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QUARTERLY STATEMENT

AS OF MARCH 31, 2015

OF THE CONDITION AND AFFAIRS OF THE

Windsor Health Plan, Inc.

NAIC Group Code 01199 (Current Period), 01199 (Prior Period) NAIC Company Code 95792 Employer's ID Number 62-1531881

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

Country of Domicile United States

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

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

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

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

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

Primary Location of Books and Records 8735 Henderson Rd (Street and Number) Tampa, FL, US 33634 (City or Town, State, Country and Zip Code) 813-206-6200 (Area Code) (Telephone Number)

Internet Web Site Address www.wellcare.com

Statutory Statement Contact Mike Wasik (Name) 813-206-2725 (Area Code) (Telephone Number) (Extension)

michael.wasik@wellcare.com (E-Mail Address) 813-675-2899 (FAX Number)

OFFICERS

Name	Title	Name	Title
Kenneth Alan Burdick	President	Andrew Lynn Asher	CFO and Treasurer
Maurice Sebastian Hebert	Asst Treasurer and Chief Accounting Officer	Blair Williams Todt	Secretary and Senior Vice President

OTHER OFFICERS

Kelly Ann Munson	Region President		

DIRECTORS OR TRUSTEES

Kenneth Alan Burdick	Andrew Lynn Asher	Blair Williams Todt	

State of Florida
County of Hillsborough
ss

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.

Kenneth Alan Burdick President	Andrew Lynn Asher CFO and Treasurer	Maurice Sebastian Hebert Asst Treasurer and Chief Accounting Officer

Subscribed and sworn to before me this
day of ,

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

ASSETS

	Current Statement Date 1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	4 December 31 Prior Year Net Admitted Assets
1. Bonds	10,471,633		10,471,633	9,009,237
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 ($ 27,986,916), cash equivalents ($ 0) and short-term investments ($ 22,156,051)	50,142,966		50,142,966	100,617,441
6. Contract loans (including $ ..... premium notes)			0	0
7. Derivatives	0		0	0
8. Other invested assets	0		0	0
9. Receivables for securities			0	0
10. Securities lending reinvested collateral assets			0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	60,614,599	0	60,614,599	109,626,678
13. Title plants less $ ..... charged off (for Title insurers only)			0	0
14. Investment income due and accrued	65,105		65,105	108,170
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	40,458,531		40,458,531	29,813,162
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	1,757,549
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	38,855,457		38,855,457	52,441,872
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	1,115,788		1,115,788	867,128
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	5,696,121	3,827,554	1,868,567	0
24. Health care ($ 25,890,407) and other amounts receivable	26,042,050	151,518	25,890,532	21,551,745
25. Aggregate write-ins for other-than-invested assets	2,558,443	1,795,082	763,361	25,904
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	175,406,094	5,774,154	169,631,940	216,192,208
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	175,406,094	5,774,154	169,631,940	216,192,208
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Other non-admitted assets (prepaids)	1,795,082	1,795,082	0	0
2502. State tax recoverable	763,361		763,361	25,904
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)	2,558,443	1,795,082	763,361	25,904

