* 5 2 6 3 0 2 0 1 3 2 0 1 0 0 1 0 0 *

ANNUAL STATEMENT

For the Year Ended December 31, 2013

of the Condition and Affairs of the

Molina Healthcare of Michigan, Inc.

NAIC Group Code.....1531, 1531 (Current Period) (Prior Period) NAIC Company Code..... 52630 Employer's ID Number..... 38-3341599

Organized under the Laws of Michigan State of Domicile or Port of Entry Michigan Country of Domicile US

Licensed as Business Type.....Health Maintenance Organization Is HMO Federally Qualified? Yes [ ] No [X]

Incorporated/Organized..... February 12, 1997 Commenced Business..... January 1, 1998

Statutory Home Office	100 West Big Beaver Rd., Suite 600….. Troy ..... MI ..... US …. 48084-5209 *(Street and Number) (City or Town, State, Country and Zip Code)*	
Main Administrative Office	100 West Big Beaver Rd., Suite 600….. Troy ..... MI ..... US …. 48084-5209 *(Street and Number) (City or Town, State, Country and Zip Code)*	248-925-1700 *(Area Code) (Telephone Number)*
Mail Address	100 West Big Beaver Rd., Suite 600….. Troy ..... MI ..... US …. 48084-5209 *(Street and Number or P. O. Box) (City or Town, State, Country and Zip Code)*	
Primary Location of Books and Records	100 West Big Beaver Rd., Suite 600….. Troy ..... MI ..... US …. 48084-5209 *(Street and Number) (City or Town, State, Country and Zip Code)*	248-925-1700 *(Area Code) (Telephone Number)*
Internet Web Site Address	www.molinahealthcare.com	
Statutory Statement Contact	Pamela Mary Gourwitz *(Name)*	888-562-5442-151701 *(Area Code) (Telephone Number) (Extension)*
	pamela.gourwitz@molinahealthcare.com *(E-Mail Address)*	248-925-1721 *(Fax Number)*

OFFICERS

Name	Title	Name	Title
1. Stephen Devon Harris	President	2. Stephen Blaney Whiting	Treasurer/VP
3. Jeffrey Don Barlow	Secretary	4.	

OTHER

DIRECTORS OR TRUSTEES

Stephen Devon Harris	Matthew Carter Schueren	Maritza Esther Borrajero	Juan Jose Orellana #
Linda May Betts	Marissa Ann Morgan		

State of..... Michigan
County of..... Oakland

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.

(Signature)	(Signature)	(Signature)
Stephen Devon Harris	Stephen Blaney Whiting	Jeffrey Don Barlow
1. (Printed Name)	2. (Printed Name)	3. (Printed Name)
President	Treasurer/VP	Secretary
(Title)	(Title)	(Title)

Subscribed and sworn to before me
This _____ day of _____ 2014

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

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
A&H Premiums Due and Unpaid						
0399999. Premiums due and unpaid from Medicare entities	7,089,835					7,089,835
0499999. Premiums due and unpaid from Medicaid entities	2,739,286	526,965	230,274	1,444,337		4,940,862
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	9,829,121	526,965	230,274	1,444,337	0	12,030,697

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
Pharmaceutical Rebate Receivables						
CVS Caremark	960,657			1,217,833		2,178,490
0199999. Total Pharmaceutical Rebate Receivables	960,657	0	0	1,217,833	0	2,178,490
Capitation Arrangement Receivables						
0499998. Capitation Arrangement Receivables Not Listed Individually	9,905					9,905
0499999. Total Capital Arrangement Receivables	9,905	0	0	0	0	9,905
0799999. Gross Health Care Receivables	970,562	0	0	1,217,833	0	2,188,395

EXHIBIT 4 - 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)						
CVS Caremark	3,585,801					3,585,801
Provider Payable	14,225,275	2,725,591	2,716,385	2,300,287	3,283,682	25,251,220
Provider Settlement Accrual	1,478,957					1,478,957
0199999. Individually listed claims unpaid	19,290,033	2,725,591	2,716,385	2,300,287	3,283,682	30,315,977
0399999. Aggregate accounts not individually listed - covered	1,134,946	57,421	26,460	37,417	62,003	1,318,247
0499999. Subtotals	20,424,979	2,783,012	2,742,845	2,337,703	3,345,686	31,634,225
0599999. Unreported claim and other claim reserves						49,485,287
0799999. Total claims unpaid						81,119,512
0899999. Accrued medical incentive pool and bonus amounts						2,107,183

