



QUARTERLY STATEMENT

AS OF JUNE 30, 2018  
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	Demetri Inempolidis		937-531-3614			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	Demetri.Inempolidis@caresource.com		937-487-4275			
	(E-Mail Address)		(FAX Number)			

OFFICERS

Name	Title	Name	Title
Erhardt H. Preitauer #	President and Chief Executive Officer	L. Tarlton Thomas III	Chief Operating Officer
Stephen L. Ringel	President, Ohio Market	David W. Goltz	Chief Financial Officer

OTHER OFFICERS

Daniel J. McCabe	Chief Administrative Officer
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DIRECTORS OR TRUSTEES

Erhardt H. Preitauer #	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.....

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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.

David W. Goltz  
Chief Financial Officer

L. Tarlton Thomas III  
Chief Operating Officer

Stephen L. Ringel  
President, Ohio Market

a. Is this an original filing? Yes [ X ] No [ ]

- b. If no:
1. State the amendment number
  2. Date filed
  3. Number of pages attached

Subscribed and sworn to before me this  
day of ,

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 .....	810,644,134	89,112,802	721,531,332	595,114,854
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....	177,808,652		177,808,652	157,405,382
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 (\$ .....327,266,817 ), cash equivalents (\$ .....1,506,388 ) and short-term investments (\$ .....0 ) .....	328,773,206		328,773,206	650,938,953
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 .....	918,227	918,227	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	1,318,144,219	90,031,029	1,228,113,190	1,403,459,190
13. Title plants less \$ .....charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	6,657,842		6,657,842	4,338,208
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	169,062,543	1,409,008	167,653,535	138,738,411
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 (\$ ..... ) and contracts subject to redetermination (\$ .....6,804,794 ) .....	6,804,794		6,804,794	7,243,933
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....			0	0
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 .....	45,641,447		45,641,447	40,353,905
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 (\$ .....122,272,864 ) and other amounts receivable .....	138,449,839	16,176,975	122,272,864	126,845,246
25. Aggregate write-ins for other-than-invested assets .....	4,243,563	4,243,563	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	1,689,004,247	111,860,575	1,577,143,672	1,720,978,894
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27) .....	1,689,004,247	111,860,575	1,577,143,672	1,720,978,894
<b>DETAILS OF WRITE-INS</b>				
1101. Investment in CareSource Foundation .....	918,227	918,227	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) .....	918,227	918,227	0	0
2501. Prepaid Assets .....	4,243,563	4,243,563	0	0
2502. ....	0	0	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) .....	4,243,563	4,243,563	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....11,577,570 reinsurance ceded).....	563,825,755		563,825,755	644,832,480
2. Accrued medical incentive pool and bonus amounts .....	16,071,572		16,071,572	9,406,021
3. Unpaid claims adjustment expenses .....	14,587,888		14,587,888	16,686,379
4. Aggregate health policy reserves including the liability of \$ ..... for medical loss ratio rebate per the Public Health Service Act.....	11,275,315		11,275,315	0
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....	0		0	0
8. Premiums received in advance .....	45,827,193		45,827,193	41,594,418
9. General expenses due or accrued .....	133,063,293		133,063,293	170,823,810
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 .....			0	0
12. Amounts withheld or retained for the account of others .....			0	0
13. Remittances and items not allocated .....			0	0
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	16,280,125		16,280,125	27,326,694
16. Derivatives.....			0	0
17. Payable for securities .....			0	0
18. Payable for securities lending .....			0	0
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers, \$ ..... unauthorized reinsurers and \$ ..... certified reinsurers).....			0	0
20. Reinsurance in unauthorized and certified (\$ ..... ) companies .....			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
22. Liability for amounts held under uninsured plans .....	9,695,635		9,695,635	6,350,727
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....	0	0	0	0
24. Total liabilities (Lines 1 to 23).....	810,626,776	0	810,626,776	917,020,529
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	749,316,905	786,758,368
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	766,516,905	803,958,368
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	1,577,143,681	1,720,978,897
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	8,372,225	8,512,799	16,809,324
2. Net premium income (including \$ non-health premium income).....	XXX	3,974,189,503	3,867,050,457	7,742,803,809
3. Change in unearned premium reserves and reserve for rate credits .....	XXX	(636,377)	2,255,760	1,504,332
4. Fee-for-service (net of \$ medical expenses) .....	XXX		0	0
5. Risk revenue .....	XXX		0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	65,913,947	15,430,425	40,084,355
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	4,039,467,073	3,884,736,642	7,784,392,496
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		1,685,863,498	2,401,266,783	4,788,314,647
10. Other professional services .....		832,120,337	18,285,374	36,083,628
11. Outside referrals .....			0	0
12. Emergency room and out-of-area .....		167,250,855	166,025,470	330,792,368
13. Prescription drugs .....		828,935,542	811,760,943	1,579,641,153
14. Aggregate write-ins for other hospital and medical.....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		8,980,808	11,296,189	23,111,014
16. Subtotal (Lines 9 to 15) .....	0	3,523,151,040	3,408,634,759	6,757,942,810
<b>Less:</b>				
17. Net reinsurance recoveries .....		15,769,899	9,509,357	35,428,314
18. Total hospital and medical (Lines 16 minus 17) .....	0	3,507,381,141	3,399,125,402	6,722,514,496
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 68,337,587 cost containment expenses.....		79,591,116	74,216,753	173,841,756
21. General administrative expenses.....		405,767,240	473,454,702	886,270,888
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	3,992,739,497	3,946,796,857	7,782,627,140
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	46,727,576	(62,060,215)	1,765,356
25. Net investment income earned .....		14,791,266	10,426,975	25,427,372
26. Net realized capital gains (losses) less capital gains tax of \$ .....		(12,497)	(486,439)	957,043
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	14,778,769	9,940,536	26,384,415
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ) (amount charged off \$ )] .....			0	0
29. Aggregate write-ins for other income or expenses .....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	61,506,345	(52,119,679)	28,149,771
31. Federal and foreign income taxes incurred .....	XXX		0	0
32. Net income (loss) (Lines 30 minus 31) .....	XXX	61,506,345	(52,119,679)	28,149,771
<b>DETAILS OF WRITE-INS</b>				
0601. Pay for Performance Revenue (P4P).....	XXX	12,032,483	15,430,425	22,726,146
0602. Quality Withhold.....	XXX	53,881,464	0	17,358,209
0603. ....	XXX		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	65,913,947	15,430,425	40,084,355
0701. ....	XXX		0	0
0702. ....	XXX		0	0
0703. ....	XXX		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
1402. ....			0	0
1403. ....			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
2902. ....			0	0
2903. ....			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	803,958,362	740,935,920	740,935,920
34. Net income or (loss) from Line 32 .....	61,506,345	(52,119,679)	28,149,771
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 \$ .....	3,335,021	13,267,350	20,789,990
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 .....	(101,912,728)	9,582,223	16,026,492
40. Change in unauthorized and certified reinsurance .....	0	0	0
41. Change in treasury stock .....	0	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 .....	(370,099)	(545,079)	(1,943,811)
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) .....	(37,441,461)	(29,815,185)	63,022,442
49. Capital and surplus end of reporting period (Line 33 plus 48)	766,516,901	711,120,735	803,958,362
<b>DETAILS OF WRITE-INS</b>			
4701. ....		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

