



# HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2014  
OF THE CONDITION AND AFFAIRS OF THE

## Care Improvement Plus South Central Insurance Company

NAIC Group Code 0707 0707 NAIC Company Code 12567 Employer's ID Number 20-3888112  
(Current) (Prior)

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

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health

Is HMO Federally Qualified? Yes [ ] No [ ]

Incorporated/Organized 01/13/2006 Commenced Business 01/01/2007

Statutory Home Office 11219 Financial Center Parkway, Suite 240, Little Rock, AR, US 72211  
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 351 W. Camden Street, Suite 100  
(Street and Number)  
Baltimore, MD, US 21201, 410-625-2200  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 3900 McCarty Lane, Suite 220, Lafayette, IN, US 47905  
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 351 W. Camden Street, Suite 100  
(Street and Number)  
Baltimore, MD, US 21201, 410-625-2200  
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.careimprovementplus.com

Statutory Statement Contact Lisa Ann Mann, 765-269-2231  
(Name) (Area Code) (Telephone Number)  
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(E-mail Address) (FAX Number)

### OFFICERS

President John Lawrence Larsen Treasurer Robert Worth Oberrender  
Secretary Ragenea Kay Thompson Chief Financial Officer William Joseph Hnath

### OTHER

Daniel Jay Friedman Chief Legal Officer, Assistant Secretary  
Michelle Marie Huntley Assistant Secretary

### DIRECTORS OR TRUSTEES

William Joseph Hnath Cynthia Longseth Polich Scott Edwin Theisen

State of \_\_\_\_\_ State of \_\_\_\_\_ State of \_\_\_\_\_  
County of \_\_\_\_\_ County of \_\_\_\_\_ County of \_\_\_\_\_

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.

John Lawrence Larsen  
President

Ragenea Kay Thompson  
Secretary

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_

Subscribed and sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_

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, 2014 OF THE Care Improvement Plus South Central Insurance Company

**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 .....	421,102,247	0	421,102,247	387,900,811
2. Stocks:				
2.1 Preferred stocks .....	0	0	0	0
2.2 Common stocks .....	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens .....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ .....0 encumbrances) .....	0	0	0	0
4.2 Properties held for the production of income (less \$ .....0 encumbrances) .....	0	0	0	0
4.3 Properties held for sale (less \$ .....0 encumbrances) .....	0	0	0	0
5. Cash (\$ .....(42,339,318) ), cash equivalents (\$ .....6,399,368 ) and short-term investments (\$ .....25,015,719 ) .....	(10,924,231)	0	(10,924,231)	63,511,199
6. Contract loans (including \$ .....0 premium notes) .....	0	0	0	0
7. Derivatives .....	0	0	0	0
8. Other invested assets .....	0	0	0	0
9. Receivables for securities .....	0	0	0	0
10. Securities lending reinvested collateral assets .....	0	0	0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	410,178,016	0	410,178,016	451,412,010
13. Title plants less \$ .....0 charged off (for Title insurers only) .....	0	0	0	0
14. Investment income due and accrued .....	3,277,176	0	3,277,176	1,549,539
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	107,596,268	2,819,718	104,776,550	55,615,860
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....0 earned but unbilled premiums) .....	0	0	0	0
15.3 Accrued retrospective premiums .....	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	0	0	0	55,617
16.2 Funds held by or deposited with reinsured companies .....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts .....	0	0	0	0
17. Amounts receivable relating to uninsured plans .....	1,317,538	273,868	1,043,670	4,012,909
18.1 Current federal and foreign income tax recoverable and interest thereon .....	0	0	0	0
18.2 Net deferred tax asset .....	16,667,792	872,807	15,794,985	19,241,697
19. Guaranty funds receivable or on deposit .....	0	0	0	0
20. Electronic data processing equipment and software .....	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$ .....0 ) .....	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates .....	0	0	0	0
24. Health care (\$ .....66,528,264 ) and other amounts receivable .....	109,143,378	42,615,114	66,528,264	33,590,117
25. Aggregate write-ins for other than invested assets .....	974,464	0	974,464	383,580
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	649,154,632	46,581,507	602,573,125	565,861,329
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
28. Total (Lines 26 and 27) .....	649,154,632	46,581,507	602,573,125	565,861,329
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above) .....	0	0	0	0
2501. State Income Tax Receivable .....	974,464	0	974,464	383,580
2502. ....				
2503. ....				
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) .....	974,464	0	974,464	383,580

## LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....0 reinsurance ceded) .....	192,968,347	0	192,968,347	178,794,554
2. Accrued medical incentive pool and bonus amounts .....	4,556,144	0	4,556,144	3,810,276
3. Unpaid claims adjustment expenses .....	3,927,529	0	3,927,529	3,277,977
4. Aggregate health policy reserves, including the liability of \$ .....0 for medical loss ratio rebate per the Public Health Service Act .....	18,359,621	0	18,359,621	21,072,871
5. Aggregate life policy reserves .....	0	0	0	0
6. Property/casualty unearned premium reserve .....	0	0	0	0
7. Aggregate health claim reserves .....	1,131	0	1,131	0
8. Premiums received in advance .....	5,911	0	5,911	2,157
9. General expenses due or accrued .....	36,883,758	0	36,883,758	0
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....0 on realized gains (losses)) .....	13,225,865	0	13,225,865	6,809,675
10.2 Net deferred tax liability .....	0	0	0	0
11. Ceded reinsurance premiums payable .....	0	0	0	0
12. Amounts withheld or retained for the account of others .....	0	0	0	0
13. Remittances and items not allocated .....	1,260,815	0	1,260,815	1,515,770
14. Borrowed money (including \$ .....0 current) and interest thereon \$ .....0 (including \$ .....0 current) .....	0	0	0	0
15. Amounts due to parent, subsidiaries and affiliates .....	20,993,170	0	20,993,170	2,349,925
16. Derivatives .....	0	0	0	0
17. Payable for securities .....	0	0	0	0
18. Payable for securities lending .....	0	0	0	0
19. Funds held under reinsurance treaties (with \$ .....0 authorized reinsurers, \$ .....0 unauthorized reinsurers and \$ .....0 certified reinsurers) .....	0	0	0	0
20. Reinsurance in unauthorized and certified (\$ .....0 ) companies .....	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....	0	0	0	0
22. Liability for amounts held under uninsured plans .....	15,406,184	0	15,406,184	7,683,295
23. Aggregate write-ins for other liabilities (including \$ .....0 current) .....	0	0	0	0
24. Total liabilities (Lines 1 to 23) .....	307,588,475	0	307,588,475	225,316,500
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	14,914,827	0
26. Common capital stock .....	XXX	XXX	2,000,000	2,000,000
27. Preferred capital stock .....	XXX	XXX	0	0
28. Gross paid in and contributed surplus .....	XXX	XXX	181,562,960	181,562,960
29. Surplus notes .....	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	96,506,863	156,981,869
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$ .....0 ) .....	XXX	XXX	0	0
32.2 .....0 shares preferred (value included in Line 27 \$ .....0 ) .....	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	294,984,650	340,544,829
34. Total liabilities, capital and surplus (Lines 24 and 33) .....	XXX	XXX	602,573,125	565,861,329
<b>DETAILS OF WRITE-INS</b>				
2301. ....				
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above) .....	0	0	0	0
2501. Section 9010 ACA Subsequent Fee Year Assessment .....	XXX	XXX	14,914,827	0
2502. ....	XXX	XXX		
2503. ....	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	XXX	XXX	14,914,827	0
3001. ....	XXX	XXX		
3002. ....	XXX	XXX		
3003. ....	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above) .....	XXX	XXX	0	0

**STATEMENT 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	700,725	501,935	2,269,423
2. Net premium income ( including \$ .....0 non-health premium income)	XXX	731,489,033	572,933,776	2,470,940,594
3. Change in unearned premium reserves and reserve for rate credits	XXX	2,713,250	5,863,779	(6,567,719)
4. Fee-for-service (net of \$ .....0 medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	734,202,283	578,797,555	2,464,372,875
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits	0	544,804,709	423,802,096	1,780,093,900
10. Other professional services	0	3,618,015	5,775,929	29,473,618
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	0	0	0
13. Prescription drugs	0	63,966,108	69,820,024	189,638,124
14. Aggregate write-ins for other hospital and medical	0	1,456,499	3,043,894	11,328,401
15. Incentive pool, withhold adjustments and bonus amounts	0	1,946,618	1,065,250	4,914,791
16. Subtotal (Lines 9 to 15)	0	615,791,949	503,507,193	2,015,448,834
<b>Less:</b>				
17. Net reinsurance recoveries	0	(71)	(171,234)	(252,283)
18. Total hospital and medical (Lines 16 minus 17)	0	615,792,020	503,678,427	2,015,701,117
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$ .....5,000,594 cost containment expenses	0	9,345,516	35,425,302	36,730,441
21. General administrative expenses	0	109,403,581	43,292,462	287,128,013
22. Increase in reserves for life and accident and health contracts (including \$ .....0 increase in reserves for life only)	0	0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	734,541,117	582,396,191	2,339,559,571
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(338,834)	(3,598,636)	124,813,304
25. Net investment income earned	0	1,465,728	5,324	799,953
26. Net realized capital gains (losses) less capital gains tax of \$ .....(80,509)	0	(171,168)	0	(6,592)
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,294,560	5,324	793,361
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ .....6 ) (amount charged off \$ .....0 )]	0	6	16	(332,559)
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	955,732	(3,593,296)	125,274,106
31. Federal and foreign income taxes incurred	XXX	12,917,698	(1,258,046)	43,731,976
32. Net income (loss) (Lines 30 minus 31)	XXX	(11,961,966)	(2,335,250)	81,542,130
<b>DETAILS OF WRITE-INS</b>				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401. Transportation Costs	0	1,456,499	3,043,894	11,328,401
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	1,456,499	3,043,894	11,328,401
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

**STATEMENT OF REVENUE AND EXPENSES (Continued)**

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	340,544,829	324,576,635	324,576,635
34. Net income or (loss) from Line 32 .....	(11,961,966)	(2,335,250)	81,542,130
35. Change in valuation basis of aggregate policy and claim reserves .....	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ ..... 0	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss) .....	0	0	0
38. Change in net deferred income tax .....	(3,446,711)	(151,808)	9,837,168
39. Change in nonadmitted assets .....	9,848,498	433,735	(27,732,327)
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	0
44. Capital Changes:			
44.1 Paid in .....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in .....	0	0	0
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....	0	0	0
46. Dividends to stockholders .....	(40,000,000)	0	(40,000,000)
47. Aggregate write-ins for gains or (losses) in surplus .....	0	(7,678,777)	(7,678,777)
48. Net change in capital & surplus (Lines 34 to 47) .....	(45,560,179)	(9,732,100)	15,968,194
49. Capital and surplus end of reporting period (Line 33 plus 48)	294,984,650	314,844,535	340,544,829
<b>DETAILS OF WRITE-INS</b>			
4701. Post Audit Correction of Error .....	0	(7,678,777)	(7,678,777)
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	(7,678,777)	(7,678,777)

## STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**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 .....	682,275,831	558,394,536	2,428,045,841
2. Net investment income .....	1,447,475	250,029	2,390,579
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	683,723,306	558,644,565	2,430,436,420
5. Benefit and loss related payments .....	623,676,706	414,093,979	2,018,830,408
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	71,449,652	50,464,289	305,961,849
8. Dividends paid to policyholders .....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ .....0 tax on capital gains (losses) .....	6,420,998	9,147,002	41,482,965
10. Total (Lines 5 through 9) .....	701,547,356	473,705,270	2,366,275,222
11. Net cash from operations (Line 4 minus Line 10) .....	(17,824,050)	84,939,295	64,161,198
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	228,840,683	8,101,000	50,045,506
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	0
12.7 Miscellaneous proceeds .....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	228,840,683	8,101,000	50,045,506
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	263,842,230	9,406,524	319,507,143
13.2 Stocks .....	0	0	0
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) .....	263,842,230	9,406,524	319,507,143
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) .....	(35,001,547)	(1,305,524)	(269,461,637)
<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 .....	0	0	0
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	40,000,000	0	40,000,000
16.6 Other cash provided (applied) .....	18,390,167	(3,969,764)	3,865,890
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(21,609,833)	(3,969,764)	(36,134,110)
<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) .....	(74,435,430)	79,664,007	(241,434,549)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	63,511,199	304,945,748	304,945,748
19.2 End of period (Line 18 plus Line 19.1) .....	(10,924,231)	384,609,755	63,511,199

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

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STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at end of:</b>										
1. Prior Year .....	210,819	0	0	0	0	0	0	210,819	0	0
2. First Quarter .....	235,260	0	0	0	0	0	0	235,260	0	0
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	700,725	0	0	0	0	0	0	700,725	0	0
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician .....	1,718,759	0	0	0	0	0	0	1,718,759	0	0
8. Non-Physician .....	381,725	0	0	0	0	0	0	381,725	0	0
9. Total	2,100,484	0	0	0	0	0	0	2,100,484	0	0
10. Hospital Patient Days Incurred	160,826	0	0	0	0	0	0	160,826	0	0
11. Number of Inpatient Admissions	20,352	0	0	0	0	0	0	20,352	0	0
12. Health Premiums Written (a) .....	731,489,033	0	0	0	0	0	0	731,489,033	0	0
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 .....	734,202,283	0	0	0	0	0	0	734,202,283	0	0
16. Property/Casualty Premiums Earned .....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	623,732,252	0	0	0	0	0	0	623,732,252	0	0
18. Amount Incurred for Provision of Health Care Services	615,791,949	0	0	0	0	0	0	615,791,949	0	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....731,489,033



## UNDERWRITING AND INVESTMENT EXHIBIT

### ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	0	0	0	0	0	0
2. Medicare Supplement .....	0	0	0	0	0	0
3. Dental Only .....	0	0	0	0	0	0
4. Vision Only .....	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan .....	0	0	0	0	0	0
6. Title XVIII - Medicare .....	173,068,366	449,463,207	1,558,358	191,411,120	174,626,724	178,794,554
7. Title XIX - Medicaid .....	0	0	0	0	0	0
8. Other health .....	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8) .....	173,068,366	449,463,207	1,558,358	191,411,120	174,626,724	178,794,554
10. Healthcare receivables (a) .....	70,485,934	25,330,588	0	13,326,856	70,485,934	86,282,283
11. Other non-health .....	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts .....	1,200,750	0	3,024,808	1,531,336	4,225,558	3,810,276
13. Totals (Lines 9-10+11+12)	103,783,182	424,132,619	4,583,166	179,615,600	108,366,348	96,322,547

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

## NOTES TO FINANCIAL STATEMENTS

### (in thousands)

#### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### A. Accounting Practices

The financial statements of Care Improvement Plus South Central Insurance Company (the "Company") are presented on the basis of accounting practices prescribed or permitted by the Arkansas Insurance Department (the "Department").

The Department recognizes only statutory accounting practices, prescribed or permitted by the State of Arkansas, for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Arkansas Insurance Law. The state prescribes the use of the National Association of Insurance Commissioners' ("NAIC") Accounting Practices and Procedures manual ("NAIC SAP") in effect for the accounting periods covered in the financial statement.

(1-8) No significant differences exist between the practices prescribed or permitted by the State of Arkansas and those prescribed or permitted by the NAIC SAP which materially affect the statutory basis net (loss) income and capital and surplus as illustrated in the table below:

	State of Domicile	March 31, 2014	December 31, 2013
<b>Net (Loss) Income</b>			
(1) Company state basis	Arkansas	\$ (11,962)	\$ 81,542
(2) State prescribed practices that increase/(decrease) NAIC SAP: None	Arkansas	-	-
(3) State permitted practices that increase/(decrease) NAIC SAP: None	Arkansas	-	-
(4) NAIC SAP (1-2-3=4)	Arkansas	\$ (11,962)	\$ 81,542
<b>Surplus</b>			
(5) Company state basis	Arkansas	\$ 294,985	\$ 340,545
(6) State prescribed practices that increase/(decrease) NAIC SAP: None	Arkansas	-	-
(7) State permitted practices that increase/(decrease) NAIC SAP: None	Arkansas	-	-
(8) NAIC SAP (5-6-7=8)	Arkansas	\$ 294,985	\$ 340,545

##### B. Use of Estimates in the Preparation of the Statutory Basis Financial Statements

No significant change.

##### C. Accounting Policy

The Company is subject to an annual fee under section 9010 of the Affordable Care Act ("ACA"). A health insurance entity's annual fee becomes payable once the entity provides health insurance for any U.S. health risk for each calendar year beginning on or after January 1, 2014. Under statutory accounting, the entire amount of the estimated annual fee expense is recognized on January 1 of the fee year in general administrative expenses in the statutory basis financial statements, whereas under GAAP, a deferred asset is created on January 1 of the fee year which is amortized to expense on a straight-line basis. In addition, under statutory accounting, an amount equal to the estimated subsequent year fee must be apportioned out of unassigned surplus and reported as a special surplus fund, whereas under GAAP, no such special surplus designation is required.

There were no other significant changes to accounting policies.

#### 2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

No significant change.

#### 3. BUSINESS COMBINATIONS AND GOODWILL

A-D. No significant change.

**4. DISCONTINUED OPERATIONS**

(1–5) No significant change.

**5. INVESTMENTS AND OTHER INVESTED ASSETS****A. Mortgage Loans, including Mezzanine Real Estate Loans**

No significant change.

**B. Debt restructuring**

No significant change.

**C. Reverse Mortgages**

No significant change.

**D. Loan-Backed Securities**

- (1) Corporate bonds and government obligations include mortgage-backed securities, which are valued using the retrospective adjustment methodology. Prepayment assumptions for the determination of the amortized cost of mortgage-backed securities are based on a three-month constant prepayment rate history obtained from external data source vendors.
- (2) The Company did not recognize any other-than-temporary impairments (“OTTI”) on mortgage-backed securities as of March 31, 2014.
- (3) As of March 31, 2014, the Company did not have mortgage-backed securities with any OTTI to report by CUSIP.
- (4) The following table illustrates the fair value, gross unrealized losses, and length of time that the mortgage-backed securities have been in a continuous unrealized loss position at March 31, 2014 and December 31, 2013:

	<b>March 31, 2014</b>
The aggregate amount of unrealized losses:	
1. Less than 12 months	\$ (133)
2. 12 Months or longer	-
The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 months	40,087
2. 12 Months or longer	-
	<b>December 31, 2013</b>
The aggregate amount of unrealized losses:	
1. Less than 12 months	\$ (46)
2. 12 Months or longer	-
The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 months	19,111
2. 12 Months or longer	-

- (5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value. The unrealized losses as of March 31, 2014 were primarily caused by interest rate increases and not by unfavorable changes in the credit ratings associated with these securities.

**E. Repurchase Agreements and/or Securities Lending Transactions**

The Company does not have any repurchase agreements and/or securities lending transactions.

**F. Real Estate**

No significant change.

**G. Investments in Low-Income Housing Tax Credits**

No significant change.

**H. Restricted Assets**

No significant change.

**I. Working Capital Finance Investments**

Not applicable.

**6. JOINT VENTURES, PARTNERSHIPS, AND LIMITED LIABILITY COMPANIES**

**A–B.** No significant change.

**7. INVESTMENT INCOME**

**A–B.** No significant change.

**8. DERIVATIVE INSTRUMENTS**

**A–F.** No significant change.

**9. INCOME TAXES**

**A–G.** The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate of 35% to net income before federal income taxes, plus capital gains tax primarily as a result of the new annual health insurer fee under section 9010 of the ACA that requires the Company to expense 100% of the estimated annual fee on January 1, 2014 which is nondeductible for tax purposes. The Company estimates its health insurer fee liability to be \$36,304 in 2014, which will be payable in September 2014 and is included in general expenses due or accrued.

The Company's net deferred tax asset decreased \$3,447 from December 31, 2013 to March 31, 2014 as a result of the decrease in nonadmitted assets.

**10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES**

**A–L. Material Related Party Transactions**

Effective January 1, 2014, the Company entered into a management agreement with United HealthCare Services, Inc. ("UHS"). This agreement has been approved by the Department and will replace the previous agreement with XLHealth Corporation ("XLHealth"). UHS will provide similar services to the Company under a revised fee structure that is changing from a percentage of premium to a direct charge based on UHS' expenses for services or use of assets provided to the Company.

Effective January 1, 2014, the Company entered into a pharmaceutical benefits management agreement with an affiliated entity, OptumRx, Inc. to provide pharmaceutical benefits management services for the Medicare product. The agreement has been approved by the Department and will replace the previous agreement with Express Scripts, formally Medco Health Solutions, Inc.

