



QUARTERLY STATEMENT

AS OF MARCH 31, 2014
OF THE CONDITION AND AFFAIRS OF THE
CELTIC INSURANCE COMPANY

NAIC Group Code 1295, 1295 NAIC Company Code 80799 Employer's ID Number 06-0641618
(Current Period) (Prior Period)

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

Incorporated/Organized 05/03/1949 Commenced Business 01/20/1950

Statutory Home Office 233 South Wacker Drive, Suite 700, Chicago, IL, US 60606-6393
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 233 South Wacker Drive, Suite 700 Chicago, IL, US 60606-6393 312-332-5401
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 233 South Wacker Drive, Suite 700, Chicago, IL, US 60606-6393
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 233 South Wacker Drive, Suite 700 Chicago, IL, US 60606-6393 312-332-5401
(Street and Number) (City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.celtic-net.com

Statutory Statement Contact Michael W. Prete 312-332-5401
(Name) (Area Code) (Telephone Number) (Extension)
info@celtic-net.com 312-332-8998
(E-mail Address) (FAX Number)

OFFICERS

Name	Title	Name	Title
<u>David J. Burke</u>	<u>Vice President Treasurer</u>	<u>Keith H. Williamson</u>	<u>Secretary</u>
<u>Karen E. Wegg</u>	<u>Vice President Administration</u>		

OTHER OFFICERS

<u>K. Rone Baldwin</u>	<u>President</u>	<u>Anand A. Shukla</u>	<u>Senior Vice President</u>
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DIRECTORS OR TRUSTEES

<u>K. Rone Baldwin</u>	<u>Anand A. Shukla</u>	<u>David J. Burke</u>	<u>Tricia L. Dinkelman</u>
<u>H. Robert Sanders</u>			

State of Illinois

ss

County of Cook

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.

Anand A. Shukla
Senior Vice President

David J. Burke
Vice President Treasurer

Karen E. Wegg
Vice President Administration

a. Is this an original filing? Yes No

b. If no:

1. State the amendment number _____

2. Date filed _____

3. Number of pages attached _____

Subscribed and sworn to before me this
14 day of May, 2014

Pedro Galvan, Notary Public
12/19/15

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC 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	56,417,881	805,000	55,612,881	61,020,797
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$22,445,333), cash equivalents (\$0) and short-term investments (\$2,241,976)	24,687,309		24,687,309	11,071,552
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets	695,514		695,514	620,022
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	81,800,704	805,000	80,995,704	72,712,371
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	451,037		451,037	542,259
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	246,938		246,938	1,274,076
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
15.3 Accrued retrospective premiums			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	3,157,806		3,157,806	2,927,153
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts	4,367,472		4,367,472	3,632,359
17. Amounts receivable relating to uninsured plans			0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	1,312,323		1,312,323	1,950,877
18.2 Net deferred tax asset			0	0
19. Guaranty funds receivable or on deposit	156,906		156,906	154,574
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates			0	0
24. Health care (\$535,432) and other amounts receivable	546,916	414,186	132,730	241,907
25. Aggregate write-ins for other-than-invested assets	179,286	108,346	70,940	89,139
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	92,219,388	1,327,532	90,891,856	83,524,715
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	92,219,388	1,327,532	90,891,856	83,524,715
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. MISCELLANEOUS RECEIVABLES	80,940	10,000	70,940	89,139
2502. STATE ASSESSMENT RECOVERABLE	968	968	0	0
2503. PREPAID ASSETS	97,378	97,378	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	179,286	108,346	70,940	89,139

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$4,542,774 less \$ included in Line 6.3 (including \$4,528,603 Modco Reserve)	4,542,774	4,542,804
2. Aggregate reserve for accident and health contracts (including \$ Modco Reserve)	2,898,883	5,199,212
3. Liability for deposit-type contracts (including \$ Modco Reserve)		0
4. Contract claims:		
4.1 Life	50,000	50,000
4.2 Accident and health	25,490,990	22,709,723
5. Policyholders' dividends \$ and coupons \$ due and unpaid		0
6. Provision for policyholders' dividends and coupons payable in following calendar year—estimated amounts:		
6.1 Dividends apportioned for payment (including \$ Modco).....		0
6.2 Dividends not yet apportioned (including \$ Modco).....		0
6.3 Coupons and similar benefits (including \$ Modco).....		0
7. Amount provisionally held for deferred dividend policies not included in Line 6		0
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$185,544 accident and health premiums	185,544	345,944
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts		0
9.2 Provision for experience rating refunds, including the liability of \$ accident and health experience rating refunds of which \$ is for medical loss ratio rebate per the Public Health Service Act.....	302,000	302,000
9.3 Other amounts payable on reinsurance, including \$ assumed and \$263 ceded.....	263	7,547
9.4 Interest Maintenance Reserve	259,462	249,778
10. Commissions to agents due or accrued-life and annuity contracts \$, accident and health \$56,506 and deposit-type contract funds \$	56,506	254,632
11. Commissions and expense allowances payable on reinsurance assumed	700	0
12. General expenses due or accrued	1,387,901	1,890,336
13. Transfers to Separate Accounts due or accrued (net) (including \$ accrued for expense allowances recognized in reserves, net of reinsured allowances)		0
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	1,562,905	1,352,280
15.1 Current federal and foreign income taxes, including \$ on realized capital gains (losses).....		0
15.2 Net deferred tax liability		0
16. Unearned investment income		0
17. Amounts withheld or retained by company as agent or trustee		0
18. Amounts held for agents' account, including \$ agents' credit balances		0
19. Remittances and items not allocated		72,509
20. Net adjustment in assets and liabilities due to foreign exchange rates		0
21. Liability for benefits for employees and agents if not included above		0
22. Borrowed money \$ and interest thereon \$		0
23. Dividends to stockholders declared and unpaid		0
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	357,915	351,057
24.02 Reinsurance in unauthorized and certified (\$) companies.....		0
24.03 Funds held under reinsurance treaties with unauthorized and certified (\$) reinsurers.....		0
24.04 Payable to parent, subsidiaries and affiliates	6,367,178	615,442
24.05 Drafts outstanding		0
24.06 Liability for amounts held under uninsured plans		0
24.07 Funds held under coinsurance	1,253,110	1,189,145
24.08 Derivatives		0
24.09 Payable for securities		0
24.10 Payable for securities lending.....		0
24.11 Capital notes \$ and interest thereon \$		0
25. Aggregate write-ins for liabilities	2,501,897	570,634
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	47,218,028	39,703,044
27. From Separate Accounts statement		0
28. Total liabilities (Lines 26 and 27)	47,218,028	39,703,044
29. Common capital stock	2,500,000	2,500,000
30. Preferred capital stock		0
31. Aggregate write-ins for other than special surplus funds	0	0
32. Surplus notes		0
33. Gross paid in and contributed surplus	65,588,655	65,588,655
34. Aggregate write-ins for special surplus funds	453,311	0
35. Unassigned funds (surplus)	(24,868,138)	(24,266,984)
36. Less treasury stock, at cost:		
36.1 shares common (value included in Line 29 \$)		0
36.2 shares preferred (value included in Line 30 \$)		0
37. Surplus (Total Lines 31 + 32 + 33 + 34 + 35 - 36) (including \$ in Separate Accounts Statement)	41,173,828	41,321,671
38. Totals of Lines 29, 30 and 37	43,673,828	43,821,671
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	90,891,856	83,524,715
DETAILS OF WRITE-INS		
2501. Unclaimed Property.....	634,139	570,634
2502. Health Insurer Fee Payable.....	1,867,758	
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	2,501,897	570,634
3101.		0
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page	0	0
3199. Totals (Lines 3101 through 3103 plus 3198) (Line 31 above)	0	0
3401. 2015 Health Insurer Fee Estimate.....	453,311	
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0
3499. Totals (Lines 3401 through 3403 plus 3498) (Line 34 above)	453,311	0

