



# HEALTH ANNUAL STATEMENT

FOR THE YEAR ENDED DECEMBER 31, 2012  
OF THE CONDITION AND AFFAIRS OF THE

## Care Improvement Plus South Central Insurance Company

NAIC Group Code 0707 4443 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 AR

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 (City or Town, State, Country and Zip Code)  
(410)625-2200 (Area Code) (Telephone Number)

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

Internet Website Address www.careimprovementplus.com

Statutory Statement Contact Reya Mathew, (443)872-3040  
(Name) (Area Code) (Telephone Number)  
rmathew@xlhealth.com, (410)244-8347  
(E-mail Address) (FAX Number)

### OFFICERS

President John Lawrence Larsen # Chief Financial Officer Mete [NMN] Sahin  
Executive Vice President & Secretary Paul Anthony Serini Treasurer Robert Worth Oberrender #

### OTHER

Daniel Jay Friedman Chief Legal Officer & Assistant Secretary  
Michelle Marie Huntley Dill # Assistant Secretary

### DIRECTORS OR TRUSTEES

Cynthia Longseth Polich # Paul Anthony Serini Mete [NMN] Sahin

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 Michelle Marie Huntley Dill  
President Assistant 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 [ ] No [ ]
- b. If no,
  - 1. State the amendment number.....
  - 2. Date filed.....
  - 3. Number of pages attached.....

**SUMMARY INVESTMENT SCHEDULE**

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement			
	1 Amount	2 Percentage	3 Amount	4 Securities Lending Reinvested Collateral Amount	5 Total (Col. 3 + 4) Amount	6 Percentage
1. Bonds:						
1.1 U.S. treasury securities	64,607,433	15.164	64,607,433		64,607,433	15.164
1.2 U.S. government agency obligations (excluding mortgage-backed securities):						
1.21 Issued by U.S. government agencies	8,128,618	1.908	8,128,618		8,128,618	1.908
1.22 Issued by U.S. government sponsored agencies	48,383,553	11.356	48,383,553		48,383,553	11.356
1.3 Non-U.S. government (including Canada, excluding mortgaged-backed securities)		0.000			0	0.000
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:						
1.41 States, territories and possessions general obligations		0.000			0	0.000
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations		0.000			0	0.000
1.43 Revenue and assessment obligations		0.000			0	0.000
1.44 Industrial development and similar obligations		0.000			0	0.000
1.5 Mortgage-backed securities (includes residential and commercial MBS):						
1.51 Pass-through securities:						
1.511 Issued or guaranteed by GNMA		0.000			0	0.000
1.512 Issued or guaranteed by FNMA and FHLMC		0.000			0	0.000
1.513 All other		0.000			0	0.000
1.52 CMOs and REMICs:						
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA		0.000			0	0.000
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521		0.000			0	0.000
1.523 All other		0.000			0	0.000
2. Other debt and other fixed income securities (excluding short-term):						
2.1 Unaffiliated domestic securities (includes credit tenant loans and hybrid securities)		0.000			0	0.000
2.2 Unaffiliated non-U.S. securities (including Canada)		0.000			0	0.000
2.3 Affiliated securities		0.000			0	0.000
3. Equity interests:						
3.1 Investments in mutual funds		0.000			0	0.000
3.2 Preferred stocks:						
3.21 Affiliated		0.000			0	0.000
3.22 Unaffiliated		0.000			0	0.000
3.3 Publicly traded equity securities (excluding preferred stocks):						
3.31 Affiliated		0.000			0	0.000
3.32 Unaffiliated		0.000			0	0.000
3.4 Other equity securities:						
3.41 Affiliated		0.000			0	0.000
3.42 Unaffiliated		0.000			0	0.000
3.5 Other equity interests including tangible personal property under lease:						
3.51 Affiliated		0.000			0	0.000
3.52 Unaffiliated		0.000			0	0.000
4. Mortgage loans:						
4.1 Construction and land development		0.000			0	0.000
4.2 Agricultural		0.000			0	0.000
4.3 Single family residential properties		0.000			0	0.000
4.4 Multifamily residential properties		0.000			0	0.000
4.5 Commercial loans		0.000			0	0.000
4.6 Mezzanine real estate loans		0.000			0	0.000
5. Real estate investments:						
5.1 Property occupied by company		0.000	0		0	0.000
5.2 Property held for production of income (including \$ of property acquired in satisfaction of debt)		0.000	0		0	0.000
5.3 Property held for sale (including \$ property acquired in satisfaction of debt)		0.000	0		0	0.000
6. Contract loans		0.000	0		0	0.000
7. Derivatives		0.000	0		0	0.000
8. Receivables for securities		0.000	0		0	0.000
9. Securities Lending (Line 10, Asset Page reinvested collateral)		0.000	0	XXX	XXX	XXX
10. Cash, cash equivalents and short-term investments	304,945,748	71.573	304,945,748		304,945,748	71.573
11. Other invested assets		0.000			0	0.000
12. Total invested assets	426,065,352	100.000	426,065,352	0	426,065,352	100.000

Schedule A - Verification - Real Estate

**N O N E**

Schedule B - Verification - Mortgage Loans

**N O N E**

## SCHEDULE BA - VERIFICATION BETWEEN YEARS

Other Long-Term Invested Assets

1.	Book/adjusted carrying value, December 31 of prior year .....	
2.	Cost of acquired:	
2.1	Actual cost at time of acquisition (Part 2, Column 8) .....	
2.2	Additional investment made after acquisition (Part 2, Column 9) .....	
3.	Capitalized deferred interest and other:	
3.1	Totals, Part 1, Column 16 .....	
3.2	Totals, Part 3, Column 12 .....	
4.	Accrual of discount .....	
5.	Unrealized valuation increase (decrease):	
5.1	Totals, Part 1, Column 13 .....	
5.2	Totals, Part 3, Column 9 .....	
6.	Total gain (loss) on disposals, Part 3, Column 19 .....	
7.	Deduct amounts received on disposals, Part 3, Column 16 .....	
8.	Deduct amortization of premium and depreciation .....	
9.	Total foreign exchange change in book/adjusted carrying value:	
9.1	Totals, Part 1, Column 17 .....	
9.2	Totals, Part 3, Column 14 .....	
10.	Deduct current year's other than temporary impairment recognized:	
10.1	Totals, Part 1, Column 15 .....	
10.2	Totals, Part 3, Column 11 .....	
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) .....	