Effective January 1, 2014, the Company entered into a behavioral health management agreement with an affiliated entity, United Behavioral Health, a subsidiary of OptumHealth Holdings, LLC. to provide behavioral health benefit management services for the Medicare product. The agreement has been approved by the Department.

**11. DEBT**

**A–B.** No significant change.

**12. RETIREMENT PLANS, DEFERRED COMPENSATION, POSTEMPLOYMENT BENEFITS AND COMPENSATED ABSENCES, AND OTHER POSTRETIREMENT BENEFIT PLANS**

**A–F.** The Company has no defined benefit plans, defined contribution plans, multiemployer plans, consolidated/holding company plans, postemployment benefits, and compensated absences plans and is not impacted by the Medicare Modernization Act on postretirement benefits, since all personnel are employees of UHS, which provides services to the Company under the terms of a management agreement.

**13. CAPITAL AND SURPLUS, SHAREHOLDERS' DIVIDEND RESTRICTIONS, AND QUASI-REORGANIZATIONS**

**(1–3)** No significant change.

**(4)** On March 24, 2014, the Company declared an ordinary cash dividend of \$40,000 to the sole shareholder, XLHealth. The dividend was paid on March 31, 2014. The ordinary dividend complied with the provisions set forth in the statutes of Arkansas. The dividend was recorded as a reduction to unassigned surplus.

**(5–13)** No significant change.

**14. CONTINGENCIES**

A–E. No significant change.

**15. LEASES**

A–B. No significant change.

**16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATIONS OF CREDIT RISK**

(1–4) No significant change.

**17. SALE, TRANSFER, AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES**

A. The Company did not have any transfers of receivables reported as sales as of March 31, 2014 or December 31, 2013.

B. The Company did not have any transfer and servicing of financial assets as of March 31, 2014 or December 31, 2013.

C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of March 31, 2014 or the year ended December 31, 2013.

**18. GAIN OR LOSS TO THE REPORTING ENTITY FROM UNINSURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS**

A–B. No significant change.

**C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract**

The Medicare Part D program is a partially insured plan. The Company recorded a payable in liability for amounts held under uninsured plans in the statutory basis statements of admitted assets, liabilities, and capital and surplus of \$12,807 and \$2,694 as of March 31, 2014 and December 31, 2013, respectively, for cost reimbursement under the Medicare Part D program for the catastrophic reinsurance and low-income member cost-sharing subsidies. The Company also recorded a receivable of \$1,044 and \$4,013 and a payable of \$2,599 and \$4,989 as of March 31, 2014 and December 31, 2013, respectively, for the Medicare Part D Coverage Gap Discount Program in amounts receivable relating to uninsured plans and liability for amounts held under uninsured plans in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

**19. DIRECT PREMIUM WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD-PARTY ADMINISTRATORS**

No significant change.

**20. FAIR VALUE MEASUREMENT**

The NAIC SAP defines fair value, establishes a framework for measuring fair value, and outlines the disclosure requirements related to fair value measurements. The fair value hierarchy is as follows:

*Level 1* — Quoted (unadjusted) prices for identical assets in active markets.

*Level 2* — Other observable inputs, either directly or indirectly, including:

- Quoted prices for similar assets in active markets
- Quoted prices for identical or similar assets in nonactive markets (few transactions, limited information, noncurrent prices, high variability over time, etc.)
- Inputs other than quoted prices that are observable for the asset (interest rates, yield curves, volatilities, default rates, etc.)
- Inputs that are derived principally from or corroborated by other observable market data.

*Level 3* — Unobservable inputs that cannot be corroborated by observable market data.

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

The estimated fair values of bonds and short-term investments are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (“pricing service”), which generally uses quoted prices or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, non-binding broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to a secondary pricing source, prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. The Company’s internal price verification procedures and review of fair value methodology documentation provided by independent pricing services have not historically resulted in an adjustment in the prices obtained from the pricing service.

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest-level input that is significant to the fair value measurement in its entirety. The Company’s assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

**A. Fair Value**

(1–5) The Company does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at March 31, 2014 and December 31, 2013.

**B. Fair Value Combination — Not applicable.**

**C. Aggregate Fair Value Hierarchy**

The aggregate fair value by hierarchy of all financial instruments as of March 31, 2014 and December 31, 2013, is presented in the table below:

Types of Financial Investment	March 31, 2014					Not Practical Carrying Value
	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
U.S. government and agency securities	\$ 113,461	\$ 113,696	\$ 41,150	\$ 72,311	\$ -	\$ -
State and agency municipalities	87,636	87,660	-	87,636	-	-
City and county municipalities	123,511	123,407	-	123,511	-	-
Corporate debt securities	99,800	99,357	-	99,800	-	-
Money-market funds	21,998	21,998	21,998	-	-	-
Total bonds and short-term investments	<u>446,406</u>	<u>446,118</u>	<u>63,148</u>	<u>383,258</u>	<u>\$ -</u>	<u>\$ -</u>

Types of Financial Investment	December 31, 2013					Not Practical Carrying Value
	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
U.S. government and agency securities	\$ 228,229	\$ 228,855	\$ 178,567	\$ 49,662	\$ -	\$ -
State and agency municipalities	28,127	28,008	-	28,127	-	-
City and county municipalities	44,954	44,777	-	44,954	-	-
Corporate debt securities	89,073	89,289	-	89,073	-	-
Money-market funds	132,076	132,076	132,076	-	-	-
Total bonds and short-term investments	<u>522,459</u>	<u>523,005</u>	<u>310,643</u>	<u>211,816</u>	<u>\$ -</u>	<u>\$ -</u>

Included as Level 1 in U.S. government and agency securities in the fair value hierarchy table above are U.S. Treasury securities of \$41,150 and \$178,567 as of March 31, 2014 and December 31, 2013, respectively. These instruments are reflected in bonds in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

There are no commercial paper included in corporate debt securities in the fair value hierarchy table as of March 31, 2014 and December 31, 2013.

**D. Not Practicable to Estimate Fair Value — Not applicable.**

**21. OTHER ITEMS**

The Company elected to use rounding in reporting amounts in the notes to statutory basis financial statements.

**A–H.** No significant change.

**I. Joint and Several Liabilities** — Not applicable.

**J. Risk Sharing Provisions of the Affordable Care Act**

The Company does not have any current year impact of risk sharing provisions of the ACA on assets, liabilities, and revenue.

**22. EVENTS SUBSEQUENT**

No significant change.

**23. REINSURANCE**

**A–C.** No significant change.

**24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION**

**A–C.** No significant change.

**D.** Pursuant to the Health Reform Legislation, the Company does not have any comprehensive major medical business subject to specific minimum loss ratio requirements as of March 31, 2014 and December 31, 2013.

Pursuant to Health Care Reform changes effective for contract years beginning in 2014, the Company is required to maintain a specific minimum medical loss ratio on its Medicare contracts. The Company's actual medical loss ratios were in excess of the minimum requirements and, as a result, no minimum medical loss ratio liability for Medicare was required to be established as March 31, 2014.

**25. CHANGE IN INCURRED CLAIMS AND CLAIMS ADJUSTMENT EXPENSES**

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivable at March 31, 2014 and December 31, 2013:

	<b>March 31, 2014</b>		
	<b>Current Year Incurred Claims</b>	<b>Prior Years Incurred Claims</b>	<b>Total</b>
Beginning of year claim reserve	\$ -	\$ (182,605)	\$ (182,605)
Paid claims, net of health care receivable and reinsurance recoveries collected	449,463	174,214	623,677
End of year claim reserve	<u>192,942</u>	<u>4,583</u>	<u>197,525</u>
Incurred claims excluding the change in health care receivable and reinsurance recoverables as presented below	642,405	(3,808)	638,597
Beginning of year health care receivable including reinsurance recoverables	-	86,338	86,338
End of year health care receivable	<u>(38,657)</u>	<u>(70,486)</u>	<u>(109,143)</u>
Total incurred claims	<u>\$ 603,748</u>	<u>\$ 12,044</u>	<u>\$ 615,792</u>
	<b>December 31, 2013</b>		
	<b>Current Year Incurred Claims</b>	<b>Prior Years Incurred Claims</b>	<b>Total</b>
Beginning of year claim reserve	\$ -	\$ (144,264)	\$ (144,264)
Paid claims, net of health care receivable and reinsurance recoveries collected	1,949,986	68,845	2,018,831
End of year claim reserve	<u>179,687</u>	<u>2,918</u>	<u>182,605</u>
Incurred claims excluding the change in health care receivable and reinsurance recoverables as presented below	2,129,673	(72,501)	2,057,172
Beginning of year health care receivable including reinsurance recoverables	-	44,868	44,868
End of year health care receivable including reinsurance recoverables	<u>(54,715)</u>	<u>(31,624)</u>	<u>(86,339)</u>
Total incurred claims	<u>\$ 2,074,958</u>	<u>\$ (59,257)</u>	<u>\$ 2,015,701</u>

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivable as of December 31, 2013 were \$96,267. As of March 31, 2014, \$174,214 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years, net of health care receivable, are (\$65,903) as a result of re-estimation of unpaid claims. Therefore, there has been \$12,044 unfavorable prior year development since December 31, 2013 to March 31, 2014. The primary drivers consist of unfavorable development of \$12,859 in retroactivity for inpatient, outpatient, physician and pharmacy claims offset by favorable development of \$467 in pharmacy rebates and \$348 in risk share incurred. At December 31, 2013, the Company recorded \$59,257 of favorable development related to a change in the provision for adverse deviations in experience of \$7,750, favorable development of \$44,389 in retroactivity for inpatient, outpatient, physician and pharmacy claims, favorable development for pharmacy rebates of \$13,326 offset by unfavorable development for Part D retroactivity of \$6,470. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Included in this unfavorable development is the impact related to retrospectively rated policies. As a result of the prior year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies and the impact of the change is included as a component of change in reserve for rate credits in the statutory basis statements of operations.

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

The Company incurred claims adjustment expenses of \$9,346 and \$36,730 for the three months ended March 31, 2014 and the year ended December 31, 2013, respectively. These costs are included in the management service fees paid by the Company to UHS and XLHealth, respectively, as a part of its management agreement. The following tables disclose paid claims adjustment expense ("CAE"), incurred CAE, and the balance in the unpaid claim adjustment expenses reserve for the three months ended March 31, 2014 and the year ended December 31, 2013:

	March 31, 2014	December 31, 2013
Total claims adjustment expenses incurred	\$ 9,346	\$ 36,730
Less current year unpaid claims adjustment expenses	(3,928)	(3,278)
Add prior year unpaid claims adjustment expenses	<u>3,278</u>	<u>2,661</u>
Total claims adjustment expenses paid	<u>\$ 8,696</u>	<u>\$ 36,113</u>

**26. INTERCOMPANY POOLING ARRANGEMENTS**

**A–G.** No significant change.

**27. STRUCTURED SETTLEMENTS**

**A–B.** No significant change.

**28. HEALTH CARE RECEIVABLE**

**A.** Pharmaceutical rebates receivable are recorded when reasonably estimated or billed by the affiliated pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions. Information used to support rebates billed to the manufacturer is based on utilization information gathered by the pharmaceutical benefit manager and adjusted for significant changes in pharmaceutical contract provisions.

The Company evaluates admissibility of all pharmacy rebates receivable based on the administration of each underlying pharmaceutical benefit management agreement. The Company has non-admitted all pharmacy rebate receivables that do not meet the admissibility criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

For each pharmaceutical management agreement for which a portion of the total pharmacy rebates receivable can be admitted based on the admissibility criteria, the transaction history is summarized as follows:

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received within 90 Days of Billing	Actual Rebates Received within 91 to 180 Days of Billing	Actual Rebates Received More than 180 Days After Billing
3/31/2014	\$ 38,189	\$ -	\$ -	\$ -	\$ -
12/31/2013	19,404	24,949	-	-	-
9/30/2013	19,095	11,859	11,859	-	-
6/30/2013	18,205	9,386	9,386	-	-
3/31/2013	9,760	9,763	9,763	-	-
12/31/2012	7,430	7,521	-	7,521	4,625
9/30/2012	8,331	8,423	8,423	-	3,396
6/30/2012	7,249	7,335	7,335	-	3,535
3/31/2012	8,341	8,437	8,437	-	347
12/31/2011	8,128	8,128	8,128	1,207	193
9/30/2011	7,815	7,815	7,815	-	1,172
6/30/2011	7,437	7,437	7,437	-	710

Of the amount reported as health care receivable, \$63,138 and \$31,264 relates to pharmaceutical rebate receivables as of March 31, 2014 and December 31, 2013, respectively. This increase is primarily due to increased membership along with the change in generic/name brand mix.

**B.** No significant change.

**29. PARTICIPATING POLICIES**

No significant change.

**30. PREMIUM DEFICIENCY RESERVES**

The following table summarizes the Company's premium deficiency reserves as of March 31, 2014 and December 31, 2013:

	<b>March 31, 2014</b>
1. Liability carried for premium deficiency reserves	\$ <u>                    -</u>
2. Date of the most recent evaluation of this liability	<u>                    3/31/2014</u>
3. Was anticipated investment income utilized in this calculation?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
	<b>December 31, 2013</b>
1. Liability carried for premium deficiency reserves	\$ <u>                    -</u>
2. Date of the most recent evaluation of this liability	<u>                    12/31/2013</u>
3. Was anticipated investment income utilized in this calculation?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

**31. ANTICIPATED SALVAGE AND SUBROGATION**

No significant change.

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES

### GENERAL

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ X ] No [ ] N/A [ ]  
If yes, attach an explanation.  
Effective January 1, 2014, the Company entered into a new management services agreement with United HealthCare Services, Inc. ("UHS"). This agreement will replace the existing management agreement with XLHealth Corporation. UHS will provide management, administrative, and other services deemed necessary or appropriate to provide management and operational support to the Company.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2013
- 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. .... 12/31/2008
- 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). .... 12/22/2009
- 6.4 By what department or departments?  
Arkansas 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 [ ] N/A [ ]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [ X ] No [ ] N/A [ ]
- 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 [ X ] 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 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
Optum Bank, Inc. ....	Salt Lake City, Utah .....	NO	NO	YES	NO

## 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: ..... \$ .....0

### INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes  No
- 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<br>Prior Year-End<br>Book/Adjusted<br>Carrying Value | 2<br>Current Quarter<br>Book/Adjusted<br>Carrying Value |
|---|--|---|
| 14.21 Bonds .....   | \$ .....0  | \$ .....0   |
| 14.22 Preferred Stock .....   | \$ .....0  | \$ .....0   |
| 14.23 Common Stock .....  | \$ .....0  | \$ .....0   |
| 14.24 Short-Term Investments .....  | \$ .....0  | \$ .....0   |
| 14.25 Mortgage Loans on Real Estate .....   | \$ .....0  | \$ .....0   |
| 14.26 All Other .....   | \$ .....0  | \$ .....0   |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) ..... | \$ .....0  | \$ .....0   |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....                       | \$ .....0  | \$ .....0   |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? ..... Yes  No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? ..... Yes  No
- If no, attach a description with this statement.

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company  
**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
Northern Trust .....	50 S. LaSalle, Chicago, IL 60675 .....
Bank of New York Mellon .....	Global Liquidity Services, 1 Wall St, 14th Floor, New York, NY 10286 .....

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 information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
107738 .....	Goldman Sachs .....	200 West Street, New York, NY 10282 .....

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 .....84.6 %
  - 1.2 A&H cost containment percent .....0.7 %
  - 1.3 A&H expense percent excluding cost containment expenses .....15.5 %
- 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 .....\$.....0
- 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 .....\$.....0

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
<b>NONE</b>								

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama AL	L	0	2,727	0	0	0	0	2,727	0	
2. Alaska AK	N	0	0	0	0	0	0	0	0	
3. Arizona AZ	N	0	0	0	0	0	0	0	0	
4. Arkansas AR	L	0	102,039,425	0	0	0	0	102,039,425	0	
5. California CA	N	0	0	0	0	0	0	0	0	
6. Colorado CO	L	0	0	0	0	0	0	0	0	
7. Connecticut CT	N	0	0	0	0	0	0	0	0	
8. Delaware DE	N	0	0	0	0	0	0	0	0	
9. District of Columbia DC	N	0	0	0	0	0	0	0	0	
10. Florida FL	L	0	103,469	0	0	0	0	103,469	0	
11. Georgia GA	L	0	401,533,550	0	0	0	0	401,533,550	0	
12. Hawaii HI	N	0	0	0	0	0	0	0	0	
13. Idaho ID	N	0	0	0	0	0	0	0	0	
14. Illinois IL	L	0	350,357	0	0	0	0	350,357	0	
15. Indiana IN	L	0	1,644,306	0	0	0	0	1,644,306	0	
16. Iowa IA	L	0	0	0	0	0	0	0	0	
17. Kansas KS	L	0	0	0	0	0	0	0	0	
18. Kentucky KY	L	0	0	0	0	0	0	0	0	
19. Louisiana LA	N	0	0	0	0	0	0	0	0	
20. Maine ME	L	0	186,278	0	0	0	0	186,278	0	
21. Maryland MD	N	0	0	0	0	0	0	0	0	
22. Massachusetts MA	L	0	363,734	0	0	0	0	363,734	0	
23. Michigan MI	N	0	0	0	0	0	0	0	0	
24. Minnesota MN	N	0	0	0	0	0	0	0	0	
25. Mississippi MS	N	0	0	0	0	0	0	0	0	
26. Missouri MO	L	0	58,025,234	0	0	0	0	58,025,234	0	
27. Montana MT	N	0	0	0	0	0	0	0	0	
28. Nebraska NE	N	0	0	0	0	0	0	0	0	
29. Nevada NV	N	0	0	0	0	0	0	0	0	
30. New Hampshire NH	L	0	1,571,596	0	0	0	0	1,571,596	0	
31. New Jersey NJ	L	0	98,030	0	0	0	0	98,030	0	
32. New Mexico NM	L	0	66,598	0	0	0	0	66,598	0	
33. New York NY	L	0	0	0	0	0	0	0	0	
34. North Carolina NC	L	0	0	0	0	0	0	0	0	
35. North Dakota ND	N	0	0	0	0	0	0	0	0	
36. Ohio OH	L	0	724,361	0	0	0	0	724,361	0	
37. Oklahoma OK	L	0	0	0	0	0	0	0	0	
38. Oregon OR	N	0	0	0	0	0	0	0	0	
39. Pennsylvania PA	L	0	125,358	0	0	0	0	125,358	0	
40. Rhode Island RI	N	0	0	0	0	0	0	0	0	
41. South Carolina SC	L	0	164,550,159	0	0	0	0	164,550,159	0	
42. South Dakota SD	N	0	0	0	0	0	0	0	0	
43. Tennessee TN	N	0	0	0	0	0	0	0	0	
44. Texas TX	L	0	23,196	0	0	0	0	23,196	0	
45. Utah UT	N	0	0	0	0	0	0	0	0	
46. Vermont VT	N	0	0	0	0	0	0	0	0	
47. Virginia VA	L	0	80,655	0	0	0	0	80,655	0	
48. Washington WA	L	0	0	0	0	0	0	0	0	
49. West Virginia WV	N	0	0	0	0	0	0	0	0	
50. Wisconsin WI	N	0	0	0	0	0	0	0	0	
51. Wyoming WY	N	0	0	0	0	0	0	0	0	
52. American Samoa AS	N	0	0	0	0	0	0	0	0	
53. Guam GU	N	0	0	0	0	0	0	0	0	
54. Puerto Rico PR	N	0	0	0	0	0	0	0	0	
55. U.S. Virgin Islands VI	N	0	0	0	0	0	0	0	0	
56. Northern Mariana Islands MP	N	0	0	0	0	0	0	0	0	
57. Canada CAN	N	0	0	0	0	0	0	0	0	
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0	
59. Subtotal	XXX	0	731,489,033	0	0	0	0	731,489,033	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0	
61. Totals (Direct Business)	(a) 25	0	731,489,033	0	0	0	0	731,489,033	0	
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	

