



HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2013

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 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 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, (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 Dill Assistant Secretary

DIRECTORS OR TRUSTEES

Cynthia Longseth Polich William Joseph Hnath #

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 JUNE 30, 2013 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	115,802,518		115,802,518	121,119,604
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$217,136,277), cash equivalents (\$) and short-term investments (\$157,695,911)	374,832,188		374,832,188	304,945,748
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	490,634,706	0	490,634,706	426,065,352
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	465,207		465,207	459,735
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	50,823,611	2,796,392	48,027,219	27,900,832
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	234,232		234,232	620,159
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	2,172,402	555,497	1,616,905	19,266,266
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	16,460,973	1,379,027	15,081,946	8,898,309
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	2,146,715		2,146,715	2,075
24. Health care (\$30,034,995) and other amounts receivable	71,669,293	41,634,298	30,034,995	19,213,004
25. Aggregate write-ins for other than invested assets	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	634,607,139	46,365,214	588,241,925	502,425,732
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	634,607,139	46,365,214	588,241,925	502,425,732
DETAILS OF WRITE-INS				
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.				
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)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$102,810 reinsurance ceded)	206,111,574		206,111,574	141,619,932
2. Accrued medical incentive pool and bonus amounts	2,682,871		2,682,871	2,644,221
3. Unpaid claims adjustment expenses	3,514,323		3,514,323	2,660,744
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act	20,259,910		20,259,910	14,505,152
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves	0		0	0
8. Premiums received in advance	0		0	0
9. General expenses due or accrued	5,385,305		5,385,305	6,768,712
10.1 Current federal and foreign income tax payable and interest thereon (including \$0 on realized gains (losses))	26,043,660		26,043,660	8,533,693
10.2 Net deferred tax liability	0		0	0
11. Ceded reinsurance premiums payable			0	154,105
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	0		0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	0		0	0
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	28,820,397		28,820,397	962,538
23. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	292,818,040	0	292,818,040	177,849,097
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,000,000	2,000,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	181,562,960	181,562,960
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	111,860,925	141,013,675
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	295,423,885	324,576,635
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	588,241,925	502,425,732
DETAILS OF WRITE-INS				
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.	XXX	XXX		
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	0	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	1,052,748	527,092	1,108,862
2. Net premium income (including \$ 0 non-health premium income)	XXX	1,174,062,660	784,542,417	1,633,361,127
3. Change in unearned premium reserves and reserve for rate credits	XXX	(5,754,758)	24,550,408	15,873,835
4. Fee-for-service (net of \$ medical expenses)	XXX			
5. Risk revenue	XXX			
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	1,168,307,902	809,092,825	1,649,234,962
Hospital and Medical:				
9. Hospital/medical benefits		843,514,672	496,163,914	1,050,876,999
10. Other professional services		12,201,258	8,776,360	18,184,409
11. Outside referrals				
12. Emergency room and out-of-area				
13. Prescription drugs		105,164,118	67,541,339	93,477,186
14. Aggregate write-ins for other hospital and medical	0	5,851,485	2,742,639	6,562,994
15. Incentive pool, withhold adjustments and bonus amounts		2,129,547	1,093,391	2,485,236
16. Subtotal (Lines 9 to 15)	0	968,861,080	576,317,643	1,171,586,824
Less:				
17. Net reinsurance recoveries		29,142	273,735	567,735
18. Total hospital and medical (Lines 16 minus 17)	0	968,831,938	576,043,908	1,171,019,089
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ 34,014,392 cost containment expenses		65,541,293	58,600,495	102,464,085
21. General administrative expenses		87,996,081	63,382,298	137,560,910
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22)	0	1,122,369,312	698,026,701	1,411,044,084
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	45,938,590	111,066,124	238,190,878
25. Net investment income earned		42,030	95,675	175,538
26. Net realized capital gains (losses) less capital gains tax of \$			28,381	28,381
27. Net investment gains (losses) (Lines 25 plus 26)	0	42,030	124,056	203,919
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			(316,354)	1,252,804
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	45,980,620	110,873,826	239,647,601
31. Federal and foreign income taxes incurred	XXX	15,970,695	36,135,485	77,333,942
32. Net income (loss) (Lines 30 minus 31)	XXX	30,009,925	74,738,341	162,313,659
DETAILS OF WRITE-INS				
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		5,851,485	2,742,639	6,562,994
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	5,851,485	2,742,639	6,562,994
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
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	324,576,635	175,834,561	175,834,559
34. Net income or (loss) from Line 32.....	30,009,925	74,738,341	162,313,659
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....			
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	6,183,638	(10,377,151)	(3,347,858)
39. Change in nonadmitted assets.....	(17,667,536)	(2,287,991)	(10,223,725)
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.....			
44. Capital Changes:			
44.1 Paid in.....	0	0	1,250,000
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	0	(1,250,000)
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....	(40,000,000)		
47. Aggregate write-ins for gains or (losses) in surplus.....	(7,678,777)	(220,915)	0
48. Net change in capital & surplus (Lines 34 to 47).....	(29,152,750)	61,852,284	148,742,076
49. Capital and surplus end of reporting period (Line 33 plus 48)	295,423,885	237,686,845	324,576,635
DETAILS OF WRITE-INS			
4701. Add'l DTA per SSAP 10R paragraph 10e.....		(220,915)	0
4702. Post Audit Correction of Error.....	(7,678,777)		0
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	(7,678,777)	(220,915)	0

STATEMENT AS OF JUNE 30, 2013 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
Cash from Operations			
1. Premiums collected net of reinsurance	1,138,721,450	951,278,951	1,623,174,442
2. Net investment income	907,570	1,143,709	1,984,832
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	1,139,629,020	952,422,660	1,625,159,274
5. Benefit and loss related payments	931,337,239	577,002,558	1,186,526,194
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	106,380,773	86,790,749	233,765,939
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$0 tax on capital gains (losses)	(5,673,998)	11,307,798	75,443,632
10. Total (Lines 5 through 9)	1,032,044,014	675,101,105	1,495,735,765
11. Net cash from operations (Line 4 minus Line 10)	107,585,006	277,321,554	129,423,509
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	23,101,000	15,185,885	25,685,886
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)	23,101,000	15,185,885	25,685,886
13. Cost of investments acquired (long-term only):			
13.1 Bonds	18,654,926	23,294,509	39,492,397
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)	18,654,926	23,294,509	39,492,397
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)	4,446,074	(8,108,624)	(13,806,511)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	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	0
16.6 Other cash provided (applied)	(2,144,641)	(976,514)	1,916,305
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(42,144,641)	(976,514)	1,916,305
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	69,886,440	268,236,416	117,533,303
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	304,945,748	187,412,445	187,412,445
19.2 End of period (Line 18 plus Line 19.1)	374,832,188	455,648,861	304,945,748

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

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STATEMENT AS OF JUNE 30, 2013 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							
Total Members at end of:										
1. Prior Year	99,712	0	0	0	0	0	0	99,712	0	0
2. First Quarter	171,843	0	0	0	0	0	0	171,843	0	0
3. Second Quarter	188,920							188,920		
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	1,052,748							1,052,748		
Total Member Ambulatory Encounters for Period:										
7. Physician	2,385,253							2,385,253		
8. Non-Physician	597,362							597,362		
9. Total	2,982,615	0	0	0	0	0	0	2,982,615	0	0
10. Hospital Patient Days Incurred	292,792							292,792		
11. Number of Inpatient Admissions	35,634							35,634		
12. Health Premiums Written (a)	1,174,062,660							1,174,062,660		
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	1,168,307,902							1,168,307,902		
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	931,752,308							931,752,308		
18. Amount Incurred for Provision of Health Care Services	968,861,080							968,861,080		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$1,174,062,660

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
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	104,009,237	825,623,032	57,116	206,054,458	104,066,353	141,619,932
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	104,009,237	825,623,032	57,116	206,054,458	104,066,353	141,619,932
10. Healthcare receivables (a)	26,870,402	44,798,891	0	0	26,870,402	44,247,772
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	2,090,898	0	554,279	2,128,592	2,645,177	2,644,221
13. Totals (Lines 9-10+11+12)	79,229,733	780,824,141	611,395	208,183,050	79,841,127	100,016,381

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

NOTES TO FINANCIAL STATEMENTS

(in thousands, except capital common share data)

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 State of Arkansas Department of Insurance (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.

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 income and capital and surplus, as illustrated in the table below:

	State of Domicile	June, 30 2013	December, 31 2012
NET INCOME			
(1) Company state basis	Arkansas	\$ 30,010	\$ 162,314
(2) State Prescribed Practices that increase/(decrease) NAIC SAP: Not applicable	Arkansas	-	-
(3) State Permitted Practices that increase/(decrease) NAIC SAP: Not applicable	Arkansas	-	-
(4) NAIC SAP	Arkansas	\$ 30,010	\$ 162,314
SURPLUS			
(5) Company state basis	Arkansas	\$ 295,424	\$ 324,577
(6) State Prescribed Practices that increase/(decrease) NAIC SAP: Not applicable	Arkansas	-	-
(7) State Permitted Practices that increase/(decrease) NAIC SAP: Not applicable	Arkansas	-	-
(8) NAIC SAP	Arkansas	\$ 295,424	\$ 324,577

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

No significant change.

C. Accounting Policy

No significant change.

2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

During 2013 after the submission of the 2012 Annual Statement, the Company determined that it had overstated net premium income related to risk adjusted premiums receivable of approximately \$14,401. This adjustment also affected the calculation of management fee expense and income taxes incurred. As a result, general administrative expenses was overstated by approximately \$2,583, federal income taxes incurred was overstated by approximately \$4,135 and investment fee expense was overstated by approximately \$4 for the year ended December 31, 2012. The impact to net income and total capital and surplus was approximately \$7,679 for 2012. The cumulative effect of this prior year error was corrected by the Company in accordance with SSAP No. 3, *Accounting Changes and Corrections of Errors* and is reflected in the accompanying statutory basis statements of changes in capital and surplus for the period ended June 30, 2013.

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

No significant change.

E. Repurchase Agreements and/or Securities Lending Transactions

No significant change.