NONE

## SCHEDULE D - VERIFICATION BETWEEN YEARS

Bonds and Stocks

1.	Book/adjusted carrying value, December 31 of prior year .....	108,761,402
2.	Cost of bonds and stocks acquired, Part 3, Column 7 .....	39,492,397
3.	Accrual of discount .....	23,636
4.	Unrealized valuation increase (decrease):	
4.1	Part 1, Column 12 .....	0
4.2	Part 2, Section 1, Column 15 .....	
4.3	Part 2, Section 2, Column 13 .....	
4.4	Part 4, Column 11 .....	0
5.	Total gain (loss) on disposals, Part 4, Column 19 .....	43,663
6.	Deduction consideration for bonds and stocks disposed of, Part 4, Column 7 .....	25,685,886
7.	Deduct amortization of premium .....	1,515,608
8.	Total foreign exchange change in book/adjusted carrying value:	
8.1	Part 1, Column 15 .....	0
8.2	Part 2, Section 1, Column 19 .....	
8.3	Part 2, Section 2, Column 16 .....	
8.4	Part 4, Column 15 .....	0
9.	Deduct current year's other than temporary impairment recognized:	
9.1	Part 1, Column 14 .....	0
9.2	Part 2, Section 1, Column 17 .....	
9.3	Part 2, Section 2, Column 14 .....	
9.4	Part 4, Column 13 .....	0
10.	Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	121,119,604
11.	Deduct total nonadmitted amounts .....	0
12.	Statement value at end of current period (Line 10 minus Line 11) .....	121,119,604

**SCHEDULE D - SUMMARY BY COUNTRY**

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
<b>BONDS</b>					
Governments (Including all obligations guaranteed by governments)	1. United States .....	64,607,433	64,708,378	64,948,341	63,826,000
	2. Canada .....				
	3. Other Countries .....				
	4. Totals	64,607,433	64,708,378	64,948,341	63,826,000
U.S. States, Territories and Possessions (Direct and guaranteed)	5. Totals	0	0	0	0
U.S. Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	6. Totals	0	0	0	0
U.S. Special revenue and special assessment obligations and all non- guaranteed obligations of agencies and authorities of governments and their political subdivisions	7. Totals	56,512,171	56,630,285	57,551,533	54,725,000
Industrial and Miscellaneous and Hybrid Securities (unaffiliated)	8. United States .....				
	9. Canada .....				
	10. Other Countries .....				
	11. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	12. Totals	0	0	0	0
	13. Total Bonds	121,119,604	121,338,663	122,499,874	118,551,000
<b>PREFERRED STOCKS</b>					
Industrial and Miscellaneous (unaffiliated)	14. United States .....				
	15. Canada .....				
	16. Other Countries .....				
	17. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	18. Totals				
	19. Total Preferred Stocks	0	0	0	0
<b>COMMON STOCKS</b>					
Industrial and Miscellaneous (unaffiliated)	20. United States .....				
	21. Canada .....				
	22. Other Countries .....				
	23. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	24. Totals				
	25. Total Common Stocks	0	0	0	0
	26. Total Stocks	0	0	0	0
	27. Total Bonds and Stocks	121,119,604	121,338,663	122,499,874	

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 1A - SECTION 1**

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>1. U.S. Governments</b>											
1.1 Class 1	60,204,445	34,974,139				95,178,584	62.7	317,394,546	100.0	95,178,583	1
1.2 Class 2						0	0.0	0	0.0		0
1.3 Class 3						0	0.0	0	0.0		0
1.4 Class 4						0	0.0	0	0.0		0
1.5 Class 5						0	0.0	0	0.0		0
1.6 Class 6						0	0.0	0	0.0		0
1.7 Totals	60,204,445	34,974,139	0	0	0	95,178,584	62.7	317,394,546	100.0	95,178,583	1
<b>2. All Other Governments</b>											
2.1 Class 1						0	0.0	0	0.0		0
2.2 Class 2						0	0.0	0	0.0		0
2.3 Class 3						0	0.0	0	0.0		0
2.4 Class 4						0	0.0	0	0.0		0
2.5 Class 5						0	0.0	0	0.0		0
2.6 Class 6						0	0.0	0	0.0		0
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>3. U.S. States, Territories and Possessions etc., Guaranteed</b>											
3.1 Class 1						0	0.0	0	0.0		0
3.2 Class 2						0	0.0	0	0.0		0
3.3 Class 3						0	0.0	0	0.0		0
3.4 Class 4						0	0.0	0	0.0		0
3.5 Class 5						0	0.0	0	0.0		0
3.6 Class 6						0	0.0	0	0.0		0
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed</b>											
4.1 Class 1						0	0.0	0	0.0		0
4.2 Class 2						0	0.0	0	0.0		0
4.3 Class 3						0	0.0	0	0.0		0
4.4 Class 4						0	0.0	0	0.0		0
4.5 Class 5						0	0.0	0	0.0		0
4.6 Class 6						0	0.0	0	0.0		0
4.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>5. U.S. Special Revenue &amp; Special Assessment Obligations, etc., Non-Guaranteed</b>											
5.1 Class 1	19,113,535	37,398,637				56,512,172	37.3	0	0.0	56,512,172	0
5.2 Class 2						0	0.0	0	0.0		0
5.3 Class 3						0	0.0	0	0.0		0
5.4 Class 4						0	0.0	0	0.0		0
5.5 Class 5						0	0.0	0	0.0		0
5.6 Class 6						0	0.0	0	0.0		0
5.7 Totals	19,113,535	37,398,637	0	0	0	56,512,172	37.3	0	0.0	56,512,172	0