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year Year to Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	20,667,895	35,341,038	125,088,430
2. Considerations for supplementary contracts with life contingencies	0	0	0
3. Net investment income	300,936	348,711	1,371,906
4. Amortization of Interest Maintenance Reserve (IMR)	11,910	15,058	59,368
5. Separate Accounts net gain from operations excluding unrealized gains or losses	0	0	0
6. Commissions and expense allowances on reinsurance ceded	220,937	203,818	1,038,242
7. Reserve adjustments on reinsurance ceded	0	0	0
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	0	0	0
8.2 Charges and fees for deposit-type contracts	0	54	215
8.3 Aggregate write-ins for miscellaneous income	172,716	0	0
9. Totals (Lines 1 to 8.3)	21,374,394	35,908,679	127,558,161
10. Death benefits	0	0	0
11. Matured endowments (excluding guaranteed annual pure endowments)	0	0	0
12. Annuity benefits	0	0	0
13. Disability benefits and benefits under accident and health contracts	17,668,561	29,029,222	108,904,060
14. Coupons, guaranteed annual pure endowments and similar benefits	0	0	0
15. Surrender benefits and withdrawals for life contracts	0	0	0
16. Group conversions	0	0	0
17. Interest and adjustments on contract or deposit-type contract funds	0	0	0
18. Payments on supplementary contracts with life contingencies	0	0	0
19. Increase in aggregate reserves for life and accident and health contracts	(2,340,004)	114,238	(2,331,453)
20. Totals (Lines 10 to 19)	15,328,557	29,143,460	106,572,607
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	334,018	1,482,776	5,074,881
22. Commissions and expense allowances on reinsurance assumed	4,865	6,301	26,490
23. General insurance expenses	2,987,172	3,946,014	13,958,545
24. Insurance taxes, licenses and fees, excluding federal income taxes	2,802,151	850,699	3,825,207
25. Increase in loading on deferred and uncollected premiums	0	0	0
26. Net transfers to or (from) Separate Accounts net of reinsurance	0	0	0
27. Aggregate write-ins for deductions	60,519	63,390	252,194
28. Totals (Lines 20 to 27)	21,517,282	35,492,640	129,709,924
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	(142,888)	416,039	(2,151,763)
30. Dividends to policyholders	0	0	0
31. Net gain from operations after dividends to policyholders and before federal income taxes (Line 29 minus Line 30)	(142,888)	416,039	(2,151,763)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	42,926	39,174	(2,416,330)
33. Net gain from operations after dividends to policyholders and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	(185,814)	376,865	264,567
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (excluding taxes of \$ transferred to the IMR)	0	0	0
35. Net income (Line 33 plus Line 34)	(185,814)	376,865	264,567
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	43,821,671	43,748,507	43,748,507
37. Net income (Line 35)	(185,814)	376,865	264,567
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 2,797	5,195	(45,985)	22,794
39. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
40. Change in net deferred income tax	2,797	0	12,273
41. Change in nonadmitted assets	36,837	(3,524)	(196,281)
42. Change in liability for reinsurance in unauthorized and certified companies	0	0	0
43. Change in reserve on account of change in valuation basis, (increase) or decrease	0	0	0
44. Change in asset valuation reserve	(6,858)	(45,022)	(30,189)
45. Change in treasury stock	0	0	0
46. Surplus (contributed to) withdrawn from Separate Accounts during period	0	0	0
47. Other changes in surplus in Separate Accounts Statement	0	0	0
48. Change in surplus notes	0	0	0
49. Cumulative effect of changes in accounting principles	0	0	0
50. Capital changes:			
50.1 Paid in	0	0	0
50.2 Transferred from surplus (Stock Dividend)	0	0	0
50.3 Transferred to surplus	0	0	0
51. Surplus adjustment:			
51.1 Paid in	0	0	0
51.2 Transferred to capital (Stock Dividend)	0	0	0
51.3 Transferred from capital	0	0	0
51.4 Change in surplus as a result of reinsurance	0	0	0
52. Dividends to stockholders	0	0	0
53. Aggregate write-ins for gains and losses in surplus	0	0	0
54. Net change in capital and surplus (Lines 37 through 53)	(147,843)	282,334	73,164
55. Capital and surplus, as of statement date (Lines 36 + 54)	43,673,828	44,030,841	43,821,671
DETAILS OF WRITE-INS			
08.301. Network Rental	172,716	0	0
08.302.	0	0	0
08.303.	0	0	0
08.398. Summary of remaining write-ins for Line 8.3 from overflow page	0	0	0
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	172,716	0	0
2701. CEDED ANNUITY INCOME	60,519	63,390	252,194
2702.	0	0	0
2703.	0	0	0
2798. Summary of remaining write-ins for Line 27 from overflow page	0	0	0
2799. Totals (Lines 2701 through 2703 plus 2798) (Line 27 above)	60,519	63,390	252,194
5301.	0	0	0
5302.	0	0	0
5303.	0	0	0
5398. Summary of remaining write-ins for Line 53 from overflow page	0	0	0
5399. Totals (Lines 5301 through 5303 plus 5398) (Line 53 above)	0	0	0

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	20,799,520	37,441,698	125,287,858
2. Net investment income	564,907	607,197	2,280,166
3. Miscellaneous income	393,653	203,872	1,038,457
4. Total (Lines 1 to 3)	21,758,080	38,252,767	128,606,481
5. Benefit and loss related payments	15,085,586	32,262,408	122,306,326
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	6,680,293	6,673,180	23,404,667
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses).....	(595,628)	(70,346)	(9,231,576)
10. Total (Lines 5 through 9)	21,170,251	38,865,242	136,479,417
11. Net cash from operations (Line 4 minus Line 10)	587,829	(612,475)	(7,872,936)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	7,793,389	14,495,000	32,048,557
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	172,236
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	264,030	18,646
12.8 Total investment proceeds (Lines 12.1 to 12.7)	7,793,389	14,759,030	32,239,439
13. Cost of investments acquired (long-term only):			
13.1 Bonds	2,375,000	23,170,563	33,337,453
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	67,500	0	270,000
13.6 Miscellaneous applications	33,222	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	2,475,722	23,170,563	33,607,453
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)	5,317,667	(8,411,533)	(1,368,014)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	7,710,261	15,991,547	14,860,880
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	7,710,261	15,991,547	14,860,880
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	13,615,757	6,967,539	5,619,930
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	11,071,552	5,451,622	5,451,622
19.2 End of period (Line 18 plus Line 19.1)	24,687,309	12,419,161	11,071,552

EXHIBIT 1

DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
1. Industrial life .....		.0	.0
2. Ordinary life insurance	29,971	31,504	113,828
3. Ordinary individual annuities .....		.0	.0
4. Credit life (group and individual) .....		.0	.0
5. Group life insurance	345	3,030	12,170
6. Group annuities .....		.0	.0
7. A & H - group	2,190,804	14,226,037	59,683,463
8. A & H - credit (group and individual) .....		.0	.0
9. A & H - other	22,993,128	23,571,100	80,580,572
10. Aggregate of all other lines of business .....	.0	.0	.0
11. Subtotal	25,214,248	37,831,671	140,390,033
12. Deposit-type contracts		54	215
13. Total	25,214,248	37,831,725	140,390,248
DETAILS OF WRITE-INS			
1001.			
1002.			
1003.			
1098. Summary of remaining write-ins for Line 10 from overflow page .....	.0	.0	.0
1099. Total (Lines 1001 through 1003 plus 1098) (Line 10 above)	0	0	0

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

The Company prepares its statutory-basis financial statements in accordance with accounting practices prescribed or permitted by the Insurance Department of the State of Illinois and the National Association of Insurance Commissioners.

2. Accounting Changes and Corrections of Errors

No change.

3. Business Combinations and Goodwill

No change.

4. Discontinued Operations

No change.

5. Investments

The Company used IDC and Bloomberg in determining the market value of its mortgage-backed and asset-backed securities.

6. Joint Ventures, Partnerships and Limited Liability Companies

No change.

7. Investment Income

No change.

8. Derivative Instruments

No change

9. Income Taxes

No change.

10. Information Concerning Parent, Subsidiaries and Affiliates

A,B,C,F – Nurse Response, an affiliate of the Company, provides nurse triage services to the company for its individual comprehensive insurance product line. Medical expenses included \$20,648 for such services during the period ended March 31, 2014.

11. Debt

No change.

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

No change.

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

No change.

14. Contingencies

A,B,C,D – No change

E –The Company has recognized an impairment charge of \$3,354 related to the member premium receivable.

15. Leases

No change.

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

No change.