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance.....	4,017,026,042	3,862,382,305	7,695,869,764
2. Net investment income .....	14,129,118	12,635,139	30,163,665
3. Miscellaneous income .....	8,946,705	4,200,907	32,877,412
4. Total (Lines 1 to 3) .....	4,040,101,865	3,879,218,351	7,758,910,841
5. Benefit and loss related payments .....	3,584,002,147	3,312,897,846	6,607,952,596
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	538,206,567	571,727,908	1,025,079,072
8. Dividends paid to policyholders .....		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses).....	0	(2,220,391)	(2,220,391)
10. Total (Lines 5 through 9) .....	4,122,208,714	3,882,405,363	7,630,811,277
11. Net cash from operations (Line 4 minus Line 10) .....	(82,106,849)	(3,187,012)	128,099,564
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	61,823,530	80,848,205	217,229,689
12.2 Stocks .....	0	35,886,084	23,428,797
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	(181,653)	(181,653)
12.7 Miscellaneous proceeds .....	93,090	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	61,916,621	116,552,636	240,476,833
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	279,186,287	80,167,978	205,590,466
13.2 Stocks .....	16,997,846	35,621,680	19,539,584
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	499,116	499,116
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	296,184,133	116,288,774	225,629,167
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) .....	(234,267,512)	263,861	14,847,667
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	(2,000,000)	(2,000,000)	(2,000,000)
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....		0	0
16.5 Dividends to stockholders .....	0	0	0
16.6 Other cash provided (applied).....	(3,791,382)	42,831	(316,961)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(5,791,382)	(1,957,169)	(2,316,961)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(322,165,743)	(4,880,320)	140,630,269
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	650,938,953	510,308,684	510,308,684
19.2 End of period (Line 18 plus Line 19.1) .....	328,773,210	505,428,364	650,938,953

STATEMENT AS OF JUNE 30, 2018 OF THE CareSource

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year .....	1,365,905	57,473	.0	.0	.0	.0	.0	19,912	1,288,520	.0
2. First Quarter .....	1,400,927	83,980	.0	.0	.0	.0	.0	20,846	1,296,101	.0
3. Second Quarter .....	1,369,537	78,546	.0	.0	.0	.0	.0	21,320	1,269,671	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	8,372,225	483,529						125,341	7,763,355	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	4,569,651	204,445						193,082	4,172,124	
8. Non-Physician .....	4,815,217	152,300						806,313	3,856,604	
9. Total	9,384,868	356,745	0	0	0	0	0	999,395	8,028,728	0
10. Hospital Patient Days Incurred	92,904	2,595						5,266	85,043	
11. Number of Inpatient Admissions	422,378	10,946						29,735	381,697	
12. Health Premiums Written (a).....	3,990,259,423	225,909,423						161,526,369	3,602,823,632	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	3,989,623,046	225,909,423						160,889,991	3,602,823,632	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	3,663,413,906	172,830,210						179,733,213	3,310,850,483	
18. Amount Incurred for Provision of Health Care Services	3,523,151,040	177,889,827						156,605,019	3,188,656,194	

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

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

∞



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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	20,297,336	139,027,534	11,654,068	33,725,240	31,951,404	27,960,637
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 .....	42,163,873	135,315,669	2,149,150	35,804,338	44,313,023	44,178,429
7. Title XIX - Medicaid .....	582,504,939	2,711,544,946	32,305,921	448,187,038	614,810,860	572,693,414
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	644,966,148	2,985,888,149	46,109,139	517,716,616	691,075,287	644,832,480
10. Health care receivables (a) .....	60,598,155	5,647,908	6,967,601	57,130,253	67,565,756	78,896,679
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....	741,087	1,574,170	10,632,299	5,439,273	11,373,386	9,406,021
13. Totals (Lines 9-10+11+12)	585,109,080	2,981,814,411	49,773,837	466,025,636	634,882,917	575,341,822

(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, uncollectable member 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 are (\$1,926,707).

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/(LOSS)	SSAP #	F/S Page	F/S Line #	June 30, 2018	December 31, 2017
1) CS Ohio state basis (Page 4, Line 32, Columns 2 & 4)	N/A	4	32	\$ 61,506,342	\$ 28,149,771
2) State Prescribed Practices that are an increase/(decrease) NAIC SAP:				\$ -	\$ -
3) State Permitted Practices that are an increase/(decrease) NAIC SAP:				\$ -	\$ -
4) NAIC SAP (1-2-3=4)	N/A	4	32	\$ 61,506,342	\$ 28,149,771
SURPLUS					
1) CS Ohio state basis (Page 3, Line 33, Columns 3 & 4)	N/A	3	33	\$ 766,516,905	\$ 803,958,368
2) State Prescribed Practices that are an increase/(decrease) NAIC SAP:				\$ -	\$ -
3) State Permitted Practices that are an increase/(decrease) NAIC SAP				\$ -	\$ -
4) NAIC SAP (5-6-7=8)	N/A	3	33	\$ 766,516,905	\$ 803,958,368

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.

	June 30, 2018	June 30, 2017
	Written & Earned Premiums	Written & Earned Premiums
Direct premiums	\$ 3,990,259,423	\$ 3,878,826,897
Ceded premiums		
Non-affiliates	\$ (16,069,921)	\$ (11,776,440)
Affiliates	\$ -	\$ -
Net premiums	\$ 3,974,189,503	\$ 3,867,050,457

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.

NOTES TO FINANCIAL STATEMENTS

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 June 30, 2018 PFK was paid \$222,394,085 for services rendered, prior to chargebacks of \$102,984,140. Chargebacks resulted from CS directly paying certain non-PFK providers under the contract. The CS membership capitated by the provider constituted approximately 13% and 13% of total CS membership in 2018 and 2017.

At June 30, 2018 CS recorded a capitation chargeback receivable from PFK for \$47,924,731.

1D. Going Concern – Management has determined that there is no doubt about the entity’s ability to continue as a going concern.

