



# QUARTERLY STATEMENT

AS OF JUNE 30, 2013  
OF THE CONDITION AND AFFAIRS OF THE

## COVENTRY HEALTH CARE OF KANSAS, INC.

NAIC Group Code 00001 (Current Period) , 1137 (Prior Period) NAIC Company Code 95489 Employer's ID Number 48-0840330

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

Country of Domicile United States

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

Incorporated/Organized 01/02/1976 Commenced Business 10/01/1981

Statutory Home Office 9401 Indian Creek Parkway Ste 1300 , Overland Park, KS, US 66210  
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 9401 Indian Creek Parkway Ste 1300 Overland Park, KS, US 66210 913-202-5400  
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 9401 Indian Creek Parkway Ste 1300 Overland Park, KS, US 66210  
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 9401 Indian Creek Parkway Ste 1300 Overland Park, KS, US 66210 913-202-5400  
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.chckansas.com

Statutory Statement Contact Scott D. Merry 913-202-5089  
(Name) (Area Code) (Telephone Number) (Extension)  
sdmerry@cvty.com 855-415-1214  
(E-mail Address) (FAX Number)

### OFFICERS

Name	Title	Name	Title
<u>Charles Richard Stark</u>	<u>President and CEO</u>	<u>Elaine Rose Cofrancesco #</u>	<u>Vice President and Treasurer</u>
<u>Shirley Ann Roquemore Smith</u>	<u>Secretary</u>	<u>Randy Oursler</u>	<u>Actuary</u>

### OTHER OFFICERS

<u>John Joseph Ruhlmann</u>	<u>Corporate Controller</u>	<u>Richard Gary Kleiner</u>	<u>CFO, Vice President</u>
<u>James Utley</u>	<u>Senior Medical Director</u>	<u>Kevin James Casey #</u>	<u>Senior Investment Officer</u>

### DIRECTORS OR TRUSTEES

<u>Andrew Lynn Asher</u>	<u>Michael Gene Murphy</u>	<u>Charles Richard Stark</u>
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State of .....

SS

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.

Charles Richard Stark  
President and CEO

Elaine Rose Cofrancesco  
Vice President and Treasurer

Shirley Ann Roquemore Smith  
Secretary

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

b. If no:

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

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

STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

**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 .....	70,462,216		70,462,216	105,713,312
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 (\$ .....80,877,671 ), cash equivalents (\$ .....1,061,850 ) and short-term investments (\$ .....926,642 ) .....	82,866,162		82,866,162	80,605,073
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....	0		0	0
9. Receivables for securities .....	470,479		470,479	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) .....	153,798,857	0	153,798,857	186,318,384
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	811,832		811,832	1,057,025
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	5,567,398		5,567,398	16,419,722
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 .....	35,591,966		35,591,966	24,412,914
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	50,914		50,914	839,862
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 .....	618,373		618,373	150,017
18.1 Current federal and foreign income tax recoverable and interest thereon .....			0	2,401,654
18.2 Net deferred tax asset .....	18,036,975	11,033,762	7,003,212	7,003,213
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....	11,319	11,319	0	0
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....	4,945,684	4,945,684	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....	7,201,747		7,201,747	3,302,200
24. Health care (\$ ..... ) and other amounts receivable .....	757,922	660,357	97,565	5,728,800
25. Aggregate write-ins for other than invested assets .....	2,458,985	2,458,985	0	462,174
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	229,851,972	19,110,108	210,741,864	248,095,965
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27) .....	229,851,972	19,110,108	210,741,864	248,095,965
<b>DETAILS OF WRITE-INS</b>				
1101. ....			0	0
1102. ....			0	0
1103. ....			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above) .....	0	0	0	0
2501. Prepays .....	2,458,985	2,458,985	0	0
2502. State Tax Receivable .....			0	462,174
2503. ....			0	0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	2,458,985	2,458,985	0	462,174

## LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....2,117,882 reinsurance ceded).....	49,035,841	4,026,633	53,062,474	88,562,997
2. Accrued medical incentive pool and bonus amounts .....	1,562,307		1,562,307	1,359,183
3. Unpaid claims adjustment expenses .....	793,777		793,777	1,236,397
4. Aggregate health policy reserves including the liability of \$ .....877,234 for medical loss ratio rebate per the Public Health Service Act.....	877,234		877,234	0
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....	471,549		471,549	0
8. Premiums received in advance .....	16,949,849		16,949,849	7,548,743
9. General expenses due or accrued .....	13,419,158		13,419,158	14,578,709
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....(61,511) on realized gains (losses)) .....	2,312,386		2,312,386	0
10.2 Net deferred tax liability.....			0	0
11. Ceded reinsurance premiums payable .....			0	0
12. Amounts withheld or retained for the account of others .....	13,125,882		13,125,882	9,263,659
13. Remittances and items not allocated .....	720,865		720,865	905,482
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....			0	6,270,235
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 .....	2,622,550		2,622,550	464,997
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....	1,607,430	0	1,607,430	4,172,637
24. Total liabilities (Lines 1 to 23).....	103,498,830	4,026,633	107,525,463	134,363,039
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
26. Common capital stock .....	XXX	XXX	5,000	5,000
27. Preferred capital stock .....	XXX	XXX		0
28. Gross paid in and contributed surplus .....	XXX	XXX	172,771,800	172,771,800
29. Surplus notes .....	XXX	XXX		0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	(69,560,399)	(59,043,874)
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... ) .....	XXX	XXX		0
32.2 ..... shares preferred (value included in Line 27 \$ ..... ) .....	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	103,216,401	113,732,926
34. Total liabilities, capital and surplus (Lines 24 and 33) .....	XXX	XXX	210,741,864	248,095,965
<b>DETAILS OF WRITE-INS</b>				
2301. Office of Personnel Management Liability.....	869,655		869,655	3,409,485
2302. Escheat Liability.....	737,774		737,774	763,151
2303. CMS Allowance.....			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	1,607,430	0	1,607,430	4,172,637
2501. ....	XXX	XXX		0
2502. ....	XXX	XXX		0
2503. ....	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above) .....	XXX	XXX	0	0
3001. ....	XXX	XXX		0
3002. ....	XXX	XXX		0
3003. ....	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above) .....	XXX	XXX	0	0

## STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	737,711	1,686,026	3,339,122
2. Net premium income (including \$ non-health premium income).....	XXX	380,384,509	535,084,904	1,040,175,341
3. Change in unearned premium reserves and reserve for rate credits .....	XXX		0	0
4. Fee-for-service (net of \$ medical expenses) .....	XXX		0	0
5. Risk revenue .....	XXX		0	0
6. Aggregate write-ins for other health care related revenues .....	XXX	15,032	34,163	21,707
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	14,808
8. Total revenues (Lines 2 to 7) .....	XXX	380,399,541	535,119,067	1,040,211,856
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		157,708,126	300,835,907	555,868,184
10. Other professional services .....		3,857,103	5,252,844	19,013,502
11. Outside referrals .....	13,993,783	13,993,783	12,167,777	58,683,802
12. Emergency room and out-of-area .....		7,172,533	16,823,842	9,331,943
13. Prescription drugs .....		51,740,300	70,195,122	145,976,734
14. Aggregate write-ins for other hospital and medical.....	0	2,253,283	972,447	4,565,157
15. Incentive pool, withhold adjustments and bonus amounts.....		1,622,403	328,331	1,628,642
16. Subtotal (Lines 9 to 15) .....	13,993,783	238,347,532	406,576,271	795,067,965
<b>Less:</b>				
17. Net reinsurance recoveries .....		(72,942,196)	(62,306,532)	(126,478,133)
18. Total hospital and medical (Lines 16 minus 17) .....	13,993,783	311,289,728	468,882,803	921,546,097
19. Non-health claims (net).....			0	0
20. Claims adjustment expenses, including \$ 3,873,173 cost containment expenses.....		15,861,829	18,746,879	34,846,129
21. General administrative expenses.....		22,538,799	42,379,666	72,483,677
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only).....			0	0
23. Total underwriting deductions (Lines 18 through 22) .....	13,993,783	349,690,356	530,009,348	1,028,875,904
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	30,709,184	5,109,719	11,335,953
25. Net investment income earned .....		1,357,719	1,838,608	3,434,460
26. Net realized capital gains (losses) less capital gains tax of \$ 784,626 .....		1,457,163	195,685	(44,397,297)
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	2,814,881	2,034,292	(40,962,837)
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ) (amount charged off \$ )] .....		(8,392)	(22,538)	(125,525)
29. Aggregate write-ins for other income or expenses .....	0	(36,824)	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	33,478,851	7,121,474	(29,752,409)
31. Federal and foreign income taxes incurred .....	XXX	8,924,797	1,570,556	(20,344)
32. Net income (loss) (Lines 30 minus 31) .....	XXX	24,554,054	5,550,918	(29,732,065)
<b>DETAILS OF WRITE-INS</b>				
0601. Other Income.....	XXX	15,032	34,163	21,707
0602. ....	XXX		0	0
0603. ....	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	XXX	15,032	34,163	21,707
0701. Gain on Disposal of Fixed Assets.....	XXX		0	14,808
0702. ....	XXX		0	0
0703. ....	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	XXX	0	0	14,808
1401. Other Medical Expenses.....		2,253,283	972,447	4,565,157
1402. ....			0	0
1403. ....			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above) .....	0	2,253,283	972,447	4,565,157
2901. Loss on Disposal of Fixed Assets.....		(36,824)	0	0
2902. ....			0	0
2903. ....			0	0
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above) .....	0	(36,824)	0	0

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

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
<b>CAPITAL &amp; SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	113,732,926	114,507,645	114,507,645
34. Net income or (loss) from Line 32 .....	24,554,054	5,550,918	(29,732,065)
35. Change in valuation basis of aggregate policy and claim reserves .....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....	(198,322)	0	0
37. Change in net unrealized foreign exchange capital gain or (loss) .....		0	0
38. Change in net deferred income tax .....		(2,308,541)	12,729,666
39. Change in nonadmitted assets .....	(5,172,257)	(34,401,074)	(8,249,254)
40. Change in unauthorized and certified reinsurance .....	0	0	0
41. Change in treasury stock .....		0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles .....		204,984	204,984
44. Capital Changes:			
44.1 Paid in .....		0	0
44.2 Transferred from surplus (Stock Dividend) .....		0	0
44.3 Transferred to surplus .....		0	0
45. Surplus adjustments:			
45.1 Paid in .....		24,271,950	24,271,950
45.2 Transferred to capital (Stock Dividend) .....	0	0	0
45.3 Transferred from capital .....		0	0
46. Dividends to stockholders .....	(29,700,000)	0	0
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	0
48. Net change in capital and surplus (Lines 34 to 47) .....	(10,516,525)	(6,681,763)	(774,719)
49. Capital and surplus end of reporting period (Line 33 plus 48)	103,216,401	107,825,882	113,732,926
<b>DETAILS OF WRITE-INS</b>			
4701. Merger of Preferred Health Systems, Inc.....		0	0
4702. ....		0	0
4703. ....		0	0
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	0

## CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance.....	390,336,122	540,744,218	1,014,514,135
2. Net investment income .....	1,953,923	2,219,935	4,229,438
3. Miscellaneous income .....	15,032	34,163	36,515
4. Total (Lines 1 to 3) .....	392,305,077	542,998,317	1,018,780,089
5. Benefit and loss related payments .....	345,326,629	429,574,042	878,559,726
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	38,358,818	59,660,196	104,558,832
8. Dividends paid to policyholders .....		0	0
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses).....	4,995,382	3,507,685	(283,539)
10. Total (Lines 5 through 9) .....	388,680,829	492,741,923	982,835,019
11. Net cash from operations (Line 4 minus Line 10) .....	3,624,248	50,256,393	35,945,070
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	62,241,596	13,276,096	42,235,770
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 .....	(7)	0	1
12.7 Miscellaneous proceeds .....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	62,241,589	13,276,096	42,235,771
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	24,984,406	14,223,297	41,914,016
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 .....	784,110	2,213	45,639,299
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	25,768,516	14,225,510	87,553,315
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) .....	36,473,073	(949,414)	(45,317,544)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	24,271,950	24,271,950
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 .....	29,700,000	0	0
16.6 Other cash provided (applied).....	(8,136,227)	(67,539,771)	(9,422,342)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	(37,836,227)	(43,267,821)	14,849,608
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	2,261,094	6,039,157	5,477,134
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	80,605,068	75,127,935	75,127,935
19.2 End of period (Line 18 plus Line 19.1) .....	82,866,162	81,167,092	80,605,068

STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

**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 .....	270,520	.0	97,561	.0	.0	.0	7,915	13,829	151,215	.0
2. First Quarter .....	123,232	.0	101,457	.0	.0	.0	7,337	14,438	.0	.0
3. Second Quarter .....	122,126	.0	100,402	.0	.0	.0	7,263	14,461	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6. Current Year Member Months	737,711		607,200				43,792	86,719		
Total Member Ambulatory Encounters for Period:										
7. Physician .....	247,400		165,468				16,763	65,169		
8. Non-Physician .....	163,054		123,396				6,828	32,830		
9. Total	410,454	0	288,864	0	0	0	23,591	97,999	0	0
10. Hospital Patient Days Incurred	37,107		10,002				1,629	25,476		
11. Number of Inpatient Admissions	6,491		2,925				357	3,209		
12. Health Premiums Written (a).....	295,617,934		199,973,047				18,923,611	79,611,895	(2,890,619)	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned .....	295,617,934		199,973,047				18,923,611	79,611,895	(2,890,619)	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services .....	273,197,330		166,807,342				18,675,793	64,687,056	23,027,139	
18. Amount Incurred for Provision of Health Care Services	238,347,533		160,523,642				18,000,689	65,596,066	(5,772,864)	

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



STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1	2	3	4		
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	27,349,788	136,083,698	622,187	34,293,824	27,971,975	41,183,636
2. Medicare Supplement .....					.0	.0
3. Dental only .....					.0	.0
4. Vision only .....					.0	.0
5. Federal Employees Health Benefits Plan .....	4,228,971	14,162,253	39,454	2,099,756	4,268,424	2,814,313
6. Title XVIII - Medicare .....	10,057,053	128,847,341	76,434	14,621,814	10,133,487	14,008,436
7. Title XIX - Medicaid .....	23,991,140		1,756,609		25,747,749	30,556,612
8. Other health .....					.0	.0
9. Health subtotal (Lines 1 to 8).....	65,626,952	279,093,293	2,494,683	51,015,394	68,121,635	88,562,997
10. Health care receivables (a) .....					.0	.0
11. Other non-health .....					.0	.0
12. Medical incentive pools and bonus amounts .....	1,170,529	248,750	200,000	1,362,307	1,370,529	1,359,183
13. Totals (Lines 9-10+11+12)	66,797,481	279,342,043	2,694,683	52,377,701	69,492,165	89,922,180

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

## NOTES TO FINANCIAL STATEMENTS

### 1. Summary of Significant Accounting Policies

#### A. Accounting Practices

The accompanying financial statements of Coventry Health Care of Kansas, Inc. ("the Company") have been prepared in accordance with the accounting practices prescribed or permitted by the Kansas Department of Insurance (DOI). Such practices differ in certain respects from generally accepted accounting principles in determining financial position and results of operations. Certain assets designated as non-admitted (e.g. receivables greater than 90 days old, prepaid assets, intangible assets, certain amounts of property and equipment, notes receivable and deferred taxes) are excluded from the balance sheet by a direct charge to surplus. Bonds generally are stated at amortized cost, except for bonds that are rated by the NAIC as class 3-6 which are reported at the lower of amortized cost or fair market value.

