52630201220100100

ANNUAL STATEMENT

For the Year Ended December 31, 2012

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 USA

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

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

Statutory Home Office 100 West Big Beaver, Suite 600….. Troy ..... MI ..... …. 48084-5209
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 100 West Big Beaver, Suite 600….. Troy ..... MI ..... …. 48084-5209
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 100 West Big Beaver, Suite 600….. Troy ..... MI ..... …. 48084-5209
(Street and Number or P. O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 100 West Big Beaver, Suite 600….. Troy ..... MI ..... …. 48084-5209
(Street and Number) (City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.molinahealthcare.com

Statutory Statement Contact Michele Renee Lundberg 248-925-1700
(Name) (Area Code) (Telephone Number) (Extension)

michele.lundberg@molinahealthcare.com 248-925-1722
(E-Mail Address) (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 Karen Jeppson Warren
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 _____ 2013

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	1,377,634					1,377,634
0499999. Premiums due and unpaid from Medicaid entities	4,936,408	1,570,981	346,055	706,339		7,559,783
0599999. Accident and health premiums due and unpaid (Page 2, Line 15)	6,314,042	1,570,981	346,055	706,339	0	8,937,417

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						
Rx America	916,701	894,416	858,767	1,641,825	4,311,709	0
0199999. Total Pharmaceutical Rebate Receivables	916,701	894,416	858,767	1,641,825	4,311,709	0
Other Receivables						
0699998. Other Receivables Not Listed Individually	10,797					10,797
0699999. Total Other Receivables	10,797	0	0	0	0	10,797
0799999. Total Health Care Receivables	927,498	894,416	858,767	1,641,825	4,311,709	10,797

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	5,092,636					5,092,636
0199999. Individually listed claims unpaid	5,092,636	0	0	0	0	5,092,636
0399999. Aggregate accounts not individually listed - covered	26,088,680					26,088,680
0499999. Subtotals	31,181,316	0	0	0	0	31,181,316
0599999. Unreported claim and other claim reserves						52,970,564
0799999. Total claims unpaid						84,151,880
0899999. Accrued medical incentive pool and bonus amounts						1,541,198

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	876,279	876,279	
0199999. Individually listed payables		876,279	876,279	0
0399999. Total gross payables		876,279	876,279	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	1,999,885	0.3	220,011	99.8	1,999,885	
3. All other providers	192,358,704	26.6	220,377	100.0		192,358,704
4. Total capitation payments	194,358,589	26.9	440,388	199.8	1,999,885	192,358,704
Other Payments:						
5. Fee-for-service	115,531,067	16.0	XXX	XXX		115,531,067
6. Contractual fee payments	412,731,701	57.1	XXX	XXX		412,731,701
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	528,262,768	73.1	XXX	XXX	0	528,262,768
13. Total (Line 4 plus Line 12)	722,621,357	100.0	XXX	XXX	1,999,885	720,621,472

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	1,999,885	166,657		
9999999. Totals		1,999,885	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		913,464	1,918	1,918	0
2. Medical furniture, equipment and fixtures						0
3. Pharmaceuticals and surgical supplies						0
4. Durable medical equipment						0
5. Other property and equipment	825,289		633,726	191,563	191,563	0
6. Total	1,740,671	0	1,547,190	193,481	193,481	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 Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	222,321	1,178						8,229	212,914	
2. First quarter	221,700	1,176						8,497	212,027	
3. Second quarter	219,677	1,215						8,893	209,569	
4. Third quarter	218,610	1,238						9,340	208,032	
5. Current year	220,377	1,273						9,687	209,417	
6. Current year member months	2,639,337	14,540						107,541	2,517,256	
Total Member Ambulatory Encounters for Year:										
7. Physician	1,178,552	3,779						121,682	1,053,091	
8. Non-physician	1,604,007	3,052						179,436	1,421,519	
9. Totals	2,782,559	6,831	0	0	0	0	0	301,118	2,474,610	0
10. Hospital patient days incurred	121,388	39						27,070	94,279	
11. Number of inpatient admissions	20,216	11						2,237	17,968	
12. Health premiums written (b)	841,419,847	1,155,700						144,781,364	695,482,783	
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	841,419,847	1,155,700						144,781,364	695,482,783	
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	722,621,357	746,577						114,846,463	607,028,317	
18. Amount incurred for provision of health care services	730,465,673	722,022						121,790,781	607,952,870	