F. Real Estate

No significant change.

G. Investments in Low-Income Housing Tax Credits

No significant change.

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. No significant change.

10. INFORMATION CONCERNING PARENT, SUBSIDIARIES, AND AFFILIATES

A-L. Material Related Party Transactions

Effective January 1, 2013, the Company entered into a revised management agreement with XLHealth Corporation ("XLH"). This agreement has been approved by the Department. XLH will continue to provide management services to the Company under a revised percentage of premiums agreement. The Company will now pay XLH 14.5% of net revenues less house call expenses. Prior to the revised agreement, the Company paid 15.5% of net premiums less house call expenses to XLH for management services.

Effective January 1, 2013, the Company holds a \$100,000 subordinated revolving credit agreement with UnitedHealth Group, Incorporated at an interest rate of London Interbank Offered Rate plus a margin of 0.50%. This credit agreement is subordinate to the extent it does not conflict with any credit facility held by either party. This agreement shall be effective as of the effective date and shall continue until terminated pursuant to the terms of this agreement which requires either party to give a 60 day written notice to the other party. No amounts were outstanding under the line of credit as of June 30, 2013.

11. DEBT

A–B. No significant change.

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

A–F. No significant change.

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

(1–3) No significant change.

(4) On May 14, 2013, the Company declared an ordinary cash dividend of \$40,000 to the sole shareholder, XLHealth Corporation. The dividend was paid on June 11, 2013. 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 June 30, 2013 or December 31, 2012.

B. The Company did not have any transfer and servicing of financial assets as of June 30, 2013 or December 31, 2012.

C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of June 30, 2013 or the year ended December 31, 2012.

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 of approximately \$25,238 as of June 30, 2013 and a receivable of approximately \$18,291 at December 31, 2012, for cost reimbursements under the Medicare Part D program for the catastrophic reinsurance and low-income member cost-sharing subsidies. The Company also recorded a receivable of approximately \$1,617 and \$976 and a payable of approximately \$3,582 and \$963 as of June 30, 2013 and December 31, 2012, respectively, for the Medicare Part D Coverage Gap Discount Program.

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.

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 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. Based on the Company’s internal price verification procedures and review of fair value methodology documentation provided by independent pricing services, the Company has not historically adjusted 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) Fair Value Measurements at Reporting Date**

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 June 30, 2013 and December 31, 2012.

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

The Company does not have any financial assets with a fair value hierarchy of level 3.

B. Fair Value Combination — Not applicable

- C. The aggregate fair value by hierarchy of all financial instruments as of June 30, 2013 is presented in the table below:

June 30, 2013						
Types of Financial Investment	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practical Carrying Value
Bonds	\$ 273,412	\$ 273,498	\$ 223,951	\$ 49,461	\$ -	\$ -
Common stock	-	-	-	-	-	-
Perpetual preferred stock	-	-	-	-	-	-
Mortgage loans	-	-	-	-	-	-

December 31, 2012						
Types of Financial Investment	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practical Carrying Value
Bonds	\$ 151,910	\$ 151,691	\$ 95,280	\$ 56,630	\$ -	\$ -
Common stock	-	-	-	-	-	-
Perpetual preferred stock	-	-	-	-	-	-
Mortgage loans	-	-	-	-	-	-

Included as Level 1 in bonds in the fair value hierarchy table above is money market instruments of \$157,696 and \$30,571 as of June 30, 2013 and December 31, 2012, respectively. Money market instruments are reflected in short-term investments in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

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

21. OTHER ITEMS

A-H. No significant change.

22. EVENTS SUBSEQUENT

No significant change.

23. REINSURANCE

A-C. No significant change.

24. RETROSPECTIVELY RATED CONTRACTS AND CONTRACTS SUBJECT TO REDETERMINATION

A-B. No significant change.

- C. The Company has Medicare Part D program business which is subject to a retrospective rating feature related to Part D Premiums. The Company has estimated accrued retrospective premiums related to certain Part D premiums based on guidelines determined by CMS. The formula is tiered and based on the bid medical loss ratio. The amount of Part D earned premiums subject to retrospective rating was approximately \$136,094 and \$133,400 representing 11.6% and 8.1% of total net premium income as of June 30, 2013 and December 31, 2012, respectively.

- D. Pursuant to the Health Reform Legislation, the Company does not have any business subject to specific minimum loss ratio requirements as of June 30, 2013 and December 31, 2012.

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, and health care receivables at June 30, 2013 and December 31, 2012:

	June 30, 2013		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (144,264)	\$ (144,264)
Paid claims, net of health care receivables and reinsurance recoveries collected	825,623	106,100	931,723
End of year claim reserve	<u>208,183</u>	<u>611</u>	<u>208,794</u>
Incurred claims excluding the change in health care receivables as presented below	1,033,806	(37,553)	996,253
Beginning of year health care receivables	-	44,248	44,248
End of year health care receivables	<u>(44,799)</u>	<u>(26,870)</u>	<u>(71,669)</u>
Total incurred claims	<u>\$ 989,007</u>	<u>\$ (20,175)</u>	<u>\$ 968,832</u>

	December 31, 2012		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (153,478)	\$ (153,478)
Paid claims, net of health care receivables and reinsurance recoveries collected	1,101,341	84,929	1,186,270
End of year claim reserve	<u>142,386</u>	<u>1,878</u>	<u>144,264</u>
Incurred claims excluding the change in health care receivables as presented below	1,243,727	(66,671)	1,177,056
Beginning of year health care receivables	-	38,211	38,211
End of year health care receivables	<u>(33,573)</u>	<u>(10,675)</u>	<u>(44,248)</u>
Total incurred claims	<u>\$ 1,210,154</u>	<u>\$ (39,135)</u>	<u>\$ 1,171,019</u>

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, and health care receivables as of December 31, 2012 were approximately \$100,016. As of June 30, 2013, approximately \$106,100 has been paid for incurred claims attributable to insured events of prior years. There are no reserves remaining related to receivables, net of unpaid claims remaining for prior years. Therefore, there has been approximately \$20,175 favorable prior year development since December 31, 2012 to June 30, 2013. The primary driver of this favorable development is related to claims recovery activity as the actual dollars retracted for 2012 and prior dates of service has exceeded our estimates as of December 31, 2012. The remainder of the favorable development is related to revisions to originally estimated ultimate incurred PMPMs. This is because original estimates are increased or decreased, as additional information becomes known regarding individual claims. The favorable development also impacts the original estimates and calculations for 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.

The Company incurred claims adjustment expenses of approximately \$65,541 and \$102,464 as of June 30, 2013 and December 31, 2012, respectively. These costs are included in the management service fees paid by the Company to XLH as a part of its management agreement (see Note 10). The following table disclose paid CAE, and the balance in the unpaid claim adjustment expenses reserve for the six months ended June 30, 2013 and the year ended December 31, 2012:

	June 30, 2013	December 31, 2012
Total claims adjustment expenses incurred	\$ 65,541	\$ 102,464
Less current year unpaid claims adjustment expenses	(3,514)	(2,661)
Add prior year unpaid claims adjustment expenses	<u>2,661</u>	<u>2,585</u>
Total claims adjustment expenses paid	<u>\$ 64,688</u>	<u>\$ 102,388</u>

26. INTERCOMPANY POOLING ARRANGEMENTS

A–G. No significant change.

27. STRUCTURED SETTLEMENTS

A–B. No significant change.

28. HEALTH CARE AND OTHER AMOUNTS RECEIVABLES

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 has excluded receivables that do not meet the admissibility criteria from the statutory basis statements of admitted assets, liabilities, and capital and surplus.

For pharmacy rebates that meet the admissibility criteria, the collection history of pharmacy rebates is summarized as:

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
6/30/2013	\$ 26,522	\$ -	\$ -	\$ -	\$ -
3/31/2013	9,760	9,763	-	-	-
12/31/2012	7,430	7,521	-	-	-
9/30/2012	8,331	8,423	8,423	-	-
6/30/2012	7,249	7,335	7,335	-	-
3/31/2012	8,341	8,437	8,437	-	-
12/31/2011	8,128	8,128	8,128	1,207	-
9/30/2011	7,815	7,815	7,815	-	1,030
6/30/2011	7,437	7,437	7,437	-	562
3/31/2011	7,132	7,132	7,132	-	49
12/31/2010	6,263	6,263	6,263	-	641
9/30/2010	5,670	5,670	5,670	-	1,218
6/30/2010	5,114	5,134	5,134	-	500
3/31/2010	4,706	4,642	4,642	-	(105)

- B.** The Company estimates risk sharing receivables based on the contractual terms.

The following table summarizes the collection history of risk sharing receivables:

Calendar Year	Evaluation Period Year Ending	Risk Sharing Receivable as Estimated in the Prior Year	Risk Sharing Receivable as Estimated in the Current Year	Risk Sharing Receivable Billed	Risk Sharing Receivable Not Yet Billed	Actual Risk Sharing Amounts Received in Year Billed	Actual Risk Sharing Amounts Received First Year Subsequent	Actual Risk Sharing Amounts Received Second Year Subsequent	Actual Risk Sharing Amounts Received - All Other
2013	2013	\$ 2,325	\$ 233	\$ 2,558	\$ -	\$ 2,558	\$ -	\$ -	\$ -
	2014	XXX	\$ -	XXX	XXX	XXX	XXX	XXX	XXX
2012	2012	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	2013	XXX	\$ 2,325	XXX	XXX	XXX	XXX	XXX	XXX
2011	2011	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
	2012	XXX	\$ -	XXX	XXX	XXX	XXX	XXX	XXX

Of the amount reported as health care receivables, approximately \$27,969 and \$15,853 relates to pharmaceutical rebate receivables as of June 30, 2013 and December 31, 2012, respectively. The Company also admitted approximately \$2,066 and \$1,035 for claim overpayment receivables and admitted \$0 and \$2,325 in risk share receivables as of June 30, 2013 and December 31, 2012, respectively, which are included in health care and other receivables in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

29. PARTICIPATING POLICIES

No significant change.

30. PREMIUM DEFICIENCY RESERVES

No significant change.