The Kansas Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the State of Kansas for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under Kansas insurance laws. The National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures Manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Kansas. The State of Kansas has not adopted any prescribed accounting practices that differ from those found in NAIC SAP

Below is a reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the Kansas Department of Insurance as of June 30, 2013:

	<u>State of Domicile</u>	<u>2013</u>	<u>2012</u>
<u>NET INCOME</u>			
(1) Company state basis (Page 4, Line 32, Columns 2 & 4)	KS.....	\$.....24,554,054	\$.....(29,732,065)
(4) NAIC SAP (1-2-3=4)	KS.....	\$.....24,554,054	\$.....(29,732,065)
<u>SURPLUS</u>			
(5) Company state basis (Page 3, Line 33, Columns 3 & 4)	KS.....	\$.....103,216,401	\$.....113,732,926
(8) NAIC SAP (5-6-7=8)	KS.....	\$.....103,216,401	\$.....113,732,926

### 2. Accounting Changes and Corrections of Errors

NO CHANGE

### 3. Business Combinations and Goodwill

A. Statutory Purchased Method  
NONE

B. Statutory Merger Method  
NONE

C. Assumption Reinsurance  
NONE

D. Impairment Losses  
NONE

### 4. Discontinued Operations

NO CHANGE

### 5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

NONE

B. Debt Restructuring

NONE

C. Reverse Mortgages

## NOTES TO FINANCIAL STATEMENTS

NONE

### D. Loan-Backed Securities

1. Prepayment assumptions for single class and multi-class mortgage backed/asset backed securities were obtained from industry market sources.
2. The Company had no recognized OTTI on loan backed and structured securities currently held, in which the present value of cash flows expected to be collected is less than the amortized cost basis, at the reporting date June 30, 2013.
3. The Company had no recognized OTTI on loan backed and structured securities currently held, in which the present value of cash flows expected to be collected is less than the amortized cost basis, at the reporting date June 30, 2013

4.

a. The aggregate amount of unrealized losses:

1. Less than 12 Months	\$.....43,674
2. 12 Months or Longer	\$.....

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 Months	\$.....3,289,227
2. 12 Months or Longer	\$.....

The structured securities have been in a continuous unrealized loss position for less than 12 months. There are no structured securities that have been in a continuous unrealized loss position for 12 months or longer.

5. The Company has reviewed the loan-backed and structured securities in accordance with SSAP 43R in the table above and have concluded that these are performing assets generating investment income to support the needs of the business. Furthermore, the Company has no intention to sell the securities at June 30, 2013 before their cost can be recovered and does have the intent and ability to retain the securities for the time sufficient to recover the amortized cost basis; therefore, no OTTI write-down to fair value was determined to have occurred on these securities.

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

NONE

### 6. Joint Ventures, Partnerships and Limited Liability Companies

NO CHANGE

### 7. Investment Income

NO CHANGE

### 8. Derivative Instruments

NO CHANGE

### 9. Income Taxes

NO CHANGE

### 10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A-C. NO CHANGE

D. Amounts due from related parties and due to related parties as of March 31, 2013 are as follows:

Due from Related Parties:

Coventry Health Care, Inc.	2,218,611
Coventry Prescription Mgmt. Services, Inc.	16,314

## NOTES TO FINANCIAL STATEMENTS

Coventry Management Services, Inc.	12,554
Coventry Health and Life Insurance Company	4,954,268

Due to Related Parties:

0

The terms of settlement require that these amounts are settled within 30 days.

E. On August 19, 2012, the Company's parent, Coventry Health Care, Inc. ("Coventry"), Aetna Inc. ("Aetna") and Jaguar Merger Subsidiary, Inc. ("Merger Sub") entered into an Agreement and Plan of Merger (as amended, and as may be further amended), pursuant to which, subject to the satisfaction or waiver of certain conditions, Merger Sub will be merged with and into Coventry, with Coventry surviving the merger as a wholly-owned subsidiary of Aetna (the "Merger").

The consummation of the Merger is subject to customary closing conditions, including, among others, the adoption of the Merger Agreement by Coventry's stockholders, the absence of certain legal impediments to the consummation of the Merger, the receipt of specified governmental consents and approvals, the early termination or expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, and, subject to certain exceptions, the accuracy of representations and warranties made by the Coventry and Aetna, respectively, and compliance by the Coventry and Aetna with their respective obligations under the Merger Agreement. The Merger closed on May 7, 2013.

11. Debt

NO CHANGE

12. Retirement Plans, Deferred Compensation, Post-employment Benefits and Compensated Absences and Other Post-retirement Benefit Plans

A. The Company does not sponsor a Defined Benefit Plan.

13. Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

NO CHANGE

14. Contingencies

NO CHANGE

15. Leases

NO CHANGE

16. Information About Financial Instruments With Off-Balance Sheet Risk And Financial Instruments With Concentrations of Credit Risk

NO CHANGE

17. Sale, Transfers and Servicing of Financial Assets and Extinguishment of Liabilities

B. NO CHANGE

C. Wash Sales - NONE

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2013:

	ASO Uninsured Plans	Uninsured Portion of Partially Insured Plans	Total ASO
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$(3,018,596)	\$.....	\$(3,018,596)
b. Total net other income or expenses (including interest paid to or received from plans)	\$(99,649)	\$.....	\$(99,649)
c. Net gain or (loss) from operations	\$(3,118,245)	\$.....	\$(3,118,245)
d. Total claim payment volume	\$108,558,866	\$.....	\$108,558,866

**NOTES TO FINANCIAL STATEMENTS**

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

NO CHANGE

20. Fair Value Measurements

- A. NONE
- B. NO CHANGE
- C.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Not Practicable (Carrying Value)
Bonds, Short Term, and Cash Eq	\$ 73,094,978	\$ 72,450,979	\$ 10,442,864	\$ 62,652,114	\$ .....	\$ .....

21. Other Items

- A. - F
- NO CHANGE

G. Subprime-Mortgage-Related Risk Exposure

	Actual Cost	Book/Adjusted Carrying Value (excluding interest)	Fair Value	Other Than Temporary Impairment Losses Recognized
a. Residential mortgage-backed securities				
b. Commercial mortgage-backed securities				
c. Collateralized debt obligations				
d. Structured securities			17,184	17,186
e. Equity investment in SCAs *				
f. Other assets				
g. Total			17,184	17,186

22. Events Subsequent

NONE

23. Reinsurance

NO CHANGE

24. Respectively Rated Contracts and Contracts Subject to Redetermination

NO CHANGE

25. Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2012 were \$89.9 million. As of March 31, 2013, \$69.5 million has been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserves remaining for prior year are now \$2.7 million as a result of re-estimation of unpaid losses and loss adjustment expenses principally on commercial and Medicare lines of business. Therefore, there has been a \$20.4 million favorable prior year development since December 31, 2012. This decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. There are no retrospectively rated contracts subject to redetermination. However, the business to which it relates is subject to premium adjustments.

26. Intercompany Pooling Arrangements

NO CHANGE

27. Structured Settlements

NO CHANGE

28. Health Care Receivables

## NOTES TO FINANCIAL STATEMENTS

NO CHANGE

29. Participating Policies

NO CHANGE

30. Premium Deficiency Reserves

NO CHANGE

31. Anticipated Salvage and Subrogation

NO CHANGE

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes  No
- 1.2 If yes, has the report been filed with the domiciliary state? ..... Yes  No
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes  No
- 2.2 If yes, date of change: .....

- 3.1 Have there been any substantial changes in the organizational chart since the prior quarter end? ..... Yes  No

3.2 If the response to 3.1 is yes, provide a brief description of those changes.  
Aetna purchase of Coventry Health Care, Inc.....

- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? ..... Yes  No

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

1 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  NA   
If yes, attach an explanation.

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2009

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. .... 12/31/2009

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). .... 12/21/2011

6.4 By what department or departments?  
Kansas Insurance Department.....

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? ..... Yes  No  NA

6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes  No  NA

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? ..... Yes  No

7.2 If yes, give full information:  
.....

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes  No

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

8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes  No

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

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

## GENERAL INTERROGATORIES

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

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

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

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

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

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

### FINANCIAL

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

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... \$ ..... 2,218,611

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

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

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

14.2 If yes, please complete the following:

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

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

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

If no, attach a description with this statement.

**GENERAL INTERROGATORIES**

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

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

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

1 Name of Custodian(s)	2 Custodian Address
State Street Bank and Trust Company.....	225 Franklin Street, Boston, MA 02110.....

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 [X] No [ ]

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

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Citibank.....	State Street Bank and Trust Company.....	.....05/07/2013.....	Aetna purchase of Company.....

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

1 Central Registration Depository	2 Name(s)	3 Address

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

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

**GENERAL INTERROGATORIES**  
**PART 2 - HEALTH**

1. Operating Percentages:	
1.1 A&H loss percent.....	82.9 %
1.2 A&H cost containment percent .....	1.0 %
1.3 A&H expense percent excluding cost containment expenses.....	5.9 %
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 COVENTRY HEALTH CARE OF KANSAS, INC.

**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 & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama	AL	N							0	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	N							0	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. Dist. Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	N							0	
14. Illinois	IL	N							0	
15. Indiana	IN	N							0	
16. Iowa	IA	N							0	
17. Kansas	KS	L	197,664,383	29,319,952	(2,890,619)	18,923,611			243,017,328	
18. Kentucky	KY	N							0	
19. Louisiana	LA	N							0	
20. Maine	ME	N							0	
21. Maryland	MD	N							0	
22. Massachusetts	MA	N							0	
23. Michigan	MI	N							0	
24. Minnesota	MN	N							0	
25. Mississippi	MS	N							0	
26. Missouri	MO	L	2,308,664	50,291,943					52,600,607	
27. Montana	MT	N							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	N							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	N							0	
42. South Dakota	SD	N							0	
43. Tennessee	TN	N							0	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	N							0	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CAN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX		199,973,047	79,611,895	(2,890,619)	18,923,611	0	0	295,617,934	0
60. Reporting entity contributions for Employee Benefit Plans	XXX								0	
61. Total (Direct Business)	(a) 2		199,973,047	79,611,895	(2,890,619)	18,923,611	0	0	295,617,934	0
<b>DETAILS OF WRITE-INS</b>										
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

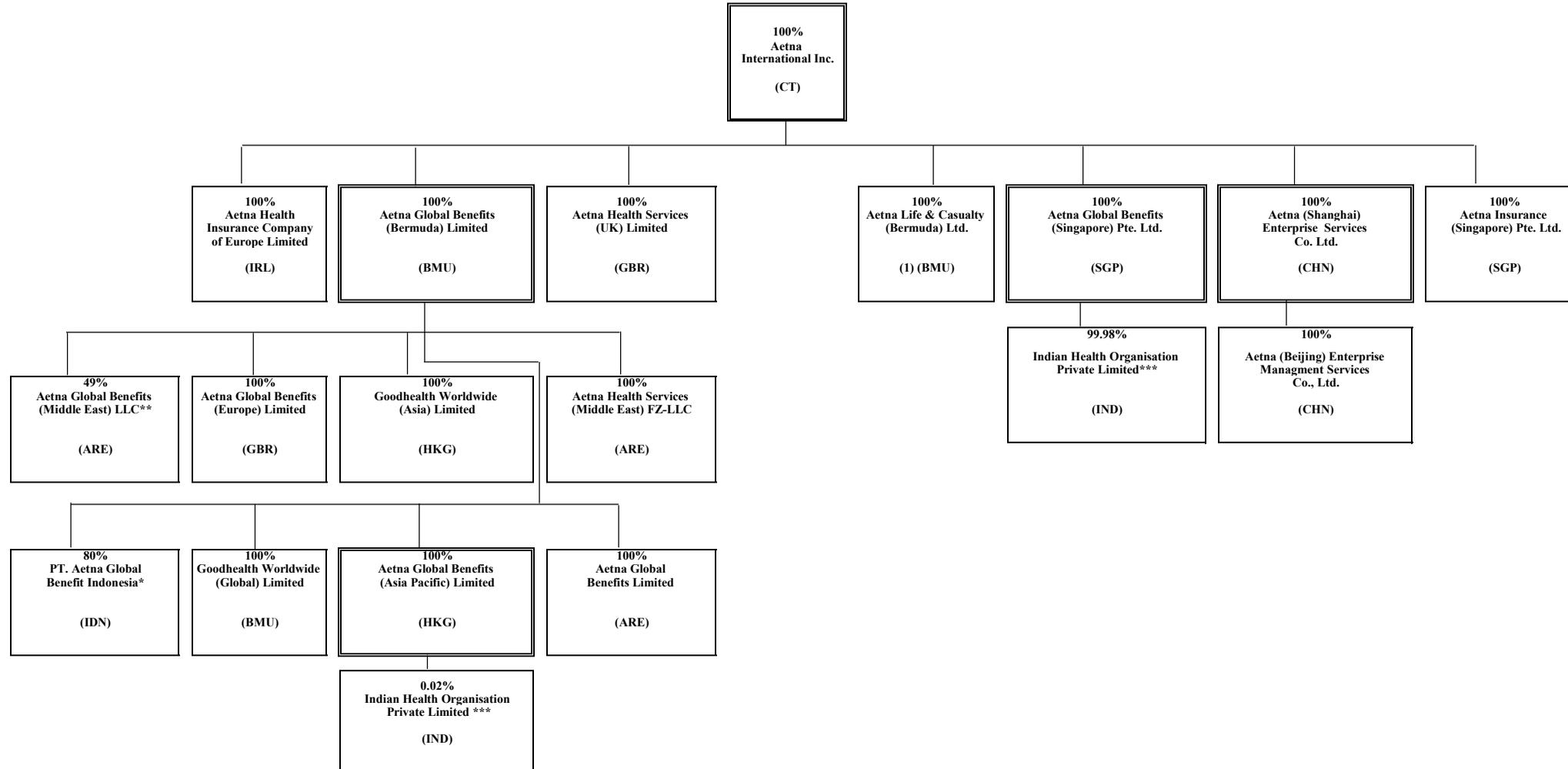
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business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

