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QUARTERLY STATEMENT

AS OF MARCH 31, 2013

OF THE CONDITION AND AFFAIRS OF THE

WellCare Health Insurance of Illinois, Inc.

NAIC Group Code 01199 (Current Period), 01199 (Prior Period) NAIC Company Code 64467 Employer's ID Number 36-6069295

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

Country of Domicile United States

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

Incorporated/Organized 03/27/1962 Commenced Business 08/31/1962

Statutory Home Office 200 W. Adams Street, Suite 800 (Street and Number), Chicago, IL, US 60606-4402 (City or Town, State, Country and Zip Code)

Main Administrative Office 8735 Henderson Road (Street and Number) Tampa, FL, US 33634 (City or Town, State, Country and Zip Code) 813-290-6200 (Area Code) (Telephone Number)

Mail Address P.O. Box 31391 (Street and Number or P.O. Box), Tampa, FL, US 33631-3391 (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 8735 Henderson Road (Street and Number) Tampa, FL, US 33634 (City or Town, State, Country and Zip Code) 813-290-6200 (Area Code) (Telephone Number)

Internet Web Site Address www.wellcare.com

Statutory Statement Contact Trent Thornton (Name) 813-206-3534 (Area Code) (Telephone Number) (Extension)

trent.thornton@wellcare.com (E-mail Address) 813-675-2899 (FAX Number)

OFFICERS

Name	Title	Name	Title
Daniel Roland Paquin #	President, National Health Plans	Thomas Lacy Tran	CFO and Treasurer
Lisa Gonzalez Iglesias	Secretary	Maurice Sebastian Hebert	Asst Treasurer and Chief Accounting Officer

OTHER OFFICERS

Jesse Lee Thomas	President, South Division	Michael Anthony Minor	Region President

DIRECTORS OR TRUSTEES

David Thomas Reynolds #	Thomas Lacy Tran	Edwin Earl Brooks	Maurice Sebastian Hebert
Lisa Gonzalez Iglesias			

State of Florida
ss
County of Hillsborough

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.

Daniel Roland Paquin President, National Health Plans	Thomas Lacy Tran CFO and Treasurer	Maurice Sebastian Hebert Asst Treasurer and CAO