S105

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 1A - SECTION 1 (Continued)**

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>6. Industrial &amp; Miscellaneous (Unaffiliated)</b>											
6.1 Class 1						0	0.0	0	0.0		0
6.2 Class 2						0	0.0	0	0.0		0
6.3 Class 3						0	0.0	0	0.0		0
6.4 Class 4						0	0.0	0	0.0		0
6.5 Class 5						0	0.0	0	0.0		0
6.6 Class 6						0	0.0	0	0.0		0
6.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>7. Hybrid Securities</b>											
7.1 Class 1						0	0.0	0	0.0		0
7.2 Class 2						0	0.0	0	0.0		0
7.3 Class 3						0	0.0	0	0.0		0
7.4 Class 4						0	0.0	0	0.0		0
7.5 Class 5						0	0.0	0	0.0		0
7.6 Class 6						0	0.0	0	0.0		0
7.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>8. Parent, Subsidiaries and Affiliates</b>											
8.1 Class 1						0	0.0	0	0.0		0
8.2 Class 2						0	0.0	0	0.0		0
8.3 Class 3						0	0.0	0	0.0		0
8.4 Class 4						0	0.0	0	0.0		0
8.5 Class 5						0	0.0	0	0.0		0
8.6 Class 6						0	0.0	0	0.0		0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 1A - SECTION 1 (Continued)**

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
<b>9. Total Bonds Current Year</b>											
9.1 Class 1	(d) 79,317,980	72,372,776	0	0	0	151,690,756	100.0	XXX	XXX	151,690,755	1
9.2 Class 2	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.3 Class 3	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 Class 4	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 Class 5	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.6 Class 6	(d) 0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.7 Totals	79,317,980	72,372,776	0	0	0	151,690,756	100.0	XXX	XXX	151,690,755	1
9.8 Line 9.7 as a % of Col. 6	52.3	47.7	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
<b>10. Total Bonds Prior Year</b>											
10.1 Class 1	227,426,167	89,968,379	0	0	0	XXX	XXX	317,394,546	100.0	317,394,546	0
10.2 Class 2	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.3 Class 3	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.4 Class 4	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.5 Class 5	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.6 Class 6	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.7 Totals	227,426,167	89,968,379	0	0	0	XXX	XXX	317,394,546	100.0	317,394,546	0
10.8 Line 10.7 as a % of Col. 8	71.7	28.3	0.0	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
<b>11. Total Publicly Traded Bonds</b>											
11.1 Class 1	79,317,980	72,372,775				151,690,755	100.0	317,394,546	100.0	151,690,755	XXX
11.2 Class 2						0	0.0	0	0.0	0	XXX
11.3 Class 3						0	0.0	0	0.0	0	XXX
11.4 Class 4						0	0.0	0	0.0	0	XXX
11.5 Class 5						0	0.0	0	0.0	0	XXX
11.6 Class 6						0	0.0	0	0.0	0	XXX
11.7 Totals	79,317,980	72,372,775	0	0	0	151,690,755	100.0	317,394,546	100.0	151,690,755	XXX
11.8 Line 11.7 as a % of Col. 6	52.3	47.7	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.9 Line 11.7 as a % of Line 9.7, Col. 6, Section 9	52.3	47.7	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
<b>12. Total Privately Placed Bonds</b>											
12.1 Class 1	0	1	0	0	0	1	0.0	0	0.0	XXX	1
12.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.7 Totals	0	1	0	0	0	1	0.0	0	0.0	XXX	1
12.8 Line 12.7 as a % of Col. 6	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.9 Line 12.7 as a % of Line 9.7, Col. 6, Section 9	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

(a) Includes \$ ..... freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.  
 (b) Includes \$ ..... current year, \$ ..... prior year of bonds with Z designations and \$ ..... , current year \$ ..... prior year of bonds with Z\* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z\*" means the SVO could not evaluate the obligation because valuation procedures for the security class are under regulatory review.  
 (c) Includes \$ ..... current year, \$ ..... prior year of bonds with 5\* designations and \$ ..... , current year \$ ..... prior year of bonds with 6\* designations. "5\*" means the NAIC designation was assigned by the (SVO) in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6\*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.  
 (d) Includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ ..... ; NAIC 2 \$ ..... ; NAIC 3 \$ ..... ; NAIC 4 \$ ..... ; NAIC 5 \$ ..... ; NAIC 6 \$ .....