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

NOTES TO FINANCIAL STATEMENTS

The Company has not entered into any wash sales.

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

No change.

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

No change.

20. Fair Value Measurement

A. Admitted assets measured at fair value on a recurring basis as of March 31, 2012 are as follows:

	Level I	Level II	Level III	Total
Cash & Short Term Investments	\$24,687,309			\$24,687,309
Total Assets at Fair Value	\$24,687,309			\$24,687,309

21. Other Items

J. Risk sharing Provisions of the Affordable Care Act

Permanent ACA Risk Adjustment Program	Premium adjustments receivable due to ACA Risk Adjustment	Risk adjustment user fees payable for ACA Risk Adjustment	Premium adjustments payable due to ACA Risk Adjustment	Reported as revenue in premium for accident and health contracts (written/collected) due to ACA Risk Adjustment	Reported in expenses as ACA risk adjustment user fees (incurred/paid)
3/31/2014	\$ -	\$ 3,304	\$ -	\$ -	\$ 3,304

Transitional ACA Reinsurance Program	Amounts recoverable for claims paid due to ACA Reinsurance	Amounts recoverable for claims unpaid due to ACA Reinsurance	Amounts receivable relating to uninsured plans for contributions for ACA Reinsurance	Claims unpaid - ceded due to ACA Reinsurance	Liabilities for contributions payable due to ACA Reinsurance - not reported as ceded premium	Ceded reinsurance premiums payable due to ACA Reinsurance	Liabilities for amounts held under uninsured plans contributions for ACA Reinsurance	Ceded reinsurance premiums due to ACA Reinsurance	Reinsurance recoveries (income statement) due to ACA Reinsurance payments or expected payments	ACA Reinsurance contributions - not reported as ceded premium
3/31/2014	\$ -	\$ 2,362,487	\$ -	\$ -	\$ 36,340	\$ 180,459	\$ -	\$ 180,459	\$ 2,362,487	\$ 36,340

Temporary ACA Risk Corridors Program	Accrued retrospective premium due to ACA Risk Corridors	Reserve for rate credits for policy experience rating refunds due to ACA Risk Corridors	Effect of ACA Risk Corridors on net premium income (paid/received)	Effect of ACA Risk Corridors on change in reserves for rate credits
3/31/2014	\$ -	\$ -	\$ -	\$ -

22. Events Subsequent

No change.

23. Reinsurance

No change.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

A. The Company estimates accrued retrospective premiums for its comprehensive individual health insurance business in accordance with the regulations put forth in Title 45 of the Code of Federal Regulations Part 153, Subpart F for the ACA Risk Corridors program and Title 45 of the Code of Federal Regulations Part 158 for the ACA MLR rebate Program.

NOTES TO FINANCIAL STATEMENTS

B. The company records accrued retrospective premiums through written premium. The amount of net premiums written by the Company at March 31, 2014 which are subject to retrospective rating features was \$16.7 million, which represents 80.8% of the total net premiums written. No other net premiums written by the company are subject to retrospective rating features.

25. Change in Incurred Losses and Loss Adjustment Expenses

Reserves as of December 31, 2013 were \$22,709,723. As of March 31, 2014, \$14,435,103 has been paid for incurred losses and loss adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$7,210,110 as a result of re-estimation of unpaid claims and claim adjustment expenses on the Company's accident and health line of insurance. Therefore, there has been a \$1,064,510 favorable prior-year development since December 31, 2013 to March 31, 2014. The decrease is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased, as additional information becomes known regarding individual claims.

26. Intercompany Pooling Arrangements

No change

27. Structured Settlements

No change.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

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
3/31/2014	\$ 59,993	\$ 59,993	\$ -	\$ -	\$ -
12/31/2013	\$ -	\$ -	\$ -	\$ -	\$ -
9/30/2013	\$ -	\$ -	\$ -	\$ -	\$ -
6/30/2013	\$ -	\$ -	\$ -	\$ -	\$ -
3/31/2013	\$ -	\$ -	\$ -	\$ -	\$ -
12/31/2012	\$ -	\$ -	\$ -	\$ -	\$ -
9/30/2012	\$ -	\$ -	\$ -	\$ -	\$ -
6/30/2012	\$ -	\$ -	\$ -	\$ -	\$ -
3/31/2012	\$ -	\$ -	\$ -	\$ -	\$ -
12/31/2011	\$ -	\$ -	\$ -	\$ -	\$ -
9/30/2011	\$ -	\$ -	\$ -	\$ -	\$ -
6/30/2011	\$ -	\$ -	\$ -	\$ -	\$ -

29. Participating Policies

No change.

30. Premium Deficiency Reserves

1. Liability carried for premium deficiency reserves - \$2,684,448
2. Date of the most recent evaluation of this liability – 3/31/2014
3. Was anticipated investment income utilized in the calculation - Yes

31. Reserves for Life Contracts and Annuity Contracts

No change.

32. Analysis of Annuity Actuarial Reserves and Deposit Type Liabilities by Withdrawal Characteristics

No change

NOTES TO FINANCIAL STATEMENTS

33. Premiums And Annuity Considerations Deferred and Uncollected

No change.

34. Separate Accounts

No change.

35. Loss / Claim Adjustment Expenses

No change.

GENERAL INTERROGATORIES

**PART 1 - COMMON INTERROGATORIES
GENERAL**

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No [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 [] No [X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
.....
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

- 5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [X] NA []
If yes, attach an explanation.
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.12/31/2009
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.12/31/2009
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).06/22/2011
- 6.4 By what department or departments?
Illinois Department of Insurance.....
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] NA []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] NA []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
.....
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?..... Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?..... Yes [] No [X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

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

GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [X] No []

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

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

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

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

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

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

FINANCIAL

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

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

INVESTMENT

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

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

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

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

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

14.2 If yes, please complete the following:

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

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]

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

If no, attach a description with this statement.

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC 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 \$
- 16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 \$
- 16.3 Total payable for securities lending reported on the liability page \$

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

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

1 Name of Custodian(s)	2 Custodian Address
Brown Brothers Harriman Trust Company, N.A.....	125 South Wacker Drive, Suite 2150, Chicago IL 60606.....
The Commerce Trust Co.....	P.O. Box 419248, Kansas City, MO 64141-6428.....

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address
104487.....	Brown Brothers Harriman & Co.....	140 Broadway, New York, NY 10005.....
107740.....	Conseco Capital Management.....	11825 North Pennsylvania Street, Building K, Carmel, IN 46032.....

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

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

GENERAL INTERROGATORIES
PART 2 - LIFE & HEALTH

	1 Amount
1. Report the statement value of mortgage loans at the end of this reporting period for the following categories:	
1.1 Long-Term Mortgages in Good Standing	
1.11 Farm Mortgages	\$0
1.12 Residential Mortgages	\$0
1.13 Commercial Mortgages	\$0
1.14 Total Mortgages in Good Standing	\$0
1.2 Long-Term Mortgages in Good Standing with Restructured Terms	
1.21 Total Mortgages in Good Standing with Restructured Terms	\$0
1.3 Long-Term Mortgage Loans upon which Interest is Overdue more than Three Months	
1.31 Farm Mortgages	\$0
1.32 Residential Mortgages	\$0
1.33 Commercial Mortgages	\$0
1.34 Total Mortgages with Interest Overdue more than Three Months	\$0
1.4 Long-Term Mortgage Loans in Process of Foreclosure	
1.41 Farm Mortgages	\$0
1.42 Residential Mortgages	\$0
1.43 Commercial Mortgages	\$0
1.44 Total Mortgages in Process of Foreclosure	\$0
1.5 Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$0
1.6 Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61 Farm Mortgages	\$0
1.62 Residential Mortgages	\$0
1.63 Commercial Mortgages	\$0
1.64 Total Mortgages Foreclosed and Transferred to Real Estate	\$0
2. Operating Percentages:	
2.1 A&H loss percent .....	.....85.4 %
2.2 A&H cost containment percent .....	.....0.0 %
2.3 A&H expense percent excluding cost containment expenses .....	.....16.1 %
3.1 Do you act as a custodian for health savings accounts?	Yes [] No [X]
3.2 If yes, please provide the amount of custodial funds held as of the reporting date	\$
3.3 Do you act as an administrator for health savings accounts?	Yes [] No [X]
3.4 If yes, please provide the balance of the funds administered as of the reporting date	\$

