health Service Act.....	4,700,000		4,700,000	2,800,000
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	21,123,867		21,123,867	22,606,577
9. General expenses due or accrued	130,761,391		130,761,391	111,714,587
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable	335,196		335,196	2,595
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	9,049,234		9,049,234	28,546,384
16. Derivatives.....		0	0	0
17. Payable for securities	6,632,252		6,632,252	535,717
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	689,021		689,021	711,803
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	990,060,206	0	990,060,206	977,397,254
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX		0
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	17,200,000	17,200,000
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	766,380,746	726,333,386
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	783,580,746	743,533,386
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,773,640,952	1,720,930,640
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

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	3,953,327	2,976,664	13,475,134
2. Net premium income (including \$ non-health premium income).....	XXX	1,683,042,021	1,194,918,735	5,597,141,999
3. Change in unearned premium reserves and reserve for rate credits	XXX	(1,900,000)	0	0
4. Fee-for-service (net of \$ medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	720,812	1,958,967	10,716,696
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,681,862,833	1,196,877,702	5,607,858,695
Hospital and Medical:				
9. Hospital/medical benefits		1,045,181,441	767,082,392	3,476,241,599
10. Other professional services		6,621,900	7,803,263	35,159,528
11. Outside referrals		0	0	0
12. Emergency room and out-of-area		75,058,291	53,292,164	250,243,606
13. Prescription drugs		322,134,285	198,840,188	980,682,526
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		1,087,542	543,707	3,981,067
16. Subtotal (Lines 9 to 15)	0	1,450,083,459	1,027,561,714	4,746,308,326
Less:				
17. Net reinsurance recoveries		4,808,770	3,992,616	16,425,044
18. Total hospital and medical (Lines 16 minus 17)	0	1,445,274,689	1,023,569,098	4,729,883,282
19. Non-health claims (net).....		0	0	0
20. Claims adjustment expenses, including \$ 23,651,936 cost containment expenses.....		29,582,116	21,944,100	98,118,439
21. General administrative expenses.....		180,225,012	133,691,442	643,130,419
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....		0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	1,655,081,817	1,179,204,640	5,471,132,140
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	26,781,016	17,673,062	136,726,555
25. Net investment income earned		4,037,324	3,933,364	20,237,984
26. Net realized capital gains (losses) less capital gains tax of \$		483	21,946	3,699,069
27. Net investment gains (losses) (Lines 25 plus 26)	0	4,037,807	3,955,310	23,937,053
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]		0	0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	30,818,823	21,628,372	160,663,608
31. Federal and foreign income taxes incurred	XXX	0	0	0
32. Net income (loss) (Lines 30 minus 31)	XXX	30,818,823	21,628,372	160,663,608
DETAILS OF WRITE-INS				
0601. Pay for Performance Revenue (P4P).....	XXX	720,812	1,958,967	10,716,696
0602.	XXX	0	0	0
0603.	XXX	0	0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	720,812	1,958,967	10,716,696
0701.	XXX	0	0	0
0702.	XXX	0	0	0
0703.	XXX	0	0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.		0	0	0
1402.		0	0	0
1403.		0	0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.		0	0	0
2902.		0	0	0
2903.		0	0	0
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	743,533,386	604,859,056	604,859,056
34. Net income or (loss) from Line 32	30,818,823	21,628,372	160,663,608
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 \$	3,577,489	1,222,584	(2,519,880)
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	6,129,264	689,577	(17,018,724)
40. Change in unauthorized and certified reinsurance	0	0	0
41. Change in treasury stock		0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles		0	0
44. Capital Changes:			
44.1 Paid in		0	0
44.2 Transferred from surplus (Stock Dividend)		0	0
44.3 Transferred to surplus		0	0
45. Surplus adjustments:			
45.1 Paid in		0	0
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	(478,216)	(741,233)	(2,450,674)
46. Dividends to stockholders		0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	0
48. Net change in capital and surplus (Lines 34 to 47)	40,047,360	22,799,300	138,674,330
49. Capital and surplus end of reporting period (Line 33 plus 48)	783,580,746	627,658,356	743,533,386
DETAILS OF WRITE-INS			
4701. Dividend in Kind to Parent Company.....		0	0
4702.		0	0
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

STATEMENT AS OF MARCH 31, 2015 OF THE CareSource

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	1,678,123,667	1,176,338,817	5,573,378,365
2. Net investment income	4,920,738	4,665,300	30,484,865
3. Miscellaneous income	(2,221,864)	487,548	7,369,792
4. Total (Lines 1 to 3)	1,680,822,541	1,181,491,665	5,611,233,022
5. Benefit and loss related payments	1,435,625,200	884,279,386	4,366,116,888
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	197,908,237	142,174,281	720,159,916
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	0	0	0
10. Total (Lines 5 through 9)	1,633,533,437	1,026,453,667	5,086,276,804
11. Net cash from operations (Line 4 minus Line 10)	47,289,104	155,037,998	524,956,218
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	59,505,488	40,038,226	217,845,458
12.2 Stocks	3,654,177	6,275,774	59,161,162
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	6,096,535	0	535,717
12.8 Total investment proceeds (Lines 12.1 to 12.7)	69,256,200	46,314,000	277,542,337
13. Cost of investments acquired (long-term only):			
13.1 Bonds	90,190,422	150,275,517	261,816,649
13.2 Stocks	800,646	13,193,836	92,215,803
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	90,991,069	163,469,354	354,032,452
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(21,734,869)	(117,155,354)	(76,490,116)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	(1,000,000)	0	(2,000,000)
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	(19,485,730)	(5,669,963)	6,534,752
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(20,485,730)	(5,669,963)	4,534,752
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	5,068,506	32,212,681	453,000,854
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	786,677,628	333,676,773	333,676,773
19.2 End of period (Line 18 plus Line 19.1)	791,746,134	365,889,454	786,677,628