S107

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 1A - SECTION 2**

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>1. U.S. Governments</b>											
1.1 Issuer Obligations .....	60,204,445	34,974,139				95,178,584	62.7	317,394,546	100.0	95,178,583	1
1.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
1.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
1.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
1.5 Totals	60,204,445	34,974,139	0	0	0	95,178,584	62.7	317,394,546	100.0	95,178,583	1
<b>2. All Other Governments</b>											
2.1 Issuer Obligations .....						0	0.0	0	0.0	0	0
2.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
2.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
2.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
2.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>3. U.S. States, Territories and Possessions, Guaranteed</b>											
3.1 Issuer Obligations .....						0	0.0	0	0.0	0	0
3.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
3.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
3.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
3.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>4. U.S. Political Subdivisions of States, Territories and Possessions, Guaranteed</b>											
4.1 Issuer Obligations .....						0	0.0	0	0.0	0	0
4.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
4.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
4.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
4.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>5. U.S. Special Revenue &amp; Special Assessment Obligations etc., Non-Guaranteed</b>											
5.1 Issuer Obligations .....	19,113,535	37,398,637				56,512,172	37.3	0	0.0	56,512,172	0
5.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
5.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
5.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
5.5 Totals	19,113,535	37,398,637	0	0	0	56,512,172	37.3	0	0.0	56,512,172	0
<b>6. Industrial and Miscellaneous</b>											
6.1 Issuer Obligations .....						0	0.0	0	0.0	0	0
6.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
6.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
6.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
6.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>7. Hybrid Securities</b>											
7.1 Issuer Obligations .....						0	0.0	0	0.0	0	0
7.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
7.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
7.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
7.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
<b>8. Parent, Subsidiaries and Affiliates</b>											
8.1 Issuer Obligations .....						0	0.0	0	0.0	0	0
8.2 Residential Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
8.3 Commercial Mortgage-Backed Securities .....						0	0.0	0	0.0	0	0
8.4 Other Loan-Backed and Structured Securities .....						0	0.0	0	0.0	0	0
8.5 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 1A - SECTION 2 (Continued)**

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 9.5	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
<b>9. Total Bonds Current Year</b>											
9.1 Issuer Obligations	79,317,980	72,372,776	0	0	0	151,690,756	100.0	XXX	XXX	151,690,755	1
9.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	XXX	XXX	0	0
9.5 Totals	79,317,980	72,372,776	0	0	0	151,690,756	100.0	XXX	XXX	151,690,755	1
9.6 Line 9.5 as a % of Col. 6	52.3	47.7	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	0.0
<b>10. Total Bonds Prior Year</b>											
10.1 Issuer Obligations	227,426,167	89,968,379	0	0	0	XXX	XXX	317,394,546	100.0	317,394,546	0
10.2 Residential Mortgage-Backed Securities	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	XXX	XXX	0	0.0	0	0
10.5 Totals	227,426,167	89,968,379	0	0	0	XXX	XXX	317,394,546	100.0	317,394,546	0
10.6 Line 10.5 as a % of Col. 8	71.7	28.3	0.0	0.0	0.0	XXX	XXX	100.0	XXX	100.0	0.0
<b>11. Total Publicly Traded Bonds</b>											
11.1 Issuer Obligations	79,317,980	72,372,775				151,690,755	100.0	317,394,546	100.0	151,690,755	XXX
11.2 Residential Mortgage-Backed Securities						0	0.0	0	0.0	0	XXX
11.3 Commercial Mortgage-Backed Securities						0	0.0	0	0.0	0	XXX
11.4 Other Loan-Backed and Structured Securities						0	0.0	0	0.0	0	XXX
11.5 Totals	79,317,980	72,372,775	0	0	0	151,690,755	100.0	317,394,546	100.0	151,690,755	XXX
11.6 Line 11.5 as a % of Col. 6	52.3	47.7	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
11.7 Line 11.5 as a % of Line 9.5, Col. 6, Section 9	52.3	47.7	0.0	0.0	0.0	100.0	XXX	XXX	XXX	100.0	XXX
<b>12. Total Privately Placed Bonds</b>											
12.1 Issuer Obligations	0	1	0	0	0	1	0.0	0	0.0	XXX	1
12.2 Residential Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.3 Commercial Mortgage-Backed Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.4 Other Loan-Backed and Structured Securities	0	0	0	0	0	0	0.0	0	0.0	XXX	0
12.5 Totals	0	1	0	0	0	1	0.0	0	0.0	XXX	1
12.6 Line 12.5 as a % of Col. 6	0.0	100.0	0.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
12.7 Line 12.5 as a % of Line 9.5, Col. 6, Section 9	0.0	0.0	0.0	0.0	0.0	0.0	XXX	XXX	XXX	XXX	0.0

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE DA - VERIFICATION BETWEEN YEARS**

Short-Term Investments

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year .....	208,633,144	208,633,144	0	0	0
2. Cost of short-term investments acquired .....	1,832,001,034	1,832,001,034			
3. Accrual of discount .....	0				
4. Unrealized valuation increase (decrease) .....	0				
5. Total gain (loss) on disposals .....	0				
6. Deduct consideration received on disposals .....	2,010,027,706	2,010,027,706			
7. Deduct amortization of premium .....	35,321	35,321			
8. Total foreign exchange change in book/adjusted carrying value .....	0				
9. Deduct current year's other than temporary impairment recognized .....	0				
10. Book adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	30,571,151	30,571,151	0	0	0
11. Deduct total nonadmitted amounts .....	0				
12. Statement value at end of current period (Line 10 minus Line 11)	30,571,151	30,571,151	0	0	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