(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 $.....144,781,364

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 Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior year	222,321	1,178						8,229	212,914	
2. First quarter	221,700	1,176						8,497	212,027	
3. Second quarter	219,677	1,215						8,893	209,569	
4. Third quarter	218,610	1,238						9,340	208,032	
5. Current year	220,377	1,273						9,687	209,417	
6. Current year member months	2,639,337	14,540						107,541	2,517,256	
Total Member Ambulatory Encounters for Year:										
7. Physician	1,178,552	3,779						121,682	1,053,091	
8. Non-physician	1,604,007	3,052						179,436	1,421,519	
9. Totals	2,782,559	6,831	0	0	0	0	0	301,118	2,474,610	0
10. Hospital patient days incurred	121,388	39						27,070	94,279	
11. Number of inpatient admissions	20,216	11						2,237	17,968	
12. Health premiums written (b)	841,419,847	1,155,700						144,781,364	695,482,783	
13. Life premiums direct	0									
14. Property/casualty premiums written	0									
15. Health premiums earned	841,419,847	1,155,700						144,781,364	695,482,783	
16. Property/casualty premiums earned	0									
17. Amount paid for provision of health care services	722,621,357	746,577						114,846,463	607,028,317	
18. Amount incurred for provision of health care services	730,465,673	722,022						121,790,781	607,952,870	

(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 $.....121,790,781

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	Federal 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	01/01/2012	RGA Reinsurance Company	MO	SSL/A/G	241,890						
0499999.	Total - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates					241,890	0	0	0	0	0	0
0699999.	Total - General Account - Authorized - Non-Affiliates					241,890	0	0	0	0	0	0
0799999.	Total - General Account - Authorized					241,890	0	0	0	0	0	0
2299999.	Total - General Account - Authorized, Unauthorized and Certified					241,890	0	0	0	0	0	0
4599999.	Total - U.S.					241,890	0	0	0	0	0	0
4799999.	Total					241,890	0	0	0	0	0	0

Sch. S-Pt. 4
NONE

Sch. S-Pt. 5
NONE

Sch. S-Pt. 5
NONE

SCHEDULE S - PART 6

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

	1 2012	2 2011	3 2010	4 2009	5 2008
A. OPERATIONS ITEMS					
1. Premiums	1	1	1	0	
2. Title XVIII - Medicare	63	195	211	105	79
3. Title XIX - Medicaid	178	230	552	522	179
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					32
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	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	XXX
18. Funds deposited by and withheld from (F)		XXX	XXX	XXX	XXX
19. Letters of credit (L)		XXX	XXX	XXX	XXX
20. Trust agreements (T)		XXX	XXX	XXX	XXX
21. Other (O)		XXX	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)	153,414,576		153,414,576
2.	Accident and health premiums due and unpaid (Line 15)	8,937,417		8,937,417
3.	Amounts recoverable from reinsurers (Line 16.1)			0
4.	Net credit for ceded reinsurance	XXX		0
5.	All other admitted assets (balance)	12,079,444		12,079,444
6.	Totals assets (Line 28)	174,431,437	0	174,431,437
	LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7.	Claims unpaid (Line 1)	84,151,880		84,151,880
8.	Accrued medical incentive pool and bonus payments (Line 2)	1,541,198		1,541,198
9.	Premiums received in advance (Line 8)			0
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)	8,197,936		8,197,936
15.	Total liabilities (Line 24)	93,891,014	0	93,891,014
16.	Total capital and surplus (Line 33)	80,540,423	XXX	80,540,423
17.	Total liabilities, capital and surplus (Line 34)	174,431,437	0	174,431,437
	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