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

			(1)	Other-than-Temporary Impairment Recognized in Loss		(3)
				(2a)	(2b)	
			Amortized Cost Basis Before Other-than- Temporary Impairment	Interest	Non-interest	Fair Value
						1 - (2a + 2b)
OTTI recognized 1st Quarter						
a. Intent to sell			\$ -	\$ -	\$ -	\$ -
b. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			\$ -	\$ -	\$ -	\$ -
c. Total 1st Quarter			\$ -	\$ -	\$ -	\$ -
OTTI recognized 2nd Quarter						
d. Intent to sell			\$ 1,008,516	\$ -	\$ 513,516	\$ 495,000
e. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			\$ -	\$ -	\$ -	\$ -
f. Total 2nd Quarter			\$ 1,008,516	\$ -	\$ 513,516	\$ 495,000
OTTI recognized 3rd Quarter						
g. Intent to sell			\$ -	\$ -	\$ -	\$ -
h. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			\$ -	\$ -	\$ -	\$ -
i. Total 3rd Quarter			\$ -	\$ -	\$ -	\$ -
OTTI recognized 4th Quarter						
j. Intent to sell			\$ -	\$ -	\$ -	\$ -
k. Inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis			\$ -	\$ -	\$ -	\$ -
l. Total 4th Quarter			\$ -	\$ -	\$ -	\$ -
m. Annual Aggregate Total			\$ 1,008,516	\$ -	\$ 513,516	\$ 495,000

(3) Securities by CUSIP with a recognized OTTI

NOTES TO FINANCIAL STATEMENTS

1	2	3	4	5	6	7
CUSIP	Book/Adjusted Carrying Value Amortized Cost Before Current Period OTTI	Present Value of Projected Cash Flows	Recognized Other-Than-Temporary Impairment	Amortized Cost After Other-Than-Temporary Impairment	Fair Value at time of OTTI	Date of Financial Statement Where Reported
33766JAD5	\$ 1,008,516	\$ 495,000	\$ 513,516	\$ 495,000	\$ 495,000	6/30/2018
Total			\$ 513,516			

- (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 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 June 30, 2018 the Company holds \$ 89.1M of mortgage or other loan backed securities.

CS does not hold any investments as of June 30, 2018 that are subject to redemption restrictions or penalties therefore all holdings can be liquidated immediately upon request, without penalty.

- E. Dollar Repurchase Agreements and/or Securities Lending Transactions – None
- F. Repurchase Agreements Transactions Accounted for as Secured Borrowing – None
- G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing – None
- H. Repurchase Agreements Transactions Accounted for as a Sale – None
- I. Reverse Repurchase Agreements Transactions Accounted for as a Sale – None
- J. 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
- K. Low income housing – None
- L. Restricted assets (Including Pledged)

		1	2	3	4	5	6	7
		Total Gross (Admitted & Nonadmitted) Restricted from Current Year	Total Gross (Admitted & Nonadmitted) Restricted From Prior Year	Increase/ Decrease (1 minus 2)	Total Current Year Nonadmitted Restricted	Total Current Year Restricted (1 minus 4)	Gross (Admitted & Nonadmitted) Restricted to Total Assets (a)	Admitted Restricted to Total Admitted Assets (b)
a.	Subject to contractual obligation for which liability is not shown	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
b.	Collateral held under security lending agreements	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
c.	Subject to repurchase agreements	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
d.	Subject to reverse repurchase agreements	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
e.	Subject to dollar repurchase agreements	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
f.	Subject to dollar reverse repurchase agreements	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
g.	Placed under option contracts	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
h.	Letter stock or securities restricted as to sale - excluding FHLB capital stock	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
i.	FHLB capital stock	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
j.	On deposit with states	\$ 3,500,000	\$ 3,500,000	\$ -	\$ -	\$ 3,500,000	0.2%	0.2%
k.	On deposit with other regulatory bodies	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
l.	Pledged as collateral to FHLB (including assets backing funding agreements)	\$ 85,505,777	\$ 86,250,559	\$ (744,782)	\$ 85,505,777	\$ -	5.7%	0.0%
m.	Pledged as collateral not captured in other categories	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
n.	Other restricted assets	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%	0.0%
o.	Total Restricted Assets	\$ 89,005,777	\$ 89,750,559	\$ (744,782)	\$ 85,505,777	\$ 3,500,000	5.3%	0.2%

- M. Working Capital Finance Investments – None
- N. Offsetting and Netting of Assets and Liabilities –None

O. As of June 30, 2018, CS has \$254 million in structured bonds.

NOTES TO FINANCIAL STATEMENTS

CUSIP Identification	Acutal Cost	Fair Value	Book/Adjusted Carrying Value	Mortgage- Referenced Security (Yes/No)
06048WVJ6	\$ 15,000,000	\$ 14,473,110	\$ 15,000,000	No
06048WWR7	\$ 10,000,000	\$ 9,658,100	\$ 10,000,000	No
06366RLS2	\$ 5,000,000	\$ 4,176,250	\$ 5,000,000	No
064159CG9	\$ 10,000,000	\$ 9,493,400	\$ 10,000,000	No
06744CPD7	\$ 10,000,000	\$ 9,899,730	\$ 10,000,000	No
06746X5Q2	\$ 10,000,000	\$ 9,948,920	\$ 10,000,000	No
22548Q7D1	\$ 10,000,000	\$ 9,156,100	\$ 10,000,000	No
33766JAD5	\$ 1,025,171	\$ 495,000	\$ 495,000	No
33834JAA9	\$ 5,000,000	\$ 5,516,000	\$ 5,000,000	No
33834JAA9	\$ 5,000,000	\$ 5,516,000	\$ 5,000,000	No
33834KAA6	\$ 5,000,000	\$ 5,441,000	\$ 5,000,000	No
33834PAB3	\$ 10,000,000	\$ 9,041,900	\$ 10,000,000	No
38147QSG2	\$ 5,000,000	\$ 4,698,900	\$ 5,000,000	No
38148TMS5	\$ 10,000,000	\$ 9,456,820	\$ 10,000,000	No
38148TMU0	\$ 5,000,000	\$ 4,731,700	\$ 5,000,000	No
38150A2Q7	\$ 5,000,000	\$ 4,694,985	\$ 5,000,000	No
40432X7F2	\$ 5,000,000	\$ 4,929,650	\$ 5,000,000	No
40433UJ49	\$ 5,000,000	\$ 4,870,850	\$ 5,000,000	No
48126D5U9	\$ 5,000,000	\$ 4,939,450	\$ 5,000,000	No
48126D6L8	\$ 4,962,500	\$ 4,978,000	\$ 4,974,553	No
48126D6V6	\$ 4,925,000	\$ 4,962,000	\$ 4,942,936	No
48126DBT5	\$ 4,975,000	\$ 4,879,900	\$ 4,984,447	No
48126DLV9	\$ 5,000,000	\$ 4,652,400	\$ 5,000,000	No
48126NSY4	\$ 2,970,000	\$ 2,982,996	\$ 2,979,336	No
78008SLL8	\$ 5,000,000	\$ 4,858,900	\$ 5,000,000	No
78008SWB8	\$ 5,000,000	\$ 4,829,200	\$ 5,000,000	No
78010UCX3	\$ 5,000,000	\$ 4,921,200	\$ 5,000,000	No
78010UCZ8	\$ 4,975,000	\$ 4,915,900	\$ 4,980,832	No
78012KAH0	\$ 10,000,000	\$ 9,228,510	\$ 10,000,000	No
89233P6P6	\$ 2,985,000	\$ 2,922,510	\$ 2,990,780	No
89233P6R2	\$ 5,000,000	\$ 4,634,200	\$ 5,000,000	No
89233P7J9	\$ 4,417,500	\$ 4,730,000	\$ 4,562,920	No
89236TBK0	\$ 4,950,000	\$ 4,966,250	\$ 4,963,252	No
89236TER2	\$ 15,000,000	\$ 14,666,100	\$ 15,000,000	No
94986RHC8	\$ 3,000,000	\$ 3,000,870	\$ 3,000,000	No
94986RKV2	\$ 5,000,000	\$ 4,682,600	\$ 5,000,000	No
94986RNK3	\$ 5,000,000	\$ 4,786,350	\$ 5,000,000	No
94986RNZ0	\$ 5,000,000	\$ 4,799,050	\$ 5,000,000	No
94986RYA3	\$ 5,000,000	\$ 4,770,865	\$ 5,000,000	No
95000N3L1	\$ 10,000,000	\$ 9,742,700	\$ 10,000,000	No
	\$ 254,185,171	\$ 246,048,366	\$ 253,874,056	