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

**N O N E**

Schedule A - Part 1 - Real Estate Owned

**N O N E**

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 1 - Mortgage Loans Owned

**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made

**N O N E**

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

**N O N E**

Schedule BA - Part 1 - Other Long-Term Invested Assets Owned

**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired and Additions Made

**N O N E**

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

**N O N E**

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 1**

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22
CUSIP Identification	Description	C o d e	F o r e i g n	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	When Paid	Admitted Amount Due and Accrued	Amount Received During Year	Acquired	Stated Contractual Maturity Date
912828-GH-7	US Treasury Note	DR			1	1,748,906	117.0000	1,748,085	1,500,000	1,746,818		(2,088)			4.625	0.580	FA	26,204		12/18/2012	02/15/2017
912828-HQ-6	US Treasury Note	DR			1	1,182,976	100.0000	1,153,705	1,151,000	1,153,586		(29,391)			2.875	0.118	JJ	13,848	19,996	01/30/2012	01/31/2013
912828-MZ-0	US Treasury Note				1	8,319,250	105.0000	8,172,303	7,775,000	8,150,875		(161,366)			2.500	0.412	AO	33,291	194,375	12/14/2011	04/30/2015
912828-NC-0	US Treasury Note				1	8,132,188	100.0000	8,038,480	8,000,000	8,034,551		(93,790)			1.375	0.207	MN	14,282	110,000	12/15/2011	05/15/2013
912828-PS-3	US Treasury Note				1	1,686,188	105.0000	1,679,264	1,600,000	1,678,239		(7,948)			2.000	0.402	JJ	13,391		09/06/2012	01/31/2016
912828-PZ-7	US Treasury Note				1	8,097,900	101.0000	8,100,640	8,000,000	8,052,727		(44,314)			1.250	0.697	MS	29,834	100,000	12/16/2011	03/15/2014
912828-RD-4	US Treasury Note				1	7,989,688	100.0000	7,999,440	8,000,000	7,996,006		6,070			0.125	0.201	FA	3,398	10,000	12/16/2011	08/31/2013
912828-RK-8	US Treasury Note				1	3,891,621	100.0000	3,899,571	3,900,000	3,896,140		4,518			0.125	0.258	MS	1,246	4,875	02/16/2012	09/30/2013
912828-RS-1	US Treasury Note				1	8,556,346	100.0000	8,556,413	8,550,000	8,553,012		(3,262)			0.250	0.211	MN	1,879	21,375	01/19/2012	11/30/2013
912828-SB-7	US Treasury Note				1	7,095,563	100.0000	7,105,609	7,100,000	7,097,167		1,605			0.250	0.287	JJ	7,428	8,875	05/18/2012	01/31/2014
912828-SR-2	US Treasury Note				1	8,247,715	100.0000	8,254,868	8,250,000	8,248,312		597			0.250	0.265	AO	3,532	10,313	08/15/2012	04/30/2014
0199999	Subtotal - Bonds - U.S. Governments - Issuer Obligations					64,948,341	XXX	64,708,378	63,826,000	64,607,433	0	(329,369)	0	0	XXX	XXX	XXX	148,333	479,809	XXX	XXX
0599999	Total - U.S. Government Bonds					64,948,341	XXX	64,708,378	63,826,000	64,607,433	0	(329,369)	0	0	XXX	XXX	XXX	148,333	479,809	XXX	XXX
1099999	Total - All Other Government Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
1799999	Total - U.S. States, Territories and Possessions Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
2499999	Total - U.S. Political Subdivisions Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
31331G-TJ-8	FFC Note Non Call				1	8,400,533	102.0000	8,180,800	8,000,000	8,214,625		(166,185)			2.625	0.537	AO	43,167	210,000	12/15/2011	04/17/2014
31331K-AH-3	FFC Note Non Call				1	8,036,500	101.0000	8,084,960	8,000,000	8,023,447		(20,489)			1.125	0.869	FA	31,000	90,000	12/16/2011	02/27/2014
31331V-GU-4	FFC Note Non Call				1	8,264,200	113.0000	8,126,424	7,200,000	8,128,618		(135,582)			4.875	0.476	JD	14,625	175,500	08/06/2012	12/16/2015
313373-JR-4	FHLB Note Non Call				1FE	8,253,300	102.0000	8,213,083	8,075,000	8,175,994		(71,768)			1.375	0.481	MN	10,178	111,031	12/13/2011	05/28/2014
3133XL-JP-9	FHLB Note Non Call				1FE	5,084,100	109.0000	4,885,335	4,500,000	4,855,953		(219,049)			5.500	0.577	FA	94,875	247,500	12/15/2011	08/13/2014
3133XR-X8-8	FHLB Note Non Call				1FE	5,320,450	103.0000	5,129,650	5,000,000	5,121,731		(181,416)			4.000	0.394	MS	63,889	200,000	12/16/2011	09/06/2013
3133XW-7L-7	FHLB Note Non Call				1FE	3,505,200	100.0000	3,451,863	3,450,000	3,451,137		(27,906)			1.500	0.689	JJ	23,719	51,750	01/20/2011	01/16/2013
3133XX-YX-9	FHLB Note Non Call				1FE	7,139,300	101.0000	7,057,330	7,000,000	7,040,135		(74,787)			1.875	0.651	JD	3,646	131,250	03/07/2012	06/21/2013
3137EA-C6-2	FHLMC Note Non Call				1	3,547,950	100.0000	3,500,840	3,500,000	3,500,531		(24,435)			1.375	0.675	JJ	22,993	48,125	01/19/2011	01/09/2013
2599999	Subtotal - Bonds - U.S. Special Revenues - Issuer Obligations					57,551,533	XXX	56,630,285	54,725,000	56,512,171	0	(921,617)	0	0	XXX	XXX	XXX	308,092	1,265,156	XXX	XXX
3199999	Total - U.S. Special Revenues Bonds					57,551,533	XXX	56,630,285	54,725,000	56,512,171	0	(921,617)	0	0	XXX	XXX	XXX	308,092	1,265,156	XXX	XXX
3899999	Total - Industrial and Miscellaneous (Unaffiliated) Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
4899999	Total - Hybrid Securities					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
5599999	Total - Parent, Subsidiaries and Affiliates Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
7799999	Total - Issuer Obligations					122,499,874	XXX	121,338,663	118,551,000	121,119,604	0	(1,250,986)	0	0	XXX	XXX	XXX	456,425	1,744,965	XXX	XXX
7899999	Total - Residential Mortgage-Backed Securities					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
7999999	Total - Commercial Mortgage-Backed Securities					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
8099999	Total - Other Loan-Backed and Structured Securities					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX
8399999	Total Bonds					122,499,874	XXX	121,338,663	118,551,000	121,119,604	0	(1,250,986)	0	0	XXX	XXX	XXX	456,425	1,744,965	XXX	XXX