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 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []

- 3.2 If the response to 3.1 is yes, provide a brief description of those changes.
- April 2, 2013
FrontierMEDEX Group Limited, a United Kingdom private limited company, was dissolved.
- April 2, 2013
FrontierMEDEX UK Limited, a United Kingdom private limited company, was dissolved.
- May 2, 2013
Paularino Third Party Administrators, Inc., a California corporation, was dissolved.
- May 9, 2013
Lifepoint Accountable Care Organization, LLC, a Delaware limited liability company, was formed as a wholly owned subsidiary of Collaborative Care Holdings, LLC.
- June 4, 2013
Frontier Medex Tanzania Limited, was formed as a private company limited by shares under the laws of the United Republic of Tanzania. Frontier Medex Tanzania Limited is 99% owned by FrontierMedex Limited, a UK company.
- June 25, 2013
Exploration Logistics Limited, a UK company, was dissolved.
- June 25, 2013
Medekit.com Limited, a UK company, was dissolved.
- June 25, 2013
Frontier Medical Services Limited, a UK company, was dissolved.
- June 30, 2013
HIT Securities Corporation, a Massachusetts corporation, merged with and into Humedica, Inc., a Delaware corporation.
- June 30, 2013
Mohave Valley Hospital, Inc., an Arizona corporation, merged with and into Sierra Health Services, Inc. a Nevada corporation.

- July 4, 2013
Amil Participações S.A., a Brazilian joint stock company, and Mind Solutions, S.A., a Brazilian joint stock company, simultaneously merged with and into Amil Assistência Médica Internacional S.A. This resulted in Polar II Fundo de Investimento em Participações owning 90.226% of Amil Assistência Médica Internacional S.A.
- 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 [] No [X] N/A []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2008
- 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.

STATEMENT AS OF JUNE 30, 2013 OF THE Care Improvement Plus South Central Insurance Company

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
OptumHealth 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: \$ 2,146,715

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
Prior Year-End
Book/Adjusted
Carrying Value | 2
Current Quarter
Book/Adjusted
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 JUNE 30, 2013 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
Goldman Sachs	1735 Market St. 26th Floor, Philadelphia, PA 19103
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
GDS	NOR .....	..06/18/2013	Cost Savings/Economics

- 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
361	Goldman Sachs	1735 Market St. 26th Floor Philadelphia, PA 19103

- 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 percent85.8 %
 - 1.2 A&H cost containment percent2.9 %
 - 1.3 A&H expense percent excluding cost containment expenses10.2 %
- 2.1 Do you act as a custodian for health savings accounts? Yes [] No [X]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date\$
- 2.3 Do you act as an administrator for health savings accounts? Yes [] No [X]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date\$

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
NONE						

STATEMENT AS OF JUNE 30, 2013 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					0		
2. Alaska AK	N							0		
3. Arizona AZ	N							0		
4. Arkansas AR	L		130,551,631					130,551,631		
5. California CA	N							0		
6. Colorado CO	L		0					0		
7. Connecticut CT	N							0		
8. Delaware DE	N							0		
9. District of Columbia DC	N							0		
10. Florida FL	L		0					0		
11. Georgia GA	L		475,738,503					475,738,503		
12. Hawaii HI	N							0		
13. Idaho ID	N							0		
14. Illinois IL	L		0					0		
15. Indiana IN	L		0					0		
16. Iowa IA	L		0					0		
17. Kansas KS	L		0					0		
18. Kentucky KY	L		0					0		
19. Louisiana LA	N							0		
20. Maine ME	L		0					0		
21. Maryland MD	N							0		
22. Massachusetts MA	L		0					0		
23. Michigan MI	N							0		
24. Minnesota MN	N							0		
25. Mississippi MS	N							0		
26. Missouri MO	L		136,854,372					136,854,372		
27. Montana MT	N							0		
28. Nebraska NE	N							0		
29. Nevada NV	N							0		
30. New Hampshire NH	L		0					0		
31. New Jersey NJ	L		0					0		
32. New Mexico NM	L		0					0		
33. New York NY	L		0					0		
34. North Carolina NC	L		0					0		
35. North Dakota ND	N							0		
36. Ohio OH	L		0					0		
37. Oklahoma OK	L		0					0		
38. Oregon OR	N							0		
39. Pennsylvania PA	L		0					0		
40. Rhode Island RI	N							0		
41. South Carolina SC	L		430,918,154					430,918,154		
42. South Dakota SD	N							0		
43. Tennessee TN	N							0		
44. Texas TX	L		0					0		
45. Utah UT	N							0		
46. Vermont VT	N							0		
47. Virginia VA	L		0					0		
48. Washington WA	L		0					0		
49. West Virginia WV	N							0		
50. Wisconsin WI	N							0		
51. Wyoming WY	N							0		
52. American Samoa AS	N							0		
53. Guam GU	N							0		
54. Puerto Rico PR	N							0		
55. U.S. Virgin Islands VI	N							0		
56. Northern Mariana Islands MP	N							0		
57. Canada CAN	N							0		
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0	
59. Subtotal	XXX	0	1,174,062,660	0	0	0	0	1,174,062,660	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0		
61. Totals (Direct Business)	(a) 25	0	1,174,062,660	0	0	0	0	1,174,062,660	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	

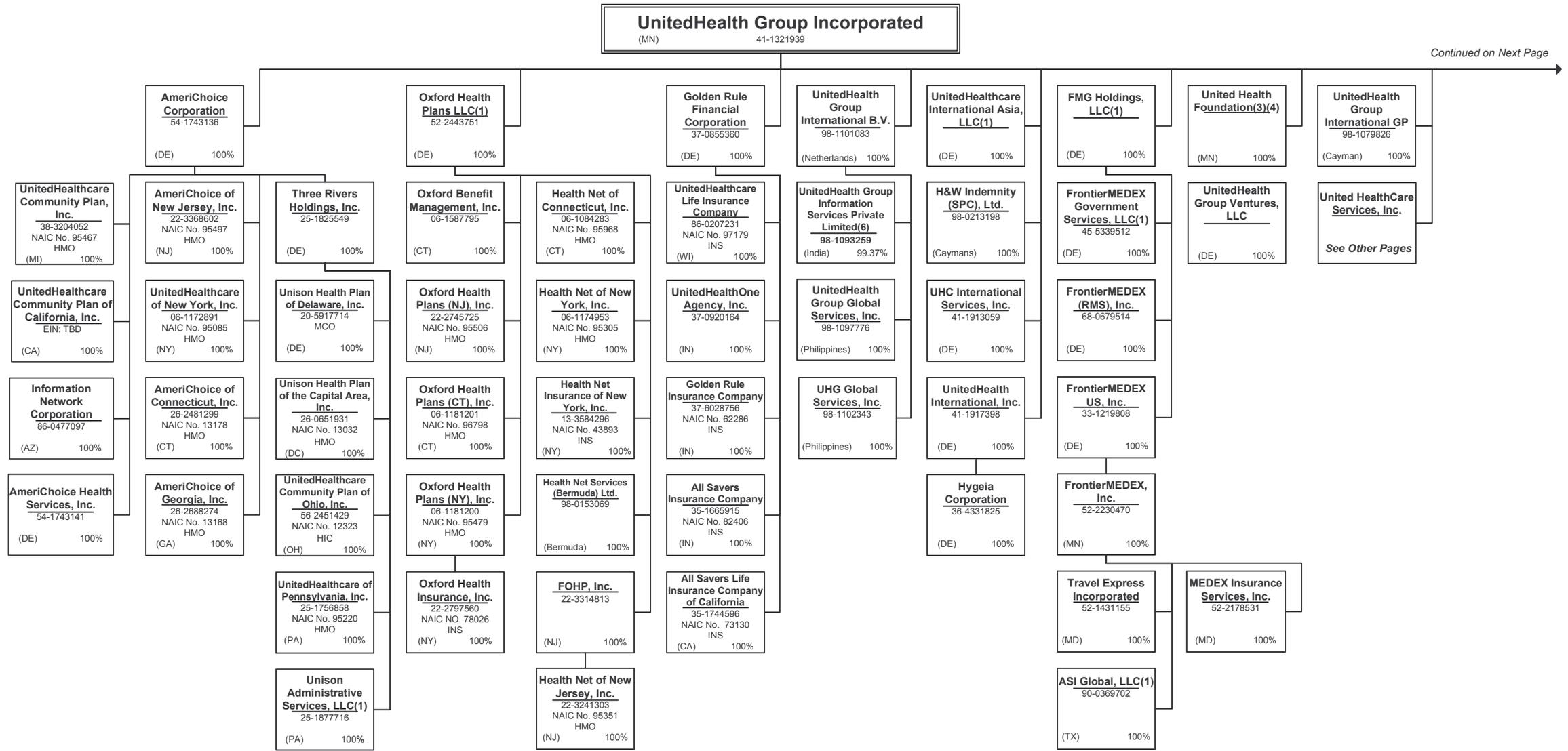
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