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

SCHEDULE T – PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

States, Etc.	1	Direct Business Only					7	
		Life Contracts		4	5	6		
		2	3					
Active Status	Life Insurance Premiums	Annuity Considerations	Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	Other Considerations	Total Columns 2 Through 5	Deposit - Type Contracts		
1. Alabama	AL	L	1,840		51,499		53,339	
2. Alaska	AK	L	0		159,720		159,720	
3. Arizona	AZ	L	38		20,781		20,819	
4. Arkansas	AR	L	600		16,708,485		16,709,085	
5. California	CA	L	0		78,989		78,989	
6. Colorado	CO	L	63		950,657		950,720	
7. Connecticut	CT	L	1,499		209,409		210,908	
8. Delaware	DE	L	72		24,648		24,720	
9. District of Columbia	DC	L	0		29,036		29,036	
10. Florida	FL	L	3,239		1,585,570		1,588,809	
11. Georgia	GA	L	643		172,082		172,725	
12. Hawaii	HI	L	0		0		0	
13. Idaho	ID	L	0		459		459	
14. Illinois	IL	L	3,863		1,027,466		1,031,329	
15. Indiana	IN	L	1,157		195,899		197,056	
16. Iowa	IA	L	140		114,844		114,984	
17. Kansas	KS	L	0		27,617		27,617	
18. Kentucky	KY	L	305		9,117		9,422	
19. Louisiana	LA	L	0		18,692		18,692	
20. Maine	ME	L	188		7,254		7,442	
21. Maryland	MD	L	0		35,677		35,677	
22. Massachusetts	MA	L	2,324		12,319		14,643	
23. Michigan	MI	L	0		55,957		55,957	
24. Minnesota	MN	L	0		91,418		91,418	
25. Mississippi	MS	L	171		114,483		114,654	
26. Missouri	MO	L	0		42,252		42,252	
27. Montana	MT	L	0		8,888		8,888	
28. Nebraska	NE	L	747		75,865		76,612	
29. Nevada	NV	L	0		106,879		106,879	
30. New Hampshire	NH	L	0		283,395		283,395	
31. New Jersey	NJ	L	0		345,453		345,453	
32. New Mexico	NM	L	1,497		35,684		37,181	
33. New York	NY	N	0		27,478		27,478	
34. North Carolina	NC	L	1,116		88,085		89,201	
35. North Dakota	ND	L	0		42,411		42,411	
36. Ohio	OH	L	1,068		90,768		91,836	
37. Oklahoma	OK	L	36		90,963		90,999	
38. Oregon	OR	L	0		4,457		4,457	
39. Pennsylvania	PA	L	0		206,171		206,171	
40. Rhode Island	RI	L	0		1,184		1,184	
41. South Carolina	SC	L	1,802		124,355		126,157	
42. South Dakota	SD	L	77		23,062		23,139	
43. Tennessee	TN	L	1,585		31,554		33,139	
44. Texas	TX	L	3,077		1,630,356		1,633,433	
45. Utah	UT	L	0		2,831		2,831	
46. Vermont	VT	L	0		7,461		7,461	
47. Virginia	VA	L	2,291		72,120		74,411	
48. Washington	WA	L	0		38,555		38,555	
49. West Virginia	WV	L	8		25,977		25,985	
50. Wisconsin	WI	L	509		49,717		50,226	
51. Wyoming	WY	L	361		25,933		26,294	
52. American Samoa	AS						0	
53. Guam	GU						0	
54. Puerto Rico	PR						0	
55. US Virgin Islands	VI						0	
56. Northern Mariana Islands	MP						0	
57. Canada	CAN						0	
58. Aggregate Other Alien	OT	XXX	0	0	0	0	0	0
59. Subtotal	(a)	50	30,316	0	25,183,932	0	25,214,248	0
90. Reporting entity contributions for employee benefits plans	XXX						0	
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX						0	
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX						0	
93. Premium or annuity considerations waived under disability or other contract provisions	XXX						0	
94. Aggregate other amounts not allocable by State	XXX		0	0	0	0	0	0
95. Totals (Direct Business)	XXX		30,316	0	25,183,932	0	25,214,248	0
96. Plus Reinsurance Assumed	XXX				52,675		52,675	
97. Totals (All Business)	XXX		30,316	0	25,236,607	0	25,266,923	0
98. Less Reinsurance Ceded	XXX		29,915		3,666,054		3,695,969	
99. Totals (All Business) less Reinsurance Ceded	XXX		401	0	21,570,553	0	21,570,954	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
58999. Total (Lines 58001 through 58003 + 58998) (Line 58 above)	XXX		0	0	0	0	0	0
9401.	XXX							
9402.	XXX							
9403.	XXX							
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX		0	0	0	0	0	0
9499. Total (Lines 9401 through 9403 + 9498) (Line 94 above)	XXX		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.

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

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

Centene Corporation	42-1406317	DE	
Centene Management Company LLC	39-1864073	WI	
CMC Real Estate Co. LLC	20-0057283	DE	
Centene Center LLC	26-4094682	DE	
CMC Hanley, LLC	46-4234827	MO	
GPT Acquisition LLC	45-5431787	DE	
Clayton Property Investment LLC	45-4372065	DE	
Bankers Reserve Life Insurance Company of Wisconsin	39-0993433	WI	71013
Health Plan Real Estate Holding, Inc (17%)	46-2860967	MO	
CenCorp Health Solutions, Inc	22-3889471	DE	
Cenphiny Mgmt, LLC	42-1565805	DE	
NurseWise Holdings LLC	42-1565807	DE	
NurseWise LP	52-2379566	DE	
Nurse Response, Inc	20-4730372	DE	
Bridgeway Health Solutions, LLC	20-4980875	DE	
Bridgeway Health Solutions of Arizona, LLC	20-4980818	AZ	
Nurtur Health, Inc	06-1476380	DE	
Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations	06-1404277	CT	
Wellness By Choice, LLC	16-1686991	NY	
Cenpatico Behavioral Health, LLC	68-0461584	CA	
Cenpatico Behavioral Health of TX, Inc	74-3018565	TX	12525
CBHSP Arizona, Inc	86-0782736	AZ	
Integrated Mental Health Mgmt, LLC	74-2892993	TX	
Integrated Mental Health Services	74-2785494	TX	
Cenpatico Behavioral Health of Arizona, LLC	20-1624120	AZ	
Cenpatico of Arizona, Inc	80-0879942	AZ	14704
Cenpatico of Louisiana, Inc.	45-2303998	LA	15357
OptiCare Managed Vision, Inc	20-4730341	DE	
OptiCare Vision Insurance Co, Inc	36-4520004	SC	
AECC Total Vision Health Plan of Texas, Inc	75-2592153	TX	95302
OptiCare Vision Company, Inc	20-4773088	DE	
OcuCare Systems, Inc	65-0094759	FL	
Total Vision, Inc	20-4861241	DE	
Dental Health & Wellness, Inc	46-2783884	DE	
Dental Health & Wellness of Louisiana, Inc.	46-4168814	LA	
Peach State Health Plan, Inc	20-3174593	GA	12315
Health Plan Real Estate Holding, Inc (21%)	46-2860967	MO	
Buckeye Community Health Plan, Inc	32-0045282	OH	11834
Health Plan Real Estate Holding, Inc (13%)	46-2860967	MO	
Absolute Total Care, Inc	20-5693998	SC	12959
Health Plan Real Estate Holding, Inc (1%)	46-2860967	MO	