STATEMENT AS OF MARCH 31, 2015 OF THE CareSource

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	1,275,430	24,459	.0	.0	.0	.0	.0	.974	1,226,038	23,959
2. First Quarter	1,322,324	48,599	.0	.0	.0	.0	.0	.0	1,249,844	23,881
3. Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	3,953,327	123,612	0	0	0	0	0	0	3,756,796	72,919
Total Member Ambulatory Encounters for Period:										
7. Physician	2,090,034	45,791	.0	.0	.0	.0	.0	.0	1,957,399	86,844
8. Non-Physician	1,762,573	27,816	0	0	0	0	0	0	1,126,747	608,010
9. Total	3,852,607	73,607	0	0	0	0	0	0	3,084,146	694,854
10. Hospital Patient Days Incurred	290,700	10,617	0	0	0	0	0	0	268,496	11,587
11. Number of Inpatient Admissions	71,215	1,203	0	0	0	0	0	0	67,859	2,153
12. Health Premiums Written (a).....	1,692,804,461	39,114,414	.0	.0	.0	.0	.0	13,630	1,457,947,507	195,728,910
13. Life Premiums Direct.....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
14. Property/Casualty Premiums Written .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
15. Health Premiums Earned	1,692,804,461	39,114,414	.0	.0	.0	.0	.0	13,630	1,457,947,507	195,728,910
16. Property/Casualty Premiums Earned .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
17. Amount Paid for Provision of Health Care Services	1,460,035,257	24,101,253	.0	.0	.0	.0	.0	1,293,774	1,285,155,966	149,484,264
18. Amount Incurred for Provision of Health Care Services	1,450,083,459	30,731,263	0	0	0	0	0	87,501	1,255,526,698	163,737,997

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

STATEMENT AS OF MARCH 31, 2015 OF THE CareSource

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	9,104,696	14,996,556	5,006,990	16,851,258	14,111,686	15,187,896
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	1,292,738	.0	416,935	.0	1,709,673	1,607,185
7. Title XIX - Medicaid	453,115,038	830,836,198	208,582,479	463,817,364	661,697,517	692,277,686
8. Other health	69,250,995	80,233,269	24,138,830	81,580,411	93,389,825	85,956,265
9. Health subtotal (Lines 1 to 8).....	532,763,467	926,066,023	238,145,234	562,249,033	770,908,701	795,029,032
10. Health care receivables (a)	(341,771)	20,349,346	.0	.0	(341,771)	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts	801,783	403,984	.0	497,375	801,783	615,600
13. Totals (Lines 9-10+11+12)	533,907,021	906,120,661	238,145,234	562,746,408	772,052,255	795,644,632

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

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 National Association of Insurance Commissioners *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.

NET INCOME	March 31, 2015	December 31, 2014
1) State of Ohio Basis	\$ 30,818,824	\$ 160,663,608
2) State prescribed practices that increase/(decrease) SAP	-	-
3) State permitted practices that increase/(decrease) SAP	-	-
4) NAIC SAP	\$ 30,818,824	\$ 160,663,608
SURPLUS		
1) State of Ohio Basis	\$ 783,580,746	\$ 743,533,386
2) State prescribed practices that increase/(decrease) SAP	-	-
3) State permitted practices that increase/(decrease) SAP	-	-
4) NAIC SAP	\$ 783,580,746	\$ 743,533,386

1B. Use of Estimates – No change

1C. Accounting Policy – No change

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.

	March 31, 2015	March 31, 2014
	Written & Earned Premiums	Written & Earned Premiums
Direct premiums	\$1,692,804,461	\$1,200,098,856
Ceded premiums		
Non-affiliates	(9,762,440)	(5,180,121)
Affiliates	(0)	(0)
Net premiums	\$1,683,042,021	\$1,194,918,735

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

NOTES TO FINANCIAL STATEMENTS

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 March 31, 2015, PFK was paid \$98,157,431 for services rendered, prior to chargebacks of \$51,983,677. Chargebacks resulted from CS directly paying certain non-PFK providers under the contract. The CS membership capitated by the provider constituted approximately 14% and 17% of total CS membership in 2015 and 2014.

At March 31, 2015, CS recorded a capitation chargeback receivable from PFK for \$17,594,572.

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 –

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 March 31, 2015 the Company holds \$3.96M of mortgage or other loan backed securities, none of which meet the criteria for impairment.

CS does not hold any investments as of March 31, 2015 that are subject to redemption restrictions or penalties therefore all holdings can be liquidated immediately upon request, without penalty.