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5	6	Admitted	
						7	8
Name of Affiliate	1 - 30 Days	31 - 60 Days	61 - 90 Days	Over 90 Days	Nonadmitted	Current	Non-Current

NONE

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1 Affiliate	2 Description	3 Amount	4 Current	5 Non-Current
Amounts Due To Parent, Subsidiaries and Affiliates				
Molina Healthcare, Inc.	Misc Charges	1,078,544	1,078,544	
0199999. Individually listed payables		1,078,544	1,078,544	0
0399999. Total gross payables		1,078,544	1,078,544	0

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

Payment Method	1 Direct Medical Expense Payment	2 Column 1 as a % of Total Payment	3 Total Members Covered	4 Column 3 as a % of Total Members	5 Column 1 Expenses Paid to Affiliated Providers	6 Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:						
1. Medical groups	0	0.0				
2. Intermediaries	2,733,309	0.4	212,293	99.7		2,733,309
3. All other providers	210,906,400	28.2	212,837	100.0		210,906,400
4. Total capitation payments	213,639,709	28.6	425,130	199.7	0	213,639,709
Other Payments:						
5. Fee-for-service	80,618,605	10.8	XXX	XXX		80,618,605
6. Contractual fee payments	453,279,439	60.6	XXX	XXX		453,279,439
7. Bonus/withhold arrangements - fee-for-service	0	0.0	XXX	XXX		
8. Bonus/withhold arrangements - contractual fee payments	0	0.0	XXX	XXX		
9. Non-contingent salaries	0	0.0	XXX	XXX		
10. Aggregate cost arrangements	0	0.0	XXX	XXX		
11. All other payments	0	0.0	XXX	XXX		
12. Total other payments	533,898,044	71.4	XXX	XXX	0	533,898,044
13. Total (Line 4 plus Line 12)	747,537,753	100.0	XXX	XXX	0	747,537,753

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1 NAIC Code	2 Name of Intermediary	3 Capitation Paid	4 Average Monthly Capitation	5 Intermediary's Total Adjusted Capital	6 Intermediary's Authorized Control Level RBC
Transactions with Intermediaries					
	March Vision	2,733,309	227,776		
9999999. Totals		2,733,309	XXX	XXX	XXX

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

Description	1 Cost	2 Improvements	3 Accumulated Depreciation	4 Book Value Less Encumbrances	5 Assets Not Admitted	6 Net Admitted Assets
1. Administrative furniture and equipment	915,382		914,513	869	869	0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment	829,330		714,801	114,529	114,529	0
6. Total	1,744,712	0	1,629,314	115,398	115,398	0

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....Molina Healthcare of Michigan, Inc. 2. Troy, MI

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR (Location)

NAIC Group Code.....1531

NAIC Company Code.....52630

	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	220,377	1,273						9,687	209,417	
2. First quarter	217,123	1,306						9,167	206,650	
3. Second quarter	215,190	1,324						9,548	204,318	
4. Third quarter	212,925	1,644						10,011	201,270	
5. Current year	212,837	4,202						10,409	198,226	
6. Current year member months	2,581,007	25,210						115,580	2,440,217	
Total Member Ambulatory Encounters for Year:										
7. Physician	1,144,269	6,539						132,570	1,005,160	
8. Non-physician	1,648,853	5,435						193,873	1,449,545	
9. Totals	2,793,122	11,974	0	0	0	0	0	326,443	2,454,705	0
10. Hospital patient days incurred	132,165	61						31,316	100,788	
11. Number of inpatient admissions	19,915	16						2,970	16,929	
12. Health premiums written (b)	883,618,057	2,570,461						153,854,613	727,192,983	
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	883,618,057	2,570,461						153,854,613	727,192,983	
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	747,537,754	1,170,113						132,097,611	614,270,030	
18. Amount incurred for provision of health care services	755,075,548	1,412,189						133,939,930	619,723,429	

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....153,854,613

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION.....Molina Healthcare of Michigan, Inc. 2. Troy, MI

BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR (Location)