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



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

**PART 1- ORGANIZATIONAL CHART**



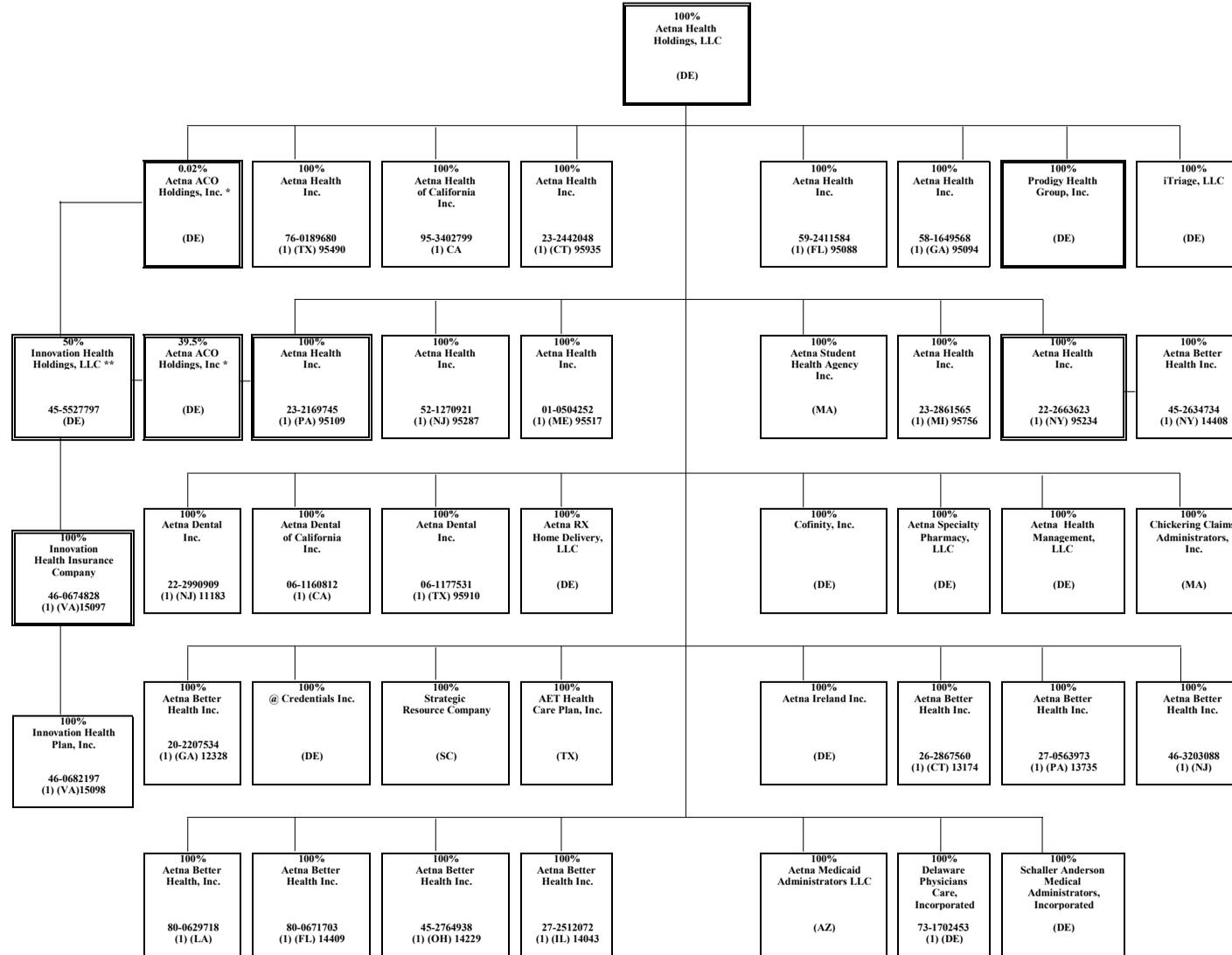
\* 20% owned by Suhatsyah Rivai, Aetna's Nominee.

\*\* 51% owned by Euro Gulf LLC, Aetna's Nominee.

\*\*\* Aetna Global Benefits (Asia Pacific) Limited owns 0.019857% of Indian Health Organization Private Limited and Aetna Global Benefits (Singapore) Pte. Ltd. owns 99.980143%.

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

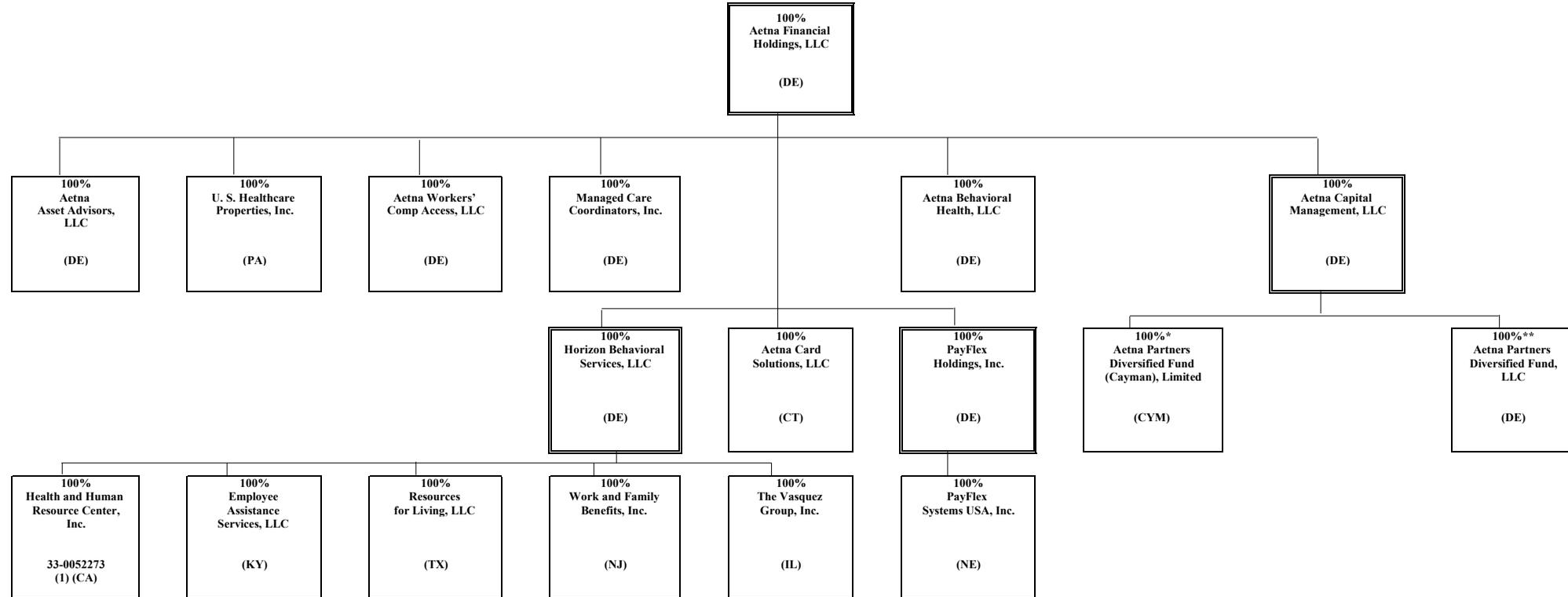
PART 1- ORGANIZATIONAL CHART



\* Aetna ACO Holdings, Inc. is owned by Aetna Life Insurance Company (60%); Aetna Health Inc. (PA) (39%); and Aetna Health Holdings, LLC (1%).  
 \*\* Innovation Health Holdings, LLC is 50% owned by Aetna ACO Holdings, Inc. and 50% owned by Inova Health System Foundation, an unaffiliated company.

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

**PART 1- ORGANIZATIONAL CHART**

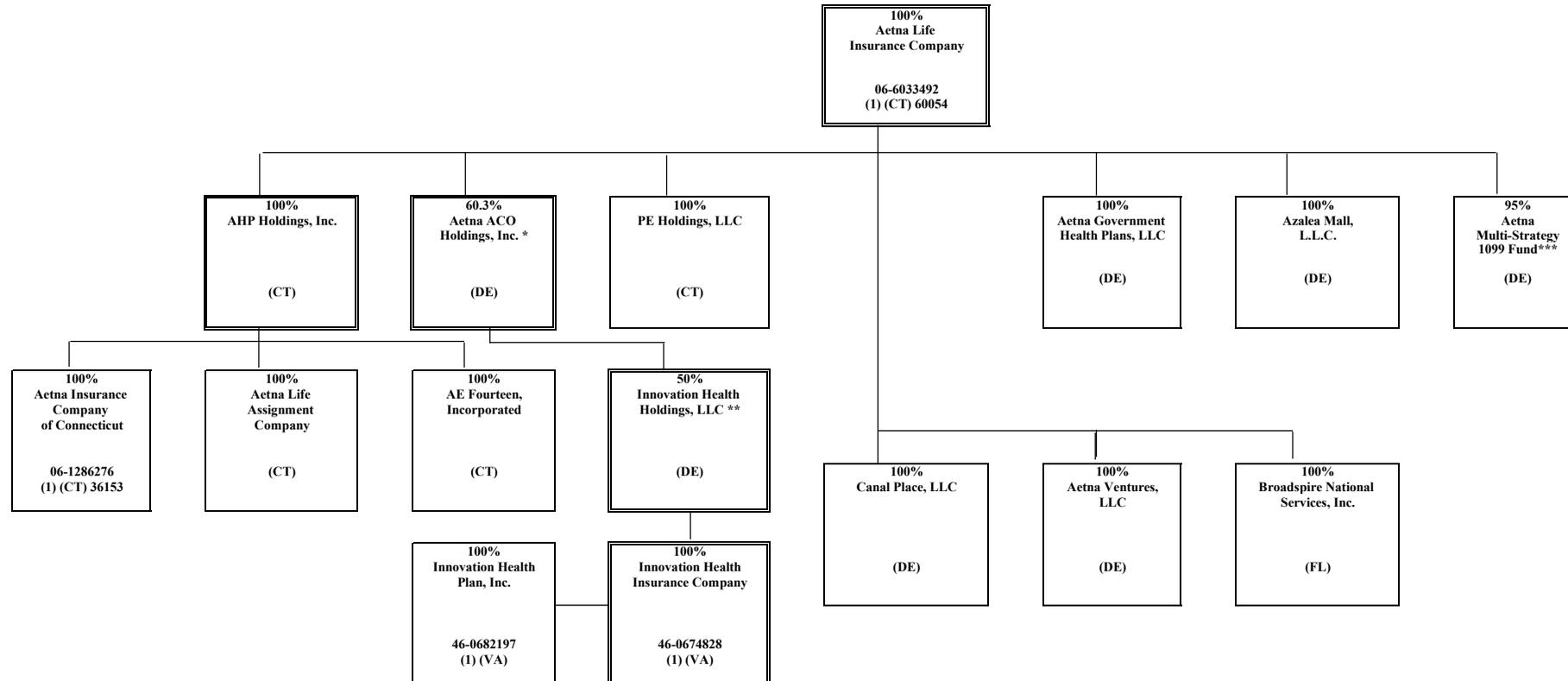


\* Aetna Life Insurance Company owns the Class C participating shares of Aetna Partners Diversified Fund (Cayman), Limited.

\*\* Aetna Life Insurance Company and Aetna Health and Life Insurance Company own substantially all of the non-managing member interests of Aetna Partners Diversified Fund, LLC.

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

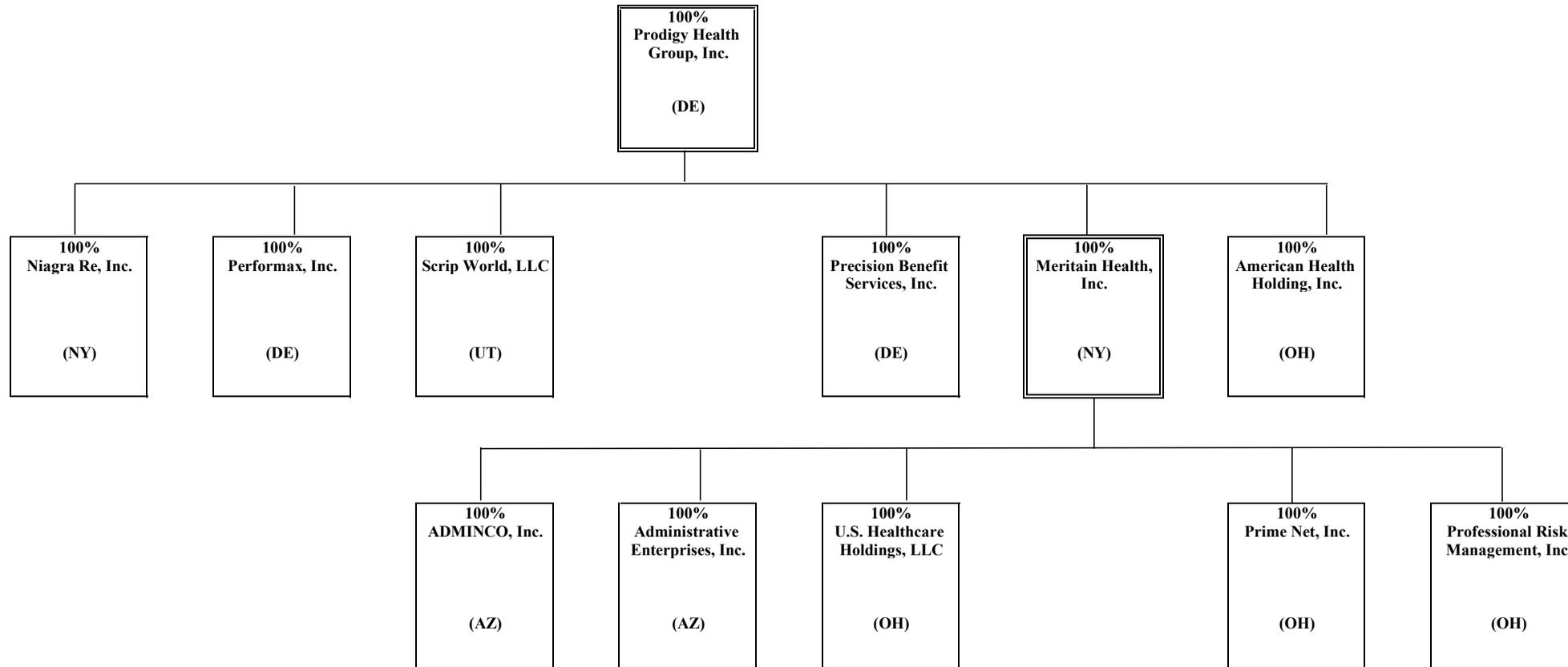
**PART 1- ORGANIZATIONAL CHART**



\* Aetna ACO Holdings, Inc. is owned by Aetna Life Insurance Company (60%); Aetna Health Inc. (PA) (39%); and Aetna Health Holdings, LLC (1%).  
 \*\* Innovation Health Holdings, LLC is 50% owned by Aetna ACO Holdings, Inc. and 50% owned by Inova Health System Foundation, an unaffiliated company.  
 \*\*\*95% is invested and owned by Aetna Life Insurance Company and 5% is invested and owned by external accredited investors.