Subscribed and sworn to before me this
day of ,

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

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	177,134		177,134	178,411
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 ($ 81,715,462), cash equivalents ($ 25,000,000) and short-term investments ($ 78,752,589)	185,468,051		185,468,051	155,351,502
6. Contract loans (including $ ..... premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	185,645,185	0	185,645,185	155,529,913
13. Title plants less $ ..... charged off (for Title insurers only)			0	0
14. Investment income due and accrued	43,225		43,225	39,515
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	19,153,498		19,153,498	9,554,499
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including $ ..... earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	13,119,544		13,119,544	8,579,588
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			0	149,644
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	2,422,112		2,422,112	3,043,768
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets ($ .....)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	1,060,998	1,060,998	0	0
24. Health care ($ 8,349,209) and other amounts receivable	8,570,642	221,433	8,349,209	7,729,580
25. Aggregate write-ins for other than invested assets	4,774,098	2,177,398	2,596,700	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	234,789,302	3,459,829	231,329,473	184,626,507
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	234,789,302	3,459,829	231,329,473	184,626,507
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Other Non-Admitted Assets (Prepaids)	529,098	529,098	0	0
2502. ASO Prepayments	4,245,000	1,648,300	2,596,700	0
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	4,774,098	2,177,398	2,596,700	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ ..... reinsurance ceded)	110,263,377		110,263,377	92,687,693
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	1,419,580		1,419,580	1,359,556
4. Aggregate health policy reserves including the liability of $ ..... for medical loss ratio rebate per the Public Health Service Act	2,258,125		2,258,125	4,202,704
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	4,871,179		4,871,179	3,372,380
10.1 Current federal and foreign income tax payable and interest thereon (including $ ..... on realized gains (losses))	9,508,049		9,508,049	2,449,042
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable	258,312		258,312	3,838,479
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	257,460		257,460	257,115
14. Borrowed money (including $ ..... current) and interest thereon $ ..... (including $ ..... current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	4,483		4,483	7,874,822
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	5,981,656		5,981,656	0
23. Aggregate write-ins for other liabilities (including $ ..... current)	0	0	0	0
24. Total liabilities (Lines 1 to 23)	134,822,221	0	134,822,221	116,041,791
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,500,000	2,500,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	132,298,516	117,298,516
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	(38,291,264)	(51,213,800)
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	96,507,252	68,584,716
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	231,329,473	184,626,507
DETAILS OF WRITE-INS				
2301.				
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	0	0	0	0
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	866,255	603,444	2,596,797
2. Net premium income (including $ non-health premium income)	XXX	317,572,792	174,029,837	743,682,796
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	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	317,572,792	174,029,837	743,682,796
Hospital and Medical:				
9. Hospital/medical benefits		198,158,059	96,122,161	515,125,151
10. Other professional services		4,046,466	7,257,218	25,350,060
11. Outside referrals			0	0
12. Emergency room and out-of-area		10,111,098	19,669,437	59,972,914
13. Prescription drugs		70,047,672	55,855,358	195,522,445
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts			0	0
16. Subtotal (Lines 9 to 15)	0	282,363,295	178,904,174	795,970,570
Less:				
17. Net reinsurance recoveries		11,114,690	0	38,451,956
18. Total hospital and medical (Lines 16 minus 17)	0	271,248,605	178,904,174	757,518,614
19. Non-health claims (net)			0	0
20. Claims adjustment expenses, including $ 4,066,825 cost containment expenses		9,549,282	7,369,789	26,691,688
21. General administrative expenses		18,730,264	6,824,555	38,143,523
22. Increase in reserves for life and accident and health contracts (including $ increase in reserves for life only)			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	299,528,151	193,098,518	822,353,825
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	18,044,641	(19,068,681)	(78,671,029)
25. Net investment income earned		126,239	66,292	364,517
26. Net realized capital gains (losses) less capital gains tax of $			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	126,239	66,292	364,517
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $) (amount charged off $)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	18,170,880	(19,002,389)	(78,306,512)
31. Federal and foreign income taxes incurred	XXX	6,316,950	(6,164,189)	(27,651,976)
32. Net income (loss) (Lines 30 minus 31)	XXX	11,853,930	(12,838,200)	(50,654,536)
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	68,584,716	42,381,546	42,381,546
34.	Net income or (loss) from Line 32	11,853,930	(12,838,200)	(50,654,536)
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 $		0	0
37.	Change in net unrealized foreign exchange capital gain or (loss)		0	0
38.	Change in net deferred income tax	(621,656)	2,055,071	1,443,484
39.	Change in nonadmitted assets	1,690,262	(7,825,564)	(4,679,431)
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		0	0
44.	Capital Changes:			
	44.1 Paid in		0	0
	44.2 Transferred from surplus (Stock Dividend)		0	0
	44.3 Transferred to surplus		0	0
45.	Surplus adjustments:			
	45.1 Paid in	15,000,000	20,000,000	80,000,000
	45.2 Transferred to capital (Stock Dividend)	0	0	0
	45.3 Transferred from capital		0	0
46.	Dividends to stockholders		0	0
47.	Aggregate write-ins for gains or (losses) in surplus	0	93,653	93,653
48.	Net change in capital and surplus (Lines 34 to 47)	27,922,536	1,484,960	26,203,170
49.	Capital and surplus end of reporting period (Line 33 plus 48)	96,507,252	43,866,506	68,584,716
	DETAILS OF WRITE-INS			
4701.	Prior Period Adjustments		93,653	93,653
4702.				
4703.				
4798.	Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799.	Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	93,653	93,653