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less $ ..... reinsurance ceded)	48,570,081		48,570,081	69,316,038
2. Accrued medical incentive pool and bonus amounts	300,000		300,000	240,000
3. Unpaid claims adjustment expenses	432,329		432,329	436,667
4. Aggregate health policy reserves including the liability of $ ..... for medical loss ratio rebate per the Public Health Service Act	1,152,904		1,152,904	0
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	1,195,056		1,195,056	614,350
10.1 Current federal and foreign income tax payable and interest thereon (including $ ..... on realized gains (losses))	6,323,709		6,323,709	3,477,971
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			0	0
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	191,341		191,341	4,520,670
16. Derivatives		0	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)	9,186,109	0	9,186,109	152,044
24. Total liabilities (Lines 1 to 23)	67,351,529	0	67,351,529	78,757,740
25. Aggregate write-ins for special surplus funds	XXX	XXX	2,115,000	9,003,000
26. Common capital stock	XXX	XXX	1,000,000	1,000,000
27. Preferred capital stock	XXX	XXX		0
28. Gross paid in and contributed surplus	XXX	XXX	73,805,811	113,305,811
29. Surplus notes	XXX	XXX		0
30. Aggregate write-ins for other-than-special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	25,359,600	14,125,657
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 $ .....)	XXX	XXX		0
32.2 ..... shares preferred (value included in Line 27 $ .....)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	102,280,411	137,434,468
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	169,631,940	216,192,208
DETAILS OF WRITE-INS				
2301. Unclaimed property payable	183,239		183,239	152,044
2302. 2015 ACA Industry Fee payable	9,002,870		9,002,870	
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)	9,186,109	0	9,186,109	152,044
2501. Estimated ACA Industry Fee (following year)	XXX	XXX	2,115,000	9,003,000
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	2,115,000	9,003,000
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	199,359	309,167	1,195,523
2. Net premium income (including $ non-health premium income)	XXX	115,036,204	126,651,945	476,246,572
3. Change in unearned premium reserves and reserve for rate credits	XXX		0	0
4. Fee-for-service (net of $ medical expenses)	XXX		0	0
5. Risk revenue	XXX		0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	115,036,204	126,651,945	476,246,572
Hospital and Medical:				
9. Hospital/medical benefits		69,040,098	77,535,812	308,763,267
10. Other professional services		1,200,005	0	2,350,054
11. Outside referrals			9,175,685	0
12. Emergency room and out-of-area		3,749,183	3,743,314	13,694,856
13. Prescription drugs		8,129,179	36,295,808	83,116,330
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		60,000	509,983	(460,459)
16. Subtotal (Lines 9 to 15)	0	82,178,465	127,260,602	407,464,048
Less:				
17. Net reinsurance recoveries			0	0
18. Total hospital and medical (Lines 16 minus 17)	0	82,178,465	127,260,602	407,464,048
19. Non-health claims (net)			0	0
20. Claims adjustment expenses, including $ 583,467 cost containment expenses		1,359,824	(297,554)	12,934,215
21. General administrative expenses		17,965,235	217,576	26,578,764
22. Increase in reserves for life and accident and health contracts (including $ increase in reserves for life only)			0	0
23. Total underwriting deductions (Lines 18 through 22)	0	101,503,524	127,180,624	446,977,027
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	13,532,680	(528,679)	29,269,545
25. Net investment income earned		96,761	35,218	312,316
26. Net realized capital gains (losses) less capital gains tax of $			0	0
27. Net investment gains (losses) (Lines 25 plus 26)	0	96,761	35,218	312,316
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered $) (amount charged off $)]			0	0
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	13,629,441	(493,461)	29,581,861
31. Federal and foreign income taxes incurred	XXX	7,437,391	(279,703)	10,467,163
32. Net income (loss) (Lines 30 minus 31)	XXX	6,192,050	(213,758)	19,114,698
DETAILS OF WRITE-INS				
0601.	XXX			
0602.	XXX			
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
	CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	137,434,467	107,483,852	107,483,852
34.	Net income or (loss) from Line 32	6,192,050	(213,758)	19,114,698
35.	Change in valuation basis of aggregate policy and claim reserves		0	0
36.	Change in net unrealized capital gains (losses) less capital gains tax of $		0	0
37.	Change in net unrealized foreign exchange capital gain or (loss)		0	0
38.	Change in net deferred income tax	248,661	1,874,803	867,128
39.	Change in nonadmitted assets	(2,094,767)	3,071,661	1,386,041
40.	Change in unauthorized and certified reinsurance	0	0	0
41.	Change in treasury stock		0	0
42.	Change in surplus notes	0	0	0
43.	Cumulative effect of changes in accounting principles		0	0
44.	Capital Changes:			
	44.1 Paid in		0	0
	44.2 Transferred from surplus (Stock Dividend)		0	0
	44.3 Transferred to surplus		0	0
45.	Surplus adjustments:			
	45.1 Paid in	(39,500,000)	0	0
	45.2 Transferred to capital (Stock Dividend)	0	0	0
	45.3 Transferred from capital		0	0
46.	Dividends to stockholders		0	0
47.	Aggregate write-ins for gains or (losses) in surplus	0	0	8,582,748
48.	Net change in capital and surplus (Lines 34 to 47)	(35,154,056)	4,732,706	29,950,615
49.	Capital and surplus end of reporting period (Line 33 plus 48)	102,280,411	112,216,558	137,434,467
	DETAILS OF WRITE-INS			
4701.	Prior Period audit adjustment		0	8,582,748
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	8,582,748

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	107,301,289	119,962,149	461,456,967
2. Net investment income	167,582	58,091	354,272
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	107,468,871	120,020,240	461,811,239
5. Benefit and loss related payments	107,203,207	137,045,173	416,553,260
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	(3,103,136)	113,263	71,424,119
8. Dividends paid to policyholders		0	0
9. Federal and foreign income taxes paid (recovered) net of $ ..... tax on capital gains (losses)	4,591,653	0	6,989,192
10. Total (Lines 5 through 9)	108,691,724	137,158,436	494,966,571
11. Net cash from operations (Line 4 minus Line 10)	(1,222,853)	(17,138,196)	(33,155,332)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	75,677	75,718	1,304,197
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	75,677	75,718	1,304,197
13. Cost of investments acquired (long-term only):			
13.1 Bonds	1,565,830	0	1,158,930
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	3,245,000	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,565,830	3,245,000	1,158,930
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)	(1,490,153)	(3,169,282)	145,267
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	(39,500,000)	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities		0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(8,261,469)	(3,922,316)	6,972,630
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(47,761,469)	(3,922,316)	6,972,630
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)	(50,474,475)	(24,229,794)	(26,037,435)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	100,617,441	126,654,876	126,654,876
19.2 End of period (Line 18 plus Line 19.1)	50,142,966	102,425,082	100,617,441

