



# HEALTH QUARTERLY STATEMENT

AS OF JUNE 30, 2014

OF THE CONDITION AND AFFAIRS OF THE

## Care Improvement Plus South Central Insurance Company

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

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

Country of Domicile United States of America

Licensed as business type: Life, Accident & Health

Is HMO Federally Qualified? Yes [ ] No [ ]

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

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

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

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

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

Internet Website Address www.careimprovementplus.com

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

### OFFICERS

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

### OTHER

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

### DIRECTORS OR TRUSTEES

William Joseph Hnath Vinod Kumari Mohan # Timothy John Noel #

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

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

John Lawrence Larsen  
President

Ragenea Kay Thompson  
Secretary

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

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

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

- a. Is this an original filing?..... Yes [ X ] No [ ]
- b. If no,
  - 1. State the amendment number.....
  - 2. Date filed.....
  - 3. Number of pages attached.....

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## STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**ASSETS**

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	439,081,012	0	439,081,012	387,900,811
2. Stocks:				
2.1 Preferred stocks .....	0	0	0	0
2.2 Common stocks .....	0	0	0	0
3. Mortgage loans on real estate:				
3.1 First liens .....	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ .....0 encumbrances) .....	0	0	0	0
4.2 Properties held for the production of income (less \$ .....0 encumbrances) .....	0	0	0	0
4.3 Properties held for sale (less \$ .....0 encumbrances) .....	0	0	0	0
5. Cash (\$ .....(53,162,865) ), cash equivalents (\$ .....0 ) and short-term investments (\$ .....14,915,875 ) .....	(38,246,990)	0	(38,246,990)	63,511,199
6. Contract loans (including \$ .....0 premium notes) .....	0	0	0	0
7. Derivatives .....	0	0	0	0
8. Other invested assets .....	0	0	0	0
9. Receivables for securities .....	0	0	0	0
10. Securities lending reinvested collateral assets .....	0	0	0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	400,834,022	0	400,834,022	451,412,010
13. Title plants less \$ .....0 charged off (for Title insurers only) .....	0	0	0	0
14. Investment income due and accrued .....	3,641,418	0	3,641,418	1,549,539
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	146,224,424	3,005,786	143,218,638	55,615,860
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ .....0 earned but unbilled premiums) .....	0	0	0	0
15.3 Accrued retrospective premiums .....	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....	0	0	0	55,617
16.2 Funds held by or deposited with reinsured companies .....	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts .....	0	0	0	0
17. Amounts receivable relating to uninsured plans .....	2,305,390	51,968	2,253,422	4,012,909
18.1 Current federal and foreign income tax recoverable and interest thereon .....	887,238	0	887,238	0
18.2 Net deferred tax asset .....	13,604,112	872,807	12,731,305	19,241,697
19. Guaranty funds receivable or on deposit .....	0	0	0	0
20. Electronic data processing equipment and software .....	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$ .....0 ) .....	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates .....	8,303,173	0	8,303,173	0
24. Health care (\$ .....57,349,414 ) and other amounts receivable .....	91,247,340	33,897,926	57,349,414	33,590,117
25. Aggregate write-ins for other than invested assets .....	1,190,353	0	1,190,353	383,580
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	668,237,469	37,828,487	630,408,982	565,861,329
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0	0
28. Total (Lines 26 and 27) .....	668,237,469	37,828,487	630,408,982	565,861,329
<b>DETAILS OF WRITE-INS</b>				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above) .....	0	0	0	0
2501. State Income Tax Receivable .....	1,190,353	0	1,190,353	383,580
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	1,190,353	0	1,190,353	383,580

## LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ .....0 reinsurance ceded) .....	194,676,279	0	194,676,279	178,794,554
2. Accrued medical incentive pool and bonus amounts .....	4,407,144	0	4,407,144	3,810,276
3. Unpaid claims adjustment expenses .....	4,084,373	0	4,084,373	3,277,977
4. Aggregate health policy reserves, including the liability of \$ .....0 for medical loss ratio rebate per the Public Health Service Act .....	26,362,508	0	26,362,508	21,072,871
5. Aggregate life policy reserves .....	0	0	0	0
6. Property/casualty unearned premium reserve .....	0	0	0	0
7. Aggregate health claim reserves .....	2,901	0	2,901	0
8. Premiums received in advance .....	4,144	0	4,144	2,157
9. General expenses due or accrued .....	36,800,674	0	36,800,674	0
10.1 Current federal and foreign income tax payable and interest thereon (including \$ .....0 on realized gains (losses)) .....	0	0	0	6,809,675
10.2 Net deferred tax liability .....	0	0	0	0
11. Ceded reinsurance premiums payable .....	0	0	0	0
12. Amounts withheld or retained for the account of others .....	0	0	0	0
13. Remittances and items not allocated .....	1,365,774	0	1,365,774	1,515,770
14. Borrowed money (including \$ .....25,000,000 current) and interest thereon \$ .....0 (including \$ .....0 current) .....	25,000,000	0	25,000,000	0
15. Amounts due to parent, subsidiaries and affiliates .....	0	0	0	2,349,925
16. Derivatives .....	0	0	0	0
17. Payable for securities .....	0	0	0	0
18. Payable for securities lending .....	0	0	0	0
19. Funds held under reinsurance treaties (with \$ .....0 authorized reinsurers, \$ .....0 unauthorized reinsurers and \$ .....0 certified reinsurers) .....	0	0	0	0
20. Reinsurance in unauthorized and certified (\$ .....0 ) companies .....	0	0	0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....	0	0	0	0
22. Liability for amounts held under uninsured plans .....	8,606,364	0	8,606,364	7,683,295
23. Aggregate write-ins for other liabilities (including \$ .....0 current) .....	0	0	0	0
24. Total liabilities (Lines 1 to 23) .....	301,310,160	0	301,310,160	225,316,500
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	29,357,039	0
26. Common capital stock .....	XXX	XXX	2,000,000	2,000,000
27. Preferred capital stock .....	XXX	XXX	0	0
28. Gross paid in and contributed surplus .....	XXX	XXX	181,562,960	181,562,960
29. Surplus notes .....	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	116,178,823	156,981,869
32. Less treasury stock, at cost:				
32.1 .....0 shares common (value included in Line 26 \$ .....0 ) .....	XXX	XXX	0	0
32.2 .....0 shares preferred (value included in Line 27 \$ .....0 ) .....	XXX	XXX	0	0
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	329,098,822	340,544,829
34. Total liabilities, capital and surplus (Lines 24 and 33) .....	XXX	XXX	630,408,982	565,861,329
<b>DETAILS OF WRITE-INS</b>				
2301. ....				
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above) .....	0	0	0	0
2501. Section 9010 ACA Subsequent Fee Year Assessment .....	XXX	XXX	29,357,039	0
2502. ....	XXX	XXX		
2503. ....	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) .....	XXX	XXX	29,357,039	0
3001. ....	XXX	XXX		
3002. ....	XXX	XXX		
3003. ....	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above) .....	XXX	XXX	0	0

**STATEMENT OF REVENUE AND EXPENSES**

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	1,411,771	1,052,748	2,269,423
2. Net premium income ( including \$ 0 non-health premium income)	XXX	1,449,838,526	1,174,062,660	2,470,940,594
3. Change in unearned premium reserves and reserve for rate credits	XXX	(5,289,637)	(5,754,758)	(6,567,719)
4. Fee-for-service (net of \$ 0 medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	1,444,548,889	1,168,307,902	2,464,372,875
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits	0	1,090,879,238	843,514,672	1,780,093,900
10. Other professional services	0	8,962,304	12,201,258	29,473,618
11. Outside referrals	0	0	0	0
12. Emergency room and out-of-area	0	0	0	0
13. Prescription drugs	0	95,829,004	105,164,118	189,638,124
14. Aggregate write-ins for other hospital and medical	0	3,795,457	5,851,485	11,328,401
15. Incentive pool, withhold adjustments and bonus amounts	0	2,796,935	2,129,547	4,914,791
16. Subtotal (Lines 9 to 15)	0	1,202,262,938	968,861,080	2,015,448,834
<b>Less:</b>				
17. Net reinsurance recoveries	0	(71)	29,142	(252,283)
18. Total hospital and medical (Lines 16 minus 17)	0	1,202,263,009	968,831,938	2,015,701,117
19. Non-health claims (net)	0	0	0	0
20. Claims adjustment expenses, including \$ 10,028,681 cost containment expenses	0	18,742,414	65,541,293	36,730,441
21. General administrative expenses	0	182,779,996	87,996,081	287,128,013
22. Increase in reserves for life and accident and health contracts (including \$ 0 increase in reserves for life only)	0	0	0	0
23. Total underwriting deductions (Lines 18 through 22)	0	1,403,785,419	1,122,369,312	2,339,559,571
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	40,763,470	45,938,590	124,813,304
25. Net investment income earned	0	3,296,013	42,030	799,953
26. Net realized capital gains (losses) less capital gains tax of \$ (80,379)	0	(171,297)	0	(6,592)
27. Net investment gains (losses) (Lines 25 plus 26)	0	3,124,716	42,030	793,361
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ 0 ) (amount charged off \$ 146 )]	0	146	0	(332,559)
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	43,888,333	45,980,620	125,274,106
31. Federal and foreign income taxes incurred	XXX	27,425,466	15,970,695	43,731,976
32. Net income (loss) (Lines 30 minus 31)	XXX	16,462,867	30,009,925	81,542,130
<b>DETAILS OF WRITE-INS</b>				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401. Transportation Costs	0	3,795,457	5,851,485	11,328,401
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	3,795,457	5,851,485	11,328,401
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

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

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	340,544,829	324,576,635	324,576,635
34. Net income or (loss) from Line 32.....	16,462,867	30,009,925	81,542,130
35. Change in valuation basis of aggregate policy and claim reserves.....	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ ..... 0	0	0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....	0	0	0
38. Change in net deferred income tax.....	(6,510,392)	6,183,638	9,837,168
39. Change in nonadmitted assets.....	18,601,518	(17,667,536)	(27,732,327)
40. Change in unauthorized and certified reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....	0	0	0
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....	0	0	0
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....	0	0	0
46. Dividends to stockholders.....	(40,000,000)	(40,000,000)	(40,000,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	(7,678,777)	(7,678,777)
48. Net change in capital & surplus (Lines 34 to 47).....	(11,446,007)	(29,152,751)	15,968,194
49. Capital and surplus end of reporting period (Line 33 plus 48)	329,098,822	295,423,884	340,544,829
<b>DETAILS OF WRITE-INS</b>			
4701. Post Audit Correction of Error.....	0	(7,678,777)	(7,678,777)
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	(7,678,777)	(7,678,777)

## STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**CASH FLOW**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	1,361,995,400	1,138,721,450	2,428,045,841
2. Net investment income .....	4,777,803	907,570	2,390,579
3. Miscellaneous income .....	0	0	0
4. Total (Lines 1 to 3) .....	1,366,773,203	1,139,629,020	2,430,436,420
5. Benefit and loss related payments .....	1,190,690,956	931,337,239	2,018,830,408
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions .....	162,082,032	106,380,773	305,961,849
8. Dividends paid to policyholders .....	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ .....0 tax on capital gains (losses) .....	35,042,000	(5,673,998)	41,482,965
10. Total (Lines 5 through 9) .....	1,387,814,988	1,032,044,014	2,366,275,222
11. Net cash from operations (Line 4 minus Line 10) .....	(21,041,785)	107,585,006	64,161,198
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	231,994,414	23,101,000	50,045,506
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	0
12.7 Miscellaneous proceeds .....	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	231,994,414	23,101,000	50,045,506
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	286,909,604	18,654,926	319,507,143
13.2 Stocks .....	0	0	0
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	286,909,604	18,654,926	319,507,143
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(54,915,190)	4,446,074	(269,461,637)
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	0	0
16.3 Borrowed funds .....	25,000,000	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	40,000,000	40,000,000	40,000,000
16.6 Other cash provided (applied) .....	(10,801,214)	(2,144,641)	3,865,890
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	(25,801,214)	(42,144,641)	(36,134,110)
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) .....	(101,758,189)	69,886,440	(241,434,549)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	63,511,199	304,945,748	304,945,748
19.2 End of period (Line 18 plus Line 19.1) .....	(38,246,990)	374,832,188	63,511,199

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

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STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
<b>Total Members at end of:</b>										
1. Prior Year .....	210,819	0	0	0	0	0	0	210,819	0	0
2. First Quarter .....	235,260	0	0	0	0	0	0	235,260	0	0
3. Second Quarter .....	238,298	0	0	0	0	0	0	238,298	0	0
4. Third Quarter .....	0	0	0	0	0	0	0	0	0	0
5. Current Year	0	0	0	0	0	0	0	0	0	0
6. Current Year Member Months	1,411,771	0	0	0	0	0	0	1,411,771	0	0
<b>Total Member Ambulatory Encounters for Period:</b>										
7. Physician .....	3,379,511	0	0	0	0	0	0	3,379,511	0	0
8. Non-Physician .....	755,087	0	0	0	0	0	0	755,087	0	0
9. Total	4,134,598	0	0	0	0	0	0	4,134,598	0	0
10. Hospital Patient Days Incurred	314,884	0	0	0	0	0	0	314,884	0	0
11. Number of Inpatient Admissions	39,090	0	0	0	0	0	0	39,090	0	0
12. Health Premiums Written (a) .....	1,449,838,526	0	0	0	0	0	0	1,449,838,526	0	0
13. Life Premiums Direct .....	0	0	0	0	0	0	0	0	0	0
14. Property/Casualty Premiums Written .....	0	0	0	0	0	0	0	0	0	0
15. Health Premiums Earned .....	1,444,548,889	0	0	0	0	0	0	1,444,548,889	0	0
16. Property/Casualty Premiums Earned .....	0	0	0	0	0	0	0	0	0	0
17. Amount Paid for Provision of Health Care Services.....	1,190,746,502	0	0	0	0	0	0	1,190,746,502	0	0
18. Amount Incurred for Provision of Health Care Services	1,202,262,938	0	0	0	0	0	0	1,202,262,938	0	0

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....1,449,838,526



**UNDERWRITING AND INVESTMENT EXHIBIT**

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

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	0	0	0	0	0	0
2. Medicare Supplement .....	0	0	0	0	0	0
3. Dental Only .....	0	0	0	0	0	0
4. Vision Only .....	0	0	0	0	0	0
5. Federal Employees Health Benefits Plan .....	0	0	0	0	0	0
6. Title XVIII - Medicare .....	126,131,014	1,062,415,491	(1,710,048)	196,389,228	124,420,966	178,794,554
7. Title XIX - Medicaid .....	0	0	0	0	0	0
8. Other health .....	0	0	0	0	0	0
9. Health subtotal (Lines 1 to 8) .....	126,131,014	1,062,415,491	(1,710,048)	196,389,228	124,420,966	178,794,554
10. Healthcare receivables (a) .....	33,218,798	48,530,760	0	9,497,782	33,218,798	86,282,283
11. Other non-health .....	0	0	0	0	0	0
12. Medical incentive pools and bonus amounts .....	2,200,067	0	2,025,490	2,381,654	4,225,557	3,810,276
13. Totals (Lines 9-10+11+12)	95,112,283	1,013,884,731	315,442	189,273,100	95,427,725	96,322,547

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

## NOTES TO FINANCIAL STATEMENTS

(in thousands)

### 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### A. Accounting Practices

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

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

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

	State of Domicile	June 30, 2014	December 31, 2013
<b>Net Income</b>			
(1) Company state basis	Arkansas	\$ 16,463	\$ 81,542
(2) State prescribed practices that increase/(decrease) NAIC SAP:			
None	Arkansas	-	-
(3) State permitted practices that increase/(decrease) NAIC SAP:			
None	Arkansas	-	-
(4) NAIC SAP (1-2-3=4)	Arkansas	<u>\$ 16,463</u>	<u>\$ 81,542</u>
<b>Surplus</b>			
(5) Company state basis	Arkansas	\$ 329,099	\$ 340,545
(6) State prescribed practices that increase/(decrease) NAIC SAP:			
None	Arkansas	-	-
(7) State permitted practices that increase/(decrease) NAIC SAP:			
None	Arkansas	-	-
(8) NAIC SAP (5-6-7=8)	Arkansas	<u>\$ 329,099</u>	<u>\$ 340,545</u>

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

No significant change.

#### C. Accounting Policy

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

There were no other significant changes to accounting policies.

### 2. ACCOUNTING CHANGES AND CORRECTION OF ERRORS

No significant change.

### 3. BUSINESS COMBINATIONS AND GOODWILL

A-D. No significant change.

### 4. DISCONTINUED OPERATIONS

(1-5) No significant change.

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

No significant change.

**B. Debt restructuring**

No significant change.

**C. Reverse Mortgages**

No significant change.

**D. Loan-Backed Securities**

- (1) Corporate bonds and government obligations include mortgage-backed securities, which are valued using the retrospective adjustment methodology. Prepayment assumptions for the determination of the amortized cost of mortgage-backed securities are based on a three-month constant prepayment rate history obtained from external data source vendors.
- (2) The Company did not recognize any other-than-temporary impairments ("OTTI") on mortgage-backed securities as of June 30, 2014.
- (3) As of June 30, 2014, the Company did not have mortgage-backed securities with any OTTI to report by CUSIP.
- (4) The following table illustrates the fair value, gross unrealized losses, and length of time that the mortgage-backed securities have been in a continuous unrealized loss position at June 30, 2014 and December 31, 2013:

	<b>June 30, 2014</b>
The aggregate amount of unrealized losses:	
1. Less than 12 months	\$ (6)
2. 12 Months or longer	-
The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 months	4,347
2. 12 Months or longer	-
	<b>December 31, 2013</b>
The aggregate amount of unrealized losses:	
1. Less than 12 months	\$ (46)
2. 12 Months or longer	-
The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 months	19,111
2. 12 Months or longer	-

- (5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value. The unrealized losses as of June 30, 2014 were primarily caused by interest rate increases and not by unfavorable changes in the credit ratings associated with these securities.