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	302,449,047	178,109,075	736,674,348
2. Net investment income	123,805	55,609	336,476
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	302,572,852	178,164,684	737,010,824
5. Benefit and loss related payments	258,832,505	173,149,571	732,279,460
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	20,589,422	4,736,584	55,825,171
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of $ ..... tax on capital gains (losses)	(742,057)	(654,748)	(27,953,849)
10. Total (Lines 5 through 9)	278,679,870	177,231,407	760,150,782
11. Net cash from operations (Line 4 minus Line 10)	23,892,982	933,277	(23,139,958)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	0	0	500,000
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	0	0	500,000
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	180,375
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	0	0	180,375
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)	0	0	319,625
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	15,000,000	20,000,000	80,000,000
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(8,776,433)	(18,547,267)	5,249,576
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	6,223,567	1,452,733	85,249,576
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	30,116,549	2,386,010	62,429,243
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	155,351,502	92,922,259	92,922,259
19.2 End of period (Line 18 plus Line 19.1)	185,468,051	95,308,269	155,351,502

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	261,795	21,880	0	0	0	0	0	0	184,883	55,032
2. First Quarter	276,946	23,531	0	0	0	0	0	1,461	204,714	47,240
3. Second Quarter	0	0	0	0	0	0	0	0	0	0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	866,255	72,954						4,088	624,297	164,916
Total Member Ambulatory Encounters for Period:										
7. Physician	396,225	5,643						2,898	387,684	
8. Non-Physician	282,601	6,717						916	274,968	
9. Total	678,826	12,360	0	0	0	0	0	3,814	662,652	0
10. Hospital Patient Days Incurred	52,844	4,812						1,066	46,966	
11. Number of Inpatient Admissions	10,730	418						127	10,185	
12. Health Premiums Written (a)	318,229,852	21,537,855						3,897,431	275,317,828	17,476,738
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	318,229,852	21,537,855						3,897,431	275,317,828	17,476,738
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	258,832,505	63,742,518						1,423,853	177,121,742	16,544,392
18. Amount Incurred for Provision of Health Care Services	282,363,295	65,545,053						3,394,079	195,479,940	17,944,223

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 3,897,431

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
0199999 Individually listed claims unpaid	0	0	0	0	0	0
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	17,956,401	5,083,816	3,786,238	907,659	(3,407,237)	24,326,877
0499999 Subtotals	17,956,401	5,083,816	3,786,238	907,659	(3,407,237)	24,326,877
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	85,936,500
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	110,263,377
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	

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	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
1. Comprehensive (hospital and medical)	4,393,052	59,213,615	240,842	5,921,056	4,633,894	4,388,368
2. Medicare Supplement					0	0
3. Dental only					0	0
4. Vision only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare		1,495,806		1,898,274	0	0
7. Title XIX - Medicaid	64,893,362	106,615,594	8,919,911	91,188,754	73,813,273	87,087,517
8. Other health	1,179,689	15,881,803	3,475	2,091,065	1,183,164	1,211,809
9. Health subtotal (Lines 1 to 8)	70,466,103	183,206,818	9,164,228	101,099,149	79,630,331	92,687,694
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals (Lines 9-10+11+12)	70,466,103	183,206,818	9,164,228	101,099,149	79,630,331	92,687,694

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of WellCare Health Insurance of Illinois, Inc. (the "Company"), domiciled in the state of Illinois, are presented on the basis of accounting practices prescribed or permitted by the Illinois Department of Insurance (the "Department").

The Department recognizes only statutory accounting practices prescribed or permitted by the state of Illinois for determining and reporting the financial condition and results of operations of an insurance company for determining its solvency under Illinois insurance law. The National Association of Insurance Commissioners Accounting Practices and Procedures manual, ("NAIC SAP") has been adopted as a component of prescribed or permitted practices by the state of Illinois. The state has adopted certain prescribed accounting practices that differ from those found in NAIC SAP. These modifications had no affect on statutory surplus.

A reconciliation of the Company's net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Illinois is shown below:

	For the three month period ended March 31,	
	2013	2012
Net Income (Loss) - Illinois Basis	$ 11,853,930	$ (12,838,200)
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Net Income (Loss) - NAIC SAP	$ 11,853,930	$ (12,838,200)

	Balance at March 31, 2013	December 31, 2012
Statutory Capital and Surplus - Illinois Basis	$ 96,507,252	$ 68,584,716
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Statutory Capital and Surplus - NAIC SAP	$ 96,507,252	$ 68,584,716

B. Uses of Estimates in the Preparation of the Financial Statements.
No significant change.

C. Accounting Policy
No significant change.

2. Accounting Changes and Correction of Errors
None.

3. Business Combinations and Goodwill
None.

4. Discontinued Operations
No significant change.

5. Investments
No significant change.
D. Loan-Backed Securities – None

6. Joint Ventures, Partnerships and Limited Liability Companies
None.

7. Investment Income
No significant change.

NOTES TO FINANCIAL STATEMENTS

8. Derivative Instruments
None.

9. Income Taxes
No significant change.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties.
The Company received capital contributions of $7,000,000 on March 28, 2013 and $8,000,000 on March 29, 2013 from its Parent Company, The WellCare Management Group, Inc.

