



HEALTH QUARTERLY STATEMENT

AS OF MARCH 31, 2014
OF THE CONDITION AND AFFAIRS OF THE
Windsor Health Plan, Inc.

NAIC Group Code 1199 0361 NAIC Company Code 95792 Employer's ID Number 62-1531881
(Current) (Prior)

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

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 05/14/1993 Commenced Business 01/01/1994

Statutory Home Office 7100 Commerce Way, Suite 285, Brentwood, TN, US 37027
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 7100 Commerce Way, Suite 285
(Street and Number)
Brentwood, TN, US 37027, 615-782-7800
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 8735 Henderson Road, Tampa, FL, US 33634
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 7100 Commerce Way, Suite 285
(Street and Number)
Brentwood, TN, US 37027, 615-782-7800
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.wellcare.com

Statutory Statement Contact Michael Wasik, 813-206-2725
(Name) (Area Code) (Telephone Number)
michael.wasik@wellcare.com, 813-675-2899
(E-mail Address) (FAX Number)

OFFICERS

Region President Francisco Javier Heyliger # Chief Accounting Officer and Assistant Treasurer Maurice Sebastian Hebert
Chief Financial Officer and Treasurer Thomas Lacy Tran Secretary Lisa Gonzalez Iglesias

OTHER

George David Shafer # State President

DIRECTORS OR TRUSTEES

Thomas Lacy Tran Lisa Gonzalez Iglesias Francisco Javier Heyliger #

State of Florida SS:
County of Hillsborough

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

Thomas Lacy Tran Lisa Gonzalez Iglesias Maurice Sebastian Hebert
Chief Financial Officer and Treasurer Secretary Chief Accounting Officer and Assistant Treasurer

Subscribed and sworn to before me this _____ day of _____
a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....