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	96,902	0	0	0	0	0	0	37,188	0	59,714
2. First Quarter	66,319	0	0	0	0	0	0	38,441	0	27,878
3. Second Quarter	0	0	0	0	0	0	0	0	0	0
4. Third Quarter	0									
5. Current Year	0									
6. Current Year Member Months	199,359							114,653		84,706
Total Member Ambulatory Encounters for Period:										
7. Physician	113,491							113,491		
8. Non-Physician	37,830							37,830		
9. Total	151,321	0	0	0	0	0	0	151,321	0	0
10. Hospital Patient Days Incurred	28,608							28,608		
11. Number of Inpatient Admissions	4,475							4,475		
12. Health Premiums Written (a)	115,038,497							109,321,802		5,716,695
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	115,038,497							109,321,802		5,716,695
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services	107,203,207							84,300,621		22,902,586
18. Amount Incurred for Provision of Health Care Services	82,178,465							82,490,941		(312,476)

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $ 115,038,497

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

Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Claims unpaid (Reported)						
0199999 Individually listed claims unpaid	0	0	0	0	0	0
0299999 Aggregate accounts not individually listed-uncovered						0
0399999 Aggregate accounts not individually listed-covered	(473,952)	1,180,529	715,986	510,320	2,015,821	3,948,704
0499999 Subtotals	(473,952)	1,180,529	715,986	510,320	2,015,821	3,948,704
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	44,621,377
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	48,570,081
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	300,000

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5	6
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
1. Comprehensive (hospital and medical)					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	32,539,349	48,646,798	12,412,592	45,701,414	44,951,941	56,929,212
7. Title XIX - Medicaid					0	0
8. Other health	5,043,775	16,574,500	16,127	(9,560,052)	5,059,902	12,386,826
9. Health subtotal (Lines 1 to 8)	37,583,124	65,221,298	12,428,719	36,141,362	50,011,843	69,316,038
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts			240,000	60,000	240,000	240,000
13. Totals (Lines 9-10+11+12)	37,583,124	65,221,298	12,668,719	36,201,362	50,251,843	69,556,038

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

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

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

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

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

	For the three month period ended March 31, 2015	2014
Net Income (Loss) - Tennessee Basis	$ 6,192,050	$ (213,758)
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Net Income (Loss) - NAIC SAP	$ 6,192,050	$ (213,758)

	Balance at March 31, 2015	December 31, 2014
Statutory Capital and Surplus - Tennessee Basis	$ 102,280,411	$ 137,434,468
State Prescribed Practices - None	-	-
State Permitted Practices - None	-	-
Statutory Capital and Surplus - NAIC SAP	$ 102,280,411	$ 137,434,468

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

C. Accounting Policy
No significant change.

2. Accounting Changes and Correction of Errors
None.

3. Business Combinations and Goodwill
None.

4. Discontinued Operations
None.

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)	1,072,075	1,110,822
Total loan backed securities	$ 1,072,075	$ 1,110,822

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

NOTES TO FINANCIAL STATEMENTS

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 ($314)
        2. 12 months or longer ($932)
    b. The aggregate related fair value of securities with unrealized losses:
        1. Less than 12 months $1,129,260
        2. 12 months or longer $1,564,384
5. The WellCare Management Group, Inc's. ("WellCare") 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 and/or Securities Lending Transactions – None
F. Real Estate – None
G. Low Income Housing Tax Credits - None
H. Restricted Assets (Including pledged) – No significant change.
I. Working Capital Finance Investments – None.
J. Offsetting and Netting of Assets and Liabilities – None.
K. Structured Notes – None.

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

7. Investment Income
No significant change.

8. Derivative Instruments
None.

9. Income Taxes
No significant change.

10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties.
The Company received approval from the Department to execute a payment out of paid in surplus as a return of capital to the Parent Company, The WellCare Management Group, Inc., on January 8, 2015 totaling $39,500,000.