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 – No change.

8. Derivative Instruments – None.

9. Income Taxes – No change

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties – No change.

11. Debt – None.

12. Retirement Plans, Deferred Compensation, Post Employment Benefits and Compensated Absences and Other Post Retirement Benefit Plans – None.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations – No change.

14. Contingencies – No change.

15. Leases – No change.

NOTES TO FINANCIAL STATEMENTS

16. Information about financial instruments with off-balance sheet risk and financial instruments with concentrations of credit risk – Not applicable.

17. Sale, transfer and servicing of financial assets and extinguishments of liabilities

- a. Transfers of receivables reported as sales - None
- b. Transfer and servicing of financial assets - None
- c. Wash sales - None

18. Gain or Loss to the reporting entity from uninsured plans and the uninsured portion of partially insured plans – No Change.

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

20. Fair Value Measurements –

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 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 March 31, 2015	(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	\$ 107,389,466	\$ -	\$ -	\$ 107,389,466
Parent, Subsidiaries and Affiliates	\$ -	\$ -	\$ -	\$ -

NOTES TO FINANCIAL STATEMENTS

Total Common Stocks	\$ 107,389,466	\$ -	\$ -	\$ 107,389,466
Cash Equivalents	\$ -	\$ -	\$ -	\$ -
Total assets at fair value	\$ 107,389,466	\$ -	\$ -	\$ 107,389,466

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

The Company did not have any significant assets or liabilities measured at fair value on a nonrecurring basis as of March 31, 2015 or December 31, 2014. There were no transfers between Level 1 and Level 2 securities for the period ended March 31, 2015.

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

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

(4) Level 2 securities – values determined through the use of third-party pricing services utilizing market observable inputs.

CareSource does not have any investments with fair value measurements categorized within Level 3 as of March 31, 2015.

(5) Derivative Assets/Liabilities – Not applicable

B) Other Fair Value Measurements – Not applicable

C) Aggregate Value of All Financial Instruments

March 31, 2015	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	630,355,683	622,749,736		630,355,683		
Common Stock	107,389,466	107,389,466	107,389,466			
Cash, Cash Equivalents, and Short-Term Investments	791,711,737	791,746,131	770,702,872	21,008,865		

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		
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		

D) Fair Value Not Estimable- Not applicable

21. Other Items –

A.-G- None

22. Events subsequent - Subsequent events have been considered through May 13, 2015 for the statutory statements issued on that date.

A. Type I – Recognized Subsequent Events – None

Type II – Nonrecognized Subsequent Events - None

NOTES TO FINANCIAL STATEMENTS

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 – No change.

24. Retrospectively rated contracts & contracts subject to redetermination –

A.-D. – 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	\$ 33,214
	3. Premium adjustments payable due to ACA Risk Adjustment	\$4,700,000
	Operations (Revenue & Expense)	
	4. Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	\$(1,900,000)
	5. Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$ 33,214
b.	Transitional ACA Reinsurance Program	
	Assets	
	1. Amounts recoverable for claims paid due to ACA Reinsurance	\$5,096,128
	2. Amounts recoverable for claims unpaid due to ACA Reinsurance (Contra Liability)	\$ -
	3. Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	\$ -
	Liabilities	
	4. Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	\$ 110,399
	5. Ceded reinsurance premiums payable due to ACA Reinsurance	\$ 332,601
	6. Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance	\$ -
	Operations (Revenue & Expense)	
	7. Ceded reinsurance premiums due to ACA Reinsurance	\$ 335,196
	8. Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	\$ -
	9. ACA Reinsurance contributions - not reported as ceded premium	\$ 110,399
c.	Temporary ACA Risk Corridors Program	
	Assets	
	1. Accrued retrospective premium due to ACA Risk Corridors	\$ -
	Liabilities	
	2. Reserve for rate credits or policy experience rating refunds due to ACA Risk 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	\$ -

- (3) Roll-forward of prior year ACA risk-sharing provisions for the following asset (gross of any nonadmission) and liability balances, along with the reasons for adjustments to prior year balances.

		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 1 - 3)	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