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

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

**F. Real Estate**

No significant change.

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

No significant change.

**H. Restricted Assets**

No significant change.

**I. Working Capital Finance Investments**

Not applicable.

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

**A–B.** No significant change.

**7. INVESTMENT INCOME**

**A.** The Company has admitted all investment income due and accrued in the accompanying statutory basis statements of admitted assets, liabilities, and capital and surplus.

The change from \$800 as of December 31, 2013 to \$3,296 as of June 30, 2014 is primarily due to the composition of holdings and fluctuations in bonds and short-investment balances to meet cash flow needs.

**B.** There were no investment income amounts excluded from the statutory basis financial statements.

**8. DERIVATIVE INSTRUMENTS**

**A–F.** No significant change.

**9. INCOME TAXES**

**A–G.** The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory federal income tax rate of 35% to net income before federal income taxes, plus capital gains tax primarily as a result of the new annual health insurer fee under section 9010 of the ACA that requires the Company to expense 100% of the estimated annual fee on January 1, 2014 which is nondeductible for tax purposes. The Company estimates its health insurer fee liability to be \$36,276 in 2014, which will be payable in September 2014 and is included in general expenses due or accrued.

The Company's net deferred tax asset decreased \$3,064 from December 31, 2013 to June 30, 2014 as a result of the decrease in nonadmitted assets.

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

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

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

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

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

Effective May 1, 2014, the Company has an agreement with OptumInsight, Inc., an affiliate of the Company, for services that lead up to and include the prevention and recovery of medical expense (benefit) overpayments. The agreement has been approved by the Department.

The Company holds a \$100,000 subordinated revolving credit agreement with UnitedHealth Group at an interest rate of London Interbank Offered Rate plus a margin of 0.50%. This credit agreement is subordinate to the extent it does not conflict with any credit facility held by either party. The aggregate principal amount that may be outstanding at any time shall not exceed \$100,000. The credit agreement is for a one year term and automatically renews annually, unless terminated by either party. The agreement was effective January 1, 2013. As of June 30, 2014, the Company has \$25,000 outstanding under this agreement.

**11. DEBT**

**A–B.** No significant change.

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

**A–F.** The Company has no defined benefit plans, defined contribution plans, multiemployer plans, consolidated/holding company plans, postemployment benefits, and compensated absences plans and is not impacted by the Medicare Modernization Act on postretirement benefits, since all

personnel are employees of UHS, which provides services to the Company under the terms of a management agreement.

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

(1–3) No significant change.

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

(5–13) No significant change.

**14. CONTINGENCIES**

A–E. No significant change.

**15. LEASES**

A–B. No significant change.

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

(1–4) No significant change.

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

A. The Company did not have any transfers of receivables reported as sales as of June 30, 2014 or December 31, 2013.

B. The Company did not have any transfer and servicing of financial assets as of June 30, 2014 or December 31, 2013.

C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of June 30, 2014 or the year ended December 31, 2013.

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

A–B. No significant change.

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

The Medicare Part D program is a partially insured plan. The Company recorded a payable in liability for amounts held under uninsured plans in the statutory basis statements of admitted assets, liabilities, and capital and surplus of \$5,112 and \$2,694 as of June 30, 2014 and December 31, 2013, respectively, for cost reimbursement under the Medicare Part D program for the catastrophic reinsurance and low-income member cost-sharing subsidies. The Company also recorded a receivable of \$2,253 and \$4,013 and a payable of \$3,494 and \$4,989 as of June 30, 2014 and December 31, 2013, respectively, for the Medicare Part D Coverage Gap Discount Program in amounts receivable relating to uninsured plans and liability for amounts held under uninsured plans in the statutory basis statements of admitted assets, liabilities, and capital and surplus.

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

No significant change.

**20. FAIR VALUE MEASUREMENT**

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

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

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

- Quoted prices for similar assets in active markets

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

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

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

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

**A. Fair Value**

(1–5) The Company does not have any financial assets that are measured and reported at fair value on the statutory basis statements of admitted assets, liabilities, and capital and surplus at June 30, 2014 and December 31, 2013.

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

**C. Aggregate Fair Value Hierarchy**

The aggregate fair value by hierarchy of all financial instruments as of June 30, 2014 and December 31, 2013, is presented in the table below:

Types of Financial Investment	June 30, 2014					Not Practical Carrying Value
	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	
U.S. government and agency securities	\$ 111,656	\$ 110,578	\$ 41,341	\$ 70,315	\$ -	\$ -
State and agency municipalities	94,085	93,152	-	94,085	-	-
City and county municipalities	128,831	127,242	-	128,831	-	-
Corporate debt securities	112,583	111,118	-	112,583	-	-
Money-market funds	11,908	11,908	11,908	-	-	-
Total bonds and short-term investments	<u>459,063</u>	<u>453,998</u>	<u>53,249</u>	<u>405,814</u>	<u>\$ -</u>	<u>\$ -</u>

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

U.S. government and agency securities in the tables above reflect short-term and long-term investment holdings only. Included as Level 1 in U.S. government and agency securities in the fair value hierarchy table above are U.S. Treasury securities of \$41,341 and \$178,567 as of June 30, 2014 and December 31, 2013, respectively.

There are no commercial paper investments included in corporate debt securities in the fair value hierarchy table as of June 30, 2014 and December 31, 2013.

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

## 21. OTHER ITEMS

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

**A–H.** No significant change.

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

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

The Company did not write Accident and Health premiums in 2014 subject to the risk sharing provisions of the ACA on assets, liabilities, and revenue.

## 22. EVENTS SUBSEQUENT

The \$25,000 borrowed funds under the subordinated revolving credit agreement was paid back on July 1, 2014 (see Note 10).

## 23. REINSURANCE

**A–C.** No significant change.

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

**A–C.** No significant change.

**D.** The Company does not have any comprehensive major medical business subject to specific minimum loss ratio requirements as of June 30, 2014 and December 31, 2013.

Pursuant to Health Care Reform changes effective for contract years beginning in 2014, the Company is required to maintain a specific minimum medical loss ratio on its Medicare contracts. The Company's actual medical loss ratios were in excess of the minimum requirements and, as a result, no minimum medical loss ratio liability for Medicare was required to be established as of June 30, 2014.

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

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves, and health care receivable at June 30, 2014 and December 31, 2013:

	June 30, 2014		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (182,605)	\$ (182,605)
Paid claims, net of health care receivable and reinsurance recoveries collected	1,062,415	128,276	1,190,691
End of year claim reserve	<u>198,771</u>	<u>315</u>	<u>199,086</u>
Incurred claims excluding the change in health care receivable and reinsurance recoverables as presented below	1,261,186	(54,014)	1,207,172
Beginning of year health care receivable and reinsurance recoverables	-	86,339	86,339
End of year health care receivable	<u>(58,029)</u>	<u>(33,219)</u>	<u>(91,248)</u>
Total incurred claims	<u>\$ 1,203,157</u>	<u>\$ (894)</u>	<u>\$ 1,202,263</u>

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	December 31, 2013		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (144,264)	\$ (144,264)
Paid claims, net of health care receivable and reinsurance recoveries collected	1,949,986	68,845	2,018,831
End of year claim reserve	<u>179,687</u>	<u>2,918</u>	<u>182,605</u>
Incurred claims excluding the change in health care receivable and reinsurance recoverables as presented below	2,129,673	(72,501)	2,057,172
Beginning of year health care receivable and reinsurance recoverables	-	44,868	44,868
End of year health care receivable and reinsurance recoverables	<u>(54,715)</u>	<u>(31,624)</u>	<u>(86,339)</u>
Total incurred claims	<u>\$ 2,074,958</u>	<u>\$ (59,257)</u>	<u>\$ 2,015,701</u>

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves, and health care receivable as of December 31, 2013 were \$96,266. As of June 30, 2014, \$128,276 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years, net of healthcare receivable are (\$32,904) as a result of re-estimation of unpaid claims. Therefore, there has been \$894 favorable prior year development since December 31, 2013 to June 30, 2014. The primary drivers consist of favorable development as a result of a change in the provision for adverse deviations in experience of \$9,019 and favorable development of pharmacy rebates of \$16,397 offset by unfavorable development of \$12,657 in retroactivity for inpatient, outpatient, physician, and pharmacy claims, unfavorable development for Part D activity of \$11,417, and unfavorable risk share development of \$415. At December 31, 2013, the Company recorded \$59,257 of favorable development related to a change in the provision for adverse deviations in experience of \$7,750, favorable development of \$44,389 in retroactivity for inpatient, outpatient, physician and pharmacy claims, favorable development for pharmacy rebates of \$13,326 offset by unfavorable development for Part D retroactivity of \$6,470. Original estimates are increased or decreased, as additional information becomes known regarding individual claims. Included in this favorable development is the impact related to retrospectively rated policies. As a result of the prior year effects, on a regular basis, the Company adjusts revenue and the corresponding liability and/or receivable related to retrospectively rated policies and the impact of the change is included as a component of change in reserve for rate credits in the statutory basis statements of operations.

The above table reflects a prior year reserve of \$315 comprised of \$2,025 of accrued medical incentive pool and bonus amounts offset by (\$1,710) of negative incurred but not reported ("IBNR") reserve as of June 30, 2014. The negative prior year IBNR is due to expected recoveries of claims overpayments offset by normal claims payable.

The Company incurred claims adjustment expenses of \$18,742 and \$36,730 for the six months ended June 30, 2014 and the year ended December 31, 2013, respectively. These costs are included in the management service fees paid by the Company to UHS and XLHealth, respectively, as a part of its management agreement. The following tables disclose paid claims adjustment expense ("CAE"), incurred CAE, and the balance in the unpaid claim adjustment expenses reserve for the six months ended June 30, 2014 and the year ended December 31, 2013:

	June 30, 2014	December 31, 2013
Total claims adjustment expenses incurred	\$ 18,742	\$ 36,730
Less current year unpaid claims adjustment expenses	(4,084)	(3,278)
Add prior year unpaid claims adjustment expenses	<u>3,278</u>	<u>2,661</u>
Total claims adjustment expenses paid	<u>\$ 17,936</u>	<u>\$ 36,113</u>

**26. INTERCOMPANY POOLING ARRANGEMENTS**

**A–G.** No significant change.

**27. STRUCTURED SETTLEMENTS**

**A–B.** No significant change.

**28. HEALTH CARE AND OTHER AMOUNTS RECEIVABLE**

**A.** Pharmaceutical rebates receivable are recorded when reasonably estimated or billed by the affiliated pharmaceutical benefit manager in accordance with pharmaceutical rebate contract provisions.

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Information used to support rebates billed to the manufacturer is based on utilization information gathered by the pharmaceutical benefit manager and adjusted for significant changes in pharmaceutical contract provisions.

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

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

Quarter	Estimated Pharmacy Rebates as Reported on Financial Statements	Pharmacy Rebates as Billed or Otherwise Confirmed	Actual Rebates Received within 90 Days of Billing	Actual Rebates Received within 91 to 180 Days of Billing	Actual Rebates Received More than 180 Days After Billing
6/30/2014	\$ 42,031	\$ -	\$ -	\$ -	\$ -
3/31/2014	38,189	37,917	23,137	-	-
12/31/2013	19,404	24,949	26,030	-	-
9/30/2013	19,095	11,859	11,859	-	12,850
6/30/2013	18,205	9,386	9,386	-	8,707
3/31/2013	9,760	9,763	9,763	-	5,491
12/31/2012	7,430	7,521	-	7,521	4,811
9/30/2012	8,331	8,423	8,423	-	3,532
6/30/2012	7,249	7,335	7,335	-	3,677
3/31/2012	8,341	8,437	8,437	-	361
12/31/2011	8,128	8,128	8,128	1,207	193
9/30/2011	7,815	7,815	7,815	-	1,172

Of the amount reported as health care receivables, \$56,807 and \$31,264 relates to pharmaceutical rebate receivables as of June 30, 2014 and December 31, 2013, respectively. This increase is primarily due to increased membership along with the change in generic/name brand mix.

B. No significant change.

**29. PARTICIPATING POLICIES**

No significant change.

**30. PREMIUM DEFICIENCY RESERVES**

The following table summarizes the Company's premium deficiency reserves as of June 30, 2014 and December 31, 2013:

	<b>June 30, 2014</b>
1. Liability carried for premium deficiency reserves	\$ -
2. Date of the most recent evaluation of this liability	6/30/2014
3. Was anticipated investment income utilized in this calculation?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
	<b>December 31, 2013</b>
1. Liability carried for premium deficiency reserves	\$ -
2. Date of the most recent evaluation of this liability	12/31/2013
3. Was anticipated investment income utilized in this calculation?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

**31. ANTICIPATED SALVAGE AND SUBROGATION**

No significant change.

# GENERAL INTERROGATORIES

## PART 1 - COMMON INTERROGATORIES

### GENERAL

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

- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? ..... Yes [ X ] No [ ]  
If yes, complete Schedule Y, Parts 1 and 1A.

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

- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.  
 April 1, 2014 - CareMedic Systems, LLC, a California limited liability company, merged with and into Optum360, LLC, a Delaware limited liability company.  
 April 1, 2014 - Lynx Medical Systems, LLC, a Washington limited liability company, merged with and into Optum360, LLC, a Delaware limited liability company.  
 April 1, 2014 - Oxford Health Insurance, Inc., a New York corporation, became a wholly-owned subsidiary of UnitedHealthcare Insurance Company, a Connecticut corporation, following the redemption and retirement of 309 shares of the issued and outstanding shares of Oxford Health Plans (NY), Inc. in consideration for the issued and outstanding shares of Oxford Health Insurance, Inc., the distribution of such shares from Oxford Health Plans LLC to UnitedHealth Group Incorporated, and the contribution of such shares to UnitedHealthcare Insurance Company.  
 April 1, 2014 - Dental Center Serviços Odontológicos Ltda., a Brazilian company, was acquired with Seisa Serviços Integrados de Saúde Ltda., a Brazilian company, owning 65.278% and Amil Assistência Médica Internacional S.A., a Brazilian company, owning 34.72%.  
 April 1, 2014 - Hospital AMA S.A., a Brazilian company, was acquired with Seisa Serviços Integrados de Saúde Ltda., a Brazilian company, owning 55% and Esho Empresas de Serviços Hospitalares S.A., a Brazilian company, owning 34.72%.  
 April 30, 2014 - Aveta Colorado, Inc., a Delaware corporation, merged with and into Aveta Tennessee, Inc, a Delaware corporation.  
 April 30, 2014 - Informed Choice HealthCare Alliance, Inc., an Illinois corporation, merged with and into Your Partner in Health Services, Inc., an Illinois corporation.  
 April 30, 2014 - Connexions HCI NM, LLC, a New Mexico limited liability company, merged with and into Connexions HCI, LLC, a Florida limited liability company.  
 May 6, 2014 - Optum Global Solutions, Inc., a Delaware corporation, was formed as a wholly owned subsidiary of United HealthCare Services, Inc.  
 May 16, 2014 - Collaborative Care Holdings, LLC, a Delaware limited liability company, acquired an 86% ownership interest in WESTMED Practice Partners LLC, a Delaware limited liability company. The remaining 14% is owned by an external shareholder. "

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

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

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

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

- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. .... 12/31/2013

- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. .... 12/31/2008

- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). .... 12/22/2009

- 6.4 By what department or departments?  
Arkansas Department of Insurance

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

- 6.6 Have all of the recommendations within the latest financial examination report been complied with? ..... Yes [ X ] No [ ] N/A [ ]

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

- 7.2 If yes, give full information:

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

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

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

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

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
Optum Bank, Inc. ....	Salt Lake City, Utah .....	NO	NO	YES	NO

## GENERAL INTERROGATORIES

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes  No   
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
 (c) Compliance with applicable governmental laws, rules and regulations;  
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
 (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes  No
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes  No
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

### FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes  No
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ .....0

### INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes  No
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$ .....0
13. Amount of real estate and mortgages held in short-term investments: \$ .....0
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes  No
- 14.2 If yes, please complete the following:
- |   | 1<br>Prior Year-End<br>Book/Adjusted<br>Carrying Value | 2<br>Current Quarter<br>Book/Adjusted<br>Carrying Value |
|---|--|---|
| 14.21 Bonds   | \$ .....0  | \$ .....0   |
| 14.22 Preferred Stock   | \$ .....0  | \$ .....0   |
| 14.23 Common Stock  | \$ .....0  | \$ .....0   |
| 14.24 Short-Term Investments  | \$ .....0  | \$ .....0   |
| 14.25 Mortgage Loans on Real Estate   | \$ .....0  | \$ .....0   |
| 14.26 All Other   | \$ .....0  | \$ .....0   |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$ .....0  | \$ .....0   |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above                       | \$ .....0  | \$ .....0   |
- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes  No
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes  No   
 If no, attach a description with this statement.

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company  
**GENERAL INTERROGATORIES**

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
- |  |          |   |
|--|----------|---|
| 16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 .....                   | \$ ..... | 0 |
| 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 ..... | \$ ..... | 0 |
| 16.3 Total payable for securities lending reported on the liability page .....                                       | \$ ..... | 0 |

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

1 Name of Custodian(s)	2 Custodian Address
Northern Trust .....	50 S. LaSalle, Chicago, IL 60675 .....
Bank of New York Mellon .....	Global Liquidity Services, 1 Wall St, 14th Floor, New York NY 10286 .....