E10

Schedule D - Part 2 - Section 1 - Preferred Stocks Owned

**N O N E**

Schedule D - Part 2 - Section 2 - Common Stocks Owned

**N O N E**

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 3**

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

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
912828-GH-7	US Treasury Note 4.625% 02/15/17		12/18/2012	Bank New York Mellon		1,748,906	1,500,000	23,753
912828-HQ-6	US Treasury Note 2.875% 01/31/13		01/12/2012	Goldman Sachs		123,441	120,000	1,556
912828-HQ-6	US Treasury Note 2.875% 01/31/13		01/18/2012	Goldman Sachs		123,398	120,000	1,613
912828-HQ-6	US Treasury Note 2.875% 01/31/13		01/26/2012	Central Bank		626,821	610,000	
912828-HQ-6	US Treasury Note 2.875% 01/31/13		01/30/2012	US Bancorp		309,316	301,000	
912828-PS-3	US Treasury Note 2.000% 01/31/16		09/06/2012	Goldman Sachs		1,686,188	1,600,000	3,304
912828-PK-8	US Treasury Note 0.125% 09/30/13		02/16/2012	Goldman Sachs		3,891,621	3,900,000	1,865
912828-PS-1	US Treasury Note 0.250% 11/30/13		01/19/2012	Goldman Sachs		3,802,078	3,800,000	1,324
912828-SB-7	US Treasury Note 0.250% 01/31/14		05/18/2012	Goldman Sachs		7,095,563	7,100,000	5,413
912828-SR-2	US Treasury Note 0.250% 04/30/14		05/10/2012	Goldman Sachs		3,749,121	3,750,000	280
912828-SR-2	US Treasury Note 0.250% 04/30/14		08/15/2012	Goldman Sachs		4,498,594	4,500,000	3,302
<b>0599999. Subtotal - Bonds - U.S. Governments</b>						27,655,047	27,301,000	42,410
31331V-GU-4	FFC Note Non Call 4.875% 12/16/15		07/09/2012	Goldman Sachs		3,672,320	3,200,000	10,400
31331V-GU-4	FFC Note Non Call 4.875% 12/16/15		08/06/2012	Goldman Sachs		4,591,880	4,000,000	27,625
3133XX-YX-9	FHLB Note Non Call 1.875% 06/21/13		03/07/2012	Goldman Sachs		3,573,150	3,500,000	14,036
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>						11,837,350	10,700,000	52,061
<b>8399997. Total - Bonds - Part 3</b>						39,492,397	38,001,000	94,471
<b>8399998. Total - Bonds - Part 5</b>								
<b>8399999. Total - Bonds</b>						39,492,397	38,001,000	94,471
<b>8999997. Total - Preferred Stocks - Part 3</b>						0	XXX	0
<b>8999998. Total - Preferred Stocks - Part 5</b>							XXX	
<b>8999999. Total - Preferred Stocks</b>						0	XXX	0
<b>9799997. Total - Common Stocks - Part 3</b>						0	XXX	0
<b>9799998. Total - Common Stocks - Part 5</b>							XXX	
<b>9799999. Total - Common Stocks</b>						0	XXX	0
<b>9899999. Total - Preferred and Common Stocks</b>						0	XXX	0
<b>9999999 - Totals</b>						39,492,397	XXX	94,471

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 4**

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	
										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	
912828-GF-1	US Treasury Note 4.750% 01/31/12		01/31/2012	Maturity		120,000	120,000	125,654	120,459		(459)		(459)		120,000			0	2,850	01/31/2012	
912828-GF-1	US Treasury Note 4.750% 01/31/12		01/31/2012	Maturity		610,000	610,000	638,739	612,331		(2,331)		(2,331)		610,000			0	14,488	01/31/2012	
912828-GF-1	US Treasury Note 4.750% 01/31/12		01/31/2012	Maturity		301,000	301,000	315,181	302,150		(1,150)		(1,150)		301,000			0	7,149	01/31/2012	
912828-GF-1	US Treasury Note 4.750% 01/31/12		01/31/2012	Maturity		120,000	120,000	125,654	120,459		(459)		(459)		120,000			0	2,850	01/31/2012	
912828-GZ-7	US Treasury Note 4.625% 07/31/12		07/31/2012	Maturity		3,500,000	3,500,000	3,693,200	3,585,248		(85,248)		(85,248)		3,500,000			0	161,875	07/31/2012	
912828-NB-2	US Treasury Note 1.000% 04/30/12		04/30/2012	Maturity		3,500,000	3,500,000	3,527,300	3,508,199		(8,199)		(8,199)		3,500,000			0	17,500	04/30/2012	
912828-NQ-9	US Treasury Note 0.625% 07/31/12		07/31/2012	Maturity		3,500,000	3,500,000	3,509,707	3,503,701		(3,701)		(3,701)		3,500,000			0	21,875	07/31/2012	
<b>0599999. Subtotal - Bonds - U.S. Governments</b>						11,651,000	11,651,000	11,935,435	11,752,547	0	(101,547)	0	(101,547)	0	11,651,000	0	0	0	228,587	XXX	
3133XL-JP-9	FHLB Note Non Call 5.500% 08/13/14		05/18/2012	Goldman Sachs		3,892,806	3,500,000	3,954,300	3,947,224		(65,924)		(65,924)		3,881,299		11,505	11,505	148,653	08/13/2014	
3133XR-XB-8	FHLB Note Non Call 4.000% 09/06/13		05/18/2012	Goldman Sachs		3,142,080	3,000,000	3,213,600	3,142,964		(33,042)		(33,042)		3,109,922		32,158	32,158	85,000	09/06/2013	
31398A-P7-1	FNMA Note Non Call 1.250% 06/22/12		06/22/2012	Maturity		3,500,000	3,500,000	3,539,900	3,513,327		(13,327)		(13,327)		3,500,000			0	21,875	06/22/2012	
31398A-YM-8	FNMA Note Non Call 1.750% 08/10/12		08/10/2012	Maturity		3,500,000	3,500,000	3,560,900	3,527,150		(27,150)		(27,150)		3,500,000			0	61,250	08/10/2012	
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>						14,034,886	13,500,000	14,268,700	14,130,665	0	(139,443)	0	(139,443)	0	13,991,221	0	43,663	43,663	316,778	XXX	
<b>8399997. Total - Bonds - Part 4</b>						25,685,886	25,151,000	26,204,135	25,883,212	0	(240,990)	0	(240,990)	0	25,642,221	0	43,663	43,663	545,365	XXX	
<b>8399998. Total - Bonds - Part 5</b>																				XXX	
<b>8399999. Total - Bonds</b>						25,685,886	25,151,000	26,204,135	25,883,212	0	(240,990)	0	(240,990)	0	25,642,221	0	43,663	43,663	545,365	XXX	
<b>8999997. Total - Preferred Stocks - Part 4</b>						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
<b>8999998. Total - Preferred Stocks - Part 5</b>							XXX														XXX
<b>8999999. Total - Preferred Stocks</b>						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
<b>9799997. Total - Common Stocks - Part 4</b>						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
<b>9799998. Total - Common Stocks - Part 5</b>							XXX														XXX
<b>9799999. Total - Common Stocks</b>						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
<b>9899999. Total - Preferred and Common Stocks</b>						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
<b>9999999 - Totals</b>						25,685,886	XXX	26,204,135	25,883,212	0	(240,990)	0	(240,990)	0	25,642,221	0	43,663	43,663	545,365	XXX	