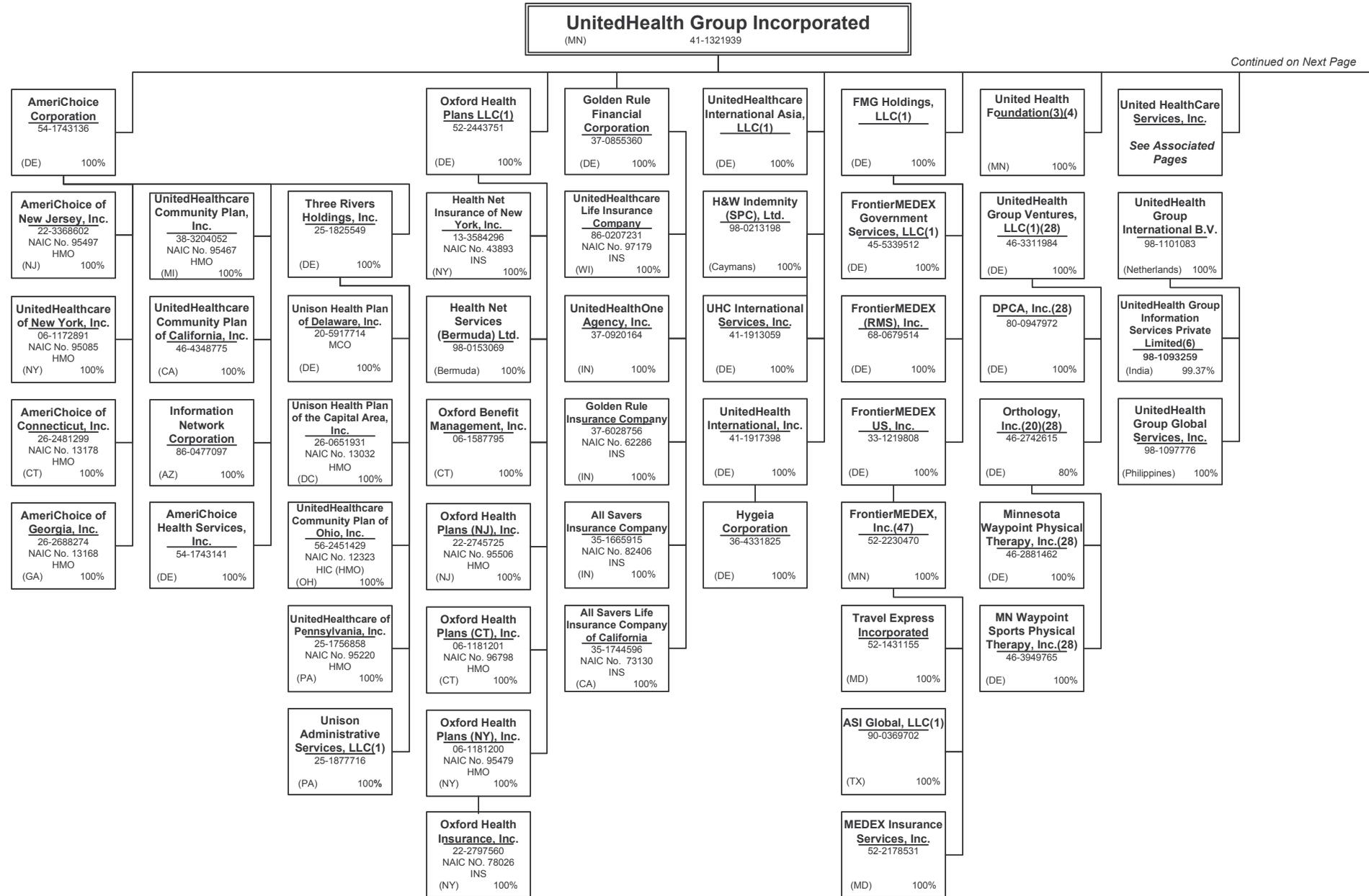
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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

Premiums are allocated by state based on the residence of the member.

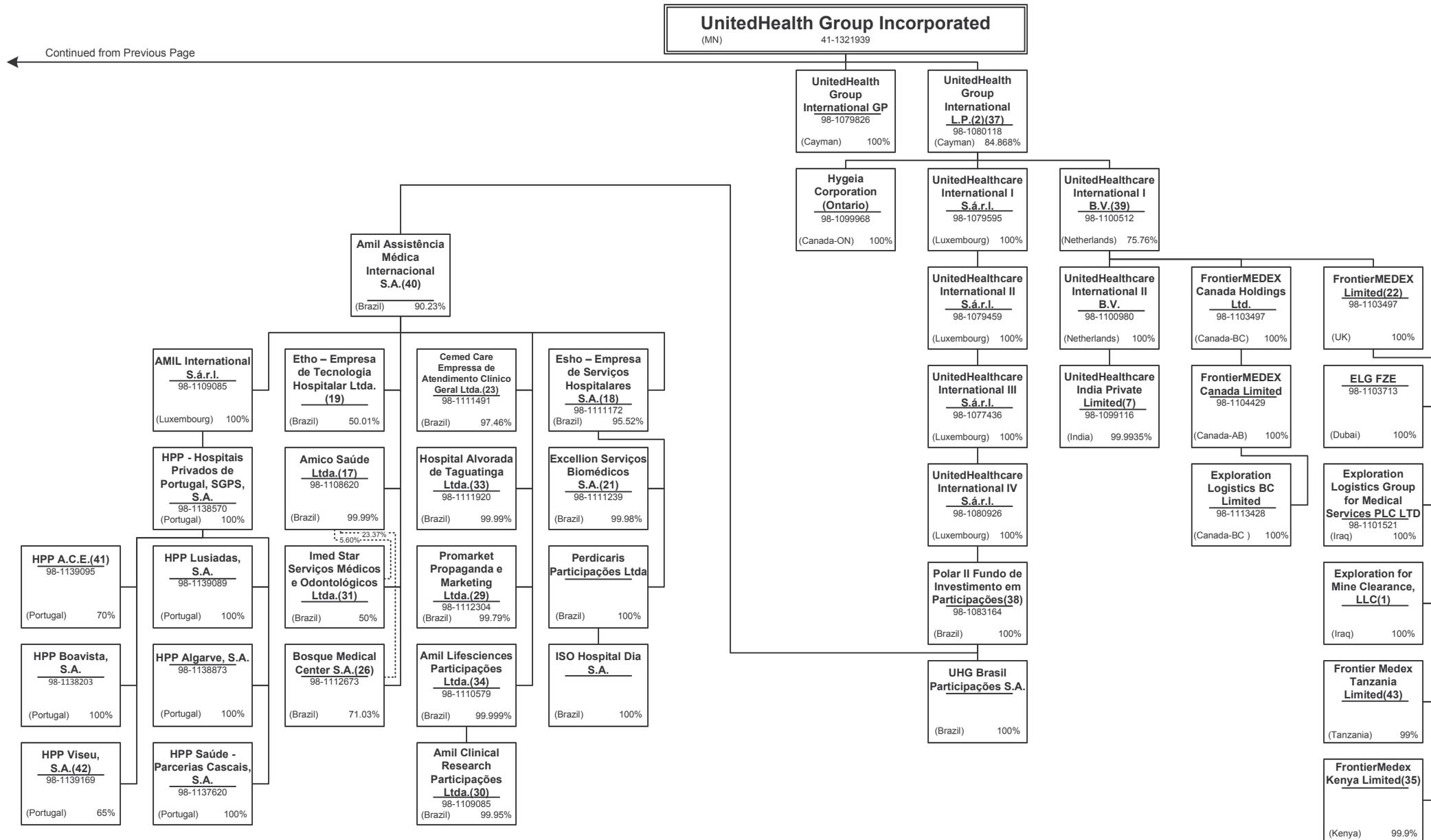
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

**PART 1 - ORGANIZATIONAL CHART**



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

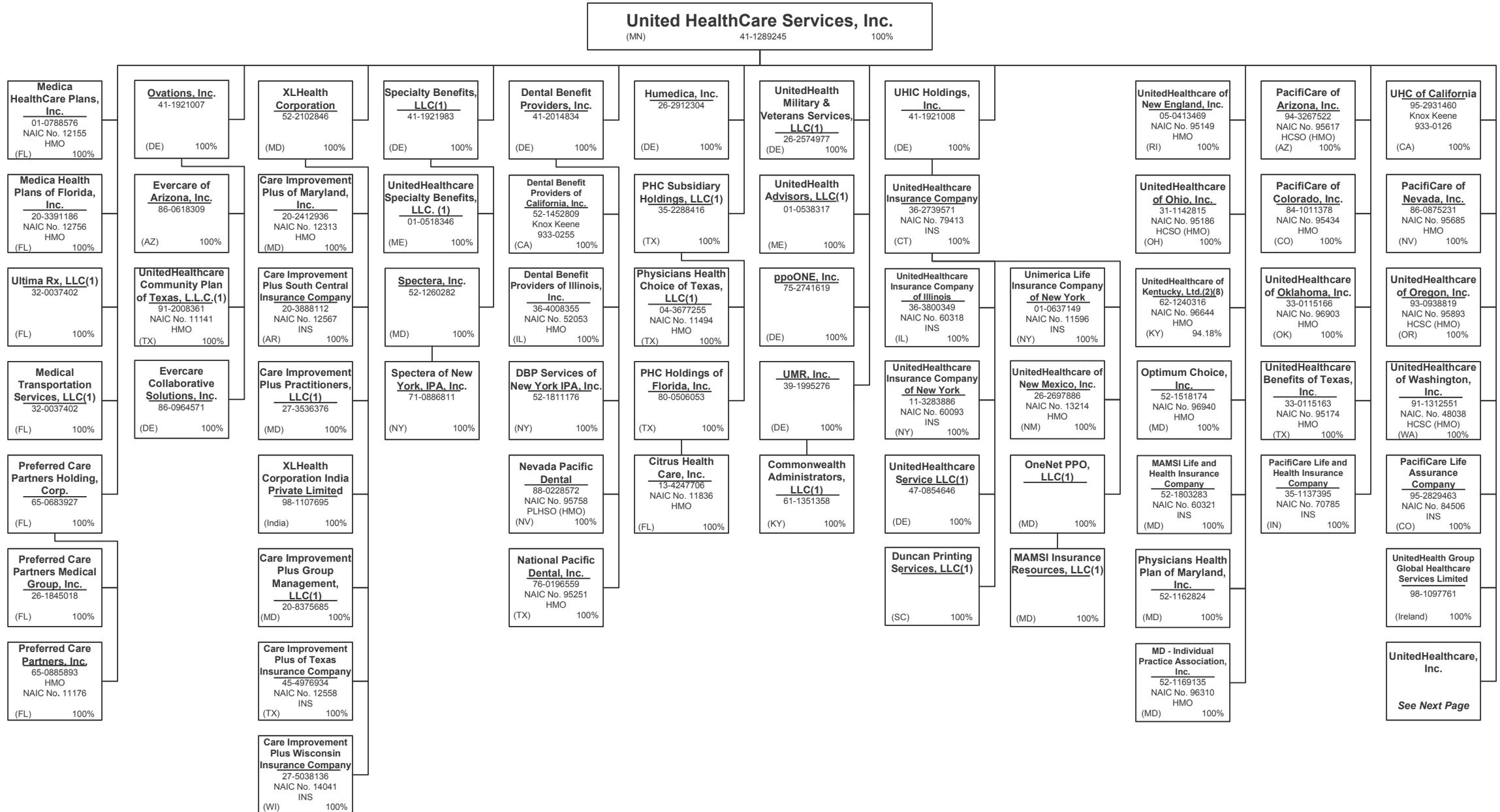
**PART 1 - ORGANIZATIONAL CHART**



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

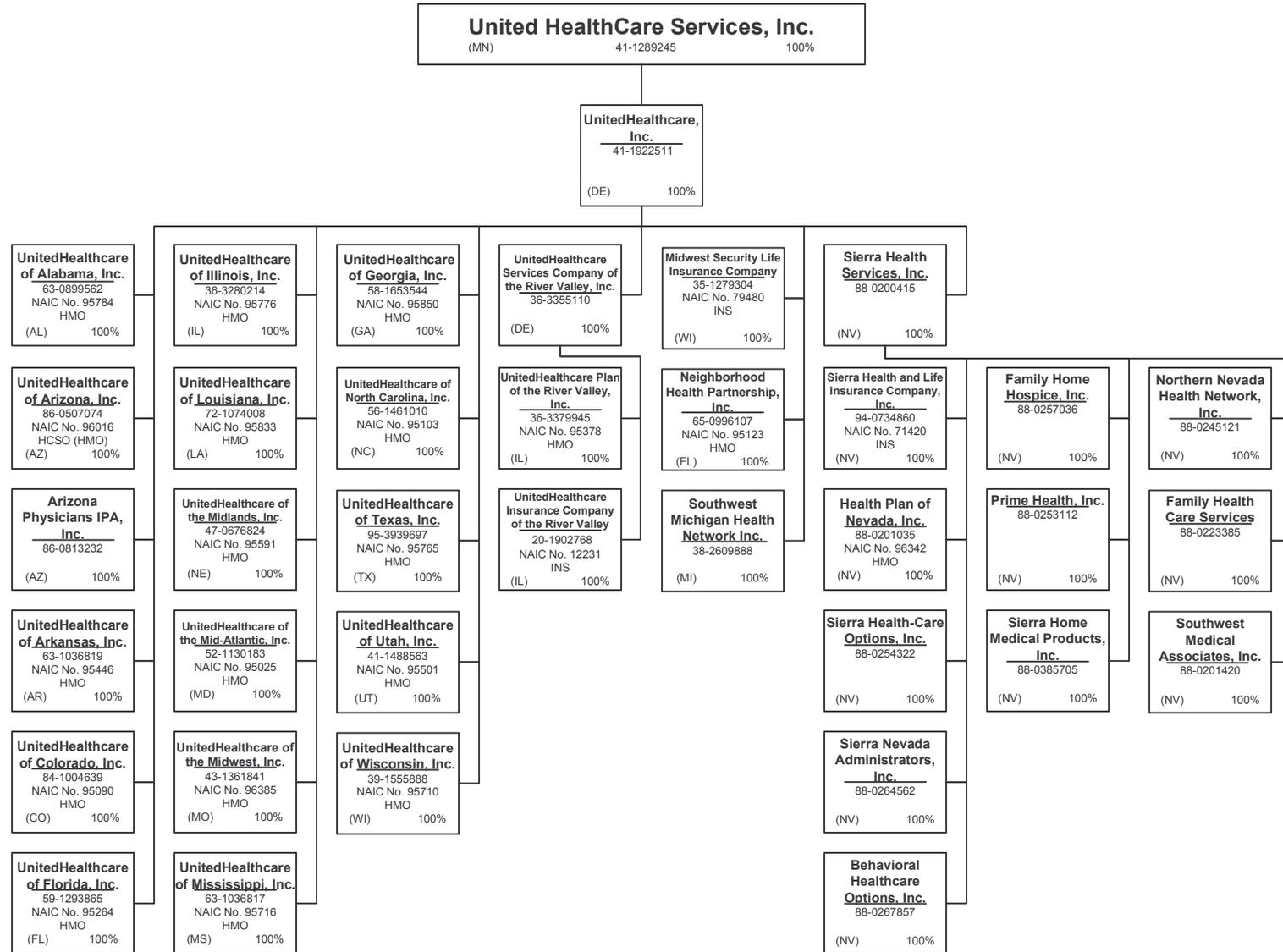
**PART 1 - ORGANIZATIONAL CHART**



15.2

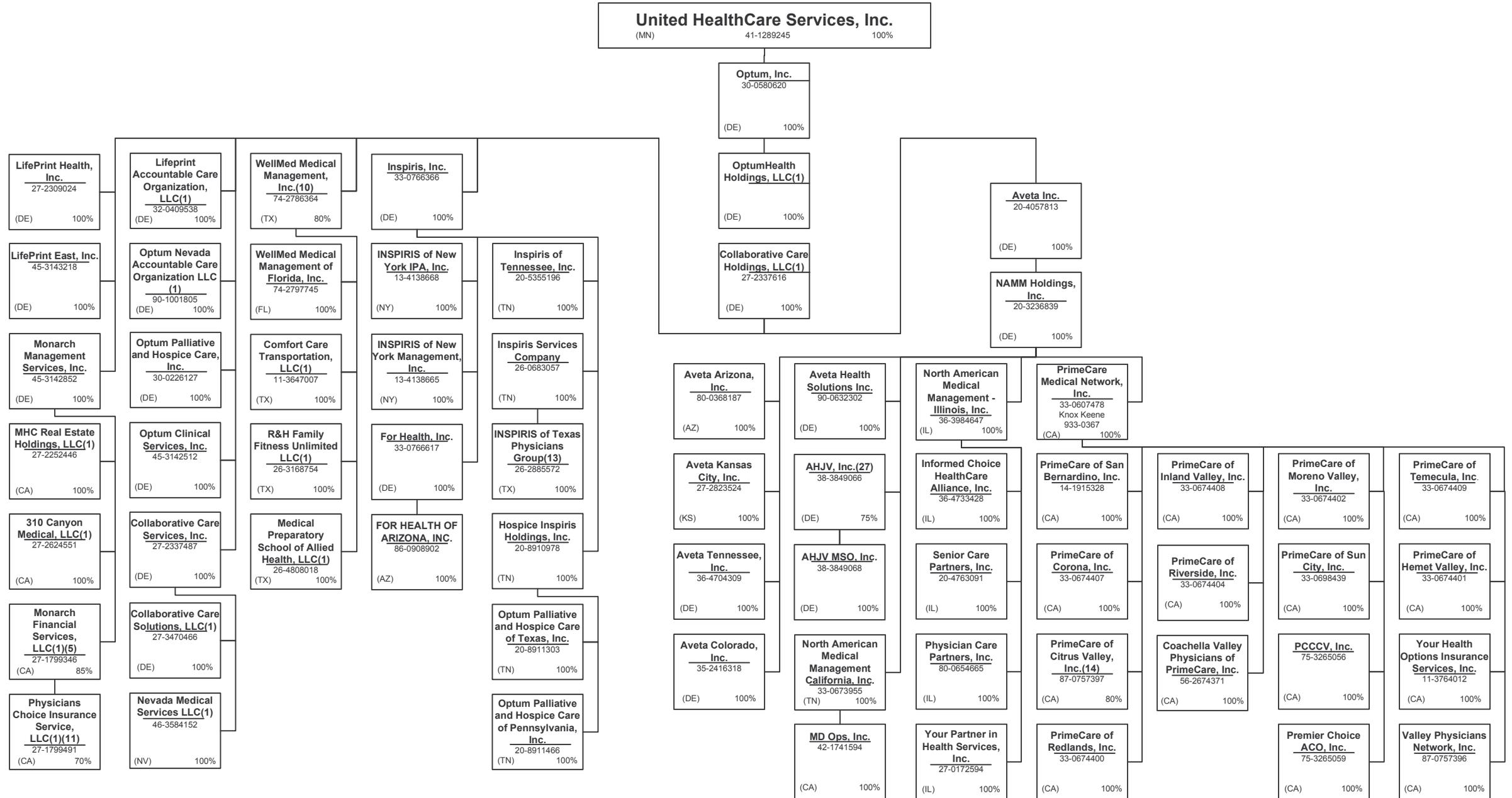
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