NOTES TO FINANCIAL STATEMENTS

	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	Receivable	(Payable)	
a. Permanent ACA Risk Adjustment Program											
1. Premium adjustment receivable	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	A	\$ -	\$ -
2. Premium adjustments (payable)	\$ -	\$(2,800,000)	\$ -	\$ -	\$ -	\$(2,800,000)	\$ -	\$(1,900,000)	B	\$ -	\$(4,700,000)
3. Subtotal ACA Permanent Risk Adjustment Program	\$ -	\$(2,800,000)	\$ -	\$ -	\$ -	\$(2,800,000)	\$ -	\$(1,900,000)		\$ -	\$(4,700,000)
b. Transitional ACA Reinsurance Program											
1. Amounts recoverable for claims paid	\$5,791,852	\$ -	\$ -	\$ -	\$5,791,852	\$ -	\$(879,150)	\$ -	C	\$4,912,702	\$ -
2. Amounts recoverable for claims unpaid (contra liability)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	D	\$ -	\$ -
3. Amounts receivable relating to uninsured plans	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	E	\$ -	\$ -
4. Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	F	\$ -	\$ -
5. Ceded reinsurance premiums payable	\$ -	\$(2,595)	\$ -	\$ -	\$ -	\$(2,595)	\$ -	\$ -	G	\$ -	\$(2,595)
6. Liability for amounts hold under uninsured plans	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	H	\$ -	\$ -
7. Subtotal ACA Transitional Reinsurance Program	\$5,791,852	\$(2,595)	\$ -	\$ -	\$5,791,852	\$(2,595)	\$(879,150)	\$ -		\$4,912,702	\$(2,595)
c. Temporary ACA Risk Corridors Program											
1. Accrued retrospective premium	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	I	\$ -	\$ -
2. Reserve for rate credits or policy experience rating refunds	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	J	\$ -	\$ -
3. Subtotal ACA Risk Corridors Program	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		\$ -	\$ -
d. Total for ACA Risk Sharing Provisions	\$5,791,852	\$(2,802,595)	\$ -	\$ -	\$5,791,852	\$(2,802,595)	\$ -	\$(1,900,000)		\$4,912,702	\$(4,702,595)

Explanation of Adjustments

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

25. Change in Incurred Claims and Claims Adjustment Expenses

Reserves as of December 31, 2014 were \$795.6 million. As of March 31, 2015, \$533.9 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 \$238.1 million, therefore, there has been a \$23.6 million favorable prior-year development since December 31, 2014 to March 31, 2015. 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 \$22.2 million of favorable prior year claim development, combined with \$1.4 million of favorable experience in recoveries.

26. Intercompany Pooling Arrangements – None27. Structured Settlements - Not applicable28. Health Care Receivables – No change.29. Participating Policies - Not applicable30. Premium Deficiency Reserves - Not deemed necessary.31. Anticipated Salvage and Subrogation – No change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [X]
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
.....
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2012
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/2012
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).11/08/2013
- 6.4 By what department or departments?
Ohio Department of Insurance.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] NA []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes No
- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 - (c) Compliance with applicable governmental laws, rules and regulations;
 - (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 - (e) Accountability for adherence to the code.

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

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

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

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

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

FINANCIAL

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

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

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

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

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

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

- 16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$0
 - 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$0
 - 16.3 Total payable for securities lending reported on the liability page \$0

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? Yes No

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

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

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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

18.2 If no, list exceptions:
.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- | | |
|--|--------|
| 1.1 A&H loss percent..... | 87.4 % |
| 1.2 A&H cost containment percent | 1.4 % |
| 1.3 A&H expense percent excluding cost containment expenses..... | 7.7 % |
- 2.1 Do you act as a custodian for health savings accounts?..... Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date..... \$ _____
- 2.3 Do you act as an administrator for health savings accounts?..... Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date..... \$ _____