STATEMENT AS OF MARCH 31, 2014 OF THE Windsor Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	9,164,171		9,164,171	9,262,627
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 (\$4,406,682), cash equivalents (\$) and short-term investments (\$98,018,400)	102,425,082		102,425,082	126,654,876
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	3,245,000		3,245,000	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)	114,834,253	0	114,834,253	135,917,503
13. Title plants less \$ charged off (for Title insurers only)			0	0
14. Investment income due and accrued	41,867		41,867	42,002
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection			0	0
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	23,470,903		23,470,903	17,480,209
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	21,588,292		21,588,292	21,818,170
18.1 Current federal and foreign income tax recoverable and interest thereon	279,703		279,703	0
18.2 Net deferred tax asset	1,874,803		1,874,803	0
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software			0	0
21. Furniture and equipment, including health care delivery assets (\$)			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
23. Receivables from parent, subsidiaries and affiliates	20,234		20,234	0
24. Health care (\$18,001,697) and other amounts receivable	19,162,513	1,160,816	18,001,697	19,405,646
25. Aggregate write-ins for other than invested assets	832,951	832,951	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	182,105,519	1,993,767	180,111,752	194,663,530
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	182,105,519	1,993,767	180,111,752	194,663,530
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. Receivable for securities greater than 15 days	832,951	832,951	0	0
2502.				
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	832,951	832,951	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	64,154,174		64,154,174	75,459,340
2. Accrued medical incentive pool and bonus amounts	1,299,917		1,299,917	1,039,933
3. Unpaid claims adjustment expenses	1,466,141		1,466,141	1,763,694
4. Aggregate health policy reserves, including the liability of \$0 for medical loss ratio rebate per the Public Health Service Act			0	699,102
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	423,292		423,292	548,858
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	399,626		399,626	447,772
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	7,068,935
16. Derivatives			0	0
17. Payable for securities			0	0
18. Payable for securities lending			0	0
19. Funds held under reinsurance treaties (with \$ authorized reinsurers, \$ unauthorized reinsurers and \$ certified reinsurers)			0	0
20. Reinsurance in unauthorized and certified (\$) companies			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans			0	0
23. Aggregate write-ins for other liabilities (including \$ current)	152,044	0	152,044	152,044
24. Total liabilities (Lines 1 to 23)	67,895,194	0	67,895,194	87,179,678
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	1,000,000	1,000,000
27. Preferred capital stock	XXX	XXX		
28. Gross paid in and contributed surplus	XXX	XXX	113,305,811	113,305,811
29. Surplus notes	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(2,089,253)	(6,821,959)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	112,216,558	107,483,852
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	180,111,752	194,663,530
DETAILS OF WRITE-INS				
2301. Escheats	152,044		152,044	152,044
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	152,044	0	152,044	152,044
2501.	XXX	XXX		
2502.	XXX	XXX		
2503.	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		
3002.	XXX	XXX		
3003.	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	309,167	343,728	1,392,651
2. Net premium income (including \$ non-health premium income).....	XXX	126,651,945	176,324,525	688,971,418
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			
4. Fee-for-service (net of \$ medical expenses).....	XXX			
5. Risk revenue	XXX			
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	126,651,945	176,324,525	688,971,418
Hospital and Medical:				
9. Hospital/medical benefits		77,535,812	128,388,484	433,786,995
10. Other professional services				
11. Outside referrals		9,175,685	5,663,005	42,219,338
12. Emergency room and out-of-area		3,743,314	1,343,918	17,020,923
13. Prescription drugs		36,295,808	33,154,777	98,909,630
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		509,983	193,564	1,314,015
16. Subtotal (Lines 9 to 15)	0	127,260,602	168,743,748	593,250,901
Less:				
17. Net reinsurance recoveries				
18. Total hospital and medical (Lines 16 minus 17)	0	127,260,602	168,743,748	593,250,901
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$ cost containment expenses		(297,554)	8,095,586	26,903,946
21. General administrative expenses		217,576	14,424,297	70,961,575
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)			(13,750,000)	(55,000,000)
23. Total underwriting deductions (Lines 18 through 22)	0	127,180,624	177,513,631	636,116,422
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(528,679)	(1,189,106)	52,854,996
25. Net investment income earned		35,218	40,631	170,253
26. Net realized capital gains (losses) less capital gains tax of \$			(4)	7,897
27. Net investment gains (losses) (Lines 25 plus 26)	0	35,218	40,627	178,150
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].				
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	(493,461)	(1,148,479)	53,033,146
31. Federal and foreign income taxes incurred	XXX	(279,703)		69,972
32. Net income (loss) (Lines 30 minus 31)	XXX	(213,758)	(1,148,479)	52,963,174
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	107,483,852	64,045,354	64,045,354
34. Net income or (loss) from Line 32.....	(213,758)	(1,148,479)	52,963,174
35. Change in valuation basis of aggregate policy and claim reserves.....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....			
37. Change in net unrealized foreign exchange capital gain or (loss).....			
38. Change in net deferred income tax.....	1,874,803	(5,414,927)	(5,414,927)
39. Change in nonadmitted assets.....	3,071,661	(107,402)	(2,456,479)
40. Change in unauthorized and certified reinsurance.....	0	0	0
41. Change in treasury stock.....	0	0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in.....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in.....	0	0	0
45.2 Transferred to capital (Stock Dividend).....			
45.3 Transferred from capital.....			
46. Dividends to stockholders.....			
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	(1,653,270)
48. Net change in capital & surplus (Lines 34 to 47).....	4,732,706	(6,670,808)	43,438,498
49. Capital and surplus end of reporting period (Line 33 plus 48)	112,216,558	57,374,546	107,483,852
DETAILS OF WRITE-INS			
4701. Reduction of non-admitted receivable.....			(1,653,270)
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	(1,653,270)

STATEMENT AS OF MARCH 31, 2014 OF THE Windsor Health Plan, Inc.

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	119,962,149	166,955,520	703,573,228
2. Net investment income	58,091	63,886	299,258
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	120,020,240	167,019,406	703,872,486
5. Benefit and loss related payments	137,045,173	150,989,796	607,246,271
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	113,263	16,085,162	116,689,314
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	(1,148,814)	(1,078,842)
10. Total (Lines 5 through 9)	137,158,436	165,926,144	722,856,743
11. Net cash from operations (Line 4 minus Line 10)	(17,138,196)	1,093,262	(18,984,257)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	75,718	203,441	8,864,840
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	(4)	7,897
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	75,718	203,437	8,872,737
13. Cost of investments acquired (long-term only):			
13.1 Bonds	0	0	4,050,688
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	3,245,000	1,850,375	1,850,375
13.7 Total investments acquired (Lines 13.1 to 13.6)	3,245,000	1,850,375	5,901,063
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)	(3,169,282)	(1,646,938)	2,971,674
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)	(3,922,316)	99,613,013	98,376,899
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(3,922,316)	99,613,013	98,376,899
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)	(24,229,794)	99,059,337	82,364,316
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	126,654,876	44,290,560	44,290,560
19.2 End of period (Line 18 plus Line 19.1)	102,425,082	143,349,897	126,654,876