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

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

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

- 17.4 If yes, give full information relating thereto:

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

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

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

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

- 18.2 If no, list exceptions:

# GENERAL INTERROGATORIES

## PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent .....83.9 %  
1.2 A&H cost containment percent .....0.7 %  
1.3 A&H expense percent excluding cost containment expenses .....13.3 %

2.1 Do you act as a custodian for health savings accounts? ..... Yes [ ] No [ X ]

2.2 If yes, please provide the amount of custodial funds held as of the reporting date .....\$.....0

2.3 Do you act as an administrator for health savings accounts? ..... Yes [ ] No [ X ]

2.4 If yes, please provide the balance of the funds administered as of the reporting date .....\$.....0

**SCHEDULE S - CEDED REINSURANCE**

Showing All New Reinsurance Treaties - Current Year to Date

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

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

Current Year to Date - Allocated by States and Territories

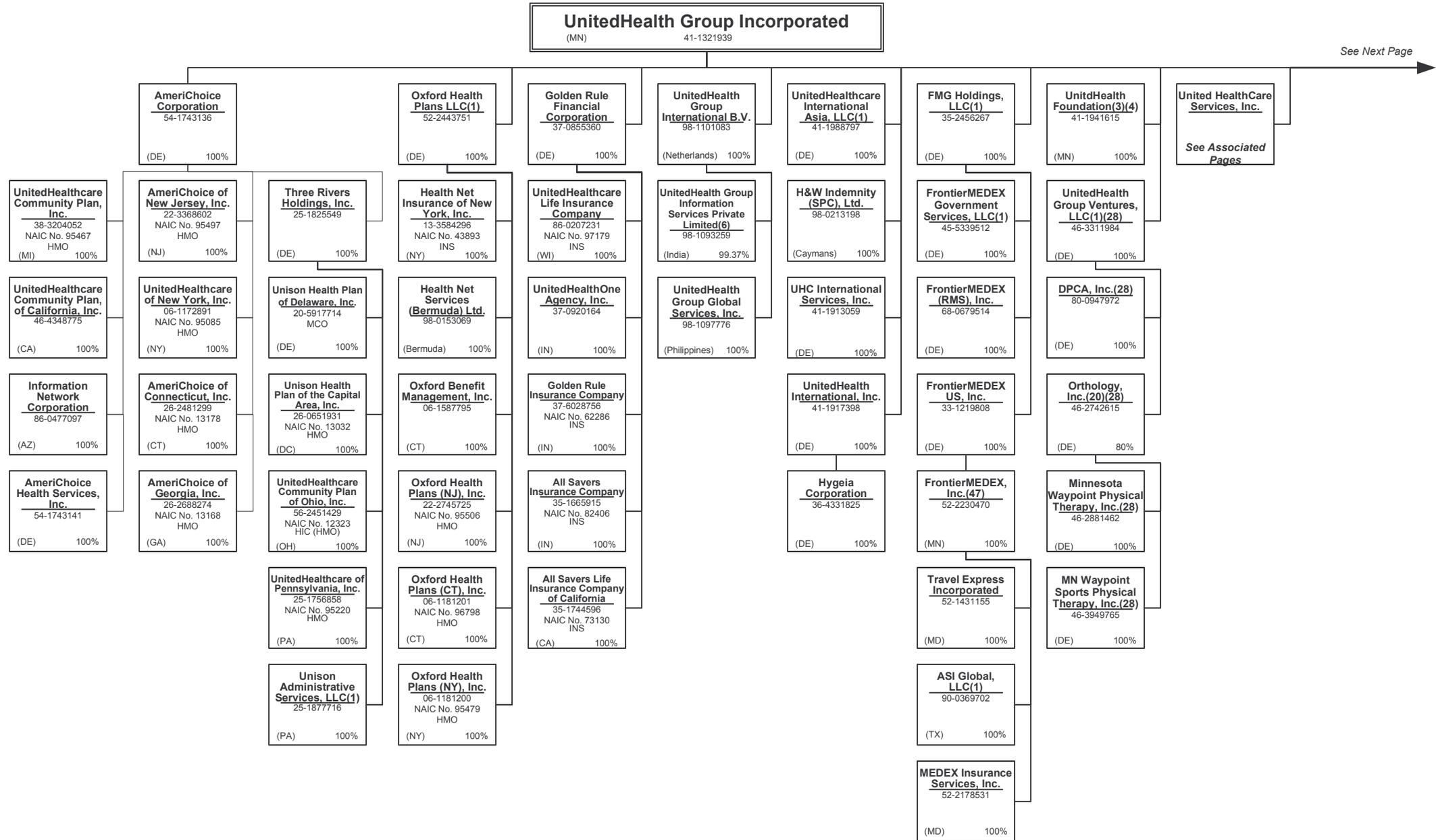
States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama AL	L	0	98,648	0	0	0	0	98,648	0	
2. Alaska AK	N	0	0	0	0	0	0	0	0	
3. Arizona AZ	N	0	0	0	0	0	0	0	0	
4. Arkansas AR	L	0	159,652,495	0	0	0	0	159,652,495	0	
5. California CA	N	0	0	0	0	0	0	0	0	
6. Colorado CO	L	0	0	0	0	0	0	0	0	
7. Connecticut CT	N	0	0	0	0	0	0	0	0	
8. Delaware DE	N	0	0	0	0	0	0	0	0	
9. District of Columbia DC	N	0	0	0	0	0	0	0	0	
10. Florida FL	L	0	638,133	0	0	0	0	638,133	0	
11. Georgia GA	L	0	640,331,184	0	0	0	0	640,331,184	0	
12. Hawaii HI	N	0	0	0	0	0	0	0	0	
13. Idaho ID	N	0	0	0	0	0	0	0	0	
14. Illinois IL	L	0	1,141,860	0	0	0	0	1,141,860	0	
15. Indiana IN	L	0	2,749,086	0	0	0	0	2,749,086	0	
16. Iowa IA	L	0	0	0	0	0	0	0	0	
17. Kansas KS	L	0	0	0	0	0	0	0	0	
18. Kentucky KY	L	0	0	0	0	0	0	0	0	
19. Louisiana LA	N	0	0	0	0	0	0	0	0	
20. Maine ME	L	0	451,814	0	0	0	0	451,814	0	
21. Maryland MD	N	0	0	0	0	0	0	0	0	
22. Massachusetts MA	L	0	842,815	0	0	0	0	842,815	0	
23. Michigan MI	N	0	0	0	0	0	0	0	0	
24. Minnesota MN	N	0	0	0	0	0	0	0	0	
25. Mississippi MS	N	0	0	0	0	0	0	0	0	
26. Missouri MO	L	0	169,585,403	0	0	0	0	169,585,403	0	
27. Montana MT	N	0	0	0	0	0	0	0	0	
28. Nebraska NE	N	0	0	0	0	0	0	0	0	
29. Nevada NV	N	0	0	0	0	0	0	0	0	
30. New Hampshire NH	L	0	3,295,115	0	0	0	0	3,295,115	0	
31. New Jersey NJ	L	0	936,866	0	0	0	0	936,866	0	
32. New Mexico NM	L	0	369,847	0	0	0	0	369,847	0	
33. New York NY	L	0	0	0	0	0	0	0	0	
34. North Carolina NC	L	0	0	0	0	0	0	0	0	
35. North Dakota ND	N	0	0	0	0	0	0	0	0	
36. Ohio OH	L	0	1,768,000	0	0	0	0	1,768,000	0	
37. Oklahoma OK	L	0	0	0	0	0	0	0	0	
38. Oregon OR	N	0	0	0	0	0	0	0	0	
39. Pennsylvania PA	L	0	339,284	0	0	0	0	339,284	0	
40. Rhode Island RI	N	0	0	0	0	0	0	0	0	
41. South Carolina SC	L	0	467,435,779	0	0	0	0	467,435,779	0	
42. South Dakota SD	N	0	0	0	0	0	0	0	0	
43. Tennessee TN	N	0	0	0	0	0	0	0	0	
44. Texas TX	L	0	45,460	0	0	0	0	45,460	0	
45. Utah UT	N	0	0	0	0	0	0	0	0	
46. Vermont VT	N	0	0	0	0	0	0	0	0	
47. Virginia VA	L	0	156,737	0	0	0	0	156,737	0	
48. Washington WA	L	0	0	0	0	0	0	0	0	
49. West Virginia WV	N	0	0	0	0	0	0	0	0	
50. Wisconsin WI	N	0	0	0	0	0	0	0	0	
51. Wyoming WY	N	0	0	0	0	0	0	0	0	
52. American Samoa AS	N	0	0	0	0	0	0	0	0	
53. Guam GU	N	0	0	0	0	0	0	0	0	
54. Puerto Rico PR	N	0	0	0	0	0	0	0	0	
55. U.S. Virgin Islands VI	N	0	0	0	0	0	0	0	0	
56. Northern Mariana Islands MP	N	0	0	0	0	0	0	0	0	
57. Canada CAN	N	0	0	0	0	0	0	0	0	
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0	
59. Subtotal	XXX	0	1,449,838,526	0	0	0	0	1,449,838,526	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0	
61. Totals (Direct Business)	(a) 25	0	1,449,838,526	0	0	0	0	1,449,838,526	0	
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	

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

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

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

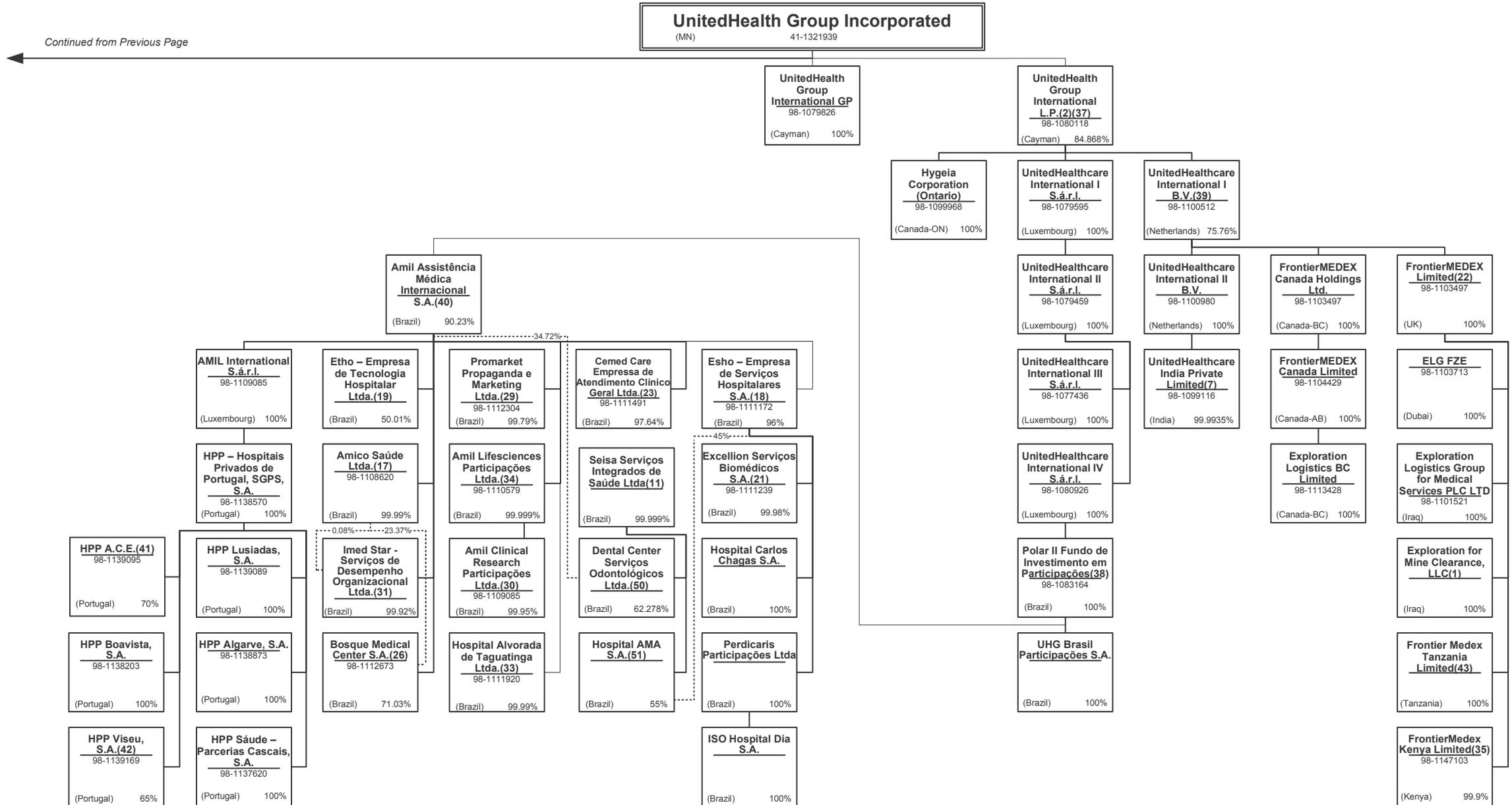
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**  
 PART 1 - ORGANIZATIONAL CHART