STATEMENT AS OF MARCH 31, 2015 OF THE CareSource

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

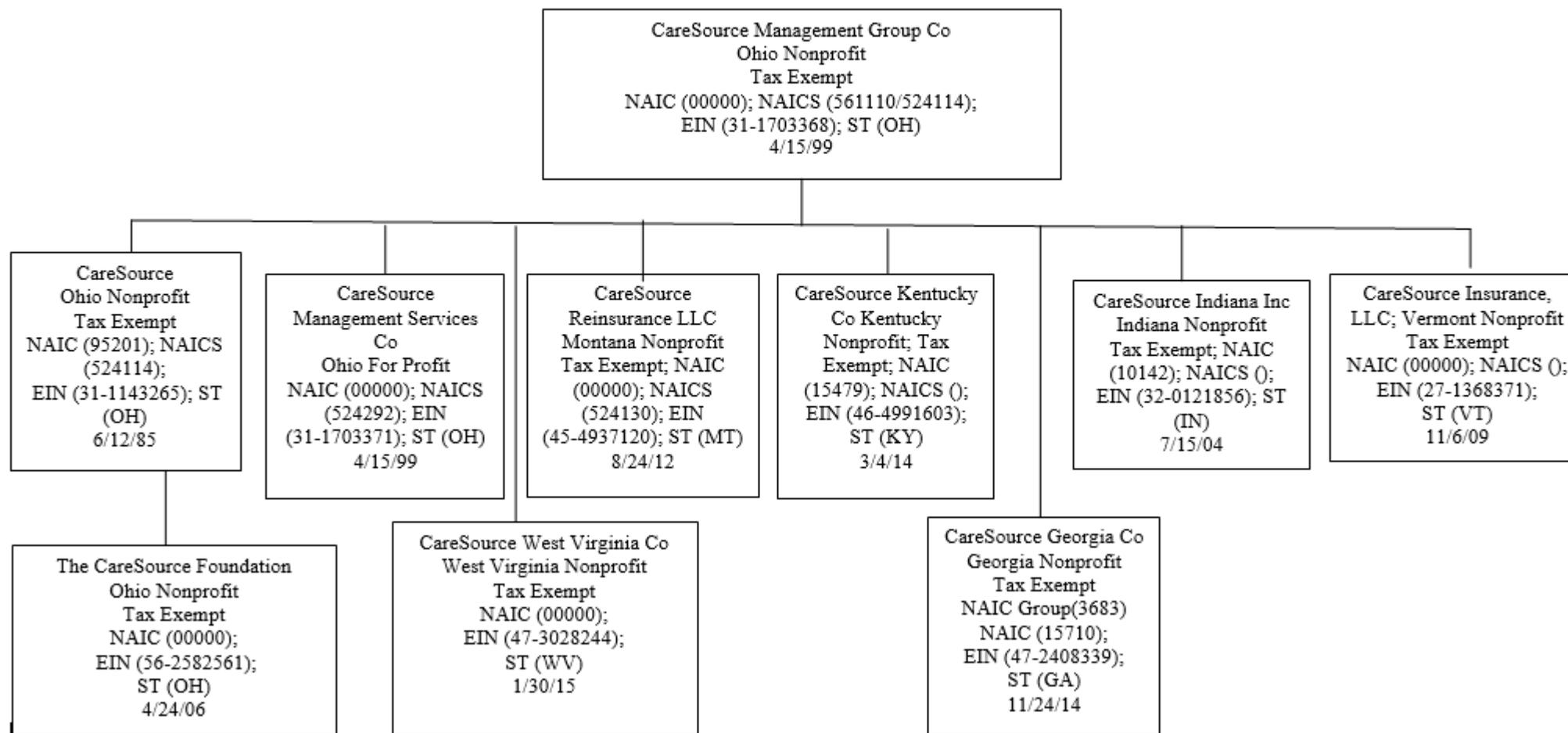
States, Etc.	1 Active Status	Direct Business Only							8 Total Columns 2 Through 7	9 Deposit-Type Contracts
		2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums			
1. Alabama	AL								0	
2. Alaska	AK								0	
3. Arizona	AZ								0	
4. Arkansas	AR								0	
5. California	CA								0	
6. Colorado	CO								0	
7. Connecticut	CT								0	
8. Delaware	DE								0	
9. Dist. Columbia	DC								0	
10. Florida	FL								0	
11. Georgia	GA								0	
12. Hawaii	HI								0	
13. Idaho	ID								0	
14. Illinois	IL								0	
15. Indiana	IN								0	
16. Iowa	IA								0	
17. Kansas	KS								0	
18. Kentucky	KY								0	
19. Louisiana	LA								0	
20. Maine	ME								0	
21. Maryland	MD								0	
22. Massachusetts	MA								0	
23. Michigan	MI								0	
24. Minnesota	MN								0	
25. Mississippi	MS								0	
26. Missouri	MO								0	
27. Montana	MT								0	
28. Nebraska	NE								0	
29. Nevada	NV								0	
30. New Hampshire	NH								0	
31. New Jersey	NJ								0	
32. New Mexico	NM								0	
33. New York	NY								0	
34. North Carolina	NC								0	
35. North Dakota	ND								0	
36. Ohio	OH	L	234,843,324	13,630	1,457,947,507				1,692,804,461	
37. Oklahoma	OK								0	
38. Oregon	OR								0	
39. Pennsylvania	PA								0	
40. Rhode Island	RI								0	
41. South Carolina	SC								0	
42. South Dakota	SD								0	
43. Tennessee	TN								0	
44. Texas	TX								0	
45. Utah	UT								0	
46. Vermont	VT								0	
47. Virginia	VA								0	
48. Washington	WA								0	
49. West Virginia	WV								0	
50. Wisconsin	WI								0	
51. Wyoming	WY								0	
52. American Samoa	AS								0	
53. Guam	GU								0	
54. Puerto Rico	PR								0	
55. U.S. Virgin Islands	VI								0	
56. Northern Mariana Islands	MP								0	
57. Canada	CAN								0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	234,843,324	13,630	1,457,947,507	0	0	0	1,692,804,461	0	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0		
61. Total (Direct Business)	(a) 1	234,843,324	13,630	1,457,947,507	0	0	0	1,692,804,461	0	0
DETAILS OF WRITE-INS										
58001	XXX									
58002	XXX									
58003	XXX									
58998 Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	0
58999 Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0	0

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

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

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

CareSource Family of Companies
Corporate Structure



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

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

NONE

SCHEDULE B – VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	700,572,425	631,568,511
2. Cost of bonds and stocks acquired	90,991,068	354,032,452
3. Accrual of discount	41,280	203,146
4. Unrealized valuation increase (decrease)	3,577,489	(2,519,880)
5. Total gain (loss) on disposals	483	3,699,069
6. Deduct consideration for bonds and stocks disposed of	63,159,665	277,006,619
7. Deduct amortization of premium	1,883,878	9,404,254
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other-than-temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	730,139,202	700,572,425
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	730,139,202	700,572,425