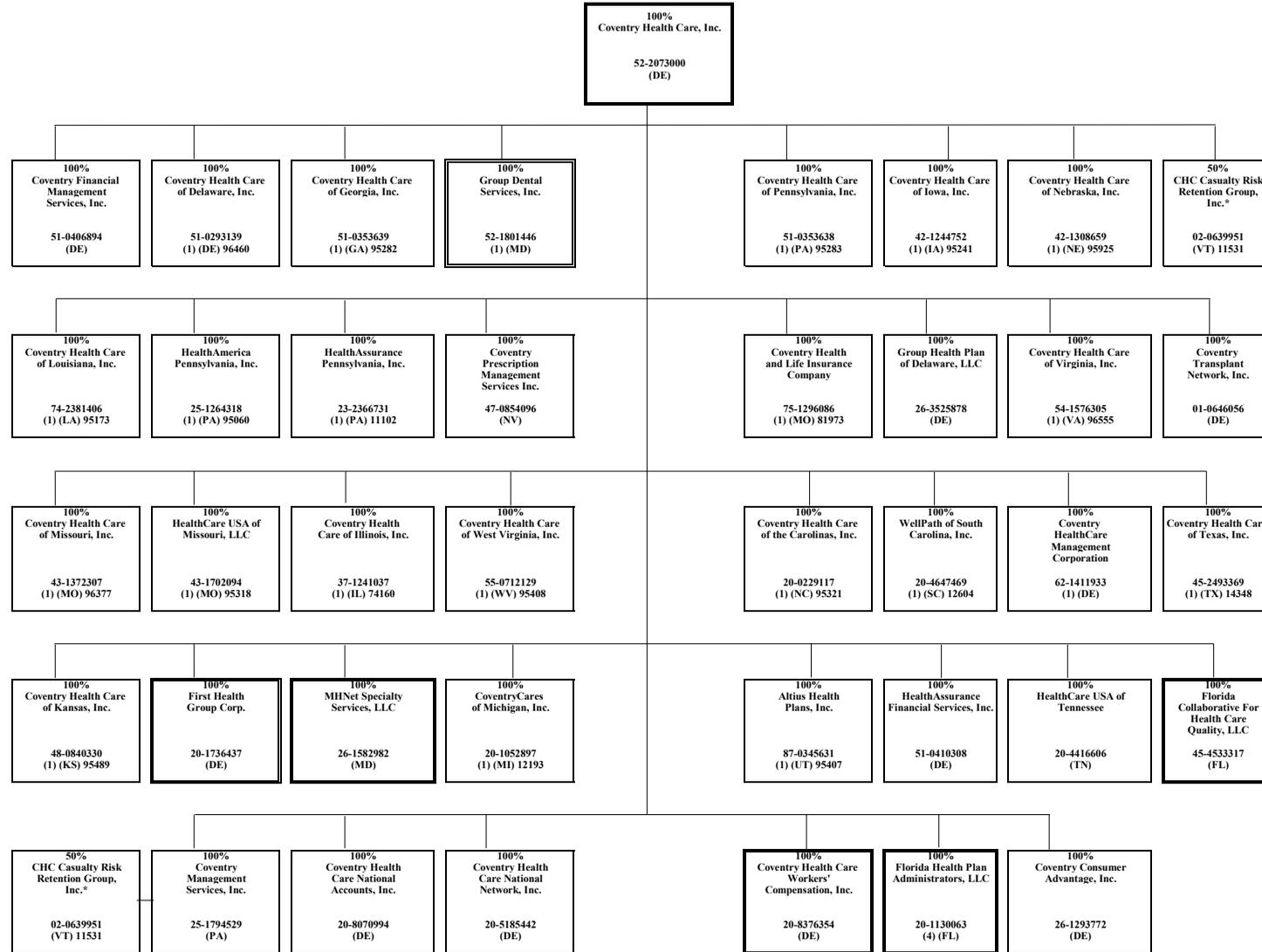
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURANCE MEMBERS OF A HOLDING COMPANY GROUP**

**PART 1- ORGANIZATIONAL CHART**



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

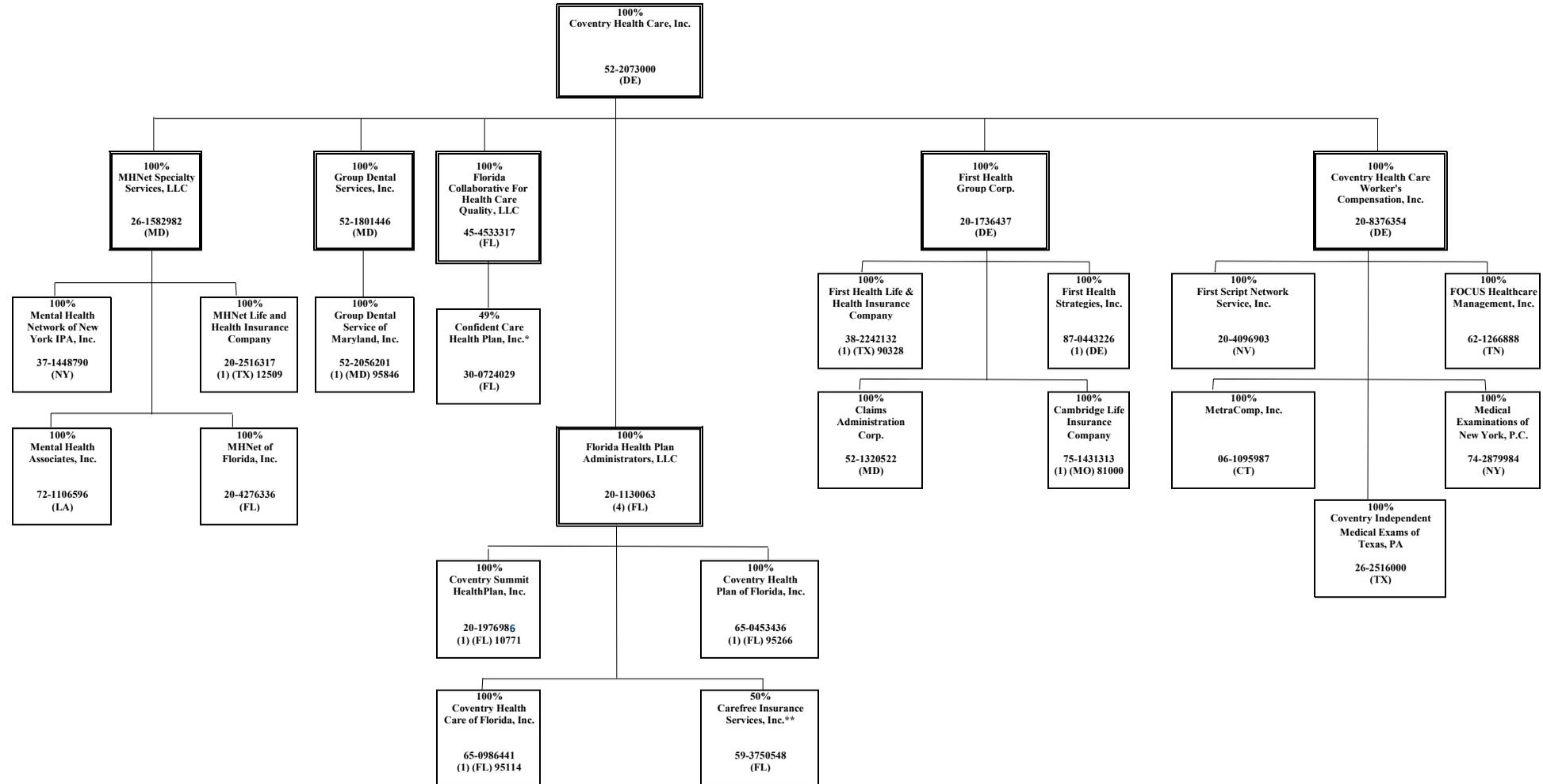
PART 1- ORGANIZATIONAL CHART



\* CHC Casualty Risk Retention Group, Inc. is 50% owned by Coventry Management Services, Inc. and 50% owned by Coventry Health Care, Inc.

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

PART 1- ORGANIZATIONAL CHART



\* Confident Care Health Plan, Inc. is 49% owned by Florida Collaborative For Health Care Quality, LLC and 51% owned by Mary Catherine Moffitt, M.D., Inc.  
 \*\*Carefree Insurance Services, Inc is 50% owned by Florida Health Plan Administrators, LLC, 18% owned by Arthur J. VanNote, 16% owned by Ralph E. Boles and 16% owned by Gloria Montgomery.

STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

**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)	Name 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)	*
00001	AETNA INC	00000	23-2229683	3060706	1122304	N	Aetna Inc	PA	UIP			0.0		0
00001	AETNA INC	00000	30-0123754				Aetna Health Holdings, LLC	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	45-4901541				Aetna ACO Holdings, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	0.2	Aetna Inc	4
00001	AETNA INC	00000	45-5527797				Innovation Health Holdings, LLC	DE	IA	Aetna ACO Holdings, Inc	Ownership	50.0	Aetna Inc	7
00001	AETNA INC	00000	95-3402799				Aetna Health of California Inc	CA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	95935	23-2442048				Aetna Health Inc	CT	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	95088	59-2411584				Aetna Health Inc	FL	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	95094	58-1649568				Aetna Health Inc	GA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	95517	01-0504252				Aetna Health Inc	ME	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	95756	23-2861565				Aetna Health Inc	MI	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	95287	52-1270921				Aetna Health Inc	NJ	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	95234	22-2663623				Aetna Health Inc	NY	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	14408	45-2634734				Aetna Better Health Inc	NY	IA	Aetna Health Inc (NY)	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	95109	23-2169745				Aetna Health Inc	PA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	45-4901541				Aetna ACO Holdings, Inc	DE	NIA	Aetna Health Inc (PA)	Ownership	39.5	Aetna Inc	4
00001	AETNA INC	95490	76-0189680				Aetna Health Inc	TX	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	95040	74-1844335				AET Health Care Plan, Inc	TX	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	12328	20-2207534				Aetna Better Health Inc	GA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	06-1160812				Aetna Dental of California Inc	CA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	11183	22-2990909				Aetna Dental Inc	NJ	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	95910	06-1177531				Aetna Dental Inc	TX	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	30-0123760				Aetna Rx Home Delivery, LLC	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	13-3670795				Aetna Health Management, LLC	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	22-3187443				Aetna Ireland Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	04-3134551				Chickering Claims Administrators, Inc	MA	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	57-1209768				Aetna Specialty Pharmacy, LLC	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	20-1274723				Cofinity, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	23-2671370				@Credentials Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	57-0640344				Strategic Resource Company	SC	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	13735	27-0563973				Aetna Better Health Inc	PA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	13174	26-2867560				Aetna Better Health Inc	CT	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	14043	27-2512072				Aetna Better Health Inc	IL	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	80-0629718				Aetna Better Health, Inc	LA	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	14409	80-0671703				Aetna Better Health Inc	FL	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	14229	25-2764938				Aetna Better Health Inc	OH	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	46-3203088				Aetna Better Health Inc	NJ	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	04-2708160				Aetna Student Health Agency Inc	MA	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	73-1702453				Delaware Physicians Care, Incorporated	DE	IA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	01-0826783				Schaller Anderson Medical Administrators, Incorporated	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	86-0842559				Aetna Medicaid Administrators LLC	AZ	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	45-2944270				iTriage, LLC	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	16-1471176				Prodigy Health Group, Inc	DE	NIA	Aetna Health Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	20-0438576				Niagara Re, Inc	NY	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	52-2200070				Performax, Inc	DE	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	0

STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

**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)	Name 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)	*
00001	AETNA INC	00000	87-0632355				Scrip World, LLC	UT	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	27-1760756				Precision Benefit Services, Inc	DE	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	31-1368946				American Health Holding, Inc	OH	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	16-1264154				Meritain Health, Inc	NY	NIA	Prodigy Health Group, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	86-0537707				ADMINCO, Inc	AZ	NIA	Meritain Health, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	86-0527428				Administrative Enterprises, Inc	AZ	NIA	Meritain Health, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	16-1684061				U.S. Healthcare Holdings, LLC	OH	NIA	Meritain Health, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	34-1670299				Prime Net, Inc	OH	NIA	Meritain Health, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	34-1348032				Professional Risk Management, Inc	OH	NIA	Meritain Health, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	68500	62-1181209				Continental Life Insurance Company of Brentwood, Tennessee	TN	IA	Aetna Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	12321	20-2901054				American Continental Insurance Company	TN	IA	Continental Life Insurance Company of Brentwood, Tennessee	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	60054	06-6033492				Aetna Life Insurance Company	CT	UIP	Aetna Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	45-4901541				Aetna ACO Holdings, Inc	DE	NIA	Aetna Life Insurance Company	Ownership	60.3	Aetna Inc	4
00001	AETNA INC	00000	06-1270755				AHP Holdings, Inc	CT	UDP	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	36153	06-1286276				Aetna Insurance Company of Connecticut	CT		AHP Holdings, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	06-1028469				AE Fourteen, Incorporated	CT	NIA	AHP Holdings, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	06-1373153				Aetna Life Assignment Company	CT	NIA	AHP Holdings, Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	20-3678339				PE Holdings, LLC	CT	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	06-1423207				Azalea Mall, L.L.C.	DE	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	00000				Canal Place, LLC	DE	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	20-3180700				Aetna Ventures, LLC	DE	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	81-0579372				Aetna Government Health Plans, LLC	DE	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	59-2108747				Broadspire National Services, Inc	FL	NIA	Aetna Life Insurance Company	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	41-2035961				Aetna Financial Holdings, LLC	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	26-2030792				Aetna Asset Advisors, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	23-2354500				U.S. Healthcare Properties, Inc	PA	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	38-3704481				Aetna Capital Management, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	11-3667142		1314522		Aetna Partners Diversified Fund, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	1
00001	AETNA INC	00000	00000		1460020		Aetna Partners Diversified Fund (Cayman), Limited	CYM	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	2
00001	AETNA INC	00000	20-0446676				Aetna Workers' Comp Access, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	20-0446713				Aetna Behavioral Health, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	23-2670015				Managed Care Coordinators, Inc	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	59-3269144				Horizon Behavioral Services, LLC	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	0
00001	AETNA INC	00000	61-1193498				Employee Assistance Services, LLC	KY	NIA	Horizon Behavioral Services, LLC	Ownership	100.0	Aetna Inc	0

STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

**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)	Name 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)	*
00001	AETNA INC	00000	33-0052273				Health and Human Resource Center, Inc	CA	IA	Horizon Behavioral Services, LLC	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	75-2420973				Resources for Living, LLC	TX	NIA	Horizon Behavioral Services, LLC	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	36-3681261				The Vasquez Group Inc	IL	NIA	Horizon Behavioral Services, LLC	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	22-3178125				Work and Family Benefits, Inc	NJ	NIA	Horizon Behavioral Services, LLC	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	27-1773021				Aetna Card Solutions, LLC	CT	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	20-5216478				PayFlex Holdings, Inc	DE	NIA	Aetna Financial Holdings, LLC	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	91-1774434				PayFlex Systems USA, Inc	NE	NIA	PayFlex Holdings, Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	78700	06-0876836				Aetna Health and Life Insurance Company	CT	IA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	72052	23-2710210				Aetna Health Insurance Company	PA	IA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	84450	57-0805126				Aetna Health Insurance Company of New York	NY	IA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	98-0166872				Aetna Risk Indemnity Company, Limited	BMU	IA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	06-1571642				Aetna International Inc	CT	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	98-0211470				Aetna Life & Casualty (Bermuda) Ltd	BMU	IA	Aetna International Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Aetna Health Services (UK) Limited	GBR	NIA	Aetna International Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Aetna Insurance (Singapore) Pte. Ltd	SGP	NIA	Aetna International Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Aetna Global Benefits (Bermuda) Limited	BMU	NIA	Aetna International Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Goodhealth Worldwide (Global) Limited	BMU	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Aetna Global Benefits (Europe) Limited	BGR	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Goodhealth Worldwide (Asia) Limited	HKG	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Aetna Global Benefits Limited	ARE	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Aetna Health Services (Middle East) FZ-LLC	ARE	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					PT. Aetna Global Benefits Indonesia	IDN	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	80.0	Aetna Inc	.5
00001	AETNA INC	00000					Aetna Global Benefits (Middle East) LLC	ARE	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	49.0	Aetna Inc	.6
00001	AETNA INC	00000					Aetna Global Benefits (Asia Pacific) Limited	HKG	NIA	Aetna Global Benefits (Bermuda) Limited	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Indian Health Organisation Private Limited	IND	NIA	Aetna Global Benefits (Asia Pacific) Limited	Ownership	.0	Aetna Inc	.3
00001	AETNA INC	00000					Aetna Health Insurance Company of Europe Limited	IRL	NIA	Aetna International Inc	Ownership	100.0	Aetna Inc	.0

STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

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

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00001	AETNA INC	00000					Aetna (Shanghai) Enterprise Services Co. Ltd.	CHN	NIA	Aetna International Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Aetna (Beijing) Enterprise Management Services Co. (China)	CHN	NIA	Aetna (Shanghai) Enterprise Services Co. Ltd.	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Aetna Global Benefits (Singapore) PTE, LTD	SGP	NIA	Aetna International Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Indian Health Organisation Private Limited	IND	NIA	Aetna Global Benefits (Singapore) PTE, LTD	Ownership	100.0	Aetna Inc	.3
00001	AETNA INC	00000	22-2578985				AUSHC Holdings, Inc	CT	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	06-1182176				PHPSNE Parent Corporation	DE	NIA	AUSHC Holdings, Inc	Ownership	55.0	Aetna Inc	.8
00001	AETNA INC	00000	52-2182411				Active Health Management, Inc	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	23-3009341				Health Data & Management Solutions, Inc	DE	NIA	Active Health Management, Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	23-2604867				Aetna Integrated Informatics, Inc	PA	NIA	Active Health Management, Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	27-2192415				Health Re, Inc	VT	IA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	51-0029326				ASI Wings, L.L.C.	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	06-0918924				Luettgens Limited	CT	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	33-0807547				Medicity Inc	DE	NIA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	27-0259978				Novo Innovations, LLC	DE	NIA	Medicity Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	27-1170966				Allviant Corporation	DE	NIA	Medicity Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	15097	46-0674828				Innovation Health Insurance Company	VA	IA	Innovation Health Holdings, LLC	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	15098	46-0682197				Innovation Health Plan, Inc	VA	IA	Innovation Health Insurance Company	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000					Aetna Multi-Strategy 1099 Fund	DE	NIA	Aetna Life Insurance Company	Ownership	95.0	Aetna Inc	.9
00001	AETNA INC	00000	52-2073000				Coventry Health Care Inc	DE	IA	Aetna Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	81973	75-1296086				Coventry Health & Life Insurance Co	MO	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	51-0406894				Coventry Financial Mgmt Services, Inc	DE	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	96460	51-0293139				Coventry Health Care of Delaware, Inc	DE	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95282	51-0353639				Coventry Health Care of Georgia, Inc	GA	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	52-1801446				Group Dental Services, Inc	MD	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95283	51-0353638				Coventry Health Care of Pennsylvania, In	PA	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95241	42-1244752				Coventry Health Care of Iowa, Inc	IA	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95925	42-1308659				Coventry Health Care of Nebraska, Inc	NE	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95173	74-2381406				Coventry Health Care of Louisiana, Inc	LA	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95060	25-1264318				HealthAmerica Pennsylvania Inc	PA	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	11102	23-2366731				HealthAssurance Pennsylvania, Inc	PA	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0

STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

**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)	Name 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)	*
00001	AETNA INC	00000	47-0854096				Coventry Prescription Mgmt Srvcs, Inc	NV	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	26-3525878				Group Health Plan of Delaware, LLC	DE	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	96555	54-1576305				Coventry Health Care of Virginia, Inc	VA	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	01-0646056				Coventry Transplant Network, Inc	DE	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	96377	43-1372307				Coventry Health Care of Missouri, Inc	MO	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95318	43-1702094				HealthCare USA of Missouri, LLC	MO	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	25-1794529				Coventry Management Services, Inc	PA	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95408	55-0712129				Coventry Health Care of West Virginia, Inc	WV	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95321	20-0229117				Coventry Health Care of the Carolinas, Inc	NC	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	12604	20-4647469				Wellpath of South Carolina, Inc	SC	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	62-1411933				Coventry Health Care Mgmt Corp	DE	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	14348	45-2493369				Coventry Health Care of Texas, Inc	TX	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95489	48-0840330				Coventry Health Care of Kansas, Inc	KS	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	20-1736437				First Health Group Corp	DE	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	26-1582982				MHNet Specialty Services, LLC	MD	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	12193	20-1052897				CoventryCares of Michigan, Inc	MI	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	95407	87-0345631				Altius Health Plans, Inc	UT	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	51-0410308				HealthAssurance Financial Services, Inc	DE	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	20-4416606				HealthCare USA of Tennessee, LLC	TN	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	11531	02-0639951				Coventry Health Care Casualty Risk Retention Group, Inc	VT	IA	Coventry Health Care Inc	Ownership	50.0	Aetna Inc	10
00001	AETNA INC	74160	37-1241037				Coventry Health Care of Illinois, Inc	IL	IA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	20-8070994				Coventry Health Care National Accounts, Inc	DE	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	20-5185442				Coventry Health Care National Network, Inc	DE	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	20-8376354				Coventry Health Care Workers' Compensation, Inc	DE	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	20-1130063				Florida Health Plan Administrators, LLC	FL	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	26-1293772				Coventry Consumer Advantage, Inc	DE	NIA	Coventry Health Care Inc	Ownership	100.0	Aetna Inc	.0
00001	AETNA INC	00000	20-4096903				First Script Network Service, Inc	NV	NIA	Coventry Health Care Workers' Compensation, Inc	Ownership	100.0	Aetna Inc	.0

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STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

**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)	Name 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)	*
00001	AETNA INC	00000	06-1095987				MetraComp, Inc.	CT	NIA	Coventry Health Care Workers' Compensation, Inc.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	74-2879984				Medical Examinations of NY, P.C.	NY	NIA	Coventry Health Care Workers' Compensation, Inc.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	62-1266888				FOCUS Healthcare Management, Inc.	TN	NIA	Coventry Health Care Workers' Compensation, Inc.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	26-2516000				Coventry Ind. Medical Exam of TX, PA	TX	NIA	Coventry Health Care Workers' Compensation, Inc.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	90328	38-2242132				First Health Life & Health Ins Co.	TX	IA	First Health Group Corp.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	87-0443226				First Health Strategies, Inc.	DE	NIA	First Health Group Corp.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	52-1320522				Claims Administration Corp.	MD	NIA	First Health Group Corp.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	81000	75-1431313				Cambridge Life Insurance Co	MO	IA	First Health Group Corp.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	95114	65-0986441				Coventry Health Care of Florida, Inc.	FL	IA	Florida Health Plan Administrators, LLC.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	95266	65-0453436				Coventry Health Plan of Florida, Inc.	FL	IA	Florida Health Plan Administrators, LLC.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	10771	20-1976986				Coventry Summit Health Plan, Inc.	FL	IA	Florida Health Plan Administrators, LLC.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	59-3750548				Carefree Insurance Services, Inc.	FL	NIA	Florida Health Plan Administrators, LLC.	Ownership	50.0	Aetna Inc.	12
00001	AETNA INC	95846	52-2056201				Group Dental Services of Maryland, Inc.	MD	IA	Group Dental Services, Inc.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	37-1448790				Mental Health Network of New York IPA, Inc.	NY	NIA	MHNet Specialty Services, LLC	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	12509	20-2516317				MHNet Life and Health Insurance Company	TX	IA	MHNet Specialty Services, LLC	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	72-1106596				Mental Health Associates, Inc.	LA	NIA	MHNet Specialty Services, LLC	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	20-4276336				MHNet of Florida, Inc.	FL	NIA	MHNet Specialty Services, LLC	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	45-4533317				Florida Collaborative Care for Health Care Quality, LLC.	FL	NIA	Coventry Health Care Inc.	Ownership	100.0	Aetna Inc.	0
00001	AETNA INC	00000	30-0724029				Confident Care Health Plan, Inc.	FL	NIA	Florida Collaborative Care for Health Care Quality, LLC.	Ownership	49.0	Aetna Inc.	11

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Asterisk	Explanation
1	Aetna Life Insurance Company and Aetna Health and Life Insurance Company own substantially all of the non-managing membership interests.
2	Aetna Life Insurance Company owns the Class C participating shares.
3	Aetna Global Benefits (Asia Pacific) Limited owns 0.019857% of Indian Health Organization Private Limited and Aetna Global Benefits (Singapore) Pte. Ltd. owns 99.980143%.
4	Aetna Life Insurance Company owns 302 shares, Aetna Health Inc. (PA) owns 198 shares and Aetna Health Holdings, LLC owns 1 share.
5	Aetna Global Benefits (Bermuda) Limited owns 80% and 20% is owned by Suhatsyah Rivai, Aetna's Nominee.
6	Aetna Global Benefits (Bermuda) Limited owns 49% and 51% is owned by Euro Gulf LLC, Aetna's Nominee.
7	Aetna ACO Holdings Inc. owns 50% and 50% is owned by Innovation Health System Foundation (non-affiliate).
8	55% is owned by AUSHC Holdings, Inc. The remaining 45% is owned by thirteen different hospitals (non-affiliates) which are shareholders with varying degrees of ownership.
9	95% is invested and owned by Aetna Life Insurance Company and 5% is invested and owned by external accredited investors.
10	50% owned by Coventry Management Services, Inc. and 50% owned by Coventry Health Care, Inc.
11	49% owned by Florida Collaborative For Health Care Quality, LLC and 51% owned by Mary Catherine Moffitt, M.D., Inc.
12	50% owned by Florida Health Plan Administrators, LLC, 18% owned by Arthur J. VanNote, 16% owned by Ralph E. Boles and 16% owned by Gloria Montgomery.

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

RESPONSE

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

.....NO.....

**Explanation:**

1.

**Bar Code:**

1.