**PART 1 - ORGANIZATIONAL CHART**



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

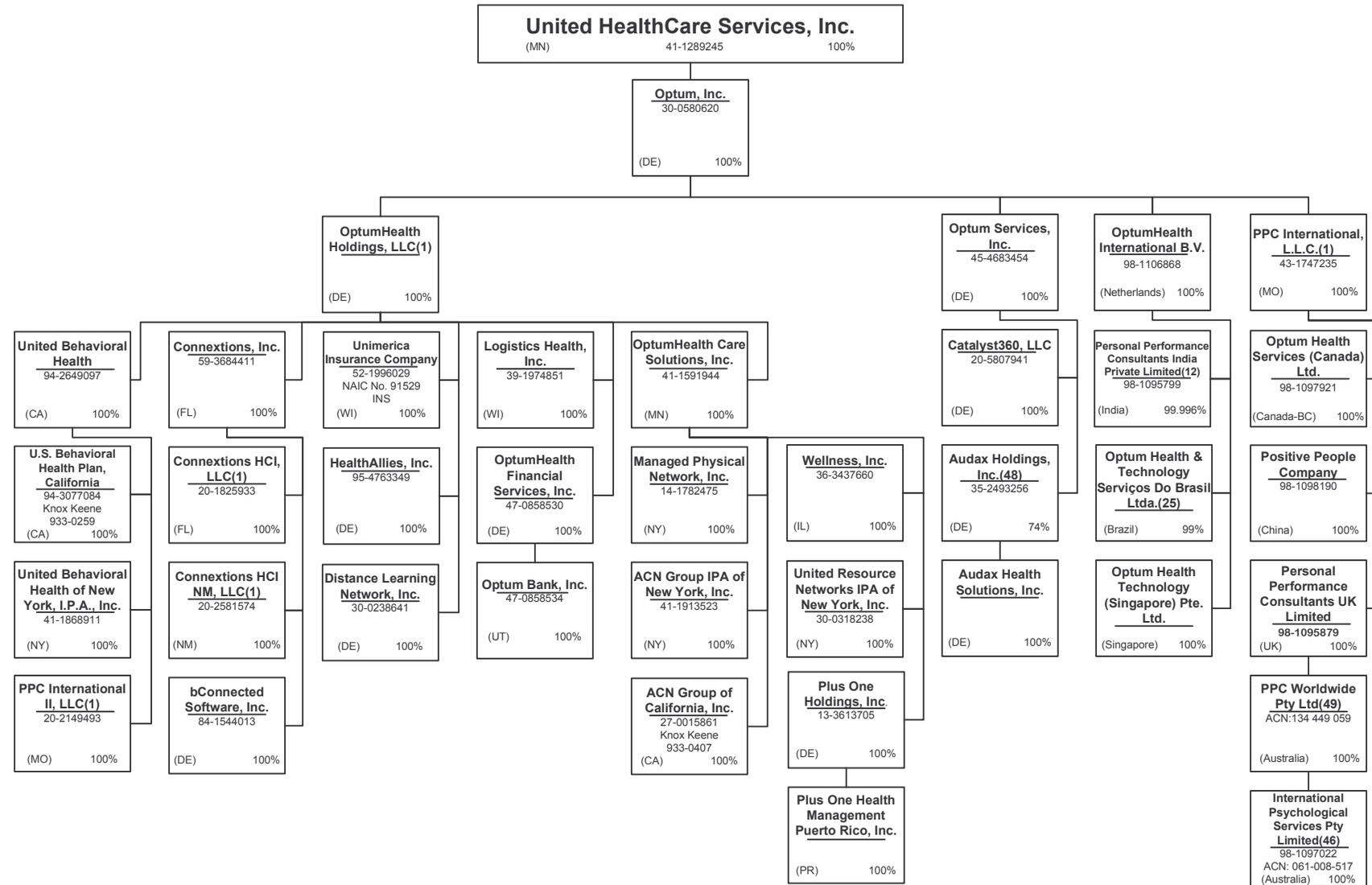
PART 1 - ORGANIZATIONAL CHART



15.4

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

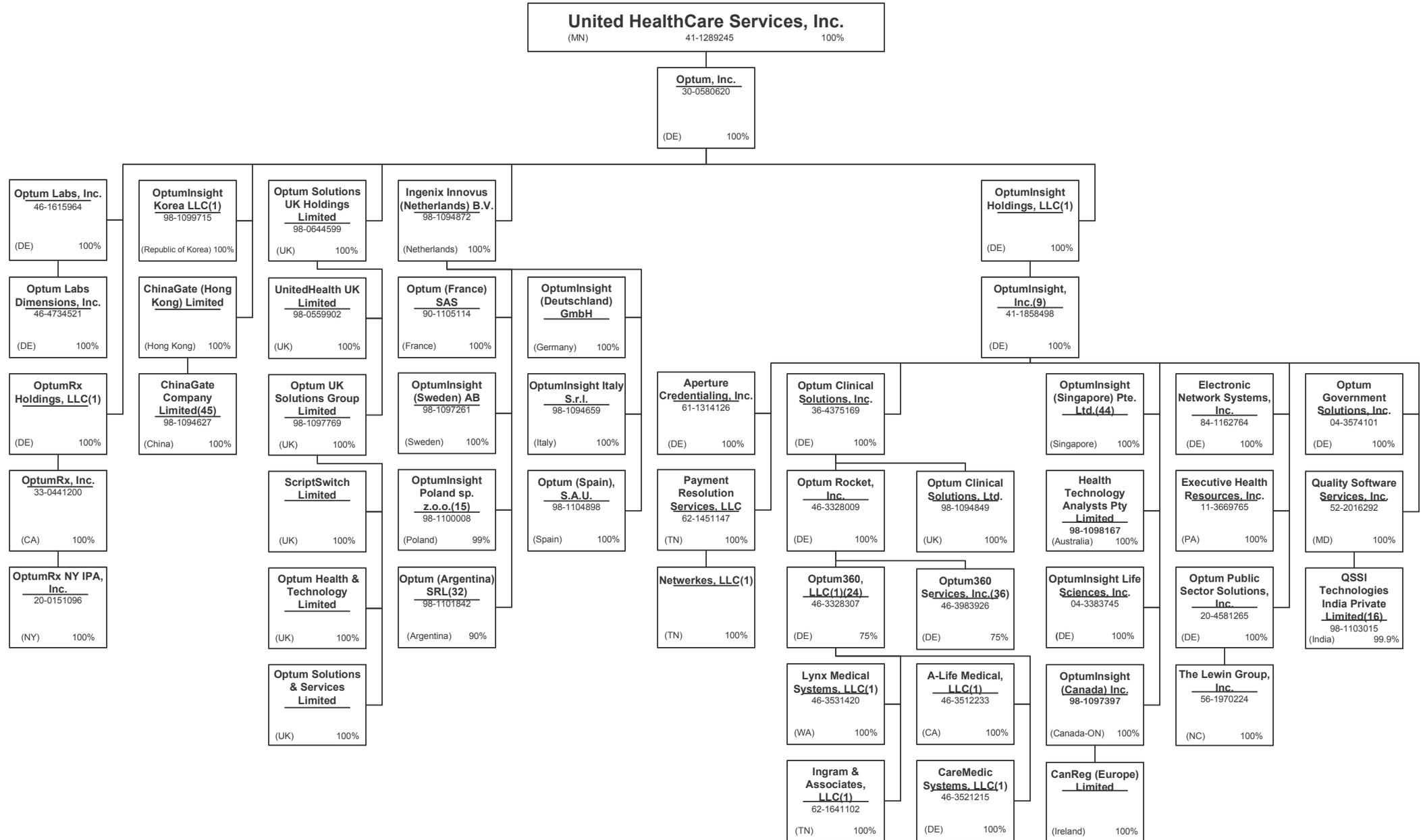
**PART 1 - ORGANIZATIONAL CHART**



15.5

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

**PART 1 - ORGANIZATIONAL CHART**



15.6

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

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

PART 1 - ORGANIZATIONAL CHART

**Notes**

All legal entities on the Organization Chart are Corporations unless otherwise indicated.

(1) Entity is a Limited Liability Company

(2) Entity is a Partnership

(3) Entity is a Non-Profit Corporation

(4) Control of the Foundation is based on sole membership, not the ownership of voting securities

(5) Monarch Financial Services, LLC is 85% owned by Monarch Management Services, Inc. and 15% owned by external shareholders.

(6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.

(7) United Healthcare India Private Limited is 99.9935% owned by UnitedHealthcare International II B.V. and 0.0048% owned by UnitedHealth International, Inc.

(8) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.

(9) Branch office located in Abut Dhabi, UAE.

(10) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.

(11) Physicians Choice Insurance Service, LLC is 70% owned by Monarch Financial Services, LLC and 30% owned by external shareholders.

(12) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.

(13) INSPIRIS of Texas Physicians Group is a Texas non-profit (taxable) whose sole member is Inspiris Services Company.

(14) PrimeCare of Citrus Valley, Inc. is 80% owned by PrimeCare Medical Network, Inc. and 20% owned by Citrus Valley Medical Associates, Inc.

(15) OptumInsight Poland sp. z.o.o. is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.

(16) QSSI Technologies India Private Limited is 99.9% owned by Quality Software Services, Inc. and 0.1% owned by an Indian citizen.

(17) Amico Saúde Ltda. is 99.99% owned by Amil Assistência Médica Internacional S.A. and the remaining percentage is owned by and officer of Amil.

(18) Esho – Empresa de Serviços Hospitalares S.A is 95.52% owned by Amil Assistência Médica Internacional S.A.; 2.84% owned by Amico Saúde Ltda.; 0.0001% owned by Treasury Shares and 1.62% owned by external shareholders.

(19) Etho – Empresa de Tecnologia Hospitalar Ltda. 50.01% owned by Amil Assistência Médica Internacional S.A. and 49.99% owned by an external shareholder.

(20) Orthology, Inc. is 80% owned by UnitedHealth Group Ventures, LLC and 20% owned by external shareholders.

(21) Excellion Serviços Biomédicos S.A. is 99.98% owned by Esho – Empresa de Serviços Hospitalares S.A. and 0.02% owned by external shareholders.

(22) Branch offices in Iraq and Uganda.

(23) Cemed Care Empresa de Atendimento Clínico Geral Ltda. Is 97.63% owned by Amil Assistência Médica Internacional S.A., 2.36% owned by Amico Saúde Ltda. and 0.000001% owned by an officer of Amil.

(24) Optum 360, LLC is 75% owned by Optum Rocket, Inc. and 25% owned by an external interest holder.

(25) Optum Health & Technology Serviços Do Brasil Ltda. is 99% owned by OptumHealth International B.V. and 1 % owned by OptumInsight, Inc.

(26) Bosque Medical Center S.A. is 71.03% owned by Amil Assistência Médica Internacional S.A.; 23.37% owned by Amico Saúde Ltda. and 5.60% owned by Esho – Empresa de Serviços Hospitalares S.A.

(27) AHJV, Inc. is 75% owned by NAMI Holdings, Inc. and 25% owned by Humana, Inc.

(28) Entity is majority-owned by UHG or one of its affiliates. Corporate secretarial services for this entity are the responsibility of the portfolio company.

(29) Promarket Propaganda e Marketing Ltda. is 99.79% owned by Amil Assistência Médica Internacional S.A. and 0.21% owned by Amico Saúde Ltda.

(30) Amil Clinical Research Participações Ltda. is 99.95% owned by Amil Lifesciences Participações Ltda. and .05% owned by an officer of Amil.

(31) Imed Star Serviços Médicos e Odontológicos Ltda. is 50% owned by Amil Assistência Médica Internacional S.A. and 50% owned by Amico Saúde Ltda.

(32) Optum Argentina is 90% owned by Ingenix Innovus (Netherlands) BV and 10% owned by ScriptSwitch Holdings Limited.

(33) Hospital Alvorada Taguatinga Ltda. Is 99.99% owned by Amil Assistência Médica Internacional S.A. and 0.000001% owned by an officer of Amil.

(34) Amil Lifesciences Participações Ltda. Is 99.99928% owned by Amil Assistência Médica Internacional S.A. and 0.00072% owned by an officer of Amil.

(35) FrontierMedex Kenya Limited is 99.9% owned by FrontierMEDEX Limited and 0.1% owned by a director of Frontier Medex Kenya Limited.

(36) Optum360 Services, Inc. is 75% owned by Optum Rocket, Inc. and 25% owned by an external interest holder.

(37) The limited partners of UnitedHealth Group International, L.P. include FMG Holdings, LLC (14.929%), Hygeia Corporation (DE) (0.203%) and UnitedHealth Group Incorporated (84.868%). UnitedHealth Group International GP is the general partner of UnitedHealth Group International, L.P.

(38) Polar II Fundo de Investimento em Participações is a Brazilian private equity investment fund incorporated in the form of a closed-end condominium.

(39) UnitedHealthcare International I, B.V. is 75.76% owned by UnitedHealth Group International L.P. and 24.24% owned by UnitedHealth Group International B.V.

(40) Amil Assistência Médica Internacional S.A. is 90.23% owned by Polar II Fundo de Investimento em Participações and the remaining 9.77% is owned by the former controlling shareholders of Amil Assistência Médica Internacional S.A.

(41) HPP A.C.E. is 70% owned by HPP - Hospitais Privados de Portugal, SGPS, S.A. The remaining 30% is owned by (1) HPP Boavista, S.A., (2) HPP Lusiadas, S.A., (3) HPP Algarve, S.A., (4) HPP Saúde - Parcerias Cascais, S.A., and (5) HPP Viseu, S.A.; each owning 6%.

(42) HPP Viseu, S.A. is 65% owned by HPP - Hospitais Privados de Portugal, SGPS, S.A.. The remaining 35% is jointly owned VISABEIRA Saúde - Serviços de Saúde, S.A., VISABEIRA Participações Financeiras, SGPS, S.A., VISABEIRA Investimentos Financeiros SGPS, S.A. and Ciclorama - Estudos, Projectos e Produções, Lda.

(43) Frontier Medex Tanzania Limited is 99% owned by FrontierMEDEX Limited. The remaining 1% is owned by an officer of FrontierMEDEX Limited.

(44) Branch office located in Taiwan

(45) Liaison office located in Beijing.

(46) Branch office located in Hong Kong.

(47) Representative office in Beijing

(48) The remaining 26% is owned by

(49) Branch office located in Hong Kong.

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	27-2624551				310 Canyon Medical, LLC	CA	NIA	Monarch Management Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1913523				ACN Group IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-0015861				ACN Group of California, Inc.	CA	IA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	38-3849068				AHJV MSO, Inc.	DE	NIA	AHJV, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	38-3849066				AHJV, Inc.	CA	NIA	NAMM Holdings, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	1
		.0000	46-3512233				A-Life Medical, LLC	CA	NIA	Optum360, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	82406	35-1665915				All Savers Insurance Company	IN	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
							All Savers Life Insurance Company of California	CA	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	73130	35-1744596				AmeriChoice Corporation	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	54-1743136				AmeriChoice Health Services, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.0000	54-1743141				AmeriChoice of Connecticut, Inc.	CT	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13178	26-2481299				AmeriChoice of Georgia, Inc.	GA	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13168	26-2688274				AmeriChoice of New Jersey, Inc.	NJ	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.95497	22-3368602								Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1108620				Amico Saúde Ltda.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	99.998	UnitedHealth Group Incorporated	2
		.00000					Amil Assistência Médica Internacional S.A.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	90.230	UnitedHealth Group Incorporated	2
		.00000	98-1109085				Amil Clinical Research Participações Ltda.	BRA	NIA	Amil Lifesciences Participações Ltda.	Ownership	99.950	UnitedHealth Group Incorporated	2
		.00000	98-1138212				AMIL International S.á.r.l.	LUX	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1110579				Amil Lifesciences Participações Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.999	UnitedHealth Group Incorporated	2
		.00000	61-1314126				Aperture Credentialing, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0813232				Arizona Physicians IPA, Inc.	AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-0369702				ASI Global, LLC	TX	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-2493256				Audax Holdings, Inc.	DE	NIA	Optum Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	80-0368187				Aveta Arizona, Inc.	AZ	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-2416318				Aveta Colorado, Inc.	DE	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-0632302				Aveta Health Solutions Inc.	DE	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-4057813				Aveta Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2823524				Aveta Kansas City, Inc.	KS	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-4704309				Aveta Tennessee, Inc.	DE	NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	84-1544013				bConnected Software, Inc.	DE	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0267857				Behavioral Healthcare Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	71.030	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Amico Saúde Ltda.	Ownership	23.370	UnitedHealth Group Incorporated	
		.00000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	5.600	UnitedHealth Group Incorporated	
		.00000					CanReg (Europe) Limited	JRL	NIA	OptumInsight (Canada) Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8375685				Care Improvement Plus Group Management, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	12313	20-2412936				Care Improvement Plus of Maryland, Inc.	MD	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	12558	45-4976934				Care Improvement Plus of Texas Insurance Company	TX	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-3536376				Care Improvement Plus Practitioners, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	12567	20-3888112				Care Improvement Plus South Central Insurance Company	AR	RE	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
...0707	UnitedHealth Group Incorporated	14041	27-5038136				Care Improvement Plus Wisconsin Insurance Company	WI	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	46-3521215				CareMedic Systems, LLC	CA	NIA	Optum360, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-5807941				Catalyst360, LLC	DE	NIA	Optum Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	97.630	UnitedHealth Group Incorporated	2
		00000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda.	BRA	NIA	Amico Saúde Ltda.	Ownership	2.360	UnitedHealth Group Incorporated	2
		00000	98-1094627				ChinaGate (Hong Kong) Limited	HKG	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1094627				ChinaGate Company Limited	CHN	NIA	ChinaGate (Hong Kong) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	11836	13-4247706				Citrus Health Care, Inc.	FL	IA	PHC Holdings of Florida, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	56-2674371				Coachella Valley Physicians of PrimeCare, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-2337616				Collaborative Care Holdings, LLC	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-2337487				Collaborative Care Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-3470466				Collaborative Care Solutions, LLC	DE	NIA	Collaborative Care Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	11-3647007				Comfort Care Transportation, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	61-1351358				Commonwealth Administrators, LLC	KY	NIA	UMR, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-2581574				Connexions HCI NM, LLC	NM	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-1825933				Connexions HCI, LLC	FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	59-3684411				Connexions, Inc.	FL	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1811176				DBP Services of New York IPA, Inc.	NY	NIA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1452809				Dental Benefit Providers of California, Inc.	CA	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1452809				Dental Benefit Providers of Illinois, Inc.	IL	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
...0707	UnitedHealth Group Incorporated	52053	36-4008355				Dental Benefit Providers, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-2014834				Distance Learning Network, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0238641				DPCA, Inc.	DE	NIA	UnitedHealth Group Ventures, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	80-0947972				Duncan Printing Services, LLC	SC	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	84-1162764				Electronic Network Systems, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1103713				ELG FZE	ARE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	95.520	UnitedHealth Group Incorporated	3
		00000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	BRA	NIA	Amico Saúde Ltda.	Ownership	2.840	UnitedHealth Group Incorporated	3
		00000	98-1111172				Etho - Empresa de Tecnologia Hospitalar Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	50.010	UnitedHealth Group Incorporated	2
		00000	86-0964571				Evercare Collaborative Solutions, Inc.	DE	NIA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0618309				Evercare of Arizona, Inc.	AZ	IA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1111239				Excellion Serviços Biomédicos S.A.	BRA	NIA	Esho - Emp. Serv. Hospitalares S.A.	Ownership	99.980	UnitedHealth Group Incorporated	2
		00000	11-3669765				Executive Health Resources, Inc.	PA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1113428				Exploration for Mine Clearance LLC	JRQ	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1113428				Exploration Logistics B.C. Ltd.	CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1101521				Exploration Logistics Group for Medical Services PLC LTD	JRQ	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0223385				Family Health Care Services	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0257036				Family Home Hospice, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	35-2456267				FMG Holdings, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0908902				FOR HEALTH OF ARIZONA, INC.	AZ	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-0766617				For Health, Inc.	DE	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