11. Debt
A. Debt – None.
B. Federal Home Loan Bank Agreements – None

12. Retirement Plans, Deferred Compensation, Etc.
A. Defined Benefit Plan – None.

13. Capital and Surplus, Shareholder' Dividend Restrictions and Quasi-Reorganizations.
The Company received approval from the Department to execute a payment out of paid in surplus as a return of capital to the Parent Company, The WellCare Management Group, Inc., on January 8, 2015 totaling $39,500,000.

14. Contingencies
A. Contingent Commitments – None.
B. Assessments – None.
C. Gain Contingencies – None.
D. Claims Related Extra Contractual Obligation and Bad Faith Losses Stemming From Lawsuits – None.
E. Joint and Several Liabilities – None.
F. All Other Contingencies – The Company's ultimate parent, WellCare, is a party to a number of legal actions and regulatory investigations. These matters do not directly involve the Company and management does not expect the matters to have an impact on the Company's financial position.

15. Leases
None.

NOTES TO FINANCIAL STATEMENTS

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk.
None.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities.
A. Transfers of Receivables Reported as Sales – None.
B. Transfer and Servicing of Financial Assets – None.
C. Wash Sales – None.

18. Gain or Loss to the Reporting Entity From Uninsured Plans and the Uninsured Portion of Partially Insured Plans.
None.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.
None.

20. Fair Value Measurement
The Company has no assets disclosed at fair value at March 31, 2015..

21. Other Items
A. Extraordinary Items – None.
B. Troubled Debt Restructuring – None.

C. Other Disclosures and Unusual Items

ACA Annual Fee
In January 2014, the NAIC adopted Statement of Statutory Accounting Principles ("SSAP") No. 106, *Affordable Care Act Assessments*. SSAP No. 106 provides guidance on accounting and required disclosure for the annual fee under section 9010 of the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act ("ACA"). The ACA imposes an annual fee on health insurers (industry fee), payable to the U.S. government, calculated on net premiums and third-party administrative agreement fees. The accounting guidance states the liability and expense are recognized once the Company provides health insurance for any U.S. health risk on or before January 1, 2014 and each year thereafter. By September 30, 2014 and each year thereafter the liability must be paid. In accordance with SSAP No. 106, the Company expensed $9,002,870 on January 1, 2015 for our estimate of the amount payable in 2015. The expense is included on Page 4, Line 21, General administrative expenses, of the Statement of Revenues and Expenses and the liability is included on Line 23 of Page 3, Liabilities, Capital and Surplus, Aggregate write-ins for other liabilities.

The estimated 2016 fee is $8,460,000 which is subject to change based on the actual outcome of the industry's total premiums for 2015. Beginning January 31, 2014 and each year thereafter, the estimate for the following year's ACA industry fee is reclassified from unassigned surplus to special surplus monthly throughout the year. Through March 31, 2015, $2,115,000 of the estimated 2016 fee has been reclassified from unassigned surplus to special surplus and is reported on Line 25 of Page 3, Liabilities, Capital and Surplus, Aggregate write-ins for special surplus funds. If the Company no longer offers health insurance in 2016 there would be no fee due in 2016.

D. Business Interruption Insurance Recoveries – None
E. State Transferable and Non-Transferable Tax Credits – None
F. Subprime Mortgage Related Risk Exposure – None
G. Retained Assets – None

22. Events Subsequent
There were no events occurring subsequent to March 31, 2015 requiring disclosure. Subsequent events have been considered through May 11, 2015 for the Statutory statement issued on May 11, 2015.

23. Reinsurance.
None.

24. Retrospectively Rated Contracts
A. B. C. D. – Not applicable.
E. Risk-Sharing Provisions of the Affordable Care Act (ACA) – Not applicable.

25. Change in Incurred Claims and Claim Adjustment Expenses
The estimated cost of claims expense attributable to insured events of the prior year decreased by $19,304,195 during 2015. This is approximately 28% of unpaid claims expenses of $69,316,038 as of December 31, 2014. Excluding the prior period development related to the release of the provision for moderately adverse conditions, medical benefits expense for the period ending March 31, 2015 was impacted by approximately $9,596,922 of net favorable development related to prior years.

NOTES TO FINANCIAL STATEMENTS

26. Intercompany Pooling.
None.

27. Structured Settlements
None.

28. Health Care Receivables.
No significant change.

29. Participating Policies
None.

30. Premium Deficiency Reserves
None.

31. Anticipated Salvage and Subrogation.
None.

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. 12/31/2012

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. 12/31/2012

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). 06/19/2014

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 [ ] No [ ] NA [X]

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 [X] No [ ]

10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: ..... $ 0

INVESTMENT

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

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

.....

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

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

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

14.2 If yes, please complete the following:

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

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

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

If no, attach a description with this statement.