		Direct Business Only					
	States, Etc.	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	DS	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	DS	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	DS	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	DS	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	DS	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	37-1661581			Molina Healthcare, Inc.	Molina Healthcare of New Mexico Medical Clinics, Inc.	NM	DS	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	DS	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	DS	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	DS	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	DS	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	95609	43-1743902			Molina Healthcare, Inc.	Alliance for Community Health, LLC	MO	DS	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	DS	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	26-1769086			Molina Healthcare, Inc.	Molina Healthcare of Virginia, Inc.	VA	DS	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	DS	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	DS	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	DS	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	45-2854547			Molina Healthcare, Inc.	Molina Pathways, LLC	DE	DS	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	27-4034065			Molina Healthcare, Inc.	Molina Center LLC	DE	DS	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	DS	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	37-1652282			Molina Healthcare, Inc.	American Family Care, Inc.	CA	DS	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	DS	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	DS	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	DS	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	DS	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	00000	27-0941584			Molina Healthcare, Inc.	Molina Healthcare Services	CA	DS	Molina Healthcare, Inc.	Ownership	100.000	Molina Healthcare, Inc.	
1531	Molina Healthcare, Inc.	14398	45-4750271			Molina Healthcare, Inc.	Molina Healthcare of the District of Columbia, Inc.	DC	DS	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	DS	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.	104,538,205	(91,632,121)			422,665,546				435,571,630	
00000	33-0342719	Molina Healthcare of California	(5,298,173)	7,000,000			(56,524,693)				(54,822,866)	
52630	38-3341599	Molina Healthcare of Michigan, Inc.	(5,000,000)				(52,948,129)				(57,948,129)	
95502	33-0617992	Molina Healthcare of Utah, Inc.	(5,000,000)				(31,050,482)				(36,050,482)	
96270	91-1284790	Molina Healthcare of Washington, Inc.	(11,000,032)				(88,342,733)				(99,342,765)	
95739	85-0408506	Molina Healthcare of New Mexico, Inc.	(5,000,000)				(31,378,186)				(36,378,186)	
10757	20-1494502	Molina Healthcare of Texas, Inc.		70,000,000			(49,954,076)	(3,114,341)			16,931,583	
13778	27-0522725	Molina Healthcare of Texas Insurance Company					(529,859)	3,114,341			2,584,482	
12334	20-0750134	Molina Healthcare of Ohio, Inc.	(36,000,000)				(93,663,416)				(129,663,416)	
00000	20-2714545	Molina Healthcare of California Partner Plan, Inc.					(618,000)				(618,000)	
95609	43-1743902	Alliance for Community Health, LLC	(19,000,000)				(7,662,072)				(26,662,072)	
13128	26-0155137	Molina Healthcare of Florida, Inc.					(17,885,490)				(17,885,490)	
00000	26-1769086	Molina Healthcare of Virginia, Inc.					(393,916)				(393,916)	
00000	27-1510177	Molina Information Systems, LLC (dba Molina Medicaid Soluti	(20,000,000)				(6,845,129)				(26,845,129)	
12007	20-0813104	Molina Healthcare of Wisconsin, Inc.		7,500,000			(1,205,592)				6,294,408	
14104	27-1823188	Molina Healthcare of Illinois, Inc.		300,000			8,000				308,000	
00000	27-4034065	Molina Center LLC					3,336,982				3,336,982	
00000	45-2634351	Molina Healthcare Data Center, Inc.	(1,800,000)	100,000			3,186,679				1,486,679	
00000	37-1652282	American Family Care, Inc.		19,798,205			9,804,566				29,602,771	
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.		1,000							1,000	
69647	31-0628424	Molina Healthcare Insurance Company		(10,837,084)							(10,837,084)	
12905	20-3567602	Molina Healthcare of Nevada, Inc.	3,560,000	(3,750,000)							(190,000)	
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:

5263020123600000

5263020122050000

5263020122070000

5263020124200000

5263020123710000

5263020123700000

5263020123650000

5263020122240000

5263020122250000

5263020122260000

5263020123060000

5263020122110000

5263020122130000

5263020122160000

5263020122170000

Overflow Page for Write-Ins

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	14,974	60	83,183		98,217
2505. Healthcare Savings Fees	1,865,851				1,865,851
2506. Miscellaneous			14,937		14,937
2507. Other Administrative Expenses			148,910		148,910
2597. Summary of remaining write-ins for Line 25	1,880,825	60	247,030	0	2,127,915

Overflow Page for Write-Ins

NONE

2012 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 4 – Claims Unpaid and Incentive Pool, Withhold and Bonus	20	Schedule DB – Part A – Section 2	E19
Exhibit 5 – Amounts Due From Parent, Subsidiaries and Affiliates	21	Schedule DB – Part A – Verification Between Years	SI11
Exhibit 6 – Amounts Due To Parent, Subsidiaries and Affiliates	22	Schedule DB – Part B – Section 1	E20
Exhibit 7 – Part 1 – Summary of Transactions With Providers	23	Schedule DB – Part B – Section 2	E21
Exhibit 7 – Part 2 – Summary of Transactions With Intermediaries	23	Schedule DB – Part B – Verification Between Years	SI11
Exhibit 8 – Furniture, Equipment and Supplies Owned	24	Schedule DB – Part C – Section 1	SI12
Exhibit of Capital Gains (Losses)	15	Schedule DB – Part C – Section 2	SI13
Exhibit of Net Investment Income	15	Schedule DB – Part D	E22
Exhibit of Nonadmitted Assets	16	Schedule DB – Verification	SI14
Exhibit of Premiums, Enrollment and Utilization (State Page)	29	Schedule DL – Part 1	E23
Five-Year Historical Data	28	Schedule DL – Part 2	E24
General Interrogatories	26	Schedule E – Part 1 – Cash	E25
Jurat Page	1	Schedule E – Part 2 – Cash Equivalents	E26
Liabilities, Capital and Surplus	3	Schedule E – Part 3 – Special Deposits	E27
Notes To Financial Statements	25	Schedule E – Verification Between Years	SI15
Overflow Page For Write-ins	44	Schedule S – Part 1 – Section 2	30
Schedule A – Part 1	E01	Schedule S – Part 2	31
Schedule A – Part 2	E02	Schedule S – Part 3 – Section 2	32
Schedule A – Part 3	E03	Schedule S – Part 4	33
Schedule A – Verification Between Years	SI02	Schedule S – Part 5	34
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