11. Debt
None.

12. Retirement Plans, Deferred Compensation, Etc.
No significant change.

13. Capital and Surplus, Shareholder' Dividend Restrictions and Quasi-Reorganizations.
The Company received capital contributions of $7,000,000 on March 28, 2013 and $8,000,000 on March 29, 2013 from its Parent Company, The WellCare Management Group, Inc.

14. Contingencies

A. Contingent Commitments – No significant change.
B. Assessments – No significant change.
C. Gain Contingencies – No significant change.

D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming From Lawsuits
No significant change.

E. All Other Contingencies

Summary:

The Company's ultimate parent, WellCare, is a party to a number of legal actions and regulatory investigations. These matters do not directly involve the Company and management does not expect the matters to have an impact on the Company's financial position.

Corporate Integrity Agreement

In April 2011, WellCare entered into a Corporate Integrity Agreement (the "Corporate Integrity Agreement") with Office of Inspector General of the Department of Health and Human Services ("OIG-HHS"). The Corporate Integrity Agreement has a term of five years and concludes the previously disclosed matters relating to WellCare under review by OIG-HHS. The Corporate Integrity Agreement requires various ethics and compliance programs designed to help ensure WellCare's ongoing compliance with federal health care program requirements. The terms of the Corporate Integrity Agreement include certain organizational structure requirements, internal monitoring requirements, compliance training, screening processes for new employees, reporting requirements to OIG-HHS, and the engagement of an independent review organization to review and prepare written reports regarding, among other things, WellCare's reporting practices and bid submissions to federal health care programs.

Other Lawsuits and Claims

Based on the nature of our business, we are subject to regulatory reviews or other investigations by state insurance and health care regulatory authorities and other state and federal regulatory authorities. These authorities regularly scrutinize the business practices of health insurance and benefits companies and their reviews focus on numerous facets of our business, including claims payment practices, provider contracting, competitive practices, commission payments, privacy issues and utilization management practices, among others. Some of these reviews have historically resulted in fines imposed on us and some have required changes to our business practices. We continue to be subject to such reviews, which may result in additional fines and/or sanctions being imposed or additional changes in our business practices.

NOTES TO FINANCIAL STATEMENTS

Separate and apart from the legal matters described above, we are also involved in other legal actions in the normal course of our business, including, without limitation, wage and hour claims and provider disputes regarding payment of claims. Some of these actions seek monetary damages, including claims for liquidated or punitive damages, which are not covered by insurance. We review relevant information with respect to litigation matters and we update our estimates of reasonably possible losses and related disclosures. We accrue an estimate for contingent liabilities, including attorney's fees related to these matters, if a loss is deemed probable and is estimable. Currently, we do not expect that the resolution of any currently pending actions, either individually or in the aggregate, will differ materially from our current estimates or have a material adverse effect on our results of operations, financial position, and cash flows. However, the outcome of any legal actions cannot be predicted, and therefore, actual results may differ from those estimates.

15. Leases

No significant change.

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

No significant change.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities.

No significant change.

C. Wash Sales – None

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

No significant change.

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

No significant change.

20. Fair Value Measurement

The company has no assets disclosed at fair value at March 31, 2013.

21. Other Items

None.

22. Events Subsequent

None.

23. Reinsurance.

The Company's current reinsurance agreement with Westport Insurance Corporation, a Swiss Re subsidiary, has a retention limit of $1,000,000. Premiums ceded under this reinsurance agreement were $321,728 for the three months ending March 31, 2013. The recoveries under this agreement were $445,547 for the same period.