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

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

Coordinated Care Corporation d/b/a Managed Health Services	39-1821211	IN	95831
Coordinated Care of Washington, Inc.	46-2578279	WA	15352
Health Plan Real Estate Holding, Inc (15%)	46-2860967	MO	
Managed Health Services Insurance Corp	39-1678579	WI	96822
Health Plan Real Estate Holding, Inc (2%)	46-2860967	MO	
Hallmark Life Insurance Co	86-0819817	AZ	60078
Celtic Group, Inc	36-2979209	DE	
Celtic Insurance Company	06-0641618	IL	80799
Novasys Health, Inc	27-2221367	DE	
CeltiCare Health Plan Holdings LLC	26-4278205	DE	
CeltiCare Health Plan of Massachusetts, Inc.	26-4818440	MA	13632
Superior HealthPlan, Inc	74-2770542	TX	95647
Health Plan Real Estate Holding, Inc (21%)	46-2860967	MO	
LSM Holdco, Inc.	46-2794037	DE	
Lifeshare Management Group, LLC	46-2798132	NH	
Healthy Louisiana Holdings LLC	27-0916294	DE	
Louisiana Healthcare Connections, Inc	27-1287287	LA	13970
Magnolia Health Plan Inc	20-8570212	MS	13923
University Health Plans, Inc	22-3292245	NJ	95503
CCTX Holdings, LLC	20-2074217	DE	
Centene Holdings, LLC	20-2074277	DE	
Centene Company of Texas, LP	74-2810404	TX	
US Script, Inc	77-0578529	DE	
LBB Industries, Inc	76-0511700	TX	
RX Direct, Inc	75-2612875	TX	
US Script IPA, LLC	46-2307356	NY	
IlliniCare Health Plan, Inc	27-2186150	IL	14053
Health Plan Real Estate Holding, Inc (5%)	46-2860967	MO	
Sunshine Health Holding LLC	26-0557093	FL	
Sunshine State Health Plan, Inc	20-8937577	FL	13148
Access Health Solutions LLC	56-2384404	FL	
Kentucky Spirit Health Plan, Inc	45-1294925	KY	14100
Healthy Missouri Holding, Inc	45-5070230	MO	
Home State Health Plan, Inc	45-2798041	MO	14218
Health Plan Real Estate Holding, Inc (5%)	46-2860967	MO	
Sunflower State Health Plan, Inc	45-3276702	KS	14345
Casenet LLC	90-0636938	DE	
Granite State Health Plan, Inc	45-4792498	NH	14226
Western Sky Community Care, Inc	45-5583511	NM	
Centurion Group, Inc	61-1450727	DE	
Centurion LLC	90-0766502	DE	

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

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

Centurion of Tennessee, LLC	30-0752651	TN
Massachusetts Partnership for Correctional Healthcare, LLC	61-1696004	MA
Centurion of Idaho, LLC	46-3590120	ID
Centurion of Michigan, LLC	46-1041008	MI
Centurion of Minnesota, LLC	46-2717814	MN
Centurion of Missouri, LLC	46-4102134	MO
Centurion of West Virginia, LLC	46-4839132	WV
MHS Travel & Charter, Inc	43-1795436	WI
Health Care Enterprises, LLC	46-4855483	DE
California Health and Wellness Plan	46-0907261	CA
Specialty Therapeutic Care Holdings, LLC	27-3617766	DE
Specialty Therapeutic Care, GP, LLC	73-1698807	TX
Specialty Therapeutic Care, LP	73-1698808	TX
AcariaHealth Solutions, Inc	80-0856383	DE
AcariaHealth, Inc.	45-2780334	DE
AcariaHealth Pharmacy #14, Inc	27-1599047	CA
AcariaHealth Pharmacy #11, Inc	20-8192615	TX
AcariaHealth Pharmacy #12, Inc	27-2765424	NY
AcariaHealth Pharmacy #13, Inc	26-0226900	CA
AcariaHealth Pharmacy, Inc	13-4262384	CA
HomeScripts, LLC	27-3707698	MI
U.S. Medical Management Holdings, Inc	27-0275614	DE
Phoenix Home Health Care Holdings, Inc	27-0275730	DE
U.S. Medical Management, LLC (4%)	38-3153946	DE
Pinnacle Home Care Holdings, Inc	27-0275563	DE
U.S. Medical Management, LLC (1%)	38-3153946	DE
ComfortBrook Hospice Holdings, Inc	27-0275782	DE
U.S. Medical Management, LLC (1%)	38-3153946	DE
U.S. Medical Management, LLC (14%)	38-3153946	DE
U.S. Medical Management, LLC (48%)	38-3153946	DE
RMED, LLC	31-1733889	FL
Heritage Home Hospice, LLC	51-0581762	MI
Rapid Respiratory Services, LLC	20-4364776	DE
Grace Hospice of Austin, LLC	20-2827613	MI
Seniorcorps Pensinsula, LLC	26-4435532	VA
ComfortBrook Hospice, LLC	20-1530070	OH
R&C Healthcare, LLC	33-1179031	TX
Comfort Hospice of Texas, LLC	20-4996551	MI
A N J, LLC	20-0927034	TX
Grace Hospice of San Antonio, LLC	20-2827526	MI
Pinnacle Senior Care of Missouri, LLC	46-0861469	MI
Grace Hospice of Grand Rapids, LLC	45-0679248	MI

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

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

Country Style Health Care, LLC	03-0556422	TX
Grace Hospice of Indiana, LLC	45-0634905	MI
Phoenix Home Health Care, LLC	14-1878333	DE
Grace Hospice of Virginia, LLC	45-5080637	MI
Traditional Home Health Services, LLC	75-2635025	TX
Comfort Hospice of Missouri, LLC	45-5080567	MI
Family Nurse Care, LLC	38-2751108	MI
Grace Hospice of Colorado, LLC	45-5080675	MI
Family Nurse Care II, LLC	20-5108540	MI
Grace Hospice of Wisconsin, LLC	46-1708834	MI
Family Nurse Care of Ohio, LLC	20-3920947	MI
Hospice DME Company, LLC	46-1734288	MI
Pinnacle Home Care, LLC	76-0713516	TX
USMM ACO, LLC	45-4165480	MI
USMM ACO Florida, LLC	45-4157180	MI
USMM ACO North Texas, LLC	45-4154905	MI
North Florida Health Services, Inc	59-3519060	FL

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

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295	Centene Corporation	00000	42-1406317		0001071739	New York Stock Exchange	Centene Corporation	DE	UDP	Shareholders/Board of Directors	Shareholders/Board of Directors	100.0	Shareholders/Board of Directors	
01295	Centene Corporation	00000	39-1864073				Centene Management Company LLC	WI	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-0057283				CMC Real Estate Co. LLC	DE	NIA	Centene Management Company LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	26-4094682				Centene Center LLC	DE	NIA	CMC Real Estate Co. LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-4234827				CMC Hanley, LLC	MO	NIA	CMC Real Estate Co. LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-5431787				GPT Acquisition LLC	DE	NIA	CMC Real Estate Co. LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-4372065				Clayton Property Investment LLC	DE	NIA	CMC Real Estate Co. LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	71013	39-0993433				Bankers Reserve Life Insurance Company of Wisconsin	WI	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	22-3889471				CenCorp Health Solutions, Inc	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	42-1565805				Cenphiny Mgmt, LLC	DE	NIA	CenCorp Health Solutions, Inc	Ownership	1.0	Centene Corporation	
01295	Centene Corporation	00000	42-1565807				NurseWise Holdings LLC	DE	NIA	CenCorp Health Solutions, Inc	Ownership	99.0	Centene Corporation	
01295	Centene Corporation	00000	52-2379566				NurseWise LP	DE	NIA	NurseWise Holdings LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-4730372				Nurse Response, Inc	DE	NIA	NurseWise Holdings LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-4980875				Bridgeway Health Solutions, LLC	DE	NIA	CenCorp Health Solutions, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-4980818				Bridgeway Health Solutions of Arizona, LLC	AZ	NIA	Bridgeway Health Solutions, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	06-1476380				Nurtur Health, Inc	DE	NIA	CenCorp Health Solutions, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	06-1404277				Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations	CT	NIA	Nurtur Health, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	16-1686991				Wellness By Choice, LLC	NY	NIA	Family Care & Workforce Diversity Consultants LLC d/b/a Worklife Innovations	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	68-0461584				Cenpatico Behavioral Health, LLC	CA	NIA	CenCorp Health Solutions, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	12525	74-3018565				Cenpatico Behavioral Health of TX, Inc	TX	IA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	86-0782736				CBHSP Arizona, Inc	AZ	NIA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	14704	80-0879942				Cenpatico of Arizona, Inc	AZ	IA	Cenpatico Behavioral Health of Arizona, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	15357	45-2303998				Cenpatico of Louisiana, Inc	LA	IA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	