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

## NOTES TO FINANCIAL STATEMENTS

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations – No change
14. Contingencies – No change
15. Leases – No change
16. Information about financial instruments with off-balance sheet risk and financial instruments with concentrations of credit risk – 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

NOTES TO FINANCIAL STATEMENTS

Fair Value Measurements at June 30, 2018	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Cash Equivalent (E-2)				
Exempt MM Mutual Fund	\$ 21,818	\$ -	\$ -	\$ 21,818
Other MM Mutual Fund	\$ 1,484,571	\$ -	\$ -	\$ 1,484,571
Total Cash Equivalent (E-2)	\$ 1,506,389	\$ -	\$ -	\$ 1,506,389
Long Term (D-1)				
Indust. & Misc.	\$ 10,354,750	\$ -	\$ -	\$ 10,354,750
Total Long Term (D-1)	\$ 10,354,750	\$ -	\$ -	\$ 10,354,750
Common Stock (D-2.2)				
Mutual Funds	\$ 177,808,652	\$ -	\$ -	\$ 177,808,652
Total Common Stock (D-2.2)	\$ 177,808,652	\$ -	\$ -	\$ 177,808,652
Separate account assets				
Total assets at fair value	\$ 189,666,291	\$ -	\$ -	\$ 189,666,291

Fair Value Measurements at December 31, 2017	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair value				
Cash Equivalent (E-2)				
Exempt MM Mutual Fund	\$ 498,722	\$ -	\$ -	\$ 498,722
Other MM Mutual Fund	\$ 4,426,431	\$ -	\$ -	\$ 4,426,431
Total Cash Equivalent (E-2)	\$ 4,925,153	\$ -	\$ -	\$ 4,925,153
Long Term (D-1)				
Indust. & Misc.	\$ 10,452,500	\$ -	\$ -	\$ 10,452,500
Total Long Term (D-1)	\$ 10,452,500	\$ -	\$ -	\$ 10,452,500
Common Stock (D-2.2)				
Mutual Funds	\$ 157,405,382	\$ -	\$ -	\$ 157,405,382
Total Common Stock (D-2.2)	\$ 157,405,382	\$ -	\$ -	\$ 157,405,382
Separate account assets				
Total assets at fair value	\$ 172,783,035	\$ -	\$ -	\$ 172,783,035

The Company did not have any significant assets or liabilities measured at fair value on a nonrecurring basis as of June 30, 2018 or December 31, 2017. There were no transfers between Level 1 and Level 2 securities for the period ended June 30, 2018.

(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 June 30, 2018.

(5) Derivative Assets/Liabilities – Not applicable

B) Other Fair Value Measurements – Not applicable

C) Aggregate Value of All Financial Instruments

June 30, 2018	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 793,507,945	\$ 810,644,134	\$ 793,507,945		\$ -	
Common Stock	\$ 177,808,652	\$ 177,808,652	\$ 177,808,652			
Cash, Cash Equivalents, and Short- Term Investments	\$ 328,773,207	\$ 328,773,207	\$ 328,773,207			

December 31, 2017	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds	\$ 593,357,219	\$ 595,114,854	\$ 593,357,219		\$ -	
Common Stock	\$ 157,405,382	\$ 157,405,382	\$ 157,405,382			
Cash, Cash Equivalents, and Short- Term Investments	\$ 650,940,413	\$ 650,938,922	\$ 650,940,413			

D) Fair Value Not estimable – Not applicable

21. Other Items –  
    A.-G – None

22. Events subsequent – Subsequent events have been considered through August 15, 2018 for the statutory statements issued on that date.

    A. Type I – Recognized Subsequent Events – None

        Type II – Nonrecognized Subsequent Events - None

23. Reinsurance – No change

## NOTES TO FINANCIAL STATEMENTS

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 – 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% of gross revenues from government programs that target low-income, elderly or disabled populations.
- (2) Impact of Risk-Sharing Provisions of the Affordable Care Act on Admitted Assets, Liabilities and Revenue for the Current Year

	<u>AMOUNT</u>
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	\$ (173,844)
3 Premium adjustments payable due to ACA Risk Adjustment	\$ (11,275,315)
Operations (Revenue & Expense)	
4 Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	\$ (11,649,777)
5 Reported in expenses as ACA risk adjustment user fees (incurred/paid)	\$ (59,430)
b. Transitional ACA Reinsurance Program	
Assets	
1 Amounts recoverable for claims paid due to ACA Reinsurance	\$ 38,943
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	\$ -
5 Ceded reinsurance premiums payable due to ACA Reinsurance	\$ -
6 Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance	\$ -
Operations (Revenue & Expense)	
7 Ceded reinsurance premiums due to ACA Reinsurance	\$ -
8 Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	\$ -
9 ACA Reinsurance contributions - not reported as ceded premium	\$ -
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	\$ -



NOTES TO FINANCIAL STATEMENTS

(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.