The Company had a reinsurance agreement with an affiliate, Comprehensive Reinsurance, Ltd. ("CompRe") that was termed effective December 31, 2012. Reinsurance recoveries reported represent only claims paid in excess of the retention limit during the period. Recoveries recorded under this treaty were $10,669,143 for the three months ending March 31, 2013.

The Company assumes risk on out-of-network claims incurred on MA point-of-service products offered by an affiliate, WellCare of Texas, Inc. Premiums assumed under these reinsurance agreements were $258,312 for the three month period ending March 31, 2013. Claims incurred under the reinsurance agreements were $126,963 for 2013.

24. Retrospectively Rated Contracts

None.

25. Change in Incurred Claims and Claim Adjustment Expenses

NOTES TO FINANCIAL STATEMENTS

The estimated cost of claims expense attributable to insured events of the prior year decreased by $13,057,363 during 2013. This is approximately 14% of unpaid claims expenses of $92,687,693 as of December 31, 2012. Excluding the prior period development related to the release of the provision for moderately adverse conditions, medical benefits expense for the period ending March 31, 2013 was impacted by approximately $3,893,344 of net favorable development related to prior periods. This development is primarily the result of lower than anticipated claims in the Company's Kentucky Medicaid program.

Statement of Statutory Accounting Principles (SSAP) No. 85 – *Claim Adjustment Expenses* requires that claim adjustment expenses, including legal expenses, be subdivided into cost containment expenses and other claim adjustment expenses. Cost containment expenses are intended to reduce the number of health services provided or the cost of such services. Other claim adjustment expenses are all other costs which do not meet the definition of cost containment expenses. Cost containment expenses were $4,066,825 for the three month period ending March 31, 2013.

26. Intercompany Pooling.

None.

27. Structured Settlements

None.

28. Health Care Receivables.

No significant change.

29. Participating Policies

None.

30. Premium Deficiency Reserves

None.

31. Anticipated Salvage and Subrogation.

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? ..... Yes [ ] No [X]

1.2 If yes, has the report been filed with the domiciliary state? ..... Yes [ ] No [ ]

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? ..... Yes [ ] No [X]

2.2 If yes, date of change: .....

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

3.2 If the response to 3.1 is yes, provide a brief description of those changes.

.....

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

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

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? ..... Yes [ ] No [X] 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. 12/31/2007

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. 12/31/2007

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). 05/15/2009

6.4 By what department or departments?

Illinois Department of Insurance.....

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

6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [X] 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 [X]

7.2 If yes, give full information:

.....

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

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

.....

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

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 [X] No [ ]

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

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

.....

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

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

.....

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

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

.....

FINANCIAL

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

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

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) ..... Yes [ ] No [X]

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

.....

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: ..... $ 0

13. Amount of real estate and mortgages held in short-term investments: ..... $ 0

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

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 [X]

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $.....

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 [ ] No [X]

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

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

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

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

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

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

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	86.7 %
1.2 A&H cost containment percent	1.3 %
1.3 A&H expense percent excluding cost containment expenses	7.6 %
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)
			ACCIDENT & HEALTH - AFFILIATES			
	AA-3770323	01/01/2012	Comprehensive Reinsurance Ltd	CYM	SSL/I/A	No
			ACCIDENT & HEALTH - NON-AFFILIATES			
39845	48-0921045	01/01/2012	Westport Insurance Corporation	KS	SSL/I/A	Yes
			LIFE AND ANNUITY - AFFILIATES			
			LIFE AND ANNUITY - NON-AFFILIATES			
			PROPERTY/CASUALTY - AFFILIATES			
			PROPERTY/CASUALTY - NON-AFFILIATES			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