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

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01295	Centene Corporation	00000	74-2892993				Integrated Mental Health Mgmt, LLC	TX	NIA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	74-2785494				Integrated Mental Health Services	TX	NIA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-1624120				Cenpatico Behavioral Health of Arizona, LLC	AZ	NIA	Cenpatico Behavioral Health, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-4730341				OptiCare Managed Vision, Inc	DE	NIA	CenCorp Health Solutions, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	36-4520004				OptiCare Vision Insurance Co, Inc	SC	NIA	OptiCare Managed Vision, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	95302	75-2592153				AECC Total Vision Health Plan of Texas, Inc	TX	IA	OptiCare Managed Vision, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-4773088				OptiCare Vision Company, Inc	DE	NIA	OptiCare Managed Vision, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	65-0094759				Ocucare Systems, Inc	FL	NIA	OptiCare Managed Vision, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-4861241				Total Vision, Inc	DE	NIA	OptiCare Managed Vision, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-2783884				Dental Health & Wellness, Inc	DE	NIA	CenCorp Health Solutions, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-4168814				Dental Health & Wellness of Louisiana, Inc	LA	NIA	Dental Health & Wellness, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	12315	20-3174593				Peach State Health Plan, Inc	GA	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	11834	32-0045282				Buckeye Community Health Plan, Inc	OH	RE	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	12959	20-5693998				Absolute Total Care, Inc	SC	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	95831	39-1821211				Coordinated Care Corporation d/b/a Managed Health Services	IN	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	15352	46-2578279				Coordinated Care of Washington, Inc	WA	IA	Coordinated Care Corporation d/b/a Managed Health Services	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	96822	39-1678579				Managed Health Services Insurance Corp	WI	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	60078	86-0819817				Hallmark Life Insurance Co	AZ	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	36-2979209				Celtic Group, Inc	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	80799	06-0641618				Celtic Insurance Company	IL	IA	Celtic Group, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	27-2221367				Novasys Health, Inc	DE	NIA	Celtic Group, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	26-4278205				CeltiCare Health Plan Holdings LLC	DE	NIA	Celtic Group, Inc	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	13632	26-4818440				CeltiCare Health Plan of Massachusetts, Inc	MA	IA	CeltiCare Health Plan Holdings LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	95647	74-2770542				Superior HealthPlan, Inc	TX	IA	Centene Corporation	Ownership	100.0	Centene Corporation	

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

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295	Centene Corporation	00000	27-0916294				Healthy Louisiana Holdings LLC	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	13970	27-1287287				Louisiana Healthcare Connections, Inc.	LA	IA	Healthy Louisiana Holdings LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-2794037				LSM Holdco, Inc.	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-2798132				Lifeshare Management Group, LLC	NH	NIA	LSM Holdco, Inc.	Ownership	49.0	Centene Corporation	
01295	Centene Corporation	13923	20-8570212				Magnolia Health Plan Inc.	MS	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	95503	22-3292245				University Health Plans, Inc.	NJ	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-2074217				CCTX Holdings, LLC	DE	NIA	Centene Corporation	Ownership	1.0	Centene Corporation	
01295	Centene Corporation	00000	20-2074277				Centene Holdings, LLC	DE	NIA	Centene Corporation	Ownership	99.0	Centene Corporation	
01295	Centene Corporation	00000	74-2810404				Centene Company of Texas, LP	TX	NIA	Centene Holdings, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	77-0578529				US Script, Inc.	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	76-0511700				LBB Industries, Inc.	TX	NIA	US Script, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	75-2612875				RX Direct, Inc.	TX	NIA	US Script, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-2307356				US Script IPA, LLC	NY	NIA	US Script, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	14053	27-2186150				IlliniCare Health Plan, Inc.	IL	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	26-0557093				Sunshine Health Holding LLC	FL	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	13148	20-8937577				Sunshine State Health Plan, Inc.	FL	IA	Sunshine Health Holding LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	56-2384404				Access Health Solutions LLC	FL	NIA	Sunshine Health Holding LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	14100	45-1294925				Kentucky Spirit Health Plan, Inc.	KY	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-5070230				Healthy Missouri Holdings, Inc.	MO	NIA	Centene Corporation	Ownership	95.0	Centene Corporation	
01295	Centene Corporation	14218	45-2798041				Home State Health Plan, Inc.	MO	IA	Healthy Missouri Holdings, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	14345	45-3276702				Sunflower State Health Plan, Inc.	KS	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	90-0636938				Casenet LLC	DE	NIA	Centene Corporation	Ownership	82.2	Centene Corporation	
01295	Centene Corporation	14226	45-4792498				Granite State Health Plan, Inc.	NH	IA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-5583511				Western Sky Community Care, Inc.	NM	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	

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STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

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

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295	Centene Corporation	00000	61-1450727				Centurion Group, Inc.	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	90-0766502				Centurion LLC	DE	NIA	Centurion Group, Inc.	Ownership	51.0	Centene Corporation	
01295	Centene Corporation	00000	30-0752651				Centurion of Tennessee, LLC	TN	NIA	Centurion LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	61-1696004				Massachusetts Partnership for Correctional Healthcare, LLC	MA	NIA	Centurion LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-3590120				Centurion of Idaho, LLC	ID	NIA	Centurion LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-1041008				Centurion of Michigan, LLC	MI	NIA	Centurion LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-2717814				Centurion of Minnesota, LLC	MN	NIA	Centurion LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-4102134				Centurion of Missouri, LLC	MO	NIA	Centurion LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-4839132				Centurion of West Virginia, LLC	WV	NIA	Centurion LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	43-1795436				MHS Travel & Charter, Inc.	WI	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-4855483				Health Care Enterprises, LLC	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-0907261				California Health and Wellness Plan	CA	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	27-3617766				Specialty Therapeutic Care Holdings, LLC	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	73-1698807				Specialty Therapeutic Care, GP, LLC	TX	NIA	Specialty Therapeutic Care Holdings, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	73-1698808				Specialty Therapeutic Care, LP	TX	NIA	Specialty Therapeutic Care Holdings, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	80-0856383				AcariaHealth Solutions, Inc.	DE	NIA	Specialty Therapeutic Care Holdings, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-2780334				AcariaHealth, Inc.	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	27-1599047				AcariaHealth Pharmacy #14, Inc.	CA	NIA	AcariaHealth, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-8192615				AcariaHealth Pharmacy #11, Inc.	TX	NIA	AcariaHealth, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	27-2765424				AcariaHealth Pharmacy #12, Inc.	NY	NIA	AcariaHealth, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	26-0226900				AcariaHealth Pharmacy #13, Inc.	CA	NIA	AcariaHealth, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	13-4262384				AcariaHealth Pharmacy, Inc.	CA	NIA	AcariaHealth, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-2860967				Health Plan Real Estate Holding, Inc.	MO	NIA	Home State Health Plan, Inc.	Ownership	5.0	Centene Corporation	
01295	Centene Corporation	00000	46-2860967				Health Plan Real Estate Holding, Inc.	MO	NIA	Absolute Total Care, Inc.	Ownership	1.0	Centene Corporation	