STATEMENT AS OF MARCH 31, 2015 OF THE CareSource

SCHEDULE D - PART 1B

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a).....	431,064,553	18,973,159	49,553,354	(12,277,372)	388,206,986	0	0	431,064,553
2. NAIC 2 (a).....	194,064,395	89,314,975	39,110,650	10,314,323	254,583,043	0	0	194,064,395
3. NAIC 3 (a).....	1,003,126	0	0	(159)	1,002,967	0	0	1,003,126
4. NAIC 4 (a).....	0	0	0	0	0	0	0	0
5. NAIC 5 (a).....	0	0	0	0	0	0	0	0
6. NAIC 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	626,132,073	108,288,135	88,664,005	(1,963,208)	643,792,995	0	0	626,132,073
PREFERRED STOCK								
8. NAIC 1.....	0	0	0	0	0	0	0	0
9. NAIC 2.....	0	0	0	0	0	0	0	0
10. NAIC 3.....	0	0	0	0	0	0	0	0
11. NAIC 4.....	0	0	0	0	0	0	0	0
12. NAIC 5.....	0	0	0	0	0	0	0	0
13. NAIC 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	626,132,073	108,288,135	88,664,005	(1,963,208)	643,792,995	0	0	626,132,073

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$0 ; NAIC 2 \$0 ; NAIC 3 \$0 ; NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	21,043,260	XXX	21,105,348	9,457	44,603

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	32,225,157	51,685,212
2. Cost of short-term investments acquired	18,097,712	40,191,864
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	29,159,000	58,362,000
7. Deduct amortization of premium.....	120,610	1,289,919
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other-than-temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	21,043,260	32,225,157
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	21,043,260	32,225,157

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	404,833,157	99,399,850
2. Cost of cash equivalents acquired	448,804,928	414,125,737
3. Accrual of discount		0
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....		0
6. Deduct consideration received on disposals	404,833,157	108,633,850
7. Deduct amortization of premium		58,580
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	448,804,928	404,833,157
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	448,804,928	404,833,157

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

STATEMENT AS OF MARCH 31, 2015 OF THE CareSource

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - Industrial and Miscellaneous (Unaffiliated)									
00206R-BR-2	AT&T INC.		02/02/2015	NATIONAL FINANCIAL SERVICES CO.		1,001,210	1,000,000	4,325	1FE
097023-BC-8	BOEING CO.		02/25/2015	THE HUNTINGTON INVESTMENT COMPANY		6,653,562	6,325,000	67,203	1FE
127055-AG-6	CABOT CORP.		03/30/2015	NATIONAL FINANCIAL SERVICES CO.		1,507,960	1,425,000	198	2FE
14040H-AX-3	CAPITAL ONE FINANCIAL CO.		03/03/2015	DAVIDSON D.A. + COMPANY INC.		3,084,210	3,000,000	13,388	2FE
19122T-AD-1	COCA-COLA ENTERPRISES		02/23/2015	NATIONAL FINANCIAL SERVICES CO.		3,535,569	3,475,000	1,351	2FE
233331-AM-9	DTE ENERGY COMPANY		03/04/2015	THE HUNTINGTON INVESTMENT COMPANY		4,439,906	4,155,000	59,021	2FE
25459H-AV-7	DIRECTV HOLDINGS/FIN.		02/01/2015	Adjustment		5,116,558	5,000,000	72,917	2FE
26054L-B3-6	DOW CHEMICAL CO/THE		03/23/2015	DAVIDSON D.A. + COMPANY INC.		10,000,000	10,000,000	0	2FE
337738-AK-4	FISERV INC.		03/13/2015	DAVIDSON D.A. + COMPANY INC.		4,906,224	4,775,000	37,116	2FE
37033L-GA-8	GENERAL MILLS INC.		02/25/2015	THE HUNTINGTON INVESTMENT COMPANY		5,998,058	5,500,000	134,793	2FE
38147Q-S6-2	GOLDMAN SACHS GROUP INC.		01/27/2015	DAVIDSON (D.A.) & CO. INC.		5,000,000	5,000,000	0	2FE
50540R-AH-5	LAB CORP OF AMER HLDGS		03/16/2015	NATIONAL FINANCIAL SERVICES CO.		5,115,897	5,000,000	53,819	2FE
713448-BT-4	PEPSICO INC.		03/17/2015	THE HUNTINGTON INVESTMENT COMPANY		1,318,380	1,291,000	11,327	1FE
78012K-AH-0	ROYAL BANK OF CANADA		02/17/2015	DAVIDSON D.A. + COMPANY INC.		10,000,000	10,000,000	0	1FE
816851-AN-9	SEMPRA ENERGY		03/06/2015	THE HUNTINGTON INVESTMENT COMPANY		4,333,020	4,058,000	73,269	2FE
87656X-AD-3	TATE & LYLE INTL FIN PLC	R	02/13/2015	THE HUNTINGTON INVESTMENT COMPANY		2,143,786	2,000,000	23,556	2FE
92343V-BD-5	VERIZON COMMUNICATIONS		03/30/2015	NATIONAL FINANCIAL SERVICES CO.		5,082,150	5,000,000	41,944	2FE
925524-BB-5	VIACOM INC.		02/02/2015	NATIONAL FINANCIAL SERVICES CO.		4,268,560	4,000,000	65,972	2FE
98419M-AA-8	XYLEM INC.		02/25/2015	THE HUNTINGTON INVESTMENT COMPANY		5,182,707	5,000,000	79,875	2FE
98978V-AE-3	ZOETIS INC.		02/01/2015	Adjustment		1,502,665	1,500,000	96	2FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						90,190,422	87,504,000	740,170	XXX
8399997 - Subtotals - Bonds - Part 3						90,190,422	87,504,000	740,170	XXX
8399999 - Subtotals - Bonds						90,190,422	87,504,000	740,170	XXX
Common Stocks - Mutual Funds									
464287-46-5	ISHARES MSCI EAFE ETF		01/01/2015	Adjustment	583,000	35,691		0	L
464287-49-9	ISHARES RUSSELL MID-CAP ETF		01/01/2015	Adjustment	265,000	44,758		0	L
46429B-68-9	ISHARES MSCI EAFE MINIMUM VO		03/26/2015	VARIOUS	1,510,000	100,091		0	L
73937B-63-9	POWERSHARES S&P SMALLCAP LOW		03/26/2015	VARIOUS	2,211,000	74,984		0	L
73937B-64-7	POWERSHARES S&P MIDCAP LOW V		03/26/2015	VARIOUS	3,684,000	124,837		0	L
73937B-77-9	POWERSHARES S&P 500 LOW VOLA		03/26/2015	VARIOUS	5,283,000	200,087		0	L
92206C-66-4	VANGUARD RUSSELL 2000		01/01/2015	Adjustment	279,000	26,951		0	L
92206C-73-0	VANGUARD RUSSELL 1000		01/01/2015	Adjustment	747,000	71,392		0	L
9299999 - Common Stocks - Mutual Funds						678,791	XXX	0	XXX
Common Stocks - Money Market Mutual Funds									
608993-85-3	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT		03/31/2015	Direct	121,854,670	121,855		0	V
9399999 - Common Stocks - Money Market Mutual Funds						121,855	XXX	0	XXX
9799997 - Subtotals - Common Stocks - Part 3						800,646	XXX	0	XXX
9799999 - Subtotals - Common Stocks						800,646	XXX	0	XXX
9899999 - Subtotals- Preferred and Common Stocks						800,646	XXX	0	XXX
9999999 Totals						90,991,068	XXX	740,170	XXX