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 1 - 3)	Prior Year Accrued Less Payments (Col 2 - 4)	To Prior Year Balances	To Prior Year Balances		
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										
1. Premium adjustment receivable	\$ 374,461	\$ -	\$ -	\$ -	\$ 374,461	\$ -	\$ (374,461)	\$(11,275,315)	A	\$ - \$(11,275,315)
2. Premium adjustments (payable)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	B	\$ - \$ -
3. Subtotal ACA Permanent Risk Adjustment Program	\$ 374,461	\$ -	\$ -	\$ -	\$ 374,461	\$ -	\$ (374,461)	\$(11,275,315)		\$ - \$(11,275,315)
b. Transitional ACA Reinsurance Program										
1. Amounts recoverable for claims paid	\$1,355,670	\$ -	\$1,316,727	\$ -	\$ 38,943	\$ -	\$ -	\$ -	C	\$ 38,943 \$ -
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	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	G	\$ - \$ -
6. Liability for amounts hold under uninsured plans	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	H	\$ - \$ -
7. Subtotal ACA Transitional Reinsurance Program	\$1,355,670	\$ -	\$1,316,727	\$ -	\$ 38,943	\$ -	\$ -	\$ -		\$ 38,943 \$ -
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	\$1,730,131	\$ -	\$1,316,727	\$ -	\$ 413,404	\$ -	\$ (374,461)	\$(11,275,315)		\$ 38,943 \$(11,275,315)

Explanation of Adjustments

A.	Received final risk adjustment payable from CMS.
B.	
C.	Unsettled balance relates to 2016 planned year reinsurance receivable.
D.	
E.	
F.	
G.	
H.	
I.	
J.	

(4) Roll-Forward of Risk Corridors Asset and Liability Balances by Program Benefit Year – None

(5) ACA Risk Corridors Receivable as of Reporting Date

Risk Corridors Program Year		1	2	3	4	5	6
		Estimated Amount to be Filed or Final Amount Filed with CMS	Non-Accrued Amounts for Impairment or Other Reasons	Amounts received from CMS	Asset Balance (Gross of Non-admissions) (1-2-3)	Non-admitted Amount	Net Admitted Asset (4-5)
a.	2015	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
b.	2016	\$ 32,086,446	\$ 32,086,446	\$ -	\$ -	\$ -	\$ -
c.	2017	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
d.	Total (a+b+c)	\$ 32,086,446	\$ 32,086,446	\$ -	\$ -	\$ -	\$ -
24E(5)d (Column 4) should equal 24E(3)c1 (Column 9) 25E(5)d (Column 6) should equal 24E(2)c1							
* Due to uncertainty related to the collectability of the Risk Corridors receivable for 2016, these amounts have been fully reserved.							

## NOTES TO FINANCIAL STATEMENTS

25. Change in Incurred Claims and Claims Adjustment Expenses

Reserves as of December 31, 2017 were \$575.3 million. As of June 30, 2018, \$585.1 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 \$49.8 million, therefore, there has been a (\$59.5) million unfavorable prior-year development since December 31, 2017 to June 30, 2018. 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 increase, the Company experienced (\$48.2) million of unfavorable prior year claim development and (\$11.4) million in unfavorable experience of recoveries and healthcare receivables.

26. Intercompany Pooling Arrangements – None

27. Structured Settlements – Not applicable

28. Health Care Receivables – No change

29. Participating Policies – Not applicable

30. 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 ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
- 3.1

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 and 1A.
- 3.2

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- 3.3

If the response to 3.2 is yes, provide a brief description of those changes.
- 3.4

Is the reporting entity publicly traded or a member of a publicly traded group?

Yes ☐ No ☒
- 3.5

If the response to 3.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ 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.

12/31/2017
- 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 ☒ No ☐ NA ☐
- 6.6

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

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

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

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

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? ..... Yes [X] No [ ]

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

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

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

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

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

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

FINANCIAL

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

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 [X]

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

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

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

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 [X]

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

16 For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1	Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2	\$.....0
16.2	Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2	\$.....0
16.3	Total payable for securities lending reported on the liability page	\$.....0

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

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

1	2
Name of Custodian(s)	Custodian Address

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

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

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

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

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

17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such: ["...that have access to the investment accounts"; "...handle securities"]

1	2
Name of Firm or Individual	Affiliation
Caresoure Internally Managed.....	I.....
Fifth Third Bank.....	U.....
Huntington National Bank.....	U.....
Wells Fargo Bank.....	U.....

17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") manage more than 10% of the reporting entity's assets? ..... Yes [ ] No [ X ]

17.5098 For firms/individuals unaffiliated with the reporting entity (i.e., designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's assets? ..... Yes [ ] No [ X ]

17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1	2	3	4	5
Central Registration Depository Number	Name of Firm or Individual	Legal Entity Identifier (LEI)	Registered With	Investment Management Agreement (IMA) Filed
N/A.....	CareSource Internally Managed.....	549300RPGRWBFYZPX571.....	N/A.....	
628.....	Fifth Third Bank.....	THRNG6BD57P9QWTQLG42.....	Securities Exchange Commission.....	DS.....
16986.....	Huntington National Bank.....	549300XTVCVV9I7B5T19.....	Securities Exchange Commission.....	DS.....
126292.....	Wells Fargo Bank.....	0T19FZZ6Z7A27CCLDY33.....	Securities Exchange Commission.....	DS.....

18.1 Have all the filing requirements of the *Purposes and Procedures Manual of the NAIC Investment Analysis Office* been followed? ..... Yes [X] No [ ]

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

19. By self-designating 5\*GI securities, the reporting entity is certifying the following elements for each self-designated 5\*GI security:

- a. Documentation necessary to permit a full credit analysis of the security does not exist.
- b. Issuer or obligor is current on all contracted interest and principal payments.
- c. The insurer has an actual expectation of ultimate payment of all contracted interest and principal.

Has the reporting entity self-designated 5\*GI securities?..... Yes [ ] No [ ]

GENERAL INTERROGATORIES  
PART 2 - HEALTH

1.

Operating Percentages:

1.1 A&H loss percent

90.0 %

1.2 A&H cost containment percent

1.7 %

1.3 A&H expense percent excluding cost containment expenses

%

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

Yes ☐ No ☒

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

\$

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

Yes ☐ No ☒

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

\$

3.

Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states?

Yes ☐ No ☐

3.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity?