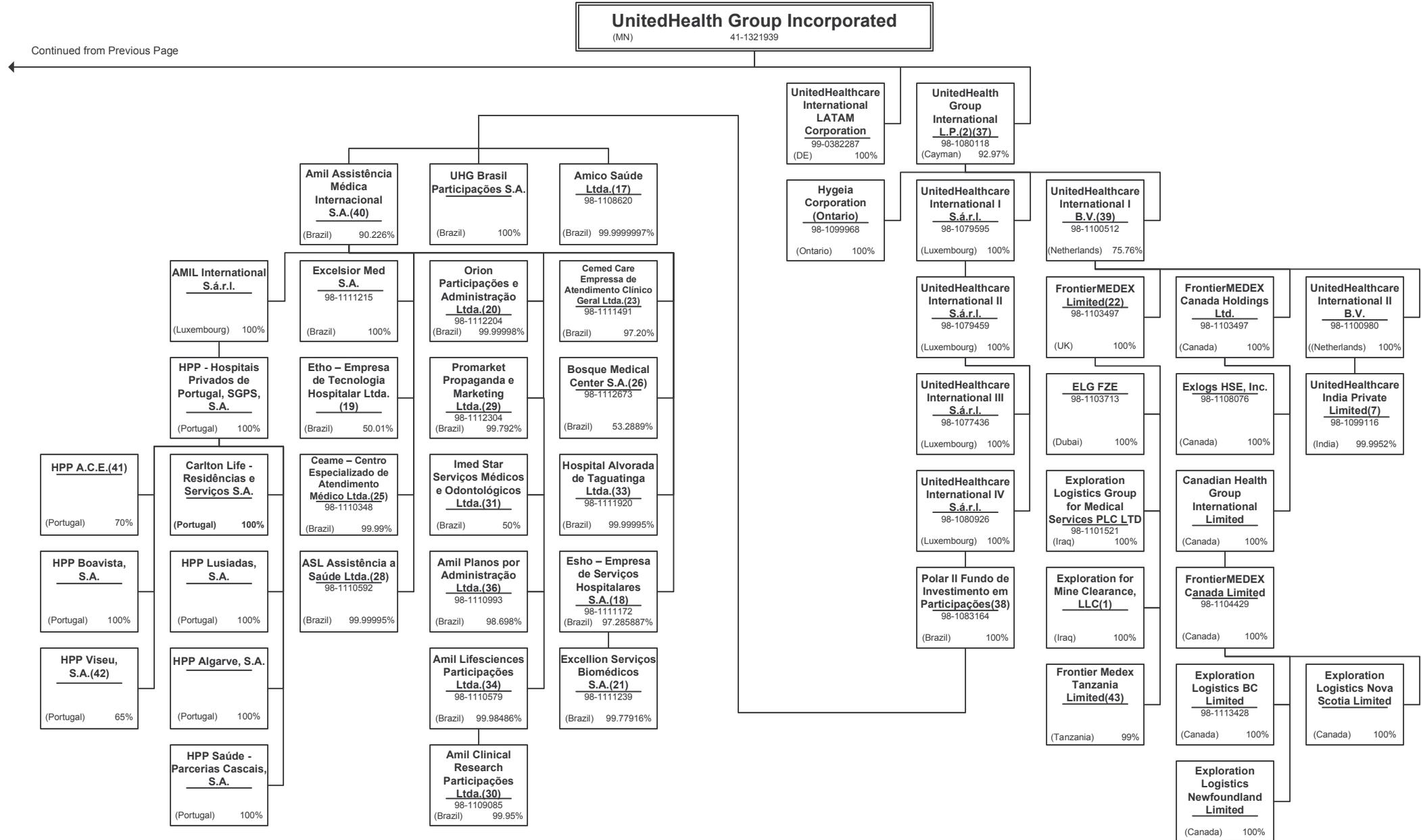
PART 1 - ORGANIZATIONAL CHART



Continued on Next Page

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

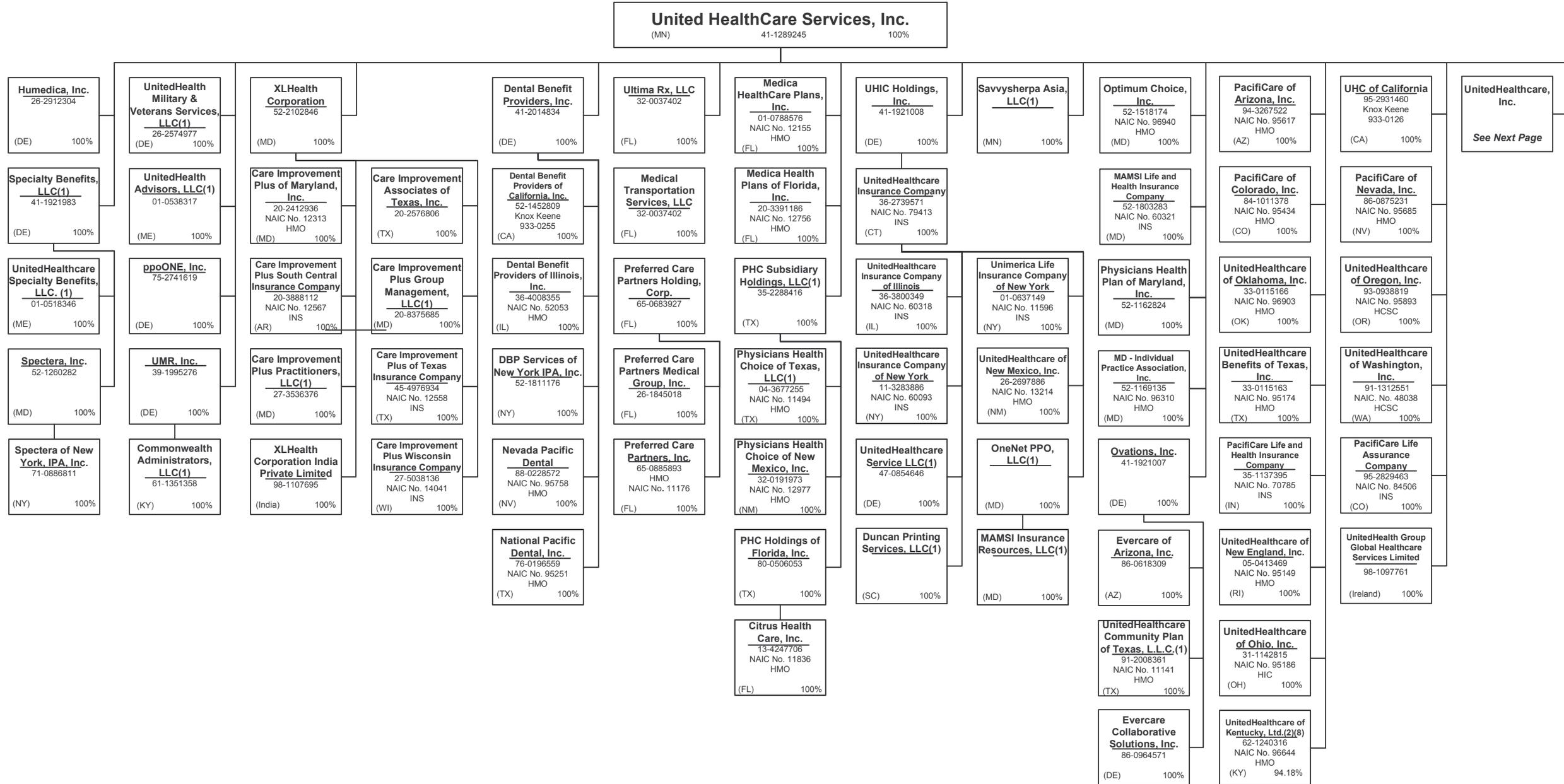
PART 1 - ORGANIZATIONAL CHART



Continued from Previous Page

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

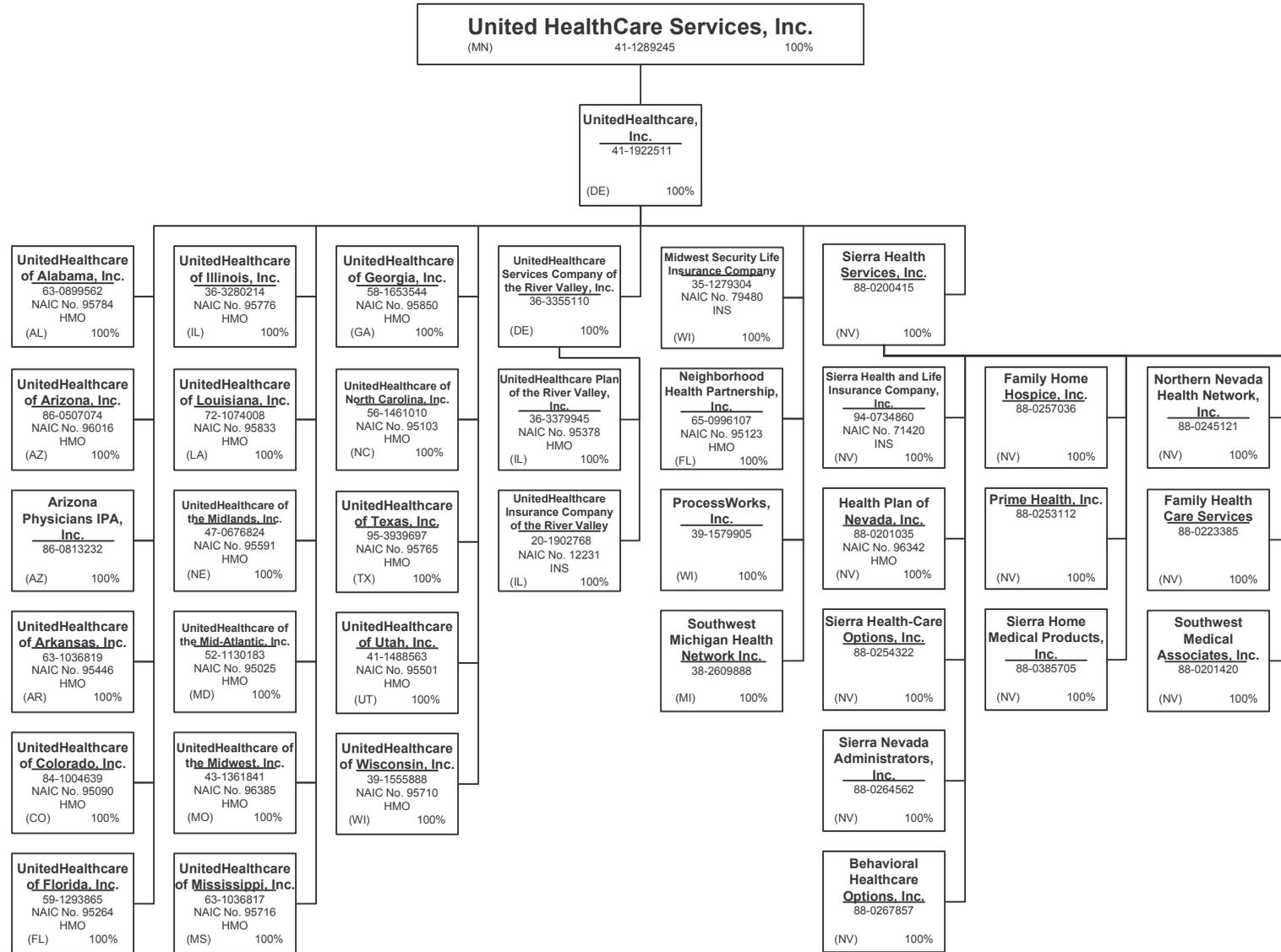
PART 1 - ORGANIZATIONAL CHART



15.2

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

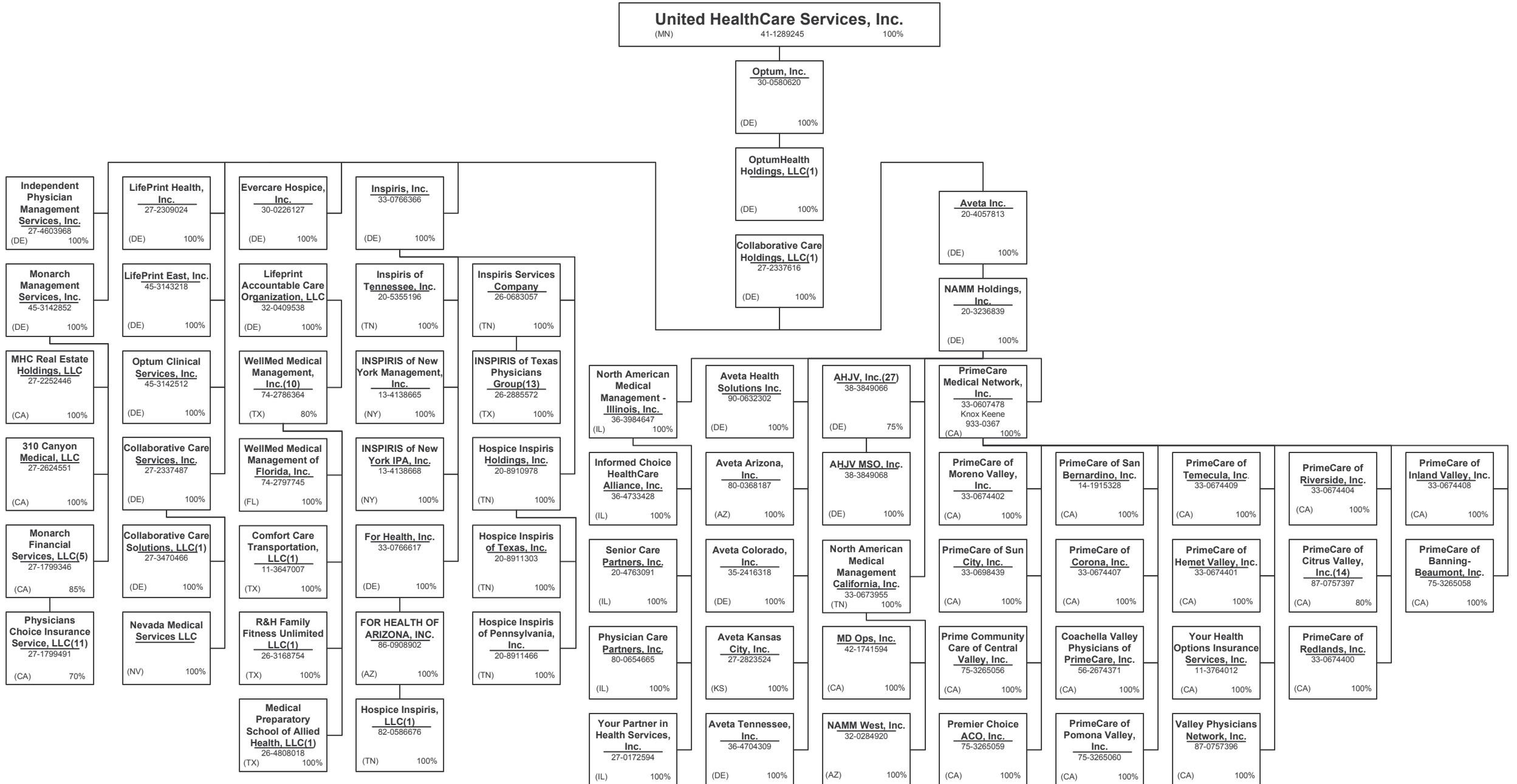
PART 1 - ORGANIZATIONAL CHART



15.3

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

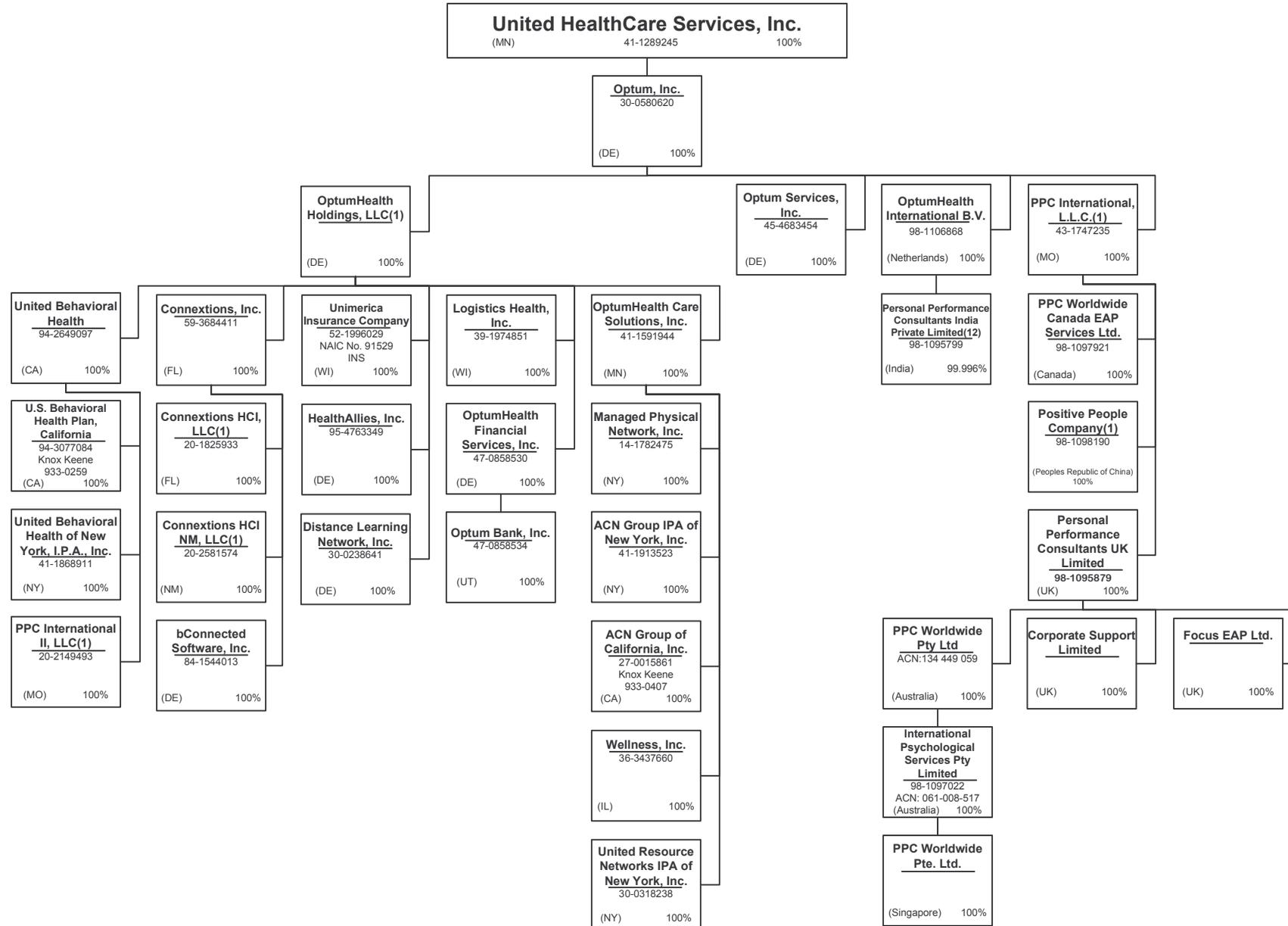
PART 1 - ORGANIZATIONAL CHART



15.4

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

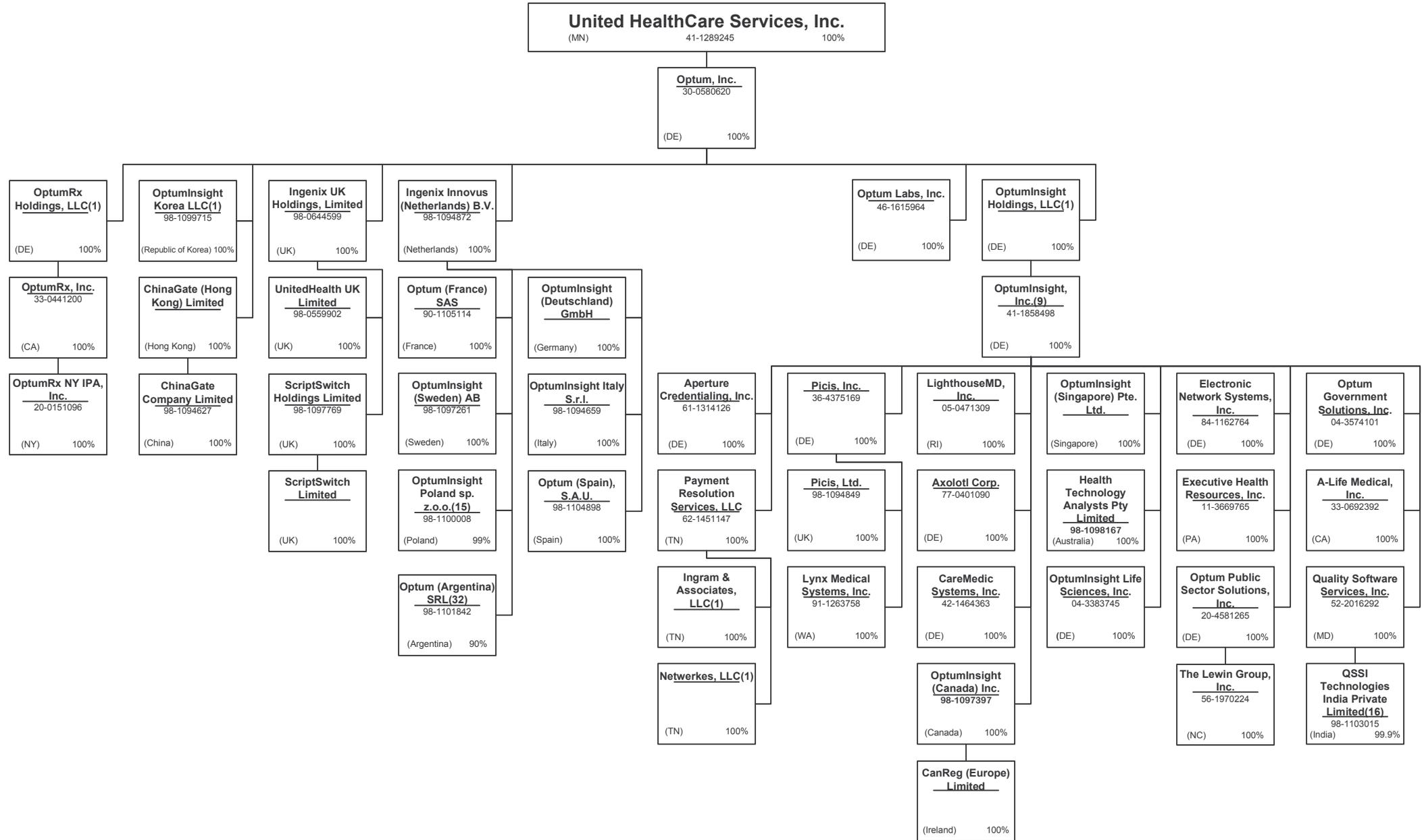
PART 1 - ORGANIZATIONAL CHART



15.5

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

PART 1 - ORGANIZATIONAL CHART



15.6

STATEMENT AS OF JUNE 30, 2013 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 99.9952% 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) Established a branch, Ingenix, Inc. – Abu Dhabi, 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 99.9999997% owned by Amil Participações S.A. and 0.0000003% owned by and officer of Amil.

- (18) Esho – Empresa de Serviços Hospitalares S.A is 97.285887% owned by Amil Assistência Médica Internacional S.A.; 0.224917% owned by Amico Saúde Ltda.; 0.094901% owned by Treasury Shares and 2.4% 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) Orion Participações e Administração Ltda. is 99.99998% owned by Amil Assistência Médica Internacional S.A. and 0.00002% owned by Amico Saúde Ltda.
- (21) Excellion Serviços Biomédicos S.A. is 99.77916% owned by Esho – Empresa de Serviços Hospitalares S.A. and 0.220844% owned by three external shareholders.
- (22) Branch offices in Iraq and Uganda
- (23) Cemed Care Empresa de Atendimento Clínico Geral Ltda. Is 97.20% owned by Amil Assistência Médica Internacional S.A. and 2.8% owned by Amico Saúde Ltd.
- (24) [TBD]
- (25) Ceame – Centro Especializado de Atendimento Médico S/C Ltda. Is 99.99% owned by Amil Assistência Médica Internacional S.A. and 0.01% owned by Cemed Care Empresa de Atendimento Clínico Geral Ltda.
- (26) Bosque Medical Center S.A. is 53.2889% owned by Amil Assistência Médica Internacional S.A.; 33.7727% owned by Amico Saúde Ltd. and 12.9384% owned by Esho – Empresa de Serviços Hospitalares S.A.
- (27) AHJV, Inc. is 75% owned by NAMB Holdings, Inc. and 25% owned by Humana, Inc.
- (28) ASL Assistência a Saúde Ltda. Is 99.99995% owned by Amil Assistência Médica Internacional S.A. and 0.00005% owned by an officer of Amil.
- (29) Promarket Propaganda e Marketing Ltda. is 99.792% owned by Amil Assistência Médica Internacional S.A. and 0.208% owned by Amico Saúde Ltd.
- (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 Ltd.
- (32) Optum Argentina is 90% owned by Ingenix Innovus (Netherlands) BV and 10% owned by ScriptSwitch Holdings Limited.
- (33) Hospital Alvorada Taguatinga Ltda. Is 99.99995% owned by Amil Assistência Médica Internacional S.A. and 0.00005% owned by an officer of Amil.
- (34) Amil Lifesciences Participações Ltda. Is 99.98486% owned by Amil Assistência Médica Internacional S.A. and 0.01514% owned by an officer of Amil.
- (35) TBD

- (36) Amil Planos por Administração Ltda. is 98.698% owned by Amil Assistência Médica Internacional S.A.; 1.302% owned by Amico Saúde Ltd.
- (37) The limited partners of UnitedHealth Group International, L.P. include FMG Holdings, LLC (4.41%), UnitedHealthcare International LATAM Corporation (2.3%), Hygeia Corporation (DE) (0.33%) and UnitedHealth Group Incorporated (92.97%). 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 90.226% owned by Polar II Fundo de Investimento em Participações and the remaining 9.774% is owned by the former controlling shareholders of Amil Participações 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.