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

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Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295	Centene Corporation	00000	46-2860967				Health Plan Real Estate Holding, Inc.	MO	NIA	Peach State Health Plan, Inc.	Ownership	21.0	Centene Corporation	
01295	Centene Corporation	00000	46-2860967				Health Plan Real Estate Holding, Inc.	MO	NIA	Superior HealthPlan, Inc.	Ownership	21.0	Centene Corporation	
01295	Centene Corporation	00000	46-2860967				Health Plan Real Estate Holding, Inc.	MO	NIA	IlliniCare Health Plan, Inc.	Ownership	5.0	Centene Corporation	
01295	Centene Corporation	00000	46-2860967				Health Plan Real Estate Holding, Inc.	MO	NIA	Bankers Reserve Life Insurance Company of Wisconsin	Ownership	17.0	Centene Corporation	
01295	Centene Corporation	00000	46-2860967				Health Plan Real Estate Holding, Inc.	MO	NIA	Managed Health Services Insurance Corp.	Ownership	2.0	Centene Corporation	
01295	Centene Corporation	00000	46-2860967				Health Plan Real Estate Holding, Inc.	MO	NIA	Buckeye Community Health Plan, Inc.	Ownership	13.0	Centene Corporation	
01295	Centene Corporation	00000	46-2860967				Health Plan Real Estate Holding, Inc.	MO	NIA	Coordinated Care Corporation d/b/a Managed Health Services	Ownership	15.0	Centene Corporation	
01295	Centene Corporation	00000	27-3707698				HomeScripts, LLC.	MI	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	27-0275614				U.S. Medical Management Holdings, Inc.	DE	NIA	Centene Corporation	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	27-0275730				Phoenix Home Health Care Holdings, Inc.	DE	NIA	U.S. Medical Management Holdings, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	38-3153946				U.S. Medical Management, LLC.	DE	NIA	Phoenix Home Health Care Holdings, Inc.	Ownership	4.0	Centene Corporation	
01295	Centene Corporation	00000	27-0275563				Pinnacle Home Care Holdings, Inc.	DE	NIA	U.S. Medical Management Holdings, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	38-3153946				U.S. Medical Management, LLC.	DE	NIA	Pinnacle Home Care Holdings, Inc.	Ownership	1.0	Centene Corporation	
01295	Centene Corporation	00000	27-0275782				ComfortBrook Hospice Holdings, Inc.	DE	NIA	U.S. Medical Management Holdings, Inc.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	38-3153946				U.S. Medical Management, LLC.	DE	NIA	ComfortBrook Hospice Holdings, Inc.	Ownership	1.0	Centene Corporation	
01295	Centene Corporation	00000	38-3153946				U.S. Medical Management, LLC.	DE	NIA	U.S. Medical Management Holdings, Inc.	Ownership	14.0	Centene Corporation	
01295	Centene Corporation	00000	38-3153946				U.S. Medical Management, LLC.	DE	NIA	Centene Corporation	Ownership	48.0	Centene Corporation	
01295	Centene Corporation	00000	31-1733889				RMED, LLC.	FL	NIA	U.S. Medical Management, LLC.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	51-0581762				Heritage Home Hospice, LLC.	MI	NIA	U.S. Medical Management, LLC.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-4364776				Rapid Respiratory Services, LLC.	DE	NIA	U.S. Medical Management, LLC.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-2827613				Grace Hospice of Austin, LLC.	MI	NIA	U.S. Medical Management, LLC.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	26-4435532				Seniorcorps Pensinsula, LLC.	VA	NIA	U.S. Medical Management, LLC.	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-1530070				ComfortBrook Hospice, LLC.	OH	NIA	U.S. Medical Management, LLC.	Ownership	100.0	Centene Corporation	

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

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/ Person(s)	*
01295	Centene Corporation	00000	33-1179031				R&C Healthcare, LLC	TX	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-4996551				Comfort Hospice of Texas, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-0927034				A N J, LLC	TX	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-2827526				Grace Hospice of San Antonio, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-0861469				Pinnacle Senior Care of Missouri, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-0679248				Grace Hospice of Grand Rapids, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	03-0556422				Country Style Health Care, LLC	TX	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-0634905				Grace Hospice of Indiana, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	14-1878333				Phoenix Home Health Care, LLC	DE	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-5080637				Grace Hospice of Virginia, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	75-2635025				Traditional Home Health Services, LLC	TX	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-5080567				Comfort Hospice of Missouri, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	38-2751108				Family Nurse Care, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-5080675				Grace Hospice of Colorado, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-5108540				Family Nurse Care II, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-1708834				Grace Hospice of Wisconsin, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	20-3920947				Family Nurse Care of Ohio, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	46-1734288				Hospice DME Company, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	76-0713516				Pinnacle Home Care, LLC	TX	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-4165480				USMM ACO, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-4157180				USMM ACO Florida, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	45-4154905				USMM ACO North Texas, LLC	MI	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	
01295	Centene Corporation	00000	59-3519060				North Florida Health Services, Inc	FL	NIA	U.S. Medical Management, LLC	Ownership	100.0	Centene Corporation	

13.5

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

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

	<u>RESPONSE</u>
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	.....NO.....
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	.....NO.....
3. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	.....NO.....
4. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	.....NO.....
5. Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC?	.....NO.....
6. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC?	.....NO.....
7. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) be filed with the state of domicile and electronically with the NAIC?	.....NO.....

Explanation:

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

Bar Code:



STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

7.



OVERFLOW PAGE FOR WRITE-INS

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC 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	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Current year change in encumbrances		0
4. Total gain (loss) on disposals		0
5. Deduct amounts received on disposals		0
6. Total foreign exchange change in book/adjusted carrying value		0
7. Deduct current year's other-than-temporary impairment recognized		0
8. Deduct current year's depreciation		0
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)	0	0
10. Deduct total nonadmitted amounts	0	0
11. Statement value at end of current period (Line 9 minus Line 10)	0	0

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

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	620,022	487,191
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition	67,500	270,000
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)	7,992	35,067
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		172,236
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other-than-temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	695,514	620,022
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	695,514	620,022

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	61,975,797	61,513,651
2. Cost of bonds and stocks acquired	2,375,000	33,337,453
3. Accrual of discount	1,206	4,865
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals	33,222	(13,646)
6. Deduct consideration for bonds and stocks disposed of	7,793,388	32,048,557
7. Deduct amortization of premium	173,956	817,969
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other-than-temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	56,417,881	61,975,797
11. Deduct total nonadmitted amounts	805,000	955,000
12. Statement value at end of current period (Line 10 minus Line 11)	55,612,881	61,020,797

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC 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
BONDS								
1. NAIC 1 (a).....	52,603,376	2,376,344	7,058,472	(246,261)	47,674,987	0	0	52,603,376
2. NAIC 2 (a).....	10,361,787		655,429	73,512	9,779,870	0	0	10,361,787
3. NAIC 3 (a).....	0				0	0	0	0
4. NAIC 4 (a).....	1,355,000		150,000		1,205,000	0	0	1,355,000
5. NAIC 5 (a).....	0				0	0	0	0
6. NAIC 6 (a).....	0				0	0	0	0
7. Total Bonds	64,320,163	2,376,344	7,863,901	(172,749)	58,659,857	0	0	64,320,163
PREFERRED STOCK								
8. NAIC 1.....	0				0	0	0	0
9. NAIC 2.....	0				0	0	0	0
10. NAIC 3.....	0				0	0	0	0
11. NAIC 4.....	0				0	0	0	0
12. NAIC 5.....	0				0	0	0	0
13. NAIC 6.....	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	64,320,163	2,376,344	7,863,901	(172,749)	58,659,857	0	0	64,320,163

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

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SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	2,241,976	XXX	2,241,976		

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.....	2,344,366	4,028,330
2. Cost of short-term investments acquired	1,344	10,454,747
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	103,734	12,132,643
7. Deduct amortization of premium.....		6,068
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other-than-temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	2,241,976	2,344,366
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	2,241,976	2,344,366

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

Schedule E - Verification

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 CUSIP Identification	2 Name or Description	3 Location		5 Name of Vendor or General Partner	6 NAIC Designation	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		City	State									
Joint Venture, Partnership or Limited Liability Company Interests that have the Underlying Characteristics - Common Stocks - Unaffiliated												
000000-00-0	HLM Venture Partners III, L.P.	Boston	Massachusetts	Vicent J. Fabiani		02/10/2010	1	885,000	67,500		547,500	1.500
1599999 - Joint Venture, Partnership or Limited Liability Company Interests that have the Underlying Characteristics - Common Stocks - Unaffiliated												
								885,000	67,500	0	547,500	XXX
4499999 - Subtotals Unaffiliated												
								885,000	67,500	0	547,500	XXX
4599999 - Subtotals Affiliated												
								0	0	0	0	XXX
4699999 Totals												
								885,000	67,500	0	547,500	XXX

E03

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	3 Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encumbrances Prior Year	9 Change in Book/Adjusted Carrying Value						15 Book/Adjusted Carrying Value Less Encumbrances on Disposal	16 Consideration	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Investment Income
		City	State					9 Unrealized Valuation Increase (Decrease)	10 Current Year's (Depreciation) or (Amortization)/ Accretion	11 Current Year's Other Than Temporary Impairment Recognized	12 Capitalized Deferred Interest and Other	13 Total Change in B./A.C.V. (9+10-11+12)	14 Total Foreign Exchange Change in B./A.C.V.						
NONE																			
4499999 - Subtotals Unaffiliated																			
4599999 - Subtotals Affiliated																			
4699999 Totals																			