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

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STATEMENT AS OF MARCH 31, 2014 OF THE Windsor Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	118,417	0	0	0	0	0	0	57,611	0	60,806
2. First Quarter	102,587							38,275		64,312
3. Second Quarter	0									
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	309,167							116,096		193,071
Total Member Ambulatory Encounters for Period:										
7. Physician	183,987							183,987		
8. Non-Physician	63,586							63,586		
9. Total	247,573	0	0	0	0	0	0	247,573	0	0
10. Hospital Patient Days Incurred	24,270							24,270		
11. Number of Inpatient Admissions	2,736							2,736		
12. Health Premiums Written (a)	126,651,945							105,595,625		21,056,320
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	126,651,945							105,595,625		21,056,320
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	137,061,459							114,923,221		22,138,238
18. Amount Incurred for Provision of Health Care Services	127,260,602							104,746,667		22,513,935

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$105,595,625

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1	2	3	4	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec. 31 of Prior Year	On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	57,925,248	61,776,879	7,808,122	45,892,792	65,733,370	66,000,144
7. Title XIX - Medicaid					0	0
8. Other health	10,569,337	17,091,101		10,453,260	10,569,337	9,459,196
9. Health subtotal (Lines 1 to 8)	68,494,585	78,867,980	7,808,122	56,346,052	76,302,707	75,459,340
10. Healthcare receivables (a)	(33,576)	9,340,357			(33,576)	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts		250,000	1,039,933	259,984	1,039,933	1,039,933
13. Totals (Lines 9-10+11+12)	68,528,161	69,777,623	8,848,055	56,606,036	77,376,216	76,499,273

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The accompanying financial statements of Windsor Health Plan, Inc. (the Company) are prepared in conformity with accounting practices prescribed or permitted by the Tennessee Department of Commerce and Insurance (the Department). The Department has adopted the National Association of Insurance Commissioners' (NAIC) Statutory accounting practices (SAP) as its statutory accounting basis for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under Tennessee Insurance Law.

A reconciliation of the Company's net income and capital and surplus for the differences between the State of Tennessee basis and NAIC SAP is shown below:

Net Income:	State of Domicile	2014	2013
1. State of Tennessee basis	TN	\$ (213,758)	\$ 52,963,174
2. Effect of Tennessee prescribed practices	TN	-	-
3. Effect of Tennessee permitted practices	TN	-	-
4. Net income, NAIC SAP basis	TN	<u>\$ (213,758)</u>	<u>\$ 52,963,174</u>

Statutory Capital & Surplus	State of Domicile	2014	2013
5. State of Tennessee basis	TN	\$ 112,216,558	\$ 107,483,852
6. Effect of Tennessee prescribed practices	TN	-	-
7. Effect of Tennessee permitted practices	TN	-	-
8. Policy holder's surplus, NAIC SAP basis	TN	<u>\$ 112,216,558</u>	<u>\$ 107,483,852</u>

B. Use of Estimates in the Preparation of the Financial statements

No significant change.

C. Accounting Policy

No significant change.

2. Accounting Changes and Corrections of Errors

No significant change.

3. Business Combinations and Goodwill

No significant change.

4. Discontinued Operations

No significant change.

5. Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

No significant change.

B. Debt Restructuring

No significant change.

C. Reverse Mortgages

No significant change.