STATEMENT AS OF JUNE 30, 2013 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					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	NAAM Holdings, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	1
		.0000	33-0692392				A-Life Medical, Inc.	CA	NIA	OptumInsight, Inc.	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	
		.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	
.0707	UnitedHealth Group Incorporated	95497	22-3368602								Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1108620				Amico Saúde Ltda.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	100.000	UnitedHealth Group Incorporated	2
		.0000					Amil Assistência Médica Internacional S.A.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	90.226	UnitedHealth Group Incorporated	3
		.0000					Amil Clinical Research Participações Ltda.	BRA	NIA		Ownership	99.950	UnitedHealth Group Incorporated	2
		.0000	98-1109085				AMIL Internacional S.á.r.l.	LUX	NIA	Amil Lifesciences Participações Ltda.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Amil Lifesciences Participações Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.985	UnitedHealth Group Incorporated	2
		.0000	98-1110579				Amil Planos por Administração Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	98.689	UnitedHealth Group Incorporated	
		.0000	98-1110993				Amil Planos por Administração Ltda.	BRA	NIA	Amico Saúde Ltda.	Ownership	1.311	UnitedHealth Group Incorporated	
		.0000	61-1314126				Aperture Credentialing, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	86-0813232				Arizona Physicians IPA, Inc.	AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	90-0369702				ASI Global, LLC	TX	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1110592				ASL Assistência a Saúde Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	2
		.0000	80-0368187				Aveta Arizona, Inc.	AZ	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	35-2416318				Aveta Colorado, Inc.	DE	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	90-0632302				Aveta Health Solutions Inc.	DE	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-4057813				Aveta Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2823524				Aveta Kansas City, Inc.	KS	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	36-4704309				Aveta Tennessee, Inc.	DE	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	77-0401090				Axolotl Corp.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	84-1544013				bConnected Software, Inc.	DE	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0267857				Behavioral Healthcare Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	53.289	UnitedHealth Group Incorporated	
		.0000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Amico Saúde Ltda.	Ownership	33.773	UnitedHealth Group Incorporated	
		.0000	98-1112673				Bosque Medical Center S.A.	BRA	NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	12.938	UnitedHealth Group Incorporated	
		.0000					Canadian Health Group International Limited	CAN	NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					CarReg (Europe) Limited	JRL	NIA	OptumInsight (Canada) Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-2576806				Care Improvement Associates of Texas, Inc.	TX	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 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	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		XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	14041	27-5038136				Care Improvement Plus Wisconsin Insurance Company	WI	IA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	42-1464363				CareMedic Systems, Inc.	CA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Carlton Life - Residências e Serviços S.A.	PRT	NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1110348				Ceame - Centro Especializado de Atendimento Médico Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.990	UnitedHealth Group Incorporated	