Yes ☐ No ☐

## STATEMENT AS OF JUNE 30, 2018 OF THE CareSource

## SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

[illegible]

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

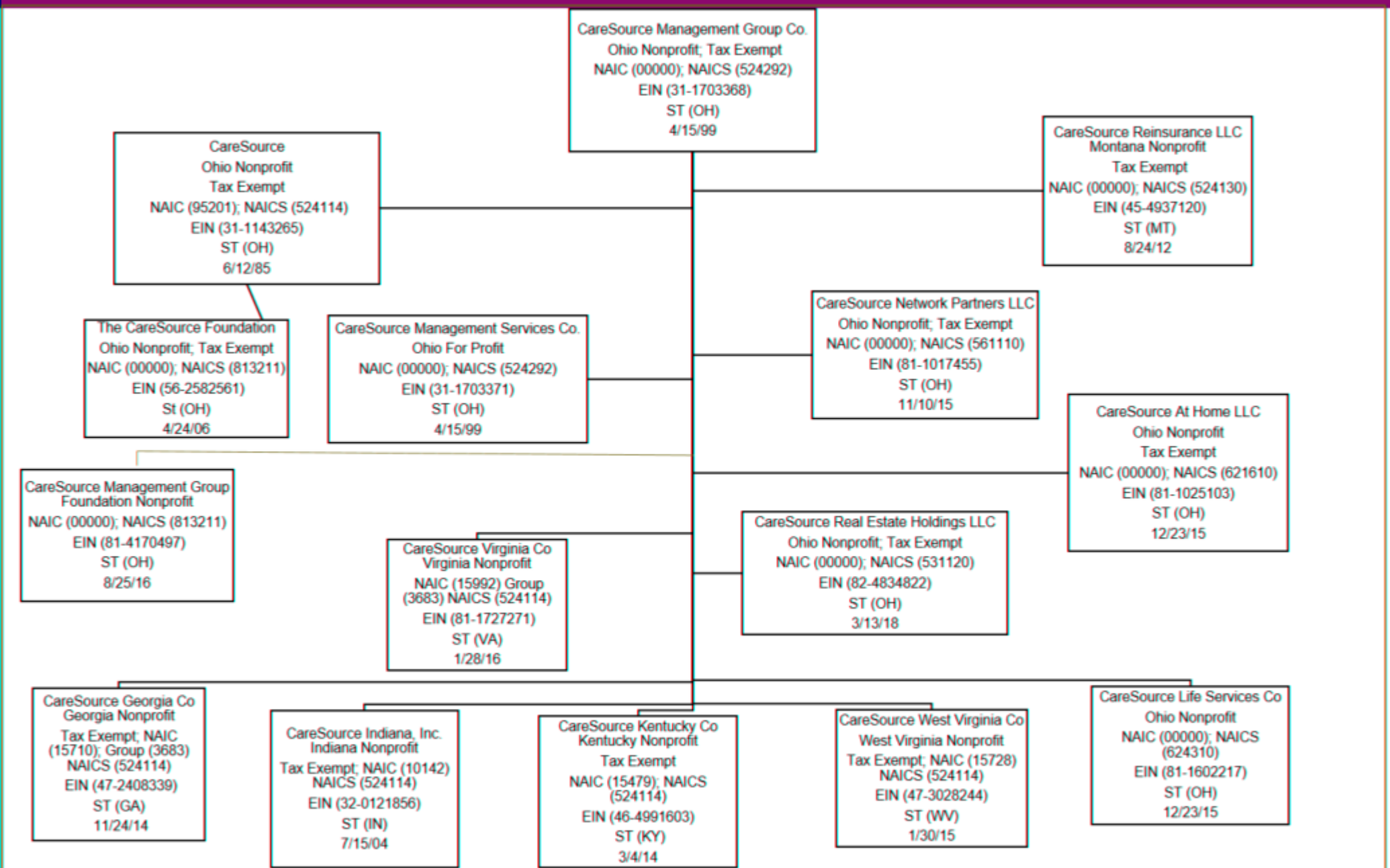
Current Year to Date - Allocated by States and Territories										
States, Etc.	1  Active Status (a)	Direct Business Only								
		2  Accident & Health Premiums	3  Medicare Title XVIII	4  Medicaid Title XIX	5  Federal Employees Health Benefits Program Premiums	6  Life & Annuity Premiums & Other Considerations	7  Property/ Casualty Premiums	8  Total Columns 2 Through 7	9  Deposit-Type Contracts	
1. Alabama .....	AL	N						0		
2. Alaska .....	AK	N						0		
3. Arizona .....	AZ	N						0		
4. Arkansas .....	AR	N						0		
5. California .....	CA	N						0		
6. Colorado .....	CO	N						0		
7. Connecticut .....	CT	N						0		
8. Delaware .....	DE	N						0		
9. Dist. Columbia .....	DC	N						0		
10. Florida .....	FL	N						0		
11. Georgia .....	GA	N						0		
12. Hawaii .....	HI	N						0		
13. Idaho .....	ID	N						0		
14. Illinois .....	IL	N						0		
15. Indiana .....	IN	N						0		
16. Iowa .....	IA	N						0		
17. Kansas .....	KS	N						0		
18. Kentucky .....	KY	N						0		
19. Louisiana .....	LA	N						0		
20. Maine .....	ME	N						0		
21. Maryland .....	MD	N						0		
22. Massachusetts .....	MA	N						0		
23. Michigan .....	MI	N						0		
24. Minnesota .....	MN	N						0		
25. Mississippi .....	MS	N						0		
26. Missouri .....	MO	N						0		
27. Montana .....	MT	N						0		
28. Nebraska .....	NE	N						0		
29. Nevada .....	NV	N						0		
30. New Hampshire .....	NH	N						0		
31. New Jersey .....	NJ	N						0		
32. New Mexico .....	NM	N						0		
33. New York .....	NY	N						0		
34. North Carolina .....	NC	N						0		
35. North Dakota .....	ND	N						0		
36. Ohio .....	OH	L	3,990,259,423					3,990,259,423		
37. Oklahoma .....	OK	N						0		
38. Oregon .....	OR	N						0		
39. Pennsylvania .....	PA	N						0		
40. Rhode Island .....	RI	N						0		
41. South Carolina .....	SC	N						0		
42. South Dakota .....	SD	N						0		
43. Tennessee .....	TN	N						0		
44. Texas .....	TX	N						0		
45. Utah .....	UT	N						0		
46. Vermont .....	VT	N						0		
47. Virginia .....	VA	N						0		
48. Washington .....	WA	N						0		
49. West Virginia .....	WV	N						0		
50. Wisconsin .....	WI	N						0		
51. Wyoming .....	WY	N						0		
52. American Samoa .....	AS	N						0		
53. Guam .....	GU	N						0		
54. Puerto Rico .....	PR	N						0		
55. U.S. Virgin Islands .....	VI	N						0		
56. Northern Mariana Islands .....	MP	N						0		
57. Canada .....	CAN	N						0		
58. Aggregate other alien .....	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal .....	XXX	3,990,259,423	0	0	0	0	0	3,990,259,423	0	0
60. Reporting entity contributions for Employee Benefit Plans .....	XXX							0		
61. Total (Direct Business) .....	XXX	3,990,259,423	0	0	0	0	0	3,990,259,423	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