D. Loan-Backed Securities

Sector	Book Value	Fair Value
Asset backed securities (ABS)	\$ -	\$ -
Commercial mortgage obligations (CMO)	-	-
Mortgage backed securities (MBS)	1,396,399	1,419,320
Total loan backed securities	\$ 1,396,399	\$ 1,419,320

NOTES TO FINANCIAL STATEMENTS

- 1) All single class and multiclass mortgage-backed/asset-backed securities are adjusted for the effects of changes in prepayment assumptions on the related accretion of discount or amortization of premium of such securities using either the retrospective or prospective methods. All prepayment rates (Conditional Prepayment Rate and Prepayment Speed Assumptions) as well as corresponding principal prepayment start and end dates are provided by a proprietary prepayment modeling system.
- 2) The Company did not recognize other-than-temporary impairment during the year.
- 3) There were no impairments during the year.
- 4) Securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss:

a. The aggregate amount of unrealized losses:	
1. Less than 12 Months	\$ (96)
2. 12 Months or Longer	\$ -
b. The aggregate related fair value of securities with unrealized losses:	
1. Less than 12 Months	\$ 4,051,203
2. 12 Months or Longer	\$ -

- 5) WellCare's Treasury department handles all securities and has authority to make investments on behalf of the Company within corporate investment guidelines. The Company views the unrealized losses above as temporary fluctuations in the market based on investment market analysis performed by its investment advisor / broker dealer, Oppenheimer. Decision as to which securities are to be impaired for the first time is determined by WellCare's data management department (Treasury) and additional analysis from Oppenheimer. Based on these results, recommendation for impairments are reviewed by Accounting and then submitted to senior management for approval. Approved impairments are implemented by the Accounting department on a GAAP and Statutory basis.

The company only invests in fixed income securities and cash. These types of investments are generally easy to price and currently the Company does not hold any securities for which estimating fair value in accordance with SSAP 27 is not practical.

- E. Repurchase Agreements
Not applicable.
- F. Real Estate Impairments and Retail Land Sales
No significant change.
- G. Low Income Housing Tax Credits
No significant change.
- H. Restricted Assets
No significant change.
- I. Working Capital Finance Investments
Not applicable.
- 6. Joint Ventures, Partnerships and Limited Liability Companies**
No significant change.
- 7. Investment Income**
No significant change.
- 8. Derivative Instruments**
No significant change.
- 9. Income Taxes**
No significant change.

NOTES TO FINANCIAL STATEMENTS

10. Information Concerning Parent, Subsidiaries and Affiliates

A. Nature of relationships

All outstanding shares of the Company are owned by the Parent Company, The WellCare Management Group, Inc. which is owned by WCG Health Management, Inc. which is in turned owned by WellCare Health Plans, Inc., an insurance holding company domiciled in the State of Delaware. On September 5, 2013, Munich Re announced the Company was purchased by WellCare Health Plans, Inc. for an undisclosed amount and subject to regulatory approvals. On January 1, 2014, the sale transaction closed.

B. Detail of transactions greater than ½% of Admitted Assets

No significant change.

C. Change in terms of intercompany arrangements

No Significant change.

D. Amounts due to or from related parties

No significant change.

E. Guarantees or contingencies for related parties

No significant change.

F. Management, service contracts, cost sharing arrangements

No significant change.

G. Nature of relationships that could affect operations

All outstanding shares of the Company are owned by the Parent Company, The WellCare Management Group, Inc. which is owned by WCG Health Management, Inc. which is in turned owned by WellCare Health Plans, Inc., an insurance holding company domiciled in the State of Delaware. On September 5, 2013, Munich Re announced the Company was purchased by WellCare Health Plans, Inc. for an undisclosed amount and subject to regulatory approvals. On January 1, 2014, the sale transaction closed. In accordance with the terms of the transaction, Munich Re has retained the obligation for the health insurance industry fee imposed by the Affordable Care Act and payable in September 2014; therefore, the Company has not recognized this obligation in its financial statements

H. Amount deducted for investment in upstream company

No significant change.

I. Investments in affiliates greater than 10% of admitted assets

No significant change.

J. Write down for impairments of investments in subsidiary, controlled and affiliated companies.

No significant change.

K. Investments in foreign insurance subsidiary

No significant change.

L. Investment in downstream non insurance holding company

No significant change.

11. Debt

A. Debt

No significant change.

B. Federal home loan bank agreement

Not applicable.

12. Retirement Plans, Deferred Compensation and Other Post-retirement Benefit Plans

Not applicable.

13. Capital and Surplus and Shareholders' Dividend Restrictions

No significant change.

NOTES TO FINANCIAL STATEMENTS

14. Contingencies

No significant change.

15. Leases

No significant change.

16. Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk

No significant change.