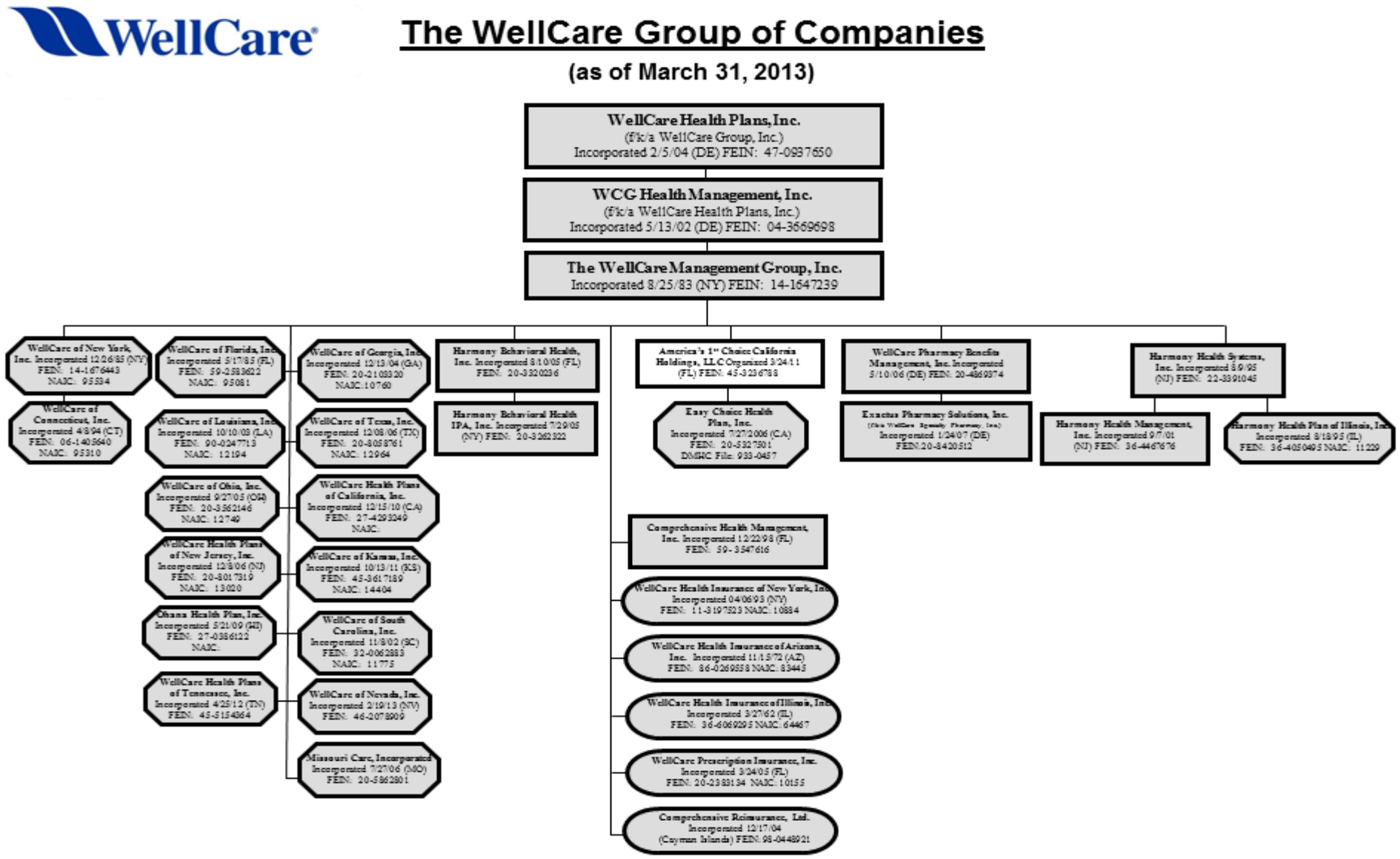
States, Etc.	1 Active Status	Direct Business Only 2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama AL	L	3,508,568						3,508,568	
2. Alaska AK	L							0	
3. Arizona AZ	L							0	
4. Arkansas AR	L	4,189,933						4,189,933	
5. California CA	L							0	
6. Colorado CO	L	2,469,491						2,469,491	
7. Connecticut CT	L	4,058,334						4,058,334	
8. Delaware DE	L							0	
9. Dist. Columbia DC	L							0	
10. Florida FL								0	
11. Georgia GA	L							0	
12. Hawaii HI	L							0	
13. Idaho ID	L							0	
14. Illinois IL	L							0	
15. Indiana IN	L							0	
16. Iowa IA	L							0	
17. Kansas KS	L							0	
18. Kentucky KY	L	21,537,855	3,897,431	275,317,828				300,753,114	
19. Louisiana LA	L							0	
20. Maine ME								0	
21. Maryland MD	L							0	
22. Massachusetts MA	L							0	
23. Michigan MI								0	
24. Minnesota MN	L	1,200,877						1,200,877	
25. Mississippi MS	L							0	
26. Missouri MO	L							0	
27. Montana MT	L	452,811						452,811	
28. Nebraska NE	L							0	
29. Nevada NV	L							0	
30. New Hampshire NH								0	
31. New Jersey NJ	L							0	
32. New Mexico NM	L							0	
33. New York NY								0	
34. North Carolina NC								0	
35. North Dakota ND	L							0	
36. Ohio OH	L							0	
37. Oklahoma OK	L							0	
38. Oregon OR	L							0	
39. Pennsylvania PA	L							0	
40. Rhode Island RI	L	1,596,724						1,596,724	
41. South Carolina SC	L							0	
42. South Dakota SD	L							0	
43. Tennessee TN	L							0	
44. Texas TX								0	
45. Utah UT	L							0	
46. Vermont VT								0	
47. Virginia VA	L							0	
48. Washington WA	L							0	
49. West Virginia WV	L							0	
50. Wisconsin WI	L							0	
51. Wyoming WY	L							0	
52. American Samoa AS								0	
53. Guam GU								0	
54. Puerto Rico PR								0	
55. U.S. Virgin Islands VI								0	
56. Northern Mariana Islands MP								0	
57. Canada CAN								0	
58. Aggregate other alien OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal	XXX	39,014,593	3,897,431	275,317,828	0	0	0	318,229,852	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 43	39,014,593	3,897,431	275,317,828	0	0	0	318,229,852	0
DETAILS OF WRITE-INS									
58001.	XXX								
58002.	XXX								
58003.	XXX								
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