See Next Page →

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

**PART 1 - ORGANIZATIONAL CHART**

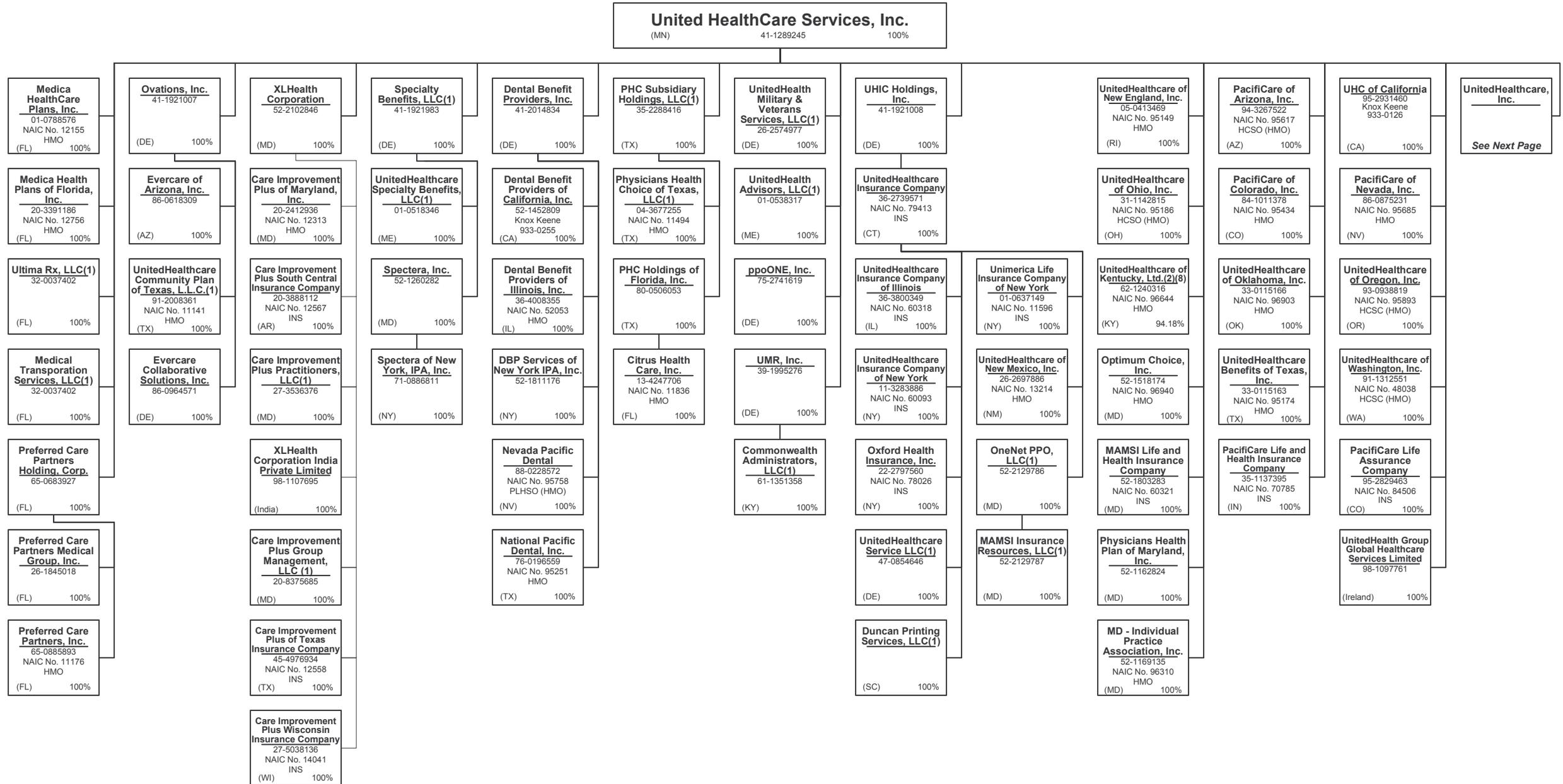


15.1

Continued from Previous Page

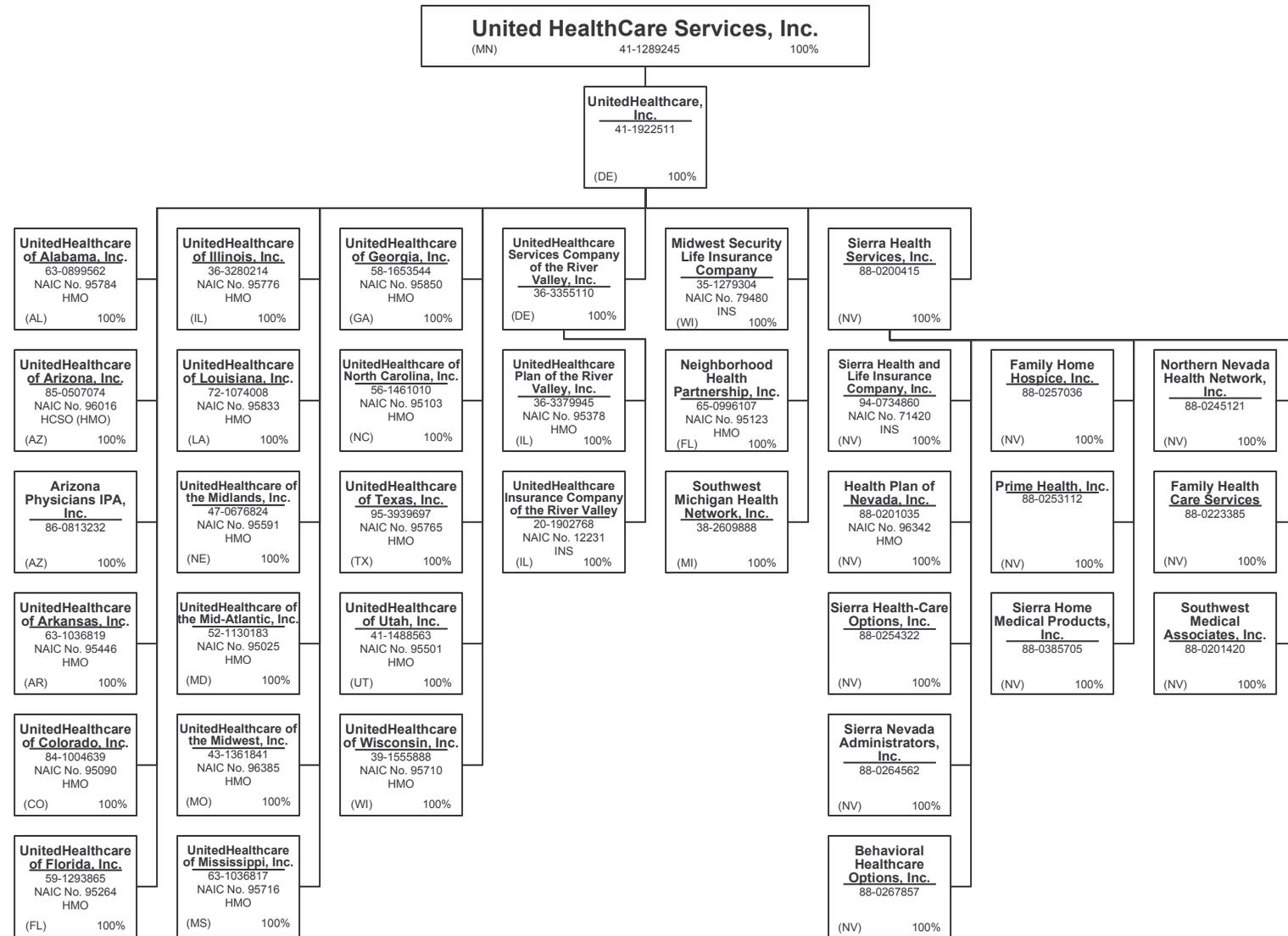
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

**PART 1 - ORGANIZATIONAL CHART**



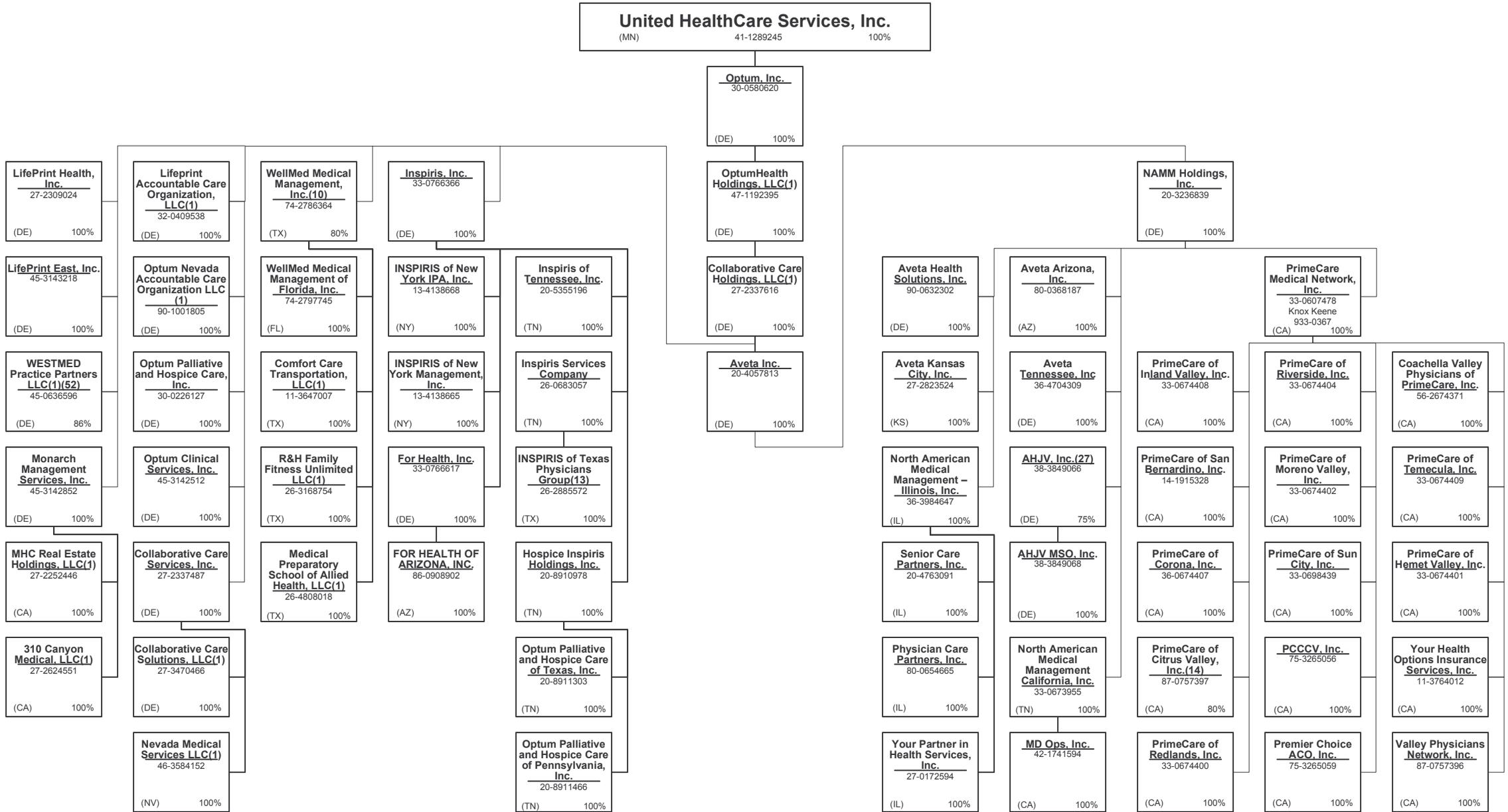
**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

**PART 1 - ORGANIZATIONAL CHART**



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

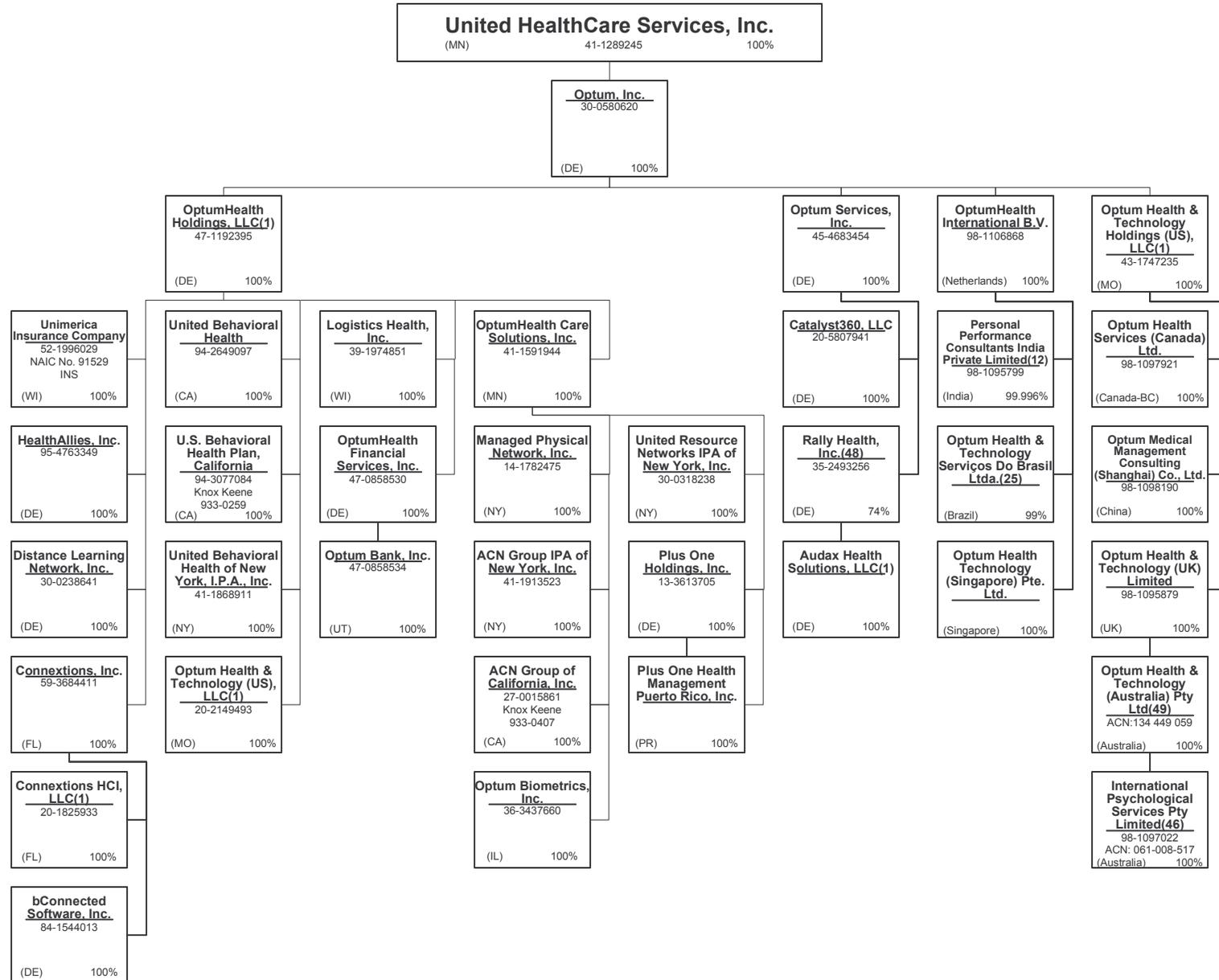
PART 1 - ORGANIZATIONAL CHART



15.4

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

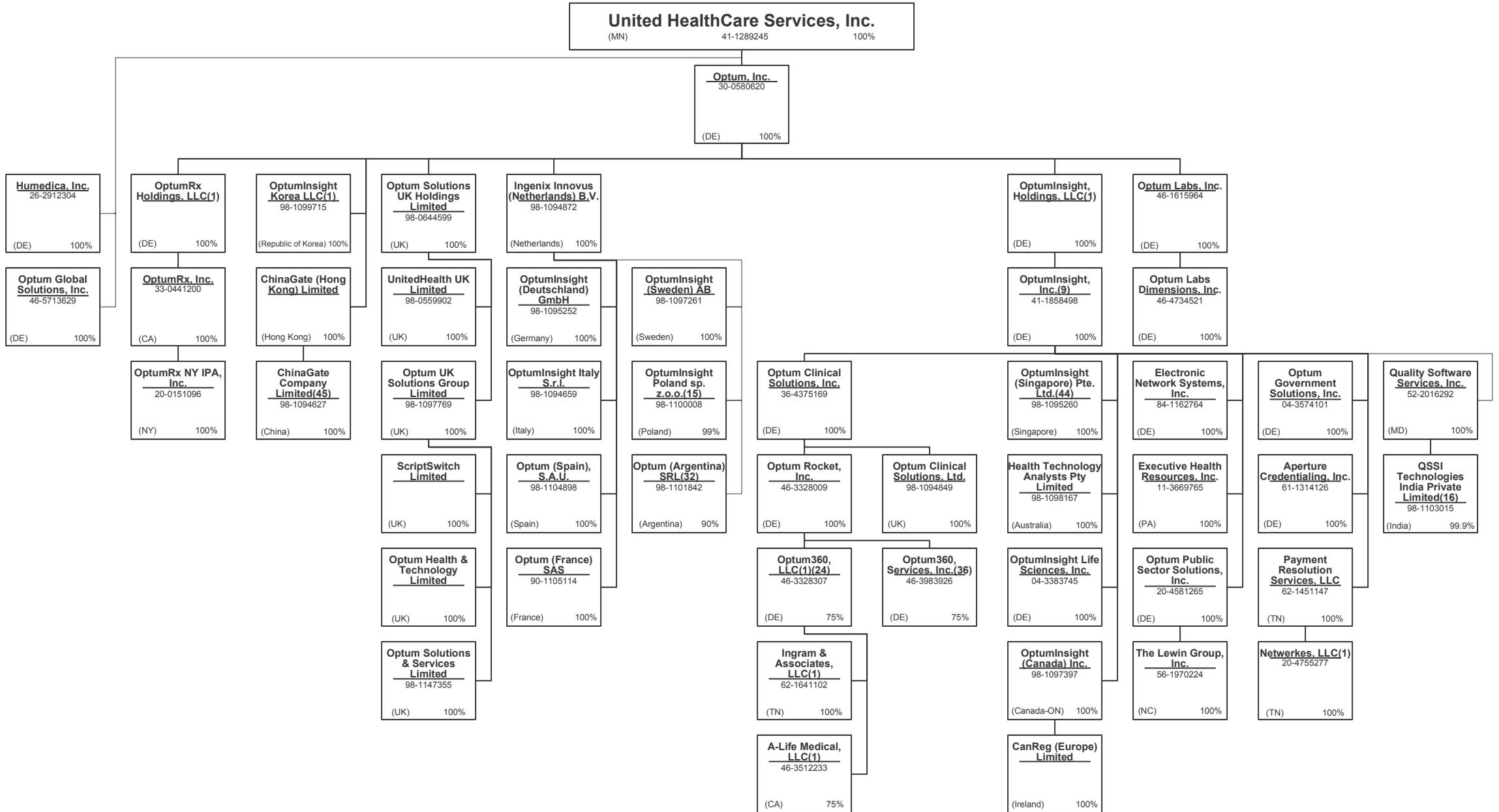
**PART 1 - ORGANIZATIONAL CHART**



15.5

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

**PART 1 - ORGANIZATIONAL CHART**



15.6

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

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

PART 1 - ORGANIZATIONAL CHART

**Notes**

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

- (1) Entity is a Limited Liability Company
- (2) Entity is a Partnership
- (3) Entity is a Non-Profit Corporation
- (4) Control of the Foundation is based on sole membership, not the ownership of voting securities
- (5) Monarch Financial Services, LLC is 85% owned by Monarch Management Services, Inc. and 15% owned by external shareholders.
- (6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V. The remaining 0.63% is owned by UnitedHealth International, Inc.
- (7) United Healthcare India Private Limited is 99.9935% owned by UnitedHealthcare International II B.V. and 0.0048% owned by UnitedHealth International, Inc.
- (8) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.
- (9) Branch office located in Abu Dhabi, UAE.
- (10) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.
- (11) Seisa Serviços Integrados de Saúde Ltda is 99.99999% owned by Amil Assistência Médica Internacional S.A. and 0.000001% owned by Dental Center Serviços Odontológicos Ltda.
- (12) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.
- (13) INSPIRIS of Texas Physicians Group is a Texas non-profit (taxable) whose sole member is Inspiris Services Company.
- (14) PrimeCare of Citrus Valley, Inc. is 80% owned by PrimeCare Medical Network, Inc. and 20% owned by Citrus Valley Medical Associates, Inc.
- (15) OptumInsight Poland sp. z.o.o. is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.
- (16) QSSI Technologies India Private Limited is 99.9% owned by Quality Software Services, Inc. and 0.1% owned by an Indian citizen.
- (17) Amico Saúde Ltda. is 99.99% owned by Amil Assistência Médica Internacional S.A. and the remaining percentage is owned by and officer of Amil.

- (18) Esho – Empresa de Serviços Hospitalares S.A is 96% owned by Amil Assistência Médica Internacional S.A.; 2.54% owned by Amico Saúde Ltda.; 0.011477% owned by Treasury Shares and 1.44% owned by external shareholders.
- (19) Etho – Empresa de Tecnologia Hospitalar Ltda. 50.01% owned by Amil Assistência Médica Internacional S.A. and 49.99% owned by an external shareholder.
- (20) Orthology, Inc. is 80% owned by UnitedHealth Group Ventures, LLC and 20% owned by external shareholders.
- (21) Excellion Serviços Biomédicos S.A. is 99.98% owned by Esho – Empresa de Serviços Hospitalares S.A. and 0.02% owned by external shareholders.
- (22) Branch offices in Iraq and Uganda.
- (23) Cemed Care Empresa de Atendimento Clínico Geral Ltda. Is 97.64% owned by Amil Assistência Médica Internacional S.A., 2.36% owned by Amico Saúde Ltd. and 0.000001% owned by an officer of Amil.
- (24) Optum 360, LLC is 75% owned by Optum Rocket, Inc. and 25% owned by an external interest holder.
- (25) Optum Health & Technology Serviços Do Brasil Ltda. is 99% owned by OptumHealth International B.V. and 1 % owned by OptumInsight, Inc.
- (26) Bosque Medical Center S.A. is 71.03% owned by Amil Assistência Médica Internacional S.A.; 23.37% owned by Amico Saúde Ltd. and 5.60% owned by Esho – Empresa de Serviços Hospitalares S.A.
- (27) AHJV, Inc. is 75% owned by NAMM Holdings, Inc. and 25% owned by Humana, Inc.
- (28) Entity is majority-owned by UHG or one of its affiliates. Corporate secretarial services for this entity are the responsibility of the portfolio company.
- (29) Promarket Propaganda e Marketing Ltda. is 99.79% owned by Amil Assistência Médica Internacional S.A. and 0.21% owned by Amico Saúde Ltd.
- (30) Amil Clinical Research Participações Ltda. is 99.95% owned by Amil Lifesciences Participações Ltda. and .05% owned by an officer of Amil.
- (31) Imed Star Serviços de Desempenho Organizacional Ltda. is 99.92% owned by Amil Assistência Médica Internacional S.A. and 0.08% owned by Amico Saúde Ltd.
- (32) Optum Argentina is 90% owned by Ingenix Innovus (Netherlands) BV and 10% owned by Optum UK Solutions Group Limited.
- (33) Hospital Alvorada Taguatinga Ltda. Is 99.99% owned by Amil Assistência Médica Internacional S.A. and 0.000001% owned by an officer of Amil.
- (34) Amil Lifesciences Participações Ltda. Is 99.99928% owned by Amil Assistência Médica Internacional S.A. and 0.00072% owned by an officer of Amil.
- (35) FrontierMedex Kenya Limited is 99.9% owned by FrontierMEDEX Limited and 0.1% owned by UnitedHealthcare International I B.V.