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STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					Frontier Medex Tanzania Limited	.TZA	.NIA	FrontierMEDEX Limited	Ownership	.99.000	UnitedHealth Group Incorporated	2
		.00000	68-0679514				FrontierMEDEX (RMS), Inc.	.DE	.NIA	FMG Holdings, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1103497				FrontierMEDEX Canada Holdings Ltd.	.CAN	.NIA	UnitedHealthcare International I B.V.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1104429				FrontierMEDEX Canada Limited	.CAN	.NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	45-5339512				FrontierMEDEX Government Services, LLC	.DE	.NIA	FMG Holdings, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1147103				FrontierMedex Kenya Limited	.KEN	.NIA	FrontierMEDEX Limited	Ownership	.99.900	UnitedHealth Group Incorporated	2
		.00000					FrontierMEDEX Limited	.GBR	.NIA	UnitedHealthcare International I B.V.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	33-1219808				FrontierMEDEX US, Inc.	.DE	.NIA	FMG Holdings, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	52-2230470				FrontierMEDEX, Inc.	.MN	.NIA	FrontierMEDEX US, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	37-0855360				Golden Rule Financial Corporation	.DE	.NIA	UnitedHealth Group Incorporated	Ownership	.100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.62286	37-6028756	3057283			Golden Rule Insurance Company	.IN	.IA	Golden Rule Financial Corporation	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-0213198				H&W Indemnity (SPC), Ltd.	.CYM	.NIA	UnitedHealth Group Incorporated	Ownership	.100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.43893	13-3584296				Health Net Insurance of New York, Inc.	.NY	.IA	Oxford Health Plans LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-0153069				Health Net Services (Bermuda) Ltd.	.BMU	.NIA	Oxford Health Plans LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96342	88-0201035				Health Plan of Nevada, Inc.	.NV	.IA	Sierra Health Services, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1098167				Health Technology Analysts Pty Limited	.AUS	.NIA	OptumInsight, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	95-4763349				HealthAllies, Inc.	.DE	.NIA	OptumHealth Holdings, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	20-8910978				Hospice Inspiris Holdings, Inc.	.TN	.NIA	Inspiris, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1111920				Hospital Alvorada de Taguatinga Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	.99.990	UnitedHealth Group Incorporated	2
		.00000	98-1138570				HPP - Hospitais Privados de Portugal, SGPS, S.A.	.PRT	.NIA	Amil Internacional S.á.r.l.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Boavista, S.A.	Ownership	.70.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Algarve, S.A.	Ownership	.6.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Saúde - Parcerias Cascais, S.A.	Ownership	.6.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Boavista, S.A.	Ownership	.6.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Viseu, S.A.	Ownership	.6.000	UnitedHealth Group Incorporated	
		.00000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Lusiadas, S.A.	Ownership	.6.000	UnitedHealth Group Incorporated	
		.00000	98-1138873				HPP Algarve, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1138203				HPP Boavista, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1139089				HPP Lusiadas, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1137620				HPP Saúde - Parcerias Cascais, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1139169				HPP Viseu, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	.65.000	UnitedHealth Group Incorporated	1
		.00000	26-2912304				Humedica, Inc.	.DE	.NIA	United HealthCare Services, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	36-4331825				Hygeia Corporation	.DE	.NIA	UnitedHealth International, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1099968				Hygeia Corporation (Ontario)	.CAN	.NIA	UnitedHealth Group International L.P.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000					Imed Star Serviços Médicos e Odontológicos Ltda.	.BRA	.NIA	Amico Saúde Ltda.	Ownership	.50.000	UnitedHealth Group Incorporated	
		.00000					Imed Star Serviços Médicos e Odontológicos Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	.50.000	UnitedHealth Group Incorporated	
		.00000	86-0477097				Information Network Corporation	.AZ	.NIA	AmeriChoice Corporation	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	36-4733428				Informed Choice HealthCare Alliance, Inc.	.IL	.NIA	Illinois, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	98-1094872				Ingenix Innovus (Netherlands) B.V.	.NLD	.NIA	Optum, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	62-1641102				Ingram & Associates, LLC	.TN	.NIA	Optum360, LLC	Ownership	.100.000	UnitedHealth Group Incorporated	
		.00000	13-4138668				INSPIRIS of New York IPA, Inc.	.NY	.NIA	Inspiris, Inc.	Ownership	.100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	13-4138665				INSPIRIS of New York Management, Inc.	..NY	..NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-5355196				Inspiris of Tennessee, Inc.	..TN	..NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	26-2885572				INSPIRIS of Texas Physician Group	..TX	..NIA	Inspiris Services Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	26-0683057				Inspiris Services Company	..TN	..NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0766366				Inspiris, Inc.	..DE	..NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1097022				International Psychological Services Pty Limited	..AUS	..NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					ISO Hospital Dia S.A.	..BRA	..NIA	Perdicaris Participações Ltda.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	32-0409538				Lifeprint Accountable Care Organization, LLC	..DE	..NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	45-3143218				Lifeprint East, Inc.	..DE	..NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2309024				LifePrint Health, Inc.	..DE	..NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	39-1974851				Logistics Health, Inc.	..WI	..NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	46-3531420				Lynx Medical Systems, LLC	..WA	..NIA	Optum360, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-2129787				MAMSI Insurance Resources, LLC	..MD	..NIA	OneNet PPO, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	60321	52-1803283				MAMSI Life and Health Insurance Company	..MD	..IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	14-1782475				Managed Physical Network, Inc.	..NY	..NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	42-1741594				MD Ops, Inc.	..CA	..NIA	North American Medical Management California, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	96310	52-1169135				MD-Individual Practice Association, Inc.	..MD	..IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-2178531				MEDEX Insurance Services, Inc.	..MD	..NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	12756	20-3391186				Medica Health Plans of Florida, Inc.	..FL	..IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	12155	01-0788576				Medica HealthCare Plans, Inc.	..FL	..IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	26-4808018				Medical Preparatory School of Allied Health, LLC	..TX	..NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	32-0037402				Medical Transportation Services, LLC	..FL	..NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2252446				MHC Real Estate Holdings, LLC	..CA	..NIA	Monarch Management Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	79480	35-1279304				Midwest Security Life Insurance Company	..WI	..IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	46-2881462				Minnesota Waypoint Physical Therapy, Inc.	..DE	..NIA	Pointway, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	46-3949765				MN Waypoint Sports Physical Therapy, Inc.	..DE	..NIA	Pointway, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-1799346				Monarch Financial Services, LLC	..CA	..NIA	Monarch Management Services, Inc.	Ownership	85.000	UnitedHealth Group Incorporated	2
		.0000	45-3142852				Monarch Management Services, Inc.	..DE	..NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-3236839				NAMM Holdings, Inc.	..DE	..NIA	Aveta Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	95251	76-0196559				National Pacific Dental, Inc.	..TX	..IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	95123	65-0996107				Neighborhood Health Partnership, Inc.	..FL	..IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-4755277				Netwerkes, LLC	..TN	..NIA	Payment Resolution Services, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	46-3584152				Nevada Medical Services LLC	..NV	..NIA	Collaborative Care Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	95758	88-0228572				Nevada Pacific Dental	..NV	..IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	36-3984647				North American Medical Management - Illinois, Inc.	..IL	..NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0673955				North American Medical Management California, Inc.	..TN	..NIA	NAMM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0245121				Northern Nevada Health Network, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-2129786				OneNet PPO, LLC	..MD	..NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	96940	52-1518174				Optimum Choice, Inc.	..MD	..IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1101842				Optum (Argentina) SRL	..ARG	..NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	90.000	UnitedHealth Group Incorporated	
		.0000	98-1101842				Optum (Argentina) SRL	..ARG	..NIA	Optum UK Solutions Group Limited	Ownership	10.000	UnitedHealth Group Incorporated	
		.0000	90-1105114				Optum (France) SAS	..FRA	..NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1104898				Optum (Spain), S.A.U.	..ESP	..NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	47-0858534	3202702			Optum Bank, Inc.	..UT	..NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	45-3142512				Optum Clinical Services, Inc.	..DE	..NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	36-4375169	3886791			Optum Clinical Solutions, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1094849				Optum Clinical Solutions, Ltd.	.GBR	NIA	Optum Clinical Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	04-3574101				Optum Government Solutions, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology Limited	.GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology Serviços Do Brasil Ltda.	.BRA	NIA	OptumHealth International B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology Serviços Do Brasil Ltda.	.BRA	NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		.00000	98-1097921				Optum Health Services (Canada) Ltd.	.CAN	NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health Technology (Singapore) Pte. Ltd.	.SGP	NIA	OptumHealth International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-4734521				Optum Labs Dimensions, Inc.	.DE	NIA	Optum Labs, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-1615964				Optum Labs, Inc.	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-1001805				Optum Nevada Accountable Care Organization LLC	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911466				Optum Palliative and Hospice Care of Pennsylvania, Inc.	.TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Palliative and Hospice Care of Texas, Inc.	.TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0226127				Optum Palliative and Hospice Care, Inc.	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-4581265				Optum Public Sector Solutions, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-3328009				Optum Rocket, Inc.	.DE	NIA	Optum Clinical Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-4683454				Optum Services, Inc.	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1147355				Optum Solutions & Services Limited	.GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0644599				Optum Solutions UK Holdings Limited	.GBR	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				Optum UK Solutions Group Limited	.GBR	NIA	Optum Solutions UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0580620	3119994			Optum, Inc.	.DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-3983926				Optum360 Services, Inc.	.DE	NIA	Optum Rocket, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	2
		.00000	46-3328307				Optum360, LLC	.DE	NIA	Optum Rocket, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	2
		.00000	41-1591944				OptumHealth Care Solutions, Inc.	.MN	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	47-0858530				OptumHealth Financial Services, Inc.	.DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumHealth Holdings, LLC	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1106868				OptumHealth International B.V.	.NLD	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097397				OptumInsight (Canada) Inc.	.CAN	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095252				OptumInsight (Deutschland) GmbH	.DEU	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095260				OptumInsight (Singapore) Pte. Ltd.	.SGP	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097261				OptumInsight (Sweden) AB	.SWE	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight Holdings, LLC	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1094659				OptumInsight Italy S.r.l.	.ITA	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1099715				OptumInsight Korea LLC	.KOR	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	04-3383745				OptumInsight Life Sciences, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1100008				OptumInsight Poland sp. z.o.o.	.POL	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		.00000	98-1100008				OptumInsight Poland sp. z.o.o.	.POL	NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		.00000	41-1858498				OptumInsight, Inc.	.DE	NIA	OptumInsight Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumRx Holdings, LLC	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-0151096				OptumRx NY IPA, Inc.	.NY	NIA	OptumRx, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0441200				OptumRx, Inc.	.CA	NIA	OptumRx Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921007				Ovations, Inc.	.DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	06-1587795				Oxford Benefit Management, Inc.	.CT	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.78026	22-2797560				Oxford Health Insurance, Inc.	.NY	IA	Oxford Health Plans (NY), Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96798	06-1181201				Oxford Health Plans (CT), Inc.	.CT	IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	95506	22-2745725				Oxford Health Plans (NJ), Inc.	NJ	IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95479	06-1181200				Oxford Health Plans (NY), Inc.	NY	IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-2443751				Oxford Health Plans LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	70785	35-1137395				PacifiCare Life and Health Insurance Company	IN	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	84506	95-2829463				PacifiCare Life Assurance Company	CO	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95617	94-3267522				PacifiCare of Arizona, Inc.	AZ	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95434	84-1011378				PacifiCare of Colorado, Inc.	CO	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95685	86-0875231				PacifiCare of Nevada, Inc.	NV	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	62-1451147				Payment Resolution Services, LLC	TN	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	75-3265056				PCCCV, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Perdicaris Participações Ltda.	BRA	NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1095799				Personal Performance Consultants India Private Limited	IND	NIA	OptumHealth International B.V.	Ownership	99.996	UnitedHealth Group Incorporated	
		00000	98-1095799				Personal Performance Consultants India Private Limited	IND	NIA	United Behavioral Health	Ownership	0.004	UnitedHealth Group Incorporated	
		00000	98-1095879				Personal Performance Consultants UK Limited	GBR	NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	80-0506053				PHC Holdings of Florida, Inc.	TX	NIA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	35-2288416				PHC Subsidiary Holdings, LLC	TX	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	80-0654665				Physician Care Partners, Inc.	IL	NIA	Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-1799491				Physicians Choice Insurance Service, LLC	CA	NIA	Monarch Financial Services, LLC	Ownership	70.000	UnitedHealth Group Incorporated	2
0707	UnitedHealth Group Incorporated	11494	04-3677255				Physicians Health Choice of Texas, LLC	TX	IA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1162824				Physicians Health Plan of Maryland, Inc.	MD	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Plus One Health Management Puerto Rico, Inc.	PR	NIA	Plus One Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	13-3613705				Plus One Holdings, Inc.	DE	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1083164				Polar II Fundo de Investimento em Participações	BRA	NIA	UnitedHealthcare International IV S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1098190				Positive People Company	CHN	NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-2149493				PPC International II, LLC	MO	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	43-1747235				PPC International, L.L.C.	MO	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Pty Ltd	AUS	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	75-2741619				ppoONE, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	65-0683927				Preferred Care Partners Holding, Corp.	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-1845018				Preferred Care Partners Medical Group, Inc.	FL	NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-1845018				Preferred Care Partners Medical Group, Inc.	FL	NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11176	65-0885893				Preferred Care Partners, Inc.	FL	IA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	75-3265059				Premier Choice ACO, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0253112				Prime Health, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-0607478				PrimeCare Medical Network, Inc.	CA	IA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	87-0757397				PrimeCare of Citrus Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	80.000	UnitedHealth Group Incorporated	1
		00000	33-0674407				PrimeCare of Corona, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-0674401				PrimeCare of Hemet Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-0674408				PrimeCare of Inland Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-0674402				PrimeCare of Moreno Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	33-0674400				PrimeCare of Redlands, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674404				PrimeCare of Riverside, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	14-1915328				PrimeCare of San Bernardino, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0698439				PrimeCare of Sun City, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674409				PrimeCare of Temecula, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1112304				Promarket Propaganda e Marketing Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.790	UnitedHealth Group Incorporated	
		.0000	98-1112304				Promarket Propaganda e Marketing Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	0.210	UnitedHealth Group Incorporated	
		.0000	98-1103015				QSSI Technologies India Private Limited	IND	NIA	Quality Software Services, Inc.	Ownership	99.900	UnitedHealth Group Incorporated	2
		.0000	52-2016292				Quality Software Services, Inc.	MD	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	26-3168754				R&H Family Fitness Unlimited LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					ScriptSwitch Limited	GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-4763091				Senior Care Partners, Inc.	IL	NIA	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.71420	94-0734860				Sierra Health and Life Insurance Company, Inc.	NV	IA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0200415				Sierra Health Services, Inc.	NV	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0254322				Sierra Health-Care Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0385705				Sierra Home Medical Products, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0264562				Sierra Nevada Administrators, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0201420				Southwest Medical Associates, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	38-2609888				Southwest Michigan Health Network Inc.	MI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1921983				Specialty Benefits, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	71-0886811				Spectera of New York, IPA, Inc.	NY	NIA	Spectera, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1260282				Spectera, Inc.	MD	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	56-1970224				The Lewin Group, Inc.	NC	NIA	Optum Public Sector Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	25-1825549				Three Rivers Holdings, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1431155				Travel Express Incorporated	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	94-3077084				U.S. Behavioral Health Plan, California	CA	IA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1913059				UHC International Services, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	95-2931460				UHC of California	CA	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					UHG Brasil Participações S.A.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1921008				UHC Holdings, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	14-1892398				Ultima Rx, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	39-1995276				UMR, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.91529	52-1996029				Unimerica Insurance Company	WI	IA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
							Unimerica Life Insurance Company of New York	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11596	01-0637149				Unison Administrative Services, LLC	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	25-1877716				Unison Health Plan of Delaware, Inc.	DE	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-5917714				Unison Health Plan of the Capital Area, Inc.	DC	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.13032	26-0651931				United Behavioral Health	CA	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	94-2649097				United Behavioral Health of New York, I.P.A., Inc.	NY	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1868911				United Health Foundation	MN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1941615				United HealthCare Services, Inc.	MN	UIP	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1289245	3410132			United Resource Networks IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	30-0318238											

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**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
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		00000	01-0538317				UnitedHealth Advisors, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1097761				UnitedHealth Group Global Healthcare Services Limited	JRL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1097776				UnitedHealth Group Global Services, Inc.	PHL	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
						New York Stock Exchange								
		00000	41-1321939		0000731766		UnitedHealth Group Incorporated	MN	UIP			0.000		
		00000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		00000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		00000	98-1101083				UnitedHealth Group International B.V.	NLD	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1079826				UnitedHealth Group International GP	CYM	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	UnitedHealth Group Incorporated	Ownership	84.868	UnitedHealth Group Incorporated	4
		00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	FMG Holdings, LLC	Ownership	14.929	UnitedHealth Group Incorporated	4
		00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	Hygeia Corporation	Ownership	0.203	UnitedHealth Group Incorporated	4
		00000	46-3311984				UnitedHealth Group Ventures, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1917398				UnitedHealth International, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-2574977				UnitedHealth Military & Veterans Services, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-0559902				UnitedHealth UK Limited	GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc.	TX	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	46-4348775				UnitedHealthcare Community Plan of California, Inc.	CA	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12323	56-2451429				UnitedHealthcare Community Plan of Ohio, Inc.	OH	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11141	91-2008361				UnitedHealthcare Community Plan of Texas, L.L.C.	TX	IA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95467	38-3204052				UnitedHealthcare Community Plan, Inc.	MI	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare India Private Limited	JND	NIA	UnitedHealthcare International II B.V.	Ownership	99.994	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	79413	98-1099116				UnitedHealthcare India Private Limited	JND	NIA	UnitedHealth International, Inc.	Ownership	0.007	UnitedHealth Group Incorporated	
		00000	36-2739571				UnitedHealthcare Insurance Company	CT	IA	UHC Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	60318	36-3800349				UnitedHealthcare Insurance Company of Illinois	IL	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	60093	11-3283886				UnitedHealthcare Insurance Company of New York	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12231	20-1902768				UnitedHealthcare Insurance Company of the River Valley	IL	IA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1988797				UnitedHealthcare International Asia, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1100512				UnitedHealthcare International I B.V.	NLD	NIA	UnitedHealth Group International L.P.	Ownership	75.760	UnitedHealth Group Incorporated	
		00000	98-1100512				UnitedHealthcare International I B.V.	NLD	NIA	UnitedHealth Group International B.V.	Ownership	24.240	UnitedHealth Group Incorporated	
		00000	98-1079595				UnitedHealthcare International I S.á.r.l.	LUX	NIA	UnitedHealth Group International L.P.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1100980				UnitedHealthcare International II B.V.	NLD	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1079459				UnitedHealthcare International II S.á.r.l.	LUX	NIA	UnitedHealthcare International I S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1077436				UnitedHealthcare International III S.á.r.l.	LUX	NIA	UnitedHealthcare International II S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1080926				UnitedHealthcare International IV S.á.r.l.	LUX	NIA	UnitedHealthcare International II S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	97179	86-0207231				UnitedHealthcare Life Insurance Company	WI	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95784	63-0899562				UnitedHealthcare of Alabama, Inc.	AL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96016	86-0507074				UnitedHealthcare of Arizona, Inc.	AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	95446	63-1036819				UnitedHealthcare of Arkansas, Inc.	AR	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95090	84-1004639				UnitedHealthcare of Colorado, Inc.	CO	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95264	59-1293865				UnitedHealthcare of Florida, Inc.	FL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95850	58-1653544				UnitedHealthcare of Georgia, Inc.	GA	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95776	36-3280214				UnitedHealthcare of Illinois, Inc.	IL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	UnitedHealthCare Services, Inc.	Ownership	94.180	UnitedHealth Group Incorporated	5
0707	UnitedHealth Group Incorporated	96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	UnitedHealthcare, Inc.	Ownership	5.820	UnitedHealth Group Incorporated	5
0707	UnitedHealth Group Incorporated	95833	72-1074008				UnitedHealthcare of Louisiana, Inc.	LA	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95716	63-1036817				UnitedHealthcare of Mississippi, Inc.	MS	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95149	05-0413469				UnitedHealthcare of New England, Inc.	RI	IA	UnitedHealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	13214	26-2697886				UnitedHealthcare of New Mexico, Inc.	NM	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95085	06-1172891				UnitedHealthcare of New York, Inc.	NY	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95103	56-1461010				UnitedHealthcare of North Carolina, Inc.	NC	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95186	31-1142815				UnitedHealthcare of Ohio, Inc.	OH	IA	UnitedHealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96903	33-0115166				UnitedHealthcare of Oklahoma, Inc.	OK	IA	UnitedHealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95893	93-0938819				UnitedHealthcare of Oregon, Inc.	OR	IA	UnitedHealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95220	25-1756858				UnitedHealthcare of Pennsylvania, Inc.	PA	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95765	95-3939697				UnitedHealthcare of Texas, Inc.	TX	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
							UnitedHealthcare of the Mid-Atlantic, Inc.							
0707	UnitedHealth Group Incorporated	95025	52-1130183				UnitedHealthcare of the Midlands, Inc.	MD	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95591	47-0676824				UnitedHealthcare of the Midwest, Inc.	NE	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96385	43-1361841				UnitedHealthcare of the Midwest, Inc.	MO	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95501	41-1488563				UnitedHealthcare of Utah, Inc.	UT	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	48038	91-1312551				UnitedHealthcare of Washington, Inc.	WA	IA	UnitedHealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95710	39-1555888				UnitedHealthcare of Wisconsin, Inc.	WI	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95378	36-3379945				UnitedHealthcare Plan of the River Valley, Inc.	IL	IA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	47-0854646				UnitedHealthcare Service LLC	DE	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	36-3355110				UnitedHealthcare Services Company of the River Valley, Inc.	DE	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	01-0518346				UnitedHealthcare Specialty Benefits, LLC	ME	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1922511				UnitedHealthcare, Inc.	DE	NIA	UnitedHealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	37-0920164				UnitedHealthOne Agency, Inc.	IN	NIA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	87-0757396				Valley Physicians Network, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	74-2797745				WellMed Medical Management of Florida, Inc.	FL	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	74-2786364				WellMed Medical Management, Inc.	TX	NIA	Collaborative Care Holdings, LLC	Ownership	80.000	UnitedHealth Group Incorporated	1
		00000	36-3437660				Wellness, Inc.	IL	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-2102846				XLHealth Corporation	MD	UDP	UnitedHealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1107695				XLHealth Corporation India Private Limited	JND	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	11-3764012				Your Health Options Insurance Services, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-0172594				Your Partner in Health Services, Inc.	IL	NIA	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

Asterisk	Explanation
01	The remaining percent is owned by a non-affiliated company.

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

Asterisk	Explanation
02 .....	The remaining percent is owned by an officer or external shareholders of the company. ....
03 .....	The remaining percent are 0.0001% owned by Treasury Shares and 1.62% by external shareholders. ....
04 .....	The limited partners of UnitedHealth Group International, L.P. include FMG Holdings, LLC (14.929%), Hygeia Corporation (DE) (0.203%) and UnitedHealth Group Incorporated (84.868%). UnitedHealth Group International GP is the general partner of UnitedHealth. ....
05 .....	The general partnership interest of 89.77% is held by United HealthCare Services, Inc. (UHS) and 10.23% is held by UnitedHealthcare, Inc. (UHC). UHS also holds 100% of the limited partnership interests. When combining general and limited partner interests, UHS owns 94.18% and UHC owns 5.83%. ....