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

A. Transfers of receivables reported as sales

No significant change.

B. Transfers and servicing of financial assets

Not applicable.

C. Wash sales

Not applicable.

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

No significant change.

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

No significant change.

20. Fair Value Measurements

Fair values of investment securities for statutory purposes are based on unit prices published by the Securities Valuation Office of the NAIC (SVO) or, in the absence of SVO published unit prices or when amortized cost is used by the SVO as the unit price, quoted market prices by other third-party organizations, where available, which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For fixed maturity securities (including redeemable preferred stock) not actively traded, fair values are estimated using values obtained from independent pricing services, or, in the case of private placements, are estimated by discounting the expected future cash flows using current market rates applicable to the coupon rate, credit, and maturity of the investments.

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

The fair value hierarchy is as follows:

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

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

- Quoted prices for similar assets/liabilities in active markets;
- Quoted prices for identical or similar assets in non-active markets (e.g., few transactions, limited information, non-current prices, high variability over time);
- Inputs other than quoted prices that are observable for the asset/liability (e.g., interest rates, yield curves, volatilities, default rates); and
- Inputs that are derived principally from or corroborated by other observable market data.

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

NOTES TO FINANCIAL STATEMENTS

21. Other Items

- A. Extraordinary items
No significant change.
- B. Troubled debt restructuring
No significant change.
- C. Other Disclosures and Unusual Items
No significant change.
- D. Business interruption insurance recoveries
No significant change.
- E. State transferable and non-transferable tax credits
No significant change.
- F. Subprime-Mortgage-Related Risk Exposure
No significant change.
- G. Retained Assets
No significant change.
- H. Offsetting and Netting of Asset and Liabilities
Not applicable.

22. Events Subsequent

No significant change.

23. Reinsurance

No significant change.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

No significant change.

25. Change in Incurred Claims and Claim Adjustment Expenses

As of March 31, 2014, \$68,528,162 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining as of March 31, 2014, for prior years totaled \$7,808,122 as a result of unpaid claims and claims adjustment expenses principally related to the Medicare Advantage business. Accordingly, there has been \$843,367 in unfavorable prior year developments since December 31, 2013. Because unpaid losses are estimated based on past experience and accumulated statistical data, the Company's actual benefit payments have varied from original estimates.

26. Intercompany Pooling Arrangements

No significant change.

27. Structured Settlements

No significant change.

28. Health Care Receivables

No significant change.

29. Participating Policies

No significant change.

30. Premium Deficiency Reserves

No significant change.

31. Anticipated Salvage and Subrogation

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [X] No []
- 1.2 If yes, has the report been filed with the domiciliary state? Yes [X] No []
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No [X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [X] No []
If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [X] No []
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes.
Due to the purchase of the company effective 1/1/2014, the company is now a member of the Wellcare Health Plan organization.
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No [X]
- 4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

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

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] N/A [X]
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. 12/31/2012
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2008
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/25/2010
- 6.4 By what department or departments?
Tennessee Department of Commerce and Insurance
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [X] No [] N/A []
- 6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [X] No [] N/A []
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No [X]
- 7.2 If yes, give full information:
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No [X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] 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 [] No []
 (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 (c) Compliance with applicable governmental laws, rules and regulations;
 (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 (e) Accountability for adherence to the code.
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended? Yes [] No []
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No []
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

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

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []
- 11.2 If yes, give full and complete information relating thereto:

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$
13. Amount of real estate and mortgages held in short-term investments: \$
- 14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []
- 14.2 If yes, please complete the following:

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

- 15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No []
- 15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No []
 If no, attach a description with this statement.

STATEMENT AS OF MARCH 31, 2014 OF THE Windsor Health Plan, Inc.