- (36) Optum360 Services, Inc. is 75% owned by Optum Rocket, Inc. and 25% owned by an external interest holder.
- (37) The limited partners of UnitedHealth Group International, L.P. include FMG Holdings, LLC (14.929%), Hygeia Corporation (DE) (0.203%) and UnitedHealth Group Incorporated (84.868%). UnitedHealth Group International GP is the general partner of UnitedHealth Group International, L.P.
- (38) Polar II Fundo de Investimento em Participações is a Brazilian private equity investment fund incorporated in the form of a closed-end condominium.
- (39) UnitedHealthcare International I, B.V. is 75.76% owned by UnitedHealth Group International L.P. and 24.24% owned by UnitedHealth Group International B.V.
- (40) Amil Assistência Médica Internacional S.A. is 90.23% owned by Polar II Fundo de Investimento em Participações and the remaining 9.77% is owned by the former controlling shareholders of Amil Assistência Médica Internacional S.A.
- (41) HPP A.C.E. is 70% owned by HPP - Hospitais Privados de Portugal, SGPS, S.A. The remaining 30% is owned by (1) HPP Boavista, S.A., (2) HPP Lusiadas, S.A., (3) HPP Algarve, S.A., (4) HPP Saúde - Parcerias Cascais, S.A., and (5) HPP Viseu, S.A.; each owning 6%.
- (42) HPP Viseu, S.A. is 65% owned by HPP - Hospitais Privados de Portugal, SGPS, S.A.. The remaining 35% is jointly owned VISABEIRA Saúde - Serviços de Saúde, S.A., VISABEIRA Participações Financeiras, SGPS, S.A., VISABEIRA Investimentos Financeiros SGPS, S.A. and Ciclorama - Estudos, Projectos e Produções, Lda.
- (43) Frontier Medex Tanzania Limited is 99% owned by FrontierMEDEX Limited. The remaining 1% is owned by an officer of FrontierMEDEX Limited.
- (44) Branch office located in Taiwan
- (45) Liaison office located in Beijing.
- (46) Branch office located in Hong Kong.
- (47) Representative office in Beijing
- (48) The remaining 26% is owned by internal and external investors.
- (49) Branch office located in Hong Kong.
- (50) Dental Center Serviços Odontológicos Ltda. is 65.278% owned by Seisa Serviços Integrados de Saúde Ltda. and 34.72% owned by Amil Assistência Médica Internacional S.A.
- (51) Hospital AMA S.A. is 45% owned by Esho Empresas de Serviços Hospitalares S.A. and 55% owned by Seisa Serviços Integrados de Saúde Ltda.
- (52) WESTMED Practice Partners LLC is 86% owned by Collaborative Care Holdings, LLC and 14% owned by external shareholders.

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

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

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

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	20-5807941				Catalyst360, LLC	.DE	NIA	Optum Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1111491				Cemed Care Empresa de Atendimento Clínico Geral Ltda	.BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	97.640	UnitedHealth Group Incorporated	
		.0000	98-1094627				ChinaGate (Hong Kong) Limited	.HKG	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11836	13-4247706				ChinaGate Company Limited	.CHN	NIA	ChinaGate (Hong Kong) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	13-4247706				Citrus Health Care, Inc.	.FL	IA	PHC Holdings of Florida, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	56-2674371				Coachella Valley Physicians of PrimeCare, Inc.	.CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2337616				Collaborative Care Holdings, LLC	.DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-2337487				Collaborative Care Services, Inc.	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	27-3470466				Collaborative Care Solutions, LLC	.DE	NIA	Collaborative Care Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	11-3647007				Comfort Care Transportation, LLC	.TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	61-1351358				Commonwealth Administrators, LLC	.KY	NIA	UMR, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-1825933				Connexions HCl, LLC	.FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	59-3684411				Connexions, Inc.	.FL	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1811176				DBP Services of New York IPA, Inc.	.NY	NIA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1452809				Dental Benefit Providers of California, Inc.	.CA	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.52053	36-4008355				Dental Benefit Providers of Illinois, Inc.	.IL	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-2014834				Dental Benefit Providers, Inc.	.DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Dental Center Serviços Odontológicos Ltda.	.BRA	NIA	Seisa Serviços Integrados de Saúde Ltda.	Ownership	65.278	UnitedHealth Group Incorporated	
		.0000	30-0238641				Distance Learning Network, Inc.	.DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	80-0947972				DPCA, Inc.	.DE	NIA	UnitedHealth Group Ventures, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	84-1162764				Duncan Printing Services, LLC	.SC	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1103713				Electronic Network Systems, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1103713				ELG FZE	.ARE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	.BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	96.000	UnitedHealth Group Incorporated	
		.0000	98-1111172				Esho - Empresa de Serviços Hospitalares S.A.	.BRA	NIA	Amico Saúde Ltda.	Ownership	2.540	UnitedHealth Group Incorporated	
		.0000					Etho - Empresa de Tecnologia Hospitalar Ltda.	.BRA	NIA	Amil Assistência Médica Internacional S.A.	Ownership	50.010	UnitedHealth Group Incorporated	
		.0000	86-0964571				Evercare Collaborative Solutions, Inc.	.DE	NIA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	86-0618309				Evercare of Arizona, Inc.	.AZ	IA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1111239				Excellion Serviços Biomédicos S.A.	.BRA	NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	99.980	UnitedHealth Group Incorporated	
		.0000	11-3669765				Executive Health Resources, Inc.	.PA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1113428				Exploration for Mine Clearance LLC	.JRO	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Exploration Logistics B.C. Ltd.	.CAN	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1101521				Exploration Logistics Group for Medical Services PLC LTD	.JRO	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0223385				Family Health Care Services	.NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0257036				Family Home Hospice, Inc.	.NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	35-2456267				FMG Holdings, LLC	.DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	86-0908902				FOR HEALTH OF ARIZONA, INC.	.AZ	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0766617				For Health, Inc.	.DE	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	68-0679514				Frontier Medex Tanzania Limited	.TZA	NIA	FrontierMEDEX Limited	Ownership	99.000	UnitedHealth Group Incorporated	
		.0000	98-1103497				FrontierMEDEX (RMS), Inc.	.DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					FrontierMEDEX Canada Holdings Ltd.	.CAN	NIA	UnitedHealthcare International I B.V.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	98-1104429				FrontierMEDEX Canada Limited	.CAN	.NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	45-5339512				FrontierMEDEX Government Services, LLC	.DE	.NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1147103				FrontierMedex Kenya Limited	.KEN	.NIA	FrontierMEDEX Limited	Ownership	99.900	UnitedHealth Group Incorporated	
		.0000	98-1147103				FrontierMedex Kenya Limited	.KEN	.NIA	UnitedHealthcare International I B.V.	Ownership	0.100	UnitedHealth Group Incorporated	
		.0000					FrontierMEDEX Limited	.GBR	.NIA	UnitedHealthcare International I B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-1219808				FrontierMEDEX US, Inc.	.DE	.NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-2230470				FrontierMEDEX, Inc.	.MN	.NIA	FrontierMEDEX US, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	37-0855360				Golden Rule Financial Corporation	.DE	.NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.62286	37-6028756	3057283			Golden Rule Insurance Company	.IN	.IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-0213198				H&W Indemnity (SPC), Ltd.	.CYM	.NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.43893	13-3584296				Health Net Insurance of New York, Inc.	.NY	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-0153069				Health Net Services (Bermuda) Ltd.	.BMU	.NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96342	88-0201035				Health Plan of Nevada, Inc.	.NV	.IA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1098167				Health Technology Analysts Pty Limited	.AUS	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	95-4763349				HealthAllies, Inc.	.DE	.NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	20-8910978				Hospice Inspiris Holdings, Inc.	.TN	.NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1111920				Hospital Alvorada de Taguatinga Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.990	UnitedHealth Group Incorporated	
		.0000					Hospital AMA S.A.	.BRA	.NIA	Seisa Serviços Integrados de Saúde Ltda.	Ownership	55.000	UnitedHealth Group Incorporated	
		.0000					Hospital AMA S.A.	.BRA	.NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	45.000	UnitedHealth Group Incorporated	
		.0000					Hospital Carlos Chagas S.A.	.BRA	.NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1138570				HPP - Hospitais Privados de Portugal, SGPS, S.A.	.PRT	.NIA	Amil Internacional S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	70.000	UnitedHealth Group Incorporated	
		.0000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Lusiadas, S.A.	Ownership	6.000	UnitedHealth Group Incorporated	
		.0000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Viseu, S.A.	Ownership	6.000	UnitedHealth Group Incorporated	
		.0000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Boavista, S.A.	Ownership	6.000	UnitedHealth Group Incorporated	
		.0000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Saúde - Parcerias Cascais, S.A.	Ownership	6.000	UnitedHealth Group Incorporated	
		.0000	98-1139095				HPP A.C.E.	.PRT	.NIA	HPP Algarve, S.A.	Ownership	6.000	UnitedHealth Group Incorporated	
		.0000	98-1138873				HPP Algarve, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1138203				HPP Boavista, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1139089				HPP Lusiadas, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1137620				HPP Saúde - Parcerias Cascais, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1139169				HPP Viseu, S.A.	.PRT	.NIA	HPP - Hospitais Privados de Portugal, SGPS, S.A.	Ownership	65.000	UnitedHealth Group Incorporated	
		.0000	26-2912304				Humedica, Inc.	.DE	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	36-4331825				Hygeia Corporation	.DE	.NIA	UnitedHealth International, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1099968				Hygeia Corporation (Ontario)	.CAN	.NIA	UnitedHealth Group International L.P.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Imed Star - Serviços de Desempenho Organizacional Ltda.	.BRA	.NIA	Amil Assistência Médica Internacional S.A.	Ownership	99.920	UnitedHealth Group Incorporated	
		.0000					Imed Star - Serviços de Desempenho Organizacional Ltda.	.BRA	.NIA	Amico Saúde Ltda.	Ownership	0.080	UnitedHealth Group Incorporated	
		.0000	86-0477097				Information Network Corporation	.AZ	.NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

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

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		.00000	98-1094872				Ingenix Innovus (Netherlands) B.V.	NLD	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	62-1641102				Ingram & Associates, LLC	TN	NIA	Optum360, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	13-4138668				INSPIRIS of New York IPA, Inc.	NY	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	13-4138665				INSPIRIS of New York Management, Inc.	NY	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-5355196				Inspiris of Tennessee, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-2885572				INSPIRIS of Texas Physician Group	TX	NIA	Inspiris Services Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-0683057				Inspiris Services Company	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0766366				Inspiris, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097022				International Psychological Services Pty Limited	AUS	NIA	Optum Health & Technology (Australia) Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ISO Hospital Dia S.A.	BRA	NIA	Perdicaris Participações Ltda.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	32-0409538				Lifeprint Accountable Care Organization, LLC	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-3143218				Lifeprint East, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2309024				LifePrint Health, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	39-1974851				Logistics Health, Inc.	WI	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2129787				MAMSI Insurance Resources, LLC	MD	NIA	OneNet PPO, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.60321	52-1803283				MAMSI Life and Health Insurance Company	MD	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	14-1782475				Managed Physical Network, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	42-1741594				MD Ops, Inc.	CA	NIA	North American Medical Management California, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96310	52-1169135				MD-Individual Practice Association, Inc.	MD	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2178531				MEDEX Insurance Services, Inc.	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12756	20-3391186				Medica Health Plans of Florida, Inc.	FL	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.12155	01-0788576				Medica HealthCare Plans, Inc.	FL	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-4808018				Medical Preparatory School of Allied Health, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	32-0037402				Medical Transportation Services, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2252446				MHC Real Estate Holdings, LLC	CA	NIA	Monarch Management Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.79480	35-1279304				Midwest Security Life Insurance Company	WI	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-2881462				Minnesota Waypoint Physical Therapy, Inc.	DE	NIA	Orthology, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-3949765				MN Waypoint Sports Physical Therapy, Inc.	DE	NIA	Orthology, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-1799346				Monarch Financial Services, LLC	CA	NIA	Monarch Management Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-3142852				Monarch Management Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-3236839				NAAM Holdings, Inc.	DE	NIA	Aveta Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95251	76-0196559				National Pacific Dental, Inc.	TX	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95123	65-0996107				Neighborhood Health Partnership, Inc.	FL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-4755277				Netwerkes, LLC	TN	NIA	Payment Resolution Services, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-3584152				Nevada Medical Services LLC	NV	NIA	Collaborative Care Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95758	88-0228572				Nevada Pacific Dental	NV	IA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-3984647				North American Medical Management - Illinois, Inc.	IL	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0673955				North American Medical Management California, Inc.	TN	NIA	NAAM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0245121				Northern Nevada Health Network, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2129786				OneNet PPO, LLC	MD	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96940	52-1518174				Optimum Choice, Inc.	MD	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1101842				Optum (Argentina) SRL	ARG	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	90.000	UnitedHealth Group Incorporated	
		.00000	98-1101842				Optum (Argentina) SRL	ARG	NIA	Optum UK Solutions Group Limited	Ownership	10.000	UnitedHealth Group Incorporated	
		.00000	90-1105114				Optum (France) SAS	FRA	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1104898				Optum (Spain), S.A.U.	ESP	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	47-0858534	3202702			Optum Bank, Inc.	.UT	NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-3437660				Optum Biometrics, Inc.	.IL	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-3142512				Optum Clinical Services, Inc.	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	36-4375169	3886791			Optum Clinical Solutions, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1094849				Optum Clinical Solutions, Ltd.	.GBR	NIA	Optum Clinical Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-5713629				Optum Global Solutions, Inc.	.DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	04-3574101				Optum Government Solutions, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology (Australia) Pty Ltd	.AUS	NIA	Optum Health & Technology (UK) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology (Singapore) Pte. Ltd.	.SGP	NIA	OptumHealth International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095879				Optum Health & Technology (UK) Limited	.GBR	NIA	Optum Health & Technology Holdings (US), LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-2149493				Optum Health & Technology (US), LLC	.MO	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	43-1747235				Optum Health & Technology Holdings (US), LLC	.MO	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology Limited	.GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology Serviços Do Brasil Ltda.	.BRA	NIA	OptumHealth International B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		.00000					Optum Health & Technology Serviços Do Brasil Ltda.	.BRA	NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		.00000	98-1097921				Optum Health Services (Canada) Ltd.	.CAN	NIA	Optum Health & Technology Holdings (US), LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-4734521				Optum Labs Dimensions, Inc.	.DE	NIA	Optum Labs, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-1615964				Optum Labs, Inc.	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	90-1001805				Optum Nevada Accountable Care Organization LLC	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911466				Optum Palliative and Hospice Care of Pennsylvania, Inc.	.TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8911303				Optum Palliative and Hospice Care of Texas, Inc.	.TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0226127				Optum Palliative and Hospice Care, Inc.	.DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-4581265				Optum Public Sector Solutions, Inc.	.DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-3328009				Optum Rocket, Inc.	.DE	NIA	Optum Clinical Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	45-4683454				Optum Services, Inc.	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1147355				Optum Solutions & Services Limited	.GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-0644599				Optum Solutions UK Holdings Limited	.GBR	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097769				Optum UK Solutions Group Limited	.GBR	NIA	Optum Solutions UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	30-0580620	3119994			Optum, Inc.	.DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	46-3983926				Optum360 Services, Inc.	.DE	NIA	Optum Rocket, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	
		.00000	46-3328307				Optum360, LLC	.DE	NIA	Optum Rocket, Inc.	Ownership	75.000	UnitedHealth Group Incorporated	
		.00000	41-1591944				OptumHealth Care Solutions, Inc.	.MN	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	47-0858530				OptumHealth Financial Services, Inc.	.DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	47-1192395				OptumHealth Holdings, LLC	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1106868				OptumHealth International B.V.	.NLD	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097397				OptumInsight (Canada) Inc.	.CAN	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095252				OptumInsight (Deutschland) GmbH	.DEU	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095260				OptumInsight (Singapore) Pte. Ltd.	.SGP	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1097261				OptumInsight (Sweden) AB	.SWE	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight Holdings, LLC	.DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1094659				OptumInsight Italy S.r.l.	.ITA	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000	98-1099715				OptumInsight Korea LLC	.KOR	.NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	04-3383745				OptumInsight Life Sciences, Inc.	.DE	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1100008				OptumInsight Poland sp. z.o.o.	.POL	.NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		.00000	98-1100008				OptumInsight Poland sp. z.o.o.	.POL	.NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		.00000	41-1858498				OptumInsight, Inc.	.DE	.NIA	OptumInsight Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					OptumRx Holdings, LLC	.DE	.NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-0151096				OptumRx NY IPA, Inc.	.NY	.NIA	OptumRx, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0441200				OptumRx, Inc.	.CA	.NIA	OptumRx Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921007				Ovations, Inc.	.DE	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	06-1587795				Oxford Benefit Management, Inc.	.CT	.NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.78026	22-2797560				Oxford Health Insurance, Inc.	.NY	.IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.96798	06-1181201				Oxford Health Plans (CT), Inc.	.CT	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95506	22-2745725				Oxford Health Plans (NJ), Inc.	.NJ	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95479	06-1181200				Oxford Health Plans (NY), Inc.	.NY	.IA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-2443751				Oxford Health Plans LLC	.DE	.NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.70785	35-1137395				PacifiCare Life and Health Insurance Company	.IN	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.84506	95-2829463				PacifiCare Life Assurance Company	.CO	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95617	94-3267522				PacifiCare of Arizona, Inc.	.AZ	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95434	84-1011378				PacifiCare of Colorado, Inc.	.CO	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.95685	86-0875231				PacifiCare of Nevada, Inc.	.NV	.IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	62-1451147				Payment Resolution Services, LLC	.TN	.NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-3265056				PCCCV, Inc.	.CA	.NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Perdicaris Participações Ltda.	.BRA	.NIA	Esho - Empresa de Serviços Hospitalares S.A.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1095799				Personal Performance Consultants India Private Limited	.IND	.NIA	OptumHealth International B.V.	Ownership	99.996	UnitedHealth Group Incorporated	
		.00000	98-1095799				Personal Performance Consultants India Private Limited	.IND	.NIA	United Behavioral Health	Ownership	0.004	UnitedHealth Group Incorporated	
		.00000	80-0506053				PHC Holdings of Florida, Inc.	.TX	.NIA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	35-2288416				PHC Subsidiary Holdings, LLC	.TX	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	80-0654665				Physician Care Partners, Inc.	.IL	.NIA	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11494	04-3677255				Physicians Health Choice of Texas, LLC	.TX	.IA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	52-1162824				Physicians Health Plan of Maryland, Inc.	.MD	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Plus One Health Management Puerto Rico, Inc.	.PR	.NIA	Plus One Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	13-3613705				Plus One Holdings, Inc.	.DE	.NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1083164				Polar II Fundo de Investimento em Participações	.BRA	.NIA	UnitedHealthcare International IV S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	98-1098190				Positive People Company	.CHN	.NIA	Optum Health & Technology Holdings (US), LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-2741619				ppoONE, Inc.	.DE	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	65-0683927				Preferred Care Partners Holding, Corp.	.FL	.NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-1845018				Preferred Care Partners Medical Group, Inc.	.FL	.NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-1845018				Preferred Care Partners Medical Group, Inc.	.FL	.NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.11176	65-0885893				Preferred Care Partners, Inc.	.FL	.IA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	75-3265059				Premier Choice ACO, Inc.	.CA	.NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0253112				Prime Health, Inc.	.NV	.NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