NAIC Group Code.....1531

NAIC Company Code.....52630

	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	220,377	1,273						9,687	209,417	
2. First quarter	217,123	1,306						9,167	206,650	
3. Second quarter	215,190	1,324						9,548	204,318	
4. Third quarter	212,925	1,644						10,011	201,270	
5. Current year	212,837	4,202						10,409	198,226	
6. Current year member months	2,581,007	25,210						115,580	2,440,217	
Total Member Ambulatory Encounters for Year:										
7. Physician	1,144,269	6,539						132,570	1,005,160	
8. Non-physician	1,648,853	5,435						193,873	1,449,545	
9. Totals	2,793,122	11,974	0	0	0	0	0	326,443	2,454,705	0
10. Hospital patient days incurred	132,165	61						31,316	100,788	
11. Number of inpatient admissions	19,915	16						2,970	16,929	
12. Health premiums written (b)	883,618,057	2,570,461						153,854,613	727,192,983	
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	883,618,057	2,570,461						153,854,613	727,192,983	
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	747,537,754	1,170,113						132,097,611	614,270,030	
18. Amount incurred for provision of health care services	755,075,548	1,412,189						133,939,930	619,723,429	

(a) For health business: number of persons insured under PPO managed care products.....0 and number of persons insured under indemnity only products.....0.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees $.....153,854,613

Sch. S-Pt. 1-Sn. 2
NONE

Sch. S-Pt. 2
NONE

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	Outstanding Surplus Relief		12	13
									10	11		
NAIC Company Code	ID Number	Effective Date	Name of Company	Domiciliary Jurisdiction	Type	Premiums	Unearned Premiums (estimated)	Reserve Credit Taken Other Than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates												
93572	43-1235868	01/01/2013	RGA Reinsurance Company	MO	SSL/A/G	233,090						
0899999.	Total - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates					233,090	0	0	0	0	0	0
1099999.	Total - General Account - Authorized - Non-Affiliates					233,090	0	0	0	0	0	0
1199999.	Total - General Account - Authorized					233,090	0	0	0	0	0	0
3499999.	Total - General Account - Authorized, Unauthorized and Certified					233,090	0	0	0	0	0	0
6999999.	Total - U.S.					233,090	0	0	0	0	0	0
9999999.	Total					233,090	0	0	0	0	0	0

Sch. S-Pt. 4
NONE

Sch. S-Pt. 5
NONE

SCHEDULE S - PART 6

Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

		1 2013	2 2012	3 2011	4 2010	5 2009
A.	**OPERATIONS ITEMS**					
1.	Premiums	2	1	1	1	0
2.	Title XVIII - Medicare	54	63	195	211	105
3.	Title XIX - Medicaid	177	178	230	552	522
4.	Commissions and reinsurance expense allowance					
5.	Total hospital and medical expenses					
B.	**BALANCE SHEET ITEMS**					
6.	Premiums receivable					
7.	Claims payable					
8.	Reinsurance recoverable on paid losses					
9.	Experience rating refunds due or unpaid					
10.	Commissions and reinsurance expense allowances due					
11.	Unauthorized reinsurance offset					
12.	Offset for reinsurance with certified reinsurers			XXX	XXX	XXX
C.	**UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)**					
13.	Funds deposited by and withheld from (F)					
14.	Letters of credit (L)					
15.	Trust agreements (T)					
16.	Other (O)					
D.	**REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)**					
17.	Multiple beneficiary trust			XXX	XXX	XXX
18.	Funds deposited by and withheld from (F)			XXX	XXX	XXX
19.	Letters of credit (L)			XXX	XXX	XXX
20.	Trust agreements (T)			XXX	XXX	XXX
21.	Other (O)			XXX	XXX	XXX