Schedule D - Part 5 - Long Term Bonds and Stocks Acquired and Fully Disposed Of

**N O N E**

Schedule D-Part 6-Section 1-Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

**N O N E**

Schedule D - Part 6 - Section 2

**N O N E**

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE DA - PART 1**

Showing All SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	2	Codes		5	6	7	8	Change in Book/Adjusted Carrying Value				13	14	Interest					21	
		3	4					9	10	11	12			15	16	17	18	19		20
CUSIP Identi- fication	Description	Code	For- eign	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	Non- Admitted Due and Accrued	Rate of	Effective Rate of	When Paid	Amount Received During Year	Paid for Accrued Interest
0599999. Total - U.S. Government Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
1099999. Total - All Other Government Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
1799999. Total - U.S. States, Territories and Possessions Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
2499999. Total - U.S. Political Subdivisions Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
3199999. Total - U.S. Special Revenues Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
3899999. Total - Industrial and Miscellaneous (Unaffiliated) Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
4899999. Total - Hybrid Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
5599999. Total - Parent, Subsidiaries and Affiliates Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
7799999. Total - Issuer Obligations							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
7899999. Total - Residential Mortgage-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
7999999. Total - Commercial Mortgage-Backed Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8099999. Total - Other Loan-Backed and Structured Securities							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8399999. Total Bonds							0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
8699999. Total - Parent, Subsidiaries and Affiliates							0	0	0	0	0	XXX	0	0	0	XXX	XXX	XXX	0	0
09248U-71-8 ...	BlackRock Liquidity Funds T-Fund Port .....			..12/31/2012 ..	No Broker .....															4,165
38141W-32-3 ...	Goldman Sachs Treasury Obligations Fund .....			..12/31/2012 ..	No Broker .....		30,571,151						30,571,151							913
94975H-29-6 ...	Wells Fargo Treasury Plus MMKT Fund - Inst .....			..10/02/2012 ..	US Bancorp .....															
8899999. Subtotal - Exempt Money Market Mutual Funds							30,571,151	0	0	0	0	XXX	30,571,151	0	0	XXX	XXX	XXX	5,078	0
9199999 - Totals							30,571,151	0	0	0	0	XXX	30,571,151	0	0	XXX	XXX	XXX	5,078	0

E17

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

**N O N E**

Schedule DB - Part A - Section 2 - Options, Caps, Floors, Collars, Swaps and Forwards Terminated

**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 B - Section 2 - Futures Contracts Terminated

**N O N E**

Schedule DB - Part B - Section 2B - Brokers with whom cash deposits have been made

**N O N E**

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open

**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**



**SCHEDULE E - PART 2 - CASH EQUIVALENTS**

Show Investments Owned December 31 of Current Year

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due and Accrued	8 Amount Received During Year
<b>NONE</b>							
8699999 - Total Cash Equivalents							

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE E - PART 3 - SPECIAL DEPOSITS**

States, Etc.	1 Type of Deposit	2 Purpose of Deposit	Deposits For the Benefit of All Policyholders		All Other Special Deposits	
			3 Book/Adjusted Carrying Value	4 Fair Value	5 Book/Adjusted Carrying Value	6 Fair Value
1. Alabama	AL					
2. Alaska	AK					
3. Arizona	AZ					
4. Arkansas	AR	B Ar 23.63.908/Ar rsd ins code, sec.23-63-206	1,867,088	1,868,367		
5. California	CA					
6. Colorado	CO					
7. Connecticut	CT					
8. Delaware	DE					
9. District of Columbia	DC					
10. Florida	FL					
11. Georgia	GA	B Ga ins code 33-3-8 b 1			120,270	120,282
12. Hawaii	HI					
13. Idaho	ID					
14. Illinois	IL					
15. Indiana	IN					
16. Iowa	IA					
17. Kansas	KS					
18. Kentucky	KY					
19. Louisiana	LA					
20. Maine	ME					
21. Maryland	MD					
22. Massachusetts	MA					
23. Michigan	MI					
24. Minnesota	MN					
25. Mississippi	MS					
26. Missouri	MO	B Mo 376.290			611,370	611,434
27. Montana	MT					
28. Nebraska	NE					
29. Nevada	NV					
30. New Hampshire	NH					
31. New Jersey	NJ					
32. New Mexico	NM					
33. New York	NY					
34. North Carolina	NC					
35. North Dakota	ND					
36. Ohio	OH					
37. Oklahoma	OK					
38. Oregon	OR					
39. Pennsylvania	PA					
40. Rhode Island	RI					
41. South Carolina	SC	B Sc 38-33-130			301,676	301,707
42. South Dakota	SD					
43. Tennessee	TN					
44. Texas	TX					
45. Utah	UT					
46. Vermont	VT					
47. Virginia	VA					
48. Washington	WA					
49. West Virginia	WV					
50. Wisconsin	WI					
51. Wyoming	WY					
52. American Samoa	AS					
53. Guam	GU					
54. Puerto Rico	PR					
55. U.S. Virgin Islands	VI					
56. Northern Mariana Islands	MP					
57. Canada	CAN					
58. Aggregate Alien and Other	OT	XXX	0	0	0	0
59. Subtotal	XXX	XXX	1,867,088	1,868,367	1,033,316	1,033,423
DETAILS OF WRITE-INS						
5801.						
5802.						
5803.						
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	XXX	0	0	0	0
5899. Totals (Lines 5801 thru 5803 plus 5898)(Line 58 above)	XXX	XXX	0	0	0	0