# 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. The Company does not write this line of business.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



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

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

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

**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 .....	387,900,811	121,119,604
2. Cost of bonds and stocks acquired .....	263,842,230	319,507,143
3. Accrual of discount .....	51,614	36,565
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	(251,676)	0
6. Deduct consideration for bonds and stocks disposed of .....	228,840,683	50,045,504
7. Deduct amortization of premium .....	1,600,049	2,716,997
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) .....	421,102,247	387,900,811
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	421,102,247	387,900,811

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**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) .....	493,923,242	516,327,537	587,626,664	(1,509,960)	421,114,155	0	0	493,923,242
2. NAIC 2 (a) .....	29,081,626	13,630,473	11,260,592	(48,328)	31,403,180	0	0	29,081,626
3. NAIC 3 (a) .....	0	0	0	0	0	0	0	0
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	523,004,868	529,958,010	598,887,256	(1,558,288)	452,517,335	0	0	523,004,868
<b>PREFERRED STOCK</b>								
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 and Preferred Stock	523,004,868	529,958,010	598,887,256	(1,558,288)	452,517,335	0	0	523,004,868

(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 \$ 3,018,072 ; 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 Totals	25,015,719	xxx	25,037,097	1,005	0

**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 .....	135,104,058	30,571,151
2. Cost of short-term investments acquired .....	259,716,476	422,427,677
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 .....	369,794,897	317,883,310
7. Deduct amortization of premium .....	9,918	11,460
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) .....	25,015,719	135,104,058
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	25,015,719	135,104,058

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

**N O N E**

Schedule DB - Part B - Verification - Futures Contracts

**N O N E**

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

**N O N E**

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

**N O N E**

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of  
Derivatives

**N O N E**

**SCHEDULE E - VERIFICATION**

(Cash Equivalents)

	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 cash equivalents acquired .....	6,399,304	0
3. Accrual of discount .....	64	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration received on disposals .....	0	0
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) .....	6,399,368	0
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	6,399,368	0

Schedule A - Part 2 - Real Estate Acquired and Additions Made

**N O N E**

Schedule A - Part 3 - Real Estate Disposed

**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired

**N O N E**

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid

**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired

**N O N E**

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid

**N O N E**

## STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
912828-B3-3	US Treasury Note 1.500% 01/31/19		.02/03/2014	Credit Suisse		14,044,344	14,000,000	2,320	1
912828-B5-8	US Treasury Note 2.125% 01/31/21		.02/03/2014	Merrill Lynch		11,955,364	11,900,000	2,794	1
912828-WE-6	US Treasury Note 2.750% 11/15/23		.02/03/2014	Merrill Lynch		2,842,777	2,800,000	17,229	1
<b>0599999. Subtotal - Bonds - U.S. Governments</b>						<b>28,842,485</b>	<b>28,700,000</b>	<b>22,343</b>	<b>XXX</b>
011415-PU-4	ALAMO TX CMNTY C GO Non Call 5.000% 02/15/19		.01/30/2014	RBC Capital Markets		2,363,240	2,000,000	.0	1FE
011415-PV-2	ALAMO TX CMNTY C GO Non Call 5.000% 02/15/20		.01/30/2014	RBC Capital Markets		1,188,980	1,000,000	.0	1FE
154626-BK-0	CENTRAL NEW MEXI GO Non Call 5.000% 08/15/18		.02/21/2014	CitiGroup		2,058,883	1,760,000	.0	1FE
154626-BM-6	CENTRAL NEW MEXI GO Non Call 5.000% 08/15/20		.02/20/2014	CitiGroup		1,540,595	1,290,000	.0	1FE
419791-T2-4	HAWAII ST GO Non Call 5.000% 11/01/22		.01/28/2014	Janney Montgomery, Scott		2,397,640	2,000,000	25,000	1FE
452152-SS-1	ILLINOIS ST GO Cont Call 5.500% 07/01/25		.01/27/2014	CitiGroup		1,218,889	1,085,000	4,807	1FE
452152-SS-1	ILLINOIS ST GO Cont Call 5.500% 07/01/25		.02/11/2014	UBS Financial Services		334,398	300,000	1,971	1FE
452152-VU-2	ILLINOIS ST GO Non Call 3.000% 02/01/16		.02/07/2014	CitiGroup		1,043,840	1,000,000	.0	1FE
70914P-UI-0	PENNSYLVANIA ST GO Cont Call 5.000% 10/15/26		.01/27/2014	Morgan Stanley		3,474,570	3,000,000	34,583	1FE
796720-HP-8	SAN BERNARDINO C GO Non Call 5.000% 08/01/23		.02/07/2014	Janney Montgomery, Scott		2,155,518	1,800,000	2,750	1FE
93974D-EU-8	WASHINGTON ST GO Cont Call 5.000% 02/01/27		.01/27/2014	Morgan Stanley		3,907,915	3,360,000	.0	1FE
97705L-NA-1	WISCONSIN ST GO Non Call 5.000% 05/01/19		.01/29/2014	First Southwest		2,669,423	2,250,000	28,750	1FE
97705L-NA-1	WISCONSIN ST GO Non Call 5.000% 05/01/19		.01/31/2014	RBC Capital Markets		705,135	595,000	7,768	1FE
<b>1799999. Subtotal - Bonds - U.S. States, Territories and Possessions</b>						<b>25,059,026</b>	<b>21,440,000</b>	<b>105,629</b>	<b>XXX</b>
05914F-SN-1	BALTIMORE CNTY M GO Non Call 4.000% 08/01/16		.02/05/2014	Merrill Lynch		1,729,252	1,590,000	.0	1FE
084203-VE-5	BERKELEY CNTY SC GO Non Call 5.000% 03/01/20		.01/31/2014	KEYBANC CAP/ McDonald		1,411,845	1,185,000	.0	1FE
129703-ET-7	CALHOUN CNTY TX GO Non Call 4.000% 02/15/19		.01/29/2014	Southwest Securities		1,330,887	1,175,000	.0	1FE
164231-LZ-3	CHEROKEE CNTY GA GO Non Call 5.000% 08/01/20		.02/07/2014	CitiGroup		2,037,277	1,710,000	.0	1FE
172217-MG-3	CINCINNATI OH GO Non Call 5.000% 12/01/17		.02/03/2014	JP Morgan Chase		1,822,039	1,575,000	14,219	1FE
180847-6C-4	CLARK CNTY NV GO Non Call 5.000% 06/01/17		.02/03/2014	Hutchinson Shockey & Erly		4,213,227	3,700,000	33,403	1FE
258165-TP-4	DORCHESTER CNTY GO Non Call 5.000% 03/01/21		.02/04/2014	Merrill Lynch		1,850,530	1,550,000	.0	1FE
563690-NS-1	MANKATO MN INDEP GO Non Call 4.000% 02/01/19		.02/18/2014	Merrill Lynch		1,196,391	1,055,000	2,344	1FE
563690-NT-9	MANKATO MN INDEP GO Non Call 4.000% 02/01/20		.02/18/2014	Merrill Lynch		1,790,361	1,580,000	3,511	1FE
567438-SF-4	MARICOPA CNTY AZ GO Non Call 3.000% 07/01/19		.01/31/2014	RBC Capital Markets		3,063,439	2,845,000	.0	1FE
717813-QJ-1	PHILADELPHIA PA GO Non Call 5.000% 07/15/22		.01/30/2014	CitiGroup		493,119	425,000	.0	1FE
734260-US-4	PORT HOUSTON TX GO Non Call 5.000% 10/01/17		.02/25/2014	Davidson DA & Co		572,095	500,000	10,208	1FE
787642-RA-1	SAINT CHARLES CN GO Non Call 5.250% 03/01/18		.01/30/2014	Barclays Group Inc.		1,581,471	1,350,000	30,122	1FE
899645-VX-0	TULSA OK GO Non Call 3.000% 03/01/18		.01/31/2014	CitiGroup		1,895,523	1,755,000	1,609	1FE
899645-VZ-5	TULSA OK GO Non Call 3.000% 03/01/20		.01/31/2014	CitiGroup		1,775,650	1,655,000	1,517	1FE
<b>2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>						<b>26,763,106</b>	<b>23,650,000</b>	<b>96,933</b>	<b>XXX</b>
072024-SD-5	BAY AREA CA TOLL Rev Bond Cont Call 5.000% 04/01/27		.01/27/2014	Barclays Group Inc.		3,780,308	3,350,000	55,368	1FE
167593-ML-3	CHICAGO IL O'HAR Rev Bond Non Call 5.000% 01/01/23		.01/28/2014	CitiGroup		1,432,509	1,300,000	5,417	1FE
181108-WD-9	CLARK CNTY WA PU Rev Bond Non Call 5.000% 01/01/22		.02/11/2014	Janney Montgomery, Scott		2,044,770	1,750,000	10,451	1FE
235241-LP-9	DALLAS TX AREA R Rev Bond Non Call 5.000% 12/01/18		.02/19/2014	Morgan Stanley		1,178,670	1,000,000	11,528	1FE
249182-CE-4	DENVER CITY & CN Rev Bond Non Call 5.000% 11/15/20		.01/27/2014	Barclays Group Inc.		3,061,360	2,650,000	27,604	1FE
3137AT-RW-4	FHLMC FHMS K020 A2 CMBS 2.373% 05/25/22		.01/30/2014	Jefferys and Company		6,391,434	6,700,000	1,325	1
3137AT-RW-4	FHLMC FHMS K020 A2 CMBS 2.373% 05/25/22		.01/31/2014	Credit Suisse		5,461,200	5,705,000	1,504	1
3138EK-W3-5	FNMA Pool AL3365 MBS 6.000% 05/01/41		.01/29/2014	JP Morgan Chase		6,962,781	6,281,618	12,563	1
3138EL-6U-2	FNMA Pool AL4482 MBS 4.500% 11/01/41		.01/29/2014	Credit Suisse		13,729,234	12,771,380	19,157	1
3138EM-F6-3	FNMA Pool AL4688 MBS 4.500% 01/01/42		.01/29/2014	JP Morgan Chase		15,580,662	14,478,908	21,718	1
31410K-JV-1	FNMA Pool 899579 MBS 6.000% 05/01/38		.01/29/2014	JP Morgan Chase		7,662,584	6,912,959	13,826	1
34161B-AH-2	FLORIDA ST DEPT Rev Bond Non Call 5.000% 07/01/21		.01/28/2014	JP Morgan Chase		2,261,209	1,900,000	.0	1FE
349515-RH-1	FORT WORTH TX WT Rev Bond Non Call 5.000% 02/15/20		.02/05/2014	RBC Capital Markets		2,187,577	1,835,000	.0	1FE
387874-WB-2	GRANT CNTY WA PU Rev Bond Non Call 5.000% 01/01/20		.02/25/2014	Piper Jaffray		3,366,959	2,835,000	22,444	1FE
452010-CC-6	ILLINOIS ST EDUC Rev Bond Non Call 1.650% 07/01/25		.01/31/2014	PNC		4,500,000	4,500,000	.0	1FE
46613C-2N-4	JEA FL ELEC SYS Rev Bond Non Call 5.000% 10/01/19		.02/21/2014	National Financial Services Co		827,750	700,000	14,097	1FE
49151E-6S-7	KENTUCKY ST PRCP Rev Bond Non Call 5.000% 11/01/18		.02/19/2014	Barclays Group Inc.		1,166,670	1,000,000	15,694	1FE
526442-BD-9	LEON CNTY FL SCH Rev Bond Non Call 5.000% 09/01/21		.01/24/2014	JP Morgan Chase		3,973,502	3,350,000	4,188	1FE
546486-BA-8	LOUISIANA ST HIG Rev Bond Non Call 5.000% 06/15/19		.02/20/2014	CitiGroup		831,824	700,000	.0	1FE
546486-BB-6	LOUISIANA ST HIG Rev Bond Non Call 5.000% 06/15/20		.02/20/2014	CitiGroup		715,428	600,000	.0	1FE
59259Y-QN-2	MET TRANSPRTN AU Rev Bond Cont Call 5.000% 11/15/28		.01/24/2014	Merrill Lynch		2,720,400	2,500,000	25,694	1FE
592646-3Q-4	MET WASHINGTON D Rev Bond Cont Call 5.000% 10/01/24		.01/24/2014	Barclays Group Inc.		2,434,369	2,175,000	35,646	1FE
59447P-ND-9	MICHIGAN ST FIN Rev Bond Cont Call 5.000% 01/01/20		.02/19/2014	Pershing		3,534,690	3,000,000	22,083	1FE
60534T-MT-9	MISSISSIPPI ST D Rev Bond Non Call 4.000% 01/01/23		.02/10/2014	Hutchinson Shockey & Erly		755,909	700,000	3,267	1FE
645918-T8-6	NEW JERSEY ST EC Rev Bond Cont Call 5.000% 03/01/25		.01/24/2014	Merrill Lynch		1,965,828	1,750,000	35,972	1FE
646139-3L-7	NEW JERSEY ST TU Rev Bond Cont Call 5.000% 01/01/24		.02/10/2014	UBS Financial Services		1,247,359	1,085,000	6,329	1FE
64971W-AZ-3	NEW YORK CITY NY Rev Bond Cont Call 5.000% 11/01/27		.01/27/2014	RBC Capital Markets		1,721,400	1,500,000	.0	1FE
64972H-GS-5	NEW YORK CITY NY Rev Bond Non Call 5.000% 01/15/16		.02/21/2014	Sterne Agee and Leach		21,667	20,000	114	1FE

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**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)
64990H-RA-0	NEW YORK ST DORM Rev Bond Cont Call 5.000% 07/01/28		.01/27/2014	Bear Stearns Sec		1,860,674	1,675,000	6,747	1FE
64990H-RB-8	NEW YORK ST DORM Rev Bond Cont Call 5.000% 07/01/29		.01/27/2014	Bear Stearns Sec		1,630,554	1,475,000	5,941	1FE
650009-B4-4	NEW YORK ST THRU Rev Bond Cont Call 5.000% 01/01/25		.01/27/2014	Bear Stearns Sec		1,146,220	1,000,000	.0	1FE
650035-ZB-7	NEW YORK ST URBA Rev Bond Cont Call 5.000% 03/15/29		.01/27/2014	Merrill Lynch		5,019,480	4,500,000	84,375	1FE
677521-3X-2	OHIO ST GO Non Call 4.000% 03/01/21		.01/28/2014	Pershing		3,432,415	3,045,000	3,045	1FE
686507-GA-6	ORLANDO FL UTILI Rev Bond MW 5.000% 10/01/24		.02/11/2014	Pershing		2,727,478	2,300,000	42,486	1FE
702528-HI-3	PASCO CNTY FL SC Rev Bond Non Call 5.000% 08/01/23		.02/10/2014	Griffen, Kubik, & Step		1,464,386	1,270,000	2,117	1FE
709223-YQ-8	PENNSYLVANIA ST Rev Bond Non Call 5.000% 12/01/17		.02/03/2014	JP Morgan Chase		2,272,692	1,975,000	17,830	1FE
709223-YQ-8	PENNSYLVANIA ST Rev Bond Non Call 5.000% 12/01/17		.02/10/2014	Wachovia Bank		34,403	30,000	.300	1FE
717817-PS-3	PHILADELPHIA PA Rev Bond Cont Call 5.250% 06/15/22		.02/10/2014	Mesirow Cap Inc		1,872,550	1,675,000	14,168	1FE
717893-XZ-9	PHILADELPHIA PA Rev Bond Non Call 4.000% 01/01/21		.01/27/2014	RBC Capital Markets		2,216,300	2,000,000	6,444	1FE
718849-BB-7	PHOENIX AZ CIVIC Rev Bond Non Call 5.000% 07/01/18		.01/30/2014	National Financial Services Co		3,035,136	2,600,000	11,917	1FE
718849-BB-7	PHOENIX AZ CIVIC Rev Bond Non Call 5.000% 07/01/18		.03/03/2014	Sterne Agee and Leach		5,793	5,000	.45	1FE
73358W-PT-5	PORT AUTH OF NEW Rev Bond Cont Call 5.000% 12/01/25		.01/24/2014	Merrill Lynch		3,765,065	3,350,000	28,847	1FE
74265L-YE-2	PRIV CLGS & UNIV Rev Bond Non Call 5.000% 09/01/16		.02/04/2014	National Financial Services Co		2,456,938	2,200,000	47,667	1FE
759911-VZ-3	REGL TRANSPRTN A Rev Bond Non Call 5.000% 06/01/19		.02/24/2014	Wachovia Bank		923,474	785,000	1,526	1FE
762197-KC-4	RHODE ISLAND ST Rev Bond Non Call 5.000% 09/01/21		.01/28/2014	Barclays Group Inc		2,404,600	2,000,000	41,667	1FE
797396-EM-4	SAN DIEGO CNTY C Rev Bond Cont Call 5.000% 07/01/29		.01/27/2014	Mesirow Cap Inc		1,795,801	1,675,000	6,747	1FE
797660-BZ-1	SAN FRANCISCO CA Rev Bond Cont Call 5.000% 05/01/25		.01/27/2014	Barclays Group Inc		3,675,989	3,350,000	41,410	1FE
898785-NF-3	TUCSON AZ STREET Rev Bond Non Call 5.000% 07/01/19		.02/24/2014	Griffen, Kubik, & Step		590,670	500,000	3,889	1FE
91417K-RJ-2	UNIV OF COLORADO Rev Bond Non Call 5.000% 06/01/19		.02/21/2014	Stifel Nicolaus & Co.		2,232,763	1,880,000	22,194	1FE
91523N-KG-8	UNIV OF WASHINGT Rev Bond Non Call 5.000% 07/01/18		.01/31/2014	William Blair and Co.		2,166,387	1,850,000	8,736	1FE
938823-AQ-4	WASHINGTON FEDER Rev Bond Non Call 5.000% 09/01/20		.02/25/2014	Stifel Nicolaus & Co.		2,242,399	1,900,000	46,708	1FE
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>						<b>150,490,220</b>	<b>136,089,865</b>	<b>810,795</b>	<b>XXX</b>
12189L-AM-3	BURLINGTON NORTH Corp Note Call MW 20BP 3.000% 03/15/23		.01/24/2014	Bear Stearns Sec		1,937,517	2,050,000	22,892	1FE
126650-BN-9	CVS CAREMARK Corp Note Call MW 20BP 4.125% 05/15/21		.01/24/2014	Merrill Lynch		1,718,698	1,625,000	13,779	2FE
22545M-AD-9	Credit Suisse Mtg CSMC 2006-C4 A3 OMS 5.467% 09/15/39		.12/06/2013	Wachovia Bank		(2,963)	(2,712)	(.4)	1FM
22545M-AD-9	Credit Suisse Mtg CSMC 2006-C4 A3 OMS 5.467% 09/15/39		.12/10/2013	Wachovia Bank		(1,816)	(1,662)	(.3)	1FM
278865-AL-4	ECOLAB INC Corp Note MW 4.350% 12/08/21		.01/24/2014	Morgan Stanley		1,735,094	1,625,000	10,014	2FE
34528Q-DF-8	FORD CREDIT FLOO FORDF 2014-1 A2 ABS 0.555% 02/15/19		.02/11/2014	CitiGroup		2,400,000	2,400,000	.0	1FE
345397-WF-6	FORD MOTOR CRED Corp Note Non Call 4.250% 09/20/22		.01/24/2014	Barclays Group Inc		1,682,472	1,650,000	25,128	2FE
369626-2T-0	GEN ELEEC CAP CRP Corp Note Non Call 5.550% 05/04/20		.01/27/2014	Bear Stearns Sec		2,345,841	2,025,000	26,848	1FE
494550-BQ-8	KINDER MORGAN EN Corp Note Call MW 30BP 3.500% 09/01/23		.01/24/2014	Credit Suisse		1,446,057	1,550,000	22,303	2FE
63946B-AE-0	NBC Universal Corp Note MW 30BP 4.375% 04/01/21		.01/24/2014	RBC Capital Markets		2,686,675	2,500,000	35,851	1FE
78442G-KE-5	SLM STUDENT LOAN SLMA 2003-12 A5 ABS Prv Plc 0.513% 09/15/22		.01/09/2014	JP Morgan Chase		2,024,967	2,026,233	.853	1FE
883556-BC-5	THERMO FISHER Corp Note Call MW 3.150% 01/15/23		.01/24/2014	Morgan Stanley		1,954,778	2,050,000	2,511	2FE
913017-BV-0	United Tech Corp Note MW 20BP 3.100% 06/01/22		.01/24/2014	Deutsche Bank		1,267,082	1,275,000	6,368	1FE
92276M-AX-3	VENTAS REALTY LP Corp Note Non Call 4.250% 03/01/22		.01/24/2014	Wachovia Bank		1,663,886	1,625,000	28,392	2FE
931422-AH-2	WALGREEN CO Corp Note MW 3.100% 09/15/22		.01/24/2014	JP Morgan Chase		1,703,769	1,775,000	20,482	2FE
942683-AF-0	WATSON PHARM INC Corp Note Call MW 3.250% 10/01/22		.01/24/2014	Credit Suisse		1,725,720	1,825,000	19,441	2FE
055650-CJ-5	BP CAPITAL PLC Corp Note MW 3.994% 09/26/23	F.	.01/24/2014	CitiGroup		1,452,788	1,425,000	19,446	1FE
44928X-AA-2	ICG US LTD ICG 2014-1A A1 CLO Prv Plc 1.387% 04/20/26	F.	.01/30/2014	CitiGroup		2,279,336	2,350,000	.0	1FE
67106A-AA-7	QFSI Fund LTD OFSBS 2014-6A A1 CLO Prv Plc 1.266% 03/20/25	F.	.02/10/2014	Caceis Bank		2,667,500	2,750,000	.0	1FE
<b>3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						<b>32,687,401</b>	<b>32,521,859</b>	<b>254,301</b>	<b>XXX</b>
<b>8399997. Total - Bonds - Part 3</b>						<b>263,842,238</b>	<b>242,401,724</b>	<b>1,290,001</b>	<b>XXX</b>
<b>8399998. Total - Bonds - Part 5</b>						<b>XXX</b>	<b>XXX</b>	<b>XXX</b>	<b>XXX</b>
<b>8399999. Total - Bonds</b>						<b>263,842,238</b>	<b>242,401,724</b>	<b>1,290,001</b>	<b>XXX</b>
<b>8999997. Total - Preferred Stocks - Part 3</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
<b>8999998. Total - Preferred Stocks - Part 5</b>						<b>XXX</b>	<b>XXX</b>	<b>XXX</b>	<b>XXX</b>
<b>8999999. Total - Preferred Stocks</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
<b>9799997. Total - Common Stocks - Part 3</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
<b>9799998. Total - Common Stocks - Part 5</b>						<b>XXX</b>	<b>XXX</b>	<b>XXX</b>	<b>XXX</b>
<b>9799999. Total - Common Stocks</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
<b>9899999. Total - Preferred and Common Stocks</b>						<b>0</b>	<b>XXX</b>	<b>0</b>	<b>XXX</b>
<b>9999999 - Totals</b>						<b>263,842,238</b>	<b>XXX</b>	<b>1,290,001</b>	<b>XXX</b>