SCHEDULE S - PART 7

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

		1 As Reported (Net of Ceded)	2 Restatement Adjustments	3 Restated (Gross of Ceded)
	ASSETS (Page 2, Col. 3)			
1.	Cash and invested assets (Line 12)	175,154,478		175,154,478
2.	Accident and health premiums due and unpaid (Line 15)	12,030,697		12,030,697
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	6,485,919		6,485,919
6.	Totals assets (Line 28)	193,671,094	0	193,671,094
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	81,119,512		81,119,512
8.	Accrued medical incentive pool and bonus payments (Line 2)	2,107,183		2,107,183
9.	Premiums received in advance (Line 8)	2,753		2,753
10.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			0
11.	Reinsurance in unauthorized companies (Line 20 minus inset amount)			0
12.	Reinsurance with certified reinsurers (Line 20 inset amount)			0
13.	Funds held under reinsurance treaties with certified reinsurers (Line 19 third inset amount)			0
14.	All other liabilities (balance)	7,783,129		7,783,129
15.	Total liabilities (Line 24)	91,012,577	0	91,012,577
16.	Total capital and surplus (Line 33)	102,658,517	XXX	102,658,517
17.	Total liabilities, capital and surplus (Line 34)	193,671,094	0	193,671,094
	NET CREDIT FOR CEDED REINSURANCE			
18.	Claims unpaid	0		
19.	Accrued medical incentive pool	0		
20.	Premiums received in advance	0		
21.	Reinsurance recoverable on paid losses	0		
22.	Other ceded reinsurance recoverables	0		
23.	Total ceded reinsurance recoverables	0		
24.	Premiums receivable	0		
25.	Funds held under reinsurance treaties with authorized and unauthorized reinsurers	0		
26.	Unauthorized reinsurance	0		
27.	Reinsurance with certified reinsurers	0		
28.	Funds held under reinsurance treaties with certified reinsurers	0		
29.	Other ceded reinsurance payables/offsets	0		
30.	Total ceded reinsurance payables/offsets	0		
31.	Total net credit for ceded reinsurance	0		

SCHEDULE T - PART 2

INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN

Allocated by States and Territories

States, Etc.		Direct Business Only 1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama	AL						0
2. Alaska	AK						0
3. Arizona	AZ						0
4. Arkansas	AR						0
5. California	CA						0
6. Colorado	CO						0
7. Connecticut	CT						0
8. Delaware	DE						0
9. District of Columbia	DC						0
10. Florida	FL						0
11. Georgia	GA						0
12. Hawaii	HI						0
13. Idaho	ID						0
14. Illinois	IL						0
15. Indiana	IN						0
16. Iowa	IA						0
17. Kansas	KS						0
18. Kentucky	KY						0
19. Louisiana	LA						0
20. Maine	ME						0
21. Maryland	MD						0
22. Massachusetts	MA						0
23. Michigan	MI						0
24. Minnesota	MN						0
25. Mississippi	MS						0
26. Missouri	MO						0
27. Montana	MT						0
28. Nebraska	NE						0
29. Nevada	NV						0
30. New Hampshire	NH						0
31. New Jersey	NJ						0
32. New Mexico	NM						0
33. New York	NY						0
34. North Carolina	NC						0
35. North Dakota	ND						0
36. Ohio	OH						0
37. Oklahoma	OK						0
38. Oregon	OR						0
39. Pennsylvania	PA						0
40. Rhode Island	RI						0
41. South Carolina	SC						0
42. South Dakota	SD						0
43. Tennessee	TN						0
44. Texas	TX						0
45. Utah	UT						0
46. Vermont	VT						0
47. Virginia	VA						0
48. Washington	WA						0
49. West Virginia	WV						0
50. Wisconsin	WI						0
51. Wyoming	WY						0
52. American Samoa	AS						0
53. Guam	GU						0
54. Puerto Rico	PR						0
55. US Virgin Islands	VI						0
56. Northern Mariana Islands	MP						0
57. Canada	CAN						0
58. Aggregate Other Alien	OT						0
59. Totals		0	0	0	0	0	0