GENERAL INTERROGATORIES

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

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

16.2 Total book adjusted/carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2 $.....

16.3 Total payable for securities lending reported on the liability page $.....

17. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III – General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*? ..... Yes [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	Chicago, IL

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

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

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

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

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

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

1 Central Registration Depository	2 Name(s)	3 Address

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

18.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:

1.1 A&H loss percent	71.9 %
1.2 A&H cost containment percent	0.5 %
1.3 A&H expense percent excluding cost containment expenses	16.3 %
2.1 Do you act as a custodian for health savings accounts?	Yes [ ] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date	$
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

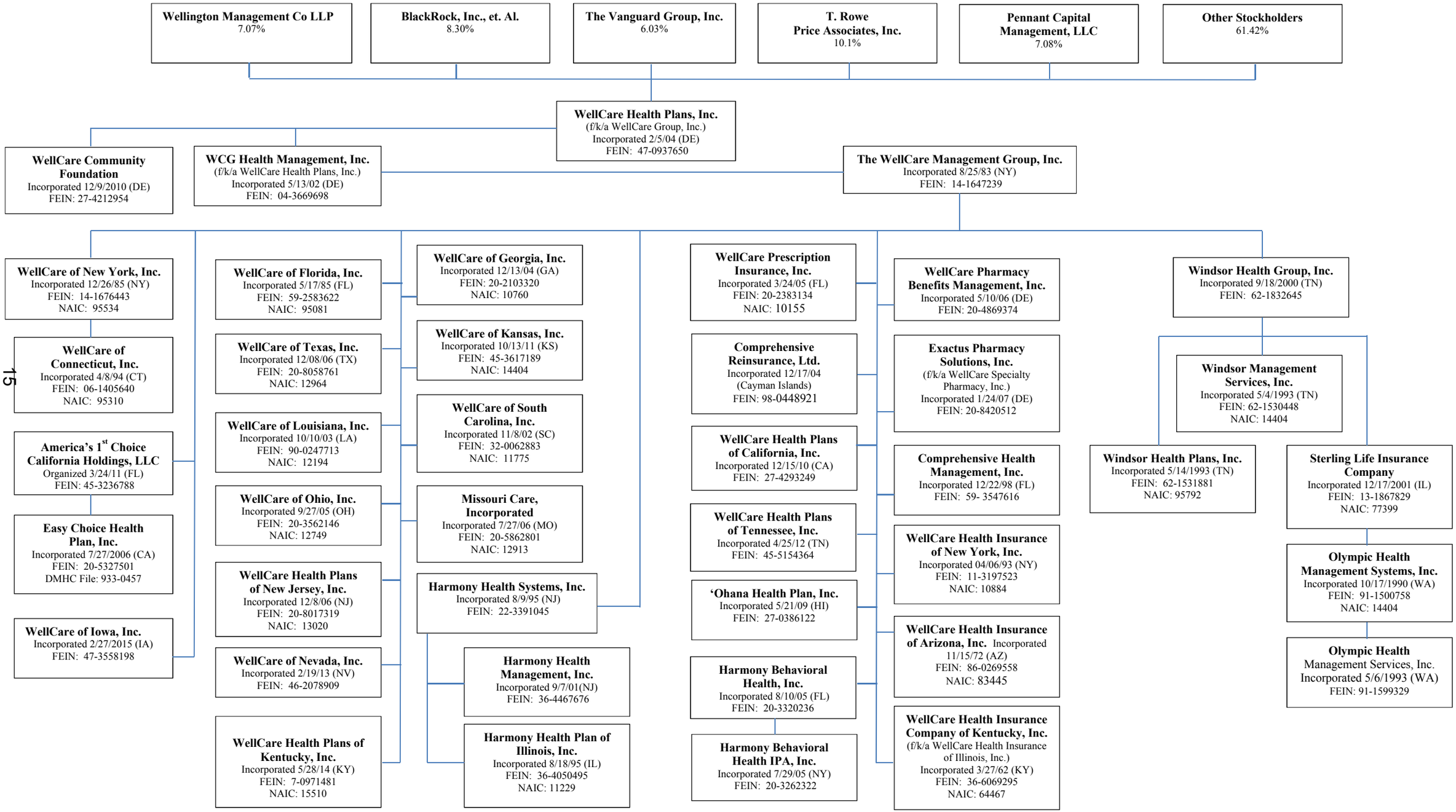
Current Year to Date - Allocated by States and Territories