		00000	98-1110348				Ceame - Centro Especializado de Atendimento Médico Ltda.	BRA	NIA	Cemed Care Empresa de Atendimento Clínico Geral Ltda.	Ownership	0.010	UnitedHealth Group Incorporated	
		00000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	97.200	UnitedHealth Group Incorporated	
		00000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda.	BRA	NIA	Amico Saúde Ltda.	Ownership	2.800	UnitedHealth Group Incorporated	
		00000					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					Corporate Support Limited	GBR	NIA	Personal Performance Consultants UK Limited	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	
.0707	UnitedHealth Group Incorporated	52053	36-4008355				Dental Benefit Providers of Illinois, Inc.	IL	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-2014834				Dental Benefit Providers, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0238641				Distance Learning Network, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					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	97.286	UnitedHealth Group Incorporated	3
		00000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	BRA	NIA	Amico Saúde Ltda.	Ownership	0.225	UnitedHealth Group Incorporated	3

STATEMENT AS OF JUNE 30, 2013 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					Etho – Empresa de Tecnologia Hospitalar Ltda.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	.50.010	UnitedHealth Group Incorporated	4
		.00000	86-0964571				Evercare Collaborative Solutions, Inc.	DE	NIA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0226127				Evercare Hospice, Inc.	DE	NIA	Collaborative Care Holdings, LLC	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 – Empresa de Serviços Hospitalares S.A.	Ownership	99.779	UnitedHealth Group Incorporated	4
		.00000	98-1111215				Excelsior Med S.A.	BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	11-3669765				Executive Health Resources, Inc.	PA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1108076				Exlogs HSE Inc. (Canada)	CAN	NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration for Mine Clearance, LLC	JRO	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1113428				Exploration Logistics BC Limited	CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1101521				Exploration Logistics Group for Medical Services PLC LTD	JRO	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Newfoundland Limited	CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Exploration Logistics Nova Scotia Limited	CAN	NIA	FrontierMEDEX Canada 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					Focus EAP Ltd.	GBR	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	22-3314813				FOHP, Inc.	NJ	NIA	Oxford Health Plans LLC	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	
		.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	Canadian Health Group International Limited	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					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.	IN	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	
.0707	UnitedHealth Group Incorporated	95968	06-1084283				Health Net of Connecticut, Inc.	CT	IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95351	22-3241303				Health Net of New Jersey, Inc.	NJ	IA	FOHP, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95305	06-1174953				Health Net 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	20-8911466				Hospice Inspiris of Pennsylvania, Inc.	TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911303				Hospice Inspiris of Texas, Inc.	TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	82-0586676				Hospice Inspiris, LLC	TN	NIA	FOR HEALTH OF ARIZONA, INC.	Ownership	100.000	UnitedHealth Group Incorporated	