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STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.0000	33-0607478				PrimeCare Medical Network, Inc.	CA	IA	NAIM Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	87-0757397				PrimeCare of Citrus Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	80.000	UnitedHealth Group Incorporated	
		.0000	33-0674407				PrimeCare of Corona, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674401				PrimeCare of Hemet Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674408				PrimeCare of Inland Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674402				PrimeCare of Moreno Valley, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674400				PrimeCare of Redlands, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674404				PrimeCare of Riverside, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	14-1915328				PrimeCare of San Bernardino, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0698439				PrimeCare of Sun City, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	33-0674409				PrimeCare of Temecula, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	98-1112304				Promarket Propaganda e Marketing Ltda.	BRA	NIA	S.A. Amil Assistência Médica Internacional	Ownership	99.790	UnitedHealth Group Incorporated	
		.0000	98-1112304				Promarket Propaganda e Marketing Ltda.	BRA	NIA	Amico Saúde Ltda.	Ownership	0.210	UnitedHealth Group Incorporated	
		.0000	98-1103015				QSSI Technologies India Private Limited	JND	NIA	Quality Software Services, Inc.	Ownership	99.900	UnitedHealth Group Incorporated	
		.0000	52-2016292				Quality Software Services, Inc.	MD	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	26-3168754				R&H Family Fitness Unlimited LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	35-2493256				Rally Health, Inc.	DE	NIA	Optum Services, Inc.	Ownership	74.000	UnitedHealth Group Incorporated	
		.0000					ScriptSwitch Limited	GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					Seisa Serviços Integrados de Saúde Ltda.	BRA	NIA	S.A. Amil Assistência Médica Internacional	Ownership	99.990	UnitedHealth Group Incorporated	
		.0000					Seisa Serviços Integrados de Saúde Ltda.	BRA	NIA	Dental Center Serviços Odontológicos Ltda.	Ownership	0.010	UnitedHealth Group Incorporated	
		.0000	20-4763091				Senior Care Partners, Inc.	IL	NIA	North American Medical Management - Illinois, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.71420	94-0734860				Sierra Health and Life Insurance Company, Inc.	NV	IA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0200415				Sierra Health Services, Inc.	NV	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0254322				Sierra Health-Care Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0385705				Sierra Home Medical Products, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0264562				Sierra Nevada Administrators, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	88-0201420				Southwest Medical Associates, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	38-2609888				Southwest Michigan Health Network Inc.	MI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1921983				Specialty Benefits, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	71-0886811				Spectera of New York, IPA, Inc.	NY	NIA	Spectera, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1260282				Spectera, Inc.	MD	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	56-1970224				The Lewin Group, Inc.	NC	NIA	Optum Public Sector Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	25-1825549				Three Rivers Holdings, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	52-1431155				Travel Express Incorporated	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	94-3077084				U.S. Behavioral Health Plan, California	CA	IA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1913059				UHC International Services, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	95-2931460				UHC of California	CA	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000					UHG Brasil Participações S.A.	BRA	NIA	Polar II Fundo de Investimento em Participações	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	41-1921008				UHC Holdings, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	14-1892398				Ultima Rx, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	39-1995276				UMR, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	.91529	52-1996029				Unimerica Insurance Company	WI	IA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.11596	01-0637149				Unimerica Life Insurance Company of New York	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		.0000	25-1877716				Unison Administrative Services, LLC	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000	20-5917714				Unison Health Plan of Delaware, Inc.	DE	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	13032	26-0651931				Unison Health Plan of the Capital Area, Inc.	DC	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	94-2649097				United Behavioral Health	CA	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1868911				United Behavioral Health of New York, I.P.A., Inc.	NY	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1941615				United Health Foundation	MN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1289245	3410132			United HealthCare Services, Inc.	MN	UIP	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0318238				United Resource Networks IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	01-0538317				UnitedHealth Advisors, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1097761				UnitedHealth Group Global Healthcare Services Limited	JRL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1097776				UnitedHealth Group Global Services, Inc.	PHL	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group Incorporated	MN	UIP			0.000		
		00000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		00000	98-1093259				UnitedHealth Group Information Services Private Limited	JND	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		00000	98-1101083				UnitedHealth Group International B.V.	NLD	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1079826				UnitedHealth Group International GP	CYM	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	UnitedHealth Group Incorporated	Ownership	84.868	UnitedHealth Group Incorporated	
		00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	FMG Holdings, LLC	Ownership	14.929	UnitedHealth Group Incorporated	
		00000	98-1080118				UnitedHealth Group International L.P.	CYM	NIA	Hygeia Corporation	Ownership	0.203	UnitedHealth Group Incorporated	
		00000	46-3311984				UnitedHealth Group Ventures, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1917398				UnitedHealth International, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-2574977				UnitedHealth Military & Veterans Services, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-0559902				UnitedHealth UK Limited	GBR	NIA	Optum UK Solutions Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc.	TX	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	46-4348775				UnitedHealthcare Community Plan of California, Inc.	CA	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	12323	56-2451429				UnitedHealthcare Community Plan of Ohio, Inc.	OH	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	11141	91-2008361				UnitedHealthcare Community Plan of Texas, L.L.C.	TX	IA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95467	38-3204052				UnitedHealthcare Community Plan, Inc.	MI	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare India Private Limited	JND	NIA	UnitedHealthcare International II B.V.	Ownership	99.994	UnitedHealth Group Incorporated	
		00000	98-1099116				UnitedHealthcare India Private Limited	JND	NIA	UnitedHealth International, Inc.	Ownership	0.007	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	79413	36-2739571				UnitedHealthcare Insurance Company	CT	IA	UHC Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	60318	36-3800349				UnitedHealthcare Insurance Company of Illinois	IL	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	60093	11-3283886				UnitedHealthcare Insurance Company of New York	NY	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	12231	20-1902768				UnitedHealthcare Insurance Company of the River Valley	IL	IA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1988797				UnitedHealthcare International Asia, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1100512				UnitedHealthcare International I B.V.	NLD	NIA	UnitedHealth Group International L.P.	Ownership	75.760	UnitedHealth Group Incorporated	
		00000	98-1100512				UnitedHealthcare International I B.V.	NLD	NIA	UnitedHealth Group International B.V.	Ownership	24.240	UnitedHealth Group Incorporated	
		00000	98-1079595				UnitedHealthcare International I S.a.r.l.	LUX	NIA	UnitedHealth Group International L.P.	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000	98-1100980				UnitedHealthcare International II B.V.	NLD	NIA	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1079459				UnitedHealthcare International II S.á.r.l.	LUX	NIA	UnitedHealthcare International I S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1077436				UnitedHealthcare International III S.á.r.l.	LUX	NIA	UnitedHealthcare International II S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1080926				UnitedHealthcare International IV S.á.r.l.	LUX	NIA	UnitedHealthcare International II S.á.r.l.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	97179	86-0207231				UnitedHealthcare Life Insurance Company	WI	IA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95784	63-0899562				UnitedHealthcare of Alabama, Inc.	AL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	96016	86-0507074				UnitedHealthcare of Arizona, Inc.	AZ	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95446	63-1036819				UnitedHealthcare of Arkansas, Inc.	AR	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95090	84-1004639				UnitedHealthcare of Colorado, Inc.	CO	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95264	59-1293865				UnitedHealthcare of Florida, Inc.	FL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95850	58-1653544				UnitedHealthcare of Georgia, Inc.	GA	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95776	36-3280214				UnitedHealthcare of Illinois, Inc.	IL	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	United HealthCare Services, Inc.	Ownership	94.180	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	KY	IA	UnitedHealthcare, Inc.	Ownership	5.820	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95833	72-1074008				UnitedHealthcare of Louisiana, Inc.	LA	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95716	63-1036817				UnitedHealthcare of Mississippi, Inc.	MS	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95149	05-0413469				UnitedHealthcare of New England, Inc.	RI	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	13214	26-2697886				UnitedHealthcare of New Mexico, Inc.	NM	IA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95085	06-1172891				UnitedHealthcare of New York, Inc.	NY	IA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95103	56-1461010				UnitedHealthcare of North Carolina, Inc.	NC	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95186	31-1142815				UnitedHealthcare of Ohio, Inc.	OH	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	96903	33-0115166				UnitedHealthcare of Oklahoma, Inc.	OK	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95893	93-0938819				UnitedHealthcare of Oregon, Inc.	OR	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95220	25-1756858				UnitedHealthcare of Pennsylvania, Inc.	PA	IA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95765	95-3939697				UnitedHealthcare of Texas, Inc.	TX	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
							UnitedHealthcare of the Mid-Atlantic, Inc.							
.0707	UnitedHealth Group Incorporated	95025	52-1130183				UnitedHealthcare of the Mid-Atlantic, Inc.	MD	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95591	47-0676824				UnitedHealthcare of the Midlands, Inc.	NE	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	96385	43-1361841				UnitedHealthcare of the Midwest, Inc.	MO	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95501	41-1488563				UnitedHealthcare of Utah, Inc.	UT	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	48038	91-1312551				UnitedHealthcare of Washington, Inc.	WA	IA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95710	39-1555888				UnitedHealthcare of Wisconsin, Inc.	WI	IA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95378	36-3379945				UnitedHealthcare Plan of the River Valley, Inc.	IL	IA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	47-0854646				UnitedHealthcare Service LLC	DE	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	36-3355110				UnitedHealthcare Specialty Benefits, LLC	DE	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	01-0518346				UnitedHealthcare, Inc.	ME	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1922511				UnitedHealthcare, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	37-0920164				UnitedHealthOne Agency, Inc.	IN	NIA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	87-0757396				Valley Physicians Network, Inc.	CA	NIA	PrimeCare Medical Network, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	74-2797745				WellMed Medical Management of Florida, Inc.	FL	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	74-2786364				WellMed Medical Management, Inc.	TX	NIA	Collaborative Care Holdings, LLC	Ownership	80.000	UnitedHealth Group Incorporated	
		00000	45-0636596				WESTMED Practice Partners LLC	DE	NIA	Collaborative Care Holdings, LLC	Ownership	86.000	UnitedHealth Group Incorporated	
		00000	52-2102846				XLHealth Corporation	MD	UDP	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-1107695				XLHealth Corporation India Private Limited	IND	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE Y**

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		.....00000 .....	11-3764012	.....	.....	.....	Your Health Options Insurance Services, Inc. ....	..CA.....	.....NIA.....	PrimeCare Medical Network, Inc. ....	Ownership.....	..100.000 .....	UnitedHealth Group Incorporated .....	.....
		.....00000 .....	27-0172594	.....	.....	.....	Your Partner in Health Services, Inc. ....	..IL.....	.....NIA.....	North American Medical Management - Illinois, Inc. ....	Ownership.....	..100.000 .....	UnitedHealth Group Incorporated .....	.....

Asterisk	Explanation
1 .....	The remaining 0.004 % is owned by United Behavioral Health. ....
2 .....	The remaining percentage is owned by a non-affiliated company. ....
3 .....	The remaining ownership percent is owned by an officer of the company. ....
4 .....	The remaining 9.77% is owned by the former controlling shareholders of Amil Participações S.A. ....
5 .....	The remaining percent is as follows: 0.011477% owned by Treasury Shares and 1.44% owned by external shareholders. ....
6 .....	The remaining percentage is owned by an external stakeholder or party. ....
7 .....	The limited partners of UnitedHealth Group International, L.P. include FMG Holdings, LLC (14.929%), Hygeia Corporation (DE) (0.203%) and UnitedHealth Group Incorporated (84.868%). UnitedHealth Group International GP is the general partner of UnitedHealth Group International, L.P. ....
8 .....	The general partnership interest of 89.77% is held by United HealthCare Services, Inc. (UHS) and 10.23% is held by UnitedHealthcare, Inc. (UHC). UHS also holds 100% of the limited partnership interests. When combining general and limited partner interests, UHS owns 94.18% and UHC owns 5.82%. ....

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

Response

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

NO

Explanation:

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

Bar Code:

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



**OVERFLOW PAGE FOR WRITE-INS**

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE A - VERIFICATION**

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Current year change in encumbrances .....		
4. Total gain (loss) on disposals .....		
5. Deduct amounts received on disposals .....		
6. Total foreign exchange change in book/adjusted carrying value .....		
7. Deduct current year's other than temporary impairment recognized .....		
8. Deduct current year's depreciation .....		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....		
10. Deduct total nonadmitted amounts .....		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE

**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		
12. Total valuation allowance .....		
13. Subtotal (Line 11 plus Line 12) .....		
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14)		

NONE

**SCHEDULE BA - VERIFICATION**

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and depreciation .....		
9. Total foreign exchange change in book/adjusted carrying value .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		
12. Deduct total nonadmitted amounts .....		
13. Statement value at end of current period (Line 11 minus Line 12)		

NONE

**SCHEDULE D - VERIFICATION**

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	387,900,811	121,119,604
2. Cost of bonds and stocks acquired .....	286,909,604	319,507,143
3. Accrual of discount .....	100,112	36,565
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	(251,676)	0
6. Deduct consideration for bonds and stocks disposed of .....	231,994,414	50,045,506
7. Deduct amortization of premium .....	3,583,425	2,716,995
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) .....	439,081,012	387,900,811
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	439,081,012	387,900,811

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 1B**

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

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. NAIC 1 (a) .....	421,114,155	31,626,593	30,027,073	(3,477,963)	421,114,155	419,235,712	0	493,923,242
2. NAIC 2 (a) .....	31,403,180	1,824,307	0	1,533,689	31,403,180	34,761,176	0	29,081,627
3. NAIC 3 (a) .....	0	0	0	0	0	0	0	0
4. NAIC 4 (a) .....	0	0	0	0	0	0	0	0
5. NAIC 5 (a) .....	0	0	0	0	0	0	0	0
6. NAIC 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	452,517,335	33,450,900	30,027,073	(1,944,274)	452,517,335	453,996,888	0	523,004,869
<b>PREFERRED STOCK</b>								
8. NAIC 1 .....	0	0	0	0	0	0	0	0
9. NAIC 2 .....	0	0	0	0	0	0	0	0
10. NAIC 3 .....	0	0	0	0	0	0	0	0
11. NAIC 4 .....	0	0	0	0	0	0	0	0
12. NAIC 5 .....	0	0	0	0	0	0	0	0
13. NAIC 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	452,517,335	33,450,900	30,027,073	(1,944,274)	452,517,335	453,996,888	0	523,004,869

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 3,008,044 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ; NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

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**SCHEDULE DA - PART 1**

## Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	14,915,875	xxx	14,947,280	853	0

**SCHEDULE DA - VERIFICATION**

## Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	135,104,058	30,571,151
2. Cost of short-term investments acquired .....	270,100,001	422,427,677
3. Accrual of discount .....	0	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration received on disposals .....	390,268,239	317,883,310
7. Deduct amortization of premium .....	19,945	11,460
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	14,915,875	135,104,058
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	14,915,875	135,104,058