States, Etc.		1 Active Status	Direct Business Only 2 Accident & Health Premiums	3 Medicare Title XVIII	4 Medicaid Title XIX	5 Federal Employees Health Benefits Program Premiums	6 Life & Annuity Premiums & Other Considerations	7 Property/ Casualty Premiums	8 Total Columns 2 Through 7	9 Deposit-Type Contracts
1. Alabama	AL	L	2,089,009						2,089,009	
2. Alaska	AK	N							0	
3. Arizona	AZ	N							0	
4. Arkansas	AR	L	233,595	26,832,798					27,066,393	
5. California	CA	N							0	
6. Colorado	CO	N							0	
7. Connecticut	CT	N							0	
8. Delaware	DE	N							0	
9. Dist. Columbia	DC	N							0	
10. Florida	FL	N							0	
11. Georgia	GA	N							0	
12. Hawaii	HI	N							0	
13. Idaho	ID	L							0	
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	384,534	47,690,969					48,075,503	
26. Missouri	MO	L	165,180						165,180	
27. Montana	MT	L							0	
28. Nebraska	NE	N							0	
29. Nevada	NV	N							0	
30. New Hampshire	NH	N							0	
31. New Jersey	NJ	N							0	
32. New Mexico	NM	N							0	
33. New York	NY	N							0	
34. North Carolina	NC	N							0	
35. North Dakota	ND	N							0	
36. Ohio	OH	N							0	
37. Oklahoma	OK	L							0	
38. Oregon	OR	N							0	
39. Pennsylvania	PA	N							0	
40. Rhode Island	RI	N							0	
41. South Carolina	SC	L	231,247	7,382,015					7,613,262	
42. South Dakota	SD	N							0	
43. Tennessee	TN	L	2,411,994	27,416,020					29,828,014	
44. Texas	TX	N							0	
45. Utah	UT	N							0	
46. Vermont	VT	N							0	
47. Virginia	VA	L	201,136						201,136	
48. Washington	WA	N							0	
49. West Virginia	WV	N							0	
50. Wisconsin	WI	N							0	
51. Wyoming	WY	N							0	
52. American Samoa	AS	N							0	
53. Guam	GU	N							0	
54. Puerto Rico	PR	N							0	
55. U.S. Virgin Islands	VI	N							0	
56. Northern Mariana Islands	MP	N							0	
57. Canada	CAN	N							0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0	0
59. Subtotal		XXX	5,716,695	109,321,802	0	0	0	0	115,038,497	0
60. Reporting entity contributions for Employee Benefit Plans		XXX							0	
61. Total (Direct Business)		(a) 10	5,716,695	109,321,802	0	0	0	0	115,038,497	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.

The WellCare Group of Companies as of March 31, 2015



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

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
01199	WellCare Health Plans Inc.	95310	14-1647239				WellCare of Connecticut Inc.	CT	IA	WellCare of New York, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	95081	59-2583622				WellCare of Florida Inc.	FL	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	59-3547616				Comprehensive Health Management Inc.	FL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	14-1647239				The WellCare Management Group, Inc.	NY	UIP	WCG Health Management, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	95534	14-1676443				WellCare of New York Inc.	NY	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-3320236				Harmony Behavorial Health Inc.	FL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	11229	36-4050495				Harmony Health Plan of Illinois Inc.	IL	IA	Harmony Health Systems, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12194	90-0247713				WellCare of Louisiana Inc.	LA	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	22-3391045				Harmony Health Systems Inc.	IL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	36-4467676				Harmony Health Management Inc.	IL	NIA	Harmony Health Systems, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	47-0937650		0001279363	NYSE	WellCare Health Plans Inc.	FL	UIP	Shareholders		0.0		0
01199	WellCare Health Plans Inc.	00000	04-3669698				WCG Health Management Inc.	FL	UIP	WellCare Health Plans, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	10760	20-2103320				WellCare of Georgia Inc.	GA	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	98-0448921				Comprehensive Reinsurance Ltd.	CYM	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	10155	20-2383134				WellCare Prescription Insurance Inc.	FL	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12749	20-3562146				WellCare of Ohio Inc.	OH	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-3262322				Harmony Behavorial Health IPA Inc.	NY	NIA	Harmony Behavorial Health, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-4869374				WellCare Pharmacy Benefits Management In	DE	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	83445	86-0269558				WellCare Health Insurance of Arizona Inc.	AZ	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	64467	36-6069295				WellCare Health Insurance Company of Kentucky Inc.	KY	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12956	11-3197523				WellCare Heatlh Insurance of New York Inc.	NY	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	13020	20-8017319				WellCare Health Plans of New Jersey Inc.	NJ	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12964	20-8058761				WellCare of Texas Inc.	TX	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-8420512				Exactus Pharmacy Solutions, Inc.	DE	NIA	WellCare Pharmacy Benefits Management	Ownership	100.0	WellCare Health Plans, Inc.	0