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

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STATEMENT AS OF MARCH 31, 2015 OF THE CareSource

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - All Other Governments																					
36202F-C6-1	RMBS - G2 4593		03/20/2015	Direct		22,409	22,409	23,239	23,173	0	(763)	0	(763)	0	22,409	0	0	0	191	12/20/2039	1
38374V-ZM-4	CMO/RMBS - GNR 2009-54 NB		03/20/2015	Direct		68,623	68,623	70,618	69,946	0	(1,323)	0	(1,323)	0	68,623	0	0	0	573	06/20/2037	1
1099999 - Bonds - All Other Governments																					
						91,033	91,033	93,857	93,118	0	(2,086)	0	(2,086)	0	91,033	0	0	0	763	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
3128KU-G5-0	RMBS - FG A63820		03/16/2015	Direct		4,585	4,585	4,590	4,589	0	(4)	0	(4)	0	4,585	0	0	0	40	08/01/2037	1
31335H-UN-1	RMBS - FG C90589		03/16/2015	Direct		9,439	9,439	9,580	9,532	0	(93)	0	(93)	0	9,439	0	0	0	86	11/01/2022	1
313465-7H-2	FREDDIE MAC		03/26/2015	Redemption		10,000,000	10,000,000	10,000,000	10,000,000	0	0	0	0	0	10,000,000	0	0	0	50,000	06/26/2024	1
31371K-KE-0	RMBS - FN 254193		03/25/2015	Direct		8,050	8,050	8,171	8,125	0	(75)	0	(75)	0	8,050	0	0	0	73	02/01/2022	1
31371N-H2-4	RMBS - FN 256849		03/25/2015	Direct		4,485	4,485	4,504	4,502	0	(18)	0	(18)	0	4,485	0	0	0	49	08/01/2037	1
31411N-WW-3	RMBS - FN 912461		03/25/2015	Direct		14,773	14,773	14,759	14,713	0	59	0	59	0	14,773	0	0	0	121	03/01/2037	1
314131-LF-7	RMBS - FN 954926		03/25/2015	Direct		774	774	794	794	0	(20)	0	(20)	0	774	0	0	0	8	07/01/2037	1
314131-ND-0	RMBS - FN 954988		03/25/2015	Direct		40,216	40,216	41,410	41,266	0	(1,049)	0	(1,049)	0	40,216	0	0	0	435	07/01/2037	1
677555-03-1	OH ECON DEV-6-TXBL		03/02/2015	Redemption		95,000	95,000	95,000	95,000	0	0	0	0	0	95,000	0	0	0	802	06/01/2022	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
						10,177,322	10,177,322	10,178,811	10,178,521	0	(1,200)	0	(1,200)	0	10,177,322	0	0	0	51,614	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
026660-K6-9	AMERICAN HONDA FINANCE		02/27/2015	Maturity		2,580,000	2,580,000	2,615,062	2,584,266	0	(4,266)	0	(4,266)	0	2,580,000	0	0	0	18,705	02/27/2015	1FE
053332-AK-8	AUTOZONE INC.		01/15/2015	Maturity		4,300,000	4,300,000	4,522,224	4,308,466	0	(8,466)	0	(8,466)	0	4,300,000	0	0	0	123,625	01/15/2015	2FE
084670-AV-0	BERKSHIRE HATHAWAY INC		02/11/2015	Maturity		5,000,000	5,000,000	5,355,300	5,013,315	0	(13,315)	0	(13,315)	0	5,000,000	0	0	0	80,000	02/11/2015	1FE
20030N-AB-7	COMCAST CORP.		01/15/2015	Maturity		5,000,000	5,000,000	5,525,279	5,011,248	0	(11,248)	0	(11,248)	0	5,000,000	0	0	0	162,500	01/15/2015	1FE
25459H-AN-5	DIRECTV HOLDINGS/FING.		03/16/2015	Maturity		1,000,000	1,000,000	997,000	999,872	0	128	0	128	0	1,000,000	0	0	0	17,750	03/15/2015	2FE
30219G-AB-4	EXPRESS SCRIPTS HOLDING		02/12/2015	Maturity		5,805,000	5,805,000	5,902,241	5,815,553	0	(10,553)	0	(10,553)	0	5,805,000	0	0	0	60,953	02/12/2015	2FE