NONE

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 Federal ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names 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 *
Members														
1531	Molina Healthcare, Inc.	00000	13-4204626		0001179929	Molina Healthcare, Inc.	Molina Healthcare, Inc.	DE	UDP	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	33-0342719			Molina Healthcare, Inc.	Molina Healthcare of California	CA	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	52630	38-3341599			Molina Healthcare, Inc.	Molina Healthcare of Michigan, Inc.	MI	RE	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	95502	33-0617992			Molina Healthcare, Inc.	Molina Healthcare of Utah, Inc.	UT	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	96270	91-1284790			Molina Healthcare, Inc.	Molina Healthcare of Washington, Inc.	WA	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	95739	85-0408506			Molina Healthcare, Inc.	Molina Healthcare of New Mexico, Inc.	NM	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	10757	20-1494502			Molina Healthcare, Inc.	Molina Healthcare of Texas, Inc.	TX	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	13778	27-0522725			Molina Healthcare, Inc.	Molina Healthcare of Texas Insurance Company	TX	IA	Molina Healthcare of Texas, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	12334	20-0750134			Molina Healthcare, Inc.	Molina Healthcare of Ohio, Inc.	OH	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	20-2714545			Molina Healthcare, Inc.	Molina Healthcare of California Partner Plan, Inc.	CA	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	13128	26-0155137			Molina Healthcare, Inc.	Molina Healthcare of Florida, Inc.	FL	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	15133	26-1769086			Molina Healthcare, Inc.	Molina Healthcare of Virginia, Inc.	VA	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	27-1510177			Molina Healthcare, Inc.	Molina Information Systems, LLC (dba Molina Medicaid Solutions)	CA	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	12007	20-0813104			Molina Healthcare, Inc.	Molina Healthcare of Wisconsin, Inc.	WI	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	14104	27-1823188			Molina Healthcare, Inc.	Molina Healthcare of Illinois, Inc.	IL	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	45-2854547			Molina Healthcare, Inc.	Molina Pathways, LLC	DE	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	45-2634351			Molina Healthcare, Inc.	Molina Healthcare Data Center, Inc.	NM	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	37-1652282			Molina Healthcare, Inc.	American Family Care, Inc.	CA	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	26-1938644			Molina Healthcare, Inc.	Molina Healthcare of Arizona, Inc.	AZ	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	80-0800257			Molina Healthcare, Inc.	Molina Healthcare of Georgia, Inc.	GA	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	26-3342852			Molina Healthcare, Inc.	Molina Healthcare of Missouri, Inc.	MO	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	26-4390042			Molina Healthcare, Inc.	Molina Healthcare of Mississippi, Inc.	MS	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	46-0598968			Molina Healthcare, Inc.	Molina Healthcare of Maryland, Inc.	MD	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	46-2821516			Molina Healthcare, Inc.	American Family Care Hospital Management, Inc.	CA	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	15329	46-2992125			Molina Healthcare, Inc.	Molina Healthcare of South Carolina, Inc.	SC	IA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	46-4148278			Molina Healthcare, Inc.	Molina Healthcare of North Carolina, Inc.	NC	NIA	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	

SCHEDULE Y

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1 NAIC Company Code	2 Federal ID Number	3 Names of Insurers and Parent, Subsidiaries or Affiliates	4 Shareholder Dividends	5 Capital Contributions	6 Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	7 Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	8 Management Agreements and Service Contracts	9 Income/ (Disbursements) Incurred under Reinsurance Agreements	10 *	11 Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	12 Totals	13 Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
Affiliated Transactions												
00000	13-4204626	Molina Healthcare, Inc.	23,929,549	(165,473,018)			666,976,416				525,432,947	
00000	33-0342719	Molina Healthcare of California		10,617,109			127,361,043				137,978,152	
95502	33-0617992	Molina Healthcare of Utah, Inc.	(6,000,000)				(36,272,649)				(42,272,649)	
52630	38-3341599	Molina Healthcare of Michigan, Inc.					(70,865,438)				(70,865,438)	
96270	91-1284790	Molina Healthcare of Washington, Inc.		171,285			(115,287,399)				(115,116,114)	
95739	85-0408506	Molina Healthcare of New Mexico, Inc.	(5,000,000)	47,000,000			(45,996,758)				(3,996,758)	
10757	20-1494502	Molina Healthcare of Texas, Inc.		4,000,000			(143,331,170)	(2,596,287)			(141,927,457)	
12334	20-0750134	Molina Healthcare of Ohio, Inc.					(126,019,787)				(126,019,787)	
13128	26-0155137	Molina Healthcare of Florida, Inc.		4,000,000			(21,510,297)				(17,510,297)	
95609	43-1743902	Alliance for Community Health, LLC	(12,929,549)								(12,929,549)	
00000	26-1769086	Molina Healthcare of Virginia, Inc.		1,000,000			(419,973)				580,027	
12007	20-0813104	Molina Healthcare of Wisconsin, Inc.					(18,076,519)				(18,076,519)	
14104	27-1823188	Molina Healthcare of Illinois, Inc.		10,000,000			5,861,186				15,861,186	
14398	45-4750271	Molina Healthcare of the District of Columbia, Inc.		(1,520,000)							(1,520,000)	
00000	46-0598968	Molina Healthcare of Maryland, Inc.		1,611,000							1,611,000	
15329	46-2992125	Molina Healthcare of South Carolina, Inc.		74,021,000			5,000				74,026,000	
00000	27-1510177	Molina Information Systems, LLC (dba Molina Medicaid Soluti					(39,539,265)				(39,539,265)	
13778	27-0522725	Molina Healthcare of Texas Insurance Company					(208,650)	2,596,287			2,387,637	
00000	20-2714545	Molina Healthcare of California Partner Plan, Inc.					(203,428,517)				(203,428,517)	
00000	45-2634351	Molina Healthcare Data Center, Inc.		(500,000)			4,000,430				3,500,430	
00000	37-1652282	American Family Care, Inc.		9,572,624			13,707,690				23,280,314	
00000	46-2821516	American Family Care Hospital Management, Inc.		5,500,000							5,500,000	
00000	27-4034065	Molina Center LLC					3,044,657				3,044,657	
9999999.	Control Totals		0	0	0	0	0	0	XXX	0	0	0