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

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Name of Parent Subsidiaries or Affiliates	9 Domiciliary Location	10 Relationship to Reporting Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Ownership Provide Percentage	14 Ultimate Controlling Entity(ies)/ Person(s)	15 *
01199	WellCare Health Plans Inc.	00000	27-0386122				Ohana Health Plans, Inc.	HI	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	27-4293249				WellCare Health Plans of California, Inc.	CA	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	14404	45-3617189				WellCare of Kansas, Inc.	KS	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	45-5154364				WellCare Health Plans of Tennessee, Inc.	TN	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	45-3236788				America's 1st Choice California Holdings, LLC	FL	NIA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	20-5327501				Easy Choice Health Plan, Inc.	CA	IA	America's 1st Choice California Holdings, LLC	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	11775	32-0062883				WellCare of South Carolina, Inc.	SC	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	46-2078909				WellCare of Nevada, Inc.	NV	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	12913	20-5862801				Missouri Care, Incorporated	MO	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	27-4212954				The WellCare Community Foundation	DE	NIA	WellCare Health Plans, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	62-1832645				Windsor Health Group, Inc.	TN	UDP	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	62-1530448				Windsor Management Services, Inc.	TN	NIA	Windsor Health Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	95792	62-1531881				Windsor Health Plans, Inc.	TN	IA	Windsor Health Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	77399	13-1867829				Sterling Life Insurance Company	IL	IA	Windsor Health Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	91-1500758				Olympic Health Management Systems, Inc.	WA	NIA	Sterling Life Insurance Company	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	91-1599329				Olympic Health Management Services, Inc.	WA	NIA	Sterling Life Insurance Company	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	15510	47-0971481				WellCare Health Plans of Kentucky, Inc.	KY	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	0
01199	WellCare Health Plans Inc.	00000	47-3558198				WellCare of Iowa, Inc.	IA	IA	The WellCare Management Group, Inc.	Ownership	100.0	WellCare Health Plans, Inc.	

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

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

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

Explanation:

Bar Code:

OVERFLOW PAGE FOR WRITE-INS

SCHEDULE A – VERIFICATION

Real Estate

NONE

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

SCHEDULE B – VERIFICATION

Mortgage Loans

NONE

	1 Year To Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and mortgage interest points and commitment fees		0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		0
10. Deduct current year's other-than-temporary impairment recognized		0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Total valuation allowance		0
13. Subtotal (Line 11 plus Line 12)	0	0
14. Deduct total nonadmitted amounts	0	0
15. Statement value at end of current period (Line 13 minus Line 14)	0	0

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

NONE

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		0
2.2 Additional investment made after acquisition		0
3. Capitalized deferred interest and other		0
4. Accrual of discount		0
5. Unrealized valuation increase (decrease)		0
6. Total gain (loss) on disposals		0
7. Deduct amounts received on disposals		0
8. Deduct amortization of premium and depreciation		0
9. Total foreign exchange change in book/adjusted carrying value		0
10. Deduct current year's other-than-temporary impairment recognized		0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	0	0
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	9,009,237	9,262,627
2. Cost of bonds and stocks acquired	1,565,830	1,159,086
3. Accrual of discount	302	1,220
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	
6. Deduct consideration for bonds and stocks disposed of	75,677	1,304,353
7. Deduct amortization of premium	28,059	109,343
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other-than-temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	10,471,633	9,009,237
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	10,471,633	9,009,237

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)	30,881,419	18,873,952	17,099,930	(27,757)	32,627,684	0	0	30,881,419
2. NAIC 2 (a)	0	0	0	0	0	0	0	0
3. NAIC 3 (a)	0	0	0	0	0	0	0	0
4. NAIC 4 (a)	0	0	0	0	0	0	0	0
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	30,881,419	18,873,952	17,099,930	(27,757)	32,627,684	0	0	30,881,419
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	30,881,419	18,873,952	17,099,930	(27,757)	32,627,684	0	0	30,881,419

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

SCHEDULE DA - PART 1

Short-Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999	22,156,051	XXX	22,156,051	3,549	0

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	21,872,182	124,914,592
2. Cost of short-term investments acquired	17,308,122	262,948,846
3. Accrual of discount	0	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	17,024,253	365,991,256
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other-than-temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	22,156,051	21,872,182
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	22,156,051	21,872,182

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

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

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. Governments									
912828-VR-8	US TREASURY N/B		03/19/2015	U.S. Bank		1,565,830	1,560,000	3,247	1
0599999 - Bonds - U.S. Governments						1,565,830	1,560,000	3,247	XXX
8399997 - Subtotals - Bonds - Part 3						1,565,830	1,560,000	3,247	XXX
8399999 - Subtotals - Bonds						1,565,830	1,560,000	3,247	XXX
9999999 Totals						1,565,830	XXX	3,247	XXX