370334-BF-0	GENERAL MILLS INC.		03/17/2015	Maturity		1,000,000	1,000,000	1,102,230	1,000,000	0	(5,616)	0	(5,616)	0	1,000,000	0	0	0	26,000	03/17/2015	2FE
381416-EA-8	GOLDMAN SACHS GROUP INC.		01/15/2015	Maturity		1,020,000	1,020,000	1,065,004	1,021,715	0	(1,715)	0	(1,715)	0	1,020,000	0	0	0	26,138	01/15/2015	1FE
460146-BU-6	INTL PAPER CO.		02/17/2015	Redemption		847,134	842,000	882,500	851,733	0	(5,083)	0	(5,083)	0	846,650	0	483	483	16,859	04/01/2015	2FE
589331-AK-3	MERCK SHARP & DOHME CORP.		03/02/2015	Maturity		1,500,000	1,500,000	1,446,216	1,498,602	0	1,398	0	1,398	0	1,500,000	0	0	0	35,625	03/01/2015	1FE
641423-BK-3	NEVADA POWER CO.		01/15/2015	Maturity		4,685,000	4,685,000	4,939,237	4,694,702	0	(9,702)	0	(9,702)	0	4,685,000	0	0	0	137,622	01/15/2015	1FE
654742-AB-1	NISSAN MOTOR ACCEPTANCE		01/30/2015	Maturity		3,000,000	3,000,000	3,208,044	3,009,024	0	(9,024)	0	(9,024)	0	3,000,000	0	0	0	67,500	01/30/2015	1FE
724479-AG-5	PITNEY BOWES INC.		03/16/2015	VARIOUS		1,500,000	1,500,000	1,490,077	1,499,683	0	317	0	317	0	1,500,000	0	0	0	37,500	03/15/2015	2FE
78573A-AD-2	SABMILLER HOLDINGS INC.		01/15/2015	Maturity		2,000,000	2,000,000	2,037,347	2,000,979	0	(979)	0	(979)	0	2,000,000	0	0	0	18,500	01/15/2015	1FE
931422-AG-4	WALGREEN CO.		03/13/2015	Maturity		10,000,000	10,000,000	10,060,400	10,008,881	0	(8,881)	0	(8,881)	0	10,000,000	0	0	0	50,000	03/13/2015	2FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)																					
						49,237,134	49,232,000	51,148,160	49,323,655	0	(87,005)	0	(87,005)	0	49,236,650	0	483	483	879,276	XXX	XXX
8399997 - Subtotals - Bonds - Part 4																					
						59,505,488	59,500,354	61,420,828	59,595,295	0	(90,290)	0	(90,290)	0	59,505,005	0	483	483	931,653	XXX	XXX
8399999 - Subtotals - Bonds																					
						59,505,488	59,500,354	61,420,828	59,595,295	0	(90,290)	0	(90,290)	0	59,505,005	0	483	483	931,653	XXX	XXX
Common Stocks - Money Market Mutual Funds																					
608993-85-3	HUNTINGTON CONSERVATIVE DEPOSIT ACCOUNT		03/31/2015	Direct		3,654,177	XXX	3,654,177	3,555,195	0	0	0	0	0	3,654,177	0	0	0	309	XXX	V
9399999 - Common Stocks - Money Market Mutual Funds																					
						3,654,177	XXX	3,654,177	3,555,195	0	0	0	0	0	3,654,177	0	0	0	309	XXX	XXX
9799997 - Subtotals - Common Stocks - Part 4																					
						3,654,177	XXX	3,654,177	3,555,195	0	0	0	0	0	3,654,177	0	0	0	309	XXX	XXX
9799999 - Subtotals - Common Stocks																					
						3,654,177	XXX	3,654,177	3,555,195	0	0	0	0	0	3,654,177	0	0	0	309	XXX	XXX
9899999 - Subtotals - Preferred and Common Stocks																					
						3,654,177	XXX	3,654,177	3,555,195	0	0	0	0	0	3,654,177	0	0	0	309	XXX	XXX
9999999 Totals																					
						63,159,665	XXX	65,075,005	63,150,490	0	(90,290)	0	(90,290)	0	63,159,182	0	483	483	931,962	XXX	XXX

E05

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

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