## ALPHABETICAL INDEX

### ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business .....	7
Assets .....	2
Cash Flow .....	6
Exhibit 1 - Enrollment By Product Type for Health Business Only .....	17
Exhibit 2 - Accident and Health Premiums Due and Unpaid .....	18
Exhibit 3 - Health Care Receivables .....	19
Exhibit 4 - Claims Unpaid and Incentive Pool, Withhold and Bonus .....	20
Exhibit 5 - Amounts Due From Parent, Subsidiaries and Affiliates .....	21
Exhibit 6 - Amounts Due To Parent, Subsidiaries and Affiliates .....	22
Exhibit 7 - Part 1 - Summary of Transactions With Providers .....	23
Exhibit 7 - Part 2 - Summary of Transactions With Intermediaries .....	23
Exhibit 8 - Furniture, Equipment and Supplies Owned .....	24
Exhibit of Capital Gains (Losses) .....	15
Exhibit of Net Investment Income .....	15
Exhibit of Nonadmitted Assets .....	16
Exhibit of Premiums, Enrollment and Utilization (State Page) .....	29
Five-Year Historical Data .....	28
General Interrogatories .....	26
Jurat Page .....	1
Liabilities, Capital and Surplus .....	3
Notes To Financial Statements .....	25
Overflow Page For Write-ins .....	44
Schedule A - Part 1 .....	E01
Schedule A - Part 2 .....	E02
Schedule A - Part 3 .....	E03
Schedule A - Verification Between Years .....	SI02
Schedule B - Part 1 .....	E04
Schedule B - Part 2 .....	E05
Schedule B - Part 3 .....	E06
Schedule B - Verification Between Years .....	SI02
Schedule BA - Part 1 .....	E07
Schedule BA - Part 2 .....	E08
Schedule BA - Part 3 .....	E09
Schedule BA - Verification Between Years .....	SI03
Schedule D - Part 1 .....	E10
Schedule D - Part 1A - Section 1 .....	SI05
Schedule D - Part 1A - Section 2 .....	SI08
Schedule D - Part 2 - Section 1 .....	E11
Schedule D - Part 2 - Section 2 .....	E12
Schedule D - Part 3 .....	E13
Schedule D - Part 4 .....	E14
Schedule D - Part 5 .....	E15
Schedule D - Part 6 - Section 1 .....	E16
Schedule D - Part 6 - Section 2 .....	E16
Schedule D - Summary By Country .....	SI04
Schedule D - Verification Between Years .....	SI03
Schedule DA - Part 1 .....	E17
Schedule DA - Verification Between Years .....	SI10
Schedule DB - Part A - Section 1 .....	E18
Schedule DB - Part A - Section 2 .....	E19
Schedule DB - Part A - Verification Between Years .....	SI11
Schedule DB - Part B - Section 1 .....	E20
Schedule DB - Part B - Section 2 .....	E21
Schedule DB - Part B - Verification Between Years .....	SI11
Schedule DB - Part C - Section 1 .....	SI12
Schedule DB - Part C - Section 2 .....	SI13
Schedule DB - Part D .....	E22
Schedule DB - Verification .....	SI14
Schedule DL - Part 1 .....	E23
Schedule DL - Part 2 .....	E24
Schedule E - Part 1 - Cash .....	E25
Schedule E - Part 2 - Cash Equivalents .....	E26
Schedule E - Part 3 - Special Deposits .....	E27
Schedule E - Verification Between Years .....	SI15

**ANNUAL STATEMENT BLANK (Continued)**

Schedule S - Part 1 - Section 2 .....	30
Schedule S - Part 2 .....	31
Schedule S - Part 3 - Section 2 .....	32
Schedule S - Part 4 .....	33
Schedule S - Part 5 .....	34
Schedule S - Part 6 .....	36
Schedule S - Part 7 .....	37
Schedule T - Part 2 - Interstate Compact .....	39
Schedule T - Premiums and Other Considerations .....	38
Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group .....	40
Schedule Y - Part 1A - Detail of Insurance Holding Company System .....	41
Schedule Y - Part 2 - Summary of Insurer's Transactions With Any Affiliates .....	42
Statement of Revenue and Expenses .....	4
Summary Investment Schedule .....	SI01
Supplemental Exhibits and Schedules Interrogatories .....	43
Underwriting and Investment Exhibit - Part 1 .....	8
Underwriting and Investment Exhibit - Part 2 .....	9
Underwriting and Investment Exhibit - Part 2A .....	10
Underwriting and Investment Exhibit - Part 2B .....	11
Underwriting and Investment Exhibit - Part 2C .....	12
Underwriting and Investment Exhibit - Part 2D .....	13
Underwriting and Investment Exhibit - Part 3 .....	14