(a) Active Status Counts

L – Licensed or Chartered – Licensed insurance carrier or domiciled RRG .....1 R – Registered – Non-domiciled RRGs .....0  
E – Eligible – Reporting entities eligible or approved to write surplus lines in the state .....0 Q – Qualified – Qualified or accredited reinsurer .....0  
N – None of the above – Not allowed to write business in the state .....56



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



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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Group Code	Group Name	NAIC Company Code	ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	Is an SCA Filing Required? (Y/N)	*
03683	CareSource Management Group Co.	00000	45-4937120				CareSource Reinsurance, LLC	MT	IA	CareSource Management Group Co.	Board of Trustees	0.0	CareSource Management Group Co.		0
03683	CareSource Management Group Co.	95201	31-1143265				CareSource	OH	RE	CareSource Board of Trustees	Other (See explanation below)	0.0	Board of Trustees		0
00000	CareSource Management Group Co.	00000	31-1703368				CareSource Management Group Co.	OH	UDP	CareSource Management Group Co.	Board of Trustees	0.0	Board of Trustees		0
00000	CareSource Management Group Co.	00000	31-1703371				CareSource Management Services Co.	OH	NIA	CareSource Management Group Co.	Ownership	100.0	CareSource Management Group Co.		0
00000	CareSource Management Group Co.	00000	56-2582561				The CareSource Foundation	OH	DS	CareSource	Board of Trustees	0.0	CareSource Board of Trustees		0
03683	CareSource Management Group Co.	10142	32-0121856				CareSource Indiana, Inc.	IN	IA	CareSource Management Group Co.	Board of Directors	0.0	CareSource Management Group Co.		0
03683	CareSource Management Group Co.	15479	46-4991603				CareSource Kentucky Co.	KY	IA	CareSource Management Group Co.	Board of Trustees	0.0	CareSource Management Group Co.		0
03683	CareSource Management Group Co.	15710	47-2408339				CareSource Georgia Co.	GA	IA	CareSource Management Group Co.	Board of Trustees	0.0	CareSource Management Group Co.		0
03683	CareSource Management Group Co.	15728	47-3028244				CareSource West Virginia Co.	WV	IA	CareSource Management Group Co.	Board of Trustees	0.0	CareSource Management Group Co.		0
00000	CareSource Management Group Co.	00000	81-1017455				CareSource Network Partners LLC	OH	NIA	CareSource Management Group Co.	Board of Trustees	0.0	CareSource Management Group Co.		0
00000	CareSource Management Group Co.	00000	81-1025103				CareSource@Home LLC	OH	NIA	CareSource Management Group Co.	Board of Trustees	0.0	CareSource Management Group Co.		0
00000	CareSource Management Group Co.	00000	81-1602217				CareSource Life Services Co.	OH	NIA	CareSource Management Group Co.	Board of Trustees	0.0	CareSource Management Group Co.		0
03683	CareSource Management Group Co.	15992	81-1727271				CareSource Virginia Co.	VA	IA	CareSource Management Group Co.	Board of Trustees	0.0	CareSource Management Group Co.		0
00000	CareSource Management Group Co.	00000	81-4170497				CareSource Management Group Foundation	OH	NIA	CareSource Management Group Co.	Board of Trustees	0.0	CareSource Management Group Co.		0
00000	CareSource Management Group Co.	00000	82-4834822				CareSource Real Estate Holdings LLC	OH	NIA	CareSource Management Group Co.	Board Of Trustees	0.0	CareSource Management Group Co.		0

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

Asterisk	Explanation
	The CareSource Board of Trustees controls both CareSource, the reporting entity, and CareSource Foundation. The CareSource Management Group Co Board of Trustees controls CareSource Management Group Co. CareSource Management Group Co. controls CareSource Indiana, Inc., CareSource Kentucky Co, CareSource Reinsurance, LLC., CareSource Georgia Co., CareSource West Virginia Co., CareSource Network Partners LLC, CareSource@Home LLC, CareSource Life Services Co., CareSource Virginia Co., CareSource Real Estate Holdings LLC and CareSource Management Group Foundation.....

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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

.....NO.....

Explanation:

1.

Bar Code:

1.



**OVERFLOW PAGE FOR WRITE-INS**

---

SCHEDULE A – VERIFICATION

Real Estate

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

SCHEDULE B – VERIFICATION

Mortgage Loans

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

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	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

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	752,520,236	750,013,420
2. Cost of bonds and stocks acquired .....	296,184,133	225,130,050
3. Accrual of discount .....	137,648	218,282
4. Unrealized valuation increase (decrease) .....	3,335,021	20,789,990
5. Total gain (loss) on disposals .....	(105,587)	1,138,696
6. Deduct consideration for bonds and stocks disposed of .....	61,916,620	240,658,486
7. Deduct amortization of premium .....	1,795,135	4,111,717
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other-than-temporary impairment recognized .....		0
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees .....	93,090	
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10) .....	988,452,785	752,520,236
12. Deduct total nonadmitted amounts .....	89,112,802	0
13. Statement value at end of current period (Line 11 minus Line 12) .....	899,339,983	752,520,236

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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
<b>BONDS</b>								
1. NAIC 1 (a).....	583,952,925	207,480,916	253,291,888	7,865,199	583,952,925	546,007,152	0	466,067,184
2. NAIC 2 (a).....	235,269,359	38,890,677	13,500,000	(7,374,985)	235,269,359	253,285,050	0	169,891,415
3. NAIC 3 (a).....	6,844,983	0	0	(988,051)	6,844,983	5,856,932	0	6,962,612
4. NAIC 4 (a).....	5,018,750	0	0	(18,750)	5,018,750	5,000,000	0	5,100,000
5. NAIC 5 (a).....	0	0	0	0	0	0	0	415,000
6. NAIC 6 (a).....	320,000	0	0	175,000	320,000	495,000	0	0
7. Total Bonds	831,406,016	246,371,593	266,791,888	(341,587)	831,406,016	810,644,134	0	648,436,211
<b>PREFERRED STOCK</b>								
8. NAIC 1 .....	0				0	0	0	0
9. NAIC 2 .....	0				0	0	0	0
10. NAIC 3 .....	0				0	0	0	0
11. NAIC 4 .....	0				0	0	0	0
12. NAIC 5 .....	0				0	0	0	0
13. NAIC 6 .....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	831,406,016	246,371,593	266,791,888	(341,587)	831,406,016	810,644,134	0	648,436,211