GENERAL INTERROGATORIES

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

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

1 Name of Custodian(s)	2 Custodian Address
State Street Bank & Trust	10 South Wacker Dr. Chicago, IL. 60606

- 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 information relating thereto:

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

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

1 Central Registration Depository	2 Name(s)	3 Address
	Oppenheimer	200 Park Ave., New York, NY 10166

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

- 18.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent106.9 %
1.2 A&H cost containment percent0.0 %
1.3 A&H expense percent excluding cost containment expenses0.0 %

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

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

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

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

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

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

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

States, etc.	1 Active Status	Direct Business Only							9 Deposit-Type Contracts	
		2 Accident and Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life and Annuity Premiums & Other Considerations	7 Property/Casualty Premiums	8 Total Columns 2 Through 7		
1. Alabama AL	L	3,705,126	18,970					3,724,096		
2. Alaska AK	N							0		
3. Arizona AZ	N							0		
4. Arkansas AR	L	1,898,050	22,102,992					24,001,042		
5. California CA	N							0		
6. Colorado CO	N							0		
7. Connecticut CT	N							0		
8. Delaware DE	N							0		
9. District of Columbia DC	N							0		
10. Florida FL	N							0		
11. Georgia GA	N							0		
12. Hawaii HI	N							0		
13. Idaho ID	L	129	0					129		
14. Illinois IL	N							0		
15. Indiana IN	N							0		
16. Iowa IA	N							0		
17. Kansas KS	N							0		
18. Kentucky KY	N							0		
19. Louisiana LA	N							0		
20. Maine ME	N							0		
21. Maryland MD	N							0		
22. Massachusetts MA	N							0		
23. Michigan MI	N							0		
24. Minnesota MN	N							0		
25. Mississippi MS	L	4,474,172	46,778,840					51,253,012		
26. Missouri MO	L							0		
27. Montana MT	L	392	1,308					1,700		
28. Nebraska NE	N							0		
29. Nevada NV	N							0		
30. New Hampshire NH	N							0		
31. New Jersey NJ	N							0		
32. New Mexico NM	N							0		
33. New York NY	N							0		
34. North Carolina NC	N							0		
35. North Dakota ND	N							0		
36. Ohio OH	N							0		
37. Oklahoma OK	L							0		
38. Oregon OR	N							0		
39. Pennsylvania PA	N							0		
40. Rhode Island RI	N							0		
41. South Carolina SC	L	2,969,471	8,138,178					11,107,649		
42. South Dakota SD	N							0		
43. Tennessee TN	L	6,374,996	28,551,346					34,926,342		
44. Texas TX	N							0		
45. Utah UT	N							0		
46. Vermont VT	N							0		
47. Virginia VA	L	1,633,984	3,991					1,637,975		
48. Washington WA	N							0		
49. West Virginia WV	N							0		
50. Wisconsin WI	N							0		
51. Wyoming WY	N							0		
52. American Samoa AS	N							0		
53. Guam GU	N							0		
54. Puerto Rico PR	N							0		
55. U.S. Virgin Islands VI	N							0		
56. Northern Mariana Islands MP	N							0		
57. Canada CAN	N							0		
58. Aggregate Other Aliens OT	XXX	0	0	0	0	0	0	0	0	
59. Subtotal	XXX	21,056,320	105,595,625	0	0	0	0	126,651,945	0	
60. Reporting Entity Contributions for Employee Benefit Plans	XXX							0		
61. Totals (Direct Business)	(a) 10	21,056,320	105,595,625	0	0	0	0	126,651,945	0	
DETAILS OF WRITE-INS										
58001.	XXX									
58002.	XXX									
58003.	XXX									
58998. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0	
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)	XXX	0	0	0	0	0	0	0	0	

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

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

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



STATEMENT AS OF MARCH 31, 2014 OF THE Windsor Health Plan, Inc.