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC 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 Designation or Market Indicator (a)
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
613340-S7-4	MONTGOMERY CNTY MD SER A RMKT		01/02/2014	Barclay Capital		300,000	300,000	0	1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions						300,000	300,000	0	XXX
Bonds - U.S. Special Revenue									
160853-NC-7	CHARLOTTE MECKLENBURG HOSP AUTH VR		01/02/2014	Wachovia Bank of North Ca		575,000	575,000	0	1FE
160853-MR-5	CHARLOTTE MECKLENBURG NC HOSP		02/19/2014	JP Morgan Chase		100,000	100,000	1	1FE
20774L-RT-4	CONNECTICUT ST HEALTH & EDL FA VAR		03/17/2014	Barclay Capital		200,000	200,000	1	1FE
455057-TR-0	INDIANA ST FIN AUTH REV		02/18/2014	Goldman Sachs & Co		300,000	300,000	4	1FE
679111-TB-0	OKLAHOMA ST TPK AUTH TPK REV		03/13/2014	JP Morgan Chase		600,000	600,000	6	1FE
717903-ZG-6	PHILADELPHIA PA HOSPS AND EDU		02/14/2014	JP Morgan Chase		200,000	200,000	3	1FE
771902-FH-1	ROCHESTER MN HEALTH CARE FAGS RMKT		01/08/2014	Wells Fargo		100,000	100,000	1	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						2,075,000	2,075,000	16	XXX
8399997 - Subtotals - Bonds - Part 3						2,375,000	2,375,000	16	XXX
8399999 - Subtotals - Bonds						2,375,000	2,375,000	16	XXX
9999999 Totals						2,375,000	XXX	16	XXX

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

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC 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 B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
3137EA-DH-9	FREDDIE MAC 6/29/17 1%		02/11/2014	HSBC Securities		1,001,183	1,000,000	1,010,058	1,008,242	0	(260)	0	(260)	0	1,007,982	0	(6,799)	(6,799)	1,222	06/29/2017	1
0599999 - Bonds - U.S. Governments																					
						1,001,183	1,000,000	1,010,058	1,008,242	0	(260)	0	(260)	0	1,007,982	0	(6,799)	(6,799)	1,222	XXX	XXX
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
100852-6N-7	BOSTON MASS		01/01/2014	MATURITY		875,000	875,000	950,906	875,000	0	0	0	0	0	875,000	0	0	0	21,875	01/01/2014	1FE
613340-S7-4	MONTGOMERY CNTY MD SER A RINKT		01/06/2014	Barclay Capital		300,000	300,000	300,000	0	0	0	0	0	0	300,000	0	0	0	1	06/01/2026	1FE
2499999 - Bonds - U.S. Political Subdivisions of States, Territories and Possessions																					
						1,175,000	1,175,000	1,250,906	875,000	0	0	0	0	0	1,175,000	0	0	0	21,876	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
15136E-AC-8	CENTENE PLAZA TDD 5.875 3/1/14		03/28/2014	MATURITY		150,000	150,000	150,000	150,000	0	0	0	0	0	150,000	0	0	0	4,406	03/01/2014	4
160853-NC-7	CHARLOTTE MECKLENBURG HOSP AUTH VR		01/06/2014	Wachovia Bank of North Ca		575,000	575,000	575,000	0	0	0	0	0	0	575,000	0	0	0	1	01/15/2045	1FE
160853-MR-5	CHARLOTTE MECKLENBURG NC HOSP		03/06/2014	JP Morgan Chase		100,000	100,000	100,000	0	0	0	0	0	0	100,000	0	0	0	2	01/15/2038	1FE
20774L-RT-4	CONNECTICUT ST HEALTH & EDL FA VAR		03/20/2014	Barclay Capital		200,000	200,000	200,000	0	0	0	0	0	0	200,000	0	0	0	2	07/01/2036	1FE
455057-TR-0	INDIANA ST FIN AUTH REV		03/06/2014	Goldman Sachs & Co		500,000	500,000	500,000	200,000	0	0	0	0	0	500,000	0	0	0	16	02/01/2037	1FE
679111-TB-0	OKLAHOMA ST TPK AUTH TPK REV		03/20/2014	JP Morgan Chase		700,000	700,000	700,000	100,000	0	0	0	0	0	700,000	0	0	0	14	01/01/2028	1FE
717903-ZG-6	PHILADELPHIA PA HOSPS AND EDU		03/06/2014	JP Morgan Chase		200,000	200,000	200,000	0	0	0	0	0	0	200,000	0	0	0	6	02/15/2021	1FE
771902-FH-1	ROCHESTER MN HEALTH CARE FACs RINKT		01/27/2014	Wells Fargo		100,000	100,000	100,000	0	0	0	0	0	0	100,000	0	0	0	2	08/15/2032	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
						2,525,000	2,525,000	2,525,000	450,000	0	0	0	0	0	2,525,000	0	0	0	4,449	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
071813-BD-0	BAXTER INTERNATIONAL INC		02/11/2014	Morgan Stanley		511,580	500,000	507,880	504,846	0	(174)	0	(174)	0	504,672	0	6,908	6,908	5,344	01/15/2017	1FE
65476H-AD-2	NISSAN AUTO RECEIVABLES TRUST		03/15/2014	PRINCIPAL RECEIPT		94,829	94,829	96,873	95,284	0	(455)	0	(455)	0	94,829	0	0	0	272	09/15/2017	1FE
80281A-AC-3	SANTANDER DRIVE AUTO RECEIVABLES		03/15/2014	PRINCIPAL RECEIPT		222,357	222,357	222,356	222,363	0	(5)	0	(5)	0	222,357	0	0	0	390	10/15/2015	1FE
78392N-AA-9	SNAAC AUTO RECEIVABLES TRUST		03/15/2014	PRINCIPAL RECEIPT		51,678	51,678	51,676	51,688	0	(10)	0	(10)	0	51,678	0	0	0	67	07/16/2018	1FE
92867D-AD-2	VOLKSWAGEN AUTO LOAN EN TRUS		03/20/2014	PRINCIPAL RECEIPT		496	496	509	500	0	(4)	0	(4)	0	496	0	0	0	2	09/20/2017	1FE
35177P-AS-6	FRANCE TELECOM	F	03/12/2014	Called		658,353	650,000	702,823	658,757	0	(3,328)	0	(3,328)	0	655,429	0	2,924	2,924	19,274	07/08/2014	2FE
767201-AM-8	RIO TINTO FINANCIAL	F	02/11/2014	Mizuho Security		775,830	750,000	774,075	763,394	0	(615)	0	(615)	0	762,779	0	13,051	13,051	4,323	05/20/2016	1FE
88165F-AC-6	TEVA PHARMACEUTICAL FIN BV	F	02/11/2014	Wells Fargo		777,083	750,000	767,168	760,339	0	(394)	0	(394)	0	759,945	0	17,138	17,138	4,650	11/10/2016	1FE
3899999 - Bonds - Industrial and Miscellaneous (Unaffiliated)																					
						3,092,206	3,019,360	3,123,360	3,057,171	0	(4,985)	0	(4,985)	0	3,052,185	0	40,021	40,021	34,322	XXX	XXX
8399997 - Subtotals - Bonds - Part 4																					
						7,793,389	7,719,360	7,909,324	5,390,413	0	(5,245)	0	(5,245)	0	7,760,167	0	33,222	33,222	61,869	XXX	XXX
8399999 - Subtotals - Bonds																					
						7,793,389	7,719,360	7,909,324	5,390,413	0	(5,245)	0	(5,245)	0	7,760,167	0	33,222	33,222	61,869	XXX	XXX
9999999 Totals																					
						7,793,389	7,719,360	7,909,324	5,390,413	0	(5,245)	0	(5,245)	0	7,760,167	0	33,222	33,222	61,869	XXX	XXX

E05

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

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

STATEMENT AS OF MARCH 31, 2014 OF THE CELTIC INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1 Description	2 Code	3 Date Acquired	4 Rate of Interest	5 Maturity Date	6 Book/Adjusted Carrying Value	7 Amount of Interest Due & Accrued	8 Amount Received During Year
NONE							
8699999 Total Cash Equivalents					0	0	0

E13