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

SCHEDULE DA - PART 1  
Short-Term Investments

	1	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		XXX			

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.....	3,327,398	22,946,511
2. Cost of short-term investments acquired .....		8,547,146
3. Accrual of discount .....		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals .....		(181,653)
6. Deduct consideration received on disposals .....	3,327,000	27,943,171
7. Deduct amortization of premium.....	398	41,435
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other-than-temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	0	3,327,398
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	0	3,327,398



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 – PART 2 – VERIFICATION  
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	54,919,111	25,833,524
2. Cost of cash equivalents acquired .....	713,346,516	263,083,207
3. Accrual of discount .....	675,997	39,569
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals.....	0	0
6. Deduct consideration received on disposals .....	767,435,236	234,037,190
7. Deduct amortization of premium .....	0	0
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) .....	1,506,388	54,919,111
11. Deduct total nonadmitted amounts .....		0
12. Statement value at end of current period (Line 10 minus Line 11)	1,506,388	54,919,111

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

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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 <sup>(a)</sup>
Bonds - Industrial and Miscellaneous (Unaffiliated)									
.05565E-AU-9	BMW US CAPITAL LLC	C	04/17/2018	DAVIDSON D.A. + COMPANY INC.	XXX	6,030,905	6,025,000	3,632	1FE
.06048W-WR-7	BANK OF AMERICA CORP		06/01/2018	THE HUNTINGTON INVESTMENT COMPANY	XXX	10,000,000	10,000,000	0	1FE
.06051G-EM-7	BANK OF AMERICA CORP		04/10/2018	DAVIDSON D.A. + COMPANY INC.	XXX	10,894,400	10,000,000	123,500	1FE
.06746X-50-2	BARCLAYS BANK PLC	C	04/02/2018	THE HUNTINGTON INVESTMENT COMPANY	XXX	10,000,000	10,000,000	0	1FE
.09062X-AF-0	BIOGEN INC.		04/03/2018	DAVIDSON D.A. + COMPANY INC.	XXX	4,100,400	4,000,000	9,000	2FE
.31620M-AR-7	FIDELITY NATIONAL INFORMATION SERV INC		04/04/2018	THE HUNTINGTON INVESTMENT COMPANY	XXX	10,717,442	10,000,000	237,500	2FE
.38141G-GS-7	GOLDMAN SACHS GROUP INC		04/05/2018	WELLS FARGO SECURITIES LLC	XXX	10,844,400	10,000,000	119,792	1FE
.478375-AD-0	JOHNSON CONTROLS INTERNATIONAL PLC	C	04/20/2018	DAVIDSON D.A. + COMPANY INC.	XXX	3,116,400	3,000,000	10,000	2FE
.501044-CH-2	THE KROGER CO		04/20/2018	DAVIDSON D.A. + COMPANY INC.	XXX	3,016,438	2,861,000	48,387	2FE
.67073Y-AA-4	NY ENERGY INC		04/18/2018	WELLS FARGO SECURITIES LLC	XXX	10,792,500	10,000,000	269,097	2FE
.67103H-AB-3	O'REILLY AUTOMOTIVE INC		04/24/2018	DAVIDSON D.A. + COMPANY INC.	XXX	2,102,146	2,015,000	8,923	2FE
.883203-BV-2	TEXTRON INC		04/03/2018	DAVIDSON D.A. + COMPANY INC.	XXX	5,045,350	5,000,000	18,299	2FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)						86,660,381	82,901,000	848,129	XXX
8399997 - Subtotals - Bonds - Part 3						86,660,381	82,901,000	848,129	XXX
8399999 - Subtotals - Bonds						86,660,381	82,901,000	848,129	XXX
Common Stocks - Mutual Funds									
.46138E-19-8	INVESCO S&P MIDCP LV		06/21/2018	PERSHING LLC	6,411,000	300,407	XXX	0	V
.46138E-35-4	INVESCO S&P500 LOWVL		06/21/2018	VARIOUS	10,196,000	480,767	XXX	0	V
.46138G-10-2	INVESCO EXCHANGE-TRADED FUND TRUST II		06/21/2018	PERSHING LLC	3,676,000	180,191	XXX	0	L
.464287-46-5	ISHARES:MSCI EAFE ETF		06/21/2018	VARIOUS	22,191,000	1,561,344	XXX	0	L
.464287-49-9	ISHARES:RUSS MID-CAP		06/21/2018	VARIOUS	9,271,000	1,948,377	XXX	0	L
.46429B-68-9	ISHARES:EDGE MSCI MVEAFE		06/21/2018	VARIOUS	14,113,000	1,041,182	XXX	0	L
.73937B-63-9	POWERSHARES S&P SMCP LV		06/01/2018	VARIOUS	12,998,000	600,870	XXX	0	L
.73937B-64-7	INVESCO S&P MIDCP LV		06/01/2018	VARIOUS	22,055,000	1,001,540	XXX	0	L
.73937B-77-9	INVESCO S&P500 LOWVL		06/01/2018	VARIOUS	34,208,000	1,600,538	XXX	0	L
.92206C-66-4	VANGUARD RUS 2000 ID:ETF		06/21/2018	VARIOUS	9,153,000	1,169,791	XXX	0	L
.92206C-73-0	VANGUARD RUS 1000 ID:ETF		06/21/2018	VARIOUS	25,148,000	3,119,326	XXX	0	L
9299999 - Common Stocks - Mutual Funds						13,004,333	XXX	0	XXX
9799997 - Subtotals - Common Stocks - Part 3						13,004,333	XXX	0	XXX
9799999 - Subtotals - Common Stocks						13,004,333	XXX	0	XXX
9899999 - Subtotals- Preferred and Common Stocks						13,004,333	XXX	0	XXX
9999999 Totals						99,664,714	XXX	848,129	XXX

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

## E05

## E05

E05

E05

E05

# SCHEDULE DB - PART A - SECTION 1

**Showing all Options, Caps, Floors, Collars, Swaps and Forwards Open as of Current Statement Date**

[illegible]

(a)	Code	Description of Hedged Risk(s)

(b)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period

E06

## STATEMENT AS OF JUNE 30, 2018 OF THE CareSource

## SCHEDULE DB - PART B - SECTION 1

### Future Contracts Open as of the Current Statement Date

[illegible]

E07

Broker Name	Beginning Cash Balance	Cumulative Cash Change	Ending Cash Balance
Total Net Cash Deposits	0	0	0

(a)	Code	Description of Hedged Risk(s)

(b)	Code	Financial or Economic Impact of the Hedge at the End of the Reporting Period

## SCHEDULE DB - PART D - SECTION 1

[illegible]



**Collateral for Derivative Instruments Open as of Current Statement Date**[illegible][illegible]

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

**STATEMENT AS OF JUNE 30, 2018 OF THE CareSource**

## SCHEDULE E - PART 1 - CASH

[illegible]

## SCHEDULE E - PART 2 - CASH EQUIVALENTS

E13