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STATEMENT AS OF JUNE 30, 2013 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	98-1111920				Hospital Alvorada de Taguatinga Ltda. HPP - Hospitais Privados de Portugal, SGPS, S.A. ....	.BRA	.....NIA.....	Amil Assistência Médica Internacional S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....2.....
		.00000						.PRT	.....NIA.....	Amil International S.á.r.l. HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....		Ownership.....	70.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Viseu, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Boavista, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Algarve, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Lusíadas, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	.....
		.00000					HPP A.C.E. ....	.PRT	.....NIA.....	HPP Saúde - Parcerias Cascais, S.A. HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	6.000	UnitedHealth Group Incorporated	.....
		.00000					HPP Algarve, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					HPP Boavista, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					HPP Lusíadas, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					HPP Saúde - Parcerias Cascais, S.A. ....	.PRT	.....NIA.....	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000					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) Imed Star Serviços Médicos e Odontológicos Ltda. ....	.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					Independent Physician Management Services, Inc. ....	.BRA	.....NIA.....	Amil Assistência Médica Internacional S.A.	Ownership.....	50.000	UnitedHealth Group Incorporated	.....
		.00000	27-4603968				Information Network Corporation ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	86-0477097					.AZ	.....NIA.....	AmeriChoice Corporation North American Medical Management - Illinois, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	36-4733428				Informed Choice HealthCare Alliance, Inc. ....	.IL	.....NIA.....	Optum, 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	98-0644599				Ingenix UK Holdings Limited ....	.GBR	.....NIA.....	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	62-1641102				Ingram & Associates, LLC ....	.TN	.....NIA.....	Payment Resolution Services, 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	.....
		.00000	13-4138665				INSPIRIS of New York Management, Inc. ....	.NY	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	20-5355196				Inspiris of Tennessee, Inc. ....	.TN	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	26-2885572				INSPIRIS of Texas Physician Group ....	.TX	.....NIA.....	Inspiris Services Company	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	26-0683057				Inspiris Services Company ....	.TN	.....NIA.....	Inspiris, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	33-0766366				Inspiris, Inc. ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	98-1097022				International Psychological Services Pty Limited ....	.AUS	.....NIA.....	PPC Worldwide Pty Ltd	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	32-0409538				Lifepoint Accountable Care Organization, LLC ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	45-3143218				Lifepoint East, Inc. ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	27-2309024				Lifepoint Health, Inc. ....	.DE	.....NIA.....	Collaborative Care Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	05-0471309				LighthouseID, Inc. ....	.RI	.....NIA.....	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	39-1974851				Logistics Health, Inc. ....	.WI	.....NIA.....	OptumHealth Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	.....
		.00000	91-1263758				Lynx Medical Systems, Inc. ....	.WA	.....NIA.....	Picis, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	.....

STATEMENT AS OF JUNE 30, 2013 OF THE Care Improvement Plus South Central Insurance Company

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

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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	00000 60321 00000	52-2129787 52-1803283 14-1782475				MAMSI Insurance Resources, LLC MAMSI Life and Health Insurance Company Managed Physical Network, Inc.	MD MD NY	NIA IA NIA	OneNet PPO, LLC United HealthCare Services, Inc. OptumHealth Care Solutions, Inc.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 96310 00000	42-1741594 52-1169135 52-2178531				MD Ops, Inc. MD-Individual Practice Association, Inc. MEDEX Insurance Services, Inc.	CA MD MD	NIA IA NIA	North American Medical Management California, Inc. United HealthCare Services, Inc. FrontierMEDEX, Inc.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 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	00000 12155	01-0788576				Medica HealthCare Plans, Inc. Medical Preparatory School of Allied Health, LLC	FL TX	IA NIA	United HealthCare Services, Inc. WellMed Medical Management, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 79480 00000	26-4808018 32-0037402 35-1279304				Medical Transportation Services, LLC MHC Real Estate Holdings, LLC Midwest Security Life Insurance Company	FL CA WI	NIA NIA IA	United HealthCare Services, Inc. Monarch Management Services, Inc. UnitedHealthcare, Inc.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000	45-3142852 20-3236839				Monarch Financial Services, LLC Monarch Management Services, Inc. NAMM Holdings, Inc.	CA DE DE	NIA NIA NIA	Monarch Management Services, Inc. Collaborative Care Holdings, LLC Aveta Inc.	Ownership Ownership Ownership	85.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	4
0707	UnitedHealth Group Incorporated	00000 95251	32-0284920 76-0196559				NAMM West, Inc. National Pacific Dental, Inc.	AZ TX	NIA IA	North American Medical Management California, Inc. Dental Benefit Providers, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 95123	65-0996107				Neighborhood Health Partnership, Inc.	FL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 95758	20-4755277 88-0228572				Netwerkes, LLC Nevada Medical Services LLC Nevada Pacific Dental	TN NV NV	NIA NIA IA	Payment Resolution Services, LLC Collaborative Care Services, Inc. Dental Benefit Providers, Inc.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000 00000	36-3984647 33-0673955 88-0245121				North American Medical Management - Illinois, Inc. North American Medical Management California, Inc. Northern Nevada Health Network, Inc.	IL TN NV	NIA NIA NIA	NAMM Holdings, Inc. NAMM Holdings, Inc. Sierra Health Services, Inc.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 96940 00000	52-2129786 52-1518174				OneNet PPO, LLC Optimum Choice, Inc.	MD MD	NIA IA	UnitedHealthcare Insurance Company United HealthCare Services, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000 00000	98-1101842 98-1101842				Optum (Argentina) SRL Optum (Argentina) SRL	ARG ARG	NIA NIA	Ingenix Innovus (Netherlands) B.V. ScriptSwitch Holdings Limited	Ownership Ownership	90.000 10.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000 00000	90-1105114 98-1104898				Optum (France) SAS Optum (Spain), S.A.U.	FRA ESP	NIA NIA	Ingenix Innovus (Netherlands) B.V. Ingenix Innovus (Netherlands) B.V.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000 00000	47-0858534 45-3142512	3202702			Optum Bank, Inc. Optum Clinical Services, Inc.	UT DE	NIA NIA	OptumHealth Financial Services, Inc. Collaborative Care Holdings, LLC	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000 00000	04-3574101 46-1615964				Optum Government Solutions, Inc. Optum Labs, Inc.	DE DE	NIA NIA	OptumInsight, Inc. Optum, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000 00000	20-4581265 45-4683454				Optum Public Sector Solutions, Inc. Optum Services, Inc.	DE DE	NIA NIA	OptumInsight, Inc. Optum, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000 00000	30-0580620 41-1591944	3119994			Optum, Inc. OptumHealth Care Solutions, Inc.	DE MN	NIA NIA	United HealthCare Services, Inc. OptumHealth Holdings, LLC	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000 00000	47-0858530 98-1106868				OptumHealth Financial Services, Inc. OptumHealth Holdings, LLC	DE DE	NIA NIA	OptumHealth Holdings, LLC Optum, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000 00000	98-1106868 98-1097397				OptumHealth International B.V. OptumInsight (Canada) Inc.	NLD CAN	NIA NIA	Optum, Inc. OptumInsight, Inc.	Ownership Ownership	100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000 00000 00000	98-1097261				OptumInsight (Deutschland) GmbH OptumInsight (Singapore) Pte. Ltd. OptumInsight (Sweden) AB	DEU SGP SWE	NIA NIA NIA	Ingenix Innovus (Netherlands) B.V. OptumInsight, Inc. Ingenix Innovus (Netherlands) B.V.	Ownership Ownership Ownership	100.000 100.000 100.000	UnitedHealth Group Incorporated UnitedHealth Group Incorporated UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	00000	00000				OptumInsight Holdings, LLC	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 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	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	20-0151096				OptumRx Holdings, LLC	.DE	.NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0441200				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	98-1112204				Orion Participações e Administração Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1112204				Orion Participações e Administração Ltda.	.BRA	.NIA	Amico Saúde Ltda.	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	
.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	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	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Physicians Choice Insurance Service, LLC	.CA	.NIA	Monarch Financial Services, LLC	Ownership	70.000	UnitedHealth Group Incorporated	4
.0707	UnitedHealth Group Incorporated	.12977	32-0191973				Physicians Health Choice of New Mexico, Inc.	.NM	.IA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.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	36-4375169	3886791			Picis, Inc.	.DE	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1094849				Picis, Ltd.	.GBR	.NIA	Picis, 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	98-1097921				PPC Worldwide Canada EAP Services Ltd.	.CAN	.NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					PPC Worldwide Pte. Ltd.	.SGP	.NIA	International Psychological Services Pty Limited	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 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					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	75-3265056				Prime Community Care of Central Valley, 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	NAMM Holdings, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	75-3265058				PrimeCare of Banning-Beaumont, Inc.	..CA	..NIA	PrimeCare Medical Network, 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	
		.00000	75-3265060				PrimeCare of Pomona Valley, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674400				PrimeCare of Redlands, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674404				PrimeCare of Riverside, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	14-1915328				PrimeCare of San Bernardino, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0698439				PrimeCare of Sun City, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	33-0674409				PrimeCare of Temecula, Inc.	..CA	..NIA	PrimeCare Medical Network, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	39-1579905				ProcessWorks, Inc.	..WI	..NIA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1112304				Promarket Propaganda e Marketing Ltda.	..BRA	..NIA	Amil Assistência Médica Internacional S. A.	Ownership	..99.792	UnitedHealth Group Incorporated	
		.00000	98-1112304				Promarket Propaganda e Marketing Ltda.	..BRA	..NIA	Amico Saúde Ltda.	Ownership	..0.208	UnitedHealth Group Incorporated	
		.00000	52-2016292				QSSI Technologies India Private Limited	..IND	..NIA	Quality Software Services, Inc.	Ownership	..99.900	UnitedHealth Group Incorporated	4
		.00000	26-3168754				Quality Software Services, Inc.	..MD	..NIA	OptumInsight, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				R&H Family Fitness Unlimited LLC	..TX	..NIA	WellMed Medical Management, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					Savvysherpa Asia, LLC	..MN	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					ScriptSwitch Holdings Limited	..GBR	..NIA	Ingenix UK Holdings Limited	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000					ScriptSwitch Limited	..GBR	..NIA	ScriptSwitch Holdings Limited	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	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	
		.00000	88-0200415				Sierra Health Services, Inc.	..NV	..NIA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	88-0254322				Sierra Health-Care Options, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	88-0385705				Sierra Home Medical Products, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	88-0264562				Sierra Nevada Administrators, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	88-0201420				Southwest Medical Associates, Inc.	..NV	..NIA	Sierra Health Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	38-2609888				Southwest Michigan Health Network Inc.	..MI	..NIA	UnitedHealthcare, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	41-1921983				Specialty Benefits, LLC	..DE	..NIA	United HealthCare Services, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	71-0886811				Spectera of New York, IPA, Inc.	..NY	..NIA	Spectera, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	52-1260282				Spectera, Inc.	..MD	..NIA	Specialty Benefits, LLC	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	56-1970224				The Lewin Group, Inc.	..NC	..NIA	Optum Public Sector Solutions, Inc.	Ownership	..100.000	UnitedHealth Group Incorporated	
		.00000	25-1825549				Three Rivers Holdings, Inc.	..DE	..NIA	AmeriChoice Corporation	Ownership	..100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2013 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	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					UHG Global Services, Inc.	PHL	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1921008				UHIC 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				Union Administrative Services, LLC	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	25-1877716				Union Health Plan of Delaware, Inc.	DE	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-5917714				Union 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	3410132			United HealthCare Services, Inc.	MN	UIP	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1289245				United Resource Networks IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	30-0318238				UnitedHealth Advisors, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	01-0538317				UnitedHealth Group Global Healthcare Services Limited	JRL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1097761				UnitedHealth Group Global Services, Inc.	PHL	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1097776				UnitedHealth Group Global Services, Inc.	PHL	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group Incorporated	MN	UIP					
		.0000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		.0000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		.0000	98-1101083				UnitedHealth Group International B.V.	NLD	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1079826				UnitedHealth Group International GP	CYM	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	UnitedHealth Group Incorporated	Ownership	92.970	UnitedHealth Group Incorporated	5
		.0000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	FMG Holdings, LLC	Ownership	4.410	UnitedHealth Group Incorporated	5
		.0000	98-1080118				UnitedHealthcare International LATAM Corporation	CYM	NIA	UnitedHealthcare International LATAM Corporation	Ownership	2.300	UnitedHealth Group Incorporated	5
		.0000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	Hygeia Corporation	Ownership	0.330	UnitedHealth Group Incorporated	5
		.0000	98-1080118				UnitedHealth Group Ventures, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1917398				UnitedHealth International, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	26-2574977				UnitedHealth Military & Veterans Services, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-0559902				UnitedHealth UK Limited	GBR	NIA	Ingenix UK Holdings 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	
		.0000					UnitedHealthcare Community Plan of California, Inc.	CA	IA	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	