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

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**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	Foreign	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 Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	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)
31373-JR-4	FHLB Note Non Call 1.375% 05/28/14		01/24/2014	JP Morgan Chase		8,109,585	8,075,000	8,253,300	8,104,232	.0	(5,170)	.0	(5,170)	.0	8,099,062	.0	10,523	10,523	18,197	05/28/2014	1FE
912828-A2-6	US Treasury Note 0.250% 11/30/15		01/23/2014	Morgan Stanley		12,382,521	12,400,000	12,390,838	12,391,204	.0	290	.0	290	.0	12,391,494	.0	(8,973)	(8,973)	4,684	11/30/2015	1
912828-A2-6	US Treasury Note 0.250% 11/30/15		01/23/2014	Morgan Stanley		49,929,520	50,000,000	49,963,058	49,964,533	.0	1,170	.0	1,170	.0	49,965,702	.0	(36,182)	(36,182)	18,887	11/30/2015	1
912828-A3-4	US Treasury Note 1.250% 11/30/18		02/28/2014	Merrill Lynch		8,427,921	8,500,000	8,431,298	8,432,360	.0	2,235	.0	2,235	.0	8,434,595	.0	(6,674)	(6,674)	27,146	11/30/2018	1
912828-A3-4	US Treasury Note 1.250% 11/30/18		02/28/2014	Merrill Lynch		6,348,229	6,400,000	6,348,271	6,349,071	.0	1,683	.0	1,683	.0	6,350,754	.0	(2,525)	(2,525)	20,440	11/30/2018	1
912828-B3-3	US Treasury Note 1.500% 01/31/19		02/28/2014	Merrill Lynch		14,007,062	14,000,000	14,044,344	.0	(641)	.0	(641)	.0	14,043,703	.0	(36,641)	(36,641)	17,983	01/31/2019	1	
912828-B5-8	US Treasury Note 2.125% 01/31/21		03/21/2014	Merrill Lynch		3,567,642	3,600,000	3,616,749	.0	(296)	.0	(296)	.0	3,616,453	.0	(48,811)	(48,811)	10,989	01/31/2021	1	
912828-MZ-0	US Treasury Note 2.500% 04/30/15		01/23/2014	JP Morgan Chase		8,002,757	7,775,000	8,319,250	7,989,900	.0	(10,252)	.0	(10,252)	.0	7,979,648	.0	23,109	23,109	45,641	04/30/2015	1
912828-PZ-7	US Treasury Note 1.250% 03/15/14		01/23/2014	JP Morgan Chase		8,012,786	8,000,000	8,097,900	8,008,856	.0	(2,790)	.0	(2,790)	.0	8,006,066	.0	6,720	6,720	36,188	03/15/2014	1
912828-RM-4	US Treasury Note 1.000% 10/31/16		01/23/2014	Merrill Lynch		8,169,899	8,100,000	8,245,230	8,219,400	.0	(2,665)	.0	(2,665)	.0	8,216,735	.0	(46,836)	(46,836)	19,019	10/31/2016	1
912828-SB-7	US Treasury Note 0.250% 01/31/14		01/23/2014	Morgan Stanley		7,100,254	7,100,000	7,095,563	7,099,786	.0	164	.0	164	.0	7,099,950	.0	303	303	8,537	01/31/2014	1
912828-SR-2	US Treasury Note 0.250% 04/30/14		01/23/2014	JP Morgan Chase		8,254,162	8,250,000	8,247,715	8,249,582	.0	81	.0	81	.0	8,249,663	.0	4,499	4,499	4,843	04/30/2014	1
912828-WE-6	US Treasury Note 2.750% 11/15/23		03/21/2014	Merrill Lynch		2,808,301	2,800,000	2,842,777	.0	(484)	.0	(484)	.0	2,842,293	.0	(33,991)	(33,991)	27,439	11/15/2023	1	
912828-WF-3	US Treasury Note 0.625% 11/15/16		02/18/2014	JP Morgan Chase		3,003,984	3,000,000	3,005,869	3,005,711	.0	(267)	.0	(267)	.0	3,005,444	.0	(1,460)	(1,460)	4,972	11/15/2016	1
912828-WF-3	US Treasury Note 0.625% 11/15/16		02/19/2014	Credit Suisse		6,204,339	6,200,000	6,212,130	6,211,803	.0	(563)	.0	(563)	.0	6,211,240	.0	(6,902)	(6,902)	10,383	11/15/2016	1
912828-WF-3	US Treasury Note 0.625% 11/15/16		02/20/2014	Morgan Stanley		1,900,668	1,900,000	1,903,717	1,903,617	.0	(176)	.0	(176)	.0	1,903,441	.0	(2,773)	(2,773)	3,215	11/15/2016	1
912828-WF-3	US Treasury Note 0.625% 11/15/16		02/20/2014	JP Morgan Chase		500,156	500,000	500,978	500,952	.0	(46)	.0	(46)	.0	500,906	.0	(749)	(749)	846	11/15/2016	1
912828-WF-3	US Treasury Note 0.625% 11/15/16		02/21/2014	JP Morgan Chase		17,704,089	17,700,000	17,734,630	17,733,697	.0	(1,737)	.0	(1,737)	.0	17,731,960	.0	(27,871)	(27,871)	30,865	11/15/2016	1
0599999	Subtotal - Bonds - U.S. Governments					174,433,875	174,300,000	175,253,617	154,164,704	0	(19,464)	0	(19,464)	0	174,649,109	0	(215,234)	(215,234)	310,274	XXX	XXX
70914P-UH-0	PENNSYLVANIA ST GO Cont Call 5.000% 10/15/26		03/24/2014	Barclays Group Inc.		3,459,960	3,000,000	3,474,570	.0	.0	(6,486)	.0	(6,486)	.0	3,468,084	.0	(8,124)	(8,124)	58,333	10/15/2026	1FE
939740-EU-8	WASHINGTON ST GO Cont Call 5.000% 02/01/27		03/24/2014	RBC Capital Markets		3,873,274	3,360,000	3,907,915	.0	.0	(6,527)	.0	(6,527)	.0	3,901,388	.0	(28,115)	(28,115)	24,267	02/01/2027	1FE
1799999	Subtotal - Bonds - U.S. States, Territories and Possessions					7,333,234	6,360,000	7,382,485	0	0	(13,013)	0	(13,013)	0	7,369,472	0	(36,239)	(36,239)	82,600	XXX	XXX
3128MC-4R-3	FHLMC Pool G14232 MBS 3.000% 09/01/21		01/01/2014	Paydown		1,624	1,624	1,681	1,678	.0	(54)	.0	(54)	.0	1,624	.0	.0	.0	4	09/01/2021	1
3128MC-4R-3	FHLMC Pool G14232 MBS 3.000% 09/01/21		02/01/2014	Paydown		2,079	2,079	2,152	2,148	.0	(69)	.0	(69)	.0	2,079	.0	.0	.0	10	09/01/2021	1
3128MC-4R-3	FHLMC Pool G14232 MBS 3.000% 09/01/21		03/01/2014	Paydown		966	966	966	966	.0	(31)	.0	(31)	.0	966	.0	.0	.0	7	09/01/2021	1
3128MD-PM-9	FHLMC Pool G14728 MBS 3.500% 11/01/21		01/01/2014	Paydown		8,530	8,530	8,954	8,935	.0	(405)	.0	(405)	.0	8,530	.0	.0	.0	25	11/01/2021	1
3128MD-PM-9	FHLMC Pool G14728 MBS 3.500% 11/01/21		02/01/2014	Paydown		4,418	4,418	4,638	4,628	.0	(210)	.0	(210)	.0	4,418	.0	.0	.0	26	11/01/2021	1
3128MD-PM-9	FHLMC Pool G14728 MBS 3.500% 11/01/21		03/01/2014	Paydown		5,078	5,078	5,331	5,319	.0	(241)	.0	(241)	.0	5,078	.0	.0	.0	44	11/01/2021	1
3128PS-NQ-6	FHLMC Pool J13099 MBS 3.500% 09/01/20		01/01/2014	Paydown		145	145	152	152	.0	(7)	.0	(7)	.0	145	.0	.0	.0	0	09/01/2020	1
3128PS-NQ-6	FHLMC Pool J13099 MBS 3.500% 09/01/20		02/01/2014	Paydown		145	145	152	152	.0	(7)	.0	(7)	.0	145	.0	.0	.0	1	09/01/2020	1
3128PS-NQ-6	FHLMC Pool J13099 MBS 3.500% 09/01/20		03/01/2014	Paydown		141	141	147	147	.0	(7)	.0	(7)	.0	141	.0	.0	.0	1	09/01/2020	1
3128PS-YZ-4	FHLMC Pool J13428 MBS 3.500% 11/01/20		01/01/2014	Paydown		587	587	616	614	.0	(28)	.0	(28)	.0	587	.0	.0	.0	2	11/01/2020	1
3128PS-YZ-4	FHLMC Pool J13428 MBS 3.500% 11/01/20		02/01/2014	Paydown		599	599	629	628	.0	(28)	.0	(28)	.0	599	.0	.0	.0	4	11/01/2020	1
3128PS-YZ-4	FHLMC Pool J13428 MBS 3.500% 11/01/20		03/01/2014	Paydown		1,045	1,045	1,097	1,094	.0	(49)	.0	(49)	.0	1,045	.0	.0	.0	9	11/01/2020	1
3128PT-DU-6	FHLMC Pool J13715 MBS 3.500% 12/01/20		01/01/2014	Paydown		1,398	1,398	1,467	1,464	.0	(66)	.0	(66)	.0	1,398	.0	.0	.0	4	12/01/2020	1
3128PT-DU-6	FHLMC Pool J13715 MBS 3.500% 12/01/20		02/01/2014	Paydown		319	319	335	335	.0	(15)	.0	(15)	.0	319	.0	.0	.0	2	12/01/2020	1
3128PT-DU-6	FHLMC Pool J13715 MBS 3.500% 12/01/20		03/01/2014	Paydown		1,422	1,422	1,493	1,489	.0	(67)	.0	(67)	.0	1,422	.0	.0	.0	12	12/01/2020	1
3128PW-7B-8	FHLMC Pool J17190 MBS 3.500% 10/01/21		01/01/2014	Paydown		147	147	154	154	.0	(7)	.0	(7)	.0	147	.0	.0	.0	0	10/01/2021	1
3128PW-7B-8	FHLMC Pool J17190 MBS 3.500% 10/01/21		02/01/2014	Paydown		170	170	178	178	.0	(8)	.0	(8)	.0	170	.0	.0	.0	1	10/01/2021	1
3128PW-7B-8	FHLMC Pool J17190 MBS 3.500% 10/01/21		03/01/2014	Paydown		223	223	234	233	.0	(11)	.0	(11)	.0	223	.0	.0	.0	2	10/01/2021	1
3128PX-LU-8	FHLMC Pool J17539 MBS 3.000% 12/01/21		01/01/2014	Paydown		519	519	537	536	.0	(17)	.0	(17)	.0	519	.0	.0	.0	1	12/01/2021	1
3128PX-LU-8	FHLMC Pool J17539 MBS 3.000% 12/01/21		02/01/2014	Paydown		737	737	762	761	.0	(25)	.0	(25)	.0	737	.0	.0	.0	4	12/01/2021	1
3128PX-LU-8	FHLMC Pool J17539 MBS 3.000% 12/01/21		03/01/2014	Paydown		422	422	436	436	.0	(14)	.0	(14)	.0	422	.0	.0	.0	3	12/01/2021	1
31307C-QC-5	FHLMC Pool J24051 MBS 3.000% 06/01/23		01/01/2014	Paydown		1,380	1,380	1,428	1,426	.0	(46)	.0	(46)	.0	1,380	.0	.0	.0	3	06/01/2023	1
31307C-QC-5	FHLMC Pool J24051 MBS 3.000% 06/01/23		02/01/2014	Paydown		223	223	230	230	.0	(7)	.0	(7)	.0	223	.0	.0	.0	1	06/01/2023	1
31307C-QC-5	FHLMC Pool J24051 MBS 3.000% 06/01/23		03/01/2014	Paydown		264	264	273	273	.0	(9)	.0	(9)	.0	264	.0	.0	.0	2	06/01/2023	1
31331G-TJ-8	FFC Note Non Call 2.625% 04/17/14		01/24/2014	JP Morgan Chase		8,044,960	8,000,000	8,400,533	8,048,513	.0	(11,900)	.0	(11,900)	.0	8,036,614	.0	8,346	8,346	58,333	04/17/2014	1
31331K-AH-3	FFC Note Non Call 1.125% 02/27/14		02/27/2014	Maturity		8,000,000	8,000,000	8,036,500	8,003,144	.0	(3,144)	.0	(3,144)	.0	8,000,000	.0	.0	.0	45,000	02/27/2014	