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED 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.

	MARCH FILING	Responses
1.	Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
2.	Will an actuarial opinion be filed by March 1?	YES
3.	Will the confidential Risk-Based Capital Report be filed with the NAIC by March 1?	YES
4.	Will the confidential Risk-Based Capital Report be filed with the state of domicile, if required, by March 1?	YES
	APRIL FILING	
5.	Will the Management's Discussion and Analysis be filed by April 1?	YES
6.	Will the Supplemental Investment Risk Interrogatories be filed by April 1?	YES
7.	Will the Accident and Health Policy Experience Exhibit be filed by April 1?	YES
	JUNE FILING	
8.	Will an audited financial report be filed by June 1?	YES
9.	Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1?	YES
	AUGUST FILING	
10.	Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1?	YES

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.

	MARCH FILING	
11.	Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	SEE EXPLANATION
12.	Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC?	SEE EXPLANATION
13.	Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC?	SEE EXPLANATION
14.	Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	SEE EXPLANATION
15.	Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	SEE EXPLANATION
16.	Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Supplement be filed with the state of domicile and electronically with the NAIC by March 1?	SEE EXPLANATION
17.	Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1?	SEE EXPLANATION
18.	Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partners be filed electronically with the NAIC by March 1?	SEE EXPLANATION
19.	Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1?	SEE EXPLANATION
20.	Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1?	SEE EXPLANATION
	APRIL FILING	
21.	Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	SEE EXPLANATION
22.	Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC?	SEE EXPLANATION
23.	Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC?	SEE EXPLANATION
24.	Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1?	SEE EXPLANATION
25.	Will the regulator only (non-public) Supplemental Health Care Exhibit's Expense Allocation Report be filed with the state of domicile and the NAIC by April 1?	SEE EXPLANATION
	AUGUST FILING	
26.	Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1?	YES

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

EXPLANATIONS:

1.

2.

3.

4.

5.

6.

7.

8.

9.

10.

11. This line of business is not written by the company.

12. This line of business is not written by the company.

13. This line of business is not written by the company.

14. Not applicable

15. Not applicable

16. Not applicable

17. This line of business is not written by the company.

18. Not applicable

19. Not applicable

20. Not applicable

21. This line of business is not written by the company.

22. This line of business is not written by the company.

23. This line of business is not written by the company.

24. Not applicable

25. Not applicable

26.

BAR CODE:

5263020133600000

5263020132050000

5263020132070000

5263020134200000

5263020133710000

5263020133700000

5263020133650000

5263020132240000

5263020132250000

5263020132260000

5263020133060000

5263020132110000

5263020132130000

5263020132160000

5263020132170000

Overflow Page for Write-Ins

Additional Write-ins for Assets:

	Current Statement Date			4
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	December 31, Prior Year Net Admitted Assets
2504. State Income Tax Recoverable	807,276		807,276	
2597. Summary of remaining write-ins for Line 25	807,276	0	807,276	0

Additional Write-ins for Underwriting and Investment Exhibit-Part 3:

	1 Cost Containment Expenses	2 Other Claim Adjustment Expenses	3 General Administrative Expenses	4 Investment Expenses	5 Total
2504. Conferences/Seminars	15,853	1,563	73,158		90,574
2505. Miscellaneous and Other Administrative Expenses	2,581,842	506,052	123,924		3,211,818
2597. Summary of remaining write-ins for Line 25	2,597,695	507,615	197,082	0	3,302,392