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

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 Identi-fication	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 Desig-nation or Market Indicator (a)
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
3128MB-LN-5	RMBS - FG G12833		03/16/2015	Direct		15,618	15,618	16,844	16,416	0	(798)	0	(798)	0	15,618	0	0	0	104	09/01/2022	1
31417Y-MC-8	RMBS - FN MA0354		03/25/2015	Direct		25,054	25,054	26,924	26,632	0	(1,578)	0	(1,578)	0	25,054	0	0	0	219	03/01/2030	1
31417Y-R9-0	RMBS - FN MA0511		03/25/2015	Direct		18,777	18,777	19,956	19,818	0	(1,040)	0	(1,040)	0	18,777	0	0	0	125	09/01/2030	1
31417Y-SG-3	RMBS - FN MA0518		03/25/2015	Direct		16,228	16,228	17,044	16,953	0	(725)	0	(725)	0	16,228	0	0	0	108	09/01/2030	1
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						75,677	75,677	80,768	79,818	0	(4,141)	0	(4,141)	0	75,677	0	0	0	556	XXX	XXX
8399997 - Subtotals - Bonds - Part 4						75,677	75,677	80,768	79,818	0	(4,141)	0	(4,141)	0	75,677	0	0	0	556	XXX	XXX
8399999 - Subtotals - Bonds						75,677	75,677	80,768	79,818	0	(4,141)	0	(4,141)	0	75,677	0	0	0	556	XXX	XXX
9999999 Totals						75,677	XXX	80,768	79,818	0	(4,141)	0	(4,141)	0	75,677	0	0	0	556	XXX	XXX

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

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

Schedule DB - Part D - Section 2

NONE

Schedule DL - Part 1

NONE

Schedule DL - Part 2

NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1	2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					6	7	8	
Depository	Code	Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	First Month	Second Month	Third Month	*
Open Depositories								
Suntrust-0291 Kentucky		0.000	0	0	(6,750,949)	(6,458,727)	(5,625,272)	XXX
Suntrust-0283 Kentucky		0.000	0	0	60,956,141	84,525,452	17,614,673	XXX
US Bank-5146 Tennessee		0.000	0	0	5,704,983	5,704,890	5,596,876	XXX
Pinnacle-7174 Tennessee		0.000	0	0	2,266,282	1,220,167	1,447,216	XXX
Suntrust-7910 Kentucky		0.300	5,138	0	5,002,713	5,001,151	5,001,274	XXX
Cash-State Street Various		0.000	0	0	3,970,000	3,970,000	3,970,000	XXX
U S Bank-0196 Tennessee		0.000	0	0	(17,999)	(17,906)	(17,851)	XXX
NA Tennessee		0.000	0	0	0	68,200	0	XXX
0199998 Deposits in 0 depositories that do not exceed the allowable limit in any one depository (See Instructions) - Open Depositories	XXX	XXX	0	0	0	3,313	0	XXX
0199999 Total Open Depositories	XXX	XXX	5,138	0	71,131,170	94,016,538	27,986,916	XXX
0399999 Total Cash on Deposit	XXX	XXX	5,138	0	71,131,170	94,016,538	27,986,916	XXX
0499999 Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
0599999 Total	XXX	XXX	5,138	0	71,131,170	94,016,538	27,986,916	XXX

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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

9 5 7 9 2 2 0 1 5 3 6 5 0 0 1 0 1

SUPPLEMENT FOR THE QUARTER ENDING MARCH 31, 2015 OF THE Windsor Health Plan, Inc.

MEDICARE PART D COVERAGE SUPPLEMENT

(Net of Reinsurance)

NAIC Group Code.....01199 NAIC Company Code.....95792

	Individual Coverage		Group Coverage		5
	1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1. Premiums Collected	6,927,659	XXX		XXX	6,927,659
2. Earned Premiums	4,174,771	XXX		XXX	XXX
3. Claims Paid	22,902,585	XXX		XXX	22,902,585
4. Claims Incurred	(312,476)	XXX		XXX	XXX
5. Reinsurance Coverage and Low Income Cost Sharing – Claims Paid Net of Reimbursements Applied (a)	XXX		XXX		0
6. Aggregate Policy Reserves - Change	(1,541,923)	XXX		XXX	XXX
7. Expenses Paid	1,732,486	XXX		XXX	1,732,486
8. Expenses Incurred	1,732,486	XXX		XXX	XXX
9. Underwriting Gain or Loss	4,296,684	XXX	0	XXX	XXX
10. Cash Flow Result	XXX	XXX	XXX	XXX	(17,707,412)

(a) Uninsured Receivable/Payable with CMS at End of Quarter: $ 38,855,458 due from CMS or $ 0 due to CMS