**OVERFLOW PAGE FOR WRITE-INS**

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## SCHEDULE A – VERIFICATION

### Real Estate

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Current year change in encumbrances .....	<b>NONE</b>	0
4. Total gain (loss) on disposals .....	0	0
5. Deduct amounts received on disposals .....	0	0
6. Total foreign exchange change in book/adjusted carrying value .....	0	0
7. Deduct current year's other than temporary impairment recognized .....	0	0
8. Deduct current year's depreciation .....	0	0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	0	0
10. Deduct total nonadmitted amounts .....	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

## SCHEDULE B – VERIFICATION

### Mortgage Loans

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Capitalized deferred interest and other .....	0	0
4. Accrual of discount .....	0	0
5. Unrealized valuation increase (decrease) .....	<b>NONE</b>	0
6. Total gain (loss) on disposals .....	0	0
7. Deduct amounts received on disposals .....	0	0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....	0	0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....	0	0
10. Deduct current year's other than temporary impairment recognized .....	0	0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	0	0
12. Total valuation allowance .....	0	0
13. Subtotal (Line 11 plus Line 12) .....	0	0
14. Deduct total nonadmitted amounts .....	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

## SCHEDULE BA – VERIFICATION

### Other Long-Term Invested Assets

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....	0	0
2.2 Additional investment made after acquisition .....	0	0
3. Capitalized deferred interest and other .....	<b>NONE</b>	0
4. Accrual of discount .....	0	0
5. Unrealized valuation increase (decrease) .....	0	0
6. Total gain (loss) on disposals .....	0	0
7. Deduct amounts received on disposals .....	0	0
8. Deduct amortization of premium and depreciation .....	0	0
9. Total foreign exchange change in book/adjusted carrying value .....	0	0
10. Deduct current year's other than temporary impairment recognized .....	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	0	0
12. Deduct total nonadmitted amounts .....	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

## SCHEDULE D – VERIFICATION

### Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	105,713,312	104,885,096
2. Cost of bonds and stocks acquired .....	24,984,396	41,914,013
3. Accrual of discount .....	98,062	66,374
4. Unrealized valuation increase (decrease) .....	(198,322)	0
5. Total gain (loss) on disposals .....	2,356,597	1,897,745
6. Deduct consideration for bonds and stocks disposed of .....	61,927,445	42,235,769
7. Deduct amortization of premium .....	449,073	814,147
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	115,308	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	70,462,219	105,713,312
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	70,462,219	105,713,312

STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

**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
<b>BONDS</b>								
1. Class 1 (a).....	94,211,309	200,869,954	233,442,735	(198,910)	94,211,309	61,439,618	.0	101,742,250
2. Class 2 (a).....	6,732,734	1,248,774	3,370,314	(2,212)	6,732,734	4,608,982	.0	7,480,234
3. Class 3 (a).....	.0	6,983,372	653,393	(277,420)	.0	6,052,559	.0	.0
4. Class 4 (a).....	.0	361,150	.0	(11,600)	.0	349,550	.0	.0
5. Class 5 (a).....	.0	.0	.0	.0	.0	.0	.0	.0
6. Class 6 (a).....	0	0	0	0	0	0	0	0
7. Total Bonds	100,944,043	209,463,250	237,466,442	(490,142)	100,944,043	72,450,709	0	109,222,484
<b>PREFERRED STOCK</b>								
8. Class 1.....	.0	.0	.0	.0	.0	.0	.0	.0
9. Class 2.....	.0	.0	.0	.0	.0	.0	.0	.0
10. Class 3.....	.0	.0	.0	.0	.0	.0	.0	.0
11. Class 4.....	.0	.0	.0	.0	.0	.0	.0	.0
12. Class 5.....	.0	.0	.0	.0	.0	.0	.0	.0
13. Class 6.....	0	0	0	0	0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	100,944,043	209,463,250	237,466,442	(490,142)	100,944,043	72,450,709	0	109,222,484

(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 \$ 1,988,492 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

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## SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	926,642	XXX	926,642	790	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.....	928,334	0
2. Cost of short-term investments acquired .....	59,565,027	930,124
3. Accrual of discount .....	0	0
4. Unrealized valuation increase (decrease).....	0	0
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration received on disposals .....	59,566,719	0
7. Deduct amortization of premium.....	0	1,790
8. Total foreign exchange change in book/adjusted carrying value.....	0	0
9. Deduct current year's other than temporary impairment recognized.....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	926,642	928,334
11. Deduct total nonadmitted amounts.....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	926,642	928,334

Schedule DB - Part A - Verification

**NONE**

Schedule DB - Part B - Verification

**NONE**

Schedule DB - Part C - Section 1

**NONE**

Schedule DB - Part C - Section 2

**NONE**

Schedule DB - Verification

**NONE**

**SCHEDULE E - VERIFICATION**

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	2,580,839	1,280,985
2. Cost of cash equivalents acquired .....	168,714,168	82,024,651
3. Accrual of discount .....	12,387	2,089
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals.....	(7)	1
6. Deduct consideration received on disposals .....	170,245,537	80,726,887
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	1,061,850	2,580,839
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	1,061,850	2,580,839

Schedule A - Part 2

**NONE**

Schedule A - Part 3

**NONE**

Schedule B - Part 2

**NONE**

Schedule B - Part 3

**NONE**

Schedule BA - Part 2

**NONE**

Schedule BA - Part 3

**NONE**

STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

SCHEDULE D - PART 3

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

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. Governments</b>									
912828-UT-5	US TREASURY NOTE/BOND 0.250% 03/31/15		04/10/2013	RBC CAPITAL MARKETS		301,095	301,000	23	1
912828-VB-3	US TREASURY NOTE/BOND 1.750% 05/15/23		06/21/2013	Jeffries & Co.		3,758,750	4,000,000	7,609	1
912828-VE-7	US TREASURY NOTE/BOND 1.000% 05/31/18		06/20/2013	Jeffries & Co.		4,929,688	5,000,000	2,869	1
<b>0599999 - Bonds - U.S. Governments</b>						8,989,533	9,301,000	10,501	XXX
<b>Bonds - U.S. Special Revenue</b>									
837147-3E-5	SOUTH CAROLINA PUB SERVICE SANTEE COOPE		05/10/2013	Wachovia		11,789	10,000	191	1FM
<b>3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Government and Their Political Subdivisions</b>						11,789	10,000	191	XXX
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>									
00101J-AH-9	ADT CORP SR UNSECURED 4.125% 06/15/23		05/17/2013	Tax Free Exchange		1,249,774	1,250,000	17,617	2FE
031652-BH-2	AMKOR TECHNOLOGIES INC SR UNSECURED 6		05/15/2013	DEUTSCHE BANK		113,300	110,000	954	3FE
044209-AJ-3	ASHLAND INC SR UNSECURED 3.875% 04/15/1		05/28/2013	MORGAN STANLEY		165,600	160,000	1,636	3FE
05508W-AA-3	B&G FOODS INC SR UNSECURED 4.625% 06/0		05/23/2013	FIRST BOSTON CORP		162,400	160,000	0	4FE
055381-AS-6	BE AEROSPACE INC SR UNSECURED 5.250% 0		05/28/2013	MIZUHO SECURITIES USA		171,400	160,000	1,400	3FE
058498-AS-5	BALL CORP SR UNSECURED 4.000% 11/15/23		05/09/2013	DEUTSCHE BANK		161,000	161,000	0	3FE
086516-AL-5	BEST BUY CO SR UNSECURED 5.500% 03/15/		05/23/2013	MORGAN STANLEY		164,000	160,000	1,809	3FE
1248EP-AY-9	CCO HOLDINGS LLC CAP CORP SR UNSECURED		05/16/2013	DEUTSCHE BANK		163,600	160,000	1,190	3FE
12543D-AR-1	CHS COMMUNITY HEALTH SYS SECURED 5.125		05/28/2013	MIZUHO SECURITIES USA		169,000	160,000	2,414	3FE
12623E-AE-1	CNH CAPITAL LLC SR UNSECURED 3.625% 04		05/28/2013	CITIGROUP		161,600	160,000	854	3FE
126304-AK-0	CSC HOLDINGS INC SR UNSECURED 7.625% 0		06/14/2013	MORGAN STANLEY		115,375	100,000	3,262	3FE
12646R-AA-3	CST BRANDS INC SR UNSECURED 5.000% 05/		05/10/2013	FIRST BOSTON CORP		167,239	161,000	313	3FE
150890-AD-6	CELANESE US HOLDINGS LLC SR UNSECURED		05/23/2013	Various		166,338	160,000	1,436	3FE
156700-AW-6	CENTURYTEL INC SR UNSECURED 5.625% 04/		05/13/2013	FIRST BOSTON CORP		174,283	161,000	1,384	3FE
165167-CF-2	CHESAPEAKE ENERGY CORP CO GTD 6.625% 0		05/14/2013	CITIGROUP		182,200	160,000	2,709	3FE
16524R-AC-7	ACCESS MIDSTREAM PARTNER SR UNSECURED		06/11/2013	FIRST BOSTON CORP		103,500	100,000	963	3FE
173110-BK-5	CITIGROUP COMMERCIAL MTGE TR SER 2007-C6		05/29/2013	MORGAN STANLEY		1,150,742	1,000,000	316	1FM
184496-AL-1	CLEAN HARBORS INC SR UNSECURED 5.125%		05/31/2013	BARCLAY INVESTMENTS		103,500	100,000	57	3FE
212015-AH-4	CONTINENTAL RESOURCES SR UNSECURED 5.0		05/31/2013	DEUTSCHE BANK		104,500	100,000	1,111	3FE
22545L-AD-1	CREDIT SUISSE MTGE CAP SER 2006-C5 CLASS		05/28/2013	WACHOVIA		1,115,625	1,000,000	4,426	1FM
22545M-AD-9	CREDIT SUISSE MORTGAGE CAPITAL SER 2006-		05/21/2013	FIRST BOSTON CORP		1,084,483	966,502	3,376	1FM
22818V-AB-3	CROWN AMER CAP CORP III CO GTD 6.250%		06/20/2013	WACHOVIA		106,500	100,000	2,500	3FE
24713E-AF-4	DELPHI CORP SR UNSECURED 6.125% 05/15/		06/17/2013	DEUTSCHE BANK		109,250	100,000	595	3FE
25470X-AJ-4	DISH DBS CORP SR UNSECURED 5.875% 07/1		06/28/2013	Deutsche Bank - 2485 DTC		102,250	100,000	2,742	3FE
25470X-AL-9	DISH DBS CORP SR UNSECURED 5.000% 03/1		06/28/2013	DEUTSCHE BANK		96,500	100,000	2,583	3FE
25470X-AR-6	DISH DBS CORP SR UNSECURED 5.000% 05/1		05/17/2013	BARCLAY INVESTMENTS		160,800	160,000	0	3FE
256882-AD-3	DPL INC SR UNSECURED 7.250% 10/15/21		05/14/2013	BANC AMERICA		176,000	160,000	1,031	3FE
257867-AX-9	DONNELLEY R.R. & SONS SR UNSECURED 7.2		05/30/2013	BANC AMERICA		109,250	100,000	383	3FE
269871-AA-7	EAGLE SPINCO INC SR UNSECURED 4.625% 0		06/17/2013	CITIGROUP		99,000	100,000	1,799	3FE
35906A-AN-8	FRONTIER COMMUNICATIONS SR UNSECURED 7		05/20/2013	FIRST BOSTON CORP		172,000	160,000	1,457	3FE
37045X-AD-8	GENERAL MOTORS FINL CO SR UNSECURED 4		06/12/2013	BARCLAY INVESTMENTS		157,500	150,000	2,415	3FE
38869P-AK-0	GRAPHIC PACKAGING INTL SR UNSECURED 4		06/14/2013	WACHOVIA		100,250	100,000	1,016	3FE
404121-AC-9	HCA INC SR SECURED 6.500% 02/15/20		06/12/2013	CITIGROUP		165,750	150,000	3,304	3FE
410345-AG-7	HANESBRANDS INC CO GTD 6.375% 12/15/20		06/14/2013	CHASE SECURITIES		107,750	100,000	71	3FE
446413-AB-2	HUNTINGTON INGALLS INDUS CO GTD 6.875%		06/17/2013	WACHOVIA		107,500	100,000	1,814	3FE
457030-AH-7	INGLES MARKETS INC SR UNSECURED 5.750%		05/29/2013	BANC AMERICA		100,000	100,000	0	4FE
526057-BJ-2	LENNAR CORP SR UNSECURED 4.750% 12/15/		05/31/2013	CITIGROUP		106,500	100,000	660	3FE
532716-AU-1	LIMITED BRANDS INC SR NOTES 5.625% 02/		05/23/2013	BANC AMERICA		113,400	105,000	1,706	3FE
574599-BG-0	MASCO CORP SR UNSECURED 7.125% 03/15/2		06/14/2013	MIZUHO SECURITIES USA		114,125	100,000	1,860	3FE
591709-AM-2	METROPCS WIRELESS INC SR UNSECURED 6.2		05/13/2013	DEUTSCHE BANK		173,478	161,000	1,593	3FE
629377-BN-1	NRG ENERGY INC CO GTD 7.625% 01/15/1		05/30/2013	BARCLAY INVESTMENTS		119,175	105,000	3,091	3FE
64110L-AD-8	NETFLIX INC SR UNSECURED 5.375% 02/01/		05/14/2013	BARCLAY INVESTMENTS		83,200	80,000	1,266	3FE
651290-AP-3	NEWFIELD EXPLORATION CO SR UNSECURED		06/12/2013	FIRST BOSTON CORP		103,500	100,000	2,188	3FE
693656-AA-8	PVH CORP SR UNSECURED 4.500% 12/15/22		05/23/2013	BANC AMERICA		161,600	160,000	3,180	3FE
704549-AK-0	PEABODY ENERGY CORP SR UNSECURED 6.000		05/16/2013	BARCLAY INVESTMENTS		173,400	160,000	160	3FE
73179P-AH-9	POLYONE CORP SR UNSECURED 7.375% 09/15		06/11/2013	CITIGROUP		109,625	100,000	1,823	3FE
75281A-AL-3	RANGE RESOURCES CORP NOTES 6.750% 08/0		06/12/2013	FIRST BOSTON CORP		106,750	100,000	2,550	3FE
774477-AJ-2	ROCKWOOD SPECIALTIES GRO SR UNSECURED		06/20/2013	Jeffries & Co.		101,750	100,000	899	3FE
780153-AU-6	ROYAL CARIBBEAN CRUISE SR UNSECURED 5		05/30/2013	DEUTSCHE BANK		105,250	100,000	277	3FE
78442F-EH-7	SLM CORP SR UNSECURED 8.450% 06/15/18		06/13/2013	FIRST BOSTON CORP		168,563	150,000	106	3FE

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STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

**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 Designation or Market Indicator (a)
785592-AB-2	SABINE PASS LIQUEFACTION SECURED NOTE		.05/10/2013	MORGAN STANLEY		168,648	161,000	730	3FE
852061-AQ-3	SPRINT NEXTEL CORP SR UNSECURED 7.000%		.06/27/2013	CHASE SECURITIES		107,500	100,000	2,353	3FE
852061-AS-9	SPRINT NEXTEL CORP SR UNSECURED 6.000%		.06/27/2013	MORGAN STANLEY		98,750	100,000	783	4FE
88033G-BZ-2	TENET HEALTHCARE CORP SECURED 4.375% 1		.05/15/2013	BARCLAY INVESTMENTS		160,000	160,000	0	3FE
881609-AY-7	TESORO CORP SR UNSECURED 4.250% 10/01/		.06/10/2013	CHASE SECURITIES		103,000	100,000	850	3FE
911365-AY-0	UNITED RENTALS INC SR SECURED 5.750% 0		.06/10/2013	BARCLAY INVESTMENTS		107,000	100,000	2,364	3FE
912909-AF-5	US STEEL CORP SR UNSECURED 7.375% 04/0		.05/13/2013	MORGAN STANLEY		172,673	161,000	1,484	3FE
98212B-AC-7	WPX ENERGY INC SR UNSECURED 5.250% 01/		.05/31/2013	CITIGROUP		106,500	100,000	2,042	3FE
81180W-AG-6	SEAGATE HDD CAYMAN SR UNSECURED 4.750%	F	.05/15/2013	MORGAN STANLEY		160,000	160,000	0	3FE
<b>3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						11,944,146	11,192,502	100,902	XXX
<b>8399997 - Subtotals- Bonds - Part 3</b>						20,945,468	20,503,502	111,594	XXX
<b>8399999 - Subtotals - Bonds</b>						20,945,468	20,503,502	111,594	XXX
<b>9999999 Totals</b>						20,945,468	XXX	111,594	XXX

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

E04.1

STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	For eign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
<b>Bonds - U.S. States, Territories and Possessions</b>																					
880541-J0-1	TENNESSEE STATE OF GENERAL OBLIGA 3.50		05/22/2013	Janney Montgomery-Muni		273,708	250,000	249,883	249,943	0	(4)	0	(4)	0	249,939	0	23,768	23,768	6,490	09/01/2017	1FM
<b>1799999 - Bonds - U.S. States, Territories and Possessions</b>						273,708	250,000	249,883	249,943	0	(4)	0	(4)	0	249,939	0	23,768	23,768	6,490	XXX	XXX
<b>Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>																					
152735-WA-0	CENTRAL BUCKS PA SCH DIST GENERAL OBLIGA		05/10/2013	OPPENHEIMER & CO		323,575	260,000	294,056	288,534	0	(1,279)	0	(1,279)	0	287,255	0	36,320	36,320	6,500	05/15/2020	1FM
152735-WJ-1	CENTRAL BUCKS PA SCH DIST GENERAL OBLIGA		05/09/2013	OPPENHEIMER & CO		327,826	265,000	299,710	294,083	0	(1,294)	0	(1,294)	0	292,789	0	35,037	35,037	6,588	05/15/2020	1FM
194475-LJ-6	CLG STATION TX INDEP SCH DIST GENERAL OB		05/09/2013	Janney Montgomery-Muni		285,700	250,000	257,720	254,171	0	(319)	0	(319)	0	253,852	0	31,848	31,848	8,406	08/15/2019	1FM
215795-0P-3	COOK CNTY ILL TWP HIGH SCH GENERAL OBLIG		05/09/2013	MERRILL LYNCH-MUNI		11,080	10,000	9,995	9,996	0	0	0	0	0	9,996	0	1,083	1,083	181	12/01/2017	1FM
236091-A7-9	DANE CNTY WI GENERAL OBLIGA 4.000% 06/		05/09/2013	Janney Montgomery-Muni		280,450	250,000	253,658	252,004	0	(159)	0	(159)	0	251,845	0	28,605	28,605	4,528	06/01/2019	1FM
280785-0C-3	EDINBURG TEX CONS INDP SCH 4.125% 02/		05/24/2013	Wachovia		278,033	250,000	247,195	248,091	0	83	0	83	0	248,173	0	29,859	29,859	8,164	02/15/2020	1FM
300569-FM-7	EWING TWP NJ SCH DIST GENL OBLIGATION UN		05/01/2013	Maturity		150,000	150,000	150,984	150,049	0	(49)	0	(49)	0	150,000	0	0	0	3,600	05/01/2013	1FM
349545-C5-0	FORT ZUMWALT MO SCH DIST 5.000% 03/01/		05/30/2013	Wachovia		866,001	775,000	820,702	791,786	0	(2,171)	0	(2,171)	0	789,615	0	76,385	76,385	29,385	03/01/2018	1FM
467520-UT-7	JACKSON CNTY MO REORG SCH DIST REFUNDED		05/09/2013	Wachovia		217,035	210,000	214,723	213,092	0	(975)	0	(975)	0	212,118	0	4,917	4,917	7,379	03/01/2015	1FM
467520-UW-0	JACKSON CNTY MO REORG SCH DIST 5.000%		05/31/2013	Various		507,309	490,000	501,021	497,215	0	(2,446)	0	(2,446)	0	494,770	0	12,539	12,539	17,897	03/01/2015	1FM
478449-3J-8	JOHNSON CNTY KS 4.125% 09/01/20		05/09/2013	OPPENHEIMER & CO		114,028	100,000	99,283	99,509	0	15	0	15	0	99,524	0	14,504	14,504	2,899	09/01/2020	1FM
526030-YE-5	LENEXA KS 4.000% 09/01/17		05/23/2013	Wachovia		338,496	300,000	306,321	303,425	0	(292)	0	(292)	0	303,133	0	35,363	35,363	8,933	09/01/2017	1FM
679383-6E-4	OLATHE KS 4.250% 10/01/21		05/20/2013	MORGAN STANLEY		278,910	250,000	249,670	249,759	0	(2)	0	(2)	0	249,756	0	29,154	29,154	6,847	10/01/2021	1FM
815670-HT-4	SEDGWICK CNTY KS UNIF SCH DIST GENERAL O		05/23/2013	MERRILL LYNCH-MUNI		288,393	250,000	264,580	257,537	0	(621)	0	(621)	0	256,916	0	31,476	31,476	9,306	09/01/2019	1FM
938718-WU-3	WASHINGTON CNTY UT SCH DIST SA GENERAL O		05/09/2013	FIDELITY CAPITAL MARKETS		221,832	200,000	200,000	200,000	0	0	0	0	0	200,000	0	21,832	21,832	5,798	03/01/2020	1FM
967243-4B-9	WICHITA KANSAS SER 784 4.000% 09/01/15		05/09/2013	Wachovia		101,888	100,000	97,936	100,541	0	240	0	240	0	100,781	0	1,107	1,107	2,811	09/01/2015	1FM
967244-BC-7	WICHITA KS GENERAL OBLIGA 4.500% 09/01/		05/09/2013	MERRILL LYNCH-MUNI		156,117	135,000	136,068	135,657	0	(40)	0	(40)	0	135,617	0	20,500	20,500	4,269	09/01/2019	1FM
967244-BD-5	WICHITA KS GENERAL OBLIGA 4.500% 09/01/		05/09/2013	MERRILL LYNCH-MUNI		161,098	140,000	140,378	140,231	0	(4)	0	(4)	0	140,227	0	20,871	20,871	4,428	09/01/2020	1FM
967244-FF-6	WICHITA KS GENERAL OBLIGA 3.500% 09/01/		05/10/2013	Wachovia		215,656	200,000	200,000	200,000	0	1,283	0	1,283	0	201,283	0	14,373	14,373	4,939	09/01/2016	1FM
982685-EL-9	WYANDOTTE CNTY KS SCH DIST #20 GENERAL O		05/09/2013	Janney Montgomery-Muni		296,725	250,000	254,790	253,052	0	(192)	0	(192)	0	252,859	0	43,866	43,866	8,785	09/01/2020	1FM
<b>2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>						5,420,152	4,835,000	4,998,790	4,938,732	0	(8,222)	0	(8,222)	0	4,930,509	0	489,639	489,639	151,643	XXX	XXX
<b>Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions</b>																					
231266-HA-8	CURATORS OF THE UNIV OF MISSOURI REVENUE B		05/20/2013	G K Baum		867,873	735,000	818,467	808,824	0	(2,962)	0	(2,962)	0	805,861	0	62,012	62,012	20,621	11/01/2027	1FM
249182-EZ-5	DENVER CITY & CNTY CO ARPT REV REVENUE B		06/04/2013	OPPENHEIMER & CO		586,635	500,000	594,250	591,207	0	(6,422)	0	(6,422)	0	584,786	0	1,849	1,849	14,028	11/15/2018	1FE
3128MC-NE-1	Freddie Mac POOL NO 4.500% 04/01/25		06/01/2013	Paydown		63,470	63,470	66,475	65,600	0	(2,130)	0	(2,130)	0	63,470	0	0	0	1,130	04/01/2025	1
3128MC-NF-8	Freddie Mac POOL NO 4.500% 04/01/25		06/01/2013	Paydown		69,128	69,128	72,346	71,641	0	(2,513)	0	(2,513)	0	69,128	0	0	0	1,261	04/01/2025	1
3128PQ-QY-0	Freddie Mac POOL NO 4.500% 12/01/24		06/03/2013	Baird (Robert W)		1,778,387	1,679,209	1,752,805	1,742,902	0	8,304	0	8,304	0	1,751,206	0	27,182	27,182	38,832	12/01/2024	1
3128PQ-QY-0	Freddie Mac POOL NO 4.500% 12/01/24		06/01/2013	Paydown		253,936	253,936	265,066	263,568	0	(9,632)	0	(9,632)	0	253,936	0	0	0	4,727	12/01/2024	1
3128PV-BD-1	Freddie Mac POOL NO 4.000% 05/01/26		05/29/2013	JPM-CHASE		647,419	612,579	630,286	626,532	0	3,132	0	3,132	0	629,664	0	17,755	17,755	10,346	05/01/2026	1
3128PV-BD-1	Freddie Mac POOL NO 4.000% 05/01/26		06/01/2013	Paydown		40,401	40,401	41,569	41,321	0	(920)	0	(920)	0	40,401	0	0	0	2,730	05/01/2026	1
31292L-F3-4	FED HOME LOAN MTGE CORP GOLD POOL NO 3		06/01/2013	Paydown		63,775	63,775	65,499	65,347	0	(1,572)	0	(1,572)	0	63,775	0	0	0	890	03/01/2042	1

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STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
312944-FE-6	FED HOME LOAN MTGE CORP GOLD POOL NO 4		06/01/2013	Paydown		61,510	61,510	60,472	60,726	0	785	0	785	0	61,510	0	0	0	1,034	12/01/2040	1
3132GT-AA-5	FED HOME LOAN MTGE CORP GOLD POOL NO 3		06/01/2013	Paydown		10,166	10,166	10,441	10,403	0	(237)	0	(237)	0	10,166	0	0	0	148	04/01/2042	1
3137A1-X9-9	FED HOME LOAN MTGE ASSN SER 3719 CLASS L		05/13/2013	WACHOVIA		660,637	643,739	661,341	652,647	0	4,566	0	4,566	0	657,212	0	3,424	3,424	11,802	08/15/2028	1
3137A1-X9-9	FED HOME LOAN MTGE ASSN SER 3719 CLASS L		05/01/2013	Paydown		84,473	84,473	86,783	85,642	0	(1,169)	0	(1,169)	0	84,473	0	0	0	1,261	08/15/2028	1
3138E9-EG-1	FED NATL MTGE ASSN POOL NO 3.000% 08/0		06/24/2013	JPM-CHASE		881,825	920,816	956,354	954,162	0	1,585	0	1,585	0	955,747	0	(73,922)	(73,922)	14,886	08/01/2042	1
3138E9-EG-1	FED NATL MTGE ASSN POOL NO 3.000% 08/0		06/01/2013	Paydown		41,196	41,196	42,786	42,688	0	(1,492)	0	(1,492)	0	41,196	0	0	0	579	08/01/2042	1
3138EK-JA-4	FED NATL MTGE ASSN POOL NO 2.500% 01/0		05/15/2013	CITIGROUP		744,704	719,521	754,485	754,485	0	(965)	0	(965)	0	753,520	0	(8,816)	(8,816)	8,344	01/01/2028	1
3138EK-JA-4	FED NATL MTGE ASSN POOL NO 2.500% 01/0		06/01/2013	Paydown		18,171	18,171	19,054	19,054	0	(883)	0	(883)	0	18,171	0	0	0	1,696	01/01/2028	1
3138MP-GX-7	Fannie Mae POOL NO 2.500% 11/01/27		05/20/2013	WACHOVIA		1,957,137	1,892,954	1,981,686	1,979,866	0	(1,275)	0	(1,275)	0	1,978,591	0	(21,454)	(21,454)	21,953	11/01/2027	1
3138MP-GX-7	Fannie Mae POOL NO 2.500% 11/01/27		06/01/2013	Paydown		49,632	49,632	51,959	51,911	0	(2,279)	0	(2,279)	0	49,632	0	0	0	4,461	11/01/2027	1
31403E-MD-6	FED NATL MTGE ASSN POOL NO 4.500% 10/0		06/01/2013	Paydown		25,046	25,046	25,191	25,067	0	(21)	0	(21)	0	25,046	0	0	0	464	10/01/2018	1
31403H-EB-2	Fannie Mae POOL NO 4.500% 10/01/18		06/01/2013	Paydown		61,611	61,611	61,968	61,646	0	(35)	0	(35)	0	61,611	0	0	0	1,111	10/01/2018	1
31406G-TV-1	Fannie Mae POOL NO 4.500% 02/01/20		05/15/2013	JPM-CHASE		535,363	498,012	497,837	497,837	0	(584)	0	(584)	0	497,253	0	38,110	38,110	10,396	02/01/2020	1
31406G-TV-1	Fannie Mae POOL NO 4.500% 02/01/20		06/01/2013	Paydown		19,666	19,666	19,659	19,659	0	7	0	7	0	19,666	0	0	0	2,230	02/01/2020	1
31419D-3L-3	Fannie Mae POOL NO 3.500% 12/01/25		05/23/2013	JPM-CHASE		2,063,779	1,951,276	1,955,849	1,953,558	0	1,616	0	1,616	0	1,955,174	0	108,605	108,605	31,681	12/01/2025	1
31419D-3L-3	Fannie Mae POOL NO 3.500% 12/01/25		06/01/2013	Paydown		47,658	47,658	47,769	47,714	0	(56)	0	(56)	0	47,658	0	0	0	6,394	12/01/2025	1
386442-SP-3	GRAND RIVER DAM AUTH OKLAHOMA 4.000% 0		05/23/2013	MERRILL LYNCH-MUNI		281,315	250,000	247,500	248,363	0	92	0	92	0	248,455	0	32,860	32,860	4,944	06/01/2019	1FM
403760-FU-0	WINNETT CNTY 4.000% 08/01/20		05/10/2013	Wachovia		283,250	250,000	247,250	248,100	0	68	0	68	0	248,167	0	35,083	35,083	7,889	08/01/2020	1FM
451152-TE-2	IDAHO ST BOND BANK AUTH REVENU 4.000%		05/30/2013	Wachovia		568,920	500,000	595,675	595,255	0	(5,852)	0	(5,852)	0	589,403	0	(20,483)	(20,483)	9,111	09/15/2019	1FM
478497-ME-7	JOHNSON CNTY KS PUBLIC BLDG CO 4.000%		05/09/2013	OPPENHEIMER & CO		110,598	100,000	101,550	100,775	0	(78)	0	(78)	0	100,697	0	9,901	9,901	2,811	09/01/2016	1FM
478497-NS-5	JOHNSON CNTY KS PUBLIC BLDG CO 4.375%		05/10/2013	Wachovia		283,320	250,000	248,613	249,000	0	21	0	21	0	249,021	0	34,299	34,299	7,717	09/01/2021	1FM
485424-LV-5	KANSAS STATE DEPT TRANS 5.000% 09/01/2		05/22/2013	MERRILL LYNCH-MUNI		296,163	250,000	266,795	260,372	0	(683)	0	(683)	0	259,689	0	36,474	36,474	9,271	09/01/2022	1FM
485429-NP-5	KANSAS ST DEV FIN AUTH REVENUE BRD OF RE		04/01/2013	Call	102.0000	239,700	235,000	240,924	239,996	0	(296)	0	(296)	0	239,700	0	0	0	5,875	10/01/2021	1FM
485429-NS-9	KANSAS ST DEV FIN AUTH REVENUE 5.000%		05/09/2013	Wachovia		15,315	15,000	15,378	15,319	0	(23)	0	(23)	0	15,296	0	19	19	465	10/01/2021	1FM
48542K-QZ-5	KANSAS ST DEV FIN AUTH REVENUE 4.500%		05/14/2013	G K Baum		258,595	225,000	228,290	226,737	0	(127)	0	(127)	0	226,610	0	31,985	31,985	5,513	11/01/2017	1FM
48542K-SQ-3	KANSAS ST DEV FIN AUTH REVENUE 4.000%		05/14/2013	G K Baum		317,676	300,000	308,223	302,786	0	(482)	0	(482)	0	302,304	0	15,373	15,373	8,533	03/01/2015	1FM
48542K-TG-4	KANSAS ST DEV FIN AUTH REVENUE 4.500%		05/14/2013	G K Baum		304,183	285,000	285,000	285,000	0	0	0	0	0	285,000	0	19,183	19,183	5,914	06/01/2020	1FM
48542K-UX-5	KANSAS ST DEV FIN AUTH REVENUE PUB WTR S		04/01/2013	Call	100.0000	350,000	350,000	351,120	350,070	0	(70)	0	(70)	0	350,000	0	0	0	10,500	04/01/2027	1FM
48542K-WS-4	KANSAS ST DEV FIN AUTH REVENUE 3.000%		05/10/2013	Wachovia		326,064	300,000	297,729	298,676	0	90	0	90	0	298,766	0	27,298	27,298	5,600	10/01/2017	1FM
57604P-PE-8	MASSACHUSETTS ST WTR POLLUTN 5.250% 08		05/20/2013	MORGAN STANLEY		433,167	350,000	407,778	392,498	0	(2,319)	0	(2,319)	0	390,179	0	42,988	42,988	14,904	08/01/2019	1FM
59333P-A9-9	MIAMI DADE CNTY FL AVIATION 5.000% 10/		06/04/2013	MERRILL LYNCH-MUNI		579,935	500,000	587,810	587,008	0	(6,271)	0	(6,271)	0	580,738	0	(803)	(803)	12,222	10/01/2018	1FE
60635R-JB-4	MISSOURI ST HLTH & EDUCNTL FAC REVENUE B		05/15/2013	Redemption	100.0000	510,000	510,000	560,011	517,743	0	(7,743)	0	(7,743)	0	510,000	0	0	0	13,388	05/15/2014	1FE
60636P-A3-4	MISSOURI ST ENVIRONMENTAL IMPT REVENUE B		05/10/2013	Wachovia		303,213	250,000	248,998	249,337	0	21	0	21	0	249,358	0	53,855	53,855	10,903	01/01/2019	1FM

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STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
60636W-NN-1	MISSOURI ST HWYS & TRANS COMMN REVENUE B		05/30/2013	MERRILL LYNCH-MUNI		879,390	750,000	860,003	826,383	0	(4,703)	0	(4,703)	0	821,680	0	57,710	57,710	22,188	05/01/2021	1FM	
60636X-FW-8	MISSOURI ST HSG DEV COMMISSION AMT HOMEOWN		04/04/2013	Call 102.0000		198,900	195,000	195,244	195,093	0	3,807	0	3,807	0	198,900	0	0	0	6,201	09/01/2034	1FM	
650035-QZ-4	NEW YORK ST URBAN DEV CORP REV 5.000%		05/21/2013	BARCLAY INVESTMENTS		577,790	500,000	582,485	581,955	0	(7,594)	0	(7,594)	0	574,361	0	3,429	3,429	17,292	03/15/2017	1FM	
65825P-AL-4	NORTH CAROLINA ST CAP IMPT LTD REVENUE B		05/24/2013	FIDELITY CAPITAL MARKETS		276,875	250,000	250,000	250,000	0	0	0	0	0	250,000	0	26,875	26,875	5,806	05/01/2020	1FM	
736754-G0-9	PORTLAND OR WTR SYS REVENUE REVENUE BOND		05/20/2013	CITIGROUP		287,600	250,000	247,755	248,506	0	70	0	70	0	248,576	0	39,024	39,024	5,611	11/01/2019	1FM	
79575D-A6-7	SALT RIVER PROJ ARIZONA AGRIC REVENUE BO		05/13/2013	CITIGROUP		863,475	750,000	807,533	791,700	0	(2,364)	0	(2,364)	0	789,336	0	74,139	74,139	32,813	01/01/2027	1FM	
81533P-HN-3	SEDGWICK CNTY KS PUBLIC BLDG C REVENUE B		05/20/2013	DAIN RAUSCHER INC-69211		295,375	250,000	253,033	251,919	0	(137)	0	(137)	0	251,782	0	43,593	43,593	10,139	08/01/2021	1FM	
837147-3E-5	SOUTH CAROLINA PUB SERVICE SANTEE COOPE		05/13/2013	Wachovia		597,934	510,000	606,389	591,962	0	(5,464)	0	(5,464)	0	598,288	0	(354)	(354)	22,614	01/01/2023	1FM	
91417K-XN-6	UNIV OF COLORADO CO ENTERPRISE REVENUE B		05/30/2013	Wachovia		604,120	500,000	628,975	626,600	0	(5,937)	0	(5,937)	0	620,664	0	(16,544)	(16,544)	14,861	06/01/2021	1FM	
927781-SN-5	VIRGINIA COLLEGE BLDG AUTH VA REVENUE BO		05/30/2013	Janney Montgomery-Muni		871,875	750,000	843,458	819,165	0	(3,987)	0	(3,987)	0	815,178	0	56,697	56,697	28,438	09/01/2023	1FM	
982674-EN-9	WYANDOTTE CNTY KANSAS REVENUE BONDS 5		05/09/2013	CITIGROUP		231,922	200,000	204,280	202,849	0	(162)	0	(162)	0	202,687	0	29,235	29,235	7,028	09/01/2024	1FM	
<b>3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions</b>						22,780,268	20,887,945	22,258,196	22,047,174	0	(65,275)	0	(65,275)	0	21,993,688	0	786,581	786,581	521,556	XXX	XXX	
<b>Bonds - Industrial and Miscellaneous (Unaffiliated)</b>																						
00101J-AD-8	ADT CORP SR UNSECURED 4.125% 06/15/23		05/17/2013	Tax Free Exchange		1,249,774	1,250,000	1,249,825	0	0	(51)	0	(51)	0	1,249,774	0	0	0	17,617	06/15/2023	2FE	
055381-AS-6	BE AEROSPACE INC SR UNSECURED 5.250% 0		06/18/2013	WACHOVIA		82,400	80,000	85,700	0	0	(49)	0	(49)	0	85,651	0	(3,251)	(3,251)	933	04/01/2022	3FE	
058498-AS-5	BALL CORP SR UNSECURED 4.000% 11/15/23		06/14/2013	BNP PARIBAS		76,300	80,000	80,000	0	0	0	0	0	80,000	0	(3,700)	(3,700)	293	11/15/2023	3FE		
10138M-AH-8	BOTTLING GROUP LLC SR UNSECURED 6.950%		05/09/2013	WARBURG		184,228	175,000	174,638	174,903	0	6	0	6	0	174,909	0	9,319	9,319	8,075	03/15/2014	1FM	
15089Q-AD-6	CELANESE US HOLDINGS LLC SR UNSECURED		06/18/2013	BARCLAY INVESTMENTS		81,000	80,000	83,200	0	0	(22)	0	(22)	0	83,178	0	(2,178)	(2,178)	987	11/15/2022	3FE	
191216-AL-4	COCA-COLA CO/THE SR UNSECURED 3.625% 0		05/09/2013	WARBURG		102,715	100,000	99,545	99,883	0	31	0	31	0	99,915	0	2,801	2,801	2,407	03/15/2014	1FM	
22545M-AD-9	CREDIT SUISSE MORTGAGE CAPITAL SER 2006		06/01/2013	Paydown		5,258	5,258	5,900	0	0	(642)	0	(642)	0	5,258	0	0	0	24	09/15/2039	1FM	
25470X-AR-6	DISH DBS CORP SR UNSECURED 5.000% 05/1		06/24/2013	Call 100.0000		160,000	160,000	160,800	0	0	(800)	0	(800)	0	160,000	0	0	0	578	05/15/2017	3FE	
29250R-AS-5	ENBRIDGE ENERGY PARTNERS SR UNSECURED		06/10/2013	BANC AMERICA		558,945	500,000	557,895	552,275	0	(2,914)	0	(2,914)	0	549,361	0	9,584	9,584	19,356	03/15/2020	2FE	
46625H-HB-9	JP MORGAN CHASE & CO SR NOTES 4.750% 0		05/01/2013	Maturity		75,000	75,000	79,425	75,424	0	(424)	0	(424)	0	75,000	0	0	0	1,781	05/01/2013	1FE	
487836-BD-9	KELLOGG CO SR UNSECURED 4.000% 12/15/2		05/09/2013	CANTOR FITZGERALD		1,118,810	1,000,000	1,085,210	1,075,807	0	(3,165)	0	(3,165)	0	1,072,642	0	46,168	46,168	16,556	12/15/2020	2FE	
61747W-AL-3	MORGAN STANLEY SR UNSECURED 5.500% 07/		06/03/2013	MORGAN STANLEY		281,028	250,000	284,300	0	0	(1,114)	0	(1,114)	0	283,186	0	(2,158)	(2,158)	4,889	07/28/2021	1FE	
693656-AA-8	PVH CORP SR UNSECURED 4.500% 12/15/22		06/14/2013	BARCLAY INVESTMENTS		78,800	80,000	80,800	0	0	(4)	0	(4)	0	80,796	0	(1,996)	(1,996)	1,790	12/15/2022	3FE	
785592-AB-2	SABINE PASS LIQUEFACTION SECURED NOTE		06/18/2013	FIRST BOSTON CORP		78,400	80,000	83,800	0	0	(32)	0	(32)	0	83,768	0	(5,368)	(5,368)	813	04/15/2023	3FE	
837004-BC-3	SOUTH CAROLINA ELEC & GAS FIRST MTGE 7		06/15/2013	Maturity		750,000	750,000	822,473	757,558	0	(7,558)	0	(7,558)	0	750,000	0	0	0	26,719	06/15/2013	1FE	
913017-BV-0	UNITED TECHNOLOGIES CORP AEROSPACE/DEFE		05/09/2013	CIBC World Markets		527,180	500,000	499,615	499,634	0	7	0	7	0	499,642	0	27,538	27,538	7,018	06/01/2022	1FE	
44328M-AB-0	HSBC BANK PLC SR UNSECURED 3.500% 06/2	F	05/13/2013	WARBURG		1,056,750	1,000,000	1,026,380	1,015,866	0	(2,339)	0	(2,339)	0	1,013,527	0	43,223	43,223	13,417	06/28/2015	1FM	
71645W-AV-3	PETROBRAS INTL FINANCE SR UNSECURED 2	F	05/20/2013	HSBC SEC INC		511,000	500,000	497,495	498,226	0	312	0	312	0	498,537	0	12,463	12,463	11,460	02/06/2015	2FM	
81180W-AG-6	SEAGATE HDD CAYMAN SR UNSECURED 4.750%	F	06/14/2013	MORGAN STANLEY		76,000	80,000	80,000	0	0	0	0	0	80,000	0	(4,000)	(4,000)	285	06/01/2023	3FE		
822582-AF-9	SHELL INTERNATIONAL FIN SR UNSECURED 4	F	05/09/2013	BNP PARIBAS		103,094	100,000	99,973	99,993	0	(2)	0	(2)	0	99,991	0	3,103	3,103	2,589	03/21/2014	1FM	
<b>3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						7,156,682	6,845,258	7,136,974	4,849,569	0	(18,760)	0	(18,760)	0	7,025,135	0	131,548	131,548	137,587	XXX	XXX	

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STATEMENT AS OF JUNE 30, 2013 OF THE COVENTRY HEALTH CARE OF KANSAS, INC.

**SCHEDULE D - PART 4**

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

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Design- ation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11+12-13)	15 Total Foreign Exchange Change in B./A.C.V.							
8399997 - Subtotals - Bonds - Part 4						35,630,810	32,818,203	34,643,843	32,085,418	0	(92,261)	0	(92,261)	0	34,199,271	0	1,431,536	1,431,536	817,276	XXX	XXX
8399999 - Subtotals - Bonds						35,630,810	32,818,203	34,643,843	32,085,418	0	(92,261)	0	(92,261)	0	34,199,271	0	1,431,536	1,431,536	817,276	XXX	XXX
9999999 Totals						35,630,810	XXX	34,643,843	32,085,418	0	(92,261)	0	(92,261)	0	34,199,271	0	1,431,536	1,431,536	817,276	XXX	XXX

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

E05.3

Schedule DB - Part A - Section 1

**NONE**

Schedule DB - Part B - Section 1

**NONE**

Schedule DB - Part D - Section 1

**NONE**

Schedule DB - Part D - Section 2

**NONE**

Schedule DL - Part 1

**NONE**

Schedule DL - Part 2

**NONE**