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

**N O N E**

Schedule DB - Part B - Verification - Futures Contracts

**N O N E**

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

**N O N E**

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

**N O N E**

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

**N O N E**

**SCHEDULE E - VERIFICATION**

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	0	0
2. Cost of cash equivalents acquired .....	6,399,304	0
3. Accrual of discount .....	696	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration received on disposals .....	6,400,000	0
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	0	0
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	0	0

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

**N O N E**

Schedule A - Part 3 - Real Estate Disposed

**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired

**N O N E**

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

**N O N E**

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

**N O N E**

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

**N O N E**

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 3**

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

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Desig- nation or Market Indicator (a)
011415-PJ-4	ALAMO TX CNTY C GO Non Call 5.000% 02/15/19		.06/18/2014	Wachovia Bank		116,425	100,000	1,611	1FE
20772J-LJ-0	CONNECTICUT ST GO Non Call 5.000% 06/15/20		.05/21/2014	Morgan Stanley		2,375,500	2,000,000	0	1FE
<b>1799999. Subtotal - Bonds - U.S. States, Territories and Possessions</b>						2,491,925	2,100,000	1,611	XXX
129703-ET-7	CALHOUN CNTY TX GO Non Call 4.000% 02/15/19		.06/12/2014	Wells Fargo Bank		33,507	30,000	397	1FE
90634P-CT-4	UNION CNTY NJ GO Non Call 3.000% 03/01/19		.06/17/2014	Pershing		823,808	770,000	706	1FE
<b>2499999. Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions</b>						857,315	800,000	1,103	XXX
30382L-DE-5	FAIRFAX CNTY VA Rev Bond Non Call 5.000% 10/01/20		.06/13/2014	CitiGroup		889,590	750,000	0	1FE
366168-KS-0	GARLAND TX WTR & Rev Bond Non Call 5.000% 03/01/20		.05/21/2014	Morgan Stanley		2,384,226	2,020,000	0	1FE
586158-NA-1	MEMPHIS TN ELEC Rev Bond Non Call 4.000% 12/01/20		.05/21/2014	Raymond James & Assoc		398,836	350,000	0	1FE
60534T-NG-6	MISSISSIPPI ST D Rev Bond Non Call 5.000% 01/01/18		.06/27/2014	JP Morgan Chase		624,520	550,000	13,674	1FE
762315-NR-6	RHODE ISLAND ST Rev Bond Non Call 0.851% 10/02/28		.06/09/2014	Merrill Lynch		2,750,000	2,750,000	0	1FE
938823-AQ-4	WASHINGTON FEDER Rev Bond Non Call 5.000% 09/01/20		.06/18/2014	Wachovia Bank		134,620	115,000	1,789	1FE
<b>3199999. Subtotal - Bonds - U.S. Special Revenues</b>						7,181,792	6,535,000	15,463	XXX
30219G-AJ-7	EXPRESS SCRIPTS Corp Note MW 1.250% 06/02/17		.06/02/2014	JP Morgan Chase		1,824,307	1,825,000	0	2FE
64033K-AA-0	NELNET STUDENT L NSLT 2014-3A A ABS Prv Plc 0.732% 06/25/41		.04/24/2014	CitiGroup		2,200,000	2,200,000	0	1FE
69339Q-AA-7	PENNSYLVANIA HIG PHEAA 2014-2A A ABS Prv Plc 0.722% 02/25/43		.06/03/2014	RBC Capital Markets		6,150,000	6,150,000	0	1FE
75887F-AC-0	Regatta IV Funding LTD REGT4 2014-1A A1 CLO Prv Plc 1.636% 07/25/26	F	.05/23/2014	Morgan Stanley		2,362,036	2,373,906	0	1FE
<b>3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)</b>						12,536,343	12,548,906	0	XXX
<b>8399997. Total - Bonds - Part 3</b>						23,067,375	21,983,906	18,177	XXX
<b>8399998. Total - Bonds - Part 5</b>						XXX	XXX	XXX	XXX
<b>8399999. Total - Bonds</b>						23,067,375	21,983,906	18,177	XXX
<b>8999997. Total - Preferred Stocks - Part 3</b>						0	XXX	0	XXX
<b>8999998. Total - Preferred Stocks - Part 5</b>						XXX	XXX	XXX	XXX
<b>8999999. Total - Preferred Stocks</b>						0	XXX	0	XXX
<b>9799997. Total - Common Stocks - Part 3</b>						0	XXX	0	XXX
<b>9799998. Total - Common Stocks - Part 5</b>						XXX	XXX	XXX	XXX
<b>9799999. Total - Common Stocks</b>						0	XXX	0	XXX
<b>9899999. Total - Preferred and Common Stocks</b>						0	XXX	0	XXX
<b>9999999 - Totals</b>						23,067,375	XXX	18,177	XXX

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

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
3128MC-4R-3	FHLMC Pool G14232 MBS 3.000% 09/01/21		04/01/2014	Paydown		1,670	1,670	1,728	1,728	.0	(56)	.0	(56)	.0	1,670	.0	.0	.0	.17	09/01/2021	1
3128MC-4R-3	FHLMC Pool G14232 MBS 3.000% 09/01/21		05/01/2014	Paydown		1,133	1,133	1,172	1,170	.0	(38)	.0	(38)	.0	1,133	.0	.0	.0	.14	09/01/2021	1
3128MC-4R-3	FHLMC Pool G14232 MBS 3.000% 09/01/21		06/01/2014	Paydown		1,504	1,504	1,504	1,502	.0	(49)	.0	(49)	.0	1,454	.0	.0	.0	.22	09/01/2021	1
3128MD-PM-9	FHLMC Pool G14728 MBS 3.500% 11/01/21		04/01/2014	Paydown		8,268	8,268	8,678	8,660	.0	(393)	.0	(393)	.0	8,268	.0	.0	.0	.96	11/01/2021	1
3128MD-PM-9	FHLMC Pool G14728 MBS 3.500% 11/01/21		05/01/2014	Paydown		4,448	4,448	4,669	4,660	.0	(211)	.0	(211)	.0	4,448	.0	.0	.0	.65	11/01/2021	1
3128MD-PM-9	FHLMC Pool G14728 MBS 3.500% 11/01/21		06/01/2014	Paydown		8,315	8,315	8,728	8,709	.0	(395)	.0	(395)	.0	8,315	.0	.0	.0	.146	11/01/2021	1
3128PS-NQ-6	FHLMC Pool J13099 MBS 3.500% 09/01/20		04/01/2014	Paydown		145	145	152	151	.0	(7)	.0	(7)	.0	145	.0	.0	.0	.2	09/01/2020	1
3128PS-NQ-6	FHLMC Pool J13099 MBS 3.500% 09/01/20		05/01/2014	Paydown		147	147	154	154	.0	(7)	.0	(7)	.0	147	.0	.0	.0	.2	09/01/2020	1
3128PS-NQ-6	FHLMC Pool J13099 MBS 3.500% 09/01/20		06/01/2014	Paydown		500	500	525	524	.0	(24)	.0	(24)	.0	500	.0	.0	.0	.9	09/01/2020	1
3128PS-YZ-4	FHLMC Pool J13428 MBS 3.500% 11/01/20		04/01/2014	Paydown		1,034	1,034	1,086	1,083	.0	(49)	.0	(49)	.0	1,034	.0	.0	.0	.12	11/01/2020	1
3128PS-YZ-4	FHLMC Pool J13428 MBS 3.500% 11/01/20		05/01/2014	Paydown		473	473	497	496	.0	(22)	.0	(22)	.0	473	.0	.0	.0	.7	11/01/2020	1
3128PS-YZ-4	FHLMC Pool J13428 MBS 3.500% 11/01/20		06/01/2014	Paydown		405	405	425	424	.0	(19)	.0	(19)	.0	405	.0	.0	.0	.7	11/01/2020	1
3128PT-DU-6	FHLMC Pool J13715 MBS 3.500% 12/01/20		04/01/2014	Paydown		252	252	264	263	.0	(12)	.0	(12)	.0	252	.0	.0	.0	.3	12/01/2020	1
3128PT-DU-6	FHLMC Pool J13715 MBS 3.500% 12/01/20		05/01/2014	Paydown		245	245	257	257	.0	(12)	.0	(12)	.0	245	.0	.0	.0	.4	12/01/2020	1
3128PT-DU-6	FHLMC Pool J13715 MBS 3.500% 12/01/20		06/01/2014	Paydown		1,126	1,126	1,182	1,179	.0	(53)	.0	(53)	.0	1,126	.0	.0	.0	.20	12/01/2020	1
3128PW-7B-8	FHLMC Pool J17190 MBS 3.500% 10/01/21		04/01/2014	Paydown		338	338	355	354	.0	(16)	.0	(16)	.0	338	.0	.0	.0	.4	10/01/2021	1
3128PW-7B-8	FHLMC Pool J17190 MBS 3.500% 10/01/21		05/01/2014	Paydown		165	165	173	172	.0	(8)	.0	(8)	.0	165	.0	.0	.0	.2	10/01/2021	1
3128PW-7B-8	FHLMC Pool J17190 MBS 3.500% 10/01/21		06/01/2014	Paydown		235	235	247	247	.0	(11)	.0	(11)	.0	235	.0	.0	.0	.4	10/01/2021	1
3128PX-LU-8	FHLMC Pool J17539 MBS 3.000% 12/01/21		04/01/2014	Paydown		580	580	601	600	.0	(19)	.0	(19)	.0	580	.0	.0	.0	.6	12/01/2021	1
3128PX-LU-8	FHLMC Pool J17539 MBS 3.000% 12/01/21		05/01/2014	Paydown		461	461	477	476	.0	(15)	.0	(15)	.0	461	.0	.0	.0	.6	12/01/2021	1
3128PX-LU-8	FHLMC Pool J17539 MBS 3.000% 12/01/21		06/01/2014	Paydown		448	448	464	463	.0	(15)	.0	(15)	.0	448	.0	.0	.0	.7	12/01/2021	1
31307C-QC-5	FHLMC Pool J24051 MBS 3.000% 06/01/23		04/01/2014	Paydown		247	247	256	255	.0	(8)	.0	(8)	.0	247	.0	.0	.0	.2	06/01/2023	1
31307C-QC-5	FHLMC Pool J24051 MBS 3.000% 06/01/23		05/01/2014	Paydown		252	252	261	261	.0	(8)	.0	(8)	.0	252	.0	.0	.0	.3	06/01/2023	1
31307C-QC-5	FHLMC Pool J24051 MBS 3.000% 06/01/23		06/01/2014	Paydown		247	247	255	255	.0	(8)	.0	(8)	.0	247	.0	.0	.0	.4	06/01/2023	1
313794-UY-0	FHLMC FHR 4248 LM CMO 6.500% 05/15/41		04/01/2014	Paydown		39,998	39,998	45,448	45,377	.0	(5,379)	.0	(5,379)	.0	39,998	.0	.0	.0	.867	05/15/2041	1
313794-UY-0	FHLMC FHR 4248 LM CMO 6.500% 05/15/41		05/01/2014	Paydown		43,741	43,741	49,701	49,623	.0	(5,882)	.0	(5,882)	.0	43,741	.0	.0	.0	1,185	05/15/2041	1
313794-UY-0	FHLMC FHR 4248 LM CMO 6.500% 05/15/41		06/01/2014	Paydown		42,890	42,890	48,734	48,658	.0	(5,768)	.0	(5,768)	.0	42,890	.0	.0	.0	1,394	05/15/2041	1
3138A3-KC-0	FNMA Pool AH2090 MBS 3.500% 12/01/20		04/01/2014	Paydown		940	940	989	989	.0	(46)	.0	(46)	.0	940	.0	.0	.0	.11	12/01/2020	1
3138A3-KC-0	FNMA Pool AH2090 MBS 3.500% 12/01/20		05/01/2014	Paydown		3,167	3,167	3,330	3,321	.0	(154)	.0	(154)	.0	3,167	.0	.0	.0	.46	12/01/2020	1
3138A3-KC-0	FNMA Pool AH2090 MBS 3.500% 12/01/20		06/01/2014	Paydown		878	878	924	921	.0	(43)	.0	(43)	.0	878	.0	.0	.0	.15	12/01/2020	1
3138AA-6C-0	FNMA Pool AH8966 MBS 3.500% 03/01/21		04/01/2014	Paydown		405	405	426	425	.0	(20)	.0	(20)	.0	405	.0	.0	.0	.5	03/01/2021	1
3138AA-6C-0	FNMA Pool AH8966 MBS 3.500% 03/01/21		05/01/2014	Paydown		329	329	346	345	.0	(16)	.0	(16)	.0	329	.0	.0	.0	.5	03/01/2021	1
3138AA-6C-0	FNMA Pool AH8966 MBS 3.500% 03/01/21		06/01/2014	Paydown		350	350	368	367	.0	(17)	.0	(17)	.0	350	.0	.0	.0	.6	03/01/2021	1
3138AL-WT-0	FNMA Pool A16957 MBS 3.500% 07/01/20		04/01/2014	Paydown		220	220	231	230	.0	(11)	.0	(11)	.0	220	.0	.0	.0	.3	07/01/2020	1
3138AL-WT-0	FNMA Pool A16957 MBS 3.500% 07/01/20		05/01/2014	Paydown		224	224	235	235	.0	(11)	.0	(11)	.0	224	.0	.0	.0	.3	07/01/2020	1
3138AL-WT-0	FNMA Pool A16957 MBS 3.500% 07/01/20		06/01/2014	Paydown		380	380	400	399	.0	(19)	.0	(19)	.0	380	.0	.0	.0	.7	07/01/2020	1
3138E7-CL-6	FNMA Pool AK2774 MBS 3.500% 02/01/22		04/01/2014	Paydown		237	237	249	248	.0	(12)	.0	(12)	.0	237	.0	.0	.0	.3	02/01/2022	1
3138E7-CL-6	FNMA Pool AK2774 MBS 3.500% 02/01/22		05/01/2014	Paydown		230	230	242	242	.0	(11)	.0	(11)	.0	230	.0	.0	.0	.3	02/01/2022	1
3138E7-CL-6	FNMA Pool AK2774 MBS 3.500% 02/01/22		06/01/2014	Paydown		279	279	293	293	.0	(14)	.0	(14)	.0	279	.0	.0	.0	.5	02/01/2022	1
3138EK-W3-5	FNMA Pool AL3365 MBS 6.000% 05/01/41		04/01/2014	Paydown		207,682	207,682	230,204	.0	(22,521)	.0	(22,521)	.0	207,682	.0	.0	.0	2,077	05/01/2041	1	
3138EK-W3-5	FNMA Pool AL3365 MBS 6.000% 05/01/41		05/01/2014	Paydown		185,681	185,681	205,816	.0	(20,135)	.0	(20,135)	.0	185,681	.0	.0	.0	2,785	05/01/2041	1	
3138EK-W3-5	FNMA Pool AL3365 MBS 6.000% 05/01/41		06/01/2014	Paydown		175,102	175,102	194,090	.0	(18,988)	.0	(18,988)	.0	175,102	.0	.0	.0	3,502	05/01/2041	1	
3138EL-6U-2	FNMA Pool AL4482 MBS 4.500% 11/01/41		04/01/2014	Paydown		158,214	158,214	170,080	.0	(11,866)	.0	(11,866)	.0	158,214	.0	.0	.0	1,187	11/01/2041	1	
3138EL-6U-2	FNMA Pool AL4482 MBS 4.500% 11/01/41		05/01/2014	Paydown		135,830	135,830	146,017	.0	(10,187)	.0	(10,187)	.0	135,830	.0	.0	.0	1,528	11/01/2041	1	
3138EL-6U-2	FNMA Pool AL4482 MBS 4.500% 11/01/41		06/01/2014	Paydown		149,241	149,241	160,434	.0	(11,193)	.0	(11,193)	.0	149,241	.0	.0	.0	2,239	11/01/2041	1	
3138EL-E7-4	FNMA Pool AL3757 MBS 5.000% 03/01/27		04/01/2014	Paydown		8,954	8,954	9,647	9,631	.0	(678)	.0	(678)	.0	8,954	.0	.0	.0	.149	03/01/2027	1
3138EL-E7-4	FNMA Pool AL3757 MBS 5.000% 03/01/27		05/01/2014	Paydown		8,927	8,927	9,619	9,603	.0	(676)	.0	(676)	.0	8,927	.0	.0	.0	.186	03/01/2027	1
3138EL-E7-4	FNMA Pool AL3757 MBS 5.000% 03/01/27		06/01/2014	Paydown		5,886	5,886	6,343	6,332	.0	(446)	.0	(446)	.0	5,886	.0	.0	.0	.147	03/01/2027	1
3138EM-F6-3	FNMA Pool AL4688 MBS 4.500% 01/01/42		04/01/2014	Paydown		193,180	193,180	207,879	.0	(14,700)	.0	(14,700)	.0	193,180	.0	.0	.0	1,449	01/01/2042	1	
3138EM-F6-3	FNMA Pool AL4688 MBS 4.500% 01/01/42		05/01/2014	Paydown		323,721	323,721	348,354	.0	(24,633)	.0	(24,633)	.0	323,721	.0	.0	.0	3,642	01/01/2042	1	
3138EM-F6-3	FNMA Pool AL4688 MBS 4.500% 01/01/42		06/01/2014	Paydown		212,711	212,711	228,897	.0	(16,186)	.0	(16,186)	.0	212,711	.0	.0	.0	3,191	01/01/2042	1	
31410K-JY-1	FNMA Pool 889579 MBS 6.000% 05/01/38		04/01/2014	Paydown		217,956	217,956	241,591	.0	(23,635)	.0	(23,635)	.0	217,956	.0	.0	.0	2,180	05/01/2038	1	
31410K-JY-1	FNMA Pool 889579 MBS 6.000% 05/01/38		05/01/2014	Paydown		203,332	203,332	225,380	.0	(22,049)	.0	(22,049)	.0	203,332	.0	.0	.0	3,050	05/01/2038	1	
31410K-JY-1	FNMA Pool 889579 MBS 6.000% 05/01/38		06/01/2014	Paydown		197,488	197,488	218,903	.0	(21,415)	.0	(21,415)	.0	197,488	.0	.0	.0	3,950	05/01/2038	1	
31416X-A5-9	FNMA Pool AB1827 MBS 3.500% 11/01/20		04/01/2014	Paydown		757	757	796	794	.0	(37)	.0	(37)	.0	757	.0	.0	.0	.9	11/01/2020	1
31416X-A5-9	FNMA Pool AB1827 MBS 3.500% 11/01/20		05/01/2014	Paydown		850	850	894	892	.0	(42)	.0	(42)	.0	850	.0	.0	.0	.12	11/01/2020	1
31416X-A5-9	FNMA Pool AB1827 MBS 3.500% 11/01/20																				