Overflow Page for Write-Ins

NONE

2013 ALPHABETICAL INDEX
HEALTH ANNUAL STATEMENT BLANK

Analysis of Operations By Lines of Business	7	Schedule D – Part 6 – Section 2	E16
Assets	2	Schedule D – Summary By Country	SI04
Cash Flow	6	Schedule D – Verification Between Years	SI03
Exhibit 1 – Enrollment By Product Type for Health Business Only	17	Schedule DA – Part 1	E17
Exhibit 2 – Accident and Health Premiums Due and Unpaid	18	Schedule DA – Verification Between Years	SI10
Exhibit 3 – Health Care Receivables	19	Schedule DB – Part A – Section 1	E18
Exhibit 3A – Health Care Receivables Collected and Accrued	20	Schedule DB – Part A – Section 2	E19
Exhibit 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	21	Schedule DB – Part A – Verification Between Years	SI11
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	22	Schedule DB – Part B – Section 1	E20
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	23	Schedule DB – Part B – Section 2	E21
Exhibit 7 – Part 1 – Summary of Transactions With Providers	24	Schedule DB – Part B – Verification Between Years	SI11
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	24	Schedule DB – Part C – Section 1	SI12
Exhibit 8 – Furniture, Equipment and Supplies Owned	25	Schedule DB – Part C – Section 2	SI13
Exhibit of Capital Gains (Losses)	15	Schedule DB – Part D – Section 1	E22
Exhibit of Net Investment Income	15	Schedule DB – Part D – Section 2	E23
Exhibit of Nonadmitted Assets	16	Schedule DB – Verification	SI14
Exhibit of Premiums, Enrollment and Utilization (State Page)	30	Schedule DL – Part 1	E24
Five-Year Historical Data	29	Schedule DL – Part 2	E25
General Interrogatories	27	Schedule E – Part 1 – Cash	E26
Jurat Page	1	Schedule E – Part 2 – Cash Equivalents	E27
Liabilities, Capital and Surplus	3	Schedule E – Part 3 – Special Deposits	E28
Notes To Financial Statements	26	Schedule E – Verification Between Years	SI15
Overflow Page For Write-ins	44	Schedule S – Part 1 – Section 2	31
Schedule A – Part 1	E01	Schedule S – Part 2	32
Schedule A – Part 2	E02	Schedule S – Part 3 – Section 2	33
Schedule A – Part 3	E03	Schedule S – Part 4	34
Schedule A – Verification Between Years	SI02	Schedule S – Part 5	35
Schedule B – Part 1	E04	Schedule S – Part 6	36
Schedule B – Part 2	E05	Schedule S – Part 7	37
Schedule B – Part 3	E06	Schedule T – Part 2 – Interstate Compact	38
Schedule B – Verification Between Years	SI02	Schedule T – Premiums and Other Considerations	39
Schedule BA – Part 1	E07	Schedule Y – Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule BA – Part 2	E08	Schedule Y – Part 1A – Detail of Insurance Holding Company System	41
Schedule BA – Part 3	E09	Schedule Y – Part 2 – Summary of Insurer's Transactions With Any Affiliates	42
Schedule BA – Verification Between Years	SI03	Statement of Revenue and Expenses	4
Schedule D – Part 1	E10	Summary Investment Schedule	SI01
Schedule D – Part 1A – Section 1	SI05	Supplemental Exhibits and Schedules Interrogatories	43
Schedule D – Part 1A – Section 2	SI08	Underwriting and Investment Exhibit – Part 1	8
Schedule D – Part 2 – Section 1	E11	Underwriting and Investment Exhibit – Part 2	9
Schedule D – Part 2 – Section 2	E12	Underwriting and Investment Exhibit – Part 2A	10
Schedule D – Part 3	E13	Underwriting and Investment Exhibit – Part 2B	11
Schedule D – Part 4	E14	Underwriting and Investment Exhibit – Part 2C	12
Schedule D – Part 5	E15	Underwriting and Investment Exhibit – Part 2D	13
Schedule D – Part 6 – Section 1	E16	Underwriting and Investment Exhibit – Part 3	14