STATEMENT AS OF JUNE 30, 2013 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	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	IND	NIA	UnitedHealthcare International II B.V.	Ownership	99.995	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare India Private Limited	IND	NIA	UnitedHealth International, Inc.	Ownership	0.005	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	79413	36-2739571				UnitedHealthcare Insurance Company of Illinois	CT	IA	UHC Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	60318	36-3800349				UnitedHealthcare Insurance Company of New York	IL	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	60093	11-3283886				UnitedHealthcare Insurance Company of the River Valley	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12231	20-1902768				UnitedHealthcare International Asia, LLC	IL	IA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1988797				UnitedHealthcare International I B.V.	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 II 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	
		00000	99-0382287				UnitedHealthcare International LATAM Corporation	DE	NIA	UnitedHealth Group Incorporated	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	
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	United HealthCare Services, Inc.	Ownership	94.180	UnitedHealth Group Incorporated	6
0707	UnitedHealth Group Incorporated	96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	UnitedHealthcare, Inc.	Ownership	5.820	UnitedHealth Group Incorporated	6
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	United HealthCare 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	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96903	33-0115166				UnitedHealthcare of Oklahoma, Inc.	OK	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95893	93-0938819				UnitedHealthcare of Oregon, Inc.	OR	IA	United HealthCare 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	
		95025	52-1130183				UnitedHealthcare of the Mid-Atlantic, Inc.	MD	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95591	47-0676824				UnitedHealthcare of the Midlands, 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	

STATEMENT AS OF JUNE 30, 2013 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	48038	91-1312551				UnitedHealthcare of Washington, Inc.	WA	IA	United HealthCare 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	United HealthCare 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	United HealthCare 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
1	The remaining percentage is owned by one or more non-affiliated companies.
2	The remaining percentage is owned by one or more officers of the Company.
3	The remaining percentage is owned by the former controlling shareholders of Amil Participações S.A.
4	The remaining percentage is owned by one or more external shareholders.
5	The limited partners include FMG Holdings, LLC (4.41%), UnitedHealthcare International LATAM Corporation (2.3%), Hygeia Corporation (DE) (0.33%) and UnitedHealth Group Incorporated (92.97%). The general partner is UnitedHealth Group International GP.
6	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

STATEMENT AS OF JUNE 30, 2013 OF THE Care Improvement Plus South Central Insurance Company

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)		

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
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)		

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	121,119,604	108,761,402
2. Cost of bonds and stocks acquired	18,654,926	39,492,397
3. Accrual of discount	12,902	23,636
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals		43,663
6. Deduct consideration for bonds and stocks disposed of	23,101,000	25,685,886
7. Deduct amortization of premium	883,915	1,515,608
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)	115,802,518	121,119,604
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	115,802,518	121,119,604

STATEMENT AS OF JUNE 30, 2013 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 Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	272,272,952	55,455,381	53,784,016	(445,888)	272,272,952	273,498,429	0	151,690,756
2. Class 2 (a)	0				0	0		0
3. Class 3 (a)	0				0	0		0
4. Class 4 (a)	0				0	0		0
5. Class 5 (a)	0				0	0		0
6. Class 6 (a)	0				0	0		0
7. Total Bonds	272,272,952	55,455,381	53,784,016	(445,888)	272,272,952	273,498,429	0	151,690,756
PREFERRED STOCK								
8. Class 1	0				0	0		0
9. Class 2	0				0	0		0
10. Class 3	0				0	0		0
11. Class 4	0				0	0		0
12. Class 5	0				0	0		0
13. Class 6	0				0	0		0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	272,272,952	55,455,381	53,784,016	(445,888)	272,272,952	273,498,429	0	151,690,756

(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 \$; NAIC 2 \$; NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

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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	157,695,911	xxx	157,695,911	25,952	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	30,571,151	208,633,144
2. Cost of short-term investments acquired	175,691,749	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	48,566,989	2,010,027,706
7. Deduct amortization of premium		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)	157,695,911	30,571,151
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	157,695,911	30,571,151

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 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 JUNE 30, 2013 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-DV-9	US Treasury Note 4.125% 05/15/15		04/24/2013	Bank of New York		539,922	500,000	9,173	1
912828-HH-6	US Treasury Note 4.250% 11/15/17		05/10/2013	Bank New York Mellon		463,250	400,000	8,406	1
912828-PM-4	US Treasury Note 1.000% 10/31/16		05/17/2013	Goldman Sachs		8,245,230	8,100,000	4,402	1
0599999. Subtotal - Bonds - U.S. Governments						9,248,402	9,000,000	21,981	XXX
8399997. Total - Bonds - Part 3						9,248,402	9,000,000	21,981	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						9,248,402	9,000,000	21,981	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						9,248,402	XXX	21,981	XXX

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

STATEMENT AS OF JUNE 30, 2013 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	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)	
912828-NC-0	US Treasury Note 1.375% 05/15/13		05/15/2013	Maturity		8,000,000	8,000,000	8,132,188	8,034,551	0	(34,551)	0	(34,551)	0	8,000,000	0	0	0	55,000	05/15/2013	1	
0599999	Subtotal - Bonds - U.S. Governments					8,000,000	8,000,000	8,132,188	8,034,551	0	(34,551)	0	(34,551)	0	8,000,000	0	0	0	55,000	XXX	XXX	
3133XX-YX-9	FHLB Note Non Call 1.875% 06/21/13		06/21/2013	Maturity		7,000,000	7,000,000	7,139,300	7,040,135	0	(40,135)	0	(40,135)	0	7,000,000	0	0	0	65,625	06/21/2013	1	
3199999	Subtotal - Bonds - U.S. Special Revenues					7,000,000	7,000,000	7,139,300	7,040,135	0	(40,135)	0	(40,135)	0	7,000,000	0	0	0	65,625	XXX	XXX	
8399997	Total - Bonds - Part 4					15,000,000	15,000,000	15,271,488	15,074,686	0	(74,686)	0	(74,686)	0	15,000,000	0	0	0	120,625	XXX	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					15,000,000	15,000,000	15,271,488	15,074,686	0	(74,686)	0	(74,686)	0	15,000,000	0	0	0	120,625	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	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	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	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	0	XXX	XXX
9899999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999	Totals					15,000,000	XXX	15,271,488	15,074,686	0	(74,686)	0	(74,686)	0	15,000,000	0	0	0	120,625	XXX	XXX	

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

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
N O N E

Schedule DB - Part D - Section 2 - Collateral 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 - Investments Owned End of Current Quarter

N O N E