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**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	Foreign	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 Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	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)	
3138AA-6C-0	FNMA Pool AH8966 MBS 3.500% 03/01/21		01/01/2014	Paydown		1,318	1,318	1,386	1,382	.0	(64)	.0	(64)	.0	1,318	.0	.0	.0	.4	03/01/2021	1	
3138AA-6C-0	FNMA Pool AH8966 MBS 3.500% 03/01/21		02/01/2014	Paydown		425	425	447	445	.0	(21)	.0	(21)	.0	425	.0	.0	.0	.2	03/01/2021	1	
3138AA-6C-0	FNMA Pool AH8966 MBS 3.500% 03/01/21		03/01/2014	Paydown		381	381	363	380	.0	(18)	.0	(18)	.0	381	.0	.0	.0	.3	03/01/2021	1	
3138AL-WT-0	FNMA Pool A16957 MBS 3.500% 07/01/20		01/01/2014	Paydown		534	534	562	560	.0	(26)	.0	(26)	.0	534	.0	.0	.0	.2	07/01/2020	1	
3138AL-WT-0	FNMA Pool A16957 MBS 3.500% 07/01/20		02/01/2014	Paydown		245	245	257	257	.0	(12)	.0	(12)	.0	245	.0	.0	.0	.1	07/01/2020	1	
3138AL-WT-0	FNMA Pool A16957 MBS 3.500% 07/01/20		03/01/2014	Paydown		435	435	458	457	.0	(21)	.0	(21)	.0	435	.0	.0	.0	.4	07/01/2020	1	
3138E7-CL-6	FNMA Pool AK2774 MBS 3.500% 02/01/22		01/01/2014	Paydown		3,191	3,191	3,355	3,348	.0	(157)	.0	(157)	.0	3,191	.0	.0	.0	.9	02/01/2022	1	
3138E7-CL-6	FNMA Pool AK2774 MBS 3.500% 02/01/22		02/01/2014	Paydown		238	238	250	250	.0	(12)	.0	(12)	.0	238	.0	.0	.0	.1	02/01/2022	1	
3138E7-CL-6	FNMA Pool AK2774 MBS 3.500% 02/01/22		03/01/2014	Paydown		205	205	215	215	.0	(10)	.0	(10)	.0	205	.0	.0	.0	.2	02/01/2022	1	
3138EK-W3-5	FNMA Pool AL3365 MBS 6.000% 05/01/41		03/01/2014	Paydown		193,734	193,734	214,742	.0	.0	(21,008)	.0	(21,008)	.0	193,734	.0	.0	.0	.969	05/01/2041	1	
3138EL-6U-2	FNMA Pool AL4482 MBS 4.500% 11/01/41		03/01/2014	Paydown		81,953	81,953	88,099	.0	.0	(6,146)	.0	(6,146)	.0	81,953	.0	.0	.0	.307	11/01/2041	1	
3138EL-E7-4	FNMA Pool AL3757 MBS 5.000% 03/01/27		01/01/2014	Paydown		11,296	11,296	12,171	12,151	.0	(855)	.0	(855)	.0	11,296	.0	.0	.0	.47	03/01/2027	1	
3138EL-E7-4	FNMA Pool AL3757 MBS 5.000% 03/01/27		02/01/2014	Paydown		6,657	6,657	7,173	7,160	.0	(504)	.0	(504)	.0	6,657	.0	.0	.0	.55	03/01/2027	1	
3138EL-E7-4	FNMA Pool AL3757 MBS 5.000% 03/01/27		03/01/2014	Paydown		5,552	5,552	5,972	5,972	.0	(420)	.0	(420)	.0	5,552	.0	.0	.0	.69	03/01/2027	1	
3138EM-F6-3	FNMA Pool AL4688 MBS 4.500% 01/01/42		03/01/2014	Paydown		85,707	85,707	92,229	.0	.0	(6,522)	.0	(6,522)	.0	85,707	.0	.0	.0	.321	01/01/2042	1	
31410K-JY-1	FNMA Pool 899579 MBS 6.000% 05/01/38		03/01/2014	Paydown		219,477	219,477	243,277	.0	.0	(23,800)	.0	(23,800)	.0	219,477	.0	.0	.0	1,097	05/01/2038	1	
31416X-A5-9	FNMA Pool AB1827 MBS 3.500% 11/01/20		01/01/2014	Paydown		766	766	805	803	.0	(37)	.0	(37)	.0	766	.0	.0	.0	.2	11/01/2020	1	
31416X-A5-9	FNMA Pool AB1827 MBS 3.500% 11/01/20		02/01/2014	Paydown		730	730	767	765	.0	(36)	.0	(36)	.0	730	.0	.0	.0	.4	11/01/2020	1	
31416X-A5-9	FNMA Pool AB1827 MBS 3.500% 11/01/20		03/01/2014	Paydown		741	741	779	777	.0	(36)	.0	(36)	.0	741	.0	.0	.0	.6	11/01/2020	1	
31417Y-3B-1	FNMA Pool MA0793 MBS 3.500% 07/01/21		01/01/2014	Paydown		37,582	37,582	39,520	39,429	.0	(1,847)	.0	(1,847)	.0	37,582	.0	.0	.0	.110	07/01/2021	1	
31417Y-3B-1	FNMA Pool MA0793 MBS 3.500% 07/01/21		02/01/2014	Paydown		36,194	36,194	38,061	37,973	.0	(1,779)	.0	(1,779)	.0	36,194	.0	.0	.0	.211	07/01/2021	1	
31417Y-3B-1	FNMA Pool MA0793 MBS 3.500% 07/01/21		03/01/2014	Paydown		32,725	32,725	34,412	34,333	.0	(1,608)	.0	(1,608)	.0	32,725	.0	.0	.0	.286	07/01/2021	1	
31417Y-NV-5	FNMA Pool MA0403 MBS 3.500% 04/01/20		01/01/2014	Paydown		361	361	379	378	.0	(18)	.0	(18)	.0	361	.0	.0	.0	.1	04/01/2020	1	
31417Y-NV-5	FNMA Pool MA0403 MBS 3.500% 04/01/20		02/01/2014	Paydown		383	383	403	402	.0	(19)	.0	(19)	.0	383	.0	.0	.0	.2	04/01/2020	1	
31417Y-NV-5	FNMA Pool MA0403 MBS 3.500% 04/01/20		03/01/2014	Paydown		465	465	489	488	.0	(23)	.0	(23)	.0	465	.0	.0	.0	.4	04/01/2020	1	
31417Y-R2-5	FNMA Pool MA0504 MBS 3.500% 08/01/20		01/01/2014	Paydown		250	250	263	260	.0	(12)	.0	(12)	.0	250	.0	.0	.0	.1	08/01/2020	1	
31417Y-R2-5	FNMA Pool MA0504 MBS 3.500% 08/01/20		02/01/2014	Paydown		273	273	287	286	.0	(13)	.0	(13)	.0	273	.0	.0	.0	.2	08/01/2020	1	
31417Y-R2-5	FNMA Pool MA0504 MBS 3.500% 08/01/20		03/01/2014	Paydown		238	238	250	250	.0	(12)	.0	(12)	.0	238	.0	.0	.0	.2	08/01/2020	1	
31417Y-TE-7	FNMA Pool MA0548 MBS 3.500% 10/01/20		01/01/2014	Paydown		539	539	567	565	.0	(26)	.0	(26)	.0	539	.0	.0	.0	.2	10/01/2020	1	
31417Y-TE-7	FNMA Pool MA0548 MBS 3.500% 10/01/20		02/01/2014	Paydown		463	463	487	485	.0	(23)	.0	(23)	.0	463	.0	.0	.0	.3	10/01/2020	1	
31417Y-TE-7	FNMA Pool MA0548 MBS 3.500% 10/01/20		03/01/2014	Paydown		472	472	497	495	.0	(23)	.0	(23)	.0	472	.0	.0	.0	.4	10/01/2020	1	
31417Y-UB-1	FNMA Pool MA0577 MBS 3.500% 11/01/20		01/01/2014	Paydown		1,976	1,976	2,078	2,072	.0	(97)	.0	(97)	.0	1,976	.0	.0	.0	.6	11/01/2020	1	
31417Y-UB-1	FNMA Pool MA0577 MBS 3.500% 11/01/20		02/01/2014	Paydown		1,729	1,729	1,818	1,813	.0	(84)	.0	(84)	.0	1,729	.0	.0	.0	.1	11/01/2020	1	
31417Y-UB-1	FNMA Pool MA0577 MBS 3.500% 11/01/20		03/01/2014	Paydown		1,889	1,889	1,986	1,981	.0	(92)	.0	(92)	.0	1,889	.0	.0	.0	.17	11/01/2020	1	
31417Y-VX-2	FNMA Pool MA0629 MBS 3.500% 01/01/21		01/01/2014	Paydown		440	440	463	461	.0	(22)	.0	(22)	.0	440	.0	.0	.0	.1	01/01/2021	1	
31417Y-VX-2	FNMA Pool MA0629 MBS 3.500% 01/01/21		02/01/2014	Paydown		420	420	442	441	.0	(21)	.0	(21)	.0	420	.0	.0	.0	.2	01/01/2021	1	
31417Y-VX-2	FNMA Pool MA0629 MBS 3.500% 01/01/21		03/01/2014	Paydown		390	390	410	409	.0	(19)	.0	(19)	.0	390	.0	.0	.0	.3	01/01/2021	1	
31417Y-WQ-6	FNMA Pool MA0654 MBS 3.500% 02/01/21		01/01/2014	Paydown		3,092	3,092	3,252	3,244	.0	(151)	.0	(151)	.0	3,092	.0	.0	.0	.9	02/01/2021	1	
31417Y-WQ-6	FNMA Pool MA0654 MBS 3.500% 02/01/21		02/01/2014	Paydown		3,159	3,159	3,322	3,314	.0	(155)	.0	(155)	.0	3,159	.0	.0	.0	.8	02/01/2021	1	
31417Y-WQ-6	FNMA Pool MA0654 MBS 3.500% 02/01/21		03/01/2014	Paydown		3,057	3,057	3,215	3,207	.0	(150)	.0	(150)	.0	3,057	.0	.0	.0	.27	02/01/2021	1	
31417Y-X9-3	FNMA Pool MA0703 MBS 3.500% 04/01/21		01/01/2014	Paydown		1,098	1,098	1,155	1,152	.0	(54)	.0	(54)	.0	1,098	.0	.0	.0	.3	04/01/2021	1	
31417Y-X9-3	FNMA Pool MA0703 MBS 3.500% 04/01/21		02/01/2014	Paydown		1,002	1,002	1,054	1,052	.0	(49)	.0	(49)	.0	1,002	.0	.0	.0	.6	04/01/2021	1	
31417Y-X9-3	FNMA Pool MA0703 MBS 3.500% 04/01/21		03/01/2014	Paydown		796	796	837	835	.0	(39)	.0	(39)	.0	796	.0	.0	.0	.7	04/01/2021	1	
31417Y-ZE-0	FNMA Pool MA0740 MBS 3.500% 05/01/21		01/01/2014	Paydown		2,080	2,080	2,187	2,182	.0	(102)	.0	(102)	.0	2,080	.0	.0	.0	.6	05/01/2021	1	
31417Y-ZE-0	FNMA Pool MA0740 MBS 3.500% 05/01/21		02/01/2014	Paydown		1,821	1,821	1,915	1,911	.0	(89)	.0	(89)	.0	1,821	.0	.0	.0	.11	05/01/2021	1	
31417Y-ZE-0	FNMA Pool MA0740 MBS 3.500% 05/01/21		03/01/2014	Paydown		1,658	1,658	1,743	1,739	.0	(81)	.0	(81)	.0	1,658	.0	.0	.0	.15	05/01/2021	1	
31418A-M5-4	FNMA Pool MA1279 MBS 3.500% 10/01/22		01/01/2014	Paydown		239	239	251	251	.0	(12)	.0	(12)	.0	239	.0	.0	.0	.1	10/01/2022	1	
31418A-M5-4	FNMA Pool MA1279 MBS 3.500% 10/01/22		02/01/2014	Paydown		238	238	250	249	.0	(12)	.0	(12)	.0	238	.0	.0	.0	.1	10/01/2022	1	
31418A-M5-4	FNMA Pool MA1279 MBS 3.500% 10/01/22		03/01/2014	Paydown		269	269	282	282	.0	(13)	.0	(13)	.0	269	.0	.0	.0	.2	10/01/2022	1	
31419C-HK-2	FNMA Pool AE2033 MBS 3.500% 09/01/20		01/01/2014	Paydown		1,829	1,829	1,923	1,918	.0	(89)	.0	(89)	.0	1,829	.0	.0	.0	.5	09/01/2020	1	
31419C-HK-2	FNMA Pool AE2033 MBS 3.500% 09/01/20		02/01/2014	Paydown		2,773	2,773	2,916	2,908	.0	(135)	.0	(135)	.0	2,773	.0	.0	.0	.16	09/01/2020	1	
31419C-HK-2	FNMA Pool AE2033 MBS 3.500% 09/01/20		03/01/2014	Paydown		3,738	3,738	3,930	3,920	.0	(182)	.0	(182)	.0	3,738	.0	.0	.0	.33	09/01/2020	1	
3199999	Subtotal - Bonds - U.S. Special Revenues						24,786,626	24,131,142	25,720,065	24,247,326	0	(124,406)	0	(124,406)	0	24,761,275	0	25,351	25,351	148,635	XXX	XXX
12189T-AY-0	BURLINGTON NORTH Corp Note Cont Call 5.650% 05/01/17		01/24/2014	Pershing		1,641,458	1,450,000	1,655,867	1,649,467	.0	(4,526)	.0	(4,526)	.0	1,644,942	.0	(3,484)	(3,484)	20,026	05/01/2017	2FE	
126650-CA-6	CVS CAREMARK Corp Note MH 1.200% 12/05/16		01/24/2014	Merrill Lynch		401,724	400,000	399,848	399,852	.0	4	.0	4	.0	399,856	.0	1,868	1,868	720	12/05/2016	2FE	

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STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**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	Consid- eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recogn- ized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	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 Con- tractual Maturity Date	NAIC Desig- nation or Market In- dicator (a)
173090-AE-3	CITIGROUP COMM CGMNT 2006-C4 A1A CMBS 5.783% 03/15/49		01/01/2014	Paydown		3,759	3,759	4,126	4,036	0	(277)	0	(277)	0	3,759	0	0	0	18	03/15/2049	1FM
173090-AE-3	CITIGROUP COMM CGMNT 2006-C4 A1A CMBS 5.783% 03/15/49		02/01/2014	Paydown		3,777	3,777	4,146	4,055	0	(278)	0	(278)	0	3,777	0	0	0	36	03/15/2049	1FM
173090-AE-3	CITIGROUP COMM CGMNT 2006-C4 A1A CMBS 5.783% 03/15/49		03/01/2014	Paydown		5,178	5,178	5,683	5,559	0	(382)	0	(382)	0	5,178	0	0	0	75	03/15/2049	1FM
20030N-AU-5	COMCAST CORP Corp Note Cont Call 6.300% 11/15/17		01/24/2014	Wachovia Bank		3,035,006	2,600,000	3,068,166	3,055,717	0	(8,844)	0	(8,844)	0	3,046,874	0	(11,868)	(11,868)	33,670	11/15/2017	1FE
22545M-AD-9	Credit Suisse Mtg CSMC 2006-C4 A3 CMBS 5.467% 09/15/39		01/01/2014	Paydown		16,079	16,079	17,587	4,774	0	(1,427)	0	(1,427)	0	16,079	0	0	0	75	09/15/2039	1FM
22545M-AD-9	Credit Suisse Mtg CSMC 2006-C4 A3 CMBS 5.467% 09/15/39		02/01/2014	Paydown		5,604	5,604	6,130	1,664	0	(497)	0	(497)	0	5,604	0	0	0	52	09/15/2039	1FM
22545M-AD-9	Credit Suisse Mtg CSMC 2006-C4 A3 CMBS 5.467% 09/15/39		03/01/2014	Paydown		17,680	17,680	19,339	5,249	0	(1,569)	0	(1,569)	0	17,680	0	0	0	244	09/15/2039	1FM
22545Y-AE-1	CREDIT SUISSE MO CSMC 2007-C2 A1A CMBS 5.526% 01/15/49		01/01/2014	Paydown		2,852	2,852	3,079	3,048	0	(196)	0	(196)	0	2,852	0	0	0	13	01/15/2049	1FM
22545Y-AE-1	CREDIT SUISSE MO CSMC 2007-C2 A1A CMBS 5.526% 01/15/49		02/01/2014	Paydown		3,282	3,282	3,543	3,507	0	(225)	0	(225)	0	3,282	0	0	0	30	01/15/2049	1FM
22545Y-AE-1	CREDIT SUISSE MO CSMC 2007-C2 A1A CMBS 5.526% 01/15/49		03/01/2014	Paydown		4,210	4,210	4,545	4,499	0	(289)	0	(289)	0	4,210	0	0	0	58	01/15/2049	1FM
345397-VC-4	FORD MOTOR CRED Corp Note Non Call 8.000% 12/15/16		01/24/2014	Pierpont Securities LLC		1,828,876	1,550,000	1,845,849	1,834,928	0	(7,272)	0	(7,272)	0	1,827,656	0	1,220	1,220	15,156	12/15/2016	2FE
437076-AP-7	HOME DEPOT INC Corp Note Cont Call 5.400% 03/01/16		01/24/2014	Mizuho Investor Sec Co		1,181,006	1,075,000	1,190,702	1,184,825	0	(3,918)	0	(3,918)	0	1,180,907	0	99	99	23,865	03/01/2016	1FE
458140-AL-4	Intel Corp Note MW 12.5BP 1.350% 12/15/17 KINDER MORGAN EN Corp Note MW 2.650%		01/24/2014	CitiGroup		1,567,535	1,575,000	1,571,759	1,571,851	0	60	0	60	0	1,571,911	0	(4,377)	(4,377)	2,599	12/15/2017	1FE
494550-BR-6	Merrill Lynch		01/24/2014	Merrill Lynch		1,392,328	1,400,000	1,406,048	1,405,958	0	(72)	0	(72)	0	1,405,885	0	(13,557)	(13,557)	17,932	02/01/2019	2FE
50180C-AE-0	LB-LBS COMMERCIA LBUBS 2006-C7 A1A CMBS 5.335% 11/15/38		01/11/2014	Paydown		2,165	2,165	2,375	2,338	0	(173)	0	(173)	0	2,165	0	0	0	10	11/15/2038	1FM
50180C-AE-0	LB-LBS COMMERCIA LBUBS 2006-C7 A1A CMBS 5.335% 11/15/38		02/11/2014	Paydown		2,173	2,173	2,384	2,346	0	(173)	0	(173)	0	2,173	0	0	0	19	11/15/2038	1FM
50180C-AE-0	LB-LBS COMMERCIA LBUBS 2006-C7 A1A CMBS 5.335% 11/15/38		03/11/2014	Paydown		12,251	12,251	13,438	13,228	0	(976)	0	(976)	0	12,251	0	0	0	163	11/15/2038	1FM
61751X-AB-6	Morgan Stanley MSC 2007-T25 A1A CMBS 5.509% 11/12/49		01/01/2014	Paydown		2,219	2,219	2,467	2,410	0	(191)	0	(191)	0	2,219	0	0	0	10	11/12/2049	1FM
61751X-AB-6	Morgan Stanley MSC 2007-T25 A1A CMBS 5.509% 11/12/49		02/01/2014	Paydown		2,230	2,230	2,479	2,422	0	(192)	0	(192)	0	2,230	0	0	0	20	11/12/2049	1FM
61751X-AB-6	Morgan Stanley MSC 2007-T25 A1A CMBS 5.509% 11/12/49		03/01/2014	Paydown		2,944	2,944	3,272	3,198	0	(253)	0	(253)	0	2,944	0	0	0	41	11/12/2049	1FM
64033G-AA-9	NELNET STUDENT L NSLT 2013-5A A ABS Prv Plc 0.784% 01/25/37		01/27/2014	Paydown		4,999	4,999	4,938	4,939	0	60	0	60	0	4,999	0	0	0	4	01/25/2037	1FE
64033G-AA-9	NELNET STUDENT L NSLT 2013-5A A ABS Prv Plc 0.784% 01/25/37		02/25/2014	Paydown		6,113	6,113	6,038	6,039	0	73	0	73	0	6,113	0	0	0	8	01/25/2037	1FE
64033G-AA-9	NELNET STUDENT L NSLT 2013-5A A ABS Prv Plc 0.784% 01/25/37		03/25/2014	Paydown		10,246	10,246	10,121	10,123	0	123	0	123	0	10,246	0	0	0	20	01/25/2037	1FE
78442G-KE-5	SLM STUDENT LOAN SLMA 2003-12 A5 ABS Prv Plc 0.513% 09/15/22		03/17/2014	Paydown		121,874	121,874	121,798	0	0	76	0	76	0	121,874	0	0	0	161	09/15/2022	1FE
855244-AE-9	STARBUCKS CORP Corp Note MW 0.875% 12/05/16		01/24/2014	Sun Trust Bank		1,669,121	1,675,000	1,671,734	1,671,814	0	83	0	83	0	1,671,896	0	(2,776)	(2,776)	2,198	12/05/2016	1FE
883556-AY-8	THERMO FISHER Corp Note MW 15BP 3.200% 03/01/16		01/24/2014	Cantor Fitzgerald		1,098,542	1,050,000	1,100,537	1,097,982	0	(1,703)	0	(1,703)	0	1,096,280	0	2,262	2,262	13,813	03/01/2016	2FE
913017-BU-2	United Tech Corp Note MW 15BP 1.800% 06/01/17		01/24/2014	Merrill Lynch		2,062,625	2,025,000	2,067,355	2,066,095	0	(909)	0	(909)	0	2,065,186	0	(2,561)	(2,561)	5,873	06/01/2017	1FE
92276M-BA-2	VENTAS REALTY LP Corp Note Call MW 2.000% 02/15/18		01/24/2014	Sun Trust Bank		2,416,003	2,425,000	2,405,802	2,406,270	0	340	0	340	0	2,406,610	0	9,393	9,393	22,094	02/15/2018	2FE
92344S-AK-6	Verizon Wireless Corp Note MW 75BP 8.500% 11/15/18		03/30/2014	Call	127.1350	776,795	611,000	785,807	782,584	0	(5,789)	0	(5,789)	0	776,795	0	0	0	19,476	11/15/2018	1FE

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STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**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-foreign	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	Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	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)	
931422-AJ-8	WALGREEN CO Corp Note MW 20BP 1.800% 09/15/17		01/24/2014	National Financial Services Co		1,083,073	1,075,000	1,081,934	1,081,731	0	(135)	0	(135)	0	1,081,596	0	1,478	1,478	7,203	09/15/2017	2FE	
942683-AG-8	WATSON PHARM INC Corp Note MW 1.875% 10/01/17		01/24/2014	JP Morgan Chase		1,394,512	1,400,000	1,397,648	1,397,720	0	48	0	48	0	1,397,768	0	(3,256)	(3,256)	8,604	10/01/2017	2FE	
055650-BY-3	BP CAPITAL PLC Corp Note Non Call 1.846% 05/05/17	F	01/24/2014	Barclays Group Inc		508,700	500,000	509,200	508,898	0	(202)	0	(202)	0	508,696	0	4	4	2,154	05/05/2017	1FE	
803498-AB-3	Saratoga Inv Corp LTD SARAT 2013-1A A1 CLO Prv Plc 1.537% 10/20/23	F	01/21/2014	Paydown		15	15	15	15	0	0	0	0	0	15	0	0	0	0	10/20/2023	1FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					22,286,954	21,040,650	22,395,759	22,199,141	0	(39,601)	0	(39,601)	0	22,312,508	0	(25,555)	(25,555)	196,440		XXX	
8399997	Total - Bonds - Part 4					228,840,689	225,831,792	230,751,926	200,611,171	0	(196,484)	0	(196,484)	0	229,092,364	0	(251,677)	(251,677)	737,949		XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					228,840,689	225,831,792	230,751,926	200,611,171	0	(196,484)	0	(196,484)	0	229,092,364	0	(251,677)	(251,677)	737,949		XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX	
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX	
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX	
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX	
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0		XXX	
9999999	Totals					228,840,689	XXX	230,751,926	200,611,171	0	(196,484)	0	(196,484)	0	229,092,364	0	(251,677)	(251,677)	737,949		XXX	

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

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Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open  
**N O N E**

Schedule DB - Part B - Section 1 - Futures Contracts Open  
**N O N E**

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made  
**N O N E**

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open  
**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By  
**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To  
**N O N E**

Schedule DL - Part 1 - Reinvested Collateral Assets Owned  
**N O N E**

Schedule DL - Part 2 - Reinvested Collateral Assets Owned  
**N O N E**

STATEMENT AS OF MARCH 31, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE E - PART 1 - CASH**

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Central Bank ..... Jefferson City, MO .....		0.000	0	0	64,106	78,584	78,594	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	12,890,423	15,876,695	14,885,446	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	233,608,630	8,700,873	4,971,382	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	11,102	18,857	954	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	44,288	256,780,303	3,934,888	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	0	0	(61,068,971)	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	(43,130,975)	(49,267,543)	(3,743,772)	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	(16,259,715)	(18,573,107)	(1,397,839)	.XXX.
0199998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	.XXX.
0199999. Totals - Open Depositories	XXX	XXX	0	0	187,227,859	213,614,662	(42,339,318)	.XXX.
0299998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX	0	0	0	0	0	.XXX.
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	.XXX.
0399999. Total Cash on Deposit	XXX	XXX	0	0	187,227,859	213,614,662	(42,339,318)	.XXX.
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	.XXX.
.....								
.....								
.....								
.....								
0599999. Total - Cash	XXX	XXX	0	0	187,227,859	213,614,662	(42,339,318)	.XXX.