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
1199	WellCare Health Plans Inc.	95310	14-1647239				WellCare of Connecticut Inc.	CT	IA	WellCare of New York, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	95081	59-2583622				WellCare of Florida Inc.	FL	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		59-3547616				Comprehensive Health Management Inc.	FL	NIA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		14-1647239				The WellCare Management Group, Inc.	NY	UIP	WCG Health Management, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	95534	14-1676443				WellCare of New York Inc.	NY	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		20-3320236				Harmony Behavioral Health Inc.	FL	NIA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	11229	36-4050495				Harmony Health Plan of Illinois Inc.	IL	IA	Harmony Health Systems, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	12194	90-0247713				WellCare of Louisiana Inc.	LA	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		22-3391045				Harmony Health Systems Inc.	IL	NIA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		36-4467676				Harmony Health Management Inc.	IL	NIA	Harmony Health Systems, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		47-0937650		0001279363	NYSE	WellCare Health Plans Inc.	FL	UIP	Shareholders				
1199	WellCare Health Plans Inc.		04-3669698				WCG Health Management Inc.	FL	UIP	WellCare Health Plans, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	10760	20-2103320				WellCare of Georgia Inc.	GA	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		98-0448921				Comprehensive Reinsurance Ltd.	CYM	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	10155	20-2383134				WellCare Prescription Insurance Inc.	FL	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	12749	20-3562146				WellCare of Ohio Inc.	OH	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		20-3262322				Harmony Behavioral Health IPA Inc.	NY	NIA	Harmony Behavioral Health, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		20-4869374				WellCare Pharmacy Benefits Management In	DE	NIA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	83445	86-0269558				WellCare Health Insurance of Arizona Inc	AZ	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.						WellCare Health Insurance Company of Kentucky Inc.	KY	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	64467	36-6069295				WellCare Health Insurance of New York Inc.	NY	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	12956	11-3197523				WellCare Health Plans of New Jersey Inc.	NJ	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	13020	20-8017319				WellCare of Texas Inc.	TX	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	12964	20-8058761				Exactus Pharmacy Solutions, Inc.	DE	NIA	WellCare Pharmacy Benefits Management	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		20-8420512				Ohana Health Plans, Inc.	HI	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		27-0386122				WellCare Health Plans of California, Inc.	CA	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	14404	45-3617189				WellCare of Kansas, Inc.	KS	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		45-5154364				WellCare Health Plans of Tennessee, Inc.	TN	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		45-3236788				America's 1st Choice California Holdings, LLC	FL	NIA	The WellCare Management Group, Inc. America's 1st Choice California Holdings, LLC	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		20-5327501				Easy Choice Health Plan, Inc.	CA	IA	Holdings, LLC	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	11775	32-0062883				WellCare of South Carolina, Inc.	SC	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		46-2078909				WellCare of Nevada, Inc.	NV	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.	12913	20-5862801				Missouri Care, Incorporated	MO	IA	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		27-4212954				The WellCare Community Foundation	DE	NIA	WellCare Health Plans, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		62-1832645				Windsor Health Group, Inc.	TN	UDP	The WellCare Management Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		62-1530448				Windsor Management Services, Inc.	TN	NIA	Windsor Health Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		62-1531881				Windsor Health Plans, Inc.	TN	IA	Windsor Health Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		13-1867829				Sterling Life Insurance Company	IL	IA	Windsor Health Group, Inc.	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		91-1500758				Olympic Health Management Systems, Inc.	WA	DS	Sterling Life Insurance Company	Ownership	100.000	WellCare Health Plans, Inc.	
1199	WellCare Health Plans Inc.		91-1599329				Olympic Health Management Services, Inc.	WA	DS	Sterling Life Insurance Company	Ownership	100.000	WellCare Health Plans, Inc.	

Asterisk	Explanation
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SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

NONE

STATEMENT AS OF MARCH 31, 2014 OF THE Windsor Health Plan, Inc.

SCHEDULE A - VERIFICATION

Real Estate

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

NONE

SCHEDULE B - VERIFICATION

Mortgage Loans

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

NONE

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

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

NONE

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	9,262,627	14,200,111
2. Cost of bonds and stocks acquired		4,050,688
3. Accrual of discount	301	821
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		
6. Deduct consideration for bonds and stocks disposed of	75,718	8,864,840
7. Deduct amortization of premium	23,039	124,153
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	9,164,171	9,262,627
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	9,164,171	9,262,627

STATEMENT AS OF MARCH 31, 2014 OF THE Windsor Health Plan, Inc.

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)	134,177,219	92,052,040	119,023,949	(22,738)	107,182,572	0	0	134,177,219
2. NAIC 2 (a)	0				0			
3. NAIC 3 (a)	0				0			
4. NAIC 4 (a)	0				0			
5. NAIC 5 (a)	0				0			
6. NAIC 6 (a)	0				0			
7. Total Bonds	134,177,219	92,052,040	119,023,949	(22,738)	107,182,572	0	0	134,177,219
PREFERRED STOCK								
8. NAIC 1	0				0			
9. NAIC 2	0				0			
10. NAIC 3	0				0			
11. NAIC 4	0				0			
12. NAIC 5	0				0			
13. NAIC 6	0				0			
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	134,177,219	92,052,040	119,023,949	(22,738)	107,182,572	0	0	134,177,219