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
31417Y-3B-1	FNMA Pool MA0793 MBS 3.500% 07/01/21		05/01/2014	Paydown		32,456	32,456	34,130	34,051	0	(1,595)	0	(1,595)	0	32,456	0	0	0	473	07/01/2021	1	
31417Y-3B-1	FNMA Pool MA0793 MBS 3.500% 07/01/21		06/01/2014	Paydown		33,875	33,875	35,622	35,540	0	(1,665)	0	(1,665)	0	33,875	0	0	0	593	07/01/2021	1	
31417Y-NV-5	FNMA Pool MA0403 MBS 3.500% 04/01/20		04/01/2014	Paydown		324	324	340	339	0	(16)	0	(16)	0	324	0	0	0	4	04/01/2020	1	
31417Y-NV-5	FNMA Pool MA0403 MBS 3.500% 04/01/20		05/01/2014	Paydown		425	425	447	446	0	(21)	0	(21)	0	425	0	0	0	6	04/01/2020	1	
31417Y-NV-5	FNMA Pool MA0403 MBS 3.500% 04/01/20		06/01/2014	Paydown		283	283	297	296	0	(14)	0	(14)	0	283	0	0	0	5	04/01/2020	1	
31417Y-R2-5	FNMA Pool MA0504 MBS 3.500% 08/01/20		04/01/2014	Paydown		198	198	208	207	0	(10)	0	(10)	0	198	0	0	0	2	08/01/2020	1	
31417Y-R2-5	FNMA Pool MA0504 MBS 3.500% 08/01/20		05/01/2014	Paydown		263	263	276	276	0	(13)	0	(13)	0	263	0	0	0	4	08/01/2020	1	
31417Y-R2-5	FNMA Pool MA0504 MBS 3.500% 08/01/20		06/01/2014	Paydown		198	198	208	207	0	(10)	0	(10)	0	198	0	0	0	3	08/01/2020	1	
31417Y-TE-7	FNMA Pool MA0548 MBS 3.500% 10/01/20		04/01/2014	Paydown		538	538	565	564	0	(26)	0	(26)	0	538	0	0	0	6	10/01/2020	1	
31417Y-TE-7	FNMA Pool MA0548 MBS 3.500% 10/01/20		05/01/2014	Paydown		482	482	507	505	0	(24)	0	(24)	0	482	0	0	0	7	10/01/2020	1	
31417Y-TE-7	FNMA Pool MA0548 MBS 3.500% 10/01/20		06/01/2014	Paydown		546	546	574	573	0	(27)	0	(27)	0	546	0	0	0	10	10/01/2020	1	
31417Y-LB-1	FNMA Pool MA0577 MBS 3.500% 11/01/20		04/01/2014	Paydown		1,781	1,781	1,872	1,868	0	(87)	0	(87)	0	1,781	0	0	0	21	11/01/2020	1	
31417Y-LB-1	FNMA Pool MA0577 MBS 3.500% 11/01/20		05/01/2014	Paydown		1,675	1,675	1,762	1,757	0	(82)	0	(82)	0	1,675	0	0	0	24	11/01/2020	1	
31417Y-LB-1	FNMA Pool MA0577 MBS 3.500% 11/01/20		06/01/2014	Paydown		1,678	1,678	1,764	1,760	0	(82)	0	(82)	0	1,678	0	0	0	29	11/01/2020	1	
31417Y-VX-2	FNMA Pool MA0629 MBS 3.500% 01/01/21		04/01/2014	Paydown		391	391	411	410	0	(19)	0	(19)	0	391	0	0	0	5	01/01/2021	1	
31417Y-VX-2	FNMA Pool MA0629 MBS 3.500% 01/01/21		05/01/2014	Paydown		374	374	393	392	0	(18)	0	(18)	0	374	0	0	0	5	01/01/2021	1	
31417Y-VX-2	FNMA Pool MA0629 MBS 3.500% 01/01/21		06/01/2014	Paydown		403	403	423	422	0	(20)	0	(20)	0	403	0	0	0	7	01/01/2021	1	
31417Y-WQ-6	FNMA Pool MA0654 MBS 3.500% 02/01/21		04/01/2014	Paydown		2,610	2,610	2,745	2,738	0	(128)	0	(128)	0	2,610	0	0	0	30	02/01/2021	1	
31417Y-WQ-6	FNMA Pool MA0654 MBS 3.500% 02/01/21		05/01/2014	Paydown		3,211	3,211	3,377	3,368	0	(157)	0	(157)	0	3,211	0	0	0	47	02/01/2021	1	
31417Y-WQ-6	FNMA Pool MA0654 MBS 3.500% 02/01/21		06/01/2014	Paydown		2,510	2,510	2,639	2,633	0	(123)	0	(123)	0	2,510	0	0	0	44	02/01/2021	1	
31417Y-X9-3	FNMA Pool MA0703 MBS 3.500% 04/01/21		04/01/2014	Paydown		827	827	870	868	0	(41)	0	(41)	0	827	0	0	0	10	04/01/2021	1	
31417Y-X9-3	FNMA Pool MA0703 MBS 3.500% 04/01/21		05/01/2014	Paydown		839	839	882	880	0	(41)	0	(41)	0	839	0	0	0	12	04/01/2021	1	
31417Y-X9-3	FNMA Pool MA0703 MBS 3.500% 04/01/21		06/01/2014	Paydown		850	850	894	892	0	(42)	0	(42)	0	850	0	0	0	15	04/01/2021	1	
31417Y-ZE-0	FNMA Pool MA0740 MBS 3.500% 05/01/21		04/01/2014	Paydown		1,900	1,900	1,998	1,993	0	(93)	0	(93)	0	1,900	0	0	0	22	05/01/2021	1	
31417Y-ZE-0	FNMA Pool MA0740 MBS 3.500% 05/01/21		05/01/2014	Paydown		1,847	1,847	1,943	1,938	0	(91)	0	(91)	0	1,847	0	0	0	27	05/01/2021	1	
31417Y-ZE-0	FNMA Pool MA0740 MBS 3.500% 05/01/21		06/01/2014	Paydown		1,748	1,748	1,838	1,833	0	(86)	0	(86)	0	1,748	0	0	0	31	05/01/2021	1	
31418A-M5-4	FNMA Pool MA1279 MBS 3.500% 10/01/22		04/01/2014	Paydown		241	241	254	253	0	(12)	0	(12)	0	241	0	0	0	3	10/01/2022	1	
31418A-M5-4	FNMA Pool MA1279 MBS 3.500% 10/01/22		05/01/2014	Paydown		242	242	254	254	0	(12)	0	(12)	0	242	0	0	0	4	10/01/2022	1	
31418A-M5-4	FNMA Pool MA1279 MBS 3.500% 10/01/22		06/01/2014	Paydown		3,040	3,040	3,197	3,190	0	(150)	0	(150)	0	3,040	0	0	0	53	10/01/2022	1	
31419C-HK-2	FNMA Pool AE2033 MBS 3.500% 09/01/20		04/01/2014	Paydown		1,790	1,790	1,883	1,878	0	(87)	0	(87)	0	1,790	0	0	0	21	09/01/2020	1	
31419C-HK-2	FNMA Pool AE2033 MBS 3.500% 09/01/20		05/01/2014	Paydown		4,012	4,012	4,219	4,207	0	(196)	0	(196)	0	4,012	0	0	0	59	09/01/2020	1	
31419C-HK-2	FNMA Pool AE2033 MBS 3.500% 09/01/20		06/01/2014	Paydown		1,661	1,661	1,747	1,742	0	(81)	0	(81)	0	1,661	0	0	0	29	09/01/2020	1	
3199999	Subtotal - Bonds - U.S. Special Revenues						2,693,972	2,693,972	2,939,874	361,516	0	(245,200)	0	(245,200)	0	2,693,972	0	0	0	37,368	XXX	XXX
07388L-AE-0	Bear Stearns BSCMS 2006-PII13 A4 CMBS 5.540%		06/01/2014	Paydown		67,837	67,837	74,112	74,056	0	(6,219)	0	(6,219)	0	67,837	0	0	0	1,879	09/11/2041	1FM	
17309D-AE-3	CITIGROUP COMM CGCMT 2006-C4 A1A CMBS 5.975% 03/15/49		04/01/2014	Paydown		3,821	3,821	4,195	4,103	0	(282)	0	(282)	0	3,821	0	0	0	74	03/15/2049	1FM	
17309D-AE-3	CITIGROUP COMM CGCMT 2006-C4 A1A CMBS 5.975% 03/15/49		05/01/2014	Paydown		4,299	4,299	4,719	4,616	0	(317)	0	(317)	0	4,299	0	0	0	104	03/15/2049	1FM	
17309D-AE-3	CITIGROUP COMM CGCMT 2006-C4 A1A CMBS 5.975% 03/15/49		06/01/2014	Paydown		4,098	4,098	4,499	4,400	0	(302)	0	(302)	0	4,098	0	0	0	120	03/15/2049	1FM	
22545M-AD-9	Credit Suisse Mtg CSMC 2006-C4 A3 CMBS 5.467% 09/15/39		04/01/2014	Paydown		10,468	10,468	11,450	11,308	0	(929)	0	(929)	0	10,468	0	0	0	193	09/15/2039	1FM	
22545M-AD-9	Credit Suisse Mtg CSMC 2006-C4 A3 CMBS 5.467% 09/15/39		05/01/2014	Paydown		6,023	6,023	6,588	6,488	0	(535)	0	(535)	0	6,023	0	0	0	139	09/15/2039	1FM	
22545M-AD-9	Credit Suisse Mtg CSMC 2006-C4 A3 CMBS 5.467% 09/15/39		06/01/2014	Paydown		14,447	14,447	15,802	15,689	0	(1,282)	0	(1,282)	0	14,447	0	0	0	399	09/15/2039	1FM	
22545Y-AE-1	CREDIT SUISSE MO CSMC 2007-C2 A1A CMBS 5.526% 01/15/49		04/01/2014	Paydown		3,151	3,151	3,402	3,367	0	(216)	0	(216)	0	3,151	0	0	0	58	01/15/2049	1FM	
22545Y-AE-1	CREDIT SUISSE MO CSMC 2007-C2 A1A CMBS 5.526% 01/15/49		05/01/2014	Paydown		2,254	2,254	2,434	2,409	0	(155)	0	(155)	0	2,254	0	0	0	52	01/15/2049	1FM	
22545Y-AE-1	CREDIT SUISSE MO CSMC 2007-C2 A1A CMBS 5.526% 01/15/49		06/01/2014	Paydown		119,455	119,455	128,960	127,651	0	(8,196)	0	(8,196)	0	119,455	0	0	0	3,301	01/15/2049	1FM	
50180C-AE-0	LB-LBS COMMERCIAL LBUBS 2006-C7 A1A CMBS 5.335% 11/15/38		04/11/2014	Paydown		2,193	2,193	2,405	2,368	0	(175)	0	(175)	0	2,193	0	0	0	39	11/15/2038	1FM	
50180C-AE-0	LB-LBS COMMERCIAL LBUBS 2006-C7 A1A CMBS 5.335% 11/15/38		05/11/2014	Paydown		2,437	2,437	2,673	2,631	0	(194)	0	(194)	0	2,437	0	0	0	54	11/15/2038	1FM	

E05.1

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE D - PART 4**

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22	
										11	12	13	14	15								
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)	
50180C-AE-0	LB-UBS COMMERCIAL BUBS 2006-C7 A1A CMB		06/11/2014	Paydown		21,870	21,870	23,989	23,613	0	(1,743)	0	(1,743)	0	21,870	0	0	0	583	11/15/2038	1FM	
61205P-AK-5	MONTANA HIGHER E MHESA 2012-1 A2 ABS 1.153%		05/20/2014	Paydown		4,652	4,652	4,689	4,688	0	(36)	0	(36)	0	4,652	0	0	0	23	05/20/2030	1FE	
61205P-AK-5	MONTANA HIGHER E MHESA 2012-1 A2 ABS 1.153%		05/20/2014	Paydown		14,937	14,937	15,056	15,052	0	(116)	0	(116)	0	14,937	0	0	0	87	05/20/2030	1FE	
61751X-AB-6	Morgan Stanley MSC 2007-T25 A1A CMB		04/01/2014	Paydown		2,256	2,256	2,507	2,450	0	(194)	0	(194)	0	2,256	0	0	0	41	11/12/2049	1FM	
61751X-AB-6	Morgan Stanley MSC 2007-T25 A1A CMB		05/01/2014	Paydown		2,501	2,501	2,779	2,716	0	(215)	0	(215)	0	2,501	0	0	0	57	11/12/2049	1FM	
61751X-AB-6	Morgan Stanley MSC 2007-T25 A1A CMB		06/12/49	Paydown		2,280	2,280	2,534	2,476	0	(196)	0	(196)	0	2,280	0	0	0	63	11/12/2049	1FM	
64033G-AA-9	NELNET STUDENT L NSLT 2013-5A A ABS Prv Plc		04/25/2014	Paydown		7,341	7,341	7,251	7,252	0	88	0	88	0	7,341	0	0	0	19	01/25/2037	1FE	
64033G-AA-9	NELNET STUDENT L NSLT 2013-5A A ABS Prv Plc		05/27/2014	Paydown		8,609	8,609	8,504	8,506	0	103	0	103	0	8,609	0	0	0	29	01/25/2037	1FE	
64033G-AA-9	NELNET STUDENT L NSLT 2013-5A A ABS Prv Plc		06/25/2014	Paydown		7,757	7,757	7,662	7,663	0	93	0	93	0	7,757	0	0	0	31	01/25/2037	1FE	
64033K-AA-0	NELNET STUDENT L NSLT 2014-3A A ABS Prv Plc		06/25/2014	Paydown		17,016	17,016	17,016	0	0	0	0	0	0	17,016	0	0	0	20	06/25/2041	1FE	
78442G-KE-5	SLM STUDENT LOAN SLMMA 2003-12 A5 ABS Prv Plc		06/16/2014	Paydown		130,073	130,073	129,992	0	0	81	0	81	0	130,073	0	0	0	341	09/15/2022	1FE	
80349B-AB-3	Saratoga Inv Corp LTD SARAT 2013-1A A1 CLO Prv Plc	F	04/01/2014	Paydown		(15)	(15)	(15)	(15)	0	0	0	0	0	(15)	0	0	0	(16,449)	10/20/2023	1FE	
3899999	Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					459,760	459,760	483,203	309,187	0	(20,937)	0	(20,937)	0	459,760	0	0	0	(8,743)	XXX	XXX	
8399997	Total - Bonds - Part 4					3,153,732	3,153,732	3,423,077	670,703	0	(266,137)	0	(266,137)	0	3,153,732	0	0	0	28,625	XXX	XXX	
8399998	Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999	Total - Bonds					3,153,732	3,153,732	3,423,077	670,703	0	(266,137)	0	(266,137)	0	3,153,732	0	0	0	28,625	XXX	XXX	
8999997	Total - Preferred Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998	Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999	Total - Preferred Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997	Total - Common Stocks - Part 4					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998	Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999	Total - Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999	Total - Preferred and Common Stocks					0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999	Totals					3,153,732	XXX	3,423,077	670,703	0	(266,137)	0	(266,137)	0	3,153,732	0	0	0	28,625	XXX	XXX	

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

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

**N O N E**

Schedule DB - Part B - Section 1 - Futures Contracts Open

**N O N E**

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made

**N O N E**

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open

**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By

**N O N E**

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To

**N O N E**

Schedule DL - Part 1 - Reinvested Collateral Assets Owned

**N O N E**

Schedule DL - Part 2 - Reinvested Collateral Assets Owned

**N O N E**

STATEMENT AS OF JUNE 30, 2014 OF THE Care Improvement Plus South Central Insurance Company

**SCHEDULE E - PART 1 - CASH**

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Central Bank ..... Jefferson City, MO .....		0.000	0	0	78,564	78,554	78,544	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	450,000	609,468	575,086	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	464,898	491,952	492,835	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	1,045	1,045	1,045	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	2,651,244	260,966,853	13,203,663	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	(62,459,518)	(69,330,015)	(63,394,012)	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	(4,882,883)	(4,243,660)	(4,110,975)	.XXX.
PNC Bank ..... Baltimore, MD .....		0.000	0	0	(11,536)	(9,050)	(9,051)	.XXX.
0199998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	XXX	XXX	0	0	0	0	0	.XXX.
0199999. Totals - Open Depositories	XXX	XXX	0	0	(63,708,186)	188,565,147	(53,162,865)	.XXX.
0299998. Deposits in ... 0 depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	XXX	XXX	0	0	0	0	0	.XXX.
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	.XXX.
0399999. Total Cash on Deposit	XXX	XXX	0	0	(63,708,186)	188,565,147	(53,162,865)	.XXX.
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	.XXX.
.....								
.....								
.....								
0599999. Total - Cash	XXX	XXX	0	0	(63,708,186)	188,565,147	(53,162,865)	.XXX.

Schedule E - Part 2 - Cash Equivalents - Investments Owned End of Current Quarter

**N O N E**