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

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

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

PART 1 - ORGANIZATIONAL CHART



Shapes/colors distinguish among HMOs, LLCs, regulated insurance companies and corporations.

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
01199	WellCare Health Plans Inc.	95310	14-1647239				WellCare of Connecticut Inc.	CT	IA	WellCare of New York, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	95081	59-2583622				WellCare of Florida Inc.	FL	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	59-3547616				Comprehensive Health Management Inc.	FL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	14-1647239				The WellCare Management Group, Inc.	NY	UDP	WCG Health Management, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	95534	14-1676443				WellCare of New York Inc.	NY	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-3320236				Harmony Behavorial Health Inc.	FL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	11229	36-4050495				Harmony Health Plan of Illinois Inc.	IL	IA	Harmony Health Systems, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12194	90-0247713				WellCare of Louisiana Inc.	LA	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	22-3391045				Harmony Health Systems Inc.	IL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	36-4467676				Harmony Health Management Inc.	IL	NIA	Harmony Health Systems, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	47-0937650			NYSE	WellCare Health Plans Inc.	FL	UIP	Shareholders		0.0		0
01199	WellCare Health Plans Inc.	00000	04-3669698				WCG Health Management Inc.	FL	UIP	WellCare Health Plans, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	10760	20-2103320				WellCare of Georgia Inc.	GA	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	98-0448921				Comprehensive Reinsurance Ltd.	KY	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	10155	20-2383134				WellCare Prescription Insurance Inc.	FL	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12749	20-3562146				WellCare of Ohio Inc.	OH	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-3262322				Harmony Behavorial Health IPA Inc.	NY	NIA	Harmony Behavorial Health, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-4869374				WellCare Pharmacy Benefits Management In.	DE	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	83445	86-0269558				WellCare Health Insurance of Arizona Inc.	AZ	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	64467	36-6069295				WellCare Health Insurance of Illinois In.	IL	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12956	11-3197523				WellCare Heatlh Insurance of New York In.	NY	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	13020	20-8017319				WellCare Health Plans of New Jersey Inc.	NJ	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12964	20-8058761				WellCare of Texas Inc.	TX	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-8420512				Exactus Pharmacy Solutions, Inc.	DE	NIA	WellCare Pharmacy Benefits Management	Ownership	100.0	WellCare Health Plans, Inc.	0