(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 \$

S102

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	98,018,400	xxx	98,018,400	213	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	124,914,592	21,603,306
2. Cost of short-term investments acquired	92,052,040	713,984,695
3. Accrual of discount	0	13,969
4. Unrealized valuation increase (decrease)		
5. Total gain (loss) on disposals		7,898
6. Deduct consideration received on disposals	118,948,232	610,695,276
7. Deduct amortization of premium	0	
8. Total foreign exchange change in book/adjusted carrying value		
9. Deduct current year's other than temporary impairment recognized		
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	98,018,400	124,914,592
11. Deduct total nonadmitted amounts		
12. Statement value at end of current period (Line 10 minus Line 11)	98,018,400	124,914,592

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

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

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

N O N E

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

N O N E

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

N O N E

Schedule E - Verification - Cash Equivalents

N O N E

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

N O N E

Schedule A - Part 3 - Real Estate Disposed

N O N E

Schedule B - Part 2 - Mortgage Loans Acquired

N O N E

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

N O N E

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

N O N E

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

N O N E

Schedule D - Part 3 - Long-Term Bonds and Stocks Acquired

N O N E

STATEMENT AS OF MARCH 31, 2014 OF THE Windsor Health Plan, Inc.

SCHEDULE D - PART 4

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

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22		
										11	12	13	14	15									
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/Accretion	Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation or Market Indicator (a)		
3128MB-LN-5	FHLMC POOL # G12833 4.500% 09/01/22		03/01/2014	Paydown		17,103	17,103	18,444	18,068	0	(966)	0	(966)	0	17,103	0	0	0	125	09/01/2022	1		
31417Y-MC-8	FNMA FNMA POOL # MA0354 5.000% 03/01/30		03/01/2014	Paydown		25,789	25,789	27,714	27,487	0	(1,698)	0	(1,698)	0	25,789	0	0	0	183	03/01/2030	1		
31417Y-R9-0	FNMA FNMA POOL # MA0511 4.500% 09/01/30		03/01/2014	Paydown		18,462	18,462	19,621	19,531	0	(1,069)	0	(1,069)	0	18,462	0	0	0	133	09/01/2030	1		
31417Y-S6-3	FNMA FNMA POOL # MA0518 4.000% 09/01/30		03/01/2014	Paydown		14,364	14,364	15,087	15,017	0	(652)	0	(652)	0	14,364	0	0	0	93	09/01/2030	1		
3199999. Subtotal - Bonds - U.S. Special Revenues						75,718	75,718	80,866	80,103	0	(4,385)	0	(4,385)	0	75,718	0	0	0	534	XXX	XXX		
8399997. Total - Bonds - Part 4						75,718	75,718	80,866	80,103	0	(4,385)	0	(4,385)	0	75,718	0	0	0	534	XXX	XXX		
8399998. Total - Bonds - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	
8399999. Total - Bonds						75,718	75,718	80,866	80,103	0	(4,385)	0	(4,385)	0	75,718	0	0	0	534	XXX	XXX		
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5					XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						75,718	XXX	80,866	80,103	0	(4,385)	0	(4,385)	0	75,718	0	0	0	0	534	XXX	XXX	

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

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

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

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

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

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

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

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
N O N E

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
N O N E

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 and Accrued	8 Amount Received During Year
NONE							
8699999 - Total Cash Equivalents							



SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2014 OF THE Windsor Health Plan, Inc.

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code 0361

NAIC Company Code 95792

	Individual Coverage		Group Coverage		5 Total Cash
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	
1. Premiums Collected	16,319,723	XXX		XXX	16,319,723
2. Earned Premiums	21,056,320	XXX		XXX	XXX
3. Claims Paid	19,305,715	XXX		XXX	19,305,715
4. Claims Incurred	22,513,936	XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	XXX	2,621,421	XXX		2,621,421
6. Aggregate Policy Reserves - Change		XXX		XXX	XXX
7. Expenses Paid	(97,075)	XXX		XXX	(97,075)
8. Expenses Incurred	(97,075)	XXX		XXX	XXX
9. Underwriting Gain or Loss	(1,360,541)	XXX	0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	(5,510,338)

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$ 13,615,114 due from CMS or \$ due to CMS