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
01199	WellCare Health Plans Inc.	00000	27-0386122				Ohana Health Plans, Inc.	HI	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	27-4293249				WellCare Health Plans of California, Inc.	CA	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	14404	45-3617189				WellCare of Kansas, Inc.	KS	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	45-5154364				WellCare Health Plans of Tennessee, Inc.	TN	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	45-3236788				America's 1st Choice California Holdings, LLC	FL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-5327501				Easy Choice Health Plan, Inc.	CA	IA	America's 1st Choice California Holdings, LLC	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	11775	32-0062883				WellCare of South Carolina, Inc.	SC	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	
01199	WellCare Health Plans Inc.	00000	46-2078909				WellCare of Nevada, Inc.	NV	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	
01199	WellCare Health Plans Inc.	00000	20-5862801				Missouri Care, Incorporated	MO	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	

Asterisk	Explanation

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. Business not written.

Bar Code:

1. 6 4 4 6 7 2 0 1 3 3 6 5 0 0 0 0 1

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

NONE

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

SCHEDULE B – VERIFICATION

Mortgage Loans

NONE

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

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

NONE

	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
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other than temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	178,411	499,651
2. Cost of bonds and stocks acquired	0	180,375
3. Accrual of discount	0	576
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration for bonds and stocks disposed of	0	500,000
7. Deduct amortization of premium	1,276	2,192
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)	177,134	178,411
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	177,134	178,411

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	61,040,198	125,062,219	82,169,004	(3,689)	103,929,723	0	0	61,040,198
2. Class 2 (a)	0	0	0	0	0	0	0	0
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	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	61,040,198	125,062,219	82,169,004	(3,689)	103,929,723	0	0	61,040,198
PREFERRED STOCK								
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	61,040,198	125,062,219	82,169,004	(3,689)	103,929,723	0	0	61,040,198

(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 $ 0 ; NAIC 2 $ 0 ;
NAIC 3 $ 0 ; NAIC 4 $ 0 ; NAIC 5 $ 0 ; NAIC 6 $ 0

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	78,752,589	XXX	78,759,576	10,610	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	35,861,787	1,604,025
2. Cost of short-term investments acquired	125,062,219	225,199,965
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	82,169,004	190,933,607
7. Deduct amortization of premium	2,413	8,596
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)	78,752,589	35,861,787
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	78,752,589	35,861,787

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	25,000,000	79,146,042
2. Cost of cash equivalents acquired	0	25,000,000
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	0	79,146,042
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)	25,000,000	25,000,000
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	25,000,000	25,000,000

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

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

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

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1		2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
						6	7	8	
Depository		Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories									
Suntrust-5671	Kentucky		0.000	0	0	38,558,074	45,023,622	23,934,495	XXX
Suntrust 2512	Kentucky		0.000	0	0	(4,987,525)	(5,833,117)	(10,351,177)	XXX
Suntrust-5689	Kentucky		0.000	0	0	(13,412)	(57,875)	(205,313)	XXX
JP Morgan-4958	Illinois		0.000	0	0	76,949,850	78,192,223	52,837,456	XXX
Federally Insured Cash Accounts	Various		0.270	10,664	3,550	15,500,000	15,500,000	15,500,000	XXX
0199998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories		XXX	XXX	0	0	0	0	0	XXX
0199999 Total Open Depositories		XXX	XXX	10,664	3,550	126,006,987	132,824,853	81,715,462	XXX
0399999 Total Cash on Deposit		XXX	XXX	10,664	3,550	126,006,987	132,824,853	81,715,462	XXX
0499999 Cash in Company's Office		XXX	XXX	XXX	XXX	0	0	0	XXX
0599999 Total		XXX	XXX	10,664	3,550	126,006,987	132,824,853	81,715,462	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
Sweep Accounts							
JP Morgan-4958		03/29/2013	0.100	04/01/2013	25,000,000	208	2,049
8499999 - Sweep Accounts					25,000,000	208	2,049
8699999 Total Cash Equivalents					25,